

STRATHCONA BASKETBALL ASSOCIATION - BYLAWS

ARTICLE 1 DEFINITIONS AND INTERPRETATIONS

- 1.1 Any reference to the male gender shall be construed to include the female gender or vice versa unless the context otherwise requires.
- 1.2 The terms “Association”, “Society”, “SBA” or “S.B.A.” herein used throughout shall mean and include the Strathcona Basketball Association.
- 1.3 The SBA shall mean a clearly defined geographic portion of the Strathcona County whose boundaries shall be defined by the Strathcona Basketball Association.
- 1.4 “Annual General Meeting” means the annual general meeting of the members required pursuant to the *Societies Act* (Alberta), RSA 2000, c S-14.
- 1.5 “Associated Member” or “Associated Members” refers to individuals admitted under Associated Membership.
- 1.6 “Athlete Member” or “Athlete Members” refers to individuals admitted under Athlete Membership.
- 1.7 “Board of Directors” or “Board” shall mean the Board of Directors of the Association.
- 1.8 “By-laws” means these by-laws, as the same may be amended from time to time.
- 1.9 “Director(s)” shall mean the person(s) elected to the Board of Directors from time to time in accordance with these By-Laws.
- 1.10 “Executive” means the Officers of the Association, together acting as an “Executive Committee”.
- 1.11 “Honorary Member” or “Honorary Members” refers to individuals admitted under Honorary Membership.
- 1.12 “League” means the basketball league participated in by the Association.
- 1.13 “Member” or “Members” means each of the persons set out in Article 4.1.
- 1.14 “Officer” or “Officers” means an individual who has been duly elected or appointed to hold one of the offices of the Association as contemplated in the By-Laws.
- 1.15 “Registered Coach” means the head coach assigned by the Executive Committee to a maximum group of 15 Athlete Members for the current season (an “Athlete Member Team”).

1.16 “Regulations” means the *Societies Act* (Alberta), RSA 2000, c S-14 and Societies Regulation (Alberta), Alta Reg 122/2000, as may both be amended from time to time.

1.17 “Season” means regular season, play-off and provincial games, which runs annually from September to March.

1.18 “Special Meeting” means a meeting of the Members other than regularly held meetings and the Annual General Meeting.

1.19 “Special Resolution” has the meaning given in Article 17.2.

1.20 “Team Representative” means a representative appointed in accordance with Article 7.2 of these By-Laws.

ARTICLE 2 THE ASSOCIATION AND OBJECTS

2.1 The name of the Association shall be the “STRATHCONA BASKETBALL ASSOCIATION” and shall so be incorporated under the *Societies Act*, RSA, c. S-14 and amendments thereto.

2.2 The Association shall be a member of the Edmonton Youth Basketball Association, and shall be subject to all their by-laws.

2.3 The Association shall be a member of Basketball Alberta.

2.4 The objects of the association are:

(a) To provide a volunteer-based basketball league for Strathcona County & surrounding area youth to participate in.

(b) To foster and encourage personal and athletic growth, education and development of all players, coaches, and officials who participate in our programs.

(c) To encourage equal participation and strong values of basketball, such as teamwork and fair play within the Association.

(d) To encourage and promote volunteer involvement in basketball through the Association.

ARTICLE 3 FISCAL YEAR

3.1 The fiscal year of the Association shall begin on the 1st day of July and end on the 30th day of June the following year (the "Fiscal Year").

ARTICLE 4 MEMBERSHIP

4.1 The membership of the Association shall be the subscribers to the application and By-laws, and other such persons as are admitted as members of the Association. All members must be individuals residing in the Province of Alberta. All applications for membership in the Association shall be submitted to the Board, and upon approval by the Board, the applicant shall become a Member.

4.2 Membership in the SBA shall consist of three (3) types:

(a) **Athlete Membership:** Athlete Membership is granted to individuals who are participating in one or more Athlete Member Team. They are eligible for all rights and benefits as determined by the Executive from time to time.

