

OLSC CALGARY BYLAWS

Article I: Structure

I.1 Name

This organization shall be known officially as Official Liverpool Supporters Club Calgary. It will be referred to as OLSC Calgary.

I.2 Purpose

The purpose of OLSC Calgary shall be to provide opportunities for supporters to meet throughout the year to support Liverpool F.C., provide opportunities for participation in club travel to Liverpool F.C. matches, and to encourage other such supporters groups throughout the world to interact and participate in such support of this team.

OLSC Calgary will protect and enhance the good name of Liverpool Football Club (LFC) while promoting, maintaining and valuing the rich history of LFC. OLSC Calgary will communicate the views of its members to LFC and will support LFC related charitable causes in addition to local charitable causes.

I.3 Operation

The intent of OLSC Calgary is to operate as a private, not-for-profit organization.

I.3.1 No member of OLSC Calgary shall benefit personally from club revenues.

I.3.2 No assets of OLSC Calgary shall be divided among the membership.

I.3.3 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of OLSC Calgary elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting. The fiscal year end of OLSC Calgary in each year shall be July 31.

I.3.4 The books and records of OLSC Calgary may be inspected by any active branch member at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

I.3.5 OLSC Calgary will maintain a membership of at least 50 members, with a minimum of 15 OLSC Calgary members also holding an Official LFC membership.

I.3.6 OLSC Calgary will use LFC trademarks, logos, or club crests in accordance with the full branding guidelines.

I.3.7 For the purpose of carrying out its objects, OLSC Calgary may borrow or raise or secure the



payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of OLSC Calgary, and in no case shall debentures be issued without the sanction of a special resolution of OLSC Calgary.

I.4 Definitions

In this Constitution and Bylaws, the term member shall be synonymous with the term voting member. In this Constitution and Bylaws, the requirement for a written notice in any instance shall be interpreted to include electronic notice and such electronic notice shall receive equal priority and preference with any written notice. If an electronic notice shall be sent to a member, it shall substitute for, and be in lieu of, a written notice. However, if a member or voting member shall not have access to an electronic means of receiving notices, such member or voting member shall receive written notice without the necessity of requesting the same; provided he or she has indicated on his or her membership application the absence of a means of receiving electronic notice, or simply failed or neglected to indicate the presence of a means of receiving electronic notice.

I.5 Amendments

This Constitution and Bylaws may be amended at a regular General Membership, or at any special meeting called for that purpose. The Constitution and Bylaws may be amended by a majority vote of the members present at such meeting, provided notice of the proposed amendment has been given in the call of the meeting and thirty (30) days written notice has been given to the membership. Any member may present a proposed amendment to the bylaws for consideration by the membership under the provisions of this paragraph.

I.6 Dissolution

OLSC Calgary shall continue to exist until dissolved by a vote of three-fourths (3/4) of all members present at a special meeting called for the purpose. Written notice of the special meeting to consider dissolution shall be given to all current members at least thirty (30) days in advance of said meeting. Upon dissolution all remaining assets of OLSC Calgary will be transferred to its successor club or donated to another Liverpool F.C. supporters club.

Article II: Membership

II.1 Eligibility

Membership in OLSC Calgary shall be extended to any person over the age of 18 regardless of sex, race, national origin, or religion. Membership includes voting privileges Membership will be contingent upon complying with the requirements set forth in these bylaws including, but not limited to, payments of annual dues and continuing adherence to all rules and regulations as set forth in these bylaws.



II.2 Classes

There shall be two classes of membership:

II.2.1 Active membership shall include full voting privileges and may be extended to any individual upon receipt of their annual dues.

II.2.2 Honorary membership candidates shall be submitted to the Board of Directors to be listed on a ballot for approval by the general membership. Honorary members do not have voting privileges and cannot hold an elected office. These members shall be approved by a simple majority vote of the general membership.

II.3 Application

Application for membership in OLSC Calgary shall be made in person to any of the Board of Directors, electronically through the web site or in writing. All membership applications, mailing lists, and all other lists of member's names, addresses, phone numbers, and any other information contained on the membership application, will be held in strictest confidence, and will be maintained by the Secretary with dues being submitted to the Treasurer.

II.4 Privileges

Privileges of active membership in OLSC Calgary shall include, but not be limited to, fund raisers, voting, election to office, appointment to a position deemed necessary by any OLSC Calgary officer, and receiving OLSC Calgary newsletter.

II.5 Membership Card

Each member of OLSC Calgary shall receive a card attesting to their membership. Said card shall be the property of OLSC Calgary.

II.6 Dues

Membership dues shall be determined annually by the Board of Directors and approved by the General Membership. Notice of any action taken by OLSC Calgary with respect to dues and assessments shall be sent to members promptly. Dues shall be for a period of one year commencing August 1 and ending July 31. If a member is removed or chooses to withdraw from the branch, there will be no reimbursement of any fees paid.

