

**CONSTITUTION
OF
CLOVERDALE MINOR HOCKEY ASSOCIATION**

Name

1. The name of the Association is **CLOVERDALE MINOR HOCKEY ASSOCIATION**.

Purposes

2. The purposes of the Association are:
 - (a) to perpetuate the game of hockey in the interest of the development of body, mind, and character of young people;
 - (b) to promote and encourage good citizenship and sportsmanship among the members of the Association; and
 - (c) to establish, maintain, conduct and promote among the members of the hockey association and others, an active interest in amateur hockey.

**BYLAWS
OF
CLOVERDALE MINOR HOCKEY ASSOCIATION**

PART 1 - INTERPRETATION

- 1.1 In these bylaws and the constitution of the Association, unless the context otherwise requires:
- (a) “Active Members” means those persons who have become active members in accordance with these bylaws and have not ceased to be active members, and an “Active Member” means any one of them;
 - (b) “Association” means **CLOVERDALE MINOR HOCKEY ASSOCIATION**;
 - (c) “Board resolution” means:
 - (i) a resolution passed at a meeting of the Executive by a simple majority of the votes cast by those directors entitled to vote at such a meeting; or
 - (ii) a resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Executive;
 - (d) “bylaws” means the bylaws of the Association as filed in the office of the British Columbia Registrar of Companies;
 - (e) “constitution” means the constitution of the Association as filed in the office of the British Columbia Registrar of Companies;
 - (f) “directors” means those persons who have become directors in accordance with these bylaws and have not ceased to be directors, and a “director” means any one of them;
 - (g) “Executive” means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;
 - (h) “Honorary Life Members” means those persons who have become honorary life members in accordance with these bylaws and have not ceased to be honorary life members, and a “Honorary Life Member” means any one of them;
 - (i) “members” means those persons who have become and have not ceased to be Active Members, Honorary Life Members and Non-Voting Members in accordance with these bylaws, and a “member” means any one of them;

- (j) “Non-Voting Members” means those persons who have become non-voting members in accordance with these bylaws and have not ceased to be non-voting members, and a “Non-Voting Member” means any one of them;
- (k) “ordinary resolution” means:
 - (i) a resolution passed at a general meeting of the Association by a simple majority of the votes cast by those members entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all of the members and consented to in writing by two-thirds of the members who would have been entitled to vote on it in person at a general meeting of the Association;
- (l) “Past President” means a person appointed to the office of Past President in accordance with these bylaws;
- (m) “President” means a person elected to the office of President in accordance with these bylaws;
- (n) “Registrar” means a person elected to the office of Registrar in accordance with these bylaws;
- (o) “Secretary” means a person elected to the office of Secretary in accordance with these bylaws;
- (p) “Societies Act” means the *Societies Act*, SBC 2015, c 18, as amended from time to time;
- (q) “special resolution” means:
 - (i) a resolution passed at a general meeting of the Association by a majority of not less than 75% of the votes cast by those members entitled to vote at such meeting; or
 - (ii) a resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Association;
- (r) “Vice-President of Administration” means a person elected to the office of Vice-President of Administration in accordance with these bylaws;
- (s) “Vice-President of Initiation to Atom” means a person elected to the office of Vice-President of Initiation to Atom in accordance with these bylaws;
- (t) “Vice-President of PeeWee to Juvenile” means a person elected to the office of Vice-President of PeeWee to Juvenile in accordance with these bylaws; and

- (u) “Treasurer” means a person elected to the office of Treasurer in accordance with these bylaws.
- 1.2 Except where they conflict with the definitions contained in these bylaws, the definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws and the constitution.
- 1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

