

Victoria Minor Hockey Association

Constitution and Bylaws

Constitution

Article 1 – Name

- 1.1 This society shall be known as the "Victoria Minor Hockey Association", hereinafter referred to as the "Association".

Article 2 - Purpose

- 2.1 To promote and encourage amateur hockey and to develop the highest possible standard of sportsmanship and citizenship for the youth of our community.
- 2.2 To maintain and increase the interest of hockey in Greater Victoria and to encourage competition and good fellowship, not solely for the proficient, but rather for all participants.

Bylaws

Part 1 – Overview

Preamble

- 1.1 The operations of the Association are to be chiefly carried on in Greater Victoria and the registered office shall be located within Greater Victoria.
- 1.2 As a provision of these Bylaws, the Association shall be affiliated with the British Columbia Amateur Hockey Association (BC Hockey), Vancouver Island Amateur Hockey Association (VIAHA) or relevant governing body and shall adhere to and observe the Bylaws, Regulations, Playing Rules, Policies, Procedures and related decisions of BC Hockey, VIAHA or the relevant governing bodies.

Definitions

- 1.3 The following terms have these meanings in these Bylaws:
 - a) “Act” – means the *Societies Act* of British Columbia as amended from time-to-time.
 - b) “Association” – means the Victoria Minor Hockey Association.
 - c) “Board” – means the Board of Directors of the Association.
 - d) “Bylaws” – means these Bylaws as altered from time-to-time.
 - e) “Director” – means an individual who has been elected or appointed, in accordance with the *Societies Act* of British Columbia or its Regulations and these Bylaws, as a member of the Board of Directors of the Association.
 - f) “Electronic” – means created, recorded, transmitted or stored in digital or other intangible form by electronic, magnetic or optical means or by any other similar means.
 - g) “Electronic Means” – means to communicate using any system or combination of systems such as mail, telephone, electronic, computer, web-based technology, or communication facility that, in relation to:
 - i. a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable but not necessarily identical, to a meeting where all are present in the same room; or,
 - ii. a vote, permits Directors or Members, who are entitled to cast votes, to cast a vote on a matter for determination in a manner that adequately discloses the intention of the voter.
 - h) “Member” – a person who becomes, in accordance with these Bylaws, either a parent member or player member of the Association and who remains a member of the Association in good standing.
 - i) “Membership” – means the entirety of those Members in good standing in accordance with these Bylaws.
 - j) Parent Member – means a person who has become a member in accordance with bylaw 2.2.
 - k) “Player” – means a forward, defense or goaltender for whom the fees have been paid.

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- l) "Player Member" – means a person who has become a member in accordance with bylaw 2.3.
- m) "President" – means the Chair of the Board.
- n) "Register of Members" – means the Member contact information as received from the Member and maintained by the Association in accordance with the Act.
- o) "Regulations" – means Regulations under the *Societies Act* of British Columbia, as amended from time-to-time.
- p) "Resolution" – means a resolution passed at a meeting of the Board, the annual general meeting or any special general meetings by a simple majority of the votes cast by the voting members in attendance. A resolution can also be passed by the Board via a consent resolution outside of a meeting.
- q) "Signing Officers" – means any person identified in these Bylaws as having the authority to sign contracts, cheques or other legal instruments on behalf of the Association.
- r) "Special Resolution" – means a resolution passed at the annual general meeting or any special general meeting by at least two-thirds (2/3) of the votes cast by the Members in attendance who are entitled to vote.
- s) "Team Official" – means head coach, assistant coach, manager, team treasurer, and safety.
- t) "Volunteer" – means those persons defined these Bylaws.
- u) "Writing" or "Written" – means any mode of representing or reproducing words in written form such as printing, lithography, typewriting, photography, email, fax, or in electronic format.

Definitions in the Act

- 1.4 The definitions in the Act, as amended from time to time apply to these Bylaws.

Interpretation

- 1.5 In these Bylaws, words in the singular form include the plural and vice versa and words importing a specific gender include the other gender and a corporation.

Official Rules of Order

- 1.6 The current edition of Roberts Rules of Order is the official rules of order covering all meetings of the Association, except where they differ from these Bylaws in which case these Bylaws shall take precedence.
- 1.7 The Board may adopt different rules for any meeting in the manner established by the Association, if any.

Part 2 – Membership

Membership

- 2.1 There shall be two (2) classes of membership in the Association:
- a) Player Members; and,

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- b) Parent Members.
- 2.2 To become a Parent Member of the Association an individual must be the parent or legal guardian of a Player Member registered to play hockey with the Association.
- 2.3 To become a Player Member of the Association an individual must:
 - a) be registered to play hockey with the Association; and,
 - b) have had their prescribed player fees paid.
- 2.4 Membership in the Association is not transferable.

Rights of Members

- 2.5 A Parent Member who is in good standing, shall have the following rights, to:
 - a) receive notices of the annual general meeting and any special general meetings of the Association;
 - b) attend and speak at the annual general meeting and any special general meetings of the Association;
 - c) submit proposals for inclusion on the agenda of the annual general meeting and any special general meetings of the Association; and,
 - d) submit proposals to amend the Constitution and/or Bylaws.
- 2.6 A Parent Member who is the parent or legal guardian of a Player or Players registered to play hockey with the Association shall have the right to cast a vote for each Player for whom they have paid the prescribed fees. A parent or legal guardian of a player who has paid fees may consent to the other parent or guardian of that player exercising the right to vote.
 - For greater clarification, parent members exercise voting rights on behalf of each player member in their family. In no case shall a Player Member's vote be exercised more than once. Parent members have no other voting rights associated with their membership.
 - For example, a family has three registered Player Members and both Parent Members attend. One Parent Member attending a General Meeting may exercise all three votes and the other none or one may exercise two votes and the other one vote. Conversely, if there are two Parent Members and only one registered Player Member then although both Parent Members are entitled to attend a General Meeting only one Parent Member is entitled to vote
- 2.7 A Player Member who is over the age of 19 and in good standing shall have the following rights, to:
 - a) receive notices of the annual general meeting and any special general meetings of the Association;
 - b) attend and speak at the annual general meeting and any special general meetings of the Association;
 - c) submit proposals for inclusion on the agenda of the annual general meeting and any special general meetings of the Association;
 - d) submit proposals to amend the Constitution and/or Bylaws; and,
 - e) cast a single (1) vote at the annual general meeting and cast a single (1) vote at any special

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general meetings of the Association.

