PITCHLINK
SOCCER SOCIETY

59 Walden Manor SE
Calgary, AB T2X 0N1, Canada
pitchlink.ss@gmail.com
[Phone] · [Website]

BY-LAW

By-law No. 1

A by-law relating generally to the conduct of the affairs of Pitchlink Soccer Society

Organisation	Pitchlink Soccer Society	**Corporation no.**	1836274-2
Governing law	Canada Not-for-profit Corporations Act	**Registered office**	Calgary, Alberta
Status	DRAFT v0.1 for board enactment and member confirmation	**Prepared**	14 November 2026

Important: draft for review, not legal advice

This draft is general information prepared to help Pitchlink adopt by-laws under the Canada Not-for-profit Corporations Act (the "Act") and its Regulations. It is not legal or tax advice. Have it reviewed by a lawyer familiar with the Act before it is enacted, and again before any application for charitable registration.

Text in [square brackets] is a suggested value for the board to confirm or change. Some provisions (membership conditions, notice of members' meetings and absentee voting) can only be changed later by special resolution of the members, so settle them carefully now.

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[Phone] · [Website]

MISSION

Our mission

Pitchlink Soccer Society uses soccer to create equal opportunity for children and families across Canada. We are committed to:

1. **Free soccer clinics.** We offer free, high-quality soccer clinics to children from underprivileged backgrounds.
2. **Registration support.** We cover or subsidize club registration fees so cost is never the reason a child cannot play.
3. **Newcomer integration.** We help newcomer families settle into their Canadian communities through soccer, building friendships, belonging and connection.
4. **Talent development.** We help talented young players from underprivileged backgrounds reach their potential, with access to quality training and financial support.
5. **Rural access.** We bring programs to rural communities so rural children get the same opportunities as children in cities.
6. **Youth tournaments.** We organize soccer tournaments that promote the sport and give young Canadians the chance to compete, grow and connect.

This mission statement guides the Society's work and the interpretation of these By-laws. The Society's purposes are youth education, health, poverty relief and newcomer integration. The Articles will be amended by special resolution of the Members to state these purposes; until then, the purposes set out in the current Articles remain the Society's legal purposes.

BE IT ENACTED as a by-law of Pitchlink Soccer Society as follows:

Article 1 Interpretation

1.1 Definitions. In this by-law and all other by-laws of the Society, unless the context requires otherwise:

(a) **"Act"** means the Canada Not-for-profit Corporations Act, S.C. 2009, c. 23, and the Regulations made under it, as amended or replaced from time to time;

(b) **"Articles"** means the original or restated articles of the Society, as amended;

(c) **"Board"** means the board of directors of the Society, and **"Director"** means a member of the Board;

(d) **"By-laws"** means this by-law and any other by-law of the Society in force;

(e) **"Chief Executive Officer"** or **"CEO"** means the senior staff person appointed under Article 7.5;

(f) **"Independent Director"** means a Director who is not an employee or paid contractor of the Society, does not receive remuneration from the Society other than reimbursement

59 Walden Manor SE
Calgary, AB T2X 0N1, Canada
pitchlink.ss@gmail.com
[Phone] · [Website]

of expenses, and is not a Related Party of an employee, paid contractor or other Director who is paid by the Society;

(g) **"Member"** means a member of the Society;

(h) **"Ordinary resolution"** means a resolution passed by a majority of the votes cast on that resolution;

(i) **"Related Party"** has the meaning given in the Society's Conflict of Interest Policy;

(j) **"Society"** means Pitchlink Soccer Society;

(k) **"Special resolution"** means a resolution passed by at least two-thirds (2/3) of the votes cast on that resolution; and

(l) **"Vulnerable Person"** includes any person under 18 years of age and any person who, because of age, disability or circumstance, is at greater risk of harm.

1.2 **Interpretation.** Words in the singular include the plural and vice versa, and words of one gender include all genders. Headings are for convenience only. Words and expressions defined in the Act have the same meaning when used in the By-laws.

1.3 **Paramountcy.** If any provision of the By-laws conflicts with the Act or the Articles, the Act and then the Articles prevail. Any provision found invalid does not affect the validity of the rest of the By-laws.