PART 2 - MEMBERSHIP

- 2.1 The members of the Association are the members in good standing as at the date these bylaws become effective and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members as provided for in these bylaws.
- 2.2 There shall be three classes of membership in the Society: Active Members, Honorary Life Members and Non-Voting Members.
- 2.3 Every member shall uphold the constitution and comply with these bylaws.
- 2.4 The following conditions of membership shall apply to Active Members:
 - (a) membership as an Active Member shall be limited to individuals who:
 - (i) have reached the age of majority;
 - (ii) reside in the defined boundaries of the Association as fixed by the Pacific Coast Amateur Hockey Association, from time to time; and
 - (iii) are a parent or guardian of a player registered with the Association, having paid the registration fee as set out in section 3.1 or having been exempt from paying the registration fee as set out in section 3.2;
 - (b) membership as an Active Member shall be limited to one Active Member per household and to a maximum of one Active Member per player;
 - (c) the term of membership for an Active Member shall be up to one year and shall expire on May 15 following the date of acceptance or renewal, unless sooner ceasing; and
 - (d) an Active Member shall be entitled to receive notice of, attend and vote at all general meetings.

- 2.5 The following conditions of membership shall apply to Honorary Life Members:
- (a) as an honour and the highest award that may be bestowed by the Association, any individual who has served the Association for at least five years and rendered outstanding and meritorious service may be elected as an Honorary Life Member at any meeting of the Executive and confirmed at the next following annual general meeting, and shall thereafter have the privilege of acting in an advisory capacity to the Executive;
 - (b) there shall be no term of membership for Honorary Life Members; and
 - (c) an Honorary Life Member shall be entitled to receive notice of and attend but shall not be entitled to vote at general meetings.
- 2.6 The following conditions of membership shall apply to Non-Voting Members:
- (a) membership as a Non-Voting Member shall be limited to individuals who:
 - (i) have reached the age of majority; and
 - (ii) are actively involved in the general work of the Association as a coach, manager or rostered volunteer, except that a coach, manager or rostered volunteer who meets the qualifications of an Active Member shall be an Active Member;
 - (b) the term of membership for a Non-Voting Member shall be up to one year and shall expire on May 15 following the date of acceptance or renewal, unless sooner ceasing; and
 - (c) a Non-Voting Member shall be entitled to receive notice of and attend but shall not be entitled to vote at general meetings.
- 2.7 Each applicant seeking to become a member of or renew membership in the Association shall complete such application or renewal procedures as may be prescribed by the Executive.
- 2.8 A member who continues to be eligible for membership may renew his or her membership prior to its expiry in such manner as may be determined by the Executive from time to time.
- 2.9 A member in good standing may nominate an individual as an Honorary Life Member. Nominations shall be in writing and submitted to the Executive no less than 28 days prior to the annual general meeting and shall detail the service for which the honour is bestowed.

- 2.10 There shall be no membership dues, except the registration fees to be paid by Active Members as set out in section 3.1, unless otherwise determined by Board resolution.
- 2.11 A person shall cease to be a member of the Association:
- (a) on the expiration of his or her term, if applicable;
 - (b) on the date which is the later of the date of delivering his or her resignation in writing to the Secretary and the effective date of the resignation stated therein;
 - (c) on his or her death;
 - (d) on being expelled pursuant to section 2.13; or
 - (e) on failing to pay any fees, subscription or debt due and owing to the Association within 30 days of receiving notice from the Registrar thereof.
- 2.12 A person who ceases to be a member as set out in section 2.11(e) may, on payment of all fees, subscription or debt due to the Association, be reinstated as a member by Board resolution.
- 2.13 The Executive may, by Board resolution, expel, suspend or otherwise discipline any member for conduct, which in the discretion of the Executive, is:
- (a) improper or unbecoming for a member of the Association;
 - (b) likely to endanger the interests, purposes or reputation of the Association;
 - (c) in violation of the basis and principles set out in the constitution of the Association; or
 - (d) is in breach of these bylaws,
- but the Executive may not expel, suspend or otherwise discipline any member until the member has received a notice of the proposed expulsion, suspension or other disciplinary measures which shall set out the reasons therefore and until the member has been given an opportunity to be heard by the Executive before the proposed expulsion, suspension or other disciplinary measures are put to a vote.
- 2.14 All members are in good standing except a member who is under suspension or discipline pursuant to section 2.13.
- 2.15 Any member who ceases to be a member of the Association forfeits all rights, claims, privileges or interest arising from membership in the Association.
- 2.16 The membership of a person in the Association is not transferable.