(b) **Associated Membership:** Associated Membership is granted to:

(i) One parent or guardian of an Athlete Member. However, only one Associated Member shall be admitted per household of Athlete Members.

(ii) All registered coaches and assistant coaches of Athlete Members.

(iii) Other individuals at the discretion of the Executive.

Associated Membership allows Associated Members the benefits of an Athlete Member as determined by the executive from time to time. Associate Members have full voting rights and may stand for office. Associate Membership may also be granted to other individuals at the discretion of the Executive.

(c) **Honorary Membership:** Honorary Membership in the Association may be granted to deserving persons at the discretion of the executive. Such memberships will have the status of Athlete Membership, without the payment of Fees.

4.3 For each Athlete Member entering SBA, there will be a registration fee which entitles the Athlete Member and their respective Associated Member to the rights and benefits of the Association for a period of one season.

4.4 The Executive Committee shall determine registration fees ("Fees") from time to time. Fees shall consist of:

(a) any amount required for participation on an Athlete Member Team;
Strathcona Basketball Association Bylaws

November 2021

- (b) annual membership fees owing each Fiscal Year; and
- (c) additional fees as may be determined by the Executive from time to time.

4.5 Any Associated Member who is in arrears more than sixty (60) days will cease to be a Member of the Association.

4.6 Any Athlete Member who is in arrears for more than ninety (90) days shall cease to be a Member and have their name taken from the active roster of the Athlete Member Team they are currently participating in.

4.7 Any individual who has ceased to be a Member of the Association as the result of outstanding arrears shall be reinstated as a Member of the Association upon payment of the outstanding arrears in full.

4.8 Any Member of the Association who is found guilty of gross neglect of duty or of behavior that is likely to bring discredit to the Association may be suspended or expelled at the discretion of the Executive.

4.9 Any person may withdraw from the Association by submitting the intention to withdraw, in writing, to the Executive Committee of the Association. Such withdrawal shall take effect upon receipt of such notice by the Association.

4.10 A Member may withdraw from the Association by tendering his/her resignation in writing to the Secretary or may be expelled from the Society by a resolution of the Members passed at a general meeting called for that purpose.

ARTICLE 5 PRIVILEGES AND OBLIGATIONS OF MEMBERS

- 5.1 Only Associated Members shall have the right to vote.
- 5.2 Any Associated Member may hold office as a Director or Officer of the Association.
- 5.3 Only Members shall have any interest in the funds of the Association.

5.4 No Member of the Association is liable for any debt or liability of the Association in a personal or individual capacity.

ARTICLE 6 MEETINGS

6.1 The Annual General Meeting of the Association shall be held in the month of June of each year, unless otherwise determined by the Board of Directors, at such a place and time, as may be determined by the Board of Directors. The Annual General Meeting may be completed as virtual meetings and/or conference calls.

6.2 General meetings will be held at the discretion of the Executive.

6.3 The President may at any time call a Special Meeting of the Association to be held on such a day and such time and place within Sherwood Park as the President may determine, if the President determines that the meeting shall be held in person.

6.4 Notice of a general meeting or Special Meeting called by the Executive shall be made by notice in writing and posted on the Association's website or sent by e-mail, no later than fourteen (14) days prior to the proposed date of the meeting. Such notice shall state the day, hour and place of the meeting, and if special business is to be transacted thereat, the notice shall set forth:

(a) the nature of the business in sufficient detail to permit a Member of the Association to form a reasoned judgment on that business, and

(b) the text of any extraordinary resolution to be submitted to the meeting.

6.5 The accidental omission to give notice of any meetings of Members of the Association to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceedings taken at any such meeting.

6.6 With the majority consent of the Members present at a general meeting or Special Meeting, the chairperson may adjourn the meeting to another fixed time and place. If a general meeting or Special Meeting is adjourned by one or more adjournments for an aggregate less than thirty (30) days, it is not necessary to give notice of the adjourned meeting, other than by verbal announcement at the time of the adjournment. If a meeting of the Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting must be given.

