

Abbotsford Minor Hockey Association

By-Laws



Revised May 2023

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Abbotsford Minor Hockey

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By-Laws of Abbotsford Minor Hockey Association

Part 1. Definitions and Interpretation

1.1 Definitions

In these By-Laws,

- a. **“Board”** means all directors of the society
- b. **“Board Resolution”** means;
 - i. A resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast who are present and entitled to vote at such meetings;
or
 - ii. A resolution that has been consented to in writing by every member of the Board who would have been entitled to vote on the resolution in person at a meeting of the Hockey Operations Committee;
- c. **“By-Laws”** means these By-Laws of the Society as amended from time to time;
- d. **“Constitution”** means the constitution of the Society as amended from time to time;
- e. **“Contributing Member”** means those members of the Society who qualify as members pursuant to By-Law 2.4 and have been accepted by the Board pursuant to By-Law 2.7;
- f. **“Directors”** in relation to a society, means an individual who has been designated, elected or appointed as the case may be, in accordance with the By-Laws and Societies Act, as a member of the Board of the Society, regardless of the title of which the individual is called;
- g. **“Executive Committee”** means the group of directors appointed to act on behalf of, and within the powers granted to them by the Board. The “Executive Committee” consists of the President, and 1st Vice President and 2nd Vice President as appointed by the President;
- h. **“HCR”** means Hockey Canada Registry.
- i. **“HCR Registrant”** means a person registered through the HCR system to play hockey with the Society and which for greater certainty includes a Minor HCR Registrant and is under the age of nineteen (19).
- J. **“Income Tax Act”** means the Income Tax Act of Canada as amended from time to time;
- k. **“Life Members”** means those members of the Society who qualify as members
 - l. **“Members”** means those members of the Society, comprised of Ordinary Members, Contributing Members, and Life Members.
- m. **“Membership Year”** means the period of time extending from April 1 to March 31;
- n. **“Ordinary Member”** means those members of the Society who qualify as members

pursuant to By-Law 2.3 and have been accepted by the Board pursuant to By-Law 2.6;

- o. **“Ordinary Resolution”** has the meaning given to such term in the Society Act, namely;
 - v. A resolution passed at a General Meeting by the Voting Members by a simple majority of the votes cast in person, or
 - vi. A resolution that has been submitted to the Voting Members and consented to in writing by the perspect as outlined in the Society Act that may change from time to time, by the Voting Members who would have been entitled to vote on the resolution in person at a General Meeting of the Society, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a General Meeting of the society.
- p. **“Participant”** means any player who is a registered HCR member.
- q. **“Person”** means an individual, legal personal representative, corporation, society, partnership, trust, trustee or other entity or organization;
- r. **“Policy Manual”** means the Policy Manual of the Society, as amended from time to time by the Board;
- s. **“Registered Address”** means the registration of a Person as an HCR Registrant;
- t. **“Registration Fee”** means the annual registration fee paid by or on behalf of an HCR Registrant at the time of his or her Registration. These fees can change from time to time as voted on by the Board;
- u. **“Society Act”** means the Society Act of the Province of British Columbia from time to time in force and all the amendments to it;
- v. **“Society”** means the Abbotsford Minor Hockey Association;
- w. **“Special Resolution”** has the meaning given to such term in the Society Act, namely;
 - iii. A resolution at a General Meeting by a majority percent as set in the Society Act, which may change from time to time, of the votes of those Voting Members who, being entitled to do so, vote in person,
 - 1. Of which the notice that the By-Laws provide, and not being less than 14 days notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
 - 2. If every Voting member entitled to attend and vote at the meeting agrees, at a meeting of which is less than 14 days notice has been given, or
 - iv. A resolution that has been submitted to the Voting Members and consented to in writing by every Voting Member who would have been entitled to vote on the resolution in person at a General Meeting of the Society, and a resolution so consented to is deemed to be a Special Resolution passed at a General Meeting of the Society, and
- x. **“Voting Member”** means, together the Ordinary Members, the Contributing Members, Life Member

1.2 Definitions in Act Apply

The definitions in the Society Act on the date that these By-Laws become Effective apply to these By-Laws.

1.3 Conflict with Act or Regulations

If there is a conflict between these By-Laws and the Act or the regulation under the Society Act, the Society Act or the Regulations, as the case by prevail.

1.4 General Interpretation Rules

Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 Membership

2.1 Members

The Members are those persons who are Members on the date these By-Laws came into force and those persons who subsequently have become Members in accordance with the By-Laws and, in either case, have not ceased to be Members.