PART 3 - PLAYER REGISTRATION FEES

- 3.1 Each player registered with the Association shall be assessed an annual registration fee set by the Executive prior to the current season's registration period. The registration fee shall include any assessments by Canadian Amateur Hockey Association, British Columbia Amateur Hockey Association and Pacific Coast Amateur Hockey Association for membership or mutual aid registration or both.
- 3.2 The Executive shall have the power to waive player registration fees in exceptional circumstances as determined in its sole discretion.

PART 4 - MEETINGS OF MEMBERS

- 4.1 An annual general meeting of the Association shall be held on or before May 15 in each calendar year.
- 4.2 The Executive may, whenever it thinks fit, or shall, if so requested by 10% of the Active Members, convene a general meeting, provided that the Association shall hold at least three general meetings other than the annual general meeting each year.
- 4.3 The Association shall give not less than 14 days' written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting.
- 4.4 Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 4.5 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate the proceedings at that meeting.

PART 5 - PROCEEDINGS AT GENERAL MEETINGS

- 5.1 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 a quorum is not present.
- 5.2 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.
- 5.3 A quorum at a general meeting is 15 Active Members in good standing.
- 5.4 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Active Members, shall be

terminated; but in any other case, it shall stand adjourned to a later date as determined by the Active Members present and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Active Members in good standing who are present shall constitute a quorum.

- 5.5 The President shall chair all general meetings, but if at any meeting the President is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, one of the Vice-President of Administration, Vice-President of Initiation to Atom or Vice-President of PeeWee to Juvenile, as determined by them, shall act as chair.
- 5.6 If the person presiding as chair of a general meeting wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternative receiving the consent of a majority of the Active Members present at such meeting, he or she may preside as chair.
- 5.7 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.
- 5.8 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 5.9 Resolutions proposed at a general meeting must be seconded and the person chairing a meeting may move or propose a resolution.
- 5.10 Any issue at a general meeting which is not required by these bylaws or the *Societies Act* to be decided by a special resolution shall be decided by an ordinary resolution.
- 5.11 An Active Member in good standing present at a general meeting shall be entitled to one vote.
- 5.12 The President may vote at an annual general meeting but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed. At all other general meetings, the President shall not have a vote but, if the result is a tie, shall vote to break the tie.
- 5.13 Voting shall be by show of hands except that a secret vote by written ballot shall be required if requested by an Active Member in good standing. A request for a written ballot may be withdrawn.
- 5.14 Unless a written ballot is requested, a declaration by the President that a resolution has, on a show of hands, been carried shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

- 5.15 Voting by proxy shall not be permitted.
- 5.16 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the voting members and signed by a minimum of two-thirds of the members who would have been entitled to vote on it in person at a general meeting of the Association is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 5.17 A resolution in writing which is identified as a special resolution and has been signed by all the voting members who would have been entitled to vote on it in person at a general meeting of the Association is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 6 - DIRECTORS AND OFFICERS

- 6.1 The Executive may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Association;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Association in a general meeting.
- 6.2 No rule made by the Association in a general meeting invalidates a prior act of the Executive that would have been valid if that rule had not been made.
- 6.3 The property and affairs of the Association shall be managed by the Executive.
- 6.4 The Executive shall consist of the following directors, all of whom shall be deemed to be officers:
- (a) President;

- (b) Vice-President of Administration;
 - (c) Vice-President of Initiation to Atom;
 - (d) Vice-President of PeeWee to Juvenile;
 - (e) Registrar;
 - (f) Secretary;
 - (g) Treasurer; and
 - (h) five directors at large, who shall be appointed by the President as division directors as set out in section 9.3.
- 6.5 There shall be a Past President who shall serve in an advisory capacity to the President on the following terms:
- (a) the person who has most recently held office as President shall automatically assume the office of Past President upon election of his or her successor, except if he or she resigned or was removed from the office of President;
 - (b) if the person who has most recently held office as President is unable or unwilling to serve as Past President, the Executive may appoint that person's immediate predecessor to the office of Past President; and
 - (c) the Past President shall be entitled to receive notice of and attend but shall not be entitled to vote at meetings of the Executive.
- 6.6 Directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.
- 6.7 Elections for directors shall normally be held at the annual general meeting and the term of office of elected directors shall normally be as follows:
- (a) in the case of the five directors at large, one or two years as determined in the discretion of the Executive so that as nearly as possible as one-half of the five directors at large shall retire each year; and
 - (b) in the case of the other directors, one year.
- 6.8 Directors may be elected to consecutive terms.
- 6.9 At least one month prior to the annual general meeting, the President shall appoint a nominating committee of three directors. The nominating committee shall be responsible for preparing and presenting a list of nominees for election to each office for which an