II.7 Code of Conduct

All OLSC Calgary members must follow the Code of Conduct under Section II of these bylaws



II.8 Removal

OLSC Calgary may choose to revoke the membership of individual branch members where a member acts in a manner judged harmful to OLSC Calgary. The revocation of membership must include a signed petition by ten percent of the active membership including at least two thirds of the Board of Directors. The member shall have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany and/or represent the member. The Board may exclude the member and their representative from its discussion of the matter, including the deciding vote. The decision of the Board shall be final.

II.9 Withdrawal

Any member wishing to withdraw from membership may do so upon notice in writing to the Board of Directors. If any member is in arrears for dues for any year, such member shall be automatically suspended at the expiration of three months from the end of such fiscal year and shall thereafter be entitled to no membership privileges or powers in OLSC Calgary until reinstated

Article III : Board of Directors

III.1 Definition

The Board of Directors shall consist of the officers of OLSC Calgary: Chairperson, President, Treasurer, and Secretary. The term of office for members of the Board of Directors is two years.

III.1.1 Requirements: Each member of the Board of Directors must meet the following requirements:

- Have an Official LFC Membership
- Be willing and available to carry out their roles and responsibilities
- Must uphold and abide by the bylaws of OLSC Calgary

III.2 Responsibilities

The Board of Directors shall supervise the affairs of OLSC Calgary.

III.2.1 The Board of Directors must approve all expenditures in excess of \$100.00 dollars. All expenditures over \$1,000.00 must be approved by the membership at a regular General Membership, or at any special meeting called for that purpose.

III.2.2 The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of OLSC Calgary.

III.2.3 A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the



appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

III.3 Vacancy, Removal, Resignation

The Board of Directors must be able to accommodate for Board of Director positions becoming vacant between Annual General Meetings should circumstances warrant

III.3.1 A Director may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt.

III.3.2 The Board of Directors shall have the power to temporarily fill vacancies in any elected office. Such vacancies shall be deemed filled until the position comes up for election as per the Election Schedule.

III.3.3 The Board of Directors may declare a position to be vacant where a Board Member:

- Ceases to be a member in good standing of OLSC Calgary, or;
- Allows their Official LFC Membership to lapse beyond September 1st of the current fiscal year, or;
- Fails to attend three (3) consecutive scheduled board meetings, or;
- Acts in a manner judged to be harmful to the Board or OLSC Calgary

A Board Member may be removed from office for just cause in connection with the affairs of OLSC Calgary by a two-thirds (2/3) vote of the members present at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board. The Board Members shall have an opportunity to appear before the board to address the matter. The board may allow another person to accompany and/or represent the affected board member. The board may exclude the Board member and their representative from its discussion of the matter, including the deciding vote. The decision of the board shall be final.

III.4 President

The President shall:

III.4.1 Provide executive leadership and direction to OLSC Calgary, to the Board of Directors, and to the permanent standing committees;

III.4.2 Serve as the Chairperson of the Board of Directors;

III.4.3 Be responsible for the enforcement of the Constitution and Bylaws, and other rules and regulations of OLSC Calgary, including presiding over the conduct of regular and special meetings and Board of Directors meetings under rules of good order;

III.4.4 Serve as an ex-officio member of all committees except Nominations/Elections Committee and the Audit Committee;



III.4.5 In his/her absence, the Chairperson shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

III.4.6 Perform all duties requested by the Board of Directors.

III.5 Treasurer

The Treasurer shall:

III.5.1 Be the custodian of the funds of OLSC Calgary. The Treasurer shall have the power to sign all contracts, drafts, checks, or other papers pertaining to OLSC Calgary in accordance with OLSC Calgary rules;

III.5.2 Receive and receipt all monies that may be, or may become due OLSC Calgary, and shall perform other duties as may be directed by the Board of Directors, or the President;

III.5.3 Compile and maintain proper records of the receipt and disbursement of all OLSC Calgary funds, and shall prepare and submit proper reports of such receipts and disbursements to the Board of Directors, and to the general membership;

III.6 Secretary

The Secretary shall:

III.6.1 Keep the minutes of all meetings, regular and special; shall ensure all notices are timely and properly distributed; shall be custodian of the related records of OLSC Calgary; and

III.6.2 Record and be responsible for the records of membership of all active and honorary members.

III.7 Chairperson

The Chairperson shall:

III.7.1 Act as official liaison between OLSC Calgary and Liverpool FC and shall be responsible for all communications with LFC.

III.7.2 Shall be the point of contact between the membership and Liverpool FC

Article IV: Meetings

IV.1 General Membership

General Membership meetings will be held annually and must take place between August 1st and September 30th. Other meetings may be called as deemed necessary by the President or by a majority vote of the Board of Directors. Members will be notified of meeting dates and locations at least ten (10) days in advance of the general membership meetings. A quorum for any purpose of the fan club, including voting, shall consist of 20% of the active members. AGM minutes will be recorded



and be available upon request, meeting agendas will be drafted and distributed prior to the meeting start. Annual General Meetings will be open floor with any member having the right to raise any issue under any OLSC Calgary business.

