

ORIGINAL FROM

November 27, 2020

Alberta Registries
P.O. Box 1007 Stn Main
Edmonton, Alberta
T5J 4W6

RE: St. Matthew Hockey & Sports Club (SMHSC)

P.O. Box 81006, RPO McLeod Park
Edmonton, AB., T5Y 3A2
Corporate Access Number: 504258591
Notice of Bylaw Change

RECEIVED
DR
DEC 03 2020
CORPORATE REGISTRY

I hereby certify that the following Special Resolution to repeal and replace the SMHSC bylaws (dated September 20, 2019), with the revised bylaws (dated November 20, 2020), was passed unanimously at a duly constituted Special Meeting of the members of the St. Matthew Hockey & Sports Club Society, on November 20, 2020.

I have included two copies of the new bylaws (dated November 20, 2020) to be filed with Alberta Corporate Registries.

A timely response to this request is greatly appreciated.

Sincerely,

Cherrisse Kovacs
Authorized Signature

Cherrisse Kovacs

V.P. Administration and Secretary
Title

November 27, 2020
Date

FILED 107
DEC 03 2020
Registrar of Corporations
Province of Alberta



10000207134557573

St. Matthew Hockey & Sports Club
P.O. Box 81006, RPO McLeod Park, Edmonton, Alberta, T5Y 3A2

ST. MATTHEW HOCKEY & SPORTS CLUB (SMHSC)

BYLAWS

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Article 1 – Preamble

1.1 The Society

The name of the Society is the St. Matthew Hockey & Sports Club (SMHSC), which may also be known or referred to as the SMHSC or the Society.

1.2 The Bylaws

The following articles set forth the Bylaws of St. Matthew Hockey & Sports Club (SMHSC).

Article 2 – Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings:

2.1.1 "Act" means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 "Annual General Meeting" means the meeting described in Article 6.1.

2.1.3 "Board" means the board of directors of this Society.

2.1.4 "Bylaws" mean these Bylaws of the Society.

2.1.5 "Director" means any person elected or appointed to the Board. This includes the President and the immediate Past President.

2.1.6 "Hard Card" means the final team registration document listing all players, affiliate players and coaches which is submitted to Edmonton Minor Hockey Association.

2.1.7 "Meeting" means an Annual General Meeting or a Special Meeting.

2.1.8 "Member" means a member of the Society.

2.1.9 "Officer" means any officer listed in Article 7.2.

2.1.10 "Registered Office" means the registered office of the Society.

2.1.11 "Register of Members" means the register maintained by the Board containing the names of the Members of the Society.

2.1.12 "Society" means St. Matthew Hockey & Sports Club (SMHSC).

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- 2.1.13 "Special Meeting" means a meeting described in Article 6.2.
- 2.1.14 "Special Resolution" means:
- a) A resolution passed at a Meeting by the Members, which has been approved by no less than 75% of the Voting Members in attendance and eligible to vote at the meeting; or
- b) A resolution proposed and passed at a Meeting, which has been approved by all the Voting Members who are eligible to attend and vote at the meeting; or
- c) A written resolution signed by all the Voting Members.
- 2.1.15 "Voting Member" means a Member entitled to vote at a Meeting of the Society as per Article 5.4.2.
- 2.2 Interpretation
- The following rules of interpretation must be applied in interpreting these Bylaws:
- 2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 Corporation: words indicating persons also include corporations.
- 2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.
- Article 3 - Governing Sport Bodies**
- 3.1 The Society is subject to the rules and regulations of Hockey Canada, Hockey Alberta, Edmonton Minor Hockey Association and the Edmonton Knights of Columbus Hockey Association.
- Article 4 - Boundaries**
- 4.1 Boundaries
- 4.1.1 The Society provides recreation to Members residing in, but not limited to, the Northeast area of the City of Edmonton, Alberta.
- 4.1.2 North Boundary: City of Edmonton City Limits

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East Boundary: City of Edmonton City Limits
 South Boundary: North side of the North Saskatchewan River
 West Boundary: East side of 97th Street