election is to be held at the annual general meeting. Nominations from the floor shall not be permitted.

- 6.10 A person may stand for election as a director if, in addition to meeting the qualifications as set out in the *Societies Act*, the person meets the following qualifications:
- (a) the person is and will remain an Active Member during the term of office for which he or she is nominated; and
 - (b) in the case of the office of President; Vice-President of Administration; Vice-President of Initiation to Atom; or Vice-President of PeeWee to Juvenile, the person has served on the Executive in at least one of the two terms immediately before the term of office for which he or she is nominated.
- 6.11 Separate elections shall be held for each office to be filled.
- 6.12 The President shall appoint a chair and three scrutineers from the floor to conduct the election of directors.
- 6.13 An election may be by acclamation; otherwise it shall be by secret ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 6.14 Every director serving a term of office shall retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of directors would fall below three, the person previously elected as director shall continue to hold office until such time as successors directors are elected.
- 6.15 The members may remove a director before the expiration of his or her term of office by a resolution passed at a general meeting by at least two-thirds of the votes cast by the voting members, and may elect a successor to complete the term of office, but no director shall be removed until he or she has been given notice of the proposed action and an opportunity to be heard by the members at the general meeting.
- 6.16 The Executive may remove, suspend or otherwise discipline a director before the expiration of his or her term of office by a resolution passed at a meeting of the Executive by at least two-thirds of the votes cast by the directors if such director has:
- (a) failed to attend three consecutive meetings of the Executive without reasonable justification;
 - (b) neglected his or her duties as a director; or
 - (c) acted in a manner impairing his or her effectiveness as a director,

but no director shall be removed, suspended or otherwise disciplined until he or she has been given notice of the proposed action and an opportunity to be heard by the directors at a meeting of the Executive.

- 6.17 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his or her term for any reason other than removal by a resolution of the members, the Executive may appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 6.18 No act or proceeding of the Executive is invalid by reason only of there being less than the prescribed number of directors in office.
- 6.19 A person shall cease to be a director of the Association:
- (a) on the expiration of his or her term;
 - (b) on the date which is the later of the date of delivering his or her resignation in writing to the Secretary and the effective date of the resignation stated therein;
 - (c) on his or her death;
 - (d) on ceasing to meet the qualifications of a director; or
 - (e) on being removed in accordance with these bylaws.
- 6.20 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such from any business or affairs with the Association; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.
- 6.21 The Executive shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Association. The Executive shall also have the power to enter into trust arrangements or contracts on behalf of the Association for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Association, or assumed by the Association in expectation of such donations, bequests advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Executive may prescribe.
- 6.22 The Executive shall take such steps as it deems necessary to enable the Association to receive donations, bequests, funds, property, trusts, loans, contracts, agreements or benefits with the objective of furthering the purposes of the Association. The Executive in its sole and absolute discretion may refuse to accept any donations, bequests, funds, property, trusts, loans, contracts, agreements or benefits.

- 6.23 In investing the funds of the Association, the Executive shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments which in its discretion are prudent. Subject to the provisions of the *Societies Act*, a director shall not be liable for any loss which may result from any such investment.
- 6.24 The Executive may suspend or otherwise discipline any team, player, team official, referee or member for refusing to accept or obey a ruling of the Executive in accordance with section 2.13.