6.7 At all meetings of the Association, the President shall be the chairman of the meeting. In their absence, the Vice-President shall be chairman, and in their absence, the Members attending the meeting shall either elect one of their Members or the Executive Director to be chair.

6.8 A quorum for the transaction of business at any general meeting of Members shall exist if Members of the Association present at such meeting represent:

(a) Not less than two percent (2%) of the voting Members of the Association;

(b) Thirty-three and one third (33 1/3%) percent of the Board of Directors; or

(c) Fifty-one (51%) percent of the Members of the Executive Committee constitute a quorum for any meeting of that committee;

Roll call will be taken by verbal or written means at each general meeting. If a quorum is present at the opening of the meeting of Members, the members may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If after 30 minutes of the proposed time of the commencement of the meeting, a quorum of the meeting is not present the meeting shall be cancelled. If a general meeting is called twice and a quorum is not achieved, the quorum at the third meeting will constitute one-half of the above numbers.

6.9 Voting at a meeting of Members must be by show of hands of those Associated Members present in person or by verbal poll of those present by telephone or other communication facilities. At every meeting of Members, each Associated Members present shall have one (1) vote. At every meeting of Members, all questions proposed for consideration of the Members must be decided by a majority of votes, unless the Regulations or the By-laws otherwise require. Voting by proxy shall not be permitted.

6.10 Every Associated Member shall have one vote in the affairs of the Association at meetings of the Association. Each individual is entitled to carry only one vote irrespective of the different positions that they may have at a meeting.

6.11 The chair of a meeting shall not vote on any resolution, unless there is a tie in voting, in which case the chair may cast a deciding vote.

6.12 Voting at all elections of the Association shall be by show of hands. However, any Member may demand on election, that a secret ballot be taken and upon such a demand, the President shall ensure it is carried out.

ARTICLE 7

BOARD OF DIRECTORS AND APPOINTMENT OF OFFICERS

7.1 The Board of Directors will consist of the elected Executive Committee and can include any other registered Associated Member, as approved by the Executive.

7.2 Each Athlete Member Team shall appoint one of its Associated Members to be their representative to the Association (the "Team Representative"). Each Team Representative shall become a Director on the Board of Directors of the Association. Unless otherwise delegated, the Team Representative shall be the Registered Coach.

7.3 Every Director and Officer of the Association in exercising their powers and discharging their duties shall:

(a) Act honestly and in good faith with a view to the best interest of the Association;
and

(b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

7.4 At the Annual General Meeting of the Association, as per Article 6.1, voting Members will elect Officers to an Executive, which shall consist of:

- (a) A President;
- (b) A Vice President;
- (c) A Treasurer;
- (d) A Secretary;

- (e) A non-elected but appointed Past President;
- (f) An Ex-officio Member; and
- (g) An Executive Director of the Association.

Voting Members may also elect a maximum of eight (8) Directors to the Executive Committee for those positions identified at the commencement of the Annual General Meeting.

7.5 Voting of all elections shall be by show of hands. However, any Member may demand, that a secret ballot be taken and upon such a demand, the President shall ensure that voting is conducted by secret ballot.

7.6 The Executive Committee shall become voting Members of the Board of Directors.

7.7 Other than the Past President, Members, pursuant to the By-Laws, shall elect each Officer.

7.8 Between each Annual General Meeting, the Executive may appoint one of the Associated Members or elect one of its Members or any other individual to fill any vacancy in the office of one of the Officers.

7.9 The Past President shall be appointed by the President, who shall select a person who previously held the role of President within the Association. The person appointed as Past President shall have the option to accept or decline this Officer position. If all eligible candidates refuse the appointment, the Past President role shall remain vacant.

7.10 A chairman who shall be chosen at an Annual General Meeting shall conduct the election of the Executive Committee. If a ballot is demanded by any voting Member present or by his substitute, the chairman may appoint as many scrutinizers as he or she deems necessary.