Duties of Parent Members

2.8 A Parent Member shall:

- a) pay prescribed fees or charges on behalf of minor (under 19) Player Member they are a parent or guardian of, and any fines levied against the Parent Member or minor Player Member, if any; and,
- b) comply with the:
 - i. Act and its Regulations, as applicable;
 - ii. Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Association and decisions of the Board and its committees; and,
 - iii. any rules of order governing the conduct of the annual general meeting any special general meetings and/or Board meetings of the Association.

Duties of Player Members

2.9 A Player Member shall:

- a) adhere to and observe the Bylaws, regulations, playing rules, policies, procedures and related decisions of BC Hockey and the Vancouver Island Amateur Hockey Association or relevant governing body; and,
- b) comply with the Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Association and decisions of the Board and its committees, and
- c) if they are 19 years of age or older, pay prescribed fees, charges or fines levied against the Player Member.

Life Membership

2.10 Life Membership may be bestowed on any Member for distinctive service to the Association for a period of at least five years. Life Members shall have voting privileges and may cast a single (1) vote at the annual general meeting and cast a single (1) vote at any special general meetings of the Association.

2.11 Nomination for Life Membership must be made by a Director, approved by the Board and be approved by the Membership by Resolution at the annual general meeting during the current Membership Year. Life membership may be revoked by the Membership by Special Resolution at the annual general meeting of the Association.

Membership Fees, Dues and Assessments

2.12 The Board shall:

- a) determine any annual membership fees;
- b) levy any fees, dues, or assessments, as it deems necessary; and,
- c) establish any policy and procedures pertaining to fees, dues, and assessments.

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- 2.13 A Member shall pay fees, dues, or assessments in the amount and manner established by the Association, if any.

Membership Year

- 2.14 The Membership year of the Association shall commence immediately following the annual general meeting of the Association in the year of registration and end at the conclusion of the annual general meeting in the following calendar year.

Member in Good Standing

- 2.15 All Members are in good standing except a Member who:
- a) fails to pay, or whose parent or legal guardian has not paid, the required fees or any other subscription, dues or debt to the Association and the Member is not in good standing for so long as the debt remains unpaid;
 - b) is in possession of Association-owned property and has not returned said property following such a request by the Association; or,
 - c) has been suspended or expelled in accordance with the Act or these Bylaws.
- 2.16 A Member, who is not in good standing shall forfeit their rights until such time as the Member regains their good standing as determined by the Board.

Cessation of Membership

- 2.17 Membership in the Association ceases when a,:
- a) Parent Member, no longer has a Player or Players enrolled to play hockey within the Association;
 - b) Player Member is no longer enrolled to play hockey within the Association; or,
 - c) A Member is otherwise no longer qualified in accordance with these Bylaws, the Act or its Regulations.

Discipline and Suspension

- 2.18 The Board shall have the power to discipline and/or suspend any Member who breaches or violates the Bylaws, policies, procedures, codes of conduct, terms of reference or requirements of the Association or who fails to adhere to a decision of the Board or its committees.

Expulsion

- 2.19 The Board may, in accordance with the Act and these Bylaws, expel a Parent or Player Member.
- 2.20 A Member may also be expelled from the Association by a Special Resolution carried by Members attending the annual general meeting or a special general meeting of the Association. Any action taken to expel a Member shall be in accordance with the Act.

Termination of Membership

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- 2.21 A Membership in the Association shall terminate when, the:
- a) Member's membership terminates in accordance with these Bylaws;
 - b) Member is expelled in accordance with the Act or its Regulations or these Bylaws;
 - c) Member resigns or dies.

Volunteer

- 2.22 A Volunteer is an individual who has consented to perform volunteer duties for the Association. A Volunteer must be approved by the Board, serves at the pleasure of the Board and shall not be considered a Member.
- 2.23 A Volunteer shall be entitled to receive notices of the annual general meeting and any special general meetings of the Association; and, attend the annual general meeting and any special general meetings of the Association at the invitation of the Board.
- 2.24 A Volunteer shall comply with the Act and its Regulations, the Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Association and decisions of the Board and its committees; and, any rules governing the conduct of the annual general meeting any special general meetings and/or Board meetings of the Association.
- 2.25 A Volunteer may stand for election to the Board as a Director in accordance with Act or its Regulations and in the manner established by the Association, if any. In such case as a Volunteer is duly elected, that Volunteer shall have the same right to vote at general meetings as a Parent Member who has paid the fees of one Player Member.
- 2.26 If a Director is elected to be a director while a Parent Member and then their Parent Membership terminates in accordance with these bylaws, that person may continue in their role of Director as a Volunteer for the remainder of their elected term.

Part 3 – Board of Directors

Role of the Board

- 3.1 The Board shall manage, or supervise the management of, the activities and affairs of the Association and is accountable to the Members which it serves.
- 3.2 The responsibilities of the Board shall generally include, and are not limited to, the following: administration and operation of the Association; coaching; player development; finance; maintenance; communications; policy development; procurement; officiating, referee scheduling; registration; safety and risk management; tournaments; or any other matters required for the ongoing administration, operation and program delivery of the Association.