Article 5 – Membership

- 5.1 Members
- 5.1.1 Any individual may become a Member by meeting one of the requirements in Article 5.2. The individual will be entered as a Member in the Register of Members in only one (1) of the following categories:
- 5.2 Categories of Members
- 5.2.1 Currently Registered Players:
 Individuals who have registered with the Society and paid the membership fees, and his / her parents or guardians.
- 5.2.2 Previously Registered Players:
 Individuals who were registered with the Society in the prior year and are currently playing hockey for another Knights of Columbus parish or program, and his / her parents or guardians.
- 5.2.3 Current SMHSC Volunteer:
 Individuals who have volunteered their time to the Society as Directors, or as team coaches, assistant coaches or managers and are registered on the Hard Card in the current year.
- 5.2.4 Honourary Membership:
 An individual may become a Honourary Member if the Voting Members at an Annual General Meeting pass a resolution recognizing the significant contributions of the individual to the Society or its objects.
- 5.3 Membership Fees
- 5.3.1 The membership year is June 1 to May 31.
- 5.3.2 Setting Membership Fees:

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The Board establishes annual membership fees, which are comprised of hockey (or other sport) registration fees and attendance at mandatory fundraising activities, for each category of player.

5.3.3 Payment Date for Fees:

5.3.3.1 The registration fees shall be paid in full on or before the last scheduled registration date of every year.

5.3.3.2 In the event that registration fees are not paid in full or a payment schedule has not been established and adhered to, the player will not be permitted on the ice.

5.3.3.3 Attendance at mandatory fundraising activities for the season must be completed prior to the end of the Society's fiscal year.

5.3.4 There shall be no membership fees for Members admitted under Articles 5.2.3 and 5.2.4.

5.4 Rights and Privileges of Members

5.4.1 Any Member in good standing is entitled to:

- a) receive notice of a Meetings of the Society;
 - b) attend any Meeting of the Society (Refer to 7.1.7.8);
 - c) speak at any Meeting of the Society; and
 - d) exercise other rights and privileges given to Members in these bylaws.
- 5.4.2** The only Members who can vote at a Meeting of the Society are Members in good standing that are at least eighteen (18) years old.

5.4.3 A Voting Member is entitled to vote at a Meeting of the Society, as follows:

5.4.3.1 A Member in good standing under Article 5.2.1 or 5.2.2 is entitled to vote on each matter for which a vote is required to be taken, to a maximum of two (2) votes per family.

5.4.3.2 A Member under Article 5.2.3 or 5.2.4 is entitled to one (1) vote.

5.4.4 A Member is in good standing when:

- a) The Member has paid, or is paying membership fees in accordance with an agreed upon payment schedule, and other required fees to the Society; and

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- b) The Member is not suspended as a Member as provided for under Article 5.5.
- 5.5 Suspension of Membership
- 5.5.1 A meeting of the Board called for that purpose, may suspend a Member's membership for not more than three (3) months, for one or more of the following reasons:
- a) If the Member has failed to abide by the Bylaws;
- b) If the Member has disrupted meetings or functions of the Society; or
- c) If the Member has attempted to do anything judged to be harmful to the Society.
- 5.5.2 Notice to the Member:
- 5.5.2.1 The affected member will receive written notice of the Board's intention to determine whether that Member should be suspended or not.
- 5.5.2.2 The Member will receive at least two (2) weeks notice before such a meeting of the Board. The Board and Member may mutually agree to hold the meeting at an earlier date.
- 5.5.2.3 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer.
- 5.5.2.4 The notice will state the reasons why suspension is being considered.
- 5.5.3 Decision of the Board:
- 5.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
- 5.5.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
- 5.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- 5.5.3.4 The decision of the Board is final.
- 5.6 Termination of Membership

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- 5.6.1 Resignation of a Member:
- 5.6.1.1 Any Member may resign from the Society by e-mailing or delivering a written notice to the Vice President - Administration & Secretary or President of the Society.
- 5.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his / her name is removed from the Register of Members.
- 5.6.2 Death:
- The membership of a Member is ended upon his / her death.
- 5.6.3 Deemed Withdrawal:
- If a Member has not paid the annual membership fees within three (3) months following the date the payment is due, the Member is considered to have submitted his / her resignation.
- 5.6.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his / her name is removed from the Register of Members.
- 5.6.4 Expulsion:
- 5.6.4.1 The Society may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.
- 5.6.4.2 This decision is final.
- 5.6.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his / her name is removed from the Register of Members.
- 5.7 Transmission of Membership
- No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.
- 5.8 Continued Liability for Debts Due

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Although a Member ceases to be a Member, by death, resignation or otherwise, he / she is liable for any debts owing to the Society at the date of ceasing to be a Member.