IV.2 Board of Directors

The Board of Directors will meet regularly during the course of the year. A majority of elected officers shall constitute a quorum for the Board of Directors meetings. Meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

IV.3 Special

The Board of Directors may call a special meeting, if circumstances warrant. Any member may request a special general membership meeting by presenting a petition signed by twenty (20) members to the Board of Directors. Members will be notified of special meeting dates and locations at least fourteen (14) days in advance of such meeting.

IV.4 Changes

All requests for changes in meeting times and dates shall proceed through the President, and shall be approved only upon the majority vote of a quorum of members, as previously defined, at any general membership or special meeting.

Article V: Elections

V.1 Nominations

Nominations are accepted up to three (3) days before the annual general meeting for all of the Board of Director's positions. Nominations will be posted on the web site for at least three days (3) prior to the AGM.

V.1.1 At the annual general meeting the slate of candidates will be presented to the membership. The chair shall then ask for nominations from the floor, office by office. These nominations shall be seconded before being placed on the ballot. Nominations from the floor will remain open until immediately prior to the balloting for each office at the annual general meeting. When the nominations for each office have been concluded, the chair will ask for a motion that the nominations for that office be closed. This motion must be seconded and voted upon by the general membership.

V.2 Qualifications

Only eligible candidates may be nominated to the Board of Directors.

V.2.1 All officers must be at least eighteen (18) years of age before the elections.



V.2.2 No person may hold more than one elected office at any time.

V.2.3 All candidates must be active members and have been so for a period of at least six months.

V.3. Balloting

Election of officers will be held at the annual general meeting.

V.3.1 Elections will be held by secret ballot, office by office. Ballots should contain the office, the candidate's name, area to write in nominees accepted from the floor and instructions for marking the ballots.

V.3.2 All voters must be a member in good standing.

V.3.3 The Membership shall appoint a representative through majority consensus to the position of Election Chairperson. The Chairperson shall hold office only until the election is concluded and shall be responsible for conducting the election, including verification of eligibility of voting members, counting ballots and final tabulation. The nominee with the most votes cast shall be elected officer.

V.3.4 In case of any dispute of the election results or the conduct of the election, the chairperson shall be the exclusive and final authority of any question or dispute arising from the election.

V.3.5 The results of the election should be announced before the end of the annual general meeting. The newly elected officers will be installed in their respective offices as the last order of business at the annual general meeting and will take office immediately.

V.4. Election Schedule

V.4.1 The Board of Directors will be elected at the Annual General Meeting each year. The election groups shall be as follows: Group A - elected at AGM in even years:

- President
- Secretary

Group B – elected at AGM in odd years:

- Chairperson
- Treasurer

V.4.2 Elections will be held by secret ballot, office by office. Ballots should contain the office, the candidate's name, area to write in nominees

Article VI: Code of Conduct

While OLSC Calgary members bring diverse opinions on all aspects related to the business of OLSC Calgary, we are committed to respecting each other and reaching a consensus on all matters. We are



determined to act justly, and are bound by these bylaws, to deliver outcomes that are in the best interests of everyone associated with OLSC Calgary. All OLSC Calgary members are part of LFC's Official Liverpool Supporters Club Network and, therefore, must uphold the values and good name of Liverpool Football Club. OLSC Calgary members are expected to be exemplary representatives of LFC and as such are asked to follow this Code of Conduct. All members shall treat fellow LFC supporters as well as supporters of other football clubs with courtesy and respect. No supporters shall threaten another football fan or sing offending chants toward other supporters. No member shall degrade or commit an act of violence on any other person while attending matches at Anfield, Away Matches or any other OLSC Calgary event. Any violation of the Code of Conduct by a OLSC Calgary member could result in the expulsion from OLSC Calgary.

Article VII: Privacy

The privacy of OLSC Calgary members is extremely important to OLSC Calgary. We collect certain private information and do not share it with any third parties.

VII.1 Collected Information

OLSC Calgary collects specific personal information from our members. The information collected is:

VII.1.1 Name of the member including first and last name.

VII.1.2 Address of the member including city, province and postal code.

VII.1.3 Email address of the member.

VII.1.4 Phone number of the member.

VII.1.5 LFC Fancard number. This information is kept for communication purposes with LFC and for ticketing purposes only.

VII.2 How Personal Information is Used

Personal information is used for maintaining OLSC Calgary membership lists and to contact members. It is never shared with third parties or with other members without an individual members' consent. As part of the member application process, this information may be shared with Liverpool FC upon request. In such a case members will be notified and the information will not go beyond LFC.

VII.3 Maintenance of Personal Information

Personal information is maintainable through OLSC Calgary website and can be modified by the individual member.

Ratified: August 18, 2012