

# Capital Region Female Minor Hockey Association Constitution & Bylaws

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# **Capital Region Female Minor Hockey Association**

## **Constitution & Bylaws**

### **Constitution**

#### **Article 1 - Name**

- 1.1 This society shall be known as the "Capital Region Female Minor Hockey Association", hereinafter referred to as the "Association".

#### **Article 2 - Purpose**

- 2.1 To promote and encourage female amateur hockey and to foster the highest standard of sportsmanship, citizenship and mentorship for female youth within our community.
- 2.2 To create opportunities for development of skating skills, technical hockey skills, individual tactics and advanced skills including team tactics, team play systems, and team strategy for female players.
- 2.3 To maintain and increase the interest of female hockey in our community and to encourage competition and good fellowship, and provide development opportunities for female leadership roles including game play or competition, administration, coaching and officiating.

## Bylaws

### Bylaw 1 - Overview

#### Preamble

- 1.1 The operations of the Association are to be chiefly carried on in 'The Greater Victoria District' ("District"), and the registered office shall be located within one of the communities in said District. The District is comprised of the incorporated municipalities of the Capital Regional District (CRD), the unincorporated Electoral Areas within the CRD, and the First Nation communities within this geographic area.
- 1.2 As a provision of these Bylaws, the Association shall adhere to and observe the Bylaws, Regulations, Playing Rules, Policies, Procedures and related decisions of BC Hockey.
- 1.3 As a provision of these Bylaws, the Association shall adhere to and observe the Bylaws, Regulations, Playing Rules, Policies, Procedures and related decisions of VIAHA.

#### Definitions

- 1.4 The following terms have these meanings in these Bylaws:
  - a) "Act" means the *Societies Act* of British Columbia as amended from time to time.
  - b) "Active Member" means those individuals described in section 2.1 of these Bylaws.
  - c) "Associate Member" means those individuals described in section 2.2 of these Bylaws.
  - d) "Association" means the Capital Region Female Minor Hockey Association.
  - e) "Bylaws" means these Bylaws as amended from time to time.
  - f) "Board" means the Board of Directors of the Association as constituted from time to time in accordance with these Bylaws.
  - g) "Director" means an individual who has been elected or appointed, in accordance with the *Societies Act* or its Regulations and these Bylaws, as a member of the Board.
  - h) "District" means the Greater Victoria District as defined in section 1.1 of these Bylaws.
  - i) "Hockey Registration Fee" means fees for a player's registration in an Association hockey program as set by the Board.
  - j) "Life Member" means those individuals described in section 2.3 of these Bylaws.
  - k) "Member" means a person who is and remains in good standing, in accordance with these Bylaws, an Active Member, Associate Member or Life Member of the Association.

- l) "Membership" means the entirety of those Members in good standing in accordance with these Bylaws.
- m) "Membership Fee" means fees for a player's enrolment with the Association as set by the Board.
- n) "Officers" means those Directors set out in section 3.7 of these Bylaws.
- o) "Resolution" means a resolution passed at a meeting of the Board or the Membership, as the case may be, by a simple majority of the votes cast by those entitled to vote.
- p) "President" means the Chair of the Board.
- q) "Regulations" means Regulations under the *Societies Act* of British Columbia as amended from time to time.
- r) "Special Resolution" means a resolution passed at the annual general meeting or a special general meeting of the Association by at least seventy-five percent (75%) of the votes cast by those Members in attendance and entitled to vote in accordance with these Bylaws.
- s) "Team Official" means a team's head coach, assistant coach (coaches), manager, team treasurer and safety personnel.
- t) "Volunteer" means those persons or person defined as such in these Bylaws.

## Definitions in the Act

1.5 The definitions in the Act apply to these Bylaws.

## Interpretation

- 1.6 In these Bylaws, unless the context otherwise requires, words in the singular form include the plural and vice versa and words importing a specific gender include the other gender.
- 1.7 In these Bylaws, wherever provision of a notice, declaration, or other formal communication is required, such notice, declaration, or communication may be sent by mail or transmitted via email.

## Conflict with Act or Regulations

- 1.8 If there is a conflict between these Bylaws and the Act or the Regulations under the Act, the Act or its Regulations, as the case may be, prevail.

## Custody and Use of Seal

- 1.9 The Directors may provide a seal for the Association and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed. The seal shall be affixed only when authorized by a Resolution of the Directors and then only in the presence of the persons prescribed in the Resolution.

## Inspection of Records and Books

- 1.10 The records of the Association shall include the Certificate of Incorporation, Constitution, Bylaws, policies, procedures, statement of Directors, codes of conduct, terms of reference, requirements, a Register of Directors and a Register of Members, Court Orders, Director's consent to act, resignation of a Director, Director's disclosure of interests, Meeting minutes, Meeting attendance lists, Resolutions, year-end financial statements, Auditor's report, accounting records and any other records the Association is required or wishes to maintain in accordance with the Act or its Regulations.
- 1.11 The records of the Association shall be kept at the offices of the Association in a form that allows the record to be inspected and copied in accordance with the Act or its Regulations and shall be:
- a) kept in complete state;
  - b) safeguarded against loss, destruction or damage;
  - c) remain true and unaltered; and,
  - d) provided for access as required.
- 1.12 Upon five (5) days' written notice to the Secretary, the records of the Association shall be made available for inspection to a Member to the extent required, in accordance with the Act, at the offices of the Association during normal office hours.
- 1.13 The right to inspect records shall not include access to the Register of Members, those records contemplated under section 20(2)(c) of the *Societies Act* or any disciplinary record unless approved in accordance with the Act. The information referred to above is hereby restricted from inspection or the obligation to provide copies of same in accordance with section 24(2)(b) of the *Societies Act*. Access to, inspection of and the making of copies of financial records are further described in the Financial Policy established by the Board.
- 1.14 A person, other than a Member may inspect a record in accordance with the Act, subject to the payment of a reasonable fee to be calculated in accordance with the Regulations. The inspection of a record shall take place no later than fourteen (14) days after receipt of the request and payment of the fee.

