

# CENTRAL ALBERTA LACROSSE LEAGUE OBJECTIVES AND BYLAWS

Amended as of February 8th 2021

## OBJECTIVES

### **ARTICLE 1**

This organization shall be called the Central Alberta Lacrosse League (CALL).

### **ARTICLE 2**

The Objectives of the CALL are:

- a. To promote and encourage the formation of amateur lacrosse clubs.
- b. To establish and maintain a uniform test of amateur standing and uniform playing rules for amateur lacrosse
- c. To encourage and foster personal development and leadership qualities of individuals through their application process in amateur lacrosse

### **ARTICLE 3**

The operations of the CALL are to be carried out chiefly within the boundaries of the CALL. The CALL is the governing body of Amateur Lacrosse, within those boundaries, in accordance with its affiliation with the Alberta Lacrosse Association.

## BYLAW 1 – INTERPRETATION

### **1.01 INDEX HEADINGS**

The insertion of headings and the provision of an index, are for inconveniences of reference only and shall not affect the construction or interpretation hereof.

### **1.02 TERMS**

The terms “Bylaws”, “hereof”, “herein”, “hereunder” and similar expressions refer to these Bylaws taken as a whole and not to any particular Bylaw or section and include any document and instrument which amends or is supplementary to these Bylaws. The word “Bylaw” followed by a number shall mean the particular Bylaw being part of these Bylaws.

### **1.03 SINGULAR, PLURAL, GENDER**

Words importing the singular number only include the plural and vice versa, and words importing the use of any gender include all genders.

#### **1.04 "PERSON"**

"Person", and other references to persons, includes and individual, firm, company, corporation, unincorporated body of persons, or association.

#### **1.05 "IN WRITING"**

"In writing" or "written" including printing, or any electronic means of communication by which words are capable of being visibly reproduced at a distant point of reception, including email.

#### **1.06 NOTICE**

Whenever a period of notice is required under these Bylaws, the day on which notice is given shall not be counted as a part of the notice period, but the day appointed by the notice for the event to which the notice relates shall be counted as part of the notice period.

#### **1.07 DEFINITIONS**

Unless the subject matter or context requires a different interpretation, the following words and phrases shall, in these Bylaws, have the following meanings:

- 1) "ALA" shall mean the Alberta Lacrosse Association
- 2) "Amateur" shall have that meaning as defined by the CLA from time to time;
- 3) "Annual Meeting" means the general meeting of the Members as provided for in bylaw 3.01;
- 4) "Appeal" means an appeal pursuant the Bylaws;
- 5) "Board" means the Board of Directors of the CALL;
- 6) "Bylaws" mean the Bylaws of the CALL as amended from time to time;
- 7) "CALL" shall mean the Central Alberta Lacrosse Association;
- 8) "CLA" means the Canadian Lacrosse Association;
- 9) "Club" means an association, registered as a body corporate in the Province of Alberta, which has adopted bylaws and regulations that are consistent with the Bylaws, Objectives, Regulations, Rules and Policies of the CALL and are approved by the board and operates a program in Lacrosse with one or more Lacrosse Teams.
- 10) "Coach" means a person registered with the CALL as a coach of a Lacrosse Team
- 11) "Director(s)" means a director of the CALL
- 12) "Discipline" means correction, chastisement, punishment, penalty and without limiting the generality of the foregoing, shall include suspension, fine, expulsion and posting of a bond;
- 13) "Executive Committee" shall mean all elected officers.
- 14) "Financial Statement" means the financial statement of the CALL
- 15) "Fiscal Year" shall have that mean as defined by Bylaw 11.01;
- 16) "Lacrosse Team" means a group of persons comprised of not less then twelve (12) players, with at least one Coach, all of whom are registered with the CALL;
- 17) "League" shall have that meaning defined by the CLA from time to time;

