

BY-LAWS OF THE CROWFOOT MINOR HOCKEY ASSOCIATION



As of June 2017

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1. DEFINITIONS

1.1 In these by-laws:

- (a) "Annual General Meeting" means the annual meeting of the Members of Crowfoot required by the *Societies Act* (Alberta).
- (b) "Arena" means the covered ice arena located at 8080 John Laurie Boulevard NW, Calgary, Alberta and operated by Crowfoot.
- (c) "Board of Directors" or "Board" means the Board of Directors of Crowfoot.
- (d) "Community Associations" means the Calgary community associations of Arbour Lake, Dalhousie, Hawkwood, Hamptons and Ranchlands or as determined from time to time by Hockey Calgary.
- (e) "Crowfoot" means the society incorporated under the *Societies Act* (Alberta) known as the Crowfoot Minor Hockey Association.
- (f) "Director" means an individual member of the Board of Directors of Crowfoot.
- (g) "Fiscal Year" means the twelve (12) calendar months commencing April 1st of a particular year and ending March 31st of the following year.
- (h) "Hockey Program" means the ice hockey program conducted by Crowfoot.
- (i) "Hockey Program Fees" means the annual fee set by the Board for each Participant.
- (j) "Member" means a member in good standing of Crowfoot who has satisfied all of the eligibility requirements of paragraph 4 of these By-Laws.
- (k) "Officer" means a Member appointed by the Board pursuant to paragraph 11 to participate or assist in the business and affairs of Crowfoot.
- (l) "Participant" means a person who is a participant in the Hockey Program.
- (m) "Special General Meeting" means a meeting of the Members of Crowfoot called by the President or a receipt of a petition pursuant to paragraph 15 of these by-laws.
- (n) "Special Resolution" means
 - (1) a resolution passed
 - (A) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than seventy-five percent (75%) of those Members who are entitled to vote in person or by proxy.
 - (2) a resolution proposed and passed a Special Resolution at a general meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the general meeting so agree, or
 - (3) a resolution consented to in writing by all the Members who would have been entitled, at a general meeting, to vote on the resolution.
- (o) "Policy and Procedure Handbook" means the written document established for Crowfoot to give its membership an understanding of the requirements that have become policy through the decisions made by the Board of Directors.

1.2 In these by-laws, the masculine shall include the feminine.

2. NAME AND HEAD OFFICE

2.1 The name of the society is the Crowfoot Minor Hockey Association.

2.2 The registered office and mailing address of Crowfoot shall be the address of Crowfoot Arena, 8080 John Laurie Boulevard NW, Calgary or such other address as designated by the Board.

3. OBJECTIVES OF CROWFOOT

3.1 The objectives of Crowfoot include the following:

- (a) To provide and administer the Hockey Program for the involvement and enjoyment of the Members and Participants.
- (b) To encourage maximum participation in the Hockey Program by the Members and their children.
- (c) To create a spirit of competition with a fair and equal opportunity for all to participate.
- (d) To encourage sportsmanship, involvement and team play.
- (e) To foster the proper conduct of all who participate in or are involved in the Hockey Program.
- (f) To effectively manage the Arena on behalf of all users.

4. ELIGIBILITY FOR MEMBERSHIP

4.1 One of the Participants (provided such Participant has attained eighteen (18) years of age or a parent of the Participant shall be deemed a Member of Crowfoot upon submitting the Hockey Program Fee.

4.2 Lifetime or honorary memberships will be awarded on the recommendation of the Board for meritorious service and commitment to Crowfoot.

4.3 Members shall have the right:

- (a) to attend and vote at Annual General Meetings and Special General Meetings.
- (b) to stand for election as a Director.
- (c) to call a Special General Meeting in accordance with paragraph 15 of these by-laws.
- (d) to vote for the appointment of auditors.
- (e) to approve the annual financial statements of Crowfoot.

4.4 Each Member agrees and pledges that the Member will, to the best of the Member's ability, abide by the by-laws, rules, regulations and the terms and conditions of Crowfoot in force from time to time. The Members will, by all honourable means, advance the philosophy, interests, and policies of Crowfoot.