Those persons who are Members on the date these By-Laws came into force as a result of being a parent or legal guardian to an HCR registrant will be deemed to be Ordinary Members while those persons who are Members on the date these By-Laws came into force as a result of actively involved with the general work of the Society and having been deemed to have paid the applicable membership fees will be deemed to be Contributing Members.

2.2 Membership

There shall be three categories of Members as follows:

1. Two classes of voting membership in the Society known as Ordinary and Contributing Members.
2. One class of non-voting membership in the Society known as Life Members, provided that Life Members may be granted the right to vote by the Voting Members from time to time pursuant to By-Law 2.5

2.3 Eligibility for Ordinary Membership

In order to be eligible for membership in the Society as an Ordinary Member, a person must, in the respect of the corresponding Membership year;

- a. Be an HCR registrant, provided that in respect of minor HCR registrant;
 - i. One of his/her parents or legal guardians shall be identified as the Ordinary Member in respect of that Minor HCR registrant; and
 - ii. If more than one parent or legal guardian wishes to be identified as an Ordinary Member in respect of a Minor HCR Registrant, such parents or legal guardians shall together be identified as the single "Ordinary Member" in respect of that Minor HCR Registrant; and
- b. Have paid the applicable Registration Fee.

- c. Volunteers over the age of 19 years, who do not qualify under section 2.3(b) may be offered membership by the Board of this Society upon application and payment of a fee of \$10.00 per year.

2.4 Eligibility for Contributing Membership

In order to be eligible for membership in the Society as a Contributing Member, a person must, in the respect of the corresponding membership year;

- a. Be volunteering with the Society as a registered team official, as such term is defined by Hockey Canada, or a Director or have been appointed by the Board to fill a defined volunteer position with the Society; and
- b. Not have any children who are HCR Registrants;
- c. Be over the age of 19 years.

2.5 Eligibility for Life Membership

As an honour, the highest that may be bestowed by this Society, Life Membership is awarded for distinguished service to Abbotsford Minor Hockey Association and its members over a period of at least **ten (10)** years.

- a. Life Members shall act in an advisory capacity to the Society's Executive Council, exercising all the privileges of Executive Members (except where otherwise restricted by the Constitution, and Bylaws of the Society) but shall have voting privileges only at the Society's Annual and Special General Meetings.
- b. Nominations for the Life Membership must be forwarded in writing to the Society's Nominating Committee sixty (60) days prior to the Annual General Meeting of the Society detailing the service for which the honour is bestowed.
- c. The number of Life Memberships of this Society shall be limited to five (5) active members.
- d. One of the primary duties of the Life Members shall be, to establish and maintain a Players Alumni.

Life Members of the AMHA are:

- a. Lochie Bell (2011)
- b. Mark Duyns (2011)
- c. Brad Thompson (2011)
- d. Janine Rizzo (2023)

2.6 Deemed Ordinary Membership

All HCR registrants (or in the case of a minor HCR registrant, his or her parent or legal guardian) who have paid the registration fee shall automatically be granted membership in the Society as Ordinary Members.

2.7 Admission to Membership as Contributing Members

A person who is eligible for membership as a Contributing Member may apply in writing to the Society for membership in the Society and, upon acceptance by the Voting Members by Ordinary Resolution, shall be a member. The Voting Members may, in their discretion, accept or refuse a written application for membership as a Contributing Member.

2.8 Application for Membership

Applications for membership as Contributing Members must;

- a. Be in writing and, if applicable, on a form approved by the Board from time to time.
- b. Include the full name, address, telephone number of the applicant, and if the applicant wishes to receive notices from the Society by electronic mail, the electronic mail address of the applicant; and
- c. Be accompanied by any membership dues which may be payable.

2.9 Compliance with Constitution and By-Laws and Policies

Every member shall, at all times, uphold the Constitution and comply with these By-Laws and any Policies of the Society adopted by the Board from time to time.

2.10 Membership Dues

The amount of the annual membership dues, if any, shall be determined by the Board from time to time and may be waived or adjusted for one or more members from time to time by the Board in their sole discretion.

2.11 Transferability of Membership

Membership in the Society is not transferable.

2.12 Membership Term

The membership of each Ordinary Member and Contributing Member shall expire at the end of the corresponding membership year.

2.13 Renewal of Membership

Ordinary Members and Contributing Members may renew their membership by;

- a. In the case of a Contributing Member, re-submitting a membership application to the Board; and
- b. In the case of an Ordinary Member, by registering as an HCR registrant (or by the parents or legal guardians of a minor HCR registrant registering their child as a minor HCR registrant) For the coming membership year and paying the applicable registration fee.

