

SOCIETIES ACT

WEST VANCOUVER MINOR HOCKEY ASSOCIATION

BYLAWS

PART 1 - INTERPRETATION

- 1.1 In these Bylaws, unless the context otherwise requires:
- (a) “B.C. Hockey” means the British Columbia Amateur Hockey Association;
 - (b) “Directors” means the directors of the Society for the time being and “Director” means one of the Directors;
 - (c) “Officer” means an officer of the Society appointed by the Directors from time to time pursuant to these Bylaws;
 - (d) “P.C.A.H.A.” means the Pacific Coast Amateur Hockey Association;
 - (e) “President” means the president of the Society appointed from time to time pursuant to these Bylaws and “First Vice-President”, “Ombudsman”, “Secretary”, “Treasurer”, and “Registrar”, have corresponding meanings;
 - (f) “*Societies Act*” means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments thereto including successor legislation.
 - (g) “Society” means the West Vancouver Minor Hockey Association, a British Columbia society incorporated under number S0008192.
- 1.2 The definitions in the *Societies Act* on the date these Bylaws become effective apply to these Bylaws.
- 1.3 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 The members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become members in accordance with these Bylaws and, in either case, have not ceased to be members.
- 2.2 A person may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member.
- 2.3 A person who:

- (a) is a resident or taxpayer of The District of West Vancouver, The Municipality of the Village of Lions Bay, or The Island Municipality of Bowen Island, or who wishes to take an active part in the Society;
- (b) is nineteen (19) years of age or older; and
- (c) pays the annual membership dues or causes them to be paid on his/her behalf;

may be accepted as a member, provided that no more than one other person in his/her immediate family is then a member of the Society.

- 2.4 Membership shall be granted on a one member/one vote per family basis unless it can be shown, to the satisfaction of the Directors, that the parents of the registered hockey player do not reside together and at least one of the parents meets the residency requirements established in Bylaw 2.3(a), in which case membership shall be granted to each parent.
- 2.5 Every member shall uphold the Constitution of the Society and comply with these Bylaws.
- 2.6 The annual membership dues shall be One Dollar (\$1.00) per member or such other amount as may be determined from time to time at the annual general meeting of the Society and shall be included in current registration fees.
- 2.7 Membership in the Society shall expire on June 30 following the date of acceptance as a member and on June 30 of each year thereafter so long as membership is renewed.
- 2.8 A member shall cease to be a member of the Society:
 - (a) on expiration of his/her membership unless renewed;
 - (b) by delivering his/her resignation in writing to the Secretary or by mailing or delivering it to the address of the Society;
 - (c) on his/her death; or
 - (d) on being expelled.
- 2.9 A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.10 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.11 The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.12 Every member is in good standing except a member who has been suspended or has failed to pay his/her current annual membership dues or any other subscription or debt

due and owing by him/her to the Society, and he/she is not in good standing so long as he/she remains suspended or the debt remains unpaid.

- 2.13 A member not in good standing shall be disentitled to all rights, privileges, claims and interests accruing to a member of the Society.
- 2.14 As the highest honor that the Society can bestow, a member who has rendered outstanding and meritorious service to the Society for at least five (5) years may be elected an honorary life member at an annual general meeting. An honorary life member shall have the privilege of acting as an adviser to the Directors and shall be accorded all the rights and privileges of membership.
- 2.15 Nominations for honorary life members must:
- (a) be submitted in writing to the annual general meeting;
 - (b) be signed by a member in good standing; and
 - (c) set out in detail the service for which the honor is to be bestowed,
- and such submissions shall form part of the minutes of the annual general meeting.

PART 3 - MEETINGS OF MEMBERS

- 3.1 General meetings of the Society shall be held at such time and place, in accordance with the *Societies Act*, as the Directors may decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business as specified in Bylaw 4.1, the general nature of that business.
- 3.5 At least fourteen (14) days' written notice of a general meeting of the Society shall be given to the members entitled to receive notice of a general meeting, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 3.6 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.
- 3.7 Subject to the *Societies Act*, the annual general meeting shall be held on such day in each year and at such time and place as the Directors may by resolution determine.
- 3.8 The Directors shall, upon written requisition of at least ten percent (10%) of the members (the "Requisitionists") forthwith convene a general meeting.

