

# BY-LAWS OF THE BOW VALLEY HOCKEY SOCIETY

June 22, 2020

## Definitions:

In these By-Laws, unless the context otherwise requires:

- a) "Act" means the Societies Act, R.S.A 1980, c.S-18 as amended from time to time, or any statute or statutes substituted therefore;
- b) "Board of Directors" or "Board" means the Board of Directors from time to time of the Society;
- c) "Society" means BOW VALLEY HOCKEY SOCIETY
- d) "BVHS" means BOW VALLEY HOCKEY SOCIETY

Words importing the singular gender include the plural and vice versa; words importing gender include the masculine, feminine and neutral genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

The headings used throughout these By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of any section nor to be deemed in any way to qualify, modify or gain the effect of any such terms or provisions.

## 2.0 Corporate Seal

The corporate seal of the Society shall be in the form as approved by the Board of Directors from time to time. The corporate seal shall be kept in the custody of the office staff Manager - Finances and Admin or nominee of the President and shall be affixed to documents signed on behalf of the Society by the President, or by such other persons as may be specifically designated by the Board of Directors.

## 3- Membership

3.01- Voting Members. Any:

- a) Person, who is 18 years of age or greater and who resides in the boundaries designated by Hockey Calgary to be administered by this Society may become a voting member of the Society upon payment of their registration fee.
- b) Persons with one or more children registered with the Society shall receive one vote per a family.
- c) In situations where members split the custody of the member (s), only one guardian has the right to vote for that "family".

3.02- Voting Members. Any person or organization may become a member of the Society by a favorable vote passed by the Board of Directors. Membership fees shall be waived for a person or organization who becomes a voting member pursuant to the provisions of this paragraph.

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Notwithstanding anything herein contained in this paragraph, at any particular time no more than that number, which is 10% of the members who are voting members pursuant to the provisions of paragraph 3.01, shall be voting members pursuant to the provisions of this paragraph. 3.02

3.03 Withdrawal of membership- Any member wishing to withdraw from membership may do so upon giving notice in writing to the Manager - Operations and Registration, and Manager of Hockey Operations indicating his or her intention to withdraw from membership and shall cease to be a member upon the date therein specified or its earlier acceptance of the withdrawal subject to the terms and conditions within the withdrawal policy of the Society. If any voting member, who is required to pay a registration fee, is in arrears with respect to payment of fees or assessments for any year, such voting member shall be automatically suspended and shall thereafter not be entitled to playing and or registration privileges in the Society until paying all fees in arrears and being reinstated as a voting member in good standing.

3.04 Cancellation of Membership- The Board of Directors may, by a resolution passed by two-thirds of all of the directors of the Society at that time, at a meeting called for such purpose, at any time cancel the membership of a member.

3.05 Any member who has their membership cancelled per 3.04 shall go through Hockey Calgary and follow Hockey Calgary's policy and procedure for a transfer to a new association.

### **4. Board of Directors**

4.01 Management. The management of the affairs of the Society shall be vested in the Board of Directors. The Board of Directors may enact and enforce regulations regarding the management and operation of the Society, and such regulations shall be consistent with these By-laws. The Board of Directors shall appoint contracted staff to operate the society in the best interest of the members.

4.02 Policies. Any BVHS published policy shall be voted on at the time of implementation by the Board of Directors and shall govern the society in its day to day operation. The board shall at any time amend a policy and or procedure through a vote at a board meeting. All approved policies and procedures shall be posted on the BVHS website for members to reference.

4.03 Number of directors- The affairs of the Society shall be managed by a Board of not less than 10 nor more than 25. A director must be a voting member.

4.04 Election and term. The election of directors shall take place at the annual general meeting of the members and all of the directors may fill a vacancy among the directors elected at the annual meeting of the members and hold their position for a two-year term. If there is not a quorum of directors, the directors then in office shall forthwith call a special meeting of the

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members to fill the vacancy. A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

4.05 Number of Directors and Positions. Subject to the provisions of paragraph 4.03 and 4.04, 30 days prior to the annual general meeting of the member the Board of Directors shall:

- a) Set the number of directors to be elected at such annual general meeting;
- b) Designate a title for each director to be elected; and
- c) Specify the duties and powers attached the such title.