1.4 **Purposes.** The Society shall carry out its activities only in furtherance of the purposes set out in its Articles, on a not-for-profit basis, and shall not distribute any of its profits or property to its Members, Directors or officers except as permitted by the Act.

Article 2 General matters

2.1 **Registered office.** The registered office of the Society is in the Province of Alberta, at the address the Board fixes from time to time by resolution.

2.2 **Seal.** The Society may have a corporate seal in a form approved by the Board. A seal is not required for any document to be valid.

2.3 **Execution of documents.** Deeds, contracts, transfers and other documents requiring signature by the Society may be signed by any two (2) of the Chair, Vice-Chair, Treasurer, Secretary and CEO, at least one of whom must be an Independent Director. The Board may by resolution authorise other persons to sign specific documents or classes of documents. No person may sign any document on behalf of the Society in which that person or their Related Party has an interest.

2.4 **Official language and records.** The Society's records shall be kept in English, and may also be kept in French or other languages. The Society shall keep the records required by the Act at its registered office or another place permitted by the Act.

59 Walden Manor SE
Calgary, AB T2X 0N1, Canada
pitchlink.ss@gmail.com
[Phone] · [Website]

2.5 **Policies.** The Board may adopt, amend and repeal policies, procedures and codes of conduct that are consistent with the Act, the Articles and the By-laws. Policies do not need member approval but must not be used to change any matter that the Act requires to be set out in the By-laws.

Article 3 Membership

3.1 **Class of members.** As set out in the Articles, the Society has one (1) class of members. Each Member is entitled to receive notice of, attend and vote at all meetings of the Members, and each Member has one (1) vote.

3.2 **Conditions of membership.** Membership is open to any individual who:

(a) is at least [18] years of age;

(b) supports the purposes of the Society and agrees to comply with the By-laws, policies and codes of conduct of the Society;

(c) applies for membership in the form approved by the Board; and

(d) is approved for admission by resolution of the Board or by a committee or person to whom the Board has delegated that authority, and pays any membership fee then in effect.

3.3 **Organisations.** Clubs, associations, businesses and other organisations may support the Society as partners, affiliates or sponsors, but are not Members and have no right to vote. The Board may create non-voting categories of supporters, such as Honorary Patron or Club Partner, which carry no membership rights under the Act.

3.4 **Term and renewal.** Membership runs for a term of one (1) year ending on the last day of the financial year, and may be renewed in accordance with the Society's policies.

3.5 **Membership fees.** The Board may set, change or waive annual membership fees. Members shall be notified of the fee for each year, and any Member who has not paid the fee within [thirty (30)] days of the renewal date ceases to be a Member.

3.6 **Non-transferable.** Membership is personal and cannot be transferred.

3.7 **Termination.** Membership in the Society is terminated when:

(a) the Member dies or resigns by written notice to the Secretary;

(b) the Member fails to pay fees or to maintain any condition of membership in Article 3.2;

(c) the Member is expelled under Article 3.8;

(d) the Member's term expires without renewal; or

(e) the Society is liquidated or dissolved under the Act.

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3.8 **Discipline and expulsion.** The Board may suspend or expel a Member for (a) violating any provision of the Articles, By-laws, policies or codes of conduct, including the Safeguarding Policy; (b) carrying out conduct that may be harmful to the Society or to any person involved in its activities, as determined by the Board in its discretion; or (c) any other reason the Board considers reasonable having regard to the purposes of the Society. Before doing so, the Board shall give the Member at least [twenty (20)] days' written notice of the proposed action and the reasons for it. The Member may make written submissions to the Board in response within that period. The Board shall consider any submissions and give the Member its final written decision, which is final and binding, subject to Article 14. Nothing in this Article prevents the Board from taking immediate interim action, including a suspension, to protect the safety of any person.

3.9 **Effect of termination.** On termination of membership, the rights of the Member automatically cease, including any right in the property of the Society.