3.9 The requisition shall:

- (a) state the purpose of the general meeting;
- (b) be signed by the Requisitionists;
- (c) be delivered or sent by registered mail to the address of the Society;

and may consist of several documents in similar form, each signed by one or more Requisitionists.

3.10 The President or a Director acting in his/her stead shall call a general meeting within twenty-one (21) days after the delivery of the requisition.

3.11 If the Directors fail to convene a general meeting within twenty-one (21) days after the delivery of the requisition, the Requisitionists or a majority of them may themselves convene a general meeting to be held within four (4) months after the date of the delivery of the requisition.

3.12 A general meeting convened by the Requisitionists shall be convened in the same manner, as nearly as possible, as general meetings are convened by the Directors.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 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 meeting, except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) such other business as, under these Bylaws, 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 convening the meeting.

- 4.2 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.3 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.
- 4.4 For the purpose of these Bylaws, a quorum is twenty (20) members in good standing present at a general meeting.
- 4.5 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned for two (2) weeks and shall then be held at the same time and in the same place whether or not a quorum is present.
- 4.6 Subject to Bylaw 4.7, the President or the First Vice-President or, in the absence of both, one of the other Directors present shall preside as chairman of a general meeting.
- 4.7 If at a general meeting
- (a) there is no President, First Vice-President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or
 - (b) the President and all the other Directors present are unwilling to act as the chairman;
- the members present shall choose one of their number to be chairman.
- 4.8 A general meeting may be adjourned to any time and from time to time, and such business may be transacted at an adjourned meeting as might have been transacted at the meeting from which the adjournment took place.
- 4.9 No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- 4.10 In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote which he/she may have as a member and the proposed resolution shall not pass.
- 4.11 A member in good standing present at a meeting of members is entitled to one vote.
- 4.12 Voting shall be by show of hands unless the members decide that a ballot is required.
- 4.13 Voting by proxy is not permitted.
- 4.14 A resolution proposed at an ordinary or extraordinary general meeting shall pass with a two thirds (2/3) majority.

PART 5 -DIRECTORS AND OFFICERS

- 5.1 The Directors shall be responsible for managing and supervising the affairs of the Society. The Directors may exercise all the powers and do all the acts and things that the Society 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 Society in a general meeting, but subject, nevertheless, to:
- (a) all laws affecting the Society;
 - (b) these Bylaws; and
 - (c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.
- 5.2 No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.3 The Directors shall be comprised of the members who are elected as Directors at an annual general meeting or who are appointed to vacancies which are unfilled following an annual general meeting or which arise during the Directors' term of office.
- 5.4 The number of Directors shall be no less than six and no more than eleven. _
- 5.5 No act or proceeding of the Directors shall be invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.6 No person shall be eligible for election as a Director unless he/she is a member of the Society in good standing.
- 5.7 The Directors shall retire from office at each annual general meeting when their successors shall be elected.
- 5.8 At each annual general meeting a slate of candidates for Director will be submitted by the Directors. Nominations for Director will also be accepted from the floor. Each Director proposed for election either by the Directors or from the floor shall advise the annual general meeting if there is a specific Officer position on the Board of Directors they propose to fill.
- 5.9 If more than eleven (11) candidates are nominated, the election of Directors shall be by ballot. Otherwise, Directors may be elected by acclamation.
- 5.10 Each member shall be entitled to vote for up to eleven (11) candidates on the first ballot. The eleven (11) candidates polling the most votes shall be declared elected.
- 5.11 In case of a tie involving the twelfth or lower ranked polled positions, the candidates shall be subject to elimination votes until eleven (11) Directors have been elected.