- 1.15 If a Member or other person requests a copy of a record in accordance with the Act, it shall be provided at the fee established in accordance with the Regulations. A copy of the record shall be provided no later than fourteen (14) days, after receipt of the request and payment of the fee.
- 1.16 Old records need not be kept when the record is, in the opinion of the Board, no longer relevant.

## Bylaw 2 - Membership

### Membership

- 2.1 To be an Active Member of the Association an individual must:
  - a) have reached the age of nineteen (19) years; and
  - b) be the parent or guardian of one or more players:
    - i. that are enrolled in the Association,
    - ii. that reside within the boundaries of the Association, and
    - iii. for whom the annual Membership Fee has been paid.
- 2.2 An Associate Member of the Association is a non-parent volunteer who engages in non-paid activities for the benefit of the Association such as powerskating, goaltending or other specialty coaching, and other similar activities. Associate Members need not reside within the boundaries of the Association, but upon approval as an Associate Member they will receive one vote at the annual general meeting or special general meeting during the time that they remain an Associate Member. To become an Associate Member of the Association, an individual must:
  - a) apply or be invited by the Board to become an Associate Member;
  - b) be approved for appropriate insurance coverage, the cost of which may be paid or reimbursed at the discretion of the Board; and
  - c) have credentials and certifications appropriate to the situation for which they are volunteering, the costs of which may be reimbursed at the discretion of the Board.
- 2.3 Membership for life ("Life Member") may be bestowed on a Member for distinctive service to the Association for a period of at least five years. Nomination as a Life Member must be made by a Director and be approved by the Board. Life Members shall have voting privileges at the annual general meeting and any special general meetings of the Association.

- 2.4 Any individual employed or retained by the Association for administrative or hockey development purposes shall not be considered a Member of the Association and will not have voting privileges during the period for which they are being paid.
- 2.5 Those individuals who have been granted a residential waiver by VIAHA are exempt from any Member residential requirements.
- 2.6 Membership in the Association is not transferable.

## **Member Rights**

- 2.7 A Member who is in good standing and not under suspension shall have the following rights, to:
  - a) receive notices of the annual general meeting and any special general meetings of the Association;
  - b) attend, speak and, subject to section 2.7 e), vote at the annual general meeting and any special general meetings of the Association;
  - c) submit proposals for inclusion on the agenda of the annual general meeting and any special general meetings of the Association;
  - d) submit proposals to amend the Constitution and/or Bylaws of the Association;and,
  - e) cast a single (1) vote at the annual general meeting and cast a single (1) vote at any special general meetings of the Association for each player enrolled in the Association.

## **Member Obligations**

- 2.8 Membership in the Association requires:
  - a) adherence to the Constitution, Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Association and decisions of the Board and its committees;
  - b) acceptance of the final and binding authority of the Board in relation to the administration and operation of the Association and any and all matters under the purview of the Board; and,
  - c) acknowledgement that the Members share the same goals, philosophies and responsibilities and agreement to be governed by a uniform set of rules and regulations that the Board may establish from time to time.

## **Volunteer**

- 2.9 A Volunteer is an individual who has consented to undertake and perform volunteer duties for the Association. A Volunteer may be considered a Member at the Board's discretion.
- 2.10 A Volunteer may stand for election to the Board as a Director in accordance with the Act or its Regulations and the Election & Appointment Procedures Policy established by the Board. In such case as a Volunteer is duly elected by the Membership as a Director, that Volunteer shall enjoy the same rights as a Member and bear the same obligations as a Member.

## **Amount of Membership and Other Fees**

- 2.11 The amount of the annual Membership Fees, if any, shall be determined by the Board.
- 2.12 The amount of the annual Hockey Registration Fee, shall be determined by the Registration Committee and subject to approval by the Finance Committee and the Board.
- 2.13 The fees, if any, for any programming excluding the regular season shall be determined by the Hockey Operations Committee subject to approval by the Treasurer. Such programs may include, but are not limited to, additional hockey camps, hockey development sessions, other training opportunities and Reign Spring Hockey.
- 2.14 The fees, if any, for any access to or usage of resources or assets of the Association shall be determined by the Finance Committee.

## **Member in Good Standing**

- 2.15 All Members are in good standing except a Member:
- a) who fails to pay the required Membership Fee, Hockey Registration Fees or any other subscription, due or debt owing to the Association and the Member is not in good standing for so long as the debt remains unpaid; or,
  - b) who has been suspended or expelled in accordance with the Act or its Regulations or these Bylaws.

## **Membership Year**

- 2.16 The membership year of the Association shall commence on May 1 and end on April 30 of the following year.

## **Cessation of Membership**

- 2.17 Membership in the Association ceases when a Member, by the virtue of the fact that Member no longer has a player or players enrolled with the Association, or is otherwise no longer qualified in accordance with these Bylaws or the Act or its Regulations.

