

SALMON ARM MINOR HOCKEY ASSOCIATION

CONSTITUTION

(as amended by special members resolution dated _____, 2012)

ARTICLE 1

NAME OF THE SOCIETY

The name of the Society is "Salmon Arm Minor Hockey Association" hereinafter referred to as the "Society".

ARTICLE 2

PURPOSES OF THE SOCIETY

The objectives of the Society are:

- a. To foster, improve, promote, and encourage the sport of amateur hockey.
- b. To promote sportsmanship and good citizenship within the Society and within the community.
- c. To formulate and deliver an effective amateur hockey program.
- d. To promote positive and respectful communication throughout the Society.
- e. To elevate awareness of the responsibilities of the Hockey Public in ensuring the game is played in a positive environment.
- f. To raise money by membership fees, annual membership dues, registration fees, fines, subscriptions, assessments, donations, gifts, grants, sales, rentals, borrowing, sponsorship, fundraising by other means and by the issue of bonds and/or debentures which may be secured by a Mortgage or Mortgages upon the assets of the Society.

- g. to promote and encourage effective communication and awareness of the interests, ideas and concerns of parents of minor hockey participants, amongst the community in general, and existing minor hockey associations in particular.
- h. To affiliate with and cooperate with other local amateur hockey associations, Regional (Okanagan Mainline Amateur Hockey Association), Provincial (BC Hockey), and National (Hockey Canada) governing bodies.
- i. To establish and maintain uniform playing rules in accordance with rules laid out by BC Hockey and Hockey Canada.
- j. To enforce the rules of amateur hockey as adopted by the Society.
- k. To develop coaches and other officials and to ensure they have the necessary credentials, as dictated by BC Hockey and/or Hockey Canada.
- l. To actively promote and support equal access to hockey programs and services regardless of gender, sexual orientation, ethnic origin, racial origin or religion.
- m. To encourage volunteers within the Society to put the needs of the game ahead of any personal interests.
- n. To enable the parents of minor hockey participants to share resources and information.
- o. To hold assets, both personal property and real property, to assist in attaining the above objects.

- p. To do everything incidental and necessary to promote and attain the foregoing objects.

**ARTICLE 3
PLACE OF OPERATION**

The operations of this Society are to be primarily carried on in the community of Salmon Arm, Province of British Columbia.

**ARTICLE 4
AFFILIATION**

As an unalterable provision of this Constitution, this Society shall be affiliated with Okanagan Mainline Amateur Hockey Association, BC Hockey and Hockey Canada.

**ARTICLE 5
DISSOLVING**

In the event that the Society should be dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization with similar objectives in the Province of British Columbia, as directed by the members. Should the Society which received charitable gaming funds from licensed charitable gaming and/or direct charitable access, dissolve or cease to exist, then all gaming monies or assets purchased with gaming funds held at the date of dissolution shall be distributed by the Society to a recognized charitable organization or organizations in British Columbia having a similar charitable purpose. This provision is unalterable.

**ARTICLE 6
NOT FOR PROFIT**

As an unalterable provision of this Constitution, the purpose of this Society shall be not for profit.

SALMON ARM MINOR HOCKEY ASSOCIATION

BYLAWS

Part 1- Interpretation

1. 1) In these bylaws, unless the context otherwise requires:

"Directors" means the Directors of the Society for the time being;

"Society Act" means the Society Act of British Columbia [RSBC 1996] Chapter 433 from time to time in force and all amendments to it;

"registered address" of a member means the member's address as recorded in the register of members.

- 2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2. 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

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

- 1) Any person of good character shall be eligible for membership in the Society. Persons under the age of nineteen (19) years may be admitted as a member of the Society and/or appointed to any office and he will be liable for the payment

of the membership fees and dues as if he were of full age. Corporations may be admitted to membership in the Society and may be represented by an authorized representative designated by that Corporation.

- 2) The membership fee shall be One (\$1.00) dollar and the annual membership dues shall be determined by the Society at each Annual General Meeting, provided however, that parents or legal guardians of players properly registered and in good standing in this Society, shall be deemed to be paid up members of this Society, and further provided that all officials elected at a General Meeting or appointed by this Society, e.g., coaches, managers, referees, etc., and other game officials, shall also be deemed to be paid up members for an entire year encompassing the season in which they perform their duties.