- 5.12 The Directors at their first meeting following their election or re-election at an annual general meeting shall, unless circumstances prevent it, appoint Directors to hold Officer positions on the Board of Directors. Officer positions will include, but need not be limited to: President, 1st Vice President, Secretary, Treasurer, and Ombusman.
- 5.13 A Director may hold more than one Officer position at the discretion of the Directors.
- 5.14 The Directors may at any time and from time to time appoint a member in good standing as a Director to fill a vacancy in the Directors.
- 5.15 A Director so appointed shall hold office only until the conclusion of the next following annual general meeting of the Society, but he/she shall be eligible for re-election at the meeting.
- 5.16 The members may by special resolution remove a Director before the expiration of his/her term of office and may elect a successor to complete the term of office.
- 5.17 No Director may be remunerated for acting as a Director but either a Director or Officer may be remunerated for acting as an Officer at the discretion of the Directors, and a Director or Officer shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

PART 6 - PROCEEDINGS OF DIRECTORS

- 6.1 There shall be at least five (5) meetings of the Directors each year to decide on matters of general business. Otherwise, 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.
- 6.2 A quorum at any meeting of the Directors shall be a majority of the Directors holding office at the time of the meeting.
- 6.3 The President or, in his/her absence, the First Vice-President shall preside as chairman at any meeting of the Directors.
- 6.4 The Directors shall have the power to make and enforce rules and regulations governing:
- (a) the affairs of the Society and the various services rendered by it;
 - (b) the safe and efficient operation of the activities of the Society; and
 - (c) the suspension of members;

and copies of all such rules and regulations shall be made available without charge to members of the Society.

- 6.5 The President or any five (5) Directors may at any time, and the Secretary shall on the requisition of the President or any five (5) Directors, summon a meeting of the Directors upon not less than two (2) days' notice given by mail, electronic mail or orally.
- 6.6 The Directors may delegate any, but not all, of their powers to committees consisting of at least one Director, and other members as they see fit, and may appoint the chairman of each such committee.
- 6.7 In the exercise of the powers so delegated, a committee shall conform to any terms of reference or regulations that may be imposed on it by the Directors.
- 6.8 The members of a committee may meet and adjourn as they think proper.
- 6.9 The chairman of a committee shall attend Directors meetings upon request and shall report on any plans which require approval by the Directors. The chairman shall also report to the Directors meeting next following the completion of a project or assignment by the committee.
- 6.10 Unless otherwise specified in these Bylaws, questions arising at any meeting of Directors or a committee of Directors shall be decided by a majority of votes. In case of an equality of votes, the chairman shall not have a second or casting vote.
- 6.11 No resolution proposed at a meeting of Directors or a committee of Directors need be seconded and the chairman of a meeting may move or propose a resolution.
- 6.12 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, shall be as valid and effective as if regularly passed at a meeting of Directors.
- 6.13 A Director may attend a Directors Meeting by telephone or video conference.

PART 7 -DUTIES OF OFFICERS

- 7.1 The President shall:
- (a) act as Chief Executive Officer of the Society and supervise the other Officers in the execution of their duties;
 - (b) preside at all meetings of the Society and the Directors, and generally perform the duties usual to the office of President. He/she may, at his/her discretion, call meetings of the Society or its committees and may appoint a nominating committee before each annual general meeting;
 - (c) exercise, in addition to his own powers, all powers of the Directors, but only in the case of an emergency when it is impossible for him/her to obtain a vote of the Directors; and
 - (d) have the power to suspend any parent, player, coach, manager or officer of a team from membership in the Society or from attendance at any Society sanctioned

event for ungentlemanly conduct on or off the ice, including but without limitation abusive language to any official, coach or other person, or for alleged falsification of any registration or record, and such suspensions shall be effective until reviewed by the Directors.

7.2 The First Vice-President shall perform the duties of the President in his/her absence;

7.3 The Ombudsman shall:

- (a) review and consider any complaint made or any problem arising with respect to the affairs or activities of the Society;
- (b) attempt to resolve the complaint or problem on an informal basis.
- (c) when he/she considers it to be necessary or appropriate, refer the complaint or problem to the Directors with a recommendation as to its disposition;
- (d) carry out such other duties as are prescribed in these Bylaws or as may be prescribed by the Directors from time to time.