In the event that the Board of Directors fails to comply with the provisions of paragraph 4.04 (a), (b) or (c) above then the number of directors to be elected at such annual general meeting, the title for each director to be elected, and the duties and powers attached to such title shall be exactly the same as in existence at the annual general meeting of the preceding year.

4.06 Deemed Title Designation. Notwithstanding anything contained in paragraph 4.05 the following titles shall be deemed to be designated by the Members: President, Vice -President On-Ice, Vice – President Off-Ice, and Treasurer and the duties and power attached to the title of President, Vice President On-Ice, Vice President Off-Ice, and Treasurer shall be deemed to be those powers and duties set out in paragraphs 6.02, 6.03, 6.04 and 6.05 respectively.

4.07 Resignation. A member of the Board of Directors may resign by giving to the President of the Society a notice in writing to that effect.

4.08 Removal of directors. The voting members may, by resolution passed by a majority of not less than 80% of the votes of such members at a meeting called for such purpose, remove any director before the expiration of his or her period of office. A vacancy created by the removal of a director may be filled by the voting members at the meeting at which the director is removed, or, if not so filled, may be filled by a quorum of directors.

4.09 Meetings of directors. Meetings of the Board shall be held as often as may be required and shall be called by the President. A special meeting of the Board may be called upon the written request of 30% of the voting members of the Society with such written request to state the business to be brought before the meeting. Meetings may be held without notice if a quorum of the Board is present; provided, however, that any business transacted at such meeting shall be null and void unless ratified at the next regularly called meeting of the Board.

4.10 Place of meetings. Meeting of the Board may be held at any place within Calgary, Alberta.

4.11 Notice. Notice of the time and place of each meeting of the directors shall be sent to each director by email to the director at his or her latest BV email address as shown in the records of the Society not less than two days before the meeting.

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4.12 Quorum. The quorum for the transaction of business at the meeting of the Board shall consist of 25% of the directors.

4.13 Votes to govern. Each member of the Board of Directors shall have one vote. Questions arising at any meeting of the Board shall be decided by a majority of the votes. In the case of an equality of votes, the President shall have a second or casting vote.

4.14 Resolution in writing. Notwithstanding anything to the contrary in these By-laws, a resolution in writing signed by all of the directors shall be valid and effectual as if it had been passed at the meeting duly called and constituted.

### **5. Executive Committee**

5.01 Purpose. There shall be an Executive Committee of the Board of Directors to facilitate the business of the Society. The Executive Committee will work closely to ensure the office staff acts in the best interest of the society.

5.02 Composition. The Executive Committee shall be composed of the officers as defined in paragraph 6.01 of these By-Laws, together with the Manager of Hockey Operations, who shall be a member of the Executive Committee by right of office but without voting privilege.

5.03 Powers and functions. The Executive Committee shall report to the Board of Directors. The Executive Committee may take action at any time in relation to any matter of any nature within the power and authority of the Board of Directors which requires attention before the date of the next meeting of the Board. Such action shall not involve any change of policy or the authorization of expenditures of an extraordinary nature.

5.04 Transaction of business. The powers of the Executive Committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of the Executive Committee who would have been entitled to vote on the resolution at a meeting of the Executive Committee. Meetings of the Executive Committee may be held at any place within or outside the Province of Alberta.

5.05 Procedure. Unless otherwise determined from time to time by the Board of Directors, the Executive Committee shall have the power to fix its quorum at not less than the majority of its members, to elect its chairman and to regulate its procedure.

5.06 Resignation. A member of the Executive Committee may resign by delivering a notice in writing to that effect to the Board of Directors and the Board may fill the vacancy so created.

5.07 Removal by members. The voting members may, by resolution passed by a majority of not less than 80% of the votes of such members at a meeting called for such purpose, remove any Executive Committee member before the expiration of his or her period of office. A vacancy

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created by the removal of an Executive Committee member must be filled by a quorum of directors.