Power of the Board

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- 3.3 The Board may exercise all the powers and do all acts and things that the Association may exercise and do in accordance with the Act and its Regulations and the Bylaws, policies, procedures, codes of conduct, committee terms of reference and requirements of the Association.
- 3.4 The Board may delegate any, but not all, of its responsibilities. The Board shall have the authority to delegate its responsibilities, duties and authority that may be lawfully delegated to a standing, ad hoc committee, select committee, or working group or Member over the age of 19, or to any third party to assist the Board in carrying out the Purpose of the Association.
- 3.5 In addition to any other powers which are conferred upon the Board by law or these Bylaws, the Board shall have the power to:
- a) fill vacancies that occur on the Board;
 - b) add one (1) additional Member as a Signing Officer of the Association;
 - c) strike and establish terms of reference and operating procedures for the Board, standing committees, ad hoc committee, select committees and working groups and to review and revise and approve such terms of reference and operating procedures, as warranted;
 - d) create staff positions to meet the needs of the Association;
 - e) amend, adopt or repeal the policies, procedures, codes of conduct, terms of reference and requirements of the Association from time to time;
 - f) settle all questions not provided for in the Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Association;
 - g) suspend a Director from office in accordance with the Act or these Bylaws or in the manner established by the Association, if any;
 - h) take disciplinary action that may be deemed necessary against any Parent or Player Member, Volunteer, team or Team Official who is found in breach or violation of the Bylaws, policies, procedures, or codes of conduct of the Association or who fails to adhere to a decision of the Board or its committees;
 - i) ratify the appointment and dismissal of members of standing committees by the President;
 - j) render decisions for the ongoing administration and operation of the Association;
 - k) enter agreements from time to time with the Vancouver Island Amateur Hockey Association, BC Hockey or relevant governing body, other minor hockey associations, any other organizations or individuals regarding matters that are consistent with the Purpose of the Association;
 - l) establish policies related to contracts and other financial arrangement as appropriate; and,
 - m) approve the annual operating budget and approve any adjustments thereto.

Board Composition

- 3.6 The Board shall consist of:
- a) 10 voting Directors each elected by the Members;
 - b) at a minimum the following positions:
 - i. President;
 - ii. Vice President
 - iii. Secretary; and,
 - iv. Treasurer.

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3.7 The Officers of the Association shall consist of the following:

- a) President;
- b) Vice President; and,
- c) Treasurer.

3.8 Paid employees of the Association are not eligible for election or appointment as a Director.

Obligation and Duties of Directors

3.9 A Director, when exercising the powers and performing their functions as a Director of the Association, must:

- a) act honestly and in good faith and with a view to the best interests of the Association;
- b) exercise the care, diligence and skill that a reasonably prudent individual in similar circumstances;
- c) act in accordance with the Act and its Regulations;
- d) act in accordance with the Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Association; and,
- e) e) act with a view to the Purpose of the Association.

3.10 A Director shall make available all documents associated with their position to their successor.

3.11 A Director may take on additional responsibilities to their elected or appointed position; however, that Director remains entitled to a single (1) vote only.

Validity of Acts of the Directors

3.12 All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall be valid, notwithstanding that afterwards it is discovered that there was some defect in the qualification, election or appointment of any Directors or of the members of such committee or person acting as a Director, or that they or any of them were disqualified, as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

Duties and Responsibilities of the President

3.13 The President shall preside at all meetings of the Board and at the annual general meeting and any special general meetings of the Association.

3.14 The President is the chair of the Board and is responsible for supervising the Directors in the execution of their duties. The President shall:

- a) ensure meetings of the Board are efficiently managed and decision-making is transparent;
- b) ensure a Board work plan is developed annually that distributes the Board's work amongst the Directors;
- c) appoint standing committee, select committee and working group Chairs in accordance with these Bylaws;

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- d) have the discretion to appoint/remove standing committee members subject to ratification by the Board;
 - e) in exceptional circumstances have the authority to suspend a Director subject to ratification of the Board;
 - f) have the power to issue an interim suspension or take such disciplinary action against Member, Volunteer, , team or Team Official for Player safety, or conduct-related matter subject to ratification by the Dispute Resolution & Discipline Committee;
 - g) exercise all duties and powers of the Board when, in the case of emergency, it is impractical for the President to obtain a vote of the Board; any such actions taken by the President in this manner are subject to ratification by the Board;
 - h) act as the Chair of a standing committee, select committee or working group in such a case as the Chair of the Committee is unable to attend a meeting and has not appointed a replacement; and,
 - i) be authorized to appoint any Director to act on the President's behalf.
- 3.15 It shall be the duty of the President, as soon as practicable following the close of each annual general meeting of the Association, to:
- a) set the date of a "transition" meeting between current Board members and newly elected Board members;
 - b) set the date of the first meeting of the Board; and,
 - c) appoint Directors to the following standing committees in accordance with these Bylaws and committee's terms of reference:
 - i. Appeals Committee;
 - ii. Dispute Resolution & Discipline Committee; and
 - iii. Finance Committee.
- 3.16 Unless a regular member of the committee or working group, the President shall be ex-officio – non-voting – member of all standing committees, ad hoc committees, select committees and working groups. For clarity, the President is a member of the Board and any committee or group that they are appointed by the Board and has full voting rights in those meetings.
- 3.17 The President shall fulfill any and all responsibilities and obligations in accordance with the President position description as established by the Association, if any.

Duties and Responsibilities of the Vice President

- 3.18 The Vice President is responsible for the coordination and oversight all internal activities of the Association.
- 3.19 The Vice President shall assist the President in the performance of the President's duties. In the event the President is absent or should resign or is otherwise unable to remain in office for any reason, the Vice President shall assume those duties.
- 3.20 The Vice President shall fulfill any and all responsibilities and obligations in accordance with the Vice President position description as established by the Association, if any.

