

Bylaws of North Vancouver Minor Hockey Association (the "Association")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Association;

"Bylaws" means these Bylaws as altered from time to time;

"Governing Bodies" means **Pacific Coast Amateur Hockey Association ("PCAHA"), British Columbia Hockey ("BCH") and Hockey Canada ("HC").**

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Membership

2.1 A person shall become a member of the Association and must be:

- (a) A player or any parent or guardian or direct family member of any player upon payment of the prescribed fee; or
- (b) Any person over the age of sixteen (16) who is actively involved as a volunteer in the general work of the Association.

Duties of members

2.2 Every member must uphold the constitution of the Association and must comply with these Bylaws and uphold the reputation of the Association.

Amount of membership fees

2.3 The amount of the annual membership fees, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership fees, if any, and the member is not in good standing for so long as those fees remain unpaid.

Member not in good standing may not vote

2.5 A member who is not in good standing:

- (a) may not vote at an annual nor general meeting nor participate in an annual nor general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

2.6 A person's membership in the Association is terminated if the person is not in good standing for six (6) consecutive months.

2.7 A person's membership is terminated at the discretion of the Board and upon due notification for conduct deemed to be improper, unbecoming, or likely to endanger the interest or reputation of the Association, or who wilfully commits a breach of the Constitution or By-Laws of the Association.

Cessation of membership in the Association

2.8 A person shall cease to be a member of the Association:

- (a) By delivering their resignation in writing to the Secretary of the Association; or
- (b) Where the membership is based solely on a person being a parent or guardian of a player, when that player ceases to be registered as a player in the Association; or
- (c) On their death; or
- (d) On being expelled.

Lifetime membership in the Association

2.9 Any member who has served this Association for at least five (5) years and rendered outstanding and meritorious service to the Association may be elected a Life Member at any regular meeting of the Board during the current season. Life members shall have the privilege of acting in an advisory

capacity to the Board and shall be accorded all rights and privileges of other members.

- 2.10** Nominations for Life Membership may be submitted in writing to the Awards Committee, signed by a member in good standing, detailing the service for which the honour is bestowed. The Awards Committee shall then submit the nominations (if any) to the Board for approval.

PART 3 – PLAYER REGISTRATION

Annual Fees

- 3.1** Each player registered with the Association shall be assessed an annual registration fee and other fees as applicable, set by the Board, prior to the current season's registration period. Registration and other fees include registration fees, rep try-out fees, fees assessed by Governing Bodies for membership and rep and house team fees.
- 3.2** The Board shall have the discretionary power to waive, in whole or in part, player registration fees and other associated fees, in exceptional circumstances. The Board may delegate this power to a committee composed of any two of the President, Vice-President, Treasurer and Secretary.

PART 4 – GENERAL MEETINGS OF MEMBERS

Time and place of annual and general meetings

- 4.1** The Annual General Meeting of the Association shall be held on or before May 15 in each year. Notice of the Annual General Meeting shall be advertised once in the local media at least fourteen (14) days prior to the date of the Annual General Meeting. General Meetings of the Association may be held at such time or times as the Board may decide. Notice of any such General Meetings shall be advertised once in the local media, at least fourteen (14) days prior to the date of the General Meeting.

Ordinary business at general meeting

- 4.2** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Association presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;

- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

4.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

4.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the Chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the President,
 - (ii) the Vice-President, if the president is unable to preside as the Chair, or
 - (iii) one of the other directors present at the meeting, if both the President and Vice-President are unable to preside as the Chair.

Alternate chair of general meeting

4.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the Chair.

