



PROVINCE OF BRITISH COLUMBIA

SOCIETY ACT

FORM 3

CONSTITUTION

1. The name of the Society is GREATER VERNON MINOR HOCKEY ASSOCIATION.
2. The purposes of the Society are to be non-profit in nature and shall be:
 - (a) to foster, improve and perpetuate the playing of the game of hockey, and to foster sportsmanship and good citizenship;
 - (b) to ensure that minor hockey is played in accordance with the playing and registration rules as laid down by the Greater Vernon Minor Hockey Association, the BC Hockey and Hockey Canada as and where applicable; and
 - (c) to do all such things as are incidental or conducive to the attainment of any of the above objects or the exercise of the powers of the Society within the Greater Vernon area.
3. In the event of the dissolution or winding up of the Society in accordance with the provisions of the Society Act, all remaining assets, after payment of debts, shall be distributed to a society or registered charitable organization in the Greater Vernon area that is involved in minor sports as the directors of the Society may designate. This provision is unalterable.

BYLAWS

Part 1 – Interpretation

- 1.1 In these bylaws, unless the context otherwise requires:
 - (a) “player” means any person who has paid the registration fee and is registered and accepted as a player by the Association;
 - (b) “Directors” means the Officers and Directors of the Association for the time being;
 - (c) “family” means a father and/or mother and their children under the age of 19 years that all reside in the same home;
 - (d) “registered address” of a member means his address as recorded in the Register of Members or otherwise in the books of the Association;
 - (e) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all its amendments; and
 - (f) “Association” means the Greater Vernon Minor Hockey Association.
- 1.2 The definitions in the Society 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 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 A person may apply to the Directors for a membership in the Association and on acceptance by the Directors shall be a member. The Directors shall accept as members, upon payment of the membership fee of \$1.00:
 - (a) any parent or legal guardian of any player or referee who is insured and registered for the current season, under the age of 19 years; and
 - (b) any person over the age of 19 years who is actively involved in coaching, refereeing, or the administration of the Association for the current season; and
 - (c) any life members of the Association.
- 2.3 Notwithstanding Section 2.2, there will be a limit of one (1) membership per family.
- 2.4 Every member shall uphold the Constitution of the Association and shall comply with these Bylaws.
- 2.5 The amount of the first annual membership dues shall be determined by the Directors and after that the annual membership dues shall be determined at the Annual General Meeting of the Association.
- 2.6 A person shall cease to be a member of the Association:
 - (a) by delivering his resignation in writing to the Secretary of the Association or by mailing or delivering it to the address of the Association;
 - (b) on his death;
 - (c) pursuant to Section 2.7; or
 - (d) by having been a member not in good standing for twelve (12) consecutive months.
- 2.7 (a) The Conduct Committee by a majority vote, shall have the authority to reprimand, suspend or expel any member who shall infringe any rule of the Association, or whose conduct or action is prejudicial to the welfare and interest of the Association and render the member unfit for membership.
 - (b) Notwithstanding section 2.7(a) no member shall be expelled or suspended without first being summoned before the Conduct Committee to explain his/her conduct.
- 2.8 All members are in good standing except a member who has failed to pay his current annual membership fee or is in debt to the Association, and such a member is not in good standing so long as the fee or debt remains unpaid.
- 2.9 Only members in good standing shall have a vote at any annual, special or other general meeting of the Association and only such members shall be elected or appointed as Executive members of the Association.
- 2.10 As the highest honor that may be bestowed by the Association, life membership may be granted by a majority vote of the members at any Annual General Meeting to members who have served the Association for at least ten (10) years and have contributed outstanding service to minor hockey in the Greater Vernon area.

Part 3 – General Meeting

- 3.1 General meetings of the Association shall be held at the time and place, in accordance with the Society Act, that the Directors 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 The Directors shall, on the requisition of ten (10) percent or more of the members of the Association as provided by the Society Act, convene an extraordinary general meeting without delay.
- 3.5 (a) The Association shall give not less than fourteen (14) days written notice of a general meeting of the Association to its members entitled to receive notice of a general meeting, and such notice shall specify the place, day and hour of meeting, and, in case of special business, the nature of that business. Those members entitled to receive notice of a general meeting may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
(b) 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 such notice does not invalidate proceedings at that meeting.
- 3.6 The first Annual General Meeting of the Association shall be held not more than fifteen (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 fifteen (15) months after the holding of the last Annual General Meeting.