## **Discipline and Suspension**

- 2.18 The Board shall have the power to discipline or suspend any Member who breaches or violates the Constitution, Bylaws, policies, procedures, codes of conduct, terms of reference or requirements of the Association or who fails to adhere to a decision of the Board or its Committees, including discipline by fine.
- 2.19 A suspended Member shall lose their rights as a Member including the right to attend or vote at the annual general meeting and any special general meetings of the Association, while such suspension remains in effect.

## **Expulsion**

- 2.20 The Board may expel a Member who:
- a) fails to fulfill the Member's financial obligations to the Association;
  - b) repeatedly or egregiously violates the Constitution, Bylaws, policies, procedures, codes of conduct, terms of reference or requirements of the Association;
  - c) fails to adhere to a decision of the Board, including its Committees; or,
  - d) is deemed by the Board to have brought the sport of hockey or the Association into disrepute.
- 2.21 Before determining a motion for the expulsion of a Member, the Board shall provide the Member facing expulsion with notice of the meeting at which the expulsion is to be voted upon, with such notice to be provided at least seven (7) days in advance of the meeting, and which notice shall include a statement of the reason or reasons for the proposed expulsion.
- 2.22 A Member may be expelled from the Association by a Special Resolution carried by Members attending the annual general meeting or a special general meeting of the Association.
- 2.23 Before determining a motion for expulsion of a Member by the Membership, the Board shall provide the Member facing expulsion with notice of the annual general meeting or the special general meeting of the Association at which the expulsion is to be voted upon, with such notice to be provided at least fourteen (14) days in advance of the

meeting, and which notice shall include a statement of the reason or reasons for the proposed expulsion.

- 2.24 A Member who is the subject of a proposed Special Resolution for expulsion shall be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.
- 2.25 A decision of the Board or the Membership, as the case may be, to expel a Member is subject to ratification by VIAHA.

## **Termination**

- 2.26 Membership in the Association is terminated when the:
- a) Member's term of membership expires;
  - b) Member resigns or dies; or,
  - c) Member is expelled in accordance with the Act or its Regulations or these Bylaws.
- 2.27 Loss of Membership status by expiration, resignation, death or expulsion immediately terminates all rights and privileges that the Member enjoyed within the Association, but does not relieve that Member from the Member's financial obligations to the Association, other Members, or anyone else to whom the Member may have a financial obligation for which the Association may bear liability.

## **Bylaw 3 - Board of Directors**

### **Role of the Board**

- 3.1 The Board shall manage, or supervise the management of, the activities and affairs of the Association, and is accountable to the Members which it serves.
- 3.2 The Board may delegate any, but not all, of its responsibilities. The Board shall have the authority to delegate those responsibilities, duties and authority that may be lawfully delegated to a Standing Committee, Select Committee, Working Group or Member of the Association, or to any third party to assist the Board in carrying out the Purpose of the Association.
- 3.3 The Board may make, or cause to be made, for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as otherwise provided in these Bylaws, generally may exercise all such other powers and do all such acts and things as the Association by its Constitution or otherwise, is authorized to exercise and do.

## Duties and Responsibilities of the Board

- 3.4 The Board shall govern the affairs of the Association in accordance with the Act and its Regulations and the Constitution, Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Association.
- 3.5 In addition to any other powers which are conferred upon the Board by law or these Bylaws, the Board shall have the power to:
- a) establish terms of reference and operating procedures for the Board, Standing Committees, select committees and working groups and to review and revise and approve such terms of reference and operating procedures, as warranted;
  - b) fill vacancies that occur on the Board through a process determined by the Board. If the process is a by-election, then the term of the Director elected in the by-election shall be for the remainder of the term of the vacated position. If the process is an appointment, then the term of the appointed Director expires at the next annual general meeting;
  - c) propose amendments to the Constitutional provisions and Bylaws of the Association from time to time;
  - d) amend, adopt or repeal the policies, procedures, codes of conduct, terms of reference and requirements of the Association from time to time;
  - e) settle all questions not provided for in the Constitution, Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Association;
  - f) suspend, expel or take such disciplinary action that may be deemed necessary against any Member, Volunteer, player, team or Team Official for refusing to accept or adhere to a decision of the Board or its committees;
  - g) remove any Director who fails to attend two consecutive meetings of the Board without just cause or leave of the President;
  - h) remove, by a vote of at least seventy-five percent (75%) of the votes cast, a Director from office in accordance with the Act or these Bylaws;
  - i) approve/appoint and notify the head coach for each team of the Association;
  - j) consider and render decisions as required for the ongoing administration and operation of the Association;
  - k) enter agreements from time to time with VIAHA, BC Hockey and Hockey Canada;
  - l) enter agreements from time to time with other minor hockey associations, any other organizations or individuals regarding matters that are consistent with the Purpose of the Association;
  - m) establish policies for entering into and approving contracts and other financial arrangements as appropriate; and,

n) approve the annual operating budget of the Association and approve any adjustments thereto.

## Composition

3.6 The Board shall appoint the required Association officials in accordance with the requirements established by the governing bodies.

3.7 The Officers of the Association shall consist of the following:

- a) President;
- b) Vice President Administration;
- c) Vice President Hockey Operations;
- d) Secretary; and,
- e) Treasurer.

3.8 The Board of the Association shall consist of the following:

- a) President;
- b) Vice President Administration;
- c) Vice President Hockey Operations;
- d) Secretary;
- e) Treasurer; and,
- f) a minimum of ten (10) and a maximum of nineteen (20) non-Officer Directors.