2.14 Cessation of Membership

A person shall cease to be a member upon:

- a. Delivering his/her resignation in writing to the President or Secretary of the Society or mailing or delivering it to the address of the Society, which resignation shall be effective on the later of;
 - i. The effective date of resignation stated therein and
 - ii. The date on which the resignation is received by the President or Secretary or Society, as the case may be;
- b. His/Her death
- c. In the case of Ordinary Members and Contributing Members, ceasing to be qualified for membership in the respective membership class;
- d. The expiry of the Member's membership term;
- e. Being expelled pursuant to By-Law 2.15; or
- f. Having been a member not in good standing for 6 consecutive months.

2.15 Expulsion or Suspension of Members

- a. A member may be expelled or suspended by Special Resolution upon engaging in conduct deemed by the members to be improper, unbecoming or likely to endanger the interest or reputation of the Society or upon willfully committing a breach of the Constitution or By-Laws, by a 75% Majority of the votes cast at the General Meeting.
- b. A member must be given notice of a proposed Special Resolution to expel or suspend him/her and such notice shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion or suspension.
- c. The person who is the subject of the proposed Special Resolution for expulsion or suspension shall be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

2.16 Membership Standing

All members are in good standing except any member who has failed to pay his/her current annual membership dues or registration fee, failed to return equipment, or failed to remit any other subscription or debt due, and owing by him or her to the Society and such member is not in good standing so long as the debt remains unpaid or the equipment outstanding.

Part 3 Meeting of Members

3.1 Time and Place of General Meetings

General meetings of the Society shall be held at the time and place, including virtual, in accordance with the Society Act, that the Board decides.

3.2 Extraordinary General Meetings

Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting. The Board may, when they think fit, convene an Extraordinary General Meeting and, subject to the Society Act, the Board shall convene an Extraordinary Meeting upon receipt of a written request that meets the requisition threshold in the Society Act Division 2 Section 75.1

3.3 Requisition General Meeting

- a. The Board, shall upon written requisition from the Requisitioner as noted in the Society Act, forthwith convene a General Meeting of the Society. The requisition shall:
 - i. State the purpose of the General Meeting;
 - ii. Be signed by the Requisitioners; and
 - iii. Be delivered or sent by email to the address of the Society and may consist of several documents on like form each signed by the Requisitioners.
- b. The President or a member of the Board acting his/her stead, shall call a General Meeting within 45 days after the delivery of the requisition.
- c. Failure of the President to convene a General Meeting within 45 days after the delivery of the requisition may result in the Requisitioner convening a General Meeting to be held within 75 days after the date of the requisition.
- d. A General Meeting convened by the Requisitioner shall be convened in the same manner as General Meetings are convened by the Board.

3.4 Notice of General Meeting

The Society shall give at least 14 days' written notice (via email, or in the case of no email, by general mail) or posted on the website of a General Meeting to each Member who is entitled to receive notice, but the members may waive or reduce the notice period required for any particular meeting by unanimous consent in writing. Notice of a General Meeting shall specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business. Any notice required or permitted to be given by these ByLaws shall be deemed to be effectively given to a member or Director if in writing and forwarded to the member or Director:

- a. By delivery in person;
- b. By prepaid mail to the member or Director at that person's registered address;
- c. By email, if the member or Director has provided the Society with an electronic address;
- d. By any other electronic means permitted under the *Electronic Transaction Act, SBC 2001, C.10* as amended from time to time.

3.5 Omission of Notice

The accidental omission to give notice of a meeting to, or the non-receipt of a notice, by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.6 Annual General Meetings

The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation and, after that, an Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the preceding Annual General Meeting.

Part 4 - Proceedings at Annual General Meetings

4.1 Annual General Meeting

- a. At the Annual General Meeting the Board shall make available at the meeting such Financial Statements and reports as required by the Society Act.
- b. No business, other than the election of a chairman and adjournment or termination of the meeting, shall be conducted at the General Meeting at a time when quorum is not present.
- c. All Motions proposed at a General Meeting shall be seconded, and the chairperson of a meeting may move or propose a motion.

4.2 Special Business

Special Business is:

- a. All business at an Extraordinary General Meeting except the adoption of rules of order and;
- b. All business transacted at an Annual General Meeting, except,
 - i. The adoption of rules of order;
 - ii. The consideration of the financial statements;
 - iii. The reports of the Directors;
 - iv. The report of the Auditor, if any;
 - v. The election of the Directors;
 - vi. The appointment of the auditor, if required, and;
 - vii. The other business that, under these By-Laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice of convening the meeting.