Article 4 Meetings of members

4.1 **Annual meeting.** The Board shall call an annual meeting of Members not later than fifteen (15) months after the last annual meeting and not later than six (6) months after the end of the Society's preceding financial year, or within any extended period permitted by the Act. At each annual meeting the Members shall receive the financial statements and the report of the public accountant (if any), elect Directors, and appoint a public accountant or approve an exemption as permitted by the Act.

4.2 **Special meetings.** The Board may call a special meeting of Members at any time. The Board shall call a special meeting when requisitioned by Members holding not less than five percent (5%) of the votes that may be cast at a meeting of Members, in accordance with the Act.

4.3 **Place and electronic participation.** Meetings of Members may be held at any place in Canada the Board decides, or entirely or partly by telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person participating by such means is deemed present at the meeting.

4.4 **Notice of members' meetings.** Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

(a) by mail, courier or personal delivery, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or

(b) by telephonic, electronic or other communication facility, including email, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

59 Walden Manor SE
Calgary, AB T2X 0N1, Canada
pitchlink.ss@gmail.com
[Phone] · [Website]

Notice of any meeting at which special business is to be transacted shall state the nature of that business in enough detail to permit a Member to form a reasoned judgement on it, and the text of any special resolution to be submitted.

4.5 **Record date and 60-day voting rule.** To prevent last-minute changes in membership from deciding a vote, the Board shall fix a record date for determining the Members entitled to receive notice of and to vote at each meeting of Members, which shall be sixty (60) days before the meeting, or the longest period permitted by the Act if shorter. Only individuals who are Members on the record date and remain Members on the date of the meeting may vote at that meeting. Individuals admitted to membership after the record date may attend as observers with the consent of the chair but may not vote at that meeting. This Article does not apply to meetings held before the first annual meeting of Members.

4.6 **Persons entitled to attend.** The only persons entitled to be present at a meeting of Members are those entitled to vote at the meeting, the Directors, the public accountant, and others who are entitled or required under the Act, the Articles or the By-laws to be present. Any other person may be admitted on the invitation of the chair of the meeting or with the consent of the meeting.

4.7 **Quorum.** A quorum at any meeting of Members is sixty percent (60%) of the Members entitled to vote at the meeting, present in person or by permitted electronic means. If a quorum is present at the opening of the meeting, the Members present may proceed with business even if a quorum is not present throughout.

4.8 **Chair of the meeting.** The Chair of the Board, or in their absence the Vice-Chair, shall chair meetings of Members. If neither is present within fifteen (15) minutes after the start time, the Members present shall choose one of their number to chair the meeting.

4.9 **Votes to govern.** Except as otherwise required by the Act or the By-laws, questions are decided by ordinary resolution. In the case of an equality of votes, the chair of the meeting does not have a second or casting vote and the motion is defeated.

4.10 **Manner of voting.** Votes shall be taken by a show of hands, or the electronic equivalent, unless a secret ballot is requested by any Member or required by the chair. Elections of Directors, where there are more candidates than positions, shall be by secret ballot.

4.11 **Absentee voting.** A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility, in accordance with the Act and procedures set by the Board, provided the facility enables votes to be gathered in a way that permits their subsequent verification and permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each Member voted. Voting by proxy is not permitted.

4.12 **Member proposals.** Members may submit proposals and nominate Directors in accordance with the Act and any nomination procedure set by the Board under Article 5.6.

59 Walden Manor SE
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[Phone] · [Website]

4.13 **Adjournment.** The chair may, with the consent of the meeting, adjourn a meeting of Members. Notice of an adjourned meeting is not required if the meeting is adjourned for less than thirty-one (31) days and the time and place are announced at the original meeting.

4.14 **Rules of order.** Meetings of Members shall be conducted in accordance with the Act, the By-laws and, on matters they do not address, the most recent edition of [Robert's Rules of Order], as applied by the chair.

Article 5 Directors

5.1 **Powers.** The Board manages, or supervises the management of, the activities and affairs of the Society, and may exercise all powers of the Society that are not required by the Act, the Articles or the By-laws to be exercised by the Members.