The Board may also accept, as non-voting observers, up to a maximum of five (5) Local Minor Hockey Association Liaisons – these are the five Presidents (or delegates) of the neighbouring Minor Hockey Associations including Peninsula MHA, Victoria Racquet Club MHA, Victoria MHA, Juan de Fuca MHA and Sooke and District MHA.

The Board may also accept, as additional non-voting community liaisons, up to a maximum of six (6) representatives from educational, recreational or other community institutions or entities located within the District in support of the Association's activities and the furtherance of the achievement of its purposes.

3.9 The total number of voting Directors, inclusive of Officers, shall collectively be a minimum of fifteen (15) and a maximum of twenty-five (25).

## Eligibility

3.10 Paid employees of the Association are not eligible for election or appointment as a Director.

- 3.11 In order to qualify to become or act as a Director, a person must be qualified under the Act and any other requirements in accordance with these Bylaws or the Election & Appointment Procedures Policy established by the Board.
- 3.12 Any person seeking election or appointment as a Director shall declare any conflict of interest in advance of seeking election or appointment.

## **Duties and Responsibilities of the Directors**

- 3.13 The responsibilities of the Board shall generally include, but are not limited to, the following: administration and operation of hockey programs; coaching; player, coach and on-ice official development; communications; events; policy; procurement; referee allocation; refereeing; registration; safety and risk management; tournaments; or any other matters required for the ongoing administration and operation of the Association.
- 3.14 A Director may take on additional responsibilities to their elected or appointed position; however, that Director remains entitled to a single (1) vote only.
- 3.15 A Director, when exercising the powers and performing their functions as a Director of the Association, must:
- a) act honestly and in good faith and with a view to the best interests of the Association;
  - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
  - c) act in accordance with the Act and its Regulations;
  - d) act in accordance with the Constitution, Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Association; and,
  - e) act with a view to the Purpose of the Association.
- 3.16 Directors must adhere to the disclosure of Director's interest provisions in accordance with the Act or its Regulations and any other Conflict of Interest policies and codes of conduct of the Association.
- 3.17 The Directors shall help formulate plans and policies and serve as members of any standing committee, select committee or working group and otherwise fulfill their responsibilities in accordance with the Act or its Regulations and the Constitution, Bylaws, policies, procedures, codes of conduct, terms of reference, requirements and position descriptions of the Association to the best of their ability.

## Duties and Responsibilities of the President

- 3.18 The President shall preside at all meetings of the Board and at the annual general meeting and any special general meetings of the Association.
- 3.19 The President is the chair of the Board and is responsible for supervising and supporting the other Directors in the execution of their duties. The President:
- a) may, in accordance with policies established by the Board, appoint elected Directors to specific roles;
  - b) shall ensure meetings of the Board are efficiently managed and decision-making is transparent;
  - c) shall ensure the Board provides Directors with a description that defines their function and responsibilities;
  - d) shall ensure Directors comply with the Constitution, Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Association;
  - e) shall ensure communications and accountability to Members and other key stakeholders, appropriate governing bodies, and the general public are effective and appropriate;
  - f) may, in necessary circumstances, be delegated the power by the Directors to suspend or take such disciplinary action against any Member, Associate Member, Volunteer, player, team or Team Official for unsportsmanlike conduct on or off the ice, or for failure to comply with the Constitution, Bylaws, policies, procedures, codes of conduct, terms of reference or requirements of the Association; any such actions are subject to ratification by the Discipline Committee;
  - g) may have the power to prevent any spectator from viewing any game or other activity or entering a facility to view such game or activity for any conduct which is deemed to be unbecoming or detrimental to the game and requires immediate action; any such actions are subject to ratification by the Discipline Committee; and
  - h) shall represent the Association on matters involving the government, Members, external agencies, the media, appropriate governing bodies and at any other circumstances as required, or delegate such representation as appropriate.
- 3.20 It shall be the duty of the President, as soon as practicable following the close of each annual general meeting of the Association, to:
- a) set the date of a “transition” meeting between current Board members and newly elected Board members;
  - b) set the date of the first meeting of the Board; and,
  - c) work with the Directors for the creation of working committees.

- 3.21 The President shall fulfill any and all responsibilities and obligations in accordance with the President position description as established by the Board.

## **Duties and Responsibilities of the Vice President Administration**

- 3.22 The Vice President Administration shall assist the President in the performance of the President's duties. In the event the President is absent or should resign or is otherwise unable to remain in office for any reason, the Vice President Administration shall assume those duties.
- 3.23 The Vice President Administration shall fulfill any and all responsibilities and obligations in accordance with the Vice President Administration position description as established by the Board.

## **Duties and Responsibilities of the Vice President Hockey Operations**

- 3.24 The Vice President Hockey Operations shall assist the President in the performance of the President's duties. In the event the President and the Vice President Administration are both absent or should resign or are otherwise unable to remain in office for any reason, the Vice President Hockey Operations shall assume those duties.
- 3.25 The Vice President Hockey Operations shall fulfill any and all responsibilities and obligations in accordance with the Vice President Hockey Operation position description as established by the Board.

## **Duties and Responsibilities of the Secretary**

- 3.26 The Secretary shall:
- a) issue notices of meetings of the Board, the annual general meeting, and any special general meetings of the Association, in conjunction with the Vice President Administration;
  - b) keep a full and complete record of all meetings of the Association and of all business and correspondence transacted thereat in accordance with the Act or its Regulations;
  - c) ensure that all statements, lists, annual reports or other reports are filed in accordance with the Act or its Regulations; and,
  - d) turn over or otherwise make available all files, communications and documents pertaining to the affairs of the Association to their successor.
  - e) maintain the brand of the Association, in accordance with the Brand, Representation and Promotion Policy.

f) be responsible for review and authorization of any requests related to use of the Association logos.