5.9 Limitation on the Liability of Members

No Member is, in his / her individual capacity, liable for any debt or liability of the Society.

Article 6 – Meetings of the Society

6.1 The Annual General Meeting

6.1.1 The Society holds its Annual General Meeting no later than May 31st of each calendar year, in Edmonton, Alberta. The Board sets the place, day and time of the meeting.

6.1.2 The Vice President - Administration & Secretary e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

6.1.3 An Annual General Meeting deals with the following matters:

- a) Adopting the agenda;
- b) Adopting the minutes of the last Annual General Meeting;
- c) Considering the President's report;
- d) Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report thereon;
- e) Appointing the auditors;
- f) Electing the Officers;
- g) Electing the Members of the Board;
- h) Considering matters specified in the notice of the Annual General Meeting; and
- I) Other specific motions that any Members have given notice of before the meeting is called.

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- 6.1.4 A quorum at any Special Meeting or Annual General Meeting shall be equal to fifteen (15) voting Members in good standing.
- 6.2 Special Meeting
- 6.2.1 A Special Meeting may be called at any time:
 - a) by a resolution of the Board to that effect; or
 - b) on the written request of at least five (5) Directors; or
 - c) on the written request of at least one-third (1/3) of the Voting Members.
- 6.1.4 The written requests must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.
- 6.2.2 The Vice President - Administration & Secretary e-mails or delivers a notice to each Member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.
- 6.2.3 Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.
- 6.2.4 Any Special Meeting has the same method of voting as the Annual General Meeting (Refer to 6.3.5.1.).
- 6.3 Proceedings at a Meeting
- 6.3.1 Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.
- 6.3.2 The President must cancel a Meeting if a quorum is not present within one-half (1/2) hour after the set Meeting time. If cancelled, the Meeting is rescheduled for a date not later than two (2) weeks from the date of the first Meeting, at a time and place to be determined by the President. If a quorum is not present within one-half (1/2) hour after the set time of the second Meeting, the Meeting will proceed with the Members in attendance.
- 6.3.3 Presiding Officer:
- 6.3.3.1 The President chairs every Meeting of the Society. The Vice-President - Hockey Operations chairs in the absence of the President.

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- 6.3.3.2 If neither the President nor the Vice-President - Hockey Operations is present within one-half (1/2) hour after the set time for the Meeting, the Members present choose one (1) of the Members to chair.
- 6.3.4 Adjournment of a Meeting:
 - 6.3.4.1 The President may adjourn any Meeting with the consent of the Members at the meeting. The adjourned Meeting will consider only the unfinished business from the initial Meeting.
 - 6.3.4.2 No notice is necessary if the Meeting is adjourned for less than thirty (30) days.
 - 6.3.4.3 The Society must give notice when a Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any Meeting.
 - 6.3.5 Voting:
 - 6.3.5.1 A show of hands decides every vote at every Meeting. A ballot is used if at least five (5) Voting Members request it.
 - 6.3.5.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
 - 6.3.5.3 A Voting Member may not vote by proxy.
 - 6.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution (Refer to 2.1.14).
 - 6.3.5.5 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
 - 6.3.5.6 Five (5) Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the Meeting.
 - 6.3.5.7 Members may withdraw their request for a ballot.
 - 6.3.5.8 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.
 - 6.3.6 No action taken at a Meeting is invalid due to:
 - a) accidental omission to give any notice to any Member;

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- b) any Member not receiving any notice; or
 - c) any error in any notice that does not affect the meaning.
- 6.3.7 All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a Meeting. It is not necessary to give notice or to call a Meeting. The date on the resolution is the date it is passed.

Article 7 – The Governance of the Society

7.1 The Board of Directors

7.1.1 The Board governs and manages the affairs of the Society.

7.1.2 Powers and Duties of the Board:

- The Board may exercise any and all powers of the Society, except as expressly prohibited by the Societies Act. The powers and duties of the Board include:
- a) Promoting the objects of the Society.
 - b) Promoting membership in the Society.
 - c) Maintaining and protecting the Society’s assets and property.
 - d) Approving an annual budget for the Society.
 - e) Paying all expenses for operating and managing the Society.
 - f) Paying persons for services and protecting persons from debts of the Society.
 - g) Investing any extra monies.
 - h) Financing the operations of the Society, and borrowing or raising monies.
 - l) Making policies for managing and operating the Society.
 - j) Approving all contracts for the Society.
 - k) Maintaining all accounts and financial records of the Society.
 - l) Appointing legal counsel as necessary.
 - m) Making policies, rules and regulations for operating the Society and using its facilities and assets.