7.11 Only Members are eligible for appointment as an Officer. Members cannot be appointed as an Officer if they are in arrears with the Association.

7.12 An Officer whose term has ended shall be eligible for re-election as an Officer.

7.13 A person who is elected or appointed as an Officer shall not become an Officer unless:

(a) they were present at the meeting when elected or appointed and did not refuse to act as an Officer; or

(b) they consent to being an Officer, by written email, during or within 10 days of the meeting in which they were elected or appointed.

7.14 The elected or appointed Officer shall assume office at the conclusion of the earlier of the occurrence of Articles 7.13(a) or 7.13(b).

7.15 Any Director or Officer, upon a majority vote of the Executive, may be removed from office for any cause which the Executive may deem reasonable.

7.16 Any Officer or Director who wishes to resign from their respective position must submit such resignation in writing, and such resignation becomes valid three days after submission, unless revoked by the Officer or Director.

7.17 A Director shall cease to be a Director at the time he/she ceases to be a Member of the Association.

ARTICLE 8 DUTIES AND POWERS OF OFFICERS

8.1 The Officers of the Association:

(a) The Officers of the Association are responsible for the activities of their area as outlined below and as such they shall chair all meetings related to their area and ensure minutes of these meetings are made.

(b) If necessary, the Officers of the Association will also establish committees to administer the affairs of their area (committee members are to be selected by the appropriate Officers and approved by the Board of Directors, or Executive Committee).

(c) The Officers of the Association are responsible for the recruiting of volunteers to fulfill the positions of the committee.

(d) Officers of the Association must present a report to the Annual General Meeting and monthly Board of Director meetings.

(e) The Officers of the Association must recommend goals and objectives for the Association and develop action plans showing how to accomplish these goals.

8.2 The Executive Committee shall be the governing body of the Association and shall:

- (a) Set the policy of the Association for the current season;
- (b) Approve the expenditure of monies as set out hereafter;
- (c) Rule on any appeals of decisions of the President or Executive Director;
- (d) Set the annual registration fee for each Athlete Member Team;
- (e) Approve the appointment of an Executive Director;
- (f) Establish remuneration for the Executive Director;
- (g) Make any plans, programs, fund raising that they desire, providing that such plans do not obligate the Association to any long-term obligations;
- (h) May ask the Board of Directors to ratify a decision they have made; and
- (i) May make a decision on any matter not specifically covered in the By-Laws.

8.3 The President shall:

- (a) Have such powers and duties as may be determined, from time to time, by the Executive Committee;
- (b) Preside over all meetings of the Association;
- (c) Be an ex officio member of all committees;
- (d) Follow the overall interests of the Association;
- (e) Make day-to-day decisions of the Association;
- (f) Assist in ensuring that the By-Laws are enforced;
- (g) Be responsible for ensuring that all resolutions or motions, passed by the membership or Board of Directors are carried out;
- (h) Instruct the Executive Director in their duties;
- (i) Supervise the other Officers in their responsibilities;
- (j) Make recommendations to the Executive Committee; and
- (k) Be the Associations representative to all sport related and unrelated events and may appoint another Officer or Director when unable to attend.

8.4 The Vice-President shall:

- (a) Assume the responsibilities of the President in their absence;
- (b) Assist in coordinating communications with the membership;
- (c) Assist in maintaining relations with Edmonton Youth Basketball Association and their membership;
- (d) Be assigned duties by the President.

8.5 The Treasurer shall:

- (a) Keep the financial records of the Association in order;
- (b) Ensure the payment of the bills approved by the Executive Committee;
- (c) Present financial statements to the Executive at each executive meeting and shall, if required arrange for the audit of financial statements;
- (d) At the first meeting of the newly elected Executive turn over all funds, books, papers and other property of the Association to the elected successor;

- (e) Ensure that the annual audit of the Association is carried out in accordance with Article 20.2;
- (f) Act as a consultant in establishing the yearly budget;
- (g) Be responsible for undertaking any reasonable duties the Executive or Board of Directors may request of them with regard to the area of finance;
- (h) Hold the monies of the Association in a chartered bank of Canada; and
- (i) Issue cheques on behalf of the Association. Said cheques shall require the signature of two (2) Officers of the Executive Committee (as per Article 12.7 of these By-Laws).