Part 4 – Proceedings at General Meeting

- 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 the rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report 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 (a) 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.
(b) 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.

(c) A quorum is fifteen (15) members present or a greater number that the members may determine at a general meeting.

- 4.3 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 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 thirty (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(s), or in the absence of both positions, 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 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 chairman, the members present shall choose one of their number to be chairman.
- 4.6 (a) 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.
- (b) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned general meeting.
- 4.7 (a) All resolutions proposed at a meeting need to be seconded, and the chairman of a meeting may not move or propose a resolution.
- (b) In case of an equality of votes on any resolution the chairman shall have a casting or second vote in addition to the vote to which he may be entitled as a member.
- 4.8 (a) A member in good standing present at a meeting of members is entitled to one vote.
- (b) Voting is by way of a show of hands unless a poll is demanded by at least five (5) members in which case a poll shall be taken in such a manner and at such a time as the chairman directs.
- (c) Voting by proxy is not permitted.
- 4.9 At any general meeting, unless a poll is demanded as aforesaid, a declaration by the chairman that a resolution has been carried or lost, and any entry to that effect in the book of proceedings of the Association, shall be conclusive evidence of that fact.

Part 5 – Officers and Directors

- 5.1 (a) 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:
- (i) all laws affecting the Association;
 - (ii) these bylaws; and

- (iii) rules, not being inconsistent with these bylaws, which are made from time to time by the Association in general meeting.
 - (b) No rule, made by the Association in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.2 The Directors shall also have the specific power:
- (a) to reinstate any member under suspension.
- 5.3 No person is qualified to become or act as a Director of the Association who is:
- (a) under the age of eighteen (18) years;
 - (b) found to be incapable of managing his own affairs by reason of mental infirmity;
 - (c) an un-discharged bankrupt; or
 - (d) not a member of the Association, or
 - (e) not a member in good standing.
- 5.4 No person is qualified to become or to act as the President of the Association who has not served as a Director of the Association during the year prior to his election.
- 5.5 (a) The President, 1st Vice President, 2nd Vice President, Secretary/Treasurer shall be the Officers of the Association.
- (c) The number of Directors shall be Ten (10) or such other number determined from time to time at a general meeting.
 - (d) Each Director's position and duties will be defined in Section 4 of the GVMHA Policy Manual.
- 5.6 (a) The Directors shall retire at the end of their term at the Annual General Meeting when their successors shall be elected.
- (b) All positions will be on an alternating two-year term basis, with the positions of President, 2nd Vice President and three Directors forming the first group of Executive positions who's terms would expire in odd years. The following year, the 1st Vice President, Secretary/Treasurer and three remaining Directors, would expire in even years. This allows continuity in the Executive body in that you will always have an experienced group on the Executive at any given point.
 - (c) Separate elections shall be held for each office to be filled.
 - (d) An election may be made by acclamation, otherwise it shall be by ballot.
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- 5.7 (a) The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
- (b) A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Association, but is eligible for re-election at that meeting.
- 5.8 (a) If a Director resigns his office or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director.
- (b) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.9 The members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete his term of office.
- 5.10 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.

- 5.11 If a Director is absent for three Board meetings without justification, which is determined at the sole discretion of the President, the Director may by majority vote of the Directors be removed from office.

Part 6 – Proceedings of Directors

- 6.1 (a) 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.
(b) The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be two-thirds (2/3) of the Directors then in office.
(c) The President shall be chairman of all meetings of the Directors, but if at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the 1st 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.
(d) A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.
- 6.2 (a) The Directors may delegate any, but not all, of their powers to such persons or committees as the Directors think fit, and the Directors shall determine the duties and salaries of such persons or committees.
(b) Any person or committee appointed by the Directors to exercise the powers so delegated by the Directors shall conform to any rules imposed upon them 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, or as the Directors may determine.
- 6.4 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, telegram, e-mail, fax or cable, or any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
(a) no notice of meeting of Directors shall be sent to that Director; and
(b) Any and all meetings of the Directors of the Association, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
- 6.5 (a) Questions arising at a meeting of the Directors shall be decided by a majority of votes.
(b) In case of an equality of votes the chairman shall have a second or casting vote.
- 6.6 No resolution proposed at a meeting of Directors need be seconded and the chairman of a meeting may move or propose a resolution.
- 6.7 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 (a) The President shall preside at all meetings of the Association and of the Directors.

(b) 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(s) shall carry out the duties of the President during his absence.