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Duties and Responsibilities of the Secretary

- 3.21 The Secretary shall be responsible for keeping Association records, issuing notices, agendas and minutes of Board meetings and keeping a record of all meetings and all business and correspondence transacted thereat.
- 3.22 The Secretary shall fulfill any and all responsibilities and obligations in accordance with the Secretary position description as established by the Association, if any.

Duties and Responsibilities of the Treasurer

- 3.23 The Treasurer shall:
- a) receive and deposit, or oversee the receipt and deposit of, monies collected from Members or other sources;
 - b) keep, or oversee the keeping of, current accounting records of the financial transactions of the Association;
 - c) keep, or oversee the keeping of, adequate accounting records for each of the financial years of the Association, including a record of each transaction materially affecting the financial position of the Association;
 - d) prepare, or oversee the preparation of, an annual operating budget;
 - e) provide monthly reports on budget variance at Board meetings as required.
 - f) make the required filings of the Association respecting taxes if any, in accordance with the Act or its Regulations and the *Income Tax Act*; and,
 - g) prepare, or oversee the preparation of, a financial statement for the annual general meeting of the Association in accordance with the Act or its Regulations.
- 3.24 The Treasurer shall fulfill any and all responsibilities and obligations in accordance with the Treasurer position description, and/or any requests by the Board

Terms of Office

- 3.25 A Director elected at the annual general meeting of the Association shall serve a two (2) year term. The term shall commence at the end of the annual general meeting at which the Director was elected and shall terminate at the end of the annual general meeting occurring approximately two (2) years later.
- 3.25.1 For the 2021 annual general meeting only, half the directors will be elected to two (2) year terms and half will be elected to one (1) year terms.
- 3.26 In order to ensure that at least half the membership of the Board shall be open for election each year. If a Director is elected at an annual general meeting of the Association to fill a vacancy created by a Director ceasing to hold office before the end of the first year of their two (2) year term, the Director elected to fill this vacancy shall be elected to a one (1) year term.
- 3.27 Directors may serve no more than four (4) consecutive terms, eight (8) years, total. Directors are eligible for re-election to the Board after at least one (1) year having not served as an elected, or

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appointed, Director of the Board. Members may approve an exemption to the consecutive term limitation by Special Resolution at the annual general meeting, prior to election voting.

Nominations

- 3.28 Nominations for the position of Director must be submitted in the manner established by the Association, if any. A candidate for Director must be nominated by no fewer than three (3) Parent Members in good standing. The candidate for Director must provide written consent to the nomination in accordance with the Act or its Regulations. If a candidate for Director has served eight (8) consecutive years as Director and has not taken a one (1) year break, the nomination must include a special resolution to exempt the candidate from the term limitation.
- 3.29 The nomination process and any additional requirements to said nominations for the position of Director shall be in the manner established by the Association, if any.
- 3.30 Nominations from the floor at the annual general meeting of the Association are not permitted unless otherwise provided for in the manner established by the Association, if any.

Election of the Directors

- 3.31 At each annual general meeting of the Association, elections shall be held to fill the positions of the half the Directors, whose terms have expired and to fill any vacancies. The election shall be in accordance with these Bylaws and in the manner established by the Association, if any.

Assignment of Roles

- 3.32 As soon as practicable following each annual general meeting, the Board shall meet and appoint Directors to specific roles. The appointment of the Directors shall be in accordance with these Bylaws and in the manner established by the Association, if any. The following roles must be appointed:

- a) President;
- b) Vice President;
- c) Secretary; and,
- d) Treasurer.

[NOTE: For clarity, the Members elect the Directors and the Board then decides which Director fills each role.]

- 3.33 No person may serve in as President, Vice President, Secretary or Treasurer for more than two consecutive (2) terms (four (4) consecutive years), unless at least seven (7) members of the Board, excluding the person who would serve more than two (2) consecutive terms, approve an exemption to the consecutive term limitation.

When a Director Ceases to Hold Office

- 3.34 A Director ceases to hold office with the Association when, the:

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- a) Director's term of office expires; or,
- b) Director ceases, in accordance with these Bylaws, to hold office; or,
- c) Director resigns or dies; or,
- d) Director is removed from office in accordance with the Act or its Regulations or in accordance with these Bylaws or the manner established by the Association, if any.

Suspension of Directors

- 3.35 A Director may be suspended from office in accordance with these Bylaws or in the manner established by the Association, if any.
- 3.36 The Director subject to suspension shall be given an opportunity to be heard and the matter will be considered by the Board at the time cited in the notice. The motion by the Board to suspend a Director requires no less than a seventy-five percent (75%) majority of the total Directors of the Board to pass. The Director whose suspension is proposed shall not be entitled to vote on the motion.
- 3.37 A Director may be suspended by the President subject to ratification by the Board at a meeting of the Board to be held as soon as practicable and no later than fourteen (14) days following said suspension having been issued.

Removal of Directors

- 3.38 A Director may be removed from office in accordance with the Act or its Regulations or these Bylaws
- 3.39 A Director may be removed from their appointed position by the Board. The motion by the Board to remove a Director requires no less than a seventy-five percent (75%) majority of the total Directors of the Board to pass. The Director whose removal is proposed shall not be entitled to vote on the motion.

Board May Fill a Vacancy

- 3.40 A Member may be appointed by the Board during the current term in order to fill a vacancy. Any such appointment shall be in accordance with these Bylaws and in the manner established by the Association, if any.
- 3.41 Where a vacancy occurs on the Board, the following procedure shall apply, the:
- a) Board shall appoint a Member to be a Director to act on an interim basis until the next annual general meeting of the Association; and,
 - b) Members shall fill the vacancy at the next annual general meeting of the Association, in the manner established by the Association, if any.
- 3.42 A vacancy in the President position shall be filled in accordance with the following:
- a) the Board shall appoint the Vice President to act as the interim President; or,
 - b) in such case as the Vice President is unable to take on the interim role or the position of

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Vice President is vacant, the Board shall appoint from within their numbers an individual to act as interim President for the duration of said term.