4.5 A Member may voluntarily withdraw or resign from Crowfoot at any time by letter to a member of the Board. If a Member voluntarily resigns, the Member shall not be refunded the Hockey Program Fees unless authorized by the Board. A cancellation/refund policy was established by the Board in 2003.

5. ELIGIBILITY FOR THE HOCKEY PROGRAM

- 5.1 A person shall be a Participant in the Hockey Program in a Fiscal Year if all of the following are satisfied:
- (a) The individual or at least one parent of the individual resides within one of the Community Associations;
 - (b) The Hockey Program Fees are paid in respect of the Fiscal Year; and
 - (c) Any other eligibility requirements as prescribed by the Board are met including, but not limited to, available space in the Hockey Program.
- 5.2 If a person does not reside within one of the Community Associations, the Board may permit such person to be a Participant upon payment of the Hockey Program Fees. If the person or a sibling has been a Participant in the Hockey Program in one or more previous years, then the Board shall permit such person to be a Participant unless special circumstances exist that, in the Board's review, warrant denial of participation in the Hockey Program.

6. SUSPENSION OR EXPULSION OF MEMBERS AND PARTICIPANTS

- 6.1 The Board shall have the power, by a vote of three-quarters (3/4) of the Board, to expel or suspend any Member or Participant whose conduct shall be determined by the Board to be improper, unbecoming, or likely to endanger the interests or reputation of Crowfoot or who willfully commits a breach of the by-laws of Crowfoot or rules as outlined in the Policy and Procedure Handbook. No Member or Participant shall be expelled or suspended without being notified of the charge or complaint and without having first been given an opportunity to be heard by the Board at a Board meeting called for that purpose.
- 6.2 Any Member who has been suspended or expelled and declared not to be in good standing may, upon application for reinstatement to Crowfoot, be reinstated by a vote of three-quarters (3/4) of the Board, and shall comply with such conditions as may be set by the Board prior to reinstatement as a Member.
- 6.3 Any Member who is suspended or expelled from Crowfoot shall forthwith forfeit all rights, claims, interest, and privileges arising from, or associated with, his membership in Crowfoot.

7. BOARD OF DIRECTORS

- 7.1 The affairs of Crowfoot shall be managed by a Board of not less than six (6) and not more than nine (9) Directors. Each Director must be a Member. Directors shall be elected at the Annual General Meeting to hold office until the next Annual General Meeting, or until their resignations, in writing have been received. The election shall be by a show of hands unless a ballot is demanded by any Member. Any Director may be proclaimed via acclamation if uncontested.
- 7.2 A Director may retire from his office upon giving one month's notice in writing to the Board provided, however, that the Board may accept a resignation prior to the expiration of the notice.
- 7.3 The Directors of Crowfoot shall hold at least the following offices:
- (a) President
 - (b) Vice-President
 - (c) Secretary

- (d) Treasurer
- (e) Arena Operations Director
- (f) Hockey Operations Director
- (g) Director at Large
- (h) Development Director

7.4 The Board shall, subject to the by-laws, have full control and management of the business and affairs of Crowfoot.

7.5 Without in any way limiting paragraph 7.4, the Board shall:

- (a) take all necessary action to run the Hockey Program;
- (b) take all necessary actions to run the Arena;
- (c) execute the financial affairs of Crowfoot, including maintenance of required insurance;
- (d) forward annually to the Registrar of Corporations, all documents and such other information as may be required to be filed in accordance with the *Societies Act* Alberta;
- (e) act a liaison as needed with the Calgary Minor Hockey Association, the Y.M.C.A., and the City of Calgary;
- (f) review the by-laws annually and make whatever changes may be necessary in order to keep these policies current for Crowfoot's current and future operations;
- (g) establish committees and appoint Officers, as needed, to run the Hockey Program;
- (h) establish rules and regulations governing the conduct of Members and Participants in the Hockey Program as outlined in the Policy and Procedure Handbook.
- (i) establish a Rules Committee to review and address issues of concern regarding conduct and/or discipline as outlined in the Policy and Procedure Handbook.