8.6 The Secretary shall:

- (a) Keep the minutes of the meetings of the Board of Directors;
- (b) Handle the correspondence of the Association as directed by the President.

8.7 The Directors and Ex-officio Member shall:

- (a) Have such duties as may be assigned to them by the Officers of the Executive Committee or the President.

8.8 The Past President shall:

- (a) Advise and assist the President, and the Executive generally, on all matters which are presented to the Past President for advice and assistance.

ARTICLE 9 INDEMNITY

9.1 Except where a Director, Officer or employee shall be adjudged to be liable for willful negligence or willful misconduct in the performance of any duty or responsibility to the Association, the Association shall indemnify each Director, Officer and employee against any and all liability and all reasonable expenses in connection with or resulting from any claim, action, suit or proceeding in which the Director, Officer or employee becomes involved as a party or otherwise by reason of having been a Director, Officer or employee of the Association.

ARTICLE 10 DUTIES OF AN EXECUTIVE DIRECTOR

10.1 The Executive Committee on the advice of the President may appoint an Executive Director.

10.2 The Executive Director shall:

- (a) Keep such statistics as directed by the Executive Committee;
- (b) Arrange practice gyms as required;
- (c) Administer the day-to-day activities of the league;
- (d) Attend meetings of the Executive Committee and Board of Directors as an Ex-officio Member;
- (e) Hire staff as directed by the Executive Committee;
- (f) Act as commissioner of the Association and as such shall make recommendations to the Executive Committee.

10.3 Any ruling of the Executive Director may be appealed to the Executive Committee providing the rules of protest under Article 11 are followed.

ARTICLE 11 APPLICATION AND INTERPRETATION OF SPECIFIC BYLAWS

11.1 Subject to Article 11.4, the question of interpretation and application of the By-laws in the context of a particular circumstance or matter shall be referred to the President. Subject to Articles, 11.2 through 11.5, the President's ruling thereon shall be final and binding.

11.2 A Member may appeal the ruling of the President on the interpretation and application of the By-laws directly affecting that Member. To appeal, the aggrieved Member must submit a notice of appeal to the Secretary within seven (7) days of the decision of the President. The Executive Committee shall then consider the matter at its next meeting or shall vote upon the appeal by electronic ballot. The Member may be present to address the Executive Committee at the time the appeal is being considered. Subject to Articles 11.3, 11.4 and 11.5, the ruling of the Executive Committee on the appeal shall be final and binding.

11.3 A Member may appeal the ruling of the Executive Committee on the interpretation and application of the By-laws directly affecting that Member. To appeal, the aggrieved Member must submit a notice to appeal to the secretary within (7) days of the decision of the Executive Committee. The Board of Directors shall then consider the matter at its next meeting. The ruling of the Board of Directors on the appeal shall be final and binding.

11.4 At every meeting of the Association, the question of the interpretation and application of the By-laws in the context of a particular circumstance or matter shall be referred to the chair of that meeting and subject to Article 11.5; the ruling of the chairperson thereon shall be final and binding.

11.5 A Member may appeal the ruling of the chairperson on the interpretation and application of the By-laws by immediately moving for the ruling of the Members. The ruling of the Members shall be final and binding.

ARTICLE 12
FINANCES OF THE ASSOCIATION

12.1 Financial responsibilities of the Treasurer.

- (a) The Treasurer will be responsible for the financial operation of the Association;
- (b) The Treasurer shall prepare an annual financial report for presentation to the membership at the Annual General Meeting;
- (c) The Treasurer shall ensure that all financial statements presented to the membership are subsequently submitted to the Registrar or Corporations.

12.2 The individuals, firm or other organization auditing the financial statements of the Association for the ensuing year shall be appointed by the Executive. Such appointment will be for a one-year term.