PART 7 - PROCEEDINGS OF THE BOARD

- 7.1 A meeting of the Executive shall be held not less than once per month and at any time and place determined by the President.
- 7.2 Any four directors may at any time, and the Secretary on the request of any four directors shall, convene a meeting of the Executive within the Cloverdale area, provided that not less than 24 hours' notice of the meeting shall be given orally or in writing to all of the directors.
- 7.3 The Executive may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be six directors in office at the time when the meeting convenes.
- 7.4 The President shall chair all meetings of the Executive, but if at any meeting the President is not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, one of the Vice-President of Administration, Vice-President of Initiation to Atom or Vice-President of PeeWee to Juvenile, as determined by them, shall act as chair.
- 7.5 If the person presiding as chair of a meeting of the Executive wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternative receiving the consent of a majority of the directors present at such meeting, he or she may preside as chair.
- 7.6 Resolutions proposed at a meeting of the Executive must be seconded and the person chairing a meeting may move or propose a resolution.
- 7.7 Any issue at a meeting of the Executive which is not required by these bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.
- 7.8 The President shall not have a vote but, if the result is a tie, shall vote to break the tie.

- 7.9 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.
- 7.10 A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Executive duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Executive and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 8 - COMMITTEES

- 8.1 The Executive may delegate any, but not all, of its powers to committees which may be in whole or in part composed of director as it thinks fit.
- 8.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Executive, and shall report every act or thing done in exercise of those powers at the next meeting of the Executive held after it has been done, or at such other time or times as the Executive directs.
- 8.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with any necessary changes, by the rules set out in these bylaws governing proceedings of the Executive.
- 8.4 There shall be a Finance Committee consisting of the Treasurer, who shall be the chair of the Finance Committee, and two members appointed by the President at the first meeting of the Executive held after an annual general meeting. The duties of the Finance Committee shall be to review the finances and expenditures of the Association and recommend to the Executive any course of action which the Finance Committee deems advisable. The Finance Committee shall prepare and circulate a budget of the proposed operations for the coming year to be approved by the members at a general meeting.
- 8.5 There shall be a Discipline Committee consisting of the President, who shall be the chair of the Discipline Committee, the Vice-President of Administration, the referee-in-chief and two members appointed by the President at the first meeting of the Executive held after an annual general meeting. The Vice-President of Initiation to Atom shall be a member of the Discipline Committee as it relates to Initiation and Atom divisions and the Vice-President of PeeWee to Juvenile shall be a member of the Discipline Committee as it relates to divisions including PeeWee and above. The duties of the Discipline Committee shall be:
- (a) to review decisions of the President made pursuant to section 9.4;

- (b) to review all gross and match misconduct penalties assessed to players and team officials; and
 - (c) to suspend or take disciplinary action that may be deemed necessary against such individuals who are subject of a review under this section.
- 8.6 The Executive may create such standing and special committees, ad hoc committees or task forces 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 shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

PART 9 - DUTIES OF OFFICERS

- 9.1 The President shall preside as chair at all meetings of the Association and the Executive. The President shall generally supervise the activities of the Association and perform other duties as are usual to the office of president.
- 9.2 The President shall appoint all committees not otherwise provided for in these bylaws, and shall be a member of all committees.
- 9.3 After the close of each annual general meeting, the President shall immediately:
 - (a) set the date of the first meeting of the Executive and general meeting of the Association;
 - (b) appoint a Finance Committee;
 - (c) appoint a Discipline Committee; and
 - (d) appoint the five directors at large to division director roles, being one division director for each of Initiation, Atom, PeeWee, Bantam and Midget/Juvenile.
- 9.4 The President shall have the power to suspend any Association member, team, player, team official or referee for unsportsmanlike conduct on or off the ice, abusive language to any of the officials or for failure to comply with the Association's constitution, bylaws, rules and regulations, pending review of the incident by the Discipline Committee.
- 9.5 Subject to these bylaws, the Vice-President of Administration shall, in the absence of the President or at his or her request, possess all of the powers and perform all of the duties of the President. The Vice-President of Administration shall supervise the other officers, except the President and division directors, in the execution of their duties and shall have such other duties and powers as the Executive may specify.