4.3 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when quorum is not present.

4.4 Loss of Quorum

If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.5 Quorum

A quorum is 50 Voting Members in good standing present at a General Meeting. If at the time appointed for a general meeting, a quorum is not present, the meeting shall stand adjourned for a period of thirty minutes whereupon the adjourned meeting shall be reconvened at the same place and those person present and entitled to vote, at any subsequent point to the meeting shall constitute a quorum.

4.6 Adjourning a General Meeting

A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.7 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting, provided that when a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.8 Proposing a Resolution

All resolutions proposed at a General Meeting should always be presented in writing and need to be seconded and the chair of a meeting may move or propose a resolution.

4.9 Ordinary Resolutions

Any issue to be decided at a General Meeting which is not required either by these By-laws or the Society Act to be decided by Special Resolution shall be decided by Ordinary Resolution.

4.10 Entitlement to Vote

- a. Each Voting Member in good standing present at a meeting of Members is entitled to one vote.
- b. If more than one parent or legal guardian, together hold a single membership as an Ordinary Member on behalf of a Minor HCR Registrant, they are, together, entitled to one vote and must exercise that vote jointly. If only one such parent or legal guardian casts a vote, he or she will be deemed to be voting on behalf of all the Persons registered in respect of that membership. If such parents or legal guardians purport to cast more than one vote in respect of any proposed resolution, the Board may in its

discretion recognize only the first vote cast in respect of that resolution or deem all of the votes purported to be cast on the proposed resolution in respect of that membership to be invalid.

- c. In case of an equality of votes the Person presiding as chair of a meeting shall not have a casting or second vote in addition to the vote to which such Person may be entitled as a Member and the proposed resolution shall not pass.

4.11 Voting by Show of Hands

Voting by show of hands except that at the request of any two (2) Voting Members, a secret vote by written ballot will be required.

4.12 Proxy Voting

Voting by proxy is not permitted.

4.13 Election Voting

All election voting shall be by ballot.

4.14 Board Meetings

- a. Confirmation from chair to a quorum being present.
- b. Adoption of the agenda.
- c. Adoption of minutes as circulated.
- d. Director Reports.
- e. Committee Reports.
- f. Old Business.
- g. Correspondence.
- h. New Business; and
- i. Adjournment

4.15 Robert's Rules of Order

All meetings shall be conducted in accordance with the provisions of Robert's Rules of Order except where there is a conflict with the Constitution/By-Laws of the Society in which case the Constitution/By-Laws of the Society shall take precedence.

Part 5 - Directors

5.1 Power of the Board

The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not these By-Laws or by statute or otherwise lawfully directed or

required to be exercised or done by the Society in General Meetings, but subject, nevertheless, to:

- a. All laws affecting the Society, and
- b. These Bylaws and the Constitution
- c. Rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in a General Meeting.

5.2 Management of Property and Affairs

The property and the affairs of the Society will be managed by the Board.

5.3 Invalidation of Director Act

- a. No rule, made by the Society in General Meetings, invalidates a prior act of the Board that would have been valid if that rule had not been made.
- b. No act or proceeding of the Board is invalid only reason of there being less than the prescribed number of Directors in office.

5.4 Composition of the Board and Number of Directors

- a. The number of Directors shall be determined from time to time by the Board with minimum as stated in the Society Act.
- b. The Board shall be composed of the immediate Past President, President and Directors.

5.5 Composition of the Executive Committee of the Board

- a. The Executive Committee of the Board shall be determined from within the board and shall be comprised of the President, and an elected 1st Vice President, and 2nd Vice President who will hold such titles in addition to their Director position.

5.6 Director Qualifications

- a. In order to be eligible to be elected as a Director, a Person must be either an Ordinary Member or a Contributing Member, and in each case must be in good standing.
- b. Only one member of a Hockey Family may serve as a Director at any given time.
- c. Person must be over the age of 19 years.

A person is not qualified to be a Director of a Society if;

- a. Individual is found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
- b. The individual is in the process of an undischarged bankruptcy, or
- c. Convicted in or out of British Columbia of an offense in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offense involving fraud.
- d. No member shall run for President until He/She has served on the board as director for at least (1) one term. Should no persons meet the criteria, the directors and officers will

appoint a President for (1) one year from the elected Board. He/She would need to run for a 2 year term the following year.