7.6 Meetings of the Board shall be held at least once every three (3) months and as often as the business and affairs of Crowfoot shall require, and shall be called by the President. Notice of the meetings of the Board shall be made to each Director in writing by email or telephone at least five (5) days prior to the meeting or shall be provided by resolution of the Board at the meeting immediately previous.

7.7 Half the number of members of the Board plus one shall constitute a quorum at any meeting of the Board. All business, unless otherwise set forth herein, will be decided by a simple majority. Should there fail to be a quorum at any duly called meeting, business transactions at such meetings shall be ratified at the next regularly called meeting of the Board of Directors at which four (4) of the Directors are present, otherwise such business shall be null and void.

7.8 In voting on business being determined by the Board of Directors, each Director is entitled to one vote. In the event of a deadlock, the President shall have the casting vote.

7.9 The President, the Vice-President, or any two (2) Directors may, on at least forty-eight (48) hours notice, call a special Board meeting at any time, specifying, in writing, the business of the meeting. Business other than that for which the special Board meeting is called may, however, be validly conducted at such meeting.

- 7.10 No Director or Member shall commit the time, resources or finances of Crowfoot without prior approval of such a commitment at a duly constituted meeting of the Board.
- 7.11 Vacancies on the Board, however caused, so long as a quorum remains in office, may be filled by the Board if they shall see fit to do so; otherwise, such vacancies shall be filled at the next general meeting of the Members at which the Directors for the ensuing year are elected, but if there is not a quorum remaining in office, the remaining Board shall forthwith call a Special General Meeting of the Members to fill the vacancies. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the usual manner.
- 7.12 If any Director shall resign his office, or without reasonable excuse, absent himself from three or more Board meetings, or be suspended or expelled from Crowfoot, the Board may declare his office vacated.
- 7.13 The Board shall have the power by a vote of three-quarters (3/4) of the Board to expel or suspend any Director whose conduct shall have been determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of Crowfoot or breaches the rules as outlined in the Policy and Procedure Handbook. No Director shall be expelled or suspended without being notified of the charge or complaint and without having first been given an opportunity to be heard by the Board at a meeting called for that purpose.
- 7.14 In the absence of the President, his duties may be performed by the Vice-President.
- 7.15 Questions arising at any meeting of the Board shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any Director present; but if no demand be made, the vote shall be taken in the usual way by a show of hands. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
- 7.16 A resolution in writing signed personally by at least seventy-five (75%) of the Directors shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.
- 7.17 The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his position as Director. The activities of Crowfoot are carried on without purpose or financial gain for its Members.
- 7.18 A Director may at any time waive notice of any Board meeting and may confirm any proceeding taken.
- 7.19 If all Directors consent, a Director may participate in a meeting of the Board by telephone, and a Director participating by telephone shall be deemed to be present at the meeting. A notation should be made in the minutes of the meeting that the specific Director participated by telephone.

8. DUTIES OF DIRECTORS

8.1 President

The President shall be a Director and is elected for a two-year term. The President shall coordinate the overall functioning of the Board and Crowfoot. The President is an *ex officio* member of all committees. The duties of the President shall include:

- (a) Chairing the Annual General Meeting and Special General Meetings;
- (b) Chairing meetings of the Board; and
- (c) Acting as a liaison as needed with the Y.M.C.A, the City of Calgary, and the Calgary Minor Hockey Association.

8.2 Vice-President

The Vice-President shall be a Director and shall act as President in the absence of the President. The duties of the Vice-President shall include:

- (a) Assisting the President as required;
- (b) Choosing a committee for nominating Directors for the next fiscal year.
- (c) Coordinating the Annual General Meeting.

8.3 Secretary

The Secretary shall be a Director and shall attend all meetings of Crowfoot and of the Board, and keep accurate minutes of all meetings. The duties of the Secretary shall include:

- (a) The maintenance of an up-to-date membership list;
- (b) The maintenance of the minute books and other corporate records of Crowfoot; and
- (c) The filing of the appropriate annual return and other required documents to keep Crowfoot in good standing as a society under the *Societies Act* of Alberta.

