

Bylaws of Nanaimo Minor Hockey Association (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

- (a) **"Act"** means the *Societies Act* of British Columbia as amended from time to time;
- (b) **"Board"** means the directors of the Society; and
- (c) **"Bylaws"** means these Bylaws as altered from time to time.

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

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Membership of parents and guardians

2.2 Every parent and guardian who signs a player's registration form and submits it to the Society is a member (subject to payment of fees under bylaws 2.9 and 2.10) until June 15 of the year following submission of the player's registration form.

2.3 For greater certainty (and subject to payment of fees under bylaws 2.9 and 2.10), if a parent or guardian signs more than one player's registration form, the parent or guardian is only entitled to one vote but each parent or guardian may sign a player's registration form if they are multiple players in the same household and each parent or guardian signing a form shall have one vote.

Membership of coaches and managers

2.4 Every person registered on a Hockey Canada Roster (or successor document) as a head coach, assistant coach, manager or safety person is a member until June 15 following their registration.

Membership of on ice officials

2.5 Every person who is an on ice official of the Society is a member until June 15 following the date they were an on ice official for the Society.

Membership of director

2.6 Every person who is a director is a member as long as they remain a director.

Member must be 18

2.7 Despite bylaws 2.2, 2.4, 2.5 and 2.6 no person under 18 may be a member.

Duties of members

2.8 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.9 The amount of the membership dues, if any, must be determined by the Board and any player registration fees are membership fees of that parent or guardian.

Member not in good standing

2.10 A member is not in good standing if the member is suspended under bylaws 2.11 or 2.12 or fails to pay the member's membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.11 A voting member who is not in good standing

- (a) may not vote at a 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 if member not in good standing

2.12 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Notice of general meeting

3.2 Written notice of the date, time and location of a general meeting must be sent to every member of the Society at least 21 days before the meeting and not more than 60 days before the meeting.

3.3 Notice of a general meeting of the Society if the Society has more than 250 members is deemed to have been sent under 3.2 if

- (a) notice of the date, time and location of the meeting has been sent, to every member of the Society who has provided an email address to the Society, by email to that email address, and
- (b) notice of the date, time and location of the meeting
 - (i) is published, at least once in each of the 3 weeks immediately before the meeting, in one newspaper with circulation within the City of Nanaimo, or
 - (ii) is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.

Ordinary business at general meeting

3.4 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society 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

- 3.5 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

- 3.6 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 first vice-president, if the president is unable to preside as the chair, or
 - (iii) the second vice-president, if the president and first vice-president are unable to preside as the chair, or
 - (iv) one of the other directors present at the meeting, if all of the president, first vice-president and second vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.7 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 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

- 3.8 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 general meetings

3.9 The quorum for the transaction of business at a general meeting is 20 voting members.

Lack of quorum at commencement of meeting

3.10 If, within 30 minutes from the time set for holding a 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 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

3.11 If, at any time during a 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

3.12 The chair of a 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 general meeting

3.13 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.14 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 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 Society 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

3.15 At a 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, 5 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

3.16 The chair of a 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

3.17 Voting by proxy is not permitted at a general meeting.

Matters decided at general meeting by ordinary resolution

3.18 A matter to be decided at a 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.

Official Rules of Order

3.19 The current edition of Roberts Rules of Order are the official rules of order covering all meetings of the Society's members, except where they are at difference with the Society's Bylaws in which case the Society's Bylaws shall take precedence.

Casting vote

3.20 The President shall be entitled to cast a vote at an general meeting.

PART 4 – DIRECTORS

Directors on Board

4.1 The President, General Manager/Competitive Director, Risk Manager and 7 directors at large shall be the directors of the Society and the Board.

Election of directors

4.2 At each annual general meeting in a year ending in an even number, the voting members entitled to vote for the election of directors must elect or acclaim the President, Risk Manager and 3 directors at large and the term of office of these directors shall be until the next annual general meeting in a year ending in an even number.

4.3 At each annual general meeting in a year ending in an odd number, the voting members entitled to vote for the election of directors must elect or acclaim the General Manager/Competitive Director and 4 directors at large and the term of office of these directors shall be until the next annual general meeting in a year ending in an odd number.