5.7 Election of Directors and Officers

- a. Directors shall be elected by the Voting Members at an Annual General Meeting and shall take office effective after the Annual General Meeting is adjourned.
- b. If no successor is elected, the person previously elected or appointed continues to hold office.
- c. No person shall be eligible for election as a Board member unless he/she is a Member in good standing with the Society for the previous 365 days with reassessment by the nominating committee.

5.8 Election by Ballot

- a. An election of Directors may be an acclamation otherwise, notwithstanding By-law 4.13, it shall be by written ballot or electronic election using a validated voting platform approved by the board.

5.9 Director Terms

- a. Each Director shall be elected for a two (2) year term, commencing after the Annual General Meeting and ending at the end of the Annual General Meeting the following year.
- b. In order to maintain continuity of experienced Directors, the Directors shall be elected and staggered such that at each Annual General Meeting, at least 50% of the Directors shall be elected for a term of two (2) years. To ensure these Director terms are staggered, the Directors may from time to time by Board Resolution determine that up to 50% of the Directors be elected at any Annual General Meeting for a one year term.

5.10 Removal of Directors

- a. The Members may by a Special Resolution remove a Director before the expiration of his/her term of office, and may by Ordinary Resolution elect a successor to complete the term of office.
- b. A special General Meeting resolving the removal of a Board member shall be attended by a quorum as directed in By-Law 2.15 and must be succeeded by a majority vote as outlined in the Society Act.

5.11 Ceasing to be a Director

A person will automatically cease to be a Director upon:

- a. Ceasing to meet the qualifications set out in By-Law 5.6
- b. Delivering his/her resignation in writing or via email to the President/Executive Director of the Society or by mailing or delivering it to the address of the Society, which resignation shall be effective on the later of;

- i. The effective date of resignation stated therein; and
 - ii. The date on which the resignation is received by the President/Executive Director or Society.
- c. His/Her death;
- d. Retirement of office at the Annual General Meeting when their successors will be elected;
- e. Being absent without reasonable excuse from three (3) successive meetings of the Board in a Membership year; or
- f. His/Her removal from office as a Director.

5.12 Vacancies on the Board

- a. The President may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors;
- b. A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society, but is eligible for re-election at the meeting;
- c. Notwithstanding, paragraph A., in the event of a vacancy in the position of President, or Secretary/Treasurer, an elected member of the Executive Committee such as 1st or 2nd Vice President the case may be pursuant to By-Law 5.6.

5.13 Nominations

- a. The nominating committee, as appointed by the President, consists of three (3) non-expiring board members, one of which shall be Chairperson, who shall prepare a slate of candidates for submission to the Annual General Meeting where the Board is elected.
- b. Notice of Nominating Committee Members must be emailed to the membership at least 14 day prior to the Annual General Meeting where Directors are elected.
- c. Notice of the slate of candidates prepared by the nominating committee shall be posted on the AMHA website.
- d. Members in good standing of the Society may nominate additional candidates for submission to the General Meeting where Directors are elected by providing, in writing, via email or mail to the Chairperson of the Nominating Committee the names of any additional candidates for election as Officers of the Society. Such written notification shall contain a statement from the person nominated indicating that he/she is willing to allow his/her name to stand as a candidate for election as a Director of the Society. These additional nominations shall be submitted to the chairperson of the nominating committee at least seven (7) days in advance of the date of the General Meeting where officers are elected.
- e. In the event that three (3) or more persons are nominated for any office, then the successful candidate shall be required to poll more than 50% of the total votes cast. If necessary, this will be established by elimination voting whereby the nominee receiving the least votes shall be successively dropped until a nominee has the required votes.

- f. No Person shall be eligible for election as a Board Member unless he is a member in good standing with the Society for the previous 365 days.
- g. No Person shall be eligible for the Board from a motion on the floor at a General Meeting. All nominations must go through the nominations committee section 5.12 (d).

5.14 Support of Society Purposes

Every Director will unreservedly subscribe to and support the purposes of the Society.

Part 6 - Proceedings of Directors

6.1 Board Meetings

- a. The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit;
- b. Motions arising at a Directors meeting shall be decided by a majority of votes;
- c. No motion proposed at a Directors' meeting need be seconded and the chairman at the meeting may move a motion;
- d. A motion in writing, signed by all the Directors, either by hand or electronically, and placed with minutes of the Directors meeting is as valid and effective as if regularly passed at a physical meeting of the Directors.

6.2 Quorum of Directors' Meetings

The Directors may from time to time fix the quorum necessary to transact business, but in no event shall the quorum shall be less than a majority of the Directors then in office.