8.4 Treasurer

The Treasurer shall be a Director and be elected for a two year term. The Treasurer shall work in conjunction with the Administrator to ensure that the financial affairs of the Association are in order. The Treasurer shall present a full, detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting, a statement, duly audited as hereinafter set forth, of the financial position of Crowfoot and submit a copy of same to the Secretary for the records of Crowfoot.

8.5 Arena Operations Director

The Arena Operations Director shall be a Director and shall coordinate the overall functioning of the Arena.

8.6 Hockey Operations Director

The Hockey Operations Director shall be a Director and shall coordinate the overall functioning of the Hockey Program.

8.7 Director At Large

The Director at Large shall be a Director without portfolio. The Director may choose to participate and/or oversee committees or tasks as assigned.

8.8 Hockey Development Director

The Hockey Development Director shall be a Director and shall coordinate programs concerning but not limited to player development, coach development and mentorship and fair play.

9. COMMITTEES

- 9.1 The Board of Directors shall designate a standing committee of Members known as the Arena Management Committee. The Arena Management Committee shall:
- (a) Take all necessary steps to operate the Arena; and
 - (b) Act as a liaison with the Y.M.C.A. and the City of Calgary in relation to the operations of the Arena.
- The Arena Management Committee shall report to the Board from time to time as required.
- (In 1998, the Board of Directors agreed that this committee be dissolved and any issues were to be forwarded directly to Arena Manager.)
- 9.2 The President with the approval of the Board of Directors may designate from time to time such special committees as may be considered necessary or desirable. The special committees shall be discharged when a report is rendered to Crowfoot or to the Board, or they become inactive, or at such time as the Board deems necessary.
- 9.3 The President shall be an *ex-officio* member of each committee.
- 9.4 A simple majority of any committee, including the President, shall constitute a quorum.
- 9.5 The Board of Directors shall designate a standing committee know as a Rules Committee which is to review and address issues of concern and issues regarding conduct and discipline.

10. REMOVAL OF DIRECTORS

- 10.1 The Members of Crowfoot may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Special General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may be a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term. A Director who has been recommended for suspension shall be given notice by the Secretary of Crowfoot at least one week prior to the general meeting at which the Director shall have the opportunity to be heard or to submit a statement in writing.

11. OFFICERS

- 11.1 The Board may, from time to time, elect such Officers and agents and authorize the employment of such persons as they deem necessary to carry out the objects of Crowfoot. Such Officers, agents and employees shall have the authority and the duties as from time to time may be prescribed by the Board. The Board may from time to time vary, add to, or limit the powers and duties of any Officer.
- 11.2 In no way limiting the generality of Clause 11.1, the Board may elect members as Officers holding the following positions:
- (a) Division Coordinators for each of the divisions in the Hockey Program;
 - (b) Ice Coordinator;
 - (c) Bingo Coordinator;
 - (d) Registration Coordinator;
 - (e) Equipment Coordinator;
 - (f) Coach Coordinator;
 - (g) Past President, from immediately preceding fiscal year.

12. INDEMNITY

- 12.1 Each Director shall be deemed to have assumed office on the Board and each Officer shall be deemed to have accepted his position, on the express understanding, agreement and condition that he and his heirs, executors and administration shall, from time to time and at all times, be indemnified and saved harmless out of the funds of, and by Crowfoot from and against all costs, charges, actions, causes of action, damages, judgment, claims, liabilities and expenses whatsoever, including but without limitation, his costs on a solicitor/client basis and any amount reasonably paid by him to settle any action, cause of action, claim or liability or to satisfy any judgment, which he suffers, sustains or incurs:
- (a) in or from any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, omission, matter or thing whatsoever made, done, omitted to be done or permitted by him or any other Director, Directors, or Officer or Officers in or about the execution of his or their office; and,
- (b) in or from or in relation to the affairs of Crowfoot; provided that such costs, charges, actions, causes of action, damages, judgments, claims, liabilities and expenses are occasioned without any fraud or bad faith on his part and Crowfoot shall so indemnify and save harmless each such Director or Officer.
- 12.2 Crowfoot shall indemnify and save harmless each and every coach, manager or other volunteer in the Hockey Program (including all volunteers who are appointed to and agree to serve on committees) from and against all costs, charges, causes of action, damages, judgments, claims, liabilities and expenses whatsoever, including but without limitation, his costs on a solicitor/client basis which he suffers or incurs as a result of his participation in the Hockey Program of Crowfoot.
- 12.3 No Director, Officer, Coordinator, coach, committee, member or volunteer of Crowfoot shall be liable for the acts, receipts, neglects or default of any other Director, Officer, Coordinator, coach, committee, member or volunteer. Directors may rely upon the accuracy of any statement or report prepared by Crowfoot's auditors or accountants and shall not be responsible or held liable for any loss or damage resulting from any payment or otherwise acting upon such statement or report.