Quorum required

4.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for annual and general meetings

4.7 The quorum for the transaction of business at an annual or general meeting is twenty (20) voting members.

Lack of quorum at commencement of meeting

- 4.8** If, within thirty (30) minutes from the time set for holding an annual or general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 4.9** If, at any time during an annual or general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by Chair

- 4.10** The chair of a annual or general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned annual or general meeting

- 4.11** It is not necessary to give notice of a continuation of an adjourned annual or general meeting, or of the business to be transacted at a continuation of an adjourned annual or general meeting except that, when an annual or general meeting is adjourned for thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at annual general meeting

- 4.12** The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
 - (b) determine that there is a quorum;
 - (c) approve the agenda;
 - (d) approve the minutes from the last annual general meeting;
 - (e) deal with unfinished business from the last general meeting;
 - (f) if the meeting is an annual general meeting,

- (i) receive the directors' report on the financial statements of the Association for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

4.13 At an annual or general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

4.14 Decisions shall be by a majority of votes cast except as otherwise provided by these By-Laws or in the Act. The chair of an annual or general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

4.15 Voting by proxy is not permitted.

Matters decided at an annual or general meeting by ordinary resolution

4.16 A matter decided at an annual or general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

4.17 At the Annual General Meeting and at all General Meetings of the Association, every member present and in good standing is entitled to one vote, and the President shall have a casting vote in the event of a tie, being the only vote the President shall have.

PART 5 – DIRECTORS

Number of directors

5.1 The Association must have no fewer than seven (7) and no more than eleven (11) directors.

Term of directors on Board

5.2 The directors of the Association shall be elected by members for a two (2) year term at an annual general meeting. Directors must be members of the Association.

Election or appointment of directors

5.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board by appointment

5.4 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, termination, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

5.5 A director appointed by the Board to fill a vacancy ceases to be a director at the next annual general meeting.

Failure to attend and removal

5.6 A director who fails to attend two (2) consecutive meetings of the Board without just cause may be removed as a director by a two-thirds vote of the directors of the Association.

PART 6 – DIRECTORS’ MEETINGS

Calling directors’ meeting

6.1 A directors’ meeting may be called by the President.

Notice of directors’ meeting

6.2 At least two (2) days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

6.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

6.4 The directors may regulate their meetings using a pre-established protocol.

Quorum of directors

6.5 The quorum for the transaction of business at a directors’ meeting is a majority of the voting directors.

PART 7 – BOARD POSITIONS

Election or appointment to Board positions

7.1 Within fourteen (14) days of the Annual General Meeting, the directors shall meet and elect from amongst their member, a President, Vice-President, Secretary and Treasurer. Directors must be elected or appointed to the following Board positions, and a director, other than the President, may hold more than one position:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer.

The directors may elect or appoint from their number, or from the members, such officers as they may deem necessary or requisite.

Role of President

7.2 The President is the Chair of the Board and is responsible for supervising the other directors in the execution of their duties. Directors shall perform all

such duties and chair such committees as directed by the President. In addition:

- (a) The President shall preside at all meetings of the Board, General and Annual General Meetings and shall perform the duties usual to the office of the President.
- (b) It shall be the duty of the President, immediately after the close of each Annual General Meeting, to set the date of the first meeting of the Board and appoint a Discipline Committee.
- (c) The President shall have the power to suspend or refer without suspension any team, player, team official, or member for unseemly conduct on or off the ice, abusive language to any of the officials, or for failure to comply with the North Vancouver Minor Hockey Association or Governing Bodies Constitution, By-Laws and Regulations, pending review of the incident by the Discipline Committee, or a panel thereof.
- (d) The President can present a motion but cannot vote on such motion.
- (e) The President does not vote in resolutions but does carry a tie-breaking vote.

Role of Vice-President

7.3 The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

Role of secretary

7.4 The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Association in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Association and making any other filings with the registrar under the Act.

Absence of Secretary from meeting

7.5 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of Treasurer

7.6 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Association's financial transactions;
- (c) preparing the Association's financial statements at the minimum on a quarterly basis;
- (d) making the Association's filings respecting taxes, and preparing and filing the Associations applications for government grants and funding.

Qualifications of Treasurer

7.7 The Treasurer shall possess a professional accounting designation. If the Treasurer does not have a professional accounting designation, the Board will seek a professional accounting firm to conduct day-to-day treasury activities and maintain a proper set of books to record transactions of the Association.

PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

8.1 These Bylaws do not permit the Association to pay to a director remuneration for being a director, but the Association may, subject to the Act, pay remuneration to a director for services provided by the director to the Association in another capacity.

