

Healthy Sport Society League By-laws

1. League Name and Affiliation

This league shall be named as Healthy Sport Society League, and shall hereafter be referred to as “HSSL” or “the League”.

2. Legend and Abbreviations

The following terms and abbreviations may have been referred in this By Law and three Appendences hereafter.

- HSSL: standing for the Healthy Sport Society League
- League: standing for the Healthy Sport Society League
- Society: standing for the Healthy Sport Society League
- Healthy Sport League: standing for the Healthy Sport Society League
- Club: standing for the Healthy Sport Society League and its belonged clubs (e.g. Healthy Sport Junior Club etc.)
- AGM: annual general meeting
- SDM: special directors meeting
- Season: each regular badminton season of the League starts from the September 1st till the end of June in the next year, unless otherwise specified by the Board.

3. Operation of the League

3.1 The League will be run by the Board of Directors consisting of:

- President
- Vice President
- Secretary
- Treasurer
- Directors of Large (to a maximum of four)
- Gym Session Club Representatives (i.e. officers, maximum two for each gym session)
- Casino Director

3.2 The President and the Board shall develop detailed policies, and rules in various aspects for the operation of the League.

3.3 The Officers and Directors as set forth in by-law 3.1 shall be elected to office at the Annual General Meeting (AGM) of the League following rules set below:

- When half of Board members resign, the president has the power to call for a special general member meeting for electing vacant positions.
- The President, and Secretary shall be elected in even numbered years, with the Vice President and the Treasure elected in odd numbered years. All other Board Directors, Officers shall be elected annually in each of League AGM.
- The Board of Offs shall strike a nominating committee at least one month before the Annual General Meeting of the Club to receive nominations for vacant positions on the Board of Directors. Nominations can also be proposed from the floor at the AGM.
- The President shall chair all Board and General Meetings and any special meetings at which he or she is present. In the absence of the President, this responsibility shall fall to the Vice President.

- Any of Board members who fail to fulfill their appointed duties or breach the Code of Conducts, the President shall have the power to terminate his / her appointed position in the Board or other committees of the League. Upon such decision made, a notice in writing shall be sent to this Board member via email minimum fourteen (14) days before the termination.
- Any member of the Board of Directors absenting himself or herself from any four Board meetings of the League in any single year, without notifying the President or the Secretary, shall be deemed to have automatically resigned and the Board of Directors shall have the power to appoint a replacement.
- Should a vacancy occur on the Board of Directors between elections, either by resignation or otherwise, the remaining members of the Board shall have the power to fill such a vacancy. The newly appointed Director(s) shall then finish out the balance of the term which would normally have been served by the Director they replaced.
- In order to avoid potential conflicts of interest, Head Coaches and Assistant Coaches cannot hold any voting or non-voting position on the Board of Directors.
- Each of the board members could be nominated and elected to multiple positions as set forth in by-law 3.1.
- Once completion of election, the President has the power to designate duties to each of elected Director of Large.
- The minimum number of Board of Directors including the President shall be six in order to maintain the club operation.

4. Duties of the Board members

President

- The President shall preside at all meetings of the League and shall cast a tie-breaking vote only.
- The President shall develop all general policy for the organization and to supervise and coordinate the activities of the various officers and board.
- The President shall be an ex-officio member of all committees.
- The President or his/her designate shall be the official representative of the League in all dealings with other agencies, organizations, and different levels of government.
- The President shall ensure that all resolutions or motions passed by the membership at large and by the Board of Directors are carried out.
- In emergency situations when there is not enough time to call a Special Directors Meeting, the President has the power to act on behalf of the League without the consent of the Board of Directors.
- The President shall report the League business at scheduled Board of Directors meetings.

Vice-President

- It shall be the duty of the Vice-President to assist the president in the performance of his/her duties.
- The Vice president shall monitor compliance of the teams with the Rules and Regulations of the League.
- The Vice President shall act as liaison with the programs and have other duties as prescribed by the Board of Directors.