4. A person may apply to the Board of Directors for membership in the Society and, on acceptance by the Board of Directors, is a member.

5. Every member must observe, abide by and uphold the constitution, bylaws and regulations of the Society.

6. All members are in good standing except a member who has failed to pay their current annual membership dues, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as payment of same is overdue.

7.
 - 1) All members in good standing shall have all the rights and privileges granted by the Society.
 - 2) Each member in good standing shall be entitled to attend all general meetings and to hold office in the Society.
 - 3) All members in good standing shall be entitled to attend all or any open Board of Directors meetings with no voting privileges.

8. **A person ceases to be a member of the Society;**
 - 1) **by delivering his or her resignation in writing to the Secretary of the Society or by mailing, electronic submission, or delivering it to the address of the Society,**
 - 2) **on his or her death or, in the case of a corporation, on dissolution,**
 - 3) **on being expelled, or**
 - 4) **on having been a member not in good standing for 12 consecutive months.**

9. **1) A member may be expelled;**
 - a) **by a special resolution of the members passed at a General Meeting. by an ordinary resolution of the Board of Directors for failure to pay the annual membership dues within three months from the date they are set by the Annual General Meeting; or**
 - b) **by a special resolution of the Board of Directors for having allegedly committed unsportsmanlike or improper conduct at any of the activities of the Society or of other similar organizations, or is guilty of any other form of gross misconduct, in any location.**

- 2) **The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.**

- 3) **The person who is the subject of the proposed special resolution for expulsion must be given an opportunity to be heard at the meeting before the special resolution is put to a vote.**

Part 3 - Meetings of Members

10. General meetings of the Society must be held at the time and place, in accordance with the Society Act, that the Board of Directors decides.
11. Every general meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
12.
 - (1) Notice of all general meetings must specify the place, day and time of the meeting, and, in case of special business, the general nature of that business.
 - (2) 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) These provisions to call a general meeting are in addition to the ability of the members to requisition a meeting as outlined in the Society Act.
13. The first Annual General Meeting of the Society must be held not more than 15 months after the date of incorporation and after that an Annual General Meeting must be held following the close of the hockey season and in any event, prior to the last Sunday in May of each year.

Part 4 - Proceedings at General Meetings

14. Special business is;
 - 1) all business at an Extraordinary General Meeting except the adoption of rules of order, and
 - 2) all business conducted at an Annual General Meeting, except the following:

- a) the adoption of rules of order;
 - b) the consideration of the financial statements;
 - c) the report of the Directors;
 - d) the report of the auditor, if any;
 - e) the election of Directors;
 - f) the appointment or waiver of the appointment of an auditor, if required;
and
 - g) the other business that, under these bylaws, ought to be conducted at an Annual General Meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
15. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a General Meeting at a time when a quorum is not present.
- (2) If at any time during a General Meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 8 voting members present or a greater number that the members may determine in advance at a prior General Meeting.
16. 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 members, must be terminated,

but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

17. Subject to bylaw 18, the President of the Society must preside as chair of a General Meeting, but in the Presidents absence, the order of seniority to act as chair shall be the Vice President, the Secretary, the Treasurer, or in the absence of which, one of the other Directors present.
18. If at a General Meeting there is no President, vice President or other Director present within 15 minutes after the time appointed for holding the meeting, or the President and all the other Directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
19.
 - (1) A General Meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.
20.
 - (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
 - (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the

proposed resolution does not pass.

21. (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands except for;
 - a) the election of Officers and Directors which shall be conducted by secret written ballot.
 - b) when a member demands a poll on any question, in which case the vote shall be conducted by secret written ballot.
 - (3) Voting by proxy is not permitted.
22. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.

Part 5 - Directors and Officers

23. (1) The Board of Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that 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, that are made from

time to time by the Society in a General Meeting.

- (2) A rule, made by the Society in a General Meeting, does not invalidate a prior act of the Board of Directors that would have been valid if that rule had not been made.
- 24.
- (1) The President, past President, vice President, Secretary, Treasurer (the "Officers" of the Society and collectively the "Executive Committee") and the other elected Directors are the Directors of the Society.
 - (2) The number of Directors must be the Officers of the Society and 5 or a greater number of other Directors determined from time to time at a General Meeting.
 - (3) A single person may hold more than one office except for the offices of President and Vice President.
 - (4) The term of office for each elected Director and Officer shall be one year.
- 25.
- (1) A Director and Officer ceases being a Director and/or Officer when;
 - a) at each Annual General Meeting their successors are elected;
 - b) they cease to become a member of the Society;
 - c) they are expelled from office by a special resolution of the members;
 - d) they tender their resignation to the Secretary;
 - e) they become deceased;
 - f) they are an undischarged bankrupt; or

- g) They are found by a court, in Canada or elsewhere, to be incapable of managing their own affairs.

- (2) Separate elections must be held for each office to be filled.

- (3) An election may be by acclamation, otherwise it must be by ballot.

- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.

- 26. (1) The Board of Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.

- (2) A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society, but is eligible for re-election at the meeting.

- 27. (1) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former Director.

- (2) An act or proceeding of the Board of Directors is not invalid merely because there are less than the prescribed number of Directors in office.

- 28. The members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

- 29. A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

Part 6 - Proceedings of Directors

- 30 (1) The Board of Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The Board of Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.
- (3) The President is the chair of all meetings of the Board of Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the vice President must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.
- (4) A Director may at any time, and the Secretary, on the request of a Director, must, convene a meeting of the Board of Directors.
31. (1) The President and the Board of Directors may both delegate any, but not all, of their powers to committees consisting of the Director or Directors and other persons as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board of Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board of Directors held after the act or thing has been done.
32. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.

33. The members of a committee may meet and adjourn as they think proper.
34. For a first meeting of the Board of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.
35. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, cable, electronic mail (E-mail) of any meeting of the Board of Directors and may at any time withdraw the waiver, and until the waiver is withdrawn;
- 1) a notice of meeting of the Board of Directors is not required to be sent to that Director, and
 - 2) any and all meetings of the Board of Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.
36. (1) Questions arising at a meeting of either the Board of Directors or committees must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
37. A resolution proposed at a meeting of the Board of Directors or committee need not be seconded, and the chair of a meeting may move or propose a resolution.
38. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of the Board of

Directors.

Part 7 - Duties of Officers

39. The President must do the following:

- 1) preside at all meetings of the Society, the Executive Committee and of the Board of Directors;
- 2) be the chief executive officer of the Society and supervise the other Officers in the execution of their duties;
- 3) be responsible for ensuring the observation and enforcement of all By-Laws, Rules and Regulations, supervise all activities of the Society, and shall make a report thereon at every Annual General Meeting of the Society; and
- 4) be an ex-officio non-voting member of all committees.

40. The Vice President must do the following:

- 1) carry out the duties of the President during the President's absence;
- 2) assist the President in the performance of his duties; and
- 3) liaise with and coordinate the activities of the Committees.

41. The Secretary must do the following:

- 1) conduct the correspondence of the Society;
- 2) issue notices of meetings of the Society, the Committee and the Board of Directors;

- 3) ensure that minutes are recorded and kept of all meetings of the Society and Board of Directors;
- 4) ensure the safe custody of all records and documents of the Society except those required to be kept by the Treasurer;
- 5) ensure the safe custody of the common seal of the Society; and
- 6) maintain the register of members.

42. The Treasurer must do the following:

- 1) ensure the safe custody of the financial records, including books of account, necessary to comply with the Society Act;
- 2) receive all monies payable to the Society and shall forthwith deposit them to the Society's bank account;
- 3) render financial statements and/or reports to the Directors, members and others when required; and
- 4) conduct the financial business of the Society as directed by the Board of Directors.

43. 1) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.

- 2) If a Secretary Treasurer holds office, the total number of Directors must not be less than 5 or the greater number that may have been determined under bylaw 24 (2).

44. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

Part 8 – Seal

45. The Board of Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
46. The common seal must be affixed only when authorized by a resolution of the Board of Directors and then only in the presence of no less than two persons specified in the resolution, or if no persons are specified, in the presence of either;
- 1) the President and Secretary;
 - 2) the President and Treasurer; or
 - 3) The President or Secretary and any two other Directors.

Part 9 - Borrowing

47. In order to carry out the purposes of the Society the Board of Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
48. A debenture must not be issued without the authorization of a special resolution.
49. The members may, by special resolution, restrict the borrowing powers of the Board of Directors, but a restriction imposed expires at the next Annual General Meeting.

Part 10 - Auditor

50. This Part applies only if the Society is required or has resolved to have an auditor.
51. The first auditor must be appointed by the Board of Directors and they have the sole authority to fill all vacancies occurring in the office of auditor.
52. At each Annual General meeting the Society must appoint or waive the appointment of an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting. The auditor must be either a Chartered Accountant or a Certified General Accountant.
53. An auditor may be removed by ordinary resolution.
54. An auditor must be promptly informed in writing of the auditor's appointment or removal.
55. A Director or employee of the Society must not be its auditor.
56. The auditor may attend general meetings.

Part 11- Notices to Members

57. A notice may be given to a member by any one or more of the following means;
 - 1) personally;
 - 2) by electronic facsimile;
 - 3) by mail to the member at the member's registered address;
 - 4) by electronic mail (E-mail) to the members registered E-mail address; or

- 5) by advance publication in a local newspaper circulating generally in the majority of the area of the municipality of Salmon Arm British Columbia no less than 14 days in advance of the date of the proposed meeting.
58. (1) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- (2) A notice published in a local newspaper shall be deemed to have been sent at the date and time when same was published and distributed by that newspaper.
- (3) A notice sent by electronic facsimile is deemed to have been given on the first day following the day on which the electronic facsimile was sent.
- (4) A notice sent by Electronic mail (E-mail) shall be deemed to have been given on the first day following that on which the notice is sent, and in providing that notice has been given it is sufficient to prove the notice was properly sent via electronic means and that no subsequent notice was received indicating that the E-mail could be not or was not delivered. It is also necessary that the notice be prominently posted by the Secretary on the Salmon Arm Minor Hockey Association website.
- 59 (1) Notice of a General Meeting must be given to every member shown on the register of members on the day notice is given, and the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of a General Meeting.

Part 12 - Bylaws

60. On being admitted to membership, each member is entitled to request, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.
61. These bylaws must not be altered or added to except by special resolution.
- 1) The Secretary must be provided no less than 30 days written notice of the proposed special resolution along with all pertinent details.
 - 2) The Secretary must then provide the Directors and all members with no less than 14 days written notice of the proposed special resolution along with all pertinent details.
 - 3) The above requirements are in addition to those imposed by the Society Act for special resolutions.

Part 13 - Financial Affairs

62. All money of the Society shall be deposited in the Society's bank account which must be maintained in a branch of one of the Chartered Banks of Canada or a Credit Union in British Columbia to be designated by the Board of Directors.
63. All payments made by or on behalf of the Society shall be made by cheque drawn on the Society's bank account signed by not less than two (2) Officers of the Society to be designated by the Society from time to time.
64. The financial records and accounts of the Society shall be reviewed annually by a qualified accountant to be appointed by the Society at its Annual General Meeting, or failing such appointment, to be appointed by the Board of Directors.

65. The funds of the Society may only be expended for such purposes as may be determined necessary for the proper carrying on of the affairs of the Society, including but not limited to, the general operating expenses, repairs and expenses etc.
66. The books, records and financial statements of the Society may be inspected by any member in good standing upon the consent of the Board of Directors, following the submission of a written application to the Secretary or the Treasurer.

Part 14 - Miscellaneous

67. The Society may, by ordinary resolution, become a member of and cooperate with any other Society or Association whose objects are in whole or in part similar to the objects of this Society.
68. 1) The Rules of Order of the Society shall be "Call to Order" by Herb Perry and Susan Perry of Big Bay Publishing Inc.
- 2) Where the provisions of Call to Order conflict with the provisions of these Bylaws then the Bylaws shall prevail.

Part 15 – Life Membership

69. As an honour, the highest that may be bestowed by the Society, the members may, at an Annual General Meeting of the Society, elect any current or past member of this Society as an Honorary Life Member.
70. The member must have served this Society as a member in good standing at least five (5) years and rendered outstanding or meritorious service in pursuing the objectives of the Society.
71. Nominations for Honorary Life Membership may be made by any member of the

Society. Such nominations must be submitted in writing to the Society's Secretary by at least four (4) weeks prior to the Society's Annual General Meeting, detailing the service for which the honour is to be bestowed.

- 72. Honorary Life Members shall have voting privileges at the Society's Annual General and Special General Meetings.**