5.08 Removal by Board of Directors. A member of the Executive Committee, except for the President, may be removed from the Executive Committee by a resolution passed by a majority of Board of Directors at a meeting called for such purpose, and the Board of Directors may then fill the vacancy which is so created.

5.09 Remuneration. Members of the Executive committee of the Society shall serve without remuneration but shall be entitled to be reimbursed for expenses reasonable incurred including the expenses of attendance at meetings.

5.10 Termination of committee membership. A director who ceases for any reason to be a director shall, immediately upon ceasing to be a director, also cease to be a member of the Executive Committee and all other committees of directors.

### **6. Officers**

6.01 Appointment. The officers of the Society shall consist of a President, a Vice President On-Ice, Vice President Off-Ice, a and a Treasurer and such other officers as the Board of Directors may determine from time to time.

6.02 President. The President and shall be charged with the general management and supervision of the affairs and operations of the Society. The President when present, preside at all meetings of the members of the Society and of the Board of Directors. During the absence or inability of the President, his or her duties and powers shall be exercised by the Vice President On-Ice, Vice President Off-Ice, Treasurer or Manager of Hockey Operations.

6.03 Vice President On-Ice. The Vice President On-Ice shall be a director and shall have such duties and powers as the directors may specify and delegate. During the absence or inability of the President, his or her duties and powers shall be exercised by the Vice President On-Ice.

6.04 Vice President Off-Ice. The Vice President Off-Ice shall be a director and shall have such duties and powers as the directors may specify and delegate. During the absence or inability of the President, his or her duties and powers shall be exercised by the Vice President Off-Ice.

6.05 Treasurer. The Treasurer shall oversee the financial operation of the society, and shall ensure best practices, and compliance of the society. The Treasurer will ensure that the staff member, Manager - Finances and Admin is following best practices to ensure the society follows all regulations.

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6.06 Manager of Hockey Operations. The Board of Directors may from time to time appoint a Manager of Hockey Operations, who shall be an ex-officio member of the Board of the Directors without voting power. The Board of Directors may delegate to the Manager of Hockey Operations full authority (subject to any restrictions contained in the Act or imposed from time to time by the Board) to manage and direct the business and affairs of the Society and to employ and discharge agents and employees of the Society. The Manager of Hockey Operations shall at all reasonable times to give to the Board of Directors all information it may require regarding the affairs of the Society.

6.07 Powers and duties of other officers. The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify and delegate.

6.08 Removal or officers. Excepting for the President, the directors may at any time, in their discretion, remove any officer of the Society.

### **7. Committees**

7.01 Appointment. Committees for promoting the objects or functions of the Society may be appointed by the Board of Directors.

7.02 Composition. Every committee shall be composed of a chair who shall be a member of the Board of Directors and or office staff and such other members of the Society as may be required. The Executive members shall be an ex-officio member of all committees.

7.03 Transaction of Business. The powers of a committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of committees may be held at any place within the Province of Alberta.

7.04 Procedure. Unless otherwise determined from time to time by the directors, each committee shall have the power to fix its quorum at not less than the majority of its members, to elect its chair and to regulate its procedures.

7.05 Termination of committee membership. Any chair who ceases for any reason to be a director shall, upon ceasing to be director, thereupon also cease to be chair of a committee.

7.06 Appeal from committee. Any decision of a committee may be appealed by a voting member of the Society of the Board of Directors of the Society; provided that: (a) such voting member is directly affected by such decision; (b) the Board of Directors by a majority of votes cast on the matter desire to hear such appeal; (c) the procedure to be followed by the Board of Directors in such appeal shall be in the sole and unfettered discretion of the Board of Directors but such procedure shall not contravene the concepts of natural justice; and (d) a two thirds vote of the

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directors present at the hearing of such appeal shall be required to change the decision of the committee.

### **8. Protection of Directors and Officers**

8.01 No Director or Officer or member of a committee for the Society is liable for the acts of any other Director, Officer, member of a committee for the Society or employee. No Director or Officer, member of a committee, is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer, or member of a committee for the Society is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.