- 9.6 The Vice-President of Initiation to Atom shall supervise the Initiation and Atom division directors in the execution of their duties. The Vice-President of Initiation to Atom shall be a member of the coach selection committee and of the Discipline Committee as they relate to Initiation and Atom divisions. The Vice-President of Initiation to Atom shall have such other duties and powers as the Executive may specify.
- 9.7 The Vice-President of PeeWee to Juvenile shall supervise the PeeWee, Bantam and Midget/Juvenile division directors in the execution of their duties. The Vice-President of PeeWee to Juvenile shall be a member of the coach selection committee and of the Discipline Committee as they relate to division including PeeWee and above. The Vice-President of PeeWee to Juvenile shall have such other duties and powers as the Executive may specify.
- 9.8 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Association and the Executive;
 - (b) the keeping of minutes of all meetings of the Association and the Executive;
 - (c) the custody of all records and documents of the Association;
 - (d) the orderly transfer within one week of the expiration of his or her term of all records and documents in his or her possession to his or her successor;
 - (e) the rendering of a written report at annual general meetings;
 - (f) the conduct of the correspondence of the Association; and
 - (g) such other duties as the Executive may specify.
- 9.9 If the Secretary is absent from any meeting of the Association or the Executive, the directors present shall appoint another person to act as secretary at that meeting.
- 9.10 The Treasurer shall be responsible for making the necessary arrangements for:
- (a) the keeping of such financial records, reports and returns including books of account as are necessary to comply with the *Societies Act*;
 - (b) the rendering of financial statements and reports to the directors, members and others when required; and
 - (c) such other duties as the Executive may specify.
- 9.11 The Registrar shall be responsible for making the necessary arrangements for:
- (a) the maintenance of the register of members;

- (b) the registration of all players and team officials with British Columbia Amateur Hockey Association, mutual aid fund and Pacific Coast Amateur Hockey Association, as required; and
 - (c) the maintenance of a permanent record of all players, coaches, referees and rostered volunteers.
- 9.12 The division directors shall, in conjunction with the other officers, participate in the business and management of the Association and cooperate in the activities of the Association. The division directors shall have such other duties and powers as the Executive may specify.

PART 10 - OPERATIONS PERSONNEL

- 10.1 The Executive may select and appoint operations personnel of the Society and set the duties and responsibilities of such operations personnel as it deems necessary.
- 10.2 Where the Executive deems it necessary or advisable to enter into a contract for services with service providers, such contracts shall be for up to a one-year term.

PART 11 - EXECUTION OF INSTRUMENTS

- 11.1 Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the Executive or by any person authorized by the Executive. The Executive may at any time direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Association may or shall be executed. In the absence of express authorization by the Executive, an instrument, contract or obligation may be signed by any two of the President, Treasurer or Secretary, or, in the event of a conflict, the Vice-President of Administration.
- 11.2 The Executive may, from time to time by Board resolution, appoint signing officers who shall have the authority to sign cheques and all banking documents on behalf of the Association. In the absence of express authorization by the Executive, cheques and all banking documents may be signed by any two of the President, Treasurer or Secretary, or, in the event of a conflict, the Vice-President of Administration.

PART 12 - BORROWING

- 12.1 The Executive may, on behalf of and in the name of the Association, borrow or raise or secure the payment or repayment of money in any manner, provided that such borrowing is authorized by a special resolution.

PART 13 - AUDITOR

- 13.1 This part applies only where the Association is required or has resolved to have an auditor.
- 13.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 13.3 At each annual general meeting the Association shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting in accordance with the procedures set out in the *Societies Act*.
- 13.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the *Societies Act*.
- 13.5 An auditor shall be promptly informed in writing of appointment or removal.
- 13.6 No director, officer or employee of the Association shall be auditor.
- 13.7 The auditor may attend general meetings.

PART 14 - NOTICES

- 14.1 A notice may be given to a member personally, by mail, by facsimile, by electronic mail or through social media channels to the member at the member's address, facsimile number, e-mail address or social media account, as recorded in the Association's records.
- 14.2 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by facsimile or electronically shall be deemed to have been given on the date of transmission.
- 14.3 Notice of a general meeting shall be given only to:
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if an auditor is appointed under these bylaws.