- 18) "Manager" means a person registered with the CALL as a Manager of a Lacrosse Team;
- 19) "Member" shall mean a Club or Member Team;
- 20) "Officials" means those persons who work as referees, time keepers, goal judges, penalty-box attendants, and other attendants that may be required off the floor or field from time to time, for the organized conduct of the game of Lacrosse;
- 21) "Officers" means the president or person on the board of directors, or other officer of member club;
- 22) "Past President" means the immediately former president of the CALL;
- 23) "Player" means a person registered with in the CALL as a player on a Lacrosse Team;
- 24) "President" means that person elected as the president of CALL;
- 25) "Referee" shall mean a person registered as a referee with the ALA qualified to officiate a Lacrosse game as determined from time to time by the ALA
- 26) "Regulations" means those regulations of the CALL for the administration and advancement of Lacrosse
- 27) "Rule" means those rules of the game of Lacrosse as made from time to time by the CALL, ALA and CLA;
- 28) "Special Resolution" shall mean a resolution passed by a majority of such members entitled to vote are present in person at a meeting of members of which notice specifying the intention to propose a resolution as a special resolution has duly been given;
- 29) "Suspension" means a temporary debarring of a person from the privileges of playing Lacrosse games or association with a Lacrosse Team or Member provided that a suspension must stipulate a length of time or number of Lacrosse games, or type of Lacrosse game or any combination thereof. Expulsion means a permanent debarring;
- 30) "Vice-President" means that a person elected as the vice-president of the CALL

## **BYLAW 2 – MEMBERSHIP**

### **2.01 REGULAR MEMBERSHIP**

**2.01.1** Regular membership to the CALL is open to any Lacrosse Club (herein after referred to as 'Member Club') whose place of operations is located in the bounds of the CALL and which is sanctioned by the ALA, Satisfies the requirements of 1.07 (9) See Appendix 1

**2.01.2** Each prospective member, as a condition precedent to membership in the CALL shall agree that:

- a. All Members recognize the CALL as the supreme authority concerning Lacrosse in the bounds of the CALL subject only to the right of appeal to the ALA and the CLA;

- b. All Members shall unconditionally commit to obey and abide by the Objectives, Bylaws, Rules, Regulations and Policies of the CALL, ALA and CLA and any amendments thereto;
- c. It is desirable that the CALL be a fully governing organization and that it is express agreement that all Members and persons registering with the CALL agree to be bound by Objectives, Bylaws, Rules, Regulations and Policies which are to be interpreted by the board
- d. In order for the CALL to function efficiently, properly and to the best advantage of all Members, Lacrosse Teams, Players, Coaches, Managers, Trainers, Referees, and Officials as well as the sport and game of Lacrosse, the board shall be the sole and final interpreter of the Objectives, Bylaws, Rules, Regulations and Policies the application of the same, subject only to the rights of appeal as provided for by the Rules Regulations and Policies of the CALL, the ALA and CLA;
- e. Members shall conduct their Annual General Meeting and shall submit their AGM minutes, Executive list and Annual Financial Statements to the Vice President of Administration within two (2) weeks from the date of which their AGM was held
- f. Each member shall submit a current report and up-to-date financial statement to the CALL AGM

## **2.02 ADMISSION OF MEMBERS**

### **2.02.1** Any candidate can be admitted as a member if

- a. The candidate makes an application in writing to the Board expressing compliance with and adherence to the Objectives, Bylaws, Rules, Regulations and Policies of the CALL, which must include
  - i. Requisite fee for membership as established by the Board from time to time
  - i. A copy of the applicant's constitution, objectives, bylaws and regulations
  - ii. A complete list of names, addresses and phone numbers of the applicant's directors and officers
  - iii. Any other information at the discretion of the Board
- b. The Board shall have the sole and absolute right to accept or refuse an application for membership in the CALL
- c. Membership in CALL shall take effect upon acceptance of the application for the membership in the CALL and upon approval of the ALA
- d. Each Member shall notify the secretary of the Board immediately of any amendments to its objectives, bylaws and regulations and of any changes of its officers.

## **2.03 SUSPENSION AND TERMINATION OF MEMBERSHIP**

**2.03.1** Suspension – A member may be suspended by special resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

**2.03.2** Termination – membership in the CALL will be terminated immediately upon:

- a. The member fails to maintain any of the qualifications or conditions of membership described in section 2.01 of these Bylaws
- b. Resignation of the Member by given written notice to the CALL;
- c. Dissolution of the Society;
- d. By Special Resolution of the Board at a duly called meeting , provided fifteen (15) days notice is given and the member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the M
- e. Member receiving the notice will be entitled to submit a written submission opposing the termination

**2.03.3** May Not Resign – A member may not resign from the CALL when the Member is subject to disciplinary investigation or action by the CALL

**2.03.4** Arrears – A Member will be expelled from the CALL for failing to pay membership fees or monies owed to the CALL by deadlines prescribed by the Board

## **2.04 ASSOCIATE MEMBERS**

**2.04.1** The CALL shall have the right to approve an individual as an Associate Member

**2.04.2** An Associate membership may be acquired by an application in writing to the board and such Membership shall take effect upon approval of the Board

**2.04.3** The Board shall have the sole and absolute right to accept or refuse an application for Associate Membership in the CALL

**2.04.4** Associate Members shall not be voting members, but shall be entitled to attend and take part in meetings of the Members.