13. FINANCE, ACCOUNTS AND AUDIT

- 13.1 All monies of Crowfoot shall be deposited in a financial institution or institutions decided upon by the Board.
- 13.2 The books, accounts and records of the Treasurer shall be audited at least once a year by a qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by the auditor(s) at the Annual General Meeting of Crowfoot. The fiscal year of Crowfoot shall end on March 31st of each year.
- 13.3 All expenditures must be approved by the Board but any expenditure may be approved by acceptance and approval of a budget by the Board.
- 13.4 Operations accounts may be established for any committee or for routine operations of Crowfoot to which the Board may transfer funds or allow funds to remain for approved budget expenditures. All other funds are to remain in the general account of Crowfoot and any two of the following shall sign all the cheques on the hockey accounts with the provision that any cheque payable to a Director shall not be signed by himself:
- (a) President;
- (b) Vice-President;
- (c) Treasurer;
- (d) Administrator.

Any two of the following shall sign the cheques on the arena accounts with the provision that any cheques payable to a Director shall not be signed by himself:

- (a) Treasurer;
- (b) Arena Operations Director;
- (c) Arena Manager;
- (d) Administrator.

- 13.5 The Board shall approve any and all plans for fundraising on behalf of Crowfoot as an Association and not at the team level.
- 13.6 No money shall be borrowed by Crowfoot except with the approval of a Special Resolution of the Members provided however that the Board may borrow such amount as it can show will be paid from general revenues.
- 13.7 The President and Treasurer are authorized on behalf of Crowfoot to assign securities or instruments held by Crowfoot, or pledge the assets of Crowfoot, and to execute all negotiable instruments to any borrowing.

14 INSPECTION

- 14.1 The books and records of Crowfoot may be inspected by any Member at the Annual General Meeting provided for herein or at any time in the Arena upon giving reasonable notice and arranging a time satisfactory to the Secretary. Each Director shall, at all times, have reasonable access to such books. The Secretary shall not cause unreasonable delay in providing information or access to any Director or Member.

15. MEETINGS OF MEMBERS

- 15.1 The Annual General Meeting of Crowfoot shall be held within two months of March 31st, of which meeting due notice shall be given to all Members by email to the address of each Member as set forth in the membership list, mailed or emailed at least ten (10) days prior to the meeting.
- 15.2 A Special General Meeting shall be called by the President or Secretary upon receipt by him of a petition signed by not less than ten percent (10%) of the Members in good standing, setting forth the reasons for calling such a meeting, of which meeting due notice shall be given to all Members to the address of each Member as set forth in the membership list, mailed or emailed at least ten (10) days prior to the meeting. The President may call a Special General Meeting at any time in his sole discretion.
- 15.3 No other business shall be dealt with at a Special General meeting unless the President shall, in his discretion, allow it.
- 15.4 A quorum at any general meeting of Members shall consist of not less than five percent (5%) of the Members in good standing, and voting maybe done personally or by proxy. All proxies shall be in writing, shall be in a form acceptable to the Board, and shall designate a Member to vote in the place and stead of the absent member.
- 15.5 The business of the Annual General Meeting shall include:
 - (a) The President's report of the year's activities.
 - (b) Report of the Hockey Operations Director.
 - (c) Report of the Arena Management Coordinator.
 - (d) The Treasurer's report and the audited financial statements.
 - (e) Election of Directors for the ensuing term.
 - (f) Report from any committees as deemed appropriate by the President.