Secretary

- The Secretary is responsible for recording the minutes of all meetings of the League unless specifically otherwise instructed by the President.
- In the absence of the Secretary, another Board member may be appointed to act as Secretary for that meeting only.
- It is the Secretary's responsibility to ensure that the minutes are kept up to date and are circulated to all Board members within fourteen (14) days following a Board meeting.
- The Secretary even if not re-elected, is responsible to record and circulate the AGM minutes to the Board within fourteen (14) days also.
- The Secretary and the President are authorized to use the seal of the society as required.
- The Secretary, co-operating with the President, shall be responsible for ensuring that all correspondence of the League, both incoming and outgoing, is properly filed and properly answered when it is required.
- The Secretary, co-operating with the President, shall compile the agenda for all meetings of the League.

Treasurer

- The Treasurer shall be responsible for carrying out the financial affairs and keeping the financial records of the League in order.
- The Treasurer shall ensure that the annual audit of the League's financial affairs and records is carried out, and submit the completed audit to Corporate Registry.
- The Treasurer shall pay any necessary affiliation fees for the League.
- The Treasurer shall be responsible for, and keep an account of, all expenditures and disbursements, revenues and receipts, and file all bills, receipts and vouchers of the League.
- The Treasurer shall present all cheques drawn by the League. Any paycheque should be signed together with either the President, the Vice-President, or the Secretary as co-signed.
- The Treasurer shall be responsible for submitting a projected budget for the upcoming fiscal year for approval of the Board of Directors prior to the AGM.

Club Representatives / Officers

- The Club Representatives / Officers shall be responsible for overseeing the ongoing operations of the League with reference to designated gym session and program at all its levels.

Casino Director

- Make arrangement to book the casino
- Hire the advisers, file all necessary applications.
- Be present at the casino as the general manager and handle the cheques at the conclusion of the casino fundraising event.

Director of Large

- The duties and accountabilities will be designated by the President and documented in the meeting minutes of the first Board meeting post the election.

5. Coaching

- A coach will be an experienced badminton player who is well versed in the skills necessary to master the sport of badminton and has an aptitude for teaching such skills to members of the League.
- The head coach and assistance coach are required to be fully aware of all responsibilities outlined in the League's Sport Rule.
- Both volunteer and compensated coaches shall sign a contract detailing the exact expectations of the League members at the start of each semester. Both volunteer and compensated coaches shall be recruited and hired by the League via the Board of Directors.
- A compensated coach's contract must state the specific form(s) of compensation that will be provided [e.g. hour rate for the training]
- Any contract shall state that the League reserves the full right to dismiss a coach for any action deemed inconsistent with the League's own interests.
- A written request for a vote of dismissal, signed by one third of the program members, must be given to the President.
- A special Board meeting (SBM) shall take place in one and two weeks after the request is received with the President presented. A valid vote to dismiss a coach requires at least sixty percentage of Board members to cast a vote where a majority of the cast votes to be in favor of dismissal.

6. Membership

Membership shall consist of:

- Adult members
- Junior Youth members (from age 7 to 17 inclusive)
- A youth club shall consist of minimum 60% youth members, and remaining adult members in the youth club shall be these youth members' immediate family members.
- A club is a subsidiary of the League and as such has adopted and agreed to abide by all the League's policies and procedures.

Active Membership

- Any person seven (7) years of age and over actively participating in the development or operation of any one of the League teams, including players, coaches and assistant coaches and representatives.
- All active members are subject to completion of their registration along with all required membership dues paid to the League.
- The Board of Directors has the right to determine the amount and levy an Active Membership fee from time to time.
- The membership shall be registered and or renewed annually. Active Membership shall be for the period September 1st to June 30th of next year when registration completes. The ex-members who were in good standing in past seasons shall have the priority to register and or renew their membership in the new season.
- The Board shall have the power to reject membership applications for whom had bad standing in past seasons, and or for any cause if deemed reasonable by the League.
- All members shall be subject to the constitution and Club Rules and Codes of Conduct (Appendix A) adopted by the League.