7.3 The Secretary/Treasurer shall:

- (a) conduct the correspondence of the Association;
- (b) issue notices of the meetings of the Association and the Directors;
- (c) keep the minutes of all meetings of the Association and Directors; and
- (d) have custody of all records and documents of the Association except those required to be kept by the Treasurer.
- (e) keep the financial records, including books of account, necessary to comply with the Society Act;
- (f) render financial statements to the Directors, members and others when required.

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

7.5 The Directors shall cause the true accounts to be kept of all sums of money received and expended by the Association, and of the matters in respect of which such receipt and expenditure takes place, and all of the property, credits, assets and liabilities of the Association.

7.6 The books of account shall be kept at the registered office of the Association and, subject to any restriction that may be imposed by the Directors from time to time as to the time and manner of inspecting the same, all books of account shall be open to inspection by any member during office hours on any weekday. The books shall be open to inspections by the Directors or any of them at all times.

7.7 The Directors shall present at every Annual General Meeting of the Association a statement of the income and expenditure, assets and liabilities of the Association for the preceding year, and also a balance sheet covering the same period, together with a report of the Directors as to the state and progress of the Association.

Part 8 – Committees of Directors

8.1 The standing committee Chairs of the Association shall be:

- (a) the Conduct Committee Chair is the 2nd Vice President;
- (b) the Appeals Committee Chair is the 1st Vice President;

8.2 The Conduct Committee shall consist of two (2) Directors of the Association and two (2) non-executive members of the Association or one (1) non-executive member of the Association and one (1) non-member of the Association to be appointed by the Directors of the Association on such terms as the Directors see fit.

8.3 The Conduct Committee shall review every formal complaint and determine whether the formal complaint process should be initiated. The Conduct Committee may seek the advice of such persons as it may deem necessary or desirable in order to fulfill its duties.

8.4 A determination of the Conduct Committee as to the suspension of a player or member shall be deemed to be the determination of all the Directors.

- 8.5 The Appeals Committee shall consist of two (2) Directors and one (1) non-executive member of the Association, or one (1) non-member of the Association to be appointed by the Directors of the Association on such terms as the Directors see fit.
- 8.6 The Appeals Committee shall hear appeals from the decisions made by the Conduct Committee.
- 8.7 No Director or member may serve on both the Conduct Committee and Appeals Committee.
- 8.8 No Director or member of the Conduct Committee or Appeals Committee shall participate in a review or appeal if they are in any way related to the player or member whose suspension is under review.
- 8.9 An appeal of a decision by the Conduct Committee shall be made in writing to the Appeals Committee outlining all particulars pertaining to the subject matter of the appeal and shall be delivered to the Association within seven (7) days of the decision of the Conduct Committee.
- 8.10 The Appeals Committee must render its decision, in writing, to the party making the appeal within thirty (30) days of receiving the written appeal.
- 8.11 The decision of the Appeals Committee shall be final and binding upon all parties.

Part 9 – Seal

- 9.1 The Directors may provide a common seal for the Association 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 the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Treasurer.

Part 10 – Borrowing

- 10.1 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 the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 10.2 No debenture shall be issued without the sanction of a special resolution.
- 10.3 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 11 – Notice to Members

11.1 Subject to Section 11.2 (a), a notice may be given to a member, either personally or by mail to him at his registered address.

11.2 (a) Notice of a general meeting shall be given to every member shown on the Register of Members on the day notice is given, and shall be deemed to have been sufficiently given if advertising by publication in any newspaper published and circulated in Vernon within the time limit set out in these Bylaws.

(b) No other person is entitled to receive a notice of the general meeting.

11.3 A notice sent by mail shall be deemed to have been given on the second day following that 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. A notice given by advertisement as provided in Section 11.2(a) shall be deemed to have been given on the date of circulation of such advertisement.

Part 12 – Bylaws

12.1 On being admitted to membership, each member is entitled to and the Association shall Give him, without charge, a copy of the Constitution and Bylaws of the Association.

12.2 These Bylaws shall not be altered or added except by special resolution.

Part 13 – General

13.1 The Association shall be affiliated with BC Hockey, and will also be bound by the changes in rules and regulations adopted by the governing body.

13.2 These Bylaws constitute the entirety of the regulations governing this Association, and in conjunction with the Policy Manual that is produced by the Association each year, which can be revised by each new Executive, this document is the sole framework and operating rules of the Greater Vernon Minor Hockey Association.