5.2 **Number of Directors.** The Board shall consist of the number of Directors, within the minimum and maximum set out in the Articles (currently one (1) to ten (10)), that is fixed by special resolution of the Members or, where the special resolution empowers the Directors to do so, by resolution of the Board. The Members are asked, at the first meeting of Members, to fix the number at [seven (7)] Directors and to empower the Board to change it within the range of [three (3) to nine (9)]. If the Society becomes a soliciting corporation under the Act, it shall have at least three (3) Directors, at least two (2) of whom are not officers or employees of the Society or its affiliates.

5.3 **Qualifications.** A Director must be an individual who is at least eighteen (18) years of age, has the power under law to contract, is not an undischarged bankrupt, and has not been declared incapable by a court. In addition, each Director must:

(a) be a Member of the Society;

(b) complete, before taking office and at the intervals required by the Safeguarding Policy, a satisfactory criminal record check including a vulnerable sector check, and any safeguarding training the Board requires;

(c) sign the Society's Code of Conduct and Conflict of Interest Disclosure and Annual Declaration; and

(d) not be the subject of any current suspension or sanction for abuse, harassment, match-fixing or doping imposed by a sport organisation, sport tribunal or court.

5.4 **Board composition and independence.** At all times after the first annual meeting of Members:

(a) a majority of the Directors shall be Independent Directors;

(b) no more than one (1) Director may be an employee or paid contractor of the Society (including the CEO) or a Related Party of one; and

(c) the Chair and the Treasurer shall be Independent Directors.

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The Board shall strive to include Directors with skills in finance, law or governance, safeguarding, event management and soccer development, and to reflect the diversity of the communities the Society serves.

5.5 **Term of office.** Directors are elected for terms of [two (2)] years, ending at the close of the annual meeting of Members at which their term expires. Terms shall be staggered so that approximately half of the Directors are elected each year; at the first election, the Members may elect some Directors for a one-year term to achieve this. A Director may serve no more than [three (3)] consecutive full terms, after which they must stand down for at least one (1) year before being elected again.

5.6 **Nominations and election.** The Governance and Nominating Committee shall recommend a slate of candidates having regard to the skills and independence requirements of Article 5.4. Members may also nominate candidates in accordance with the Act and procedures set by the Board, provided each nomination is in writing, signed by at least [two (2)] Members and the candidate, and received by the Secretary at least [thirty (30)] days before the meeting. Directors are elected by the Members at each annual meeting.

5.7 **Appointment between meetings.** The Board may appoint one or more additional Directors to hold office until the close of the next annual meeting of Members, provided the total number of appointed Directors does not exceed one-third (1/3) of the number of Directors elected at the previous annual meeting.

5.8 **Vacancies.** A quorum of the Board may fill a vacancy on the Board, except a vacancy resulting from an increase in the number of Directors or from a failure of the Members to elect the number of Directors required, or as otherwise restricted by the Act. A Director appointed to fill a vacancy holds office for the unexpired term of their predecessor.

5.9 **Ceasing to hold office.** A Director ceases to hold office when they die, resign by written notice to the Society, are removed under Article 5.10, cease to meet the qualifications in Article 5.3, or are absent from [three (3)] consecutive Board meetings without leave of the Board, in which case the Board may declare the office vacant.

5.10 **Removal.** The Members may by ordinary resolution at a special meeting remove any Director before the end of their term, and may fill the resulting vacancy at the same meeting.

5.11 **Standard of care.** Every Director and officer shall act honestly and in good faith with a view to the best interests of the Society, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, in accordance with section 148 of the Act.

Article 6 Meetings of the board

6.1 **Calling meetings.** Meetings of the Board may be called by the Chair, the Vice-Chair or any [two (2)] Directors. The Board shall meet at least [four (4)] times in each financial year.

59 Walden Manor SE
Calgary, AB T2X 0N1, Canada
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[Phone] · [Website]

6.2 **Notice.** Notice of the time and place of each Board meeting shall be given to every Director at least [seven (7)] days before the meeting, by email or any other method in Article 13. Notice is not required if all Directors are present and none objects, or if absent Directors waive notice. An emergency meeting may be called on [forty-eight (48)] hours' notice if the Chair considers it necessary.