4.4 Separate elections shall be held for each office or director at large to be filled in bylaw 4.2 and 4.3.

4.5 An election may be made by acclamation otherwise it shall be by secret ballot.

Directors may fill vacancy on Board

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

Term of appointment of director filling casual vacancy

- 4.7 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

First vice-president

- 4.8 The Board may, at any time, appoint a director as first vice-president to fill a vacancy that arises in that office as a result of the resignation, death or incapacity of the first vice-president during the first vice-president's term of office or expiry of the term office.
- 4.9 The first vice-president shall cease to hold office as first vice-president if he or she ceases to be a director and the first vice-president's term of office as first vice-president shall expire after each annual general meeting.

Second vice-president

- 4.10 The Board may, at any time, appoint a director as second vice-president to fill a vacancy that arises in that office as a result of the resignation, death or incapacity of the second vice-president during the second vice-president's term of office or expiry of the term office.
- 4.11 The second vice-president shall cease to hold office as second vice-president if he or she ceases to be a director and the second vice-president's term of office as second vice-president shall expire after each annual general meeting.

Removal of directors

- 4.12 A director of a society may be removed from office in accordance with the Act.
- 4.13 At the meeting at which a director is removed by the members, the members may elect or acclaim in accordance with these bylaws a person to fill any vacancy in the office of President, General Manager/Competitive Director, Risk Manager or director at large created by the removal.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

5.1 A directors’ meeting may be called by the president or by any 3 other directors.

Notice of directors’ meeting

5.2 At least 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

5.3 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

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors’ meeting is a majority of the directors or such other number or formula as the directors may determine.

Resolution without meeting

5.6 The directors of the Society may pass a directors’ resolution without a meeting if a majority of the directors consent to the resolution in writing including by fax, email or other electronic means.

Secretary

5.7 The Board must appoint an individual to record minutes at meetings.

PART 6 – BOARD POSITIONS

More than one office

6.1 A director, other than the first vice-president and second vice-president, may not hold more than one position on the Board.

Role of president

6.2 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of first vice-president

6.3 The first 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 second vice-president

6.4 The second vice-president is the second vice-chair of the Board and is responsible for carrying out the duties of the president if the president and the first vice-president are unable to act.

Role of the general manager/competitive director

6.5 The General Manager/Competitive Director is responsible for management of the Society and coordinating the Society's teams in all competitive divisions.

Role of risk manager

6.6 The Risk Manager is responsible for doing, or making the necessary arrangements for establishing and monitoring the risk management policy of the Society.

PART 7 COMMITTEES

Establish committees

7.1 The directors shall have authority to establish committees of the Society and to appoint members of committees including the chair and vice-chair of any committee or delegate authority for appointing members of committees including the chair and vice-chair.

Authority of Committee

7.2 The directors may delegate any, but not all, of their powers to committees.

Role of committee chair

7.3 The chair of a committee is responsible to chair the committee meetings and report to the directors.

Role of committee vice-chair

7.4 The vice-chair of a committee is responsible for carrying out the duties of the chair of the committee if the chair of the committee is unable to act.

Calling committee meeting

7.5 A committee meeting may be called by the chair or by any 3 other committee members.

Notice of committee meeting

7.6 Unless otherwise specified in these bylaws, at least 2 days' notice of a committee meeting must be given unless all the committee members agree to a shorter notice period.

Proceedings valid despite omission to give notice

7.7 The accidental omission to give notice of a committee meeting to a committee member, or the non-receipt of a notice by a committee member, does not invalidate proceedings at the meeting.

Conduct of committee meetings

7.8 A committee may regulate their meetings and proceedings as they think fit.

Quorum of committee

7.9 The quorum for the transaction of business at a committee meeting is a majority of the committee members or such other number or formula as the committee may determine.

Resolution without meeting

7.10 The members of a committee may pass a resolution without a meeting if a majority of the committee members consent to the resolution in writing including by fax, email or other electronic means.

PART 8 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

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

Signing authority

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

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Indemnity of Directors

8.3 The Society shall indemnify and save harmless every director and his heirs, executors, administrators and estate from all costs and expenses incurred by the director in the management, or supervision of the management, of the activities and internal affairs of the Society if the director acts in accordance with Act, regulations, constitution, bylaws, or any regulations, policies, procedures or decisions made by the Society.