**2.04.5** Associate Members shall be entitled to the usuals services provided to other Members, including the right to send representatives to clinics and schools conducted by the CALL.

## **2.05 LIFETIME MEMBERSHIPS**

**2.05.1** Life membership is the highest honor which may be bestowed by the CALL. It is to be awarded to individuals only for very distinctive services to the CALL. Nominations for Life Membership must be forwarded to the Board in writing thirty (30) days prior to the 1<sup>st</sup> day of September each year, with the endorsement of at least four (4) Members on the nominating papers for each proposed Life Member. Life Members shall act in an advisory capacity to the Board, exercising all the privileges of Directors (except where

otherwise restricted in the Objectives, Bylaws, Rules, Regulations and Policies) but shall not be eligible to vote on any issue.

**2.05.2** The Board shall appoint any Life members by majority vote on any nomination for Life Membership

**2.05.3** Expenses of the Life Members attending an Annual General Meeting shall be paid by the CALL (so long as they reside in Alberta)

### **BYLAW 3 – MEETINGS OF MEMBERS**

**3.01 ANNUAL GENERAL MEETING** – The CALL will hold meetings of voting Members at such date, time and place as determined by the Board within the Province of Alberta. The Annual General Meeting will be held within 15 months of the last Annual General Meeting

- a. Written or electronic notice of the date of the AGM of the voting members will be given to all members in good standing at least twenty-one (21) days prior to the meeting;
- b. Notice will include the proposed agenda, reasonable information for members to make informed decisions, nominations of directors, and the text of any resolutions or amendments to be decided
- c. No other items of business will be included in the notice of the meeting of the voting members unless notice in writing of such other business has been submitted to the Board seven (7) days prior to the meeting of the voting Members.

**3.02 SPECIAL MEETINGS** – Special meetings of the members may be called any time by Ordinary Resolution of the Board for any purpose connected with the affairs of the CALL that does not fall within the exceptions of the Societies Act or is otherwise inconsistent with the Societies Act, within twenty-one (21) days from the date of the deposit of requisition

**3.03 PARTICIPATION/HOLDING BY ELECTRONIC MEANS** – The Board may determine that any special meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

**3.04 QUORUM** – A majority (51%) of the voting Members present or by proxy shall constitute quorum at the Annual General Meeting or Special Meeting.

**3.05 ATTENDANCE** – The only persons entitled to attend a meeting of the Members are the voting Members, delegates representing Members, the auditors of CALL, and others who are invited by the Board or entitled or required under any provision of the Alberta Societies Act to be present at the meeting. Any other persons may be admitted only if invited by the Chair or with the majority consent of the Members present.

**3.06 VOTING RIGHTS** – At each meeting of the Members (AGM or Special meeting) the following have the right to vote:

- a. Each Member of the Executive Committee will have one vote
- b. Each Member Club shall have one vote
- c. Each person shall vote on every motion unless excused by resolution of the meeting or, unless disqualified by reason of conflict of interest as defined in Bylaw 5.20, in which case that person shall not vote.

**3.06.1 QUALIFICATIONS** -In order for a Member to qualify for voting privileges at meetings of Members, the Member must:

- a. Have had a Lacrosse Team(s) registered within the CALL in the year immediately preceding the said meeting which was involved in active competition
- b. Have paid their Annual Membership Dues if the meeting is an Annual Meeting
- c. Be in good standing with the CALL
- d. Be present in person or have its representative present at the meeting

**3.06.2 MEMBER'S REPRESENTATIVE** – A Member of the CALL may appoint a person or persons (the 'Member's Representative") to attend and vote on it's behalf at meetings of Members

**3.06.3 DETERMINATION OF VOTES** – Votes will be determined by show of hands or orally, unless a secret or recorded ballot is requested by a Member

**3.06.4 MAJORITY OF VOTES** – Except where otherwise noted in these Bylaws, the majority of votes will decide each issue.

