

KELOWNA MINOR HOCKEY ASSOCIATION

Certificate of Incorporation No. S-17423

SOCIETY ACT - CONSTITUTION

1. The name of the Society is Kelowna Minor Hockey Association.
2. The purposes of the Society are:
 - a) To foster, improve and perpetuate the playing of the game of hockey and to encourage sportsmanship, teamwork and team participation, parental support of the Kelowna Minor Hockey Association and enjoyment of the game of hockey by all participants and members of the Kelowna Minor Hockey Association in the City of Kelowna.
 - b) To ensure that the game of hockey played by participants and members of the Kelowna Minor Hockey Association is played in accordance with the playing and registration rules as mandated by the Kelowna Minor Hockey Association, the BC Hockey Association and the Canadian Hockey Association.

BYLAWS OF KELOWNA MINOR HOCKEY ASSOCIATION

Part 1. Interpretation

1. In these by-laws, unless the context otherwise requires,
 - a) "Directors" mean 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 in force and all amendments to it;
 - c) "Registered address" of a member means his address as recorded in the register of members.
2. The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.
 - 2a. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
 - 2b. In pursuit of its purposes, the Society and its members may (without limiting the generality of the foregoing).

Purchase and lease equipment and facilities

Maintain appropriate office space

Conduct Fundraising activities

Host and participate in social functions

Rent equipment

Publish and distribute written material

Sell advertising

Operate concessions

Maintain membership in and attend meetings of any organizational institution having a direct or indirect relationship to the purposes of the Society.

Prepare educational presentations, lectures, displays and demonstrations.

Prepare and host instructional workshops

Attend training and development workshops, seminars, conventions, courses, classes and sessions

Part 2. Membership

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these By-Laws and, in either case, have not ceased to be members. Other than members of the Society being an applicant for incorporation of the Society, a membership shall include:

- a) One designated parent or legal guardian of a player enrolled for participation in the programs offered by the Kelowna Minor Hockey Association is a member.
 - b) A director of the Kelowna Minor Hockey Association, or
 - c) A person appointed by Kelowna Minor Hockey Association who is over the age of 18 years and designated as a volunteer of Kelowna Minor Hockey Association
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3(a). A member is limited to one vote under a, b, or c above. The exception is that a family with more than one player enrolled for participation in the programs offered by the Kelowna Minor Hockey Association may have a maximum of 2 votes under sub-section a in the event that both parents or legal guardians are in attendance.

4. Every member shall uphold the constitution and comply with these by-laws.

5. A person shall cease to be a member of the Society,

- a) By delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
- b) On his death or in the case of a corporation on dissolution, or
- c) On being expelled, or
- d) On no longer being a designated guardian of a player, or
- e) On no longer being a director of Kelowna Minor Hockey Association, or
- f) On no longer being a designated volunteer of Kelowna Minor Hockey Association.

6. A member may be expelled by a special motion approved by the Board of Directors of Kelowna Minor Hockey Association.

1) A member may, at the discretion of the Board of Directors, be temporarily suspended as a member of the Kelowna Minor Hockey Association upon notification from the Executive Director for conduct deemed to be improper, unbecoming, or likely to endanger the interest or reputation of the Association, or who willfully commits a breach of the Constitution or By-laws of the Association.

2) A member will remain temporarily suspended until a formal review is conducted at which time he may or may not be expelled.

3) The notice of temporary suspension must be accompanied by a brief statement of the reasons for the proposed expulsion.

4) The person who is the subject of the proposed expulsion must be given an opportunity to be heard at the formal review before the special motion is put to a vote.

7. If a member who has failed to pay any debt due and owing by him or her to the Society such member is not in good standing so long as the debt remains unpaid.

Part 3. Meetings of Members

8. Subject to the provision of by-law 12, general meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.

9. Every general meeting other than an annual general meeting is an extraordinary general meeting.

10. The directors may, whenever they think fit, convene an extraordinary general meeting.

11. 1) Notice of a general meeting shall specify the place, the day and the hour 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) Notice to the membership of Kelowna Minor Hockey Association can be done via electronic communication to the email address on record with the Society.

12. The first annual general meeting of the Society shall be held not more than 15 months after the date of the incorporation and thereafter an annual general meeting shall be held once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting and not later than June 20th of each year.

Part 4. Proceedings at General Meetings

13. Special business is

- a) All business at an extraordinary general meeting except the adoption of rules or order, and
- b) All business that is transacted at an annual general meeting, except:
 - i) The adoption of rules or order,
 - ii) The reading of minutes of the last annual general meeting and related business arising from such minutes,
 - iii) The consideration of the financial statements
 - iv) The report of the directors,
 - v) the report of the auditor, if any,
 - vi) the president's report,
 - vii) the general review of the rules and regulations, followed by the Kelowna Minor Hockey Association in relation to affiliate organizations.
 - viii) the election of directors,
 - ix) make or waive the appointment of the auditor
 - x) such other business as, under these by-laws, 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.