6.3 **Electronic meetings.** Directors may participate in a Board meeting by telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other, and are deemed present at the meeting.

6.4 **Quorum.** A majority of the Directors in office constitutes a quorum, of whom at least half must be Independent Directors. A Director who must leave the meeting for an item because of a conflict of interest is not counted in the quorum for that item.

6.5 **Founder quorum during start-up.** Until the earlier of (a) the close of the first annual meeting of Members and (b) the date on which the Board first has five (5) Directors in office, a quorum at a Board meeting also requires the presence of the founder of the Society, Armand Patrick Nguesseu (the "Founder"), for as long as the Founder is a Director. If the Founder is absent from two (2) consecutive Board meetings for which notice was properly given, the quorum at the next Board meeting is determined without this requirement. This Article does not apply to any item on which the Founder must abstain or leave the meeting under Article 9 or the Conflict of Interest Policy (including the Founder's compensation and any contract with a Related Party of the Founder); for those items, the quorum is a majority of the Directors entitled to vote, including at least two (2) Independent Directors.

6.6 **Voting.** Each Director has one (1) vote. Questions are decided by a majority of votes cast. In the case of an equality of votes, the chair of the meeting does not have a second or casting vote and the motion is defeated.

6.7 **Written resolutions.** A resolution in writing, signed (including electronically) by all Directors entitled to vote on it, is as valid as if passed at a meeting of the Board, and shall be kept with the minutes.

6.8 **In-camera sessions.** The Board shall hold a session without the CEO, other staff and any paid Director at each regular meeting, or as often as the Independent Directors decide.

6.9 **Minutes.** The Secretary shall keep minutes of all Board meetings, including all conflict of interest disclosures and the names of Directors who left the meeting because of them. Minutes shall be approved at the following meeting.

Article 7 Officers and the Chief Executive Officer

7.1 **Appointment.** The Board shall appoint, from among the Directors, a Chair, a Vice-Chair, a Secretary and a Treasurer, and may appoint other officers. The Board may designate offices, appoint persons to them, and specify their duties. One person may not hold the offices of

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[Phone] · [Website]

Chair and Treasurer at the same time, and the CEO may not hold the office of Chair, Vice-Chair or Treasurer.

7.2 **Chair.** The Chair shall be an Independent Director, presides at meetings of the Board and of the Members, leads the Board in its oversight of the CEO, and performs any other duties the Board assigns.

7.3 **Secretary.** The Secretary is responsible for notices of meetings, minutes, the Society's corporate records and registers, and filings with Corporations Canada, and may delegate administrative tasks to staff.

7.4 **Treasurer.** The Treasurer shall be an Independent Director, oversees the financial affairs of the Society, ensures proper books of account are kept, presents financial reports to the Board at each regular meeting and to the Members at the annual meeting, and chairs the Finance and Audit Committee.

7.5 **Chief Executive Officer.** The Board may appoint a Chief Executive Officer (who may also be titled Executive Director) to manage the day-to-day operations of the Society in accordance with the policies, budgets and directions of the Board. The CEO:

(a) reports to, and is accountable to, the Board through the Chair;

(b) may be an employee or contractor of the Society and may be paid reasonable compensation set in accordance with Article 9;

(c) is entitled to receive notice of and attend Board meetings as a non-voting officer, unless elected or appointed as a Director in accordance with Article 5.4, and is excluded from any in-camera session and from any discussion of their own performance, compensation or any matter in which they have a conflict; and

(d) holds office on terms set out in a written agreement approved by the Independent Directors.

7.6 **Term and removal.** Officers hold office at the pleasure of the Board, and the Board may remove any officer at any time, subject to the terms of any employment or service agreement.

Article 8 Committees and advisory bodies

8.1 **Committees.** The Board may establish committees and task forces, set their terms of reference, and appoint and remove their members, who need not be Directors. No committee may exercise powers that the Act reserves to the Board.