PART 9 – APPEAL COMMITTEE

Appeal Committee

9.1 The President shall appoint up to 2 directors and 3 other persons to the appeal committee to serve until the next Annual General Meeting. The President may, at any time, appoint a person as a member of the appeal committee to fill a vacancy that arises on the appeal committee as a result of the resignation, death or incapacity during that person's term on the appeal committee of any person appointed by the President provided that not more than 3 persons shall be appointed who are not directors.

- 9.2 The President may appoint the chair or vice-chair of the appeal committee from its members. The Committee may appoint a chair or vice-chair if one has not been appointed by the President.

Appeal

- 9.3 Any team, player, team official, referee or member may appeal to the appeal committee any suspension of that team or person by the Society.
- 9.4 An appeal to the appeal committee from the decision of the Society may only be taken after all levels of appeal provided within the bylaws and regulations of the Society have been exhausted.
- 9.5 The Appeal Committee can only hear an appeal under one of the following grounds:
- (a) The decision of the original hearing was made without authority or jurisdiction;
 - (b) Irregularities in procedure of the original hearing that may have caused an unjust decision;
 - (c) The decision of the original hearing was reached in an unjust manner;
 - (d) New evidence not used in the original hearing can be presented which may have an effect on the decision – provided that there is a reasonable explanation for the failure to present that evidence at the original hearing.
- 9.6 The person or a representative of the team may provide written notice to the Society of the decision to be appealed, the grounds of the appeal and any other information necessary for the appeal and payment of \$100 to the Society.
- 9.7 The appeal committee may request any information necessary to adjudicate the appeal including information from the person(s) that made the decision under appeal.

Notice of Appeal Hearing

- 9.8 The appeal committee shall provide to any person appealing a decision at least 7 days' notice of the appeal committee meeting at which the appeal will be considered and will include any materials to be considered by the appeal committee not provided by the person appealing a decision including, without limiting the foregoing, any the reports of any referees, linesmen or other game officials.

- 9.9 Written notice of the date, time and location of the meeting at which the appeal will be considered must be sent to the member that appealed and every member of the appeal committee at least 7 days before the meeting. Notice is deemed to be sent when notice is mailed to the last address of the person appealing or each person on the appeal committee provided to the Society or, if a person appealing or each person on the appeal committee has provided an email address to the Society, by email to that email address, or if delivered in person to the person appealing or each person on the appeal committee.
- 9.10 The accidental omission to give notice of an appeal committee meeting to a person appealing, or the non-receipt of a notice by the person appealing, does not invalidate the suspension or the denial of an appeal.
- 9.11 If the person appealing attends the appeal committee meeting, the person appealing will be given an opportunity to state their position and answer any questions of the appeal committee.

Quorum of appeal committee

- 9.12 The quorum for the transaction of business at an appeal committee hearing or meeting is 3.

Decision

- 9.13 The appeal committee upon hearing the appeal may by a resolution passed by a simple majority of the votes cast may re-admit any member or participant, and may uphold or modify any decision under appeal.

PART 10 –BORROWING

- 10.1 The society may borrow money, and issue bonds, debentures, notes or other evidences of debt obligations at any time, to any person, and for any consideration that the directors may determine provided that the Society may not grant a mortgage or security interest in its assets without the approval of a Special Resolution.

PART 11 – ALTERATION OF CONSTITUTION AND BYLAWS

- 11.1 Unless otherwise provided, the constitution and these bylaws must not be altered or added to except by a Special Resolution.

PART 12 - AFFILIATION

- 12.1 This Society shall be affiliated with the Canadian Hockey Association, the British Columbia Amateur Hockey Association and the Vancouver Island Amateur Hockey Association and shall operate in a manner consistent with their constitutions, bylaws, regulations and rules.

PART 13 – DISSOLUTION

- 13.1 Upon dissolution of the Society and after the payment of all debts and liabilities the remaining property of the Society shall be distributed or disposed of to charitable organizations or organizations the object of which are beneficial to the community of Nanaimo, as the Board of Directors of the Society may specify. This provision may only be altered by (a) a resolution passed at a general meeting by all of the votes cast by the voting members, whether cast in person or by proxy or (b) a resolution consented to in writing by all of the voting members.