3.27 The Secretary shall fulfill any and all responsibilities and obligations in accordance with the Secretary position description as established by the Board.

## **Duties and Responsibilities of the Treasurer**

3.28 The Treasurer shall:

- a) receive and deposit monies collected from the Members or other sources;
- b) keep accounting records in respect of the financial transactions of the Association, which at all times must be up to date;
- c) keep adequate accounting records for each of the financial years of the Association, including a record of each transaction materially affecting the financial position of the Association;
- d) be responsible for the preparation of an annual operating budget;
- e) make the required filings of the Association respecting taxes if any, in accordance with the Act or its Regulations;
- f) be responsible for the preparation of a financial statement for the annual general meeting of the Association in accordance with the Act or its Regulations; and,
- g) turn over or otherwise make available all books, papers, vouchers and monies to their successor.

3.29 The Treasurer shall fulfill any and all responsibilities and obligations in accordance with the Treasurer position description and Financial Policy as established by the Board.

## **Terms of Office**

3.30 Except as may be required to assist the Board in establishing the rotation contemplated by section 3.42, a Director elected at the annual general meeting of the Association shall serve a two (2) year term. The term shall commence at the end of the annual general meeting at which the Director was elected and shall terminate at the end of the annual general meeting occurring approximately two (2) years later.

## **Nominations**

3.31 In accordance with policies of the Association, nominations for the position of Director may be submitted in writing to the Vice President Administration or Nominations Committee no less than 48 hours before an annual general meeting or special general meeting where an election will be held. A Director must be nominated by any Member. The candidate for Director must consent to the nomination in accordance with the Act or

its Regulations, and these Bylaws and policies of the Association. Nominations will not be accepted from the floor during a general meeting.

- 3.32 No Member may submit a number of nominations that exceeds the number of Director positions available for election.
- 3.33 The nomination process and any additional requirements for nominations for the position of Director shall be in accordance with the election policy and protocol established by the Board.

## **Elections**

- 3.34 The Directors of the Association shall be elected at the annual general meeting of the Association in accordance with the Act or its Regulations, these Bylaws and Election & Appointment Procedures Policy established by the Board. Those Directors who are not directly elected as Officers of the Association may be appointed to their Director positions by the President.

## **Election of the President**

- 3.35 The Members shall elect the President for a two (2) year term at an annual general meeting of the Association in accordance with the Act or its Regulations and in accordance with the Election & Appointment Procedures Policy established by the Board.
- 3.36 For greater certainty, following the election of the President at the annual general meeting of the Association, all of the remaining nominees, including nominees who unsuccessfully ran for the position of President, shall be eligible to run for any vacant Board positions.
- 3.37 Any currently elected Director who runs for and is elected as President, shall immediately resign from their previous position as a Director. The Director's position vacated by the new President and elections to fill the positions of the elected Directors whose terms have expired shall then be held.

## **Election of the Other Officers**

- 3.38 At each annual general meeting of the Association, elections shall be held to fill the positions of the elected Officers of the Association whose terms have expired and to fill any vacancies. The election of the Officers shall be in accordance with these Bylaws and the Election & Appointment Procedures Policy established by the Board.

- 3.39 Upon the completion of the elections, only the names of the elected Officers shall be announced.

## **Election of the Directors**

- 3.40 At each annual general meeting or, where appropriate, at any special general meeting of the Association, elections shall be held to fill the positions of the elected Directors whose terms have expired and to fill any vacancies. The election of the Directors shall be in accordance with these Bylaws and the Election & Appointment Procedures Policy established by the Board.
- 3.41 Upon the completion of the elections, only the names of the elected Directors shall be announced.
- 3.42 The Board will endeavour to set a rotation of vacant Director positions so that no more than fifty (50) percent of the Director positions are required to be filled in one annual general meeting.

## **When a Director Ceases to Hold Office**

- 3.43 A Director ceases to hold office with the Association when, the:
- a) Director's term of office expires;
  - b) Director ceases, in accordance with these Bylaws, to hold office;
  - c) Director resigns or dies; or,
  - d) Director is removed from office in accordance with the Act or its Regulations or in accordance with these Bylaws.

## **Resignation of Directors**

- 3.44 A Director who intends to resign must give their resignation to the Board in writing, and the resignation takes effect on the later to occur of the following:
- a) the receipt by the Vice President Administration of the written resignation; or,
  - b) if the written resignation specifies that the resignation is to take effect on a specified date, on that specified date and time or on the occurrence of a specified event.

## **Suspension of Directors**

- 3.45 In exceptional circumstances, a Director may be suspended from office by Special Resolution in accordance with these Bylaws or pursuant to any policy established by the Board.
- 3.46 The Board shall provide the Director subject to suspension with a statement of the reason or reasons for the proposed suspension at least fourteen (14) days prior to the meeting of the Board at which the proposed suspension is to be voted on. The statement shall include a notice of the place and time when the Board will meet to vote on the suspension.
- 3.47 The Director subject to suspension shall be given an opportunity to be heard and the matter will be considered by the Board at the time cited in the notice. The motion by the Board to suspend a Director requires no less than a seventy-five percent (75%) majority of those entitled to vote to pass. The Director whose suspension is proposed shall not be entitled to vote on the motion.