14. 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 twelve (12) members present or such other number as the members may determine at a general meeting.

15. 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, 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.

16. Subject to by-law 18, the President of the Society, the Vice-President, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.

17. 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 numbers to be chairman.

18. 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) Where a meeting is adjourned for ten 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 by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

19. 1) All resolutions proposed at a meeting must be seconded.

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 to as a member.

20. 1) A member in good standing present at a meeting of members is entitled to one vote or as outlined in 3(a).

2) Voting is by show of hands and or voting card.

3) Voting by proxy is not permitted.

Part 5. Directors and Officers

20(a) Any candidate for the position of President shall have held a board position with the Society. Only in circumstances where no such qualified individual exists may another candidate be put forward.

21. The directors may exercise all such powers and do all such acts and things as the Society may exercise and do and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meetings, but subject, nevertheless, to

a) All laws affecting the Society

b) these by-laws, and

c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.

22. The immediate Past President, President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer and Risk Management and Safety director shall be the directors of the Society.

23. The number of directors shall be a minimum of seven (7) and a maximum of eleven (11) or such greater number as may be determined from time to time at a general meeting.

24. The Past-Presidents position will be filled at the discretion of the retiring President and shall remain in office until which time he chooses to withdraw as a director or a new Past President takes office. If the President is removed by the Board or by the membership of the association he will not sit as Past President.

25. 1) The directors shall be elected for a term of two years.

2) Separate elections shall be held for each office to be filled with one half elected in year 1 and the remaining in year two.

3) An election may be by acclamation or by way of written ballot.

4) If no successor is elected the person previously elected or appointed may continue to hold office.

5) Candidates for director positions must put their names forward 2 weeks in advance of the agm to the Executive Director.

26. 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 holds office only until the next agm at which time they will be eligible for re-election.

27. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

28. 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.

29. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society. No director may hire or contract services unless those services are part of the current year operating budget or approved by the directors of the Association.

29 (a) The President, Treasurer, Executive Director and Past-President or such further party as designated by the Board shall have exclusive signing authority on behalf of the Society and any cheque over \$500 shall be signed by at least 2 of these 4 individuals.

Part 6. Proceedings of Directors

30. 1) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings in accordance with "Call to Duty" by Herb Perry.

2) A quorum of five (5) directors is necessary for the transaction of business. Where reasonably practical and cost effective, and at the advance discretion of the President, any directors meeting may occur by telephone conference or other electronic means that allows full oral participation.

3) The President shall be chairman of all meetings of the directors, but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, a Vice President shall act as chairman, but if neither is present the directors present may choose one of their numbers to be chairman at that meeting.

4) The Secretary on request of any three (3) directors will call a meeting.

31. The directors may delegate any of their powers to such person or persons (which person or persons shall hereinafter be referred to as a "standing committee") as the directors think fit for the purpose of managing the affairs of the Society subject to Board approval, provided that:

1) The directors shall not delegate all their powers to standing committees

- 2) Each standing committee shall be responsible to the directors and shall report to the directors at such time and in such manner as the directors shall instruct
- 3) The directors may disband or dismiss a standing committee at any time
- 4) The directors shall appoint persons to each standing committee, said person to serve at the pleasure of the board of directors

32. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meetings of members, or for a meeting of 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 duly constituted, if a quorum of the directors is present.

33. 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 made by letter delivered to the address of the Society or via electronic email to the office of the Society of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:

- a) No notice of meetings of directors shall be sent to that director, and
- b) Any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present be valid and effective.

34. 1) Questions arising at any meeting of the directors shall be decided by a majority of votes.
- 2) Every director has a vote except for the President.
 - 3) In case of an equality of votes the President shall cast the deciding vote.

35. All resolutions proposed at a meeting of directors or committee of directors need be seconded.

36. A resolution in writing, passed unanimously by the directors and placed with the minutes of the directors meeting is as valid and effective as if regularly passed at a meeting of directors.

Part 7. Duties of Officers

37. The President:

1. Shall preside at all meetings of the Society and the directors.
2. Is the Chairman of the Board and shall supervise the other directors in the execution of their duties.
3. Shall appoint the members of the finance committee and the conduct committee who will then be ratified by the Board.

38. The first Vice President shall firstly, carry out the duties of the President during his absence and secondly, be the directorship committee representative for the Midget and Bantam divisions of Kelowna Minor Hockey Association.