No Director shall directly or indirectly receive any profit from his/her position or conducting business of the Association as such, provided that a Director may be reimbursed reasonable expenses incurred by him/her in the performance of his/her duties.

Signing authority

8.2 A contract or other record to be signed by the Association must be signed on behalf of the Association

- (a) by the President, together with one other officer from the executive committee, and
- (b) if the President is unable to provide a signature, by the Vice-President together with one other officer from the executive committee.

PART 9 – BOARD OF DIRECTORS

Composition

9.1 The Board shall consist of the Directors of the Association.

Powers and duties

9.2 The powers and duties of the Board shall include:

- (a) Filling vacancies that occur on the Board;
- (b) The power to suspend and/or take such disciplinary action that may be deemed necessary against any team, player, team official, referee, or Association member refusing to accept or obey any ruling of the Board.
- (c) The power by a two-thirds vote to forthwith remove from office any member of the Board who by being remiss or neglectful of duty or by conduct is tending to impair his usefulness as a member of the Board.
- (d) The power, at its discretion, to appoint special committees from the membership to handle various affairs of the Association. If required by the Board, such committees shall be required to maintain formal records of their meetings.

Part 10 – DISCIPLINE COMMITTEE

Form of committee

10.1 There shall be a Discipline Committee, chaired by the Vice-President and composed of the Vice-President and six (6) persons, who need not be directors or members, appointed by the President at the first meeting of the Board. The Vice-President, may establish one or more panels composed of any three (3) members of the Discipline Committee.

10.2 An Ombuds Committee consisting of a Chair and at least two (2) committee members chosen from the ranks of the Association Life Members and appointed by the President shall operate independently of the Board, Discipline Committee or other such Association committees. The Ombuds Committee is to review decision of appeals by the Board and Discipline Committees.

Duties

10.3 The duties of the Discipline Committee, or a panel established by the Vice President, shall include:

- (a) Reviewing decisions of the President made under By-Law 7.2(c), and upon such review the Discipline Committee, or a panel thereof, may uphold or make recommendation to the President to modify the suspension and under the direction of the president take such further or other disciplinary actions as it may deem necessary.
- (b) Review misconduct penalties (ten (10) minute, game, gross, match) assessed players and team officials of the Association ruled upon by Governing Bodies for an evident pattern of disrespect for the rules as directed by the President.

Delegation

10.4 If the Vice President is granted the President's power under By-Law 7.3 then the Vice President's authority under this By-Law shall be delegated to another director determined by the Vice President for the period that the Vice President has been granted the President's power under By-Law 7.3.

Part 11 – APPEALS FROM THE DISCIPLINE COMMITTEE AND BOARD OF DIRECTORS

- 11.0** Any team, player, team official or member may appeal any decision of the Discipline Committee, or a panel thereof, to the Board of the Association.
- 11.1** Any appeal to the Board by the aggrieved party shall be in writing, and shall set out the grounds for the appeal and the particulars pertaining to the case and shall be delivered to the Secretary of the Association within seven (7) days of being notified of the decision of the Discipline Committee, or a panel thereof.
- 11.2** The appeal will be heard at the next meeting of the Board.
- 11.3** The Board may re-admit any team, player, team official or member or uphold or modify any decision made by the Discipline Committee, or a panel thereof, and may take such further or other disciplinary action as it may deem necessary.
- 11.4** Any aggrieved team, player, team official or member may appeal any decision of the Board made pursuant to this By-Law hereof, to the Association Ombuds Committee established under the By-Laws and provisions of the Association, amended from time to time. The Ombuds Committee can make recommendation to the Board to review its decisions, uphold the decision of the Board or provide no opinion.

Part 12 – MISCELLANEOUS MATTERS

Fiscal year

12.0 The fiscal year of the Association shall be from April 1 to March 31.

Part 13 – AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

Requirements to amend

13.0 Amendments to the Constitution and By-Laws shall require a majority of not less than two-thirds of the members voting.

END