8.2 **Standing committees.** The Society shall have the following standing committees, each chaired by an Independent Director:

(a) **Finance and Audit Committee**, which oversees budgets, financial reporting, internal controls, risk and the relationship with the public accountant;

59 Walden Manor SE
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[Phone] · [Website]

(b) **Governance and Nominating Committee**, which oversees the By-laws and policies, Board recruitment and evaluation, and the administration of the Conflict of Interest Policy; and

(c) **Safeguarding Committee**, which oversees the Safeguarding Policy and the handling of concerns about the safety of participants.

8.3 **Event organising committees.** The Board may establish an organising committee for each tournament or major event, including the Vancouver International U18 Cup, with a written mandate, budget and delegated spending limits. Each organising committee reports to the Board and is bound by the Society's policies.

8.4 **Advisory council and patrons.** The Board may establish an advisory council and appoint honorary patrons, ambassadors or advisers. They have no authority to bind the Society, are not Directors or Members by virtue of the appointment, and have no vote.

Article 9 Remuneration and conflicts of interest

9.1 **Directors not paid.** Directors serve without remuneration for acting as Directors and shall not directly or indirectly receive any profit from their position. A Director may be reimbursed for reasonable expenses incurred on the Society's business in accordance with Board policy.

9.2 **Paid services.** Subject to the Act and to Articles 9.3 and 9.4, the Society may pay reasonable compensation to an officer, employee or contractor (including the CEO) for services actually provided, other than services as a Director.

9.3 **Approval of compensation.** The compensation of the CEO, and any payment to a Director, officer or their Related Party, shall be approved in advance by a majority of the Independent Directors, with the person concerned absent from the discussion and vote. Compensation shall be reasonable, benchmarked against comparable roles, set out in a written agreement, reviewed at least annually, and shall not be calculated as a percentage of donations, grants, sponsorship or surplus.

9.4 **Charitable registration.** If the Society becomes a registered charity under the Income Tax Act (Canada), the Society shall comply with all requirements that apply to it as a charity, including any restrictions on payments to Directors and to persons not dealing at arm's length with the Society, and the Board shall review all such arrangements before registration.

9.5 **Disclosure of conflicts.** A Director or officer who is a party to, or is a director or officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Society shall disclose in writing the nature and extent of the interest, and shall otherwise comply with section 141 of the Act.

9.6 **Abstention.** A Director who has disclosed an interest shall leave the meeting during discussion of, and shall not vote on, the matter, except as permitted by the Act. The Board may adopt a Conflict of Interest Policy setting standards that are stricter than the Act, including

59 Walden Manor SE
Calgary, AB T2X 0N1, Canada
pitchlink.ss@gmail.com
[Phone] · [Website]

requirements for competing quotes, fair market value and independent approval of contracts with Related Parties, and every Director, officer, committee member and staff member shall comply with it.

9.7 **Related-party contracts.** No contract or transaction between the Society and a Director, officer, employee or their Related Party (including any business owned or controlled by them) shall be entered into unless it has been approved in accordance with this Article and the Conflict of Interest Policy, and the approval and supporting information are recorded in the minutes.

Article 10 Safeguarding and sport integrity

10.1 **Commitment.** The Society is committed to providing a safe, inclusive and respectful environment for all participants, and in particular for athletes and other participants under eighteen (18) years of age and other Vulnerable Persons.

10.2 **Safeguarding Policy.** The Board shall adopt, maintain and enforce a Safeguarding Policy and Code of Conduct consistent with recognised Canadian safe sport standards, including the Universal Code of Conduct to Prevent and Address Maltreatment in Sport, and with the requirements of any sport governing body with which the Society is affiliated or whose sanction it seeks. The Policy shall at a minimum provide for:

(a) screening, including criminal record and vulnerable sector checks, of Directors, staff, coaches, chaperones and volunteers in positions of trust;

(b) safeguarding training appropriate to each role;

(c) the "rule of two" or equivalent supervision standards for interactions with minors, including during travel and accommodation;

(d) confidential reporting of concerns, independent investigation and protection from retaliation; and

(e) consent, privacy, medical and emergency procedures for international and youth participants.