12.3 Disposal of Funds:

- (a) All monies received by or on behalf of the Association shall be deposited in the accounts of the Association, which shall be housed in chartered banks or trust companies; those payments made will be via eTransfer, online credit card payments and lastly by cheque/cash.
- (b) All disbursements must be approved by two signing Officers.

12.4 The Executive, with the approval of 80% of the Directors attending a duly constituted Board of Directors meeting, may borrow funds for the benefit and further development of the Association.

12.5 For the purpose of carrying out the objects of the Association, the Executive may from time to time borrow or raise or secure the payment of money in such a manner as it sees fit, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association as constituted above or at a general meeting, the Executive may:

- (a) Issue, sell or pledge securities of the Association; and
- (b) Charge, mortgage or pledge all or any part of the real and personal property of the Association including books, debts, rights, powers, franchises or undertakings to secure any securities of monies borrowed or other debt, or any other obligation or liability of the Association.

12.6 The Executive shall decide on the bank or trust company in which the funds of the Association shall be deposited, and execute the necessary banking authorization.

12.7 The signing Officers of the Association shall be any two of the following: President, Vice-President, Treasurer, Secretary, and Executive Director.

12.8 The Treasurer shall, if required by the Board of Directors, be bonded in such amounts respectively as may be required by the Board of Directors. The Association shall pay cost of such.

ARTICLE 13 FUNDS OF THE ASSOCIATION

13.1 All monies shall be applied toward carrying out the objects of the Association in accordance with the direction of the Board of Directors.

13.2 All monies available upon dissolution of the Association shall be paid to such registered and incorporated charitable organizations as the Members by Special Resolution shall determine. In no event shall the Members become entitled to any of the assets of the Association.

ARTICLE 14 EMBLEM

14.1 The Executive from time to time may adopt any mark, design, device or symbol or emblem for use by the Association.

ARTICLE 15 SEAL AND EXAMINATION OF BOOKS AND RECORDS

15.1 The Board of Directors may adopt a seal, which shall be the common seal of the Association. Should a seal be adopted it may be used by all Directors and the Executive.

15.2 The minutes of meetings of the Association will be prepared and kept by an Officer designated by The Executive.

15.3 The Board of Directors shall from time to time determine whether, to what extent, at what time and places under what conditions or regulations the accounts and books of the Association or any of them shall be open to inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspection any account or book or documents of the Association except as conferred by the By-laws or authorized by the Board of Directors or by resolution of the Members whether previous notice thereof has been given or not.

15.4 A Member or their representative who wishes to inspect the books and financial records of the Association shall give (14) days, written notice thereof to the Association. Such notice shall be provided in writing to the Executive committee of the Association.

ARTICLE 16 CONDUCT OF AFFAIRS OF THE ASSOCIATION

16.1 All meetings of the Association will be, unless superseded by another Article of these By-Laws, conducted in accordance with Robert's Rules of Order, Newly Revised.

ARTICLE 17

AMENDMENTS TO BYLAWS, RULES AND PROCEDURES

17.1 The By-laws of the Society shall not be altered or added to except by a Special Resolution of the Society.

17.2 For all purposes of the Society, "Special Resolution" shall mean a resolution passed by a majority of not less than three-fourths of such Members entitled to vote as are present and NOT by proxy at a meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given to every Member at least fourteen (14) days before that meeting.

17.3 From time to time the Executive may establish special rules, standing rules, and special procedures governing and detailing various Board or Association procedures and may establish operating procedures for any committee of the Board or Association provided that the special rules, standing rules, special procedures and operating procedures are consistent with the By-laws of the Association.

ARTICLE 18

REMOVAL OF AN OFFICER

18.1 President may recommend the removal of an Officer if they feel the Officer is not able or willing to fulfill their duties. The Executive Committee shall confirm the removal by a majority vote at a general meeting or Special Meeting. The President shall appoint a Member to complete the term of the removed Officer.