#### **BYLAW 4 – BOUNDARIES**

**4.01** The Boundaries of the CALL are as stated in the Regulations

#### **BYLAW 5 – GOVERNANCE**

##### **5.01 COMPOSITION OF THE BOARD**

The Board of Directors (herein after referred to as the "Board") shall consist of the following:

1. President
2. Past President
3. Vice President of Administration
4. Vice President of Finance
5. Discipline
6. Referee in Chief
7. Presidents of Members

**5.02 Eligibility** – To be eligible to be a Director, an individual must"

- a. Be eighteen (18) years of age or older;
- b. Reside in the province of Alberta
- c. Have not been declared incapable by a court in Canada or in another country;

- d. Not have the status of bankrupt

### **Election of Directors**

- 5.03 Nominations** – Any eligible individual may submit his or her name for election as a Director to the Secretary of the CALL seven (7) days prior to the AGM.
- 5.04 Incumbents** – Current elected Directors wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election seven (7) days prior to the AGM
- 5.05 Nominations from the floor-** nominations will not be accepted from the floor of the AGM unless there is no candidate for a vacant position
- 5.06 Circulation of Nominees** – Valid nominations will be circulated to voting Members at the Annual General Meeting prior to elections
- 5.07 Election** – At each meeting of the voting Members at which elections are held, elections will be held for any Director position for which the incumbent Director’s term is expiring and/or any Director position that is vacant.

### **Resignation and Removal**

- 5.09 Resignation** – A director may resign from the Board at any time by presenting his or her notice of resignation to the board. The resignation will become effective the date on which the notice is received by the Board or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the CALL resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from disciplinary investigation or action.
- 5.10 Removal** - The board may, by a two-thirds (2-3) vote, remove director who, in the opinion of the Board has been is or is being remiss or neglectful of duty or by conduct which impairs his/her performance as a Director
- 5.10.1** Any Director who fails to attend board Meetings on two (2) consecutive occasions, without just cause, which shall be determined by the Board, on motion passed by the majority of the Directors, may be removed as Director.
- 5.11 Vacancies** – The Board of Directors shall have the power to fill by appointment any office or vacancy which may occur between Annual General Meetings or as a result of the failure of an Annual General Meeting to elect full state

### **Meetings of the Board**

- 5.12 Calling of a Meeting** - A meeting of the Board will be held at any time or place as determined by the President, or by written requisition of at least two (2) Directors.
- 5.13 Chair** – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.
- 5.14 Notice** -
  - a. Notice of the time and place of all meetings of Members and the general nature of the business to be transacted shall be communicated to each member on fourteen (14) days prior to notice.



- b. Notice of the meeting shall be deemed to be good and effective if sent to the last known email address of the Member fourteen (14) days prior to the date of the meeting
- 5.15 Number of Meetings** – Meetings of the Board of Directors may be held as often as may be required, with a minimum of eight (8) per calendar year.
- 5.16 Quorum** – At any meeting if the Board, quorum will be 51% of voting Directors holding office
- 5.17 Minutes** – The minutes of the Board and Committees meetings shall include motions considered and their disposition, reports received either explicitly or as attachments shall be distributed to Members as soon as possible and at the least prior to the start of the next meeting
- 5.18 Voting** – Each voting Director is entitled to one vote. Voting will be by show of hands, written or orally unless a majority of voting Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution.
- 5.19 Participation/Holding By Electronic Means** - A meeting of the Board may be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

#### **BYLAW 6 – POWERS OF THE DIRECTORS**

- 6.01 Powers of the Board** – For the purpose of carrying out the objectives of the CALL, the Board shall manage the affairs of the CALL, and shall implement all of the resolutions, exercise all of the powers and do all such acts and things as may be exercised or done by the CALL and are not by these Bylaws expressly directed or required to be done at a meeting of the Members or otherwise.
- 6.02 Empowered** – the Board is empowered, including but not limited to:
  - a. Make policies and procedures and manage the affairs of the CALL with the ALA, the CLA and these Bylaws
  - b. Make policies and procedures related to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
  - c. Make policies and procedures related to the discipline, conduct and activities of individuals registered or affiliated with Members, such as athletes, coaches, volunteers and officials;
  - d. Make policies and procedures relating to the management of disputes within the CALL and deal with the disputes in accordance with such policies and procedures;
  - e. To interpret and enforce the Bylaws, Policies, Rules and Regulations of the CALL, ALA, CLA and for the betterment of Lacrosse in the CALL;
  - f. Employ or engage under contract such persons as it deems necessary to carry out the work of the CALL;