PART 15 - INDEMNIFICATION

- 15.1 Subject to the provisions of the *Societies Act*, every director or officer who has properly undertaken or is about to undertake any liability on behalf of the Association or any society controlled by it and their heirs, executors, administrators or personal

representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- (a) all costs, charges, and expenses whatsoever which such director or officer actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
- (b) all other costs, charges, and expenses which he or she actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default,

provided that:

- (c) the director or officer acted honestly and in good faith with a view to the best interests of the Association; and
- (d) in the case of criminal or administrative proceedings, the director or officer had reasonable grounds for believing that their conduct was lawful.

- 15.2 The Association shall, to the extent that is reasonably available, purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

PART 16 - DISPUTE RESOLUTION

- 16.1 Any member, team, player, team official or referee may appeal any decision of the Discipline Committee to the Executive as follows:

- (a) any appeal to the Executive shall be made in writing and outline all particulars pertaining to the subject of the appeal and shall be delivered to the Secretary within seven days of being notified of the decision of the Discipline Committee;
- (b) the appeal shall be heard by the Executive at the next regularly scheduled meeting of the Executive or, if the Executive determines that the appeal should be expedited, at a meeting of the Executive called for such purpose; and
- (c) the Executive shall render a decision within three days of hearing the appeal.

- 16.2 Should the Association and a member or director of the Association not be able to resolve a claim or controversy arising out of these bylaws, or in respect of any legal relationship associated with it or from it, through consultation and negotiation in the spirit of mutual

friendship and cooperation, any party may initiate mediated negotiation. All disputes remaining unsettled after mediation shall be referred to and finally resolved by arbitration in accordance with the *Arbitration Act*, RSBC 1995, c 55.

- 16.3 The place of mediation and arbitration shall be mutually agreed by the Association and the member or director. In the absence of agreement regarding the place of mediation and arbitration, the place of mediation and arbitration shall be Surrey, British Columbia. Both parties shall share the fee of the mediator and arbitrator equally.
- 16.4 The Association and the members and directors of the Association shall use their best efforts to conduct any dispute resolution procedures herein as efficiently and cost-effectively as possible. Notwithstanding this provision, either party may obtain a temporary injunction to enforce or preserve its rights or restrain any further violation or threatened violation of any restrictions or agreements contained herein for which monetary damages are not an adequate remedy until such rights can be pursued through arbitration.

PART 17 - MISCELLANEOUS

- 17.1 Subject to the *Societies Act*, the directors shall from time to time in their discretion determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Association and minutes of the meetings of the Executive shall be open to the inspection of members of the Association not being directors. In the absence of such determination by the directors, the books of account, the minutes of the meetings of the Executive and consent resolutions of the Executive shall not be open to inspection by any member of the Association not being a director.
- 17.2 Any meeting of the Association, the Executive or any committee may also be held, or any member, director or member of a committee may participate in any meeting of the Association, the Executive or any committee, by conference call or similar communication equipment or device so long as all the members, directors or persons participating in the meeting can hear and respond to one another. All such members, directors or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.
- 17.3 The rules governing when notice is deemed to have been given set out in these bylaws shall apply, with any necessary changes, to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.
- 17.5 The operations of the association are to be chiefly carried on in and around the town of Cloverdale, in the Municipality of Surrey, in the Province of British Columbia. **This provision was previously unalterable.**

- 17.6 The Association shall be affiliated with the Pacific Coast Amateur Hockey Association and the British Columbia Amateur Hockey Association and shall observe all laws, rules, and regulations by which such Associations are governed. **This provision was previously unalterable.**

PART 18 - BYLAWS

- 18.1 On being admitted to membership, each member is entitled to and upon request the Association shall provide him or her with a copy of the constitution and bylaws of the Association.
- 18.2 These bylaws shall not be altered or added to except by Board resolution and special resolution.

Dated May 11, 2017.