- 3.43 Should the Vice President be required to assume the duties of President; the Board shall appoint a Director to assume the duties of the Vice President. After a Director is appointed to assume the responsibilities of the Vice President the Board shall fill the vacancy.

Part 4 – Committees & Working Groups

Standing Committees

- 4.1 The Standing Committees of the Association shall be, the:
- a) Appeals Committee;
 - b) Dispute Resolution & Discipline Committee; and,
 - c) Finance Committee.
- 4.2 The Chair of each Standing Committee, shall be as follows, the:
- a) The President ,
 - b) The Treasurer chairs the Finance Committee.
- 4.3 The composition of each standing committee shall be in accordance with these Bylaws and its terms of reference unless otherwise determined by the Board.
- 4.4 At all standing committee meetings, a majority of voting members who serve on that committee shall constitute a quorum. A member of the committee is considered to be in attendance if the member participates by Electronic Means as provided for in these Bylaws.
- 4.5 Attendance at standing committee meetings shall be limited to the individuals serving on that committee, and any such other persons as may be invited by the chair. Invited Directors who are not committee members and/or person invited by the chair shall not have voting rights.
- 4.6 A Director may serve as an alternate member on the committee when a member has declared a conflict of interest or in the judgement of a reasonably prudent person that member's involvement in a matter before the committee may be a conflict of interest until such time as the matter is concluded. The committee shall make this determination and appoint such an alternate.
- 4.7 An individual, apart from the chair or any other Director set out in these Bylaws serving on a standing committee may be removed from office by the President; removal of a member of the committee by the President subject to ratification by the Board.

Appeals Committee

- 4.8 A new Appeals Committee (Committee) shall be convened for each appeal. The same Board members may serve on consecutive appeal committees, subject to section 4.9 of these Bylaws.

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- 4.9 An Appeals Committee shall consist of the President and two Directors of the Board, appointed by the President and ratified by the Board, who can reasonably claim no conflict of interests. The President shall be the Chair.
- 4.10 In the event that the president is found to have a conflict of interest, the Board shall appoint a Director to chair the committee and select the two other members of the committee.
- 4.11 The Committee shall hear appeals from decisions made by and/or disciplinary actions taken by the Dispute Resolution & Discipline Committee or any other ad hoc committees of the Association.
- 4.12 All members of the Committee shall receive notification of a hearing and have a reasonable opportunity to participate in any matter of discipline.
- 4.13 The Committee may, upon the hearing of an appeal, uphold, or modify, any decision made by the Dispute Resolution & Discipline Committee or any other ad hoc committees of the Association.
- 4.14 The Committee shall generally only hear an appeal under one of the following grounds:
- a) the decision of the original hearing was made without authority or jurisdiction;
 - b) there were irregularities in the procedures of the original hearing that may have led to an unjust decision;
 - c) one or more members of the Dispute Resolution & Discipline Committee had a conflict of interest;
 - d) the decision of the original hearing was otherwise reached in an unjust manner; or,
 - e) the discipline levied as a result of the original hearing was too severe.
- 4.15 The Committee shall exercise its authority in accordance with the Bylaws, policies, procedures, codes of conduct and requirements of the Association and in the Committee's terms of reference established by the Association.

Dispute Resolution & Discipline Committee

- 4.16 The Dispute Resolution & Discipline Committee (Committee) shall consist of:
- a) the Vice President, who shall be Chair; and,
 - b) at least two (2) Directors appointed by the President and ratified by the Board
- 4.17 At least two (2) Directors shall be appointed as alternate members of the Dispute Resolution & Discipline Committee by the President and ratified by the Board
- 4.18 If a member of the Dispute Resolution & Discipline Committee is found to have a conflict of interest with respect to a person or matter before the committee, then the Vice President (or, in the event the Vice-president is found to have a conflict, the Board) shall appoint an alternate member of the committee to take that individual's place on the Dispute Resolution & Discipline Committee for that hearing.

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- 4.19 All members of the Committee shall receive notification of a hearing and have a reasonable opportunity to participate in any matter of discipline.
- 4.20 The Committee is responsible for applying alternative dispute resolution practices to resolve conflicts in an interested-based manner. If conflict cannot be resolved voluntarily, the Committee may take any course of disciplinary action that it may deem necessary against any Parent Member, Player Member, Volunteer or Team.
- 4.21 The Committee shall make decisions and/or take disciplinary actions in matters related Player safety, player, coach, parent or other volunteer conduct, or other matters reported in the manner established by the Association, if any.
- 4.22 The Committee shall exercise its authority in accordance with the Bylaws, policies, procedures, codes of conduct and requirements of the Association and the Committee's terms of reference established by the Association.

Finance Committee

- 4.23 The Finance Committee (Committee) shall consist of:
 - a) the Treasurer, who shall be Chair; and,
 - b) at least two (2) Directors appointed by the President and ratified by the Board.
- 4.24 The Committee is generally responsible for oversight related to the Association's finances and reporting, presenting to the Board monthly, or as required, and Membership annually and preparing an annual operational budget for the approval of the Board.
- 4.25 The Committee shall exercise its authority in accordance with the Bylaws, policies, procedures, codes of conduct and requirements of the Association and the Committee's terms of reference established by the Association.

Ad Hoc Committees

- 4.26 As soon as practicable following the close of each annual general meeting of the Association, the Board shall establish ad hoc committees and working groups for the year. For clarity, the Board must set up ad hoc committees and working groups needed to run a minor hockey association. Ad hoc committees may include, but are not limited to:
 - a) Representative Committee;
 - b) Recreational Committee;
 - c) Coach Committee
 - d) Player Development Committee;
 - e) Communications and Branding Committee;
 - f) Equipment Committee;
 - g) Gaming Grant Committee;
 - h) Awards and Special Events Committee;
 - i) Sponsorship Committee; and/or,
 - j) Tournament Committee.