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n) Selling, disposing of, or mortgaging any or all of the property of the Society.

7.1.3 Composition of the Board of Directors:

The Board of Directors consists of the following seventeen (17) positions:

- a) President;
- b) Vice President - Hockey Operations, Vice President - Administration & Secretary, Treasurer, Registrar, Ice Allocator, U7 Director, U9 Director, U11 Director, U13 Director, Equipment Manager, Apparel Coordinator, Special Events Coordinator, Casino & Fundraising Coordinator, Bingo Coordinator and Communications Coordinator elected at the Annual General Meeting; and
- c) Immediate Past President.

7.1.4 Election of the Board of Directors:

7.1.4.1 Voting Members are entitled to nominate a Member or a non-Member as a candidate for a Board position at the Annual General Meeting.

7.1.4.2 At each Annual General Meeting, Voting Members elect the following positions: U7 Director, U9 Director, U11 Director, U13 Director, Equipment Manager, Apparel Coordinator, Special Events Coordinator, Casino & Fundraising Coordinator, Bingo Coordinator and Communications Coordinator to one (1) year terms.

7.1.4.3 At each Annual General Meeting ending in an odd year, Voting Members elect: the President, Vice President - Administration & Secretary and Registrar to two (2) year terms.

7.1.4.4 At each Annual General Meeting ending in an even year, Voting Members elect: the Vice President - Hockey Operations, Treasurer and Ice Allocator to two (2) year terms.

7.1.5 The President serves for a maximum of two (2) consecutive terms. In the event that no other individual is nominated for the position of President at an Annual General Meeting, then the outgoing President may serve for an additional term.

7.1.6 Resignation, Death or Removal of a Director:

7.1.6.1 A Director, including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes

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- effect on the earlier of the end of the month's notice, or on the date the Board accepts the resignation.
- 7.1.6.2 Voting Members may remove any Director including the President and the immediate Past President, before the end of his / her term. There must be a majority vote at a Special Meeting of Members called for this purpose.
- 7.1.6.3 If there is a vacancy on the Board, the remaining Directors may appoint a Voting Member to fill that vacancy until the next Annual General Meeting. This does not apply to the position of immediate Past President. This position remains vacant until the next Annual General Meeting.
- 7.1.7 Meetings of the Board:
- 7.1.7.1 The Board holds at least ten (10) meetings each year.
- 7.1.7.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.
- 7.1.7.3 Ten (10) days' notice for Board meetings must be e-mailed to each Director. There may be five (5) days' notice by telephone. Directors may waive notice.
- 7.1.7.4 Attendance by the majority of the Directors, at any Board meeting, is a quorum.
- 7.1.7.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least five (5) Directors present at this later meeting is a quorum.
- 7.1.7.6 Each Director, including the President and the Past President, has one (1) vote.
- 7.1.7.7 The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 7.1.7.8 Meetings of the Board are open to Members of the Society, but only Directors may vote. Notice of meetings shall be posted on the Society's website, five (5) days prior to each meeting. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- 7.1.7.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

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7.1.7.10 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

7.1.7.11 Irregularities or errors done in good faith do not invalidate acts done at any Board meeting.

7.1.7.12 A Director may waive formal notice of a meeting.

7.2 Officers

7.2.1 The Officers of the Society are the President, Vice President - Hockey Operations, Vice President - Administration & Secretary, Treasurer and Registrar.

7.3 Duties of the Officers of the Society:

7.3.1 The President:

- supervises the affairs and duties of the Board and plans agendas for board meetings;
- when present, chairs all meetings of the Society and the Board;
- is an ex officio member of all committees;
- acts as the spokesperson for the Society;
- attends or appoints a designate to attend all Edmonton Knights of Columbus Hockey Association or other Hockey organization meetings, as may be required; and
- carries out other duties as required.