10.3 **Integrity.** The Society shall prohibit, and its policies shall address, match-fixing and the manipulation of competitions, betting by persons involved in its competitions, doping contrary to the Canadian Anti-Doping Program and applicable international rules, and discrimination or harassment of any kind.

10.4 **Precedence of safety.** Nothing in the By-laws prevents the Society, the Chair or the CEO from taking immediate action to protect the safety of any person, including suspending a Member, Director, volunteer or staff member pending investigation.

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pitchlink.ss@gmail.com
[Phone] · [Website]

Article 11 Finance, banking and accounts

11.1 **Financial year.** The financial year of the Society ends on [31 March] in each year, or on another date fixed by resolution of the Board.

11.2 **Banking.** The banking business of the Society shall be carried out with a Canadian chartered bank, credit union or other financial institution approved by the Board. Cheques, electronic transfers and other payment instructions shall be signed or approved by any two (2) persons authorised by the Board, at least one of whom is an Independent Director. No person may sign or approve a payment to themselves or their Related Party.

11.3 **Budgets and controls.** The Board shall approve an annual operating budget and a budget for each major event, and shall adopt financial controls policies, including spending limits and segregation of duties.

11.4 **Borrowing.** The Board may, without authorisation of the Members, borrow money on the credit of the Society, issue debt obligations, give guarantees, and mortgage or pledge property of the Society, provided that any borrowing or guarantee exceeding [$25,000] is approved by at least two-thirds (2/3) of the Directors in office.

11.5 **Investments.** The Society may invest its funds in any investments the Board considers prudent, in accordance with the Act and any investment policy adopted by the Board.

11.6 **Financial statements.** The Society shall send to each Member who has informed the Society that they wish to receive them a copy of the annual financial statements and other documents required by the Act, or shall publish a notice that they are available at the registered office or on the Society's website, as permitted by the Act.

11.7 **Public accountant.** At each annual meeting the Members shall, by ordinary resolution, appoint a public accountant to hold office until the next annual meeting, or, where the Act permits it for the Society's level of revenue and status, resolve to have a review engagement instead of an audit or not to appoint a public accountant, by the majority the Act requires.

11.8 **Distribution on dissolution.** On liquidation or dissolution, any property remaining after the payment of liabilities shall be distributed as set out in the Articles, to one or more qualified donees within the meaning of the Income Tax Act (Canada), and no part of it shall be distributed to any Member, Director or officer.

Article 12 Protection of directors and officers

12.1 **Limitation of liability.** No Director or officer is liable for the acts, omissions, failures or defaults of any other Director, officer or employee, or for any loss to the Society, unless it results from their own failure to act honestly and in good faith with a view to the best interests of the Society, or from their own wilful neglect or default. Nothing in this Article relieves any person from any duty or liability under the Act.

59 Walden Manor SE
Calgary, AB T2X 0N1, Canada
pitchlink.ss@gmail.com
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12.2 **Indemnity.** Subject to the Act, the Society shall indemnify each current and former Director and officer, and any other individual who acts or acted at the Society's request in a similar capacity, against all costs, charges and expenses reasonably incurred in respect of any proceeding in which they are involved because of that association, provided that they acted honestly and in good faith with a view to the best interests of the Society and, in a criminal or administrative proceeding enforced by a monetary penalty, had reasonable grounds for believing their conduct was lawful, all in accordance with section 151 of the Act.

12.3 **Insurance.** The Society shall purchase and maintain directors' and officers' liability insurance, and general liability insurance appropriate to its events and activities, in amounts the Board considers adequate.

Article 13 Notices

13.1 **Method of giving notice.** Any notice or other document required to be given under the Act, the Articles or the By-laws to a Member, Director, officer or public accountant is sufficiently given if:

(a) delivered personally to the person;

(b) mailed by prepaid ordinary or air mail, or sent by courier, to the person's latest address in the Society's records;

(c) sent by email or another electronic means to the person's latest email or electronic address in the Society's records, in accordance with the Act; or

(d) provided in the form of an electronic document in accordance with Part 17 of the Act.