7.4

7.5 The Secretary shall:

- (a) prepare and have custody of minutes of all meetings of the Society and the Directors;
- (b) file or cause to be filed, as and when required by the *Societies Act*, every notice, return or resolution that the Society is required to file in order to remain in good standing and otherwise comply with the *Societies Act*;
- (c) carry out such duties as are prescribed in these Bylaws or as may be prescribed by the Directors from time to time.

7.6 In the absence of the Secretary from a meeting, the President shall appoint any member to act as recording secretary at the meeting.

7.7 The Treasurer shall:

- (a) keep the financial records, including books of account, necessary to comply with the *Societies Act*;
- (b) render financial statements to the Directors, members and others when required;
- (c) deposit all monies of the Society to the Society's credit in a chartered bank, credit union or trust company as decided upon by the Directors; and
- (d) carry out such other duties as are prescribed in these Bylaws or as may be prescribed by the Directors from time to time.

- 7.8 The Directors may appoint such persons as they consider appropriate to the following positions:
- (a) Registrar
 - (b) Director of Hockey Operations;
 - (c) Fundraising Coordinator;
 - (d) Ice Scheduler;
 - (e) Equipment Manager;
 - (f) Risk Manager;
 - (g) Referee in Chief;
 - (h) Representative to Hockey Canada , B.C. Hockey and the P.C.A.H.A.; and
 - (i) such other positions as the Directors see fit.

The Directors shall specify administrative responsibilities and shall appoint such members or non-members and committees to fulfil such additional responsibilities as are in their opinion necessary to further the objects of the Society and the sport of minor hockey..

- 7.9 An Honorary President of the Society may be appointed at an annual general meeting for a term of not more than two (2) years. The Honorary President shall act as an adviser to the Directors and shall be entitled to vote at annual general meetings. There shall not be more than one (1) Honorary President at any given time.

PART 8 - COMPLAINTS AND APPEALS

- 8.1 Members or other persons wishing to lodge a complaint, protest or appeal with the Society may do so in writing by letter directed to the President, and the following procedures shall apply:
- (a) The Ombudsman will immediately investigate the matter raised in the letter and attempt to resolve it. If in his/her opinion he/she is or would be unable to resolve the matter satisfactorily, he/she will refer the matter to the President;
 - (b) On referral of the matter from the Ombudsman, the President will call a special meeting of the Directors to be held within fourteen (14) days to deal with the matter;
 - (c) The President will use reasonable efforts to ensure that all parties involved are given an opportunity to be heard by the Directors;

- (d) The President will inform the parties of the Directors' decision within seven days following the conclusion of the special meeting;
- (e) If the Directors decide to suspend any person and that person is dissatisfied with the decision or the manner in which it was reached, he/she may appeal the decision to the next annual general meeting or to a general meeting convened by requisition pursuant to these Bylaws. The decision of a majority of the members in general meeting with respect to an appeal shall be final and binding on the appellant and the Directors.

PART 9 - SEAL

- 9.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 9.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of either the President or the First Vice- President and the Secretary, or such person or persons as the Directors by resolution may authorize.

PART 10 - BORROWING, ACQUISITION OF PROPERTY AND INVESTMENT

- 10.1 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, borrow or raise any sum or sums of money from any bank, person or corporation selected by the Directors, upon the issue of debentures, mortgages or otherwise and on such terms as they think proper, and may execute or empower any person or persons on behalf of the Society to execute all acts and deeds necessary or advisable and to supply all securities and documents necessary, provided always that such action shall be taken only upon the passing of a special resolution of the Society.
- 10.2 In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, purchase, take on lease or in exchange, hire or otherwise acquire or hold any real or personal property or any interest therein that the Society may consider necessary or convenient and may mortgage, let, improve or develop the same and erect or maintain any necessary buildings or structures thereon.
- 10.3 The funds of the Society not required for immediate use may be kept on deposit in a chartered bank governed by the *Bank Act* of Canada or may be invested in securities authorized for investment by a trustee under the *Trustee Act*, R.S.B.C. 1996, c.464, as in force from time to time.

PART 11 - BANKING

- 11.1 Accounts shall be kept in the name of the Society at a bank, credit union or trust company selected by the Directors.
- 11.2 All cheques issued by the Society shall be signed by any two (2) Directors.