7.3.2 Vice President - Hockey Operations:

- presides at meetings in the President's absence. If the Vice-President - Hockey Operations is absent, the Directors elect a Chairperson for the meeting;
- replaces the President at various functions when asked to do so by the President or the Board; and
- carries out other duties assigned by the President.

7.3.3 Vice President - Administration & Secretary:

- attends all meetings of the Society and the Board;

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- has charge of the Board's correspondence and meeting minutes;
- makes sure a record of names and addresses of all Members of the Society is kept;
- makes sure all notices of various meetings are sent;
- keeps the Seal of the Society;
- files the annual return, changes in the directors of the organization, amendments in the Bylaws and other incorporating documents with the Alberta Corporate Registry; and
- carries out other duties assigned by the President.

7.3.4

The Treasurer:

- makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- makes sure an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting; and
- carries out other duties assigned by the President.

7.3.5

The Registrar

- coordinates the registration process for the hockey season;
- maintains accurate and complete records/documentation related to the registration of players and payment thereof;
- is responsible for registration of all participants in SMHSC including players, coaches, and managers;
- provides guidance to the Executive Committee regarding registration issues;
- Assists the Treasurer, Bingo Coordinator and appropriate category Director in the collection of outstanding fees related to registrations; and
- carries out other duties assigned by the President.

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7.4 Board Committees

7.4.1 The Board may appoint committees from time-to-time to advise the Board and, in so doing, will designate the Chairperson of a committee.

7.4.2 General Procedures for Committees:

7.4.2.1 A Director chairs each committee created by the Board.

7.4.2.2 The Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other committees; and
- provides reports at each Board meeting at the Board's request.

7.4.2.3 The meeting Notice must be e-mailed five (5) business days before the scheduled date of the meeting. The notice states that date, place and time of the committee meeting. Committee members may waive notice.

7.4.2.4 Attendance by the majority of the committee members at a meeting is a quorum.

7.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

7.4.2.6 The term of any Board committees shall expire on the date of the next Annual General Meeting.

Article 8 – Finance and Other Management Matters

8.1 The Registered Office

The Registered Office is located in Edmonton, Alberta. Another place may be established in Alberta at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to the Alberta Corporate Registry.

8.2 Finance and Auditing

8.2.1 The fiscal year of the Society ends on May 31 of each year.

8.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. At each Annual General Meeting of the Society, the auditor submits a complete statement of the books for the previous year.

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- 8.3 Seal of the Society
- 8.3.1 The Board may adopt a seal as the Seal of the Society.
- 8.3.2 The Vice President - Administration & Secretary has control and custody of the seal, unless the Board decides otherwise.
- 8.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.
- 8.4 Cheques and Contracts of the Society
- 8.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.
- 8.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.
- 8.5 Books and Records of the Society
- 8.5.1 The Vice President - Administration & Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 8.5.2 The Vice President - Administration & Secretary keeps the original Minute Books at the Registered Office or other regular business premises of the Society. This record contains minutes from all meetings of the Society and the Board.
- 8.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.
- 8.5.4 A Member wishing to inspect the books or records of the Society must give two (2) weeks' notice to the President or the Vice President - Administration & Secretary of the Society of his / her intention to do so.
- 8.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, at a mutually agreed upon time.
- 8.5.6 All financial records of the Society are open for such inspection by the Members, at a mutually agreed upon time and with two (2) weeks' notice.
- 8.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Two (2) weeks' notice must be provided.

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- 8.6 Borrowing Powers
- 8.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 8.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.
- 8.7 Payments
- 8.7.1 No Member, Director or Officer of the Society receives any payment for his / her services as a Member, Director or Officer.
- 8.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.
- 8.8 Protection and Indemnity of Directors and Officers
- 8.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his / her role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 8.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his / her role for the Society, unless the act is fraud, dishonesty or bad faith.
- 8.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 9 – Amending the Bylaws

- 9.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society.
- 9.2 The twenty-one (21) days' notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

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9.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

Article 10 – Distributing Assets and Dissolving the Society

10.1 The Society does not pay any dividends or distribute its property among its Members.

10.2 If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization that has objects similar to those of the St. Matthew Hockey & Sports Club (SMHSC).

10.3 Members are to select the organization to receive the assets by Special Resolution. In no event do any Members receive any assets of the Society.

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