## **Removal of Directors**

- 3.48 A Director may be removed from office in accordance with the Act, its Regulations and / or these Bylaws.

## **Filling a Vacancy for the President Position**

- 3.49 A vacancy in the President position shall be filled in accordance with the following:
- a) the Vice President Administration will act as the Interim President;
  - b) in such case as the Vice President Administration is unable to take on the Interim role or the position is vacant, the Vice President Hockey Operations will act as the Interim President; or,
  - c) in such case as the Vice President Hockey Operations is unable to take on the Interim role or the position is vacant, the Board shall elect from within their numbers an individual to act as Interim President until the Members elect a new President; and,
  - d) the Members shall fill the vacancy at the next annual general meeting of the Association, in accordance with the Election & Appointment Procedures Policy established by the Board.

## Registry Filings Respecting Directors

- 3.50 The Association must, promptly after a change in its Directors or in the address of any of its Directors, file with the Registrar of Companies a Notice of Change of Directors. If a change of Directors occurs at the annual general meeting of the Association, the Association shall provide notice of the change in the annual report the Association is required to file with the Registrar of Companies in accordance with the Act.

## Board Meetings

- 3.51 A meeting of the Board may be called by the President or by any other three (3) Directors.
- 3.52 Notice and the agenda for any meeting of the Board shall be provided to each Director at least seven (7) days before such meeting. Notice may be waived or abridged with the consent of every Director who has not received the prescribed seven (7) days' notice.
- 3.53 At all meetings of the Board, a quorum shall consist of a simple majority of Directors, which must include a minimum of three Officers.
- 3.54 A Director may participate in a meeting of the Board by means of a telephonic, electronic, or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in this manner shall be taken to be present at the meeting.
- 3.55 The President, at any time, may take a vote of the Board via telephonic, electronic, or other communications facility that permits all participants to communicate adequately with each other. Voting will be time limited to a maximum of 72 hours unless otherwise stated. The motion and the results of the vote are to be recorded in the minutes of the next meeting of the Board.
- 3.56 Questions arising by way of motion at any meeting of the Board shall be decided by a majority vote of the Directors present, unless a larger proportion of the votes is required in accordance with these Bylaws. Each Director is authorized to exercise a single (1) vote. The President shall vote only in the event of a tie. Proxies are not accepted at any meeting of the Board.

## Bylaw 4 - Committees and Working Groups

### Standing Committees

4.1 The Standing Committees of the Association, along with their anticipated composition, shall be the:

- a) **Administration Committee** - Chair: Vice President Administration  
Membership: Director of Safety and Risk Management, Director of Managers, Director of Governance, Referee Assignor, President
- b) **Hockey Operations Committee** - Chair: Vice President Operations  
Membership: Director of Coaching, Director of Development, Director of Goaltending, Referee In Chief, Director of Introductory Hockey, Director of Recreational Hockey, Director of Competitive Hockey, President
- c) **Finance Committee** - Chair: Treasurer  
Membership: Director of Ice Management, Director of Equipment, Director of Fundraising, Registrar, Director of Tournaments, President
- d) **Public Relations Committee** - Chair: Secretary  
Membership: Director of Communications, Director of Promotion, Director of Special Events, Director of Recruitment and Mentorship, President
- e) **Appeals Committee** - Chair: Secretary  
Membership: Director of Governance, Vice President Administration, Referee in Chief, Director of Recreational Hockey, Registrar
- f) **Discipline Committee** - Chair: Director of Safety and Risk Management  
Membership: Referee In Chief, Director of Tournaments, Director of Recruitment and Mentorship
- g) **Merchandise Committee** - Chair: Director of Equipment  
Membership: Secretary, Director of Promotion
- h) **Awards and Scholarships Committee** - Co-Chairs: Director of Managers and Director of Promotion  
Membership: Director of Development; Director of Communication; Director of External Funding.

- i) **Registration Committee** - Chair: VP Administration  
Membership: Treasurer, Registrar, President
- j) **Growth and Sustainability Committee** - Chair: Director of Recreational Hockey  
Membership: Director of Recruitment and Mentorship, Director of Introductory Hockey, Director of Governance, Director of Ice Management, Vice President Administration.

4.2 The mandate, composition, terms of reference, procedures and authority for all Standing Committees of the Association will be in keeping with the policies established by the Board, which shall be available to the Members.

## Select Committees and Working Groups

- 4.3 The Board may establish select committees or working groups to undertake a specific issue or project that is to be completed within a defined period of time and provide a report to the Board. A select committee or working group shall be dissolved after it has completed its mandated assignment. The Chair of any such select committee or working group must be an Officer or Director of the Association, but the committee membership may be comprised of non- Directors of the Association or in some situations, selected or invited non-Members of the Association.
- 4.4 The terms of reference of each select committees or working group shall be set out in policies established by the Board and shall be available to the Members. Each select committee or working group may propose changes to its terms of reference to the Board for its approval.
- 4.5 At all select committee or working group meetings, a majority of the individuals who serve on that select committee or working group shall constitute a quorum. The select committee or working group Chair must be present at all meetings of the committee or working group. The President may serve as the Chair in such case as the appointed Chair is unable to attend a select committee or working group meeting.

## Bylaw Five – Incident Reporting & Appeals

### Incident Reporting

- 5.1 Any player safety or injury-related concerns, such as those involving the physical, psychological, emotional health or general welfare of a player shall be submitted in writing in accordance with the Incident Reporting Procedure established by the Board. Incidents of a safety or injury- related matter must be reported immediately to the Board.