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- 4.27 The Board shall, in accordance with these Bylaws, appoint the chair and member of each ad hoc committee.
- 4.28 At all ad hoc committee or working group meetings, a majority of the individuals who serve on that committee shall constitute a quorum. The Chair or their delegate of an ad hoc committee must be present at all meetings of the committee.
- 4.29 Any individual, including the Chair, serving on an ad hoc committee shall hold office at the pleasure of the Board and may be removed by the Board.

Select Committees and Working Groups

- 4.30 The Board may establish select committees or working groups to undertake a specific issue or project that is to be completed within a defined period of time and provide a report to the Board. A select committee or working group shall be dissolved after it has completed its assignment.
- 4.31 The President shall, in accordance with these Bylaws, appoint the Chair, who shall be a Director, of each select committee or working group.
- 4.32 At all select committee or working group meetings, a majority of the individuals who serve on that select committee or working group shall constitute a quorum. The Chair of a select committee or working group, or their delegate, must be present at all meetings of the committee.
- 4.33 Any individual, including the Chair, serving on a select committee or working group shall hold office at the pleasure of the Board and may be removed by the Board.

Part 5 – Meetings

Power to Call Meetings

- 5.1 The Board may decide the time and place of the annual general meeting, any special general meetings of the Association and meetings of the Board.
- 5.2 Meetings of the Board, the annual general meeting and any special general meetings shall be called by the President in accordance with the Act or its Regulations and these Bylaws.
- 5.3 The Board, in addition to the Act or its Regulations and these Bylaws, may establish additional requirements, procedures and/or criteria that apply to meetings of the Board, annual general meetings, and any special general meetings of the Association.
- 5.4 The President or, if the President is absent, the Vice President shall preside as chair at a meeting of the Board. If the President or Vice President is not present within 15 minutes of the time appointed for holding the meeting or is unwilling to act as chair, and quorum is otherwise met, then the Directors present may choose one of their numbers to be chair of the meeting.

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Notice of Meetings (Generally)

- 5.5 Notice of meetings shall be given as defined in these Bylaws or in the manner established by the Association, if any or as prescribed by the Act or its Regulations.
- 5.6 Whenever, under the Act or its Regulation and these Bylaws, notice is required to be given, such notice may be given by mail in a postpaid sealed envelope addressed to the address of the Member at their address as the same that appears on the Register of Members or by Electronic Means to the email address as the same that appears on the Register of Members.
- 5.7 A notice shall be deemed to have been given as follows, on the:
- a) day it is given, if the notice is delivered in-person;
 - b) second day following the day the notice is mailed; or,
 - c) on the first day following the day that the notice is delivered, in all other situations including by Electronic Means.

Quorum

- 5.8 Business must not be transacted at the annual general meeting or any special general meetings of the Association unless a quorum of Members is present in accordance with these Bylaws and in the manner established by the Association, if any.
- 5.9 A quorum for a meeting of the Board shall consist of five (5) Directors.
- 5.10 A quorum for the annual general meeting and any special general meetings of the Association shall consist of a majority of elected Directors and a minimum of 20 other Parent Members or Player Members over the age of 18.
- 5.11 If, within 30 minutes from the time set for holding the annual general meeting or any special general meetings of the Association, a quorum of Members is not present:
- a) in the case of a meeting convened by requisition of the Members, the meeting shall be terminated; and,
 - b) in the case of a special meeting convened by the Board of Directors, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and, if at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Members present shall constitute a quorum for that meeting.
 - c) In the case of an annual meeting, the Members present shall constitute a quorum for that meeting.
- 5.12 If, at any time during the annual general meeting or any special general meetings of the Association, there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present. If quorum is not achieved within 30 minutes the meeting is adjourned or terminated.

Board Meetings

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- 5.13 A meeting of the Board may be called by the President or by any other three (3) Directors.
- 5.14 Notice of the time and place for any meeting of the Board shall be provided to every Director at least seven (7) days before such meeting. Notice may be waived or abridged with the consent of every Director who has not received the prescribed seven (7) days' notice.
- 5.15 The accidental omission to give notice of a Board meeting to a Director, or the non-receipt of a notice by a Director, shall not invalidate the proceedings at the meeting of the Board.
- 5.16 The agenda for any meeting of the Board shall be provided to every Director at least one (1) day before such meeting.
- 5.17 The President, at any time, may take a vote of the Board via Electronic Means. The motion and the results of the vote shall be recorded in the minutes of the next meeting of the Board.
- 5.18 Questions arising by way of motion at any meeting of the Board shall be decided by a majority vote of the Directors present, unless a larger proportion of the votes is required in accordance with these Bylaws. Each Director is authorized to exercise a single (1) vote. Proxies are not accepted at any meeting of the Board.
- 5.19 Any Member or other individual may attend any meeting of the Board upon the invitation of the President; Vice President or any three (3) Directors. The President, Vice President or Directors must provide notice to the rest of the Board of the invitation and attendance of the member(s).
- 5.20 If the Directors present at a Board Meeting unanimously deem it appropriate, the Board can go in-camera (exclusionary meeting). The Board must close and go in-camera if the subject matter being considered relates to one or more of the following:
- a) the consideration of information received and held in confidence relating to negotiations between the Association and the Vancouver Island Amateur Hockey Association or BC Hockey or relevant governing body, or between the Association and the Vancouver Island Amateur Hockey Association or BC Hockey or relevant governing body and/or a third party;
 - b) a matter being investigated by the Vancouver Island Amateur Hockey Association, BC Hockey, relevant governing body or law enforcement;
 - c) a matter of Player safety, discipline or conduct;
 - d) a matter of a financial nature where the release of information about said matter may harm negotiations;
 - e) a disclosure of a Member's personal information; or,
 - f) a matter that, the Board is required to discuss in a closed meeting, under another any other enactment of British Columbia or Canada
- 5.21 The Board, in addition to these Bylaws, may establish additional requirements, procedures and criteria that apply to meetings of the Board.