A Director who has, or may have, had interest in a proposed contract or transaction with the Society will be counted for the purposes of determining quorum at a meeting of the Board at which the proposed contract or transaction is considered but pursuant to By-Law 7.2 is not entitled to vote on the proposed contract or transaction.

6.3 Chair of Directors' Meetings

The President shall chair all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to chair the meeting.

6.4 Calling Directors' Meetings

A Director may at any time convene a meeting of the Directors.

6.5 Notice of Directors' Meetings

Notice of a Board Meeting shall be provided to each Director, provided that for a first meeting of Directors held immediately following the election of a Director or Directors at an Annual or

General Meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter or email, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- a. No notice of meeting of the Directors shall be sent to that Director; and
- b. Any and all meetings of the Directors, notice of which has not been given to that Director shall, if quorum of the Directors is present, be valid and effective.

6.6 Board Resolution

Unless otherwise required under these By-Laws or under the Society Act, questions arising at a meeting of the Directors and committees of the Directors shall be decided by a Board Resolution.

6.7 Entitlement to Vote

Each Director shall be entitled to one vote. In case of an equality of votes, the person presiding as the Chair of a meeting shall not have a second or casting vote in addition to the vote which such person is entitled as a Director and the proposed resolution shall not pass.

6.8 Procedure for Voting

- a. Voting shall be by show of hands;
- b. No resolution proposed at a meeting of the Board need be seconded and the chair of a meeting may move or propose a resolution.

6.9 Resolutions in Writing

A resolution in writing, signed by all the Directors and placed with the minutes of the Director is as valid and effective as if regularly passed at a meeting of Directors.

6.10 Resolutions via Email

A resolution in writing and communicated via email with all the Directors and placed with the minutes of the Director is as valid and effective as if regularly passed at a meeting of Directors.

Part 7 - Conflict of Interest

7.1 Declaration of Conflict

A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of such interest to each of the

other Directors and shall otherwise comply with the Society Act and any further policies adopted by the Board in regards to conflict of interest, and from time to time including, without limitation to, those set out in the policy manual.

7.2 Voting on Proposed Contract or Transaction

A Director who has declared his/her conflict of interest pursuant to By-Law 7.1, shall abstain from voting on the proposed contract or transaction with the Society.

7.3 Participation in Discussions

Unless otherwise directed by the President, a Director who has declared his/her conflict of interest pursuant to By-Law 7.1 will not participate further in the discussions of the Board regarding the proposed contract or transaction.

Part 8 - Committees

8.1 Formation of Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified period of time only. Upon completion of the earlier of the specified period of time or the task for which it was appointed, a special committee will automatically be dissolved.

8.2 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed on it by the Board in terms of reference or otherwise, and shall report every act or thing done in the exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

8.3 Director Committees

- a. The Directors may delegate any, but not all of their powers to Director Committees as they deem fit;
- b. A Director Committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors.
- c. A Director Committee must have no less than three (3) Directors.
- d. Members of a Directors Committee may meet and adjourn as they think proper.

- e. Motions arising at a meeting of a Directors' Committee, must be presented at a Board Meeting, which will be decided by a majority of votes at the Board meetings.

8.4 Mixed Committees

- a. A Mixed Committee can enlist the help of Ordinary Members, Contributing Members or Life Members;
- b. Mixed Committees must include no less than three (3) Directors;
- c. Mixed Committees can make recommendations to the Board at a Directors meeting;
- d. Mixed Committees must get Board approval for any communication with other Ordinary Members and Contributing Members. Communication must be delivered to the Ordinary Members and Contributing Members through the approved communication channels.;
- e. Mixed Committees cannot vote at a Directors meeting. Proposals may be presented and submitted only for the Directors to Vote;
- f. The Directors appointed to the Mixed Committee may cast a vote at a Directors meeting;
- g. Members of a Mixed Committee may meet and adjourn as they think proper;
- h. Motions arising at a meeting of a Mixed Committee, must be presented at a Board Meeting, which will be decided by a majority of votes at the Board meeting.

Part 9 - Duties of Directors

9.1 Election and Removal of Officers

All Directors elected by the Voting Members pursuant to By-Law 5.6, shall be officers of the Society. The Board may also elect additional officers of the society, each of whom must also be a Director, and may, at any time, remove such elected Directors as officers by Board Resolution.

9.2 Duties of President

- a. The President shall preside at all meetings of the Society and the Board;
- b. The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties;
- c. The President shall have the power to suspend any Team, Player, Team Official, or Referee for conduct unbecoming a member of this Society on or off the ice, abusive language to any of the officials, or for failure to comply with the Society's Constitution, By-laws, regulations, and policies, pending review of the incident by the Board.