39. The second Vice President shall be the directorship committee representative for the Pee wee and Atom divisions of Kelowna Minor Hockey Association.

40. The third Vice President shall be the directorship committee representative for the Novice divisions of Kelowna Minor Hockey Association.

41. The secretary shall:

- a) issue notices of meetings of the Society and directors.
- b) keep minutes of all meetings of the Society and directors
- c) have custody of the common seal of the Society
- d) maintain and update the corporate records of the Society

42. The treasurer shall:

- a) keep such financial records, including books of account, as are necessary to comply with the Society Act: and
- b) render financial statements to the directors, members and others when required.

43. The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

44. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary of the meeting.

45. The Risk Management and Safety director shall:

- a) Compile the list of the membership of the association
- b) Register all members with the Hockey Canada Registry and control the collection of the annual registration fees.
- c) Roster all members to appropriate teams on an as required basis.
- d) Keep the Board informed and provide advice with respect to Association activities that result in higher than normal levels of risk from a safety perspective.

Part 8. Committees

46. The Society shall have the following standing committees:

- a) executive committee
- b) finance committee
- c) conduct/risk management committee, and

d) governance committee

47. 1. The executive committee shall consist of firstly, the voting directors of the Kelowna Minor Hockey Association and secondly, the following non-voting positions who shall be appointed by the directors as soon as possible after the annual general meeting of the Kelowna Minor Hockey Association.

- a) head coach or head coaches
- b) Executive Director of Hockey Operations
- c) referee in chief
- d) Division coordinators of the Novice, Atom, Peewee, Bantam and Midget divisions.

2. The duties of the executive committee shall be as determined from time to time by the

directors and without restricting the generality of the foregoing to make recommendations to the directors concerning money matters, supervise suspension and/or disciplinary action that may be necessary against any team, player, team official, referee, parent, legal guardian or association member, and to appoint the coaches and team officials for the various teams in the Association.

48. A committee shall elect a chairman of its meetings, but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

49. The members of a committee may meet and adjourn as they think proper with a minimum of one meeting per hockey season.

50. All resolutions proposed at a meeting of directors or committee of directors need be seconded.

51. 1) The finance committee shall consist of the treasurer of the Kelowna Minor Hockey Association who shall be the chairman of the finance committee, the Executive Director of Hockey Operations and a minimum of two members of the Kelowna Minor Hockey Association appointed by the President.

2) The duties of the finance committee shall be as determined by the Board of directors and without restricting the generality of the foregoing, to review the finances and expenditures of the Society and to make recommendation to the directors concerning a course of action which the finance committee deems advisable and to prepare and submit to the directors a budget for the proposed operations of the Society for the forth-coming year.

52. 1) The conduct/risk management committee shall consist of a board member who shall chair this committee and two other members of the Kelowna Minor Hockey Association appointed by the President

2) The duties of the conduct /risk management committee shall be as determined by the Board of directors.

53 (a) 1) The governance committee shall consist of a Board member who shall chair this committee and 3 other members of the Kelowna Minor Hockey Association as appointed by the President.

(2) The duties of the governance committee shall include HR matters, oversight of nominations for Board positions, review of bids and RFP's and registration.

Part 9. Seal

54. The directors may provide a common seal for the Society and they shall have power

from time to time to destroy it and substitute a new seal in the place of the seal destroyed.

55. 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 secretary-treasurer.

Part 10. Borrowing

56. In order to carry out the purpose of the Society, the directors may on behalf of and in the name of the Society, 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.

57. No indebtedness shall be incurred without the sanction of a special resolution.

Part 11. Auditor

58. 1) This part applies only where the Society is required or has resolved to have an auditor.

2) The first auditor may be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

3) At each annual general meeting the Society may appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

4) An auditor may be removed by ordinary resolution.

5) An auditor shall be informed forthwith in writing of appointment or removal.

6) No director and no employee of the Society shall be auditor.

7) The auditor may attend general meetings.

Part 12. Notices to Members

59. A notice may be given to a member, either personally, by email or by mail at his registered home address.

60. A notice sent by:

a) 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.

b) Email shall be deemed to have been given on the first day following that on which the notice is posted, 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 email could be not or was not delivered. It is also necessary that the notice to prominently posted by the secretary on the Kelowna Minor Hockey Association website.

61. Notice of general meeting shall be given to every member shown on the register of members on the day notice is given.

62. No other person other than an auditor if applicable is entitled to receive a notice of general meeting.

Part 13. By-Laws

63. On being admitted to membership, the Society shall provide access to the Constitution and by-laws of the society which will be posted to the Association's website.

64. These by-laws shall not be altered or added to except by special resolution.

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