- g. Determine registration procedures, recommend membership fees, and determine other registration requirements;
- h. Enable the CALL to receive donations and benefits for the purpose of furthering the objects and purposes of the CALL;
- i. Make expenditures for the purpose of furthering the objects and purposes of the CALL;
- j. Borrow money upon the credit of the CALL as it deems necessary in accordance with these Bylaws;
- k. to classify Lacrosse Teams, in its sole discretion, in all Categories or Divisions
- l. to approve or disapprove, in its sole discretion, applicants for membership; and
- m. Perform any other duties from time to time as may be in the interest of the CALL

## **BYLAW 7 – EXECUTIVE COMMITTEE, DIRECTORS AND STANDING COMMITTEES**

### **Executive Committee**

**7.01** The Executive Committee, the members of which shall serve without remuneration, shall be elected by the Members at the Annual Meeting and shall consist of the following:

- 1) President
- 2) Past President
- 3) Vice President of Administration
- 4) Vice President of Finance
- 5) Discipline

**7.02** The Executive Committee shall generally assist in the general operations of the CALL, including, without limiting the generality of the foregoing, the following;

- a. Perform specific operations and duties as directed from the board from time to time
- b. Act as a steering committee for the Board making recommendations to the Board regarding policies and direction of the CALL;
- c. Assist in the preparation of the CALL's Annual budget and have the proposed budget delivered to the Board no later than ten (10) days prior to the date of the Board meeting convened to approve the budget.
- d. The Executive Committee may invite to its meetings such persons as the Executive Committee believes is necessary to properly conduct business

**7.03 President** – The President subject to the overall management and supervision of the Board, shall be charged with general management and supervision of the Board, and the affairs and operations of the CALL including but not limited to;

- a. Shall preside at and chair all meetings of the Members and the Board
- b. Shall represent the CALL at all ALA meetings;
- c. Shall be an ex-officio member of all committees;

- d. Shall call all meetings of the Board at such time and place as may be required from time to time to transact the business of the CALL;
- e. Shall have the power on an emergent basis, to discipline any Player, Coach, Manager, Trainer or Lacrosse Team for unseemly conduct on or off the playing surface for a breach of the Bylaws, Policies, Rules and Regulations, subject always to the right of appeal to the Discipline Committee
- f. Shall have the power on an emergent basis, to discipline a Member for any reason which, in the sole discretion of the President, is sufficient, subject always to the right of appeal to the discipline/appeals committee
- g. Shall oversee the promotion of Box Lacrosse in the CALL area;
- h. Shall serve a two year term elected in odd number years

**7.03.1** The President shall not have a vote at meetings of Members, the Board of Executive Committee, but in the case of equality of votes on any question, the President shall have the casting vote

**7.04 Past President** – The Past President shall act in any capacity as may be required from the President from time to time

**7.05 Vice President of Administration –**

- a. Shall assume the role of the President if the President is absent or unable to fulfil his/her term;
- b. Shall be responsible for all record keeping of the board of directors meetings and executive meetings
- c. Shall be responsible for the bylaws, regulations and policies of the CALL;
- d. Shall act as a signing authority with the President and Vice President of Finance;
- e. Shall serve a two year term elected in odd number years

**7.06 Vice President of Finance –**

- a. Shall be responsible to oversee the finances of the CALL;
- b. Shall be responsible for the creation and presentation of the yearly budget of the CALL;
- c. Shall oversee the casino operation of the CALL and be the CALL liaison with the Alberta Liquor and Gaming Commission on matters related to gaming with the CALL office;
- d. Shall be a signing authority of the CALL with the President and the Vice President of Administration;
- e. Shall serve a two year term elected in even years

**7.07 Discipline –**

- a. Shall be responsible for matters pertaining to League Play;
- b. Shall be responsible for sub committees, and serve as the Chair of these committees, or delegate Chair when in conflict of interest;
- c. Shall be responsible for the tracking and recording of all discipline issues that involve Members of the CALL;
- d. Shall be responsible to ensure all Members have fulfilled the proper screening process as per CALL, ALA and CLA Regulations, Rules and Policies
- e. Shall serve a two year term elected in odd years

**7.08 Referee in Chief –** This is a (non-voting) Board of Director Position Appointed to the CALL by the Alberta Lacrosse Referee Association on a yearly basis.