9.3 Duties of the Immediate Past President

The immediate Past President shall serve in an advisory capacity to the President.

9.4 Duties of the Secretary/Treasurer

- a. Coordinate all correspondence of the Society in conjunction with Societies Communication plan;
- b. Issue notices of meetings of the Society;

- c. Coordinate the keeping of minutes of all meetings of the Society;
- d. Have custody of all records and documents of the Society;
- e. Keep financial records of the Society, including books of account, as are necessary to comply with the Society Act;
- f. Render financial statements to the Board, members or others when required;
- g. Make available unaudited financial statements at the Annual General Meeting;

9.5 Duties of the Division Directors

- a. To oversee the teams in his/her division;
- b. Recommend the appointment and dismissal of team officials;
- c. Inform Equipment Manager of equipment requirements;
- d. Approve all out of town exhibition games and tournaments for teams in his/her division;
- e. Coordinate the allocation of players, the switching of players and the dismissal of players from teams within his/her division.
- f. Responsibility to assist with conflicts.

9.6 Duties of the Director of Volunteers

- a. To oversee the recruitment of volunteers for the Society;
- b. To oversee the training of volunteers for the Society;
- c. To oversee the retention of volunteers for the Society.

9.7 Duties of the Director at Large (Historian)

- a. To act as the historical body of knowledge for the Society;
- b. To act as Society Ombudsman;
- c. To support Divisional Directors at busy times of year as well as special assignments.

9.8 Duties of the Director at Large (Special Projects)

- a. To support the Society with special projects as assigned throughout the year.

9.9 Duties of the Board of Directors

The Board with voting privileges at Board meetings, consist of:

- a. President
- b. Secretary/Treasurer
- c. Director
- d. Director
- e. Director
- f. Director
- g. Director
- h. Director
- i. Director, at Large (Special Projects)
- j. Director, at Large (Historian)

- k. Past President

9.10 Appointed Positions to the Society

The Board shall appoint persons to fill positions that assist in the day to day operation of the Society. These positions do not have voting privileges at Board Meetings. The positions include:

- a. Coordinator
- b. Coordinator
- c. Coordinator
- d. Coordinator
- e. Coordinator
- f. Referee in Chief
- g. Sponsorship Coordinator
- h. Risk Manager
- i. Fundraising Coordinator
- j. Equipment Manager

Part 10 - Senior Managers

The Society shall utilize a Senior Manager with the title of Executive Director. The Executive Director will have the duty to act *honestly and in good faith with a view to the best interests of the Society*. The Executive Director will disclose any conflict of interest to the Board, and hold harmless any negligence or breach if the Senior Manager acted honestly and reasonably and ought fairly to be excused.

The Executive Director's role shall be determined within its job description. The Executive Directors' primary authority is with hockey administration and has authority externally to Pacific Coast Amateur Hockey Association (PCAHA), BC Hockey, and Hockey Canada. Internally its authority is in the day to day operations of the Society within the Constitution, By-laws and policies of the Society.

The Executive Director will also be (in conjunction with the President) the primary advisor of Hockey Administration for the Society.

- a. Act as an advisory source to the Board in conducting the affairs of the Society.
- b. Make Recommendations to the President and the Board regarding the suspension or expulsion of any team member, player, coach or manager refusing to accept or obey a ruling of Hockey Administration within the Society.
- c. Publish annually, prior to September of the hockey season, a policy manual to which the Society will govern its programs. These rules will be consistent with the Constitution and By-laws of the Society and will be of a nature to aid the Board in fulfilling the desires of the members.

Part 11 - Auditor

11.1 Appointment of Auditor

- a. At each AGM the Society shall appoint an auditor until he/she is re-appointed or his/her successor is appointed at the AGM.

11.2 Removal of Auditor

An auditor may be removed by special resolution.

11.3 Notice of Appointment

An auditor shall be informed promptly in writing of appointment or removal.

11.4 Auditor Qualifications

- a. Must be a certified accountant.
- b. No member of the Board, and no employee of the Society shall be the auditor.

11.5 Attendance at Annual General Meetings

The auditor may, but is not obligated to attend General Meetings of the Society.

Part 12 - Notices to Members

12.1 Method of Giving Notices

A notice may be given to a Member by an one or more of the following methods:

- a. Personally;
- b. By Mail to him/her at his/her registered address; or
- c. By Electronic mail at his/her registered email address.