- Any member may be expelled for failure to uphold the By-laws of the League including Rules and Regulations, or for any action judged to be detrimental to the League, but such expulsion shall not occur unless by majority vote of the Board of Directors at a regular or specially-called meeting.
- Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member arrears for fees or assessments for any year, such member shall be automatically suspended at the time when the suspension is decided by the Board until the fee is reinstated.
- Thereafter a membership is suspended or expelled, there will be no membership privileges or powers entitled in the League until the membership is reinstated.

7. Expulsion of a Member

Subject to giving an active Member an opportunity to be heard or make written submission, the Board may resolve to expel the member upon a charge of misconduct in accordance with this section and the Appendix A of this By-Law.

- An allegation of misconduct may be brought to the Board by any active Member and the Board will convene a meeting to discuss the allegation.
If the Board decides to lay a charge of misconduct, the Board will hold another meeting at which the charge will be determined. All Board Members must attend this meeting.
- Particulars of the charge shall be communicated to the charged Member in writing by registered post at least two (2) weeks before the meeting of the Board at which the charge will be determined. The charged Member will be invited to make a written submission before the meeting and also a submission in person at the meeting.
- In the event of an adverse unanimous determination by the Board, the charged Member shall cease to be an active Member fourteen (14) days after notice of the determination has been communicated to the charged Member.
- The decision of the Board shall be final.

8. Meetings

General Meetings

- The Annual General Meeting (AGM) shall be held during June of each year, and notice of the AGM must be published on the League website and notified to all members in email, which must appear at least twenty-one (21) days in advance of the meeting date, giving the location and time of said meeting.
- The Special General Meeting (SGM) of the League may be called at any time by the Secretary upon instruction of the President by notice to all members in writing via email which must be delivered minimum eight (8) days prior to the date of such meeting.
- The agenda of AGM shall include:
 - A report from the committee
 - Treasurer's report and the year's Accounts
 - Resignation of the current Board
 - Election of the Board for the coming year.
- At the AGM, all active adult members, and one parent for each of youth member are entitled to have one vote.

- The minimum number of members (including parents representing youth members) that needs to be present to the AGM or SGM shall be 50% of total League members in good standing at the time when meeting held in order to have the resolutions made during the meeting valid.
- At all general meetings of the League, attendees must sign-in and have their affiliation and membership in good standing confirmed by the Secretary or Treasurer to determine their eligibility to vote.

Board of Directors Meetings

- The Board of Directors shall meet as often as deemed necessary to carry on efficiently the business of the League, provided that the Board shall hold at least eight (8) meetings each membership year, notice of such meetings to be valid if provided by electronic mail to the address provided to the Board by each Director;
- At all board of Directors meetings of the League, sixty percentage Directors of the League shall constitute a quorum for the transaction of business, providing either the President or the Vice President is present.
- A motion raised by any of Board members shall be supported by the second Board member before the vote can take place.
- The Board shall make decisions by a simple majority of the cast votes to be in favor of carry-forward of the motion unless the President applies the veto against the votes.
- A Special Directors Meeting (SDM) may be called by the President at his or her discretion by written notification or facsimile or e-mail to the last known address or fax number or e-mail address given by each Board member, provided that such notification shall be given at least twenty-four (24) hours before the proposed Special Directors Meeting.

9. Powers of the Board of Directors and Officers

- The Board of Directors and Officers shall have complete control over the policy, finances, and general affairs of the Club, and shall assume any obligations, make any expenditure, and put into effect any such measures as it may consider necessary in the best interests of the League in accordance with the annual budget approved by the Board.
- The Board of Directors and Officers shall have the power to enact and enforce Rules and Regulations by simple majority vote from time to time as it sees fit, attached hereto as Appendix to the By-Laws.
- The Board of Directors and Officers shall have the power to enter into arrangements as to matters of business, duties, management, or other matters as it sees fit, so far as it is not herein expressly forbidden.
- Neither the elected nor the appointed Directors and Officers shall be entitled to any remuneration.
- All documents, including contracts or cheques, required to be executed on behalf of the League shall be signed by at least two of the following: President, Vice President, Secretary

10. Powers of the President

- The President shall have the complete power to manage and supervise the League, the Board of Directors, and any other committees established under the League.
- The President shall have the power to discipline / terminate any of the members in the Board of Directors, or any other League committees when he / she believes necessary.
- The President shall have the power to arbitrate any dispute that is raised between board members, or between League members, or between the League member and the board.