Must be a Member of the Alberta Lacrosse Referee Association, the Referee In Chief shall develop, maintain and implement programs for the training, instruction and certification of game officials, shall be the official CALL rules interpreter, shall be responsible for the issuance of all rule books and regulatory information, shall maintain a control registry of qualified referees and shall schedule referee assignments through himself or his designate

Shall serve as a resource person for any CALL Discipline/Appeals Committees

**7.09 Committees –** The Board may appoint ad hoc committees as necessary as required

**7.10 Standing Committees –** The Members of the Standing Committees, and the Chairs if the Standing Committees shall be appointed by the Board of Directors annually.

**7.11 Discipline Committee –** Composed of one appointee from each of the Member Clubs. To rule on disciplinary issues submitted to the committee pursuant to CALL, ALA or CLA rules and complaints against any Member of the CALL. The chair or his/her delegate, when requested, shall also interpret CALL rules when the issues relate to disciplinary action.

**7.12 CALL Staff –** Employees of the CALL, may not be members of the Board of Directors, without the consent of the Executive Committee.

**7.13 Maximum Terms –** No individual Director will serve more than three (3) consecutive terms (including partial terms) in the same position.

**BYLAW 9 – Rules, Regulations and Policies**

**9.01** Upon the Board approving and adopting a Rule, Regulation or Policy, the Vice President of Administration shall forthwith give notice in writing if the said Rule, Regulation or Policy to the Members

## **BYLAW 10 – EXCLUSIVE JURISDICTION**

**10.01 Board Decisions – Final and Binding** All Members, Lacrosse Teams, Players, Coaches, Managers, Trainers and Officials, by virtue and because of their status as such, shall accept as final and binding the decisions of the Board, including, without limiting the generality of the foregoing, the Board’s interpretation or construction of the Objectives, Bylaws, Rules, Regulations and Policies subject only to the right Appeal the ALA and CLA as provided for in the Bylaws, Rules, Regulations and Policies of the ALA and CLA

## **BYLAW 11 – GENERAL**

**11.01 Fiscal Year** – The fiscal year of the CALL shall commence on the 1st day of October of every year to and including the 30<sup>th</sup> day of September the following year.

### **11.02 ANNUAL FINANCIAL REVIEW**

**11.02.1 Auditors** – At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts and records of the CALL. At each Annual General Meeting the auditor will submit a complete statement of the books to the Members for the previous fiscal year.

**11.02.2 Inspection of Records** – The Members have the right to inspect the books and records of the CALL. The records may be inspected by making arrangements with the President, Vice President of Administration or the Vice President of Finance to inspect them at a mutually agreed upon place. The CALL shall produce the books and records for inspection within a reasonable time after being requested by the Member to do so.

**11.03 Custody and Use of Seal** – The Board may adopt the use of a seal which shall be the common seal of the CALL. The common seal of the CALL shall be under the control of the Board and the person(s) responsible for its custody and use from time to time shall be determined by the Board

### **11.04 AMENDMENTS TO BYLAWS**

**11.04.1** Subject to compliance with the requirements of the laws of the Province of Alberta, the Bylaws may be rescinded, altered or added to by a Special Resolution provide that notice of such resolution has been given at least twenty-one (21) days prior to the meeting at which it is intended to present such resolution to the Members and such

Special Resolution, if passed by the Members, shall not take effect until it has been registered in accordance with the laws of the Province of Alberta.

**11.04.2** Any amendment of the Bylaws, Rules and regulations which may have been adopted in the manner provided for in the Bylaws, shall not be negated by reason of any error or omission which may occur in the periodic printing of the Bylaws, Rules and Regulations

**11.05 Dissolution** – The CALL may be dissolved by special resolution of Members

**11.06 Distribution of Assets** – After payment of all debts and liabilities of the CALL, the remaining assets shall be transferred to such organizations with the same or similar objectives of the CALL as determined by the dissolving special resolution or as may be otherwise required by law