12.2 Notice Deemed to Have Been Given

A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving the notice has been given, it is sufficient to prove that the notice was properly addressed and put in the Canada Post Office receptacle with appropriate postage affixed.

Any notice delivered personally or by electronic mail shall be deemed to have been given on the day it was so delivered or sent.

12.3 Days to Be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day on which the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

12.4 Entitlement to Notice

- a. Notice of a General Meeting shall be given in accordance with Part 3 to:
 - i. Every Person shown on the Members Register as a Member on the day notice is given; and
 - ii. The auditor, if Part 10 applies.
- b. No other Person is entitled to receive a notice of a General Meeting.

Part 13 - Finances and Banking

13.1 Society Accounts

The financial accounts of the Society shall be maintained in the name of the Society at a financial institution selected by the Directors.

- a. A current operating account shall be maintained in any Canadian chartered bank, credit union or trust company.
- b. The Secretary/Treasurer shall present from time to time a financial report to the Board for information.
- c. The Secretary/Treasurer, with the approval of the Board, shall maintain savings and trust accounts as may be required by the Society.
- d. The Secretary/Treasurer, with the approval of the Board, shall be empowered to invest any excess funds of the Society in securities designated by the Trustees' Act.

13.2 Cheque Signing Authority

The finances of the Society shall be under the control of the Board. Two (2) signatures shall be required on every cheque or other financial instrument on behalf of the Society, except in the case of online bill payment. Online bill payments will be set up at the bank by two (2) signatories, and the online payment will be made by another person on the Board. The President and Secretary/Treasurer shall be the principal signatories for all financial transactions. One other person approved by the Board shall be empowered to sign in the absence of either the President or Secretary/Treasurer.

Notwithstanding anything here and before and contained, the Secretary/Treasurer shall not make any expenditure in excess of an amount set annually by the Board.

13.3 Power of Directors

In order to carry out the purpose of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

13.4 Issuance of Debenture

No debenture shall be issued without the sanction of a Special Resolution.

13.5 Restrictions on Directors' Borrowing Powers

The Members may by Special Resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

13.6 Financial Year

The financial year of the Society shall be from May 1-April 30.

Part 14 - Indemnification

14.1 Indemnification of Board

Subject to the provisions of the Societies Act, each Director of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director of the Society, as applicable.

14.2 Indemnification of Past Directors

To the extent permitted by the Society Act, the Society will indemnify and hold harmless every Person heretofore now or hereafter serving as a Director of the Society and that Person's heirs and personal representatives.

14.3 Advancement of Expenses

To the extent permitted by the Society Act, all costs, charges and expenses incurred by a Director with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

14.4 Approval of Court and Term of Indemnification

The Society will apply to the court for an approval of the court which may be required to ensure that the indemnities herein are effective and enforceable. Each Director of the Society on being

elected or appointed will be deemed to have contracted with the Society of the foregoing indemnities.

Part 15 - Constitution and/or By-Laws

15.1 Entitlement to a Copy of the Constitution and Bylaws.

On being admitted to membership, each Member is entitled to and upon request, the Society shall direct the Person to a copy of the Constitution and Bylaws of the Society. The Society will make a copy of the Constitution and these Bylaws available on its website.

15.2 Amendment of Constitution and/or Bylaws

- a. The Constitution and/or Bylaws of the Society shall not be altered or added to except by special resolution passed by a threshold as stated in the Society Act of those in attendance at a General Meeting of the Society.
- b. Any amendments or changes in the Constitution or Bylaws of the Society made at the General Meeting of this Society take effect on the date of acceptance by the Registrar of Companies as being in compliance with the Society Act.
- c. Proposed amendments to the Constitution and/or Bylaws must be received by the Secretary/Treasurer and Voting Members at least two (2) weeks prior to the date of the Annual General Meeting or General Meeting. A statement outlining the intention of the proposed amendment must accompany the proposed special resolution.
- d. The majority required to pass a Special Resolution (amendment) shall be the same as stated in the Society Act, of the voting members in good standing present at the Annual General Meeting or General Meeting for these Bylaws.

Part 16 - General

16.1 Operations

- a. As set out in the Constitution, the operations of the Society shall be chiefly carried on in the municipality of Abbotsford, which is in the Province of British Columbia.
- b. The Society shall maintain good standing affiliation with the Pacific Coast Amateur Hockey Association (PCAHA) and the British Columbia Amateur Hockey Association (BC Hockey) and Hockey Canada. The Society shall have representation at the Annual Meeting of PCAHA and BC Hockey. The Society shall be affiliated with the Abbotsford Recreation Commission (ARC).