



Director

2015 Nomination Form

Nominee _____

Term The Directors shall be appointed for a term not to exceed three (3) years and may have their term renewed twice. Directors will be designated on a staggered term basis.

One (1) Years _____ **Two (2) years** _____ **Three (3) years** _____

Nominator _____
Sport Organization

Nominator's Signature

Date

Statement of Agreement

I am a member of Sport Alberta and hereby agree to allow my name to stand for a position on the Board of Directors.

Nominee's Signature

Date

The NOMINEE will be given the opportunity to speak for up to three (3) minutes. No more than one other individual may speak for the nominee for two (2) minutes.

NOMINEES should forward a brief resume and state why they are running for election to the Board of Directors.

Please submit nominations by Monday, April 20, 2015

To: Scott F. Hayes, chair@sportalberta.ca



2015 NOMINATING PROCEDURES - BOARD OF DIRECTORS

Nominees are required to be members of Sport Alberta.

The nominee will be given the opportunity to speak for up to three (3) minutes. No more than one other individual may speak for the nominee up to a maximum of two (2) minutes.

Nominees who have been nominated to stand for election but who will be absent at the time of the election, must indicate in writing to the Nominating Committee prior to the election that they are willing to accept if elected.

Prior consent must be obtained from nominees and verified on the Official Nominating Form provided.

Nominations are to be forwarded to:

Scott F. Hayes, chair@sportalberta.ca

Please submit nominations by Monday, April 20, 2015

2014 ELECTION PROCEDURES - BOARD OF DIRECTORS

Voting (Sport Alberta (SA) By-Law Section 2.12 Membership, subsection 2.12 Votes)

Votes at meetings of members shall be given personally. Every question submitted to any meeting of members shall be decided on a show of hands except when a ballot is required by the Chairperson of the meeting or is demanded by a voting delegate. A delegate may demand a ballot either before or on the declaration of the result of any vote by show of hands. At every meeting at which a member is entitled to vote, every member, other than the Chairperson of the meeting, present in person shall carry the number of votes according to section 2.13. The Chairperson of the meeting shall not have the right to vote, unless there is an equality of votes, in which case the Chairperson will have the casting vote.

At any meeting, unless a ballot is demanded by a delegate entitled to vote at the meeting, either before or after any vote by a show of hands, a declaration by the Chairperson of the meeting that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

If at any meeting a ballot is demanded on the election of a Chairperson or on the question of adjournment or termination, the ballot shall be taken forthwith without adjournment. If a ballot is demanded on any other question or as to the election of Directors, the ballot shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chairperson of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for ballot may be withdrawn.

SECTION 3 – BOARD of DIRECTORS

3.1 Board of Directors

The business and affairs of the Society shall be managed by the Directors of the Society, being a maximum of twelve and no less than six, who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the Act, the By-laws, any special resolution of the Society, or by statute expressly directed or required to be done in some other manner.

3.2 Term

The Directors are elected for a term not to exceed three (3) years.

3.3 Removal of Directors/Officers

Subject to the Act, the Society may, by a Special Resolution passed at a General Meeting specifically, remove any Director.

3.4 Vacancies

A quorum of Directors may fill a vacancy among the Directors, except a vacancy resulting from an increase in the number or minimum number of Directors or from a failure to elect the minimum number of Directors. If there is not a quorum of Directors, or if there has been a failure to elect the minimum number of Directors, the Directors then in office shall forthwith call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any member. If the members have adopted an amendment to the By-Laws to increase the minimum number of Directors, and have not, at the meeting at which they adopted the amendment, elected an additional number of Directors authorized by the amendment, the Directors then in office shall forthwith call a special meeting of members to fill the vacancy.

A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

3.5 Remuneration and Expenses for Directors/Officers

The payment of any dividend or remuneration out of the funds of the Society to any of the Directors is prohibited. Any reimbursement for reasonable expenses of any Director in the execution of his or her office is allowed.

3.6 Limitation of Liability

Every Director and Officer of the Society in exercising the powers and discharging the duties of the Director or Officer shall be 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. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the Director or Officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation there to; provided that nothing herein shall relieve any Director or any Officer from the duty to act in accordance with the Act and the regulations thereunder or form liability for any breach thereof.

3.7 Indemnity

Subject to the Act, the Society shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Society's request as a Director or Officer of a body corporate of which the Society is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or have been a Director or Officer of the Society or such body corporate, if such person (a) acted honestly and in good faith with the view to the best interests of the Society and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Society shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in the By-Laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

3.8 Conflict of Interest

A Director or Officer of the Society who is a party to a material contract or proposed material contract with the Society, or is a Director or an Officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Society shall disclose fully the nature and extent of his interest. No such Director of the Society shall vote on any resolution to approve such contract. If a material contract is made between the Society and one or more of its Directors or Officers, or between the Society and another person of which a Director or Officer of the Society is a Director or Officer or in which he has a material interest, (i) the contract is neither void nor voidable by reason only of that relationship, or by reason only that a Director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of Directors or Committee of Directors that authorized the contract, and (ii) a Director or Officer or former Director or Officer of the Society to whom a profit accrues as a result of the making of the contract is not liable to account to the Society for that profit by reason only of holding office as a Director or Officer, if the Director or Officer disclosed his interest in accordance herewith and the contract was approved by the Directors or the members and it was reasonable and fair to the Society at the time it was approved.

Appendix 2 – APPOINTMENT AND DUTIES OF OFFICERS

(as per By Laws dated October 22, 2012)

SECTION 5 - APPOINTMENT AND DUTIES OF OFFICERS

5.1 Election and Appointment

The Directors, at their first meeting after the Directors have been elected at an Annual Meeting, shall elect as Officers, a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer who shall hold office for a term of one (1) year or until that person resigns or is discharged by the Board. The Board may appoint such other Officers as they determine necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the Directors. One (1) Director may hold at any time two (2) offices.

5.2 Chairperson

The Chairperson shall preside at all meetings of the Society and of the Directors and should be entrusted to carry out all orders and resolutions of The Board of Directors. The Chairperson shall be entitled to vote at all proceedings of the Society.

5.3 Vice-Chairperson

The Vice-Chairperson shall, in the absence of the Chairperson, exercise the duties of the Chairperson and shall preside at all meetings of the Society and of the Board of Directors in the absence of the Chairperson. The Vice-Chairperson shall be entitled to a vote at all proceedings of the Society.

5.4 Secretary

It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate Minutes of those meetings. The Secretary shall have charge of the seal of the Society. In the absence of the Secretary, those duties shall be discharged by any Officer appointed by the Board. The Secretary shall be entitled to a vote at all proceedings of the Society.

5.5 Treasurer

The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whatever bank, trust company, credit union or Treasury Branch that the Board may order. The Treasurer shall properly account for the funds of the Society and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall ensure that there is prepared, for submission to the Annual Meeting, an audited statement of the financial position of the Society. The Treasurer shall be entitled to a vote at all proceedings of the Society.