- 11.3 The Directors may also authorize from time to time such person or persons as they consider necessary to transact the Society's banking with the said bank, credit union or trust company and to sign and execute on behalf of the Society all documents, securities, agreements, promises and pledges.

PART 12 - FINANCIAL YEAR

- 12.1 The financial year of the Society shall be as established by the Directors from time to time.

PART 13 - BOOKS OF ACCOUNT

- 13.1 The books of account, records and minutes of the Society shall be retained and shall be available for inspection by the members upon request at such times as the Directors shall designate.

PART 14 - AUDITOR

- 14.1 At each annual general meeting the Society may appoint an auditor to hold office until he/she is re-appointed or his/her successor is appointed at the next annual general meeting.
- 14.2 An auditor may be removed by ordinary resolution.
- 14.3 An auditor shall be promptly informed in writing of his/her appointment or removal.
- 14.4 No Director or employee of the Society may be appointed as auditor.
- 14.5 The auditor may attend general meetings.

PART 15 - INDEMNITIES AND SECURITY

- 15.1 Every Director or Officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society and his/her heirs, executors and administrators will be, from time to time and at all times, indemnified and saved harmless out of funds of the Society, from and against:
- (a) all liability, costs, charges and expenses whatsoever which that Director, Officer or other person sustains or incurs in or from any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office;
 - (b) all other liability, costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs of the Society;

except such liability, costs, charges and expenses as are occasioned by his/her own willful neglect or default.

- 15.2 The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is serving as a Director, Officer, employee or agent of the Society and his/her heirs or personal representatives against any liability incurred by him/her as such Director, Officer, employee or agent.
- 15.3 The Directors may require any Officer to give such security for the faithful performance of his/her duties as they may consider necessary or advisable.

PART 16 - AMENDMENTS TO THE CONSTITUTION OR BYLAWS

- 16.1 Neither the Constitution of the Society nor these Bylaws may be altered or added to except by special resolution passed at an annual general meeting or an extraordinary general meeting.
- 16.2 Proposed amendments to the Constitution or Bylaws must be delivered in writing to the Secretary at least four (4) weeks prior to the date of the meeting at which they are to be considered. Notice of a proposed amendment to the Constitution or Bylaws shall be duly entered in the minutes and a copy of any approved amendment shall be sent forthwith to every member in good standing.

PART 17 - AFFILIATION

- 17.1 The Society shall maintain affiliation with Hockey Canada, B.C. Hockey and the P.C.A.H.A or successor organizations and shall observe all rules and regulations by which those associations are governed.

PART 18 - NOTICE TO MEMBERS

- 18.1 A notice or correspondence may be provided to a member either personally, by posted mail or by electronic mail to the appropriate address provided to the Society by the member..
- 18.2 A notice sent by posted mail shall be deemed to have been received on the second day following the day on which the notice is posted. A notice sent by e-mail shall be deemed to have been received at the time it was sent.
- 18.3 Notice of a general meeting shall be given to:
- (a) every member shown on the register of members on the date on which notice is given; and
 - (b) the auditor, if any.
- 18.4 No other person is entitled to receive a notice of general meeting.

PART 19 - BYLAWS

- 19.1 On being admitted to membership, each member is entitled to receive a copy of the Constitution and Bylaws of the Society upon request and upon payment of such reasonable charge, not exceeding the amount specified in the *Societies Act* or its Regulations, as may be fixed by the Directors from time to time.

PART 20 — PREVIOUSLY UNALTERABLE PROVISIONS FROM THE SOCIETY'S PRE-TRANSITION CONSTITUTION

- 20.1 The operation of the Society is to be chiefly carried on in the Municipality of West Vancouver, in the Province of British Columbia.
- 20.2 In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to one or more registered charities, as defined in the *Income Tax Act* of Canada, as may be determined by the members of the Society at the time of winding up or dissolution.
- 20.3 The purpose of the Society shall be carried out without purpose of gain to its members, and any profits or other accretions to the Society shall be used for promoting its purposes, and all of the said purposes shall be carried on exclusively on a charitable basis.