- The President shall have the power to request the legal services when he / she believes necessary.
- The President shall have the power to request policing services when he / she believes necessary.
- The President shall have the power of veto against all votes that is made by the Board of Directors.
- The President shall have the power to call for special board meeting and special general member meetings.
- The President shall have the power to call for or organize any of the committee in addition to the Board of Directors for the purpose to help fulfill his/her duties.
- The President shall have the power to close the society when either of the following occurs:
 - Total number of Board of Directors is less than six.
 - The total debt on society accounts is greater than certain limits that are specified in the League's Memorandum (Appendix B).
 - Other situations that are treated necessary by the President.

11. Financial Policy

- The books, accounts and financial records of the League shall be audited annually by two members of the League appointed for that proposed at the annual meeting.
- The books and records of the society may be inspected by any member of the society at the annual meeting provided for herein or at any time satisfactory to the officer or officers having charge of the same. Officers shall at all times have access to such books and records.
- A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the GM of the League. The fiscal year of the society in each year shall be from September 1st to August 31st of next year.
- All finances shall be under the direct supervision of the Treasurer and the President, and a bank account shall be opened in the name of the League in which all Moines pertaining to the League shall be deposited.
- Every member of the League has the right to examine the books provided there is a legitimate reason and due notice (72 hours) is given to the Treasurer. Such examination of the books must take place in the presence of a third person agreeable to both the examiner and the Treasurer.

12. Borrowing Powers

- For the purpose of carrying out its objectives, the League may borrow or raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Board of Directors, and in no case shall debentures be issued without the sanction of an extraordinary resolution of the society.

13. Remuneration

- Unless authorized at any meeting and after notice for same shall have been given, neither the Board members nor the officers including the President shall receive any remuneration for his / her services.

14. Changes to the By-Laws

- All proposed amendments to these By-Laws shall be by Special Resolution forwarded in writing to the Secretary of the League no later than 21 days prior to the AGM called for that specific purpose.

- Special Resolutions to amend the By-Laws shall require a three-quarters (3/4) majority vote of the members in good standing present at the general meeting of the League.
- Following the adoption of any By-Law amendment(s) the Club must notify the registrar or the amendment(s) within sixty (60) days following the meeting at which it (they) was (were) passed.
- The By-Laws of the League shall not be rescinded, altered, or added to except by Special Resolution of the League.

15. Liquidation and Dissolution of the Society

- Upon decision about dissolution of the society made by the President, and the after the payments of all debts and obligations of the League, the remaining assets of the League shall be distributed among similar non-profit societies within the City of Edmonton. The President has the power to name the list of those societies for giving.
- If there is a negative balance on the society accounts at the time of closing, the payment shall be made by the Board of Directors before closing of the League in reference to the rules set forth in the Appendix B (Memorandum) of this By-Law.

16. Protection and Indemnity of President and Board Members

- The President, each Board members, officers and coaches designated by League hold office with protection from the society. The League indemnities the President, each of Board members and coaches against all costs or charges that result from any act done in his role for the League. The League doesn't protect any Board member for acts of fraud.
- No Board members are liable for the acts of any other Board members. The President, each of Board members and designated coaches by League are not responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any other person, firm or corporation dealing with the League. The President, each of Board members and designated coaches are not liable for any loss due to any oversight or error in judgement, or by an act in his / her role for the League, unless for the acts of fraud, dishonesty or bad faith.

17. Others

- All detailed operation policies (e.g. records retention, member rewards etc.) and club rules shall be developed and enacted by the President and the Board.
- The League's seal shall be kept by the President, only the President, or other Board members who is given the permission by the President shall have the authority to use League's seal.