13.2 **When notice is received.** A notice sent by mail is deemed received on the fifth (5th) day after mailing. A notice sent by email or other electronic means is deemed received when sent, unless the sender is notified that it was not delivered.

13.3 **Omissions and errors.** The accidental failure to give a notice to any Member, Director, officer or public accountant, the non-receipt of a notice, or an error in a notice that does not affect its substance, does not invalidate any action taken at a meeting held under that notice.

13.4 **Waiver of notice.** Any person entitled to notice may waive it, and attendance at a meeting is a waiver of notice of that meeting except where the person attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called.

Article 14 Dispute resolution

14.1 **Mediation and arbitration.** Disputes or controversies among Members, Directors, officers, committee members or volunteers of the Society relating to the Society's activities or affairs

59 Walden Manor SE
Calgary, AB T2X 0N1, Canada
pitchlink.ss@gmail.com
[Phone] · [Website]

shall, as far as permitted by law, be resolved by the following process rather than through the courts:

(a) the parties shall first try in good faith to resolve the dispute through direct discussion;

(b) if the dispute is not resolved within [thirty (30)] days, any party may refer it to mediation by a mediator agreed by the parties or, failing agreement, chosen by the Board from persons who have no connection to the dispute; and

(c) if mediation does not resolve the dispute within [sixty (60)] days, the dispute shall be settled by arbitration before a single arbitrator under the Arbitration Act of the Province of Alberta. The arbitrator's decision is final and binding, and the costs are shared equally by the parties unless the arbitrator decides otherwise.

14.2 **Exceptions.** This Article does not apply to matters handled under the Safeguarding Policy, to any process required by an independent safe sport mechanism with jurisdiction over the Society, or to any matter the Act requires to be decided by a court.

Article 15 Making and amending by-laws

15.1 **By-laws.** Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-law that regulates the activities or affairs of the Society. The Board shall submit the by-law, amendment or repeal to the Members at the next meeting of Members, and the Members may confirm, reject or amend it by ordinary resolution. It is effective from the date of the Board resolution until it is confirmed, confirmed as amended or rejected, or until it ceases to have effect under section 152 of the Act.

15.2 **Special resolution matters.** Any amendment to the Articles, and any change to the By-laws that affects a matter requiring a special resolution of the Members under subsection 197(1) of the Act (including the conditions of membership, the manner of giving notice to Members entitled to vote at a meeting of Members, and the method of voting by Members not in attendance), is not effective until it is approved by special resolution of the Members.

15.3 **Filing.** The Secretary shall file a copy of each by-law, and each amendment or repeal, with Corporations Canada within twelve (12) months after it is confirmed by the Members, or as otherwise required by the Act.

Article 16 Transition and effective date

16.1 **Repeal.** All prior by-laws of the Society, if any, are repealed when this by-law comes into force, without affecting any act done or right acquired under them.

16.2 **First members.** Until the first meeting of Members, the Members of the Society are the Directors in office and any individuals admitted to membership by the Board under Article 3.2.

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16.3 **Transitional board.** Until the close of the first annual meeting of Members, Article 5.4 (Board composition and independence) and the requirement in Article 7 that the Chair and Treasurer be Independent Directors apply as soon as the Board has at least three (3) Directors. The Board shall use its best efforts to appoint or have elected at least [two (2)] Independent Directors within [ninety (90)] days after this by-law comes into force and before approving any compensation for the CEO or any contract with a Related Party, in accordance with the Conflict of Interest Policy.

16.4 **First meeting of members.** The first meeting of Members shall be held within eighteen (18) months after incorporation, or earlier if required by the Act, and at that meeting the Members shall be asked to confirm this by-law, fix the number of Directors, and elect Directors.

16.5 **Effective date.** This by-law comes into force on the date it is made by the Board, subject to confirmation by the Members in accordance with the Act.

Certification

This By-law No. 1 was made by the Board of Directors of Pitchlink Soccer Society on _____ and confirmed by the Members by ordinary resolution, and as to Articles 3, 4.4 and 4.11 by special resolution, on _____.

Chair	Secretary
Signature:	Signature:
Name:	Name:
Date:	Date: