

BYLAWS OF SURREY MINOR BALL HOCKEY ASSOCIATION

PART 1 – INTERPRETATION

- 1.1 (1) In these bylaws, unless the context otherwise requires,
- a) “Directors” means the Directors of the Society for the time being;
 - b) “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time enforce and all amendments to it;
 - c) “*Registered address*” of a member means his address as recorded in the register of members;
 - d) “*Minor*” means all the members of the Association who have not reached the age of 19 by June 30th of the year of registration.
- (2) The definitions of the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 1.2 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

- 2.1 The Members of the Association are the applicants for incorporation of the Association, 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 The following shall be eligible to become members of the Association:

- a) The parent or guardian of a minor who is registered with the Association shall have a (1) vote as a member of the Association;**
- b) Any sponsor of any team playing under the auspices of the Association will be an honorary member, but will not be a voting member.**
- c) All elected and appointed officials and adult coaches shall form part of the register of members and are voting members, for the year registered or while fulfilling an approved position.**
- d) All registered players, on paying the fee as set by the Board of Directors are members of the Association, for the year registered, but are not voting members.**

2.3 Every member shall uphold the constitution and comply with these bylaws.

2.4 The amount of the first annual membership dues shall be determined by the Directors and after that annual membership dues shall be determined at the annual general meeting of the Association

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

- a) On January 31st of the year following registration;**
- b) By delivering his resignation in writing to the Secretary of the Association or by mailing or delivering it to the address of the Association;**
- c) Upon his death or in the case of a corporation, on dissolution;**
- d) On being expelled;**
- e) On having been a member not in good standing for 12 consecutive months.**

- 2.6 (1) The Board of Directors, by a majority vote of all appointed Directors, at any duly constituted meeting shall have the authority to suspend or disqualify any voting member whose conduct is considered detrimental to the best interest of the Association.
- (2) Upon evidence of the misconduct of any member, the Referee must notify the Referee in Chief, who shall have full power to suspend or revoke the member from future participation pursuant to the Rule Book, or, in extraordinary situations, as he sees fit.
- (3) Members have 48 hours following notification of suspension in which to indicate their intention to appear.
- (4) Players may appeal to the discipline committee and appear with a parent/guardian and/or coach if they choose.
- (5) Other members shall appeal directly to the Board of Directors.
- 2.7 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Association and he is not in good standing so long as the debt remains unpaid.

PART 3 – MEETINGS OF MEMBERS

- 3.1 General meetings of the Association shall be held at the time and place, in accordance with the *Society Act*, that the Directors may decide.
- 3.2 Every general meeting, other than the Annual General Meeting, is an extraordinary general meeting.
- 3.3 The Board of Directors may, when they think fit, convene an extraordinary general meeting.

- 3.4 (1) Notice of a general meeting shall specify the place, day and hour of 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.
- 3.4 The first annual general meeting of the Association shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

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 general meeting, except,
- (i) The adoption of rules of order;
 - (ii) The consideration of the financial statements;
 - (iii) The report of the Board of Directors;
 - (iv) The report of the auditor, if any;
 - (v) The election of Directors;
 - (vi) The appointment of the auditor, if required, and
 - (vii) The other business that, 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 (1) 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.

- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum is 10 members present or a greater number that the members may determine at a general meeting.

- 4.3 If within 30 minutes from the time appointed for the 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 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.

- 4.4 Subject to bylaw 4.5, the President of the Association, the Vice President or in the absence of both, one of the other Directors present, shall preside as chairman of a general meeting.

- 4.5 If at a general meeting
 - a) There is no President, Vice President or other Director present within 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 Chairman,

The members present shall choose one of their number to be chairman.

- 4.6 (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall 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 transacted at an adjourned general meeting.
- 4.7
- (1) Every resolution proposed at a meeting need be seconded. The chairman of the meeting may move or propose a resolution.
 - (2) In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 4.8
- (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands.
 - (3) Voting by proxy is not permitted.
- 4.9
- (1) In order for an extraordinary resolution to pass, it must receive a 70% majority of the vote.

PART 5 – DIRECTORS AND OFFICERS

- 5.1
- (1) The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to
 - a) All laws affecting the Association
 - b) These bylaws; and
 - c) Rules, not being inconsistent with these bylaws, which are made from time to time by the Association in general meeting.

- (2) No rule, made by the Association in general meeting, invalidates a prior act of the Directors that would have been valid if the rule had not been made.

5.2 (1) The Directors of the Association shall be

- a) President;
- b) Vice President;
- c) Secretary;
- d) Treasurer;
- e) Technical Director;
- f) Referee-In-Chief;
- g) Registrar;
- h) Director of Development (player and game officials);
- i) Director of Awards and Sponsorship;
- j) Director of Divisions;
- k) Vice President of Administration

- (2) The number of Directors shall be 7 or such greater number as may be determined from time to time at a general meeting.

5.3 (1) The Board of Directors shall be elected for a 2 year term.

- (2) Separate elections shall be held for each office to be filled.
- (3) An election may be by acclamation; otherwise it shall be by a secret ballot.
- (4) If no successor is elected the person previously elected or appointed continues to hold office.

- 5.4 (1) The 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 shall hold office only until the conclusion of the term of the former Director.
- 5.5 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.6 The members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.
- 5.7 No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.

PART 6 – PROCEEDINGS OF DIRECTORS

- 6.1 (1) 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.
- (2) The quorum shall be a majority of the Directors then in office.
- (3) The President shall be Chairman of all meetings of the 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 shall act as Chairman; but if neither is present the Directors present may choose one of their number to be Chairman at that meeting.
- (4) A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.

- 6.2 (1) The Directors may delegate any, but not all, of their powers to committees consisting of such Members as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 6.3 The members of a committee may meet and adjourn as they think proper.
- 6.4 (1) Questions arising at any meeting of the Directors and Committees shall be decided by a majority vote.
- (2) In case of an equality of votes, the chairman does **not** have a second or casting vote.
- 6.5 No resolution proposed at a meeting of Directors or Committee need be seconded and the Chairman of a meeting may move or propose a resolution.
- 6.6 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 Directors.

PART 7 – DUTIES OF OFFICERS

- 7.1 (1) The President shall preside at all meetings of the Association and of the Directors.
- (2) The President is the chief executive officer of the Association and shall supervise the other Officers in the execution of their duties.
- 7.2 The Vice President shall
- a) Carry out the duties of the President during his absence;

- b) Assist the President with scheduling;
- c) Arrange for trophies, awards and sponsors;
- d) Be responsible for uniforms and equipment;
- e) Assist the Technical Director in dealing with coaches.

7.3 The Secretary shall

- a) Conduct the correspondence of the Association;
- b) Issue notices of meetings of the Association and Directors;
- c) Keep minutes of all meetings of the Association and Directors;
- d) Have custody of records and documents of the Association except those required to be kept by other Directors.

7.4 The Treasurer shall

- a) Keep the financial records, including books of account, necessary to comply with the *Society Act*;
- b) Render financial statements to the Directors, members and others when required.

7.5 The Registrar shall

- a) Maintain the register of members.

7.6 The Technical Director shall

- a) Recruit, assign, train, evaluate and assist coaches for the teams;
- b) Interpret and act as a liaison between the coaches and the referees/Referee-In-Chief;

- c) Assist the Referee-In-Chief to evaluate referees.

7.7 The Referee-In-Chief shall

- a) Recruit, assign, train, evaluate referees;
- b) Arrange for paying of referees;
- c) Issue suspensions pursuant to league rules or as required.

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

PART 8 – BORROWING

8.1 In order to carry out the purposes of the Association, the Directors may on behalf of and in the name of the Association raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing by the issue of debentures.

8.2 No debenture shall be issued without the sanction of a special resolution.

8.3 The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

PART 9 – INDEMNITY

- 9.1 (1) Subject to the provisions of the *Society Act*, the Directors shall cause the Association to indemnify a Director or former Director of the Association and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, actually and reasonably incurred by him or them including an amount paid to settle an action or satisfy a judgement in a civil, criminal or administrative action or proceeding to which he is or they are made a party by reason of being or having been a Director of the Association, including any action brought by the Association. Each Director of the Association on being elected or appointed shall be deemed to have contracted with the Association on the terms of the foregoing indemnity.
- 9.2 (2) The failure of a Director or Officer of the Association to comply with the provisions of the *Society Act* or of the Constitution or these Bylaws shall not invalidate any indemnity to which he is entitled under the Part.
- (3) The determination of any action, suit or proceeding by judgement, order, settlement, conviction or otherwise, shall not of itself, create a presumption that the person concerned did not act honestly and in good faith and in the best interests of the Association of which he is or was a Director and did not exercise the care, diligence, and skill of a reasonably prudent person, and with respect to any criminal or administrative action or proceeding, did not have reasonable grounds to believe that his conduct was lawful.
- (4) The Directors may cause the Association to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, Officer, employee or agent of the Association, and his heirs and personal representatives against any liability incurred by him as such Director, Officer, employee or agent.

PART 10 – NOTICES TO MEMBERS

- 10.1 (1) A notice may be given to a member, either personally or by electronic mail or posted to his/her address as provided by them.
- (2) Notices sent via electronic mail will be deemed to have been given on the day following the day on which the notice was sent. Proof that the notice was

sent to the address provided by the member is sufficient to establish receipt of the notice.

- (3) Notice of a general meeting shall be given to every member, who is not a minor, shown to be on the Register of Members on the day that the Notice is given.
- (4) No other person is entitled to receive a notice of general meeting.

PART 11 – BYLAWS

11. (1) On being admitted to membership, each member is entitled to, without charge, a copy of the constitution and bylaws of the Association.
- (2) These bylaws shall not be altered or added to except by special resolution.

Dated: October 6, 1994