- 5.2 Any Member, Volunteer, player, team, Team Official, on-ice official or spectator conduct-related concerns, stemming from an Association authorized event or an event sponsored by a governing body of the Association shall be submitted in writing in accordance with the Incident Reporting Procedure established by the Board. A period of no less than twenty-four (24) hours between the occurrence of the event or incident and the written submission to the Board must have elapsed unless the matter involves player safety.
- 5.3 Any hockey operations-related complaints, such as those involving: team administration; player participation; equal and fair ice time; game and/or practice scheduling; and, ice time allocation shall be submitted in writing in accordance with the Incident Reporting Procedure established by the Board. A period of no less than twenty-four (24) hours between the occurrence of the event and the written submission to the Board must have elapsed unless the matter involves player safety.
- 5.4 Any Member, Director, Team Official, parent/guardian, Volunteer, on-ice official or player who has knowledge of any player safety, conduct or hockey operations incidents and/or events that in the judgement of a reasonable person should be reported to the Board and fails to do so may be subject to discipline, suspension and/or expulsion from the Association in accordance with these Bylaws and/or the policies, procedures, codes of conduct, terms of reference or requirements of the Association.
- 5.5 Every Member, Director, Team Official, parent/guardian, Volunteer and on-ice official has a duty to report instances of child abuse or neglect to the appropriate authorities.

## Appeals

- 5.6 Any Member, Volunteer, player, team, Team Official or spectator may appeal any disciplinary action taken against them in accordance with the Appeals Procedure established by the Board or the Representative Player Assessment Appeals Procedure established by the Board to the Dispute Resolution & Discipline Committee or the Hockey Operations Committee established by the Board.
- 5.7 Any Member, Volunteer, player, team, Team Official or spectator may appeal any decision of the Dispute Resolution & Discipline Committee or the Hockey Operations Committee established by the Board to the Appeals Committee established by the Board.
- 5.8 Any appeal to the Appeals Committee by the aggrieved party shall be submitted in writing to the Chair of the Appeals Committee in accordance with the Appeals Procedure established by the Board.

- 5.9 Any actions, decisions and/or rulings of the Appeals Committee in a given matter shall be in accordance with the Constitution, Bylaws, policies, procedures, codes of conduct and requirements of the Association and the Appeals Committee's terms of reference established by the Board.
- 5.10 Any Member, Volunteer, player, team, Team Official or spectator may appeal a decision of the Appeals Committee established by the Board.
- 5.11 Any appeal to the Board by the aggrieved party shall be submitted in writing to the President in accordance with the Appeals Procedure established by the Board.
- 5.12 Any actions, decisions and/or rulings of the Board in a given matter shall be in accordance with the Constitution, Bylaws, policies, procedures, codes of conduct and requirements of the Association and the Board's terms of reference established by the Board.
- 5.13 The Board's decisions and actions in a given matter are final. This provision is unalterable.

## **Court Proceedings**

- 5.14 No Member, Volunteer, player, team, Team Official or spectator may pursue any recourse in the courts of any jurisdiction prior to exhausting all rights, remedies and rights of appeal under: these Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Association; or, the Bylaws, Playing Rules or Regulations of the appropriate governing bodies, if applicable.

## **Bylaw Six – Financial**

### **Fiscal Year**

- 6.1 The fiscal year of the Association begins on April 1 of the calendar year and end on March 31 the following year, unless otherwise determined by Special Resolution.

### **Signing Officers**

- 6.2 The Signing Officers of the Association are the President, the Treasurer and either the Vice President Administration or another Director assigned by the Board.
- 6.3 A contract, agreement or other financial record to be signed by the Association must be signed on behalf of the Association, by:

- a) the President, together with the Treasurer;
- b) if the President is unable to provide such a signature, by the Vice President Administration together with the Treasurer;
- c) if the Vice President Administration is unable to provide such a signature, by the Vice President Hockey Operations together with the Treasurer;
- d) if the Vice President Hockey Operations is unable to provide such a signature, by another Director assigned by the Board together with the Treasurer;
- e) if the President, Vice President Administration and Vice President Hockey Operations are unable to provide such signatures, by any other two Directors assigned by the Board together with the Treasurer; or,
- f) if the Treasurer is unable to provide such a signature, by the President together with the Vice President Administration and the Vice President Hockey Operations.

## **Budget and Financial Documents**

- 6.4 On or before May 31 of each year, the Board shall approve the operational budget of the Association for the upcoming fiscal year.
- 6.5 The Board may establish annual fees and assessments, including a Membership Fee and any applicable Hockey Registration Fees. All applicable fees and assessments shall be published by way of a Schedule of Fees & Assessments in the Financial Policy as established by the Board.
- 6.6 At least seven (7) days prior to the annual general meeting, the Board shall provide to the Membership the financial statements of the Association for the immediately preceding year. Members, by way of Resolution at the annual general meeting, must vote on those financial statements.

## **Borrowing**

- 6.7 The Board may, from time to time:
  - a) borrow funds upon the credit of the Association in such amounts and on such terms as may be deemed appropriate; or,
  - b) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligation of the Association.
- 6.8 The Board may, by Resolution, delegate any or all of the borrowing powers to a committee of Directors, as it deems appropriate.

## **Directors' Remuneration**

- 6.9 A Director shall be reimbursed for reasonable expenses incurred in the performance of their duties as provided for in the Financial Policy established by the Board, upon submission of receipts.
- 6.10 No Director or Officer shall be remunerated for being or acting as a Director or Officer for any volunteer duty whatsoever.