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- 5.21.1 Eight (8) board members must vote in favour if a parent member is to be appointed as head coach of the highest level team in U11 to U18 (these teams are currently known as Tier 1 from U13 to U18 and Development A for U11).

Annual General Meetings

- 5.22 The annual general meeting of the Association shall be held each year following March 31 and no later than May 31 at a location within the VMHA District (residential draw zone) to be determined by the Board.
- 5.23 It shall be the duty of the Secretary or their delegate to notify all Members in accordance with the Act or its Regulations and these Bylaws and shall include any documents required under the Act or its Regulations.

Special General Meetings

- 5.24 A special general meeting shall be held when the Board approves a motion to call for a meeting; or at such time as either six or more Directors, or 5% of Player Members (as represented by a Parent Member if under the age of 19) requisition a special general meeting in accordance with the Act. Any such requisition by a Director or Members shall be made in a written submission sent to the Board in accordance with the Act, its Regulations and in the manner established by the Association, and must set out the purpose of and any special resolution for which such meeting is being requisitioned.
- 5.25 It shall be the duty of the Secretary or their delegate to notify all Members at least 14 days prior to the date, as to the time, place and reason for the special general meeting. That notice shall include any documents required under the Act or its Regulations and these Bylaws.

Notice of Business

- 5.26 In a notice of the annual general meeting or any special general meetings of the Association, the Board must state the nature of any business to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.

Adjournments by the Chair

- 5.27 The Chair may, or if directed by a Resolution of Members shall, adjourn the annual general meeting or any special general meetings of the Association in accordance with the Act; no business may be transacted at an adjourned meeting. Outstanding business shall be completed at the meeting called following the adjourned meeting.

Voting

- 5.28 Each Parent Member in attendance at the annual general meeting or any special general meetings is entitled to vote in accordance with section 2.6 of these Bylaws on matters on which members

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are entitled to vote. Other than parent members voting for player members for whom they have paid registration fees, voting by proxy is not permitted.

Each Player Member entitled to be in attendance at the annual general meeting or any special general meetings, in accordance with section 2.7 of these Bylaws, is entitled to vote on matters on which members are entitled to vote.

- 5.29 Decisions at the annual general meeting or any special general meetings shall be in accordance with the Act or its Regulations, these Bylaws and the manner established by the Association, if any.
- 5.30 At the annual general meeting or any special general meetings, a Member may vote by any method that adequately discloses the intention of the Member, including but not limited to:
- a) a show of hands;
 - b) an oral vote;
 - c) secret ballot; or,
 - d) electronic voting method.
- 5.31 Members may vote by secret ballot; if:
- a) Ten (10) or more Members make such a request; or,
 - b) the Chair directs.
- 5.32 If the person presiding as Chair of the annual general meeting or any special general meetings is a Member, then the Chair may cast a vote on any motion or resolutions under consideration at the same time as voting occurs.
- 5.33 In the event of a tie vote:
- a) the person presiding as Chair of the annual general meeting or any special general meetings does not have a second or deciding vote; and,
 - b) a motion or resolution that is tied is defeated.

Part 6 – Financial (Generally)

Fiscal Year

- 6.1 The fiscal year of the Association begins on April 1 of the calendar year and ends on March 31 the following year, unless otherwise determined by Special Resolution.

Signing Officers

- 6.2 The Signing Officers of the Association are the President, the Treasurer, the Vice President or another Director appointed by the Board.
- 6.3 A contract, agreement, financial record or financial instrument to be signed by the Association must be signed by:
- a) the President, alone, if the Board has granted the President permission to sign the contract, agreement or financial instrument in a Board Meeting;

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- b) the President, together with the Treasurer;
- c) if the President is unable to provide such a signature, by the Vice President together with the Treasurer;
- d) if the Vice President is unable to provide such a signature, by another Director appointed by the Board together with the Treasurer;
- e) if the President or Vice President are unable to provide such signatures, by any other two Directors assigned by the Board together with the Treasurer; or,
- f) by one or more individuals authorized by the Board to sign the record on behalf of the Association.

Budget and Financial Documents

- 6.4 On or before June 30 of each year, the Board shall approve the operational budget of the Association for the fiscal year.
- 6.5 At least seven (7) days prior to the annual general meeting, the Board shall provide to the Membership the financial statements of the Association for the immediately preceding year. Members, by way of Resolution at the meeting must approve the financial statements.

Expenditures, Borrowing, Investments and Insurance

- 6.6 The Board may, by Resolution, delegate any or all of the borrowing powers to a Director, a committee of Directors, or the President, as it deems appropriate.

Remuneration of Directors

- 6.7 A Director:
 - a) shall serve without remuneration;
 - b) shall not receive any income, profits, benefits, or gains resulting from holding a position of Director; and,
 - c) may be reimbursed for expenses incurred in the performance of their duties for the Association in the manner established by the Association, if any.

Appointment of Auditor

- 6.8 The Board may appoint an auditor and, subject to the Act the auditor may be appointed at any duly constituted Board meeting.
- 6.8.1 The Board must enter into a "compilation engagement" with an accountant (or a service providing similar benefits if "compilation engagements" are discontinued as a service provided by accountants) on an annual basis.

Court Proceedings

- 6.9 No Member, Director, Team Official, parent/guardian, Volunteer or Player may pursue any recourse in the courts prior to exhausting all rights, remedies and rights of appeal under: these

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Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Association; or, the Bylaws, Playing Rules or Regulations of the Vancouver Island Amateur Hockey Association, BC Hockey or relevant governing body or those of Hockey Canada, if applicable.