- (g) Appointment of qualified auditor(s) for the ensuing year.
- (h) The approval of major capital expenditures.
- (i) Any other business of Crowfoot except that no vote shall be taken upon any matter for which notice of a Special Resolution is required unless such notice has been given.

15.6 The order of business of the Annual General Meeting shall be at the discretion of the President provided that, in general, business and reports relating to the preceding fiscal year of Crowfoot shall precede the election of the Directors and the appointment of auditor(s).

16. ELECTIONS AND VOTING

- 16.1 Elections for the Board shall be held at the Annual General meeting. Each Director shall be elected to hold office for a term of one year or until his successor has been appointed or until his written resignation has been received.
- 16.2a The Board shall, three (3) months prior to the Annual General Meeting, appoint a nominating committee chaired by the Vice-President. The committee shall prepare a slate of nominations of Directors to be presented to the Board, prior to presentation at the Annual General Meeting.
- 16.2b Nominations for Board positions must be declared in writing to the nomination committee at least one week prior to the Annual General Meeting date to be considered for election. It is at the discretion of the Board to allow a member who hasn't fulfilled this declaration to run for election and only if a vacant Board position exists.
- 16.3 The slate of nominations shall be presented to the Membership for voting. Nominations from the floor for position as a Director shall be accepted. The election will be a show of hands unless a ballot is requested by any Member.
- 16.4 Every Member in good standing is entitled to one (1) vote. One vote per family is entitled at the Annual General Meeting.
- 16.5 In a poll, votes may be given either personally or by proxy.

17. NOTICES

- 17.1 No error or omission in giving notice of any General Meeting or Special General Meeting invalidates the meeting or makes void any proceedings.
- 17.2 A Member may at any time waive notice of any meeting and may confirm any proceedings taken.

18. ADJOURNMENT OF MEETINGS

- 18.1 Any meetings of Crowfoot or of the Board may be adjourned at any time and from time to time and business may be transacted at the adjournment meeting as might have been transacted at the original meeting from which the adjournment took place. Notice regarding the time and place to reconvene shall be given prior to any such adjournments.

19. ALTERATION OF BY-LAWS

- 19.1 The by-laws of Crowfoot will not be altered or added to except by a Special Resolution of the Members.

20. ESTABLISHMENT OF RULES AND REGULATIONS BY THE BOARD

- 20.1 The Board shall have the authority to make and amend the Policy and Procedure Handbook governing any or all matters relating to the objects of Crowfoot, in addition to the discipline, suspension and expulsion of the Officers, Directors, Members, and Participants enrolled in the Hockey Program.
- 20.2 The Board shall have the authority to make and publish the Policy and Procedure Handbook and may from time to time make changes as necessary and any such rules shall be binding on all Members.

21. MINUTE BOOK

- 21.1 The Board will ensure that all necessary books and records of Crowfoot required by the by-laws of Crowfoot or by any applicable statute or law are regularly and promptly kept.
- 21.2 The Secretary will maintain the minute book of Crowfoot and will record or cause to be recorded in it the minutes of all proceedings of all meetings of Members and of the Board.
- 21.3 The minute book will contain at least the following information:
- (a) Certificate of Incorporation;
 - (b) A copy of the by-laws and any Special Resolution altering the by-laws;
 - (c) Copies of originals of all documents, registers and resolutions required by law;
 - (d) Copies of originals of financial statements prepared; and
 - (e) Copies of all other documents directed to be inserted into the minute book by the Board.
- 21.4 Any corporate seal of Crowfoot shall be held under the control of the President, and in the President's absence, the Vice-President. The seal shall be maintained in a secure place.

22. DISSOLUTION OR WINDING UP

- 22.1 In the event of any dissolution, winding up or liquidation of Crowfoot, all of the property and assets of Crowfoot remaining after payment of the claims of all the creditors of Crowfoot shall be distributed to one or more charities as voted on by the Board of Directors.