## **Bylaw Seven – Meetings**

### **General Provisions**

- 7.1 Meetings of the Board, the annual general meeting and any special general meetings shall be called by the President in accordance with the Act or its Regulations and these Bylaws.

### **Notice of Meetings**

- 7.2 Whenever, under the Act or its Regulation and these Bylaws, notice is required to be given, such notice may be given by mail in a postpaid sealed envelope addressed to the address of the Member at their address as the same that appears on the Register of Members or by electronic means to the email address that appears on the Register of Members.
- 7.3 Notice of meetings shall be given as defined in these Bylaws or the Meetings Procedure Policy established by the Board or such greater length of time as may be prescribed by the Act or its Regulations.
- 7.4 The Vice President Administration shall send notice of the date, time and place of the annual general meeting or any special general meeting to each Director and to each Member in accordance with these Bylaws or the Meetings Procedure Policy established by the Board.

### **Quorum**

- 7.5 Business must not be transacted at the annual general meeting or any special general meetings unless a quorum of Members is present in accordance with these Bylaws and the Meetings Procedure Policy established by the Board.
- 7.6 A quorum for a meeting of the Board shall consist of a majority of Directors.
- 7.7 A quorum for the annual general meeting and any special general meetings shall consist

of a minimum of fifteen (15) Members or fifty percent (50%) of the Membership, whichever is less, with a majority of Directors present.

- 7.8 If, at any time during the annual general meeting or any special general meetings, there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **Annual General Meetings**

- 7.9 The annual general meeting of the Association shall be held each year following March 31 and not later than April 30 at a location within the boundaries of the Association to be determined by the Board. By Resolution, the Board may choose to hold the annual general meeting on-line, provided that a reasonable method for electronic voting has been established.
- 7.10 It shall be the duty of the Vice President Administration to notify all Members no less than fourteen (14) days prior to the date, as to the time and location of the annual general meeting. That notice shall be given in accordance the Act or its Regulations and these Bylaws and shall include any documents required under the Act or its Regulations.
- 7.11 A proposal submitted for inclusion on the agenda of the annual general meeting of the Association in accordance with the Act or it Regulations and these Bylaws shall be considered at the annual general meeting.

## **Special General Meetings**

- 7.12 A special general meeting shall be held when the Board approves a motion to call for a meeting or at such time as seven (7) or more Directors, or 25 Members requisition a special general meeting. Any such requisition by the Directors or Members shall be made in a written submission sent to the Board in accordance with the Act, its Regulations and the Meetings Procedure Policy established by the Board, and must set out the purpose of and any Special Resolution for which such meeting is being requisitioned.
- 7.13 It shall be the duty of the Vice President Administration to notify all Members at least seven (7) days prior as to the date, as to the time, place and reason for the special general meeting. That notice shall include any documents required under and the Act or its Regulations and these Bylaws.

## **Voting**

- 7.14 Members in attendance at the annual general meeting or any special general meeting

who are in good standing and have paid the annual Membership Fee are permitted to vote on any matter on which Members are entitled to vote in accordance with section 2.7 e). Voting by proxy is not permitted.

- 7.15 Decisions at the annual general meeting or any special general meetings shall be in accordance with the Act or its Regulations, these Bylaws and the Meeting Procedure Policy established by the Board.
- 7.16 Decisions shall be by a showing of hands or, if decided, by ballot or electronic voting in accordance with the Meeting Procedure Policy established by the Board.

## **Constitutional Amendments**

- 7.17 A proposal to amend the Constitution or Bylaws of the Association may be submitted by a Director or a Member to the Vice President Administration.
- 7.18 Amendments to the Constitution or Bylaws require a Special Resolution at the annual general meeting or a special general meeting.
- 7.19 Amendments to the Constitution or Bylaws shall take effect when filed with the Registrar of Companies or at a later date as specified in the Special Resolution.

## **Bylaw Eight – General**

### **Application**

- 8.1 All provisions and/or terms of these Bylaws, policies, procedures, codes of conduct, terms of reference and requirements shall be deemed to be severable one from the other, and if any such provision is ever found or declared by a competent authority to be void or invalid, it shall be stricken from the documents of the Association as the case may be, without affecting the validity of any other provision.
- 8.2 These Bylaws may be amended, annulled or rescinded by a Special Resolution at the annual general meeting or a special general meeting.

### **Indemnity**

- 8.3 Every Officer, Director, Standing Committee participant, select committee participant, working group participant, employee or Volunteer of the Association shall be indemnified by the Association against such claims and for such conduct as may be afforded within the general liability and Directors and Officers insurance policies of BC Hockey, as amended from time to time.

## **Rights**

- 8.4 The Association is the owner of all rights emanating from agreements, competitions and other events coming under its jurisdiction, without any restrictions as to content, time, place and law. These rights include, among others, every kind of economic rights, marketing and promotional rights, incorporeal rights and intellectual property rights.
- 8.5 The Board shall decide how and to what extent the rights described above are utilized and disposed of. The Board may decide whether these rights shall be utilized exclusively, or jointly with a third party or entirely through a third party.

## **Liquidation and Dissolution**

- 8.6 The Association may be wound up, or liquidated and dissolved, by a:
- a) liquidation or dissolution initiated by the governing bodies
  - b) a Court-ordered liquidation and dissolution initiated by an application to the Court.
- 8.7 In the event that the Association should at any time be wound up, liquidated or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized not-for-profit organization with the similar Purpose in the province of British Columbia or the Yukon Territory.