Part 7 – General

Records

- 7.1 The Association may charge a reasonable fee, not to exceed the fee specified in, or calculated in accordance with the Regulations, for the inspection of a record.
- 7.2 The records of the Association shall be managed until their disposition date in accordance with the Act, any other Acts and regulations that may apply to the Association's administrative, classification and retention requirements, if any. Said records shall be kept in a secure manner at the registered offices of the Association in a form that allows the record to be inspected and copied in accordance with the Act or its Regulations.
- 7.3 The financial records of the Association shall be maintained in electronic form in the offices of the Association's bookkeeper, unless the Board should decide otherwise by Resolution.
- 7.4 A person entitled under section 24(1), section 24(2), section 24(3) or section 25 of the Act to inspect a record of the Association may do so without charge.
- 7.5 A person other than a Member or a Director as set out in section 24(1), section 24(2), or section 24(3) of the Act may inspect a record of the Association after receipt of the written request and payment of the fee established by the Association, if any.
- 7.6 Inspection of a record by a Member or person otherwise contemplated under section 24(4) of the Act shall take place as soon as practicable upon receipt of the written request to inspect a record, but no later than 14 days following receipt of the request. Inspection shall take place at the Association's registered office during regular business hours if done in-person or by Electronic Means to be determined at the discretion of the Association.
- 7.7 The right to inspect records shall not include access to the Register of Members or any disciplinary record unless approved in accordance with the Act or the record relates to the Member making the request. Said information is restricted from inspection and the obligation to provide copies in accordance with section 24(2)(b) of the Act.
- 7.8 The right to inspect records shall not include automatic, no charge, access to those records contemplated under section 20(2)(c) of the Act. Access to, inspection of accounting records and records of material financial transactions shall be provided upon written request by a Member and the only cost to the Member shall be that amount sufficient to offset any costs incurred by the Association in producing those records. An estimate of cost shall be provided to the Member as soon as practicable following that Member's written request.

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- 7.9 The Association shall protect personal information in the manner established by the Association, if any, and may charge a fee to do so.

Copies of Records

- 7.10 The Association may charge a reasonable fee for a copy of a record. That fee shall not exceed the fee, if any, specified in, or calculated in accordance with the Regulations or as otherwise established by the Association.
- 7.11 A Director is entitled to receive, without charge, a copy of a record the Association is required to keep under section 20 of the Act.
- 7.12 A Member is entitled to receive, without charge, one copy of, the:
- a) current constitution and Bylaws of the Association; and,
 - b) most recent financial statements of the Association, as per section 28(1) of the Act.
- 7.13 A person entitled under section 24 of the Act to inspect a record of the Association shall receive a copy of the record after receipt of the written request and payment of the fee in the manner established by the Association, if any.
- 7.14 A person entitled under section 28 of the Act to receive a copy of the financial statements of the Association shall receive a copy of the financial statements after receipt of the written request and payment of the fee in the manner established by the Association, if any.
- 7.15 The Association shall provide a person entitled to inspect a record under section 24 or section 28 of the Act with a copy of a record by sending the copy to that person promptly, but in no case later than 14 days, after receipt of the written request and payment of the fee, if any.
- 7.16 A record shall be sent by or to a person as follows:
- a) in the manner, if any, agreed to by the sender and the intended recipient;
 - b) by making the record available for pick-up at the registered office of the Association; or,
 - c) by sending the record in electronic format using Electronic Means.
- 7.17 Records need not be kept when, in the opinion of the Board, the record is no longer relevant to the activities or internal affairs of the Association and ten (10) years have passed since the record was created or last altered.

Constitutional Amendments

- 7.18 A proposal to amend the Constitution or Bylaws of the Association may be submitted by a Director or a Member to the Secretary or their delegate.
- 7.19 Amendments to these Bylaws require a Special Resolution at the annual general meeting or any special general meetings. Amendments to the Constitution or Bylaws shall take effect when filed with the Registrar of Companies or at a later date as specified in the Special Resolution.

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Application

- 7.20 All provisions and/or terms of these Bylaws, policies, procedures, codes of conduct, terms of reference and requirements shall be deemed to be severable one from the other, and if any such provision is ever found or declared by a competent authority to be void or invalid, it shall be stricken from the documents of the Association as the case may be, without affecting the validity of any other provision.

Indemnity

- 7.21 Every Director, ad hoc committee participant, Select Committee participant, working group participant, employee or Volunteer of the Association shall be indemnified by the Association against such claims and for such conduct as may be afforded within the general liability and Directors and Officers insurance policies of BC Hockey or other governing body, as amended from time to time.

Rights

- 7.22 The Association is the owner of all rights emanating from competitions and other events coming under its jurisdiction, without any restrictions as to content, time, place and law. These rights include, among others, every kind of financial rights, audio-visual and radio recording, reproduction and broadcasting rights, multimedia rights, marketing and promotional rights, incorporeal rights and intellectual property rights.
- 7.23 The Board shall decide how and to what extent the rights described above are utilized. The Board may decide whether these rights shall be utilized exclusively, or jointly with a third party or entirely through a third party.

Unforeseen Circumstances

- 7.24 The Board shall have the final decision on any matters not provided for in the Act or its Regulations, the Constitution, Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the Association.

Liquidation and Dissolution

- 7.25 The Association may be wound up, or liquidated and dissolved, by a:
- a) Member initiated liquidation and dissolution in accordance with the Act; or,
 - b) a Court-ordered liquidation and dissolution initiated by an application to the Court.
- 7.26 In the event that the Association should at any time be wound up, liquidated or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized not-for-profit organization with the similar Purpose in the province of British Columbia or the Yukon Territory.