18.2 Any two (2) Officers of the Executive Committee may request the Executive Committee to remove any Officer at a duly constituted general meeting or Special Meeting. The Executive shall have the right to remove any Officer by a majority vote. The Executive shall appoint an individual to assume the duties of the removed Officer for the balance of their term.

ARTICLE 19

TERMINATION OF AN EMPLOYEE

19.1 The President may recommend the termination of the Executive Director. The Executive Committee shall then decide by a simple majority vote.

19.2 The Executive Committee may terminate the employment of any employee of the organization with just cause.

ARTICLE 20

RECORDS AND RECORD-KEEPING

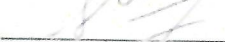
20.1 Preparation and custody of minutes of proceedings of meetings of the Association and of the Directors and other books and records of the Association:

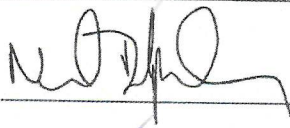
- (a) The Directors shall see that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and properly kept.
- (b) The books of accounts shall be kept at such place in Alberta as the Directors think fit and shall at all times be open for inspection by the Directors. The Secretary or some other Officer specifically charged by the Board of Directors shall maintain and have charge of the minute book of the Association and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and Directors.

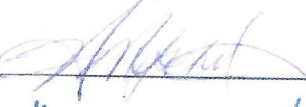
20.2 The books, accounts and records of the Secretary and Treasurer shall be reviewed or audited at least once a year by a duly qualified accountant or by two Members of the Society elected for that purpose at the Annual General Meeting. The Members shall not charge a fee for the review or audit. Such auditor at the Annual General Meeting of the society shall submit a complete and proper statement of the standing of the books for the previous year. Every auditor of the Association shall have the right of access at all times to all records, documents, books, and vouchers of the Association and is entitled to require from the Directors and Officers of such information and explanation as may be necessary to the performance of the duty of the auditor.

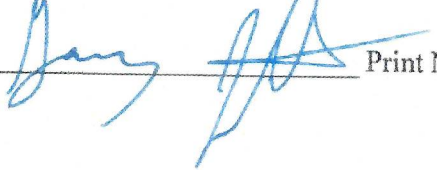
DATED THIS 8 day of November 2021.

(NAME - SIGNATURE / Please print name beside signature)

Signature:  Print Name: Stephen Flowers, President

Signature:  Print Name: Neil Dechamplain, Vice-President

Signature:  Print Name: HELENA MYSCHUK, Treasurer

Signature:  Print Name: Garry Johnston, Secretary

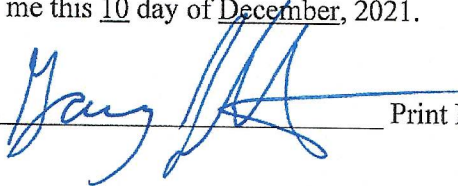
STRATHCONA BASKETBALL ASSOCIATION CERTIFICATE

I, the undersigned being the Secretary of the Strathcona Basketball Association, hereby certify that the Special Resolution attached to this certificate is a true extract of a Special Resolution of the members of the Strathcona Basketball Association passed at a special meeting of the Strathcona Basketball Association held on the 8th day of November, 2021.

I further certify that notice of this Special Resolution and of the special meeting at which it would be presented was duly given to all members of the Strathcona Basketball Association in accordance with the bylaws of the Strathcona Basketball Association and the *Societies Act of Alberta*, and that at the special general meeting, a quorum was present and the Special Resolution was duly moved, seconded and received the affirmative vote of not less than 100% of the votes of those members entitled to vote, in person.

Certified by me this 10 day of December, 2021.

Signature: _____



Print Name: Garry Johnston

STRATHCONA BASKETBALL ASSOCIATION SPECIAL RESOLUTION

MOTION – As a Special Resolution of the Strathcona Basketball Association (the “Society”), that the bylaws of the Society be altered by deleting all previous bylaws of the Society, and by substituting therefore the bylaws attached to this Special Resolution.