8.02 Indemnity. The members and former members of the Board of Directors, officers and former officers, and members and former members of all committees of the Society and each of them, and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless out of the assets and profits of the Society from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by or by reason of the performance of their duty or purported duty in their respective offices except such (if any) as they shall insure or sustain by or through their own fraud, dishonesty, or bad faith, respectively. The indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the members and former members of the Board of Directors, officers and former officers and members and former members of all committees of the Society may be entitled to at law or in equity.

### **9. Meetings of the Members**

9.01 Annual General Meetings. The annual meeting of members of the Society shall be held on or before May 31 in each year for the purpose of electing directors and appointing auditors, and for the transaction of such other business as may properly be brought before the meeting.

9.02 Special Meetings. A special meeting of the members shall be called by the President upon receipt by either of them of a petition signed by 51% of the voting members in good standing, setting forth the reasons for calling such meetings.

9.03 General Meetings. General meetings of the members of the Society may be called at any time by the Manager - Finances and Admin and upon the instructions of the President of the Board.

9.04 Place of meeting. Meetings of the members may be held at any place within the City of Calgary, in the Province of Alberta.

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9.05 Notice. Notice of the time and place of each meeting of the members shall be sent to each member by email to the member at his or her latest email address as shown in the registration records of the Society not less than ten days before the meeting, or any other means of communication not less than three days before the meeting or through the website and or social media. A member who participates in a meeting shall be deemed to have received notice thereof.

9.06 Quorum. The quorum for the transaction of business at any meeting of the members shall consist of 5% of the voting members in good standing.

9.07 Voting and vote to govern. Any voting member who has not withdrawn from membership or whose membership has not been suspended or cancelled as herein provided shall have the right to vote at any meeting of the members. Families with two or more registered members will receive one vote per a family. Such votes must be made in person or by proxy. Questions arising at any meeting of the members shall be decided by a majority of the votes of the voting members. In the case of an equality of votes, the President shall have casting vote.

9.08 Proxy. Every voting member may by means of a proxy appoint a proxyholder, who must be a voting member, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by such proxy. A proxy shall be in writing and executed by the voting member. A proxy is valid only at the meeting in respect of which it is given or any adjournment thereof. A proxy is valid only at the meeting in respect of which it is given or any adjournment thereof. Notwithstanding anything contained in these by-laws and specifically contained in this paragraph 9.08, a voting member may only hold one proxy for an absent voting member. In the event that a voting member is proxyholder for more than 1 voting member then all proxies held by such proxyholder shall be null and void for all purposes whatsoever.

9.09 Resolution in writing. Notwithstanding anything to the contrary in these By-laws, a resolution in writing signed by all of the members entitled to vote thereon shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

### **10. Financial Arrangements**

10.01 Financial year. The financial year end for the Society shall end on May 31 in each year.

10.02 Auditor. An auditor or auditors shall be appointed at every annual general meeting of the members of the Society as provided for in paragraph 9.01 of these By-laws. A vacancy may be filled by the Board of Directors. A financial statement shall be prepared annually and duly audited by the auditor or auditors of the Society and such audited financial statement duly signed by the President and treasurer and accompanied by a written signed report of the auditor shall be placed before the members at the next annual meeting of the members of the Society. The remuneration of the auditor shall be subject to the approval of directors.



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10.03 Directors or Officers of the Society can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

10.04 Bank accounts. All moneys received by the Society shall, promptly following their receipt, be deposited to the credit of the Society in a Canadian chartered bank, trust company, Scotia Bank or treasure branch designated from time to time by the Board of Directors.

10.05 Signing officers. Cheques drawn by the Society shall be signed by such persons as are designated from time to time by the Board of Directors.

### **11. Remuneration**

11.01 Remuneration of Directors, Officers and Members. Excepting for the Manager of Hockey Operations, Manager - Finances and Admin and Manager - Operations and Registration, no director, officer or member shall be entitled to receive any remuneration for services rendered to the Society, but where a director, officer or member shall be authorized to incur expense on or about the business of the Society, he or she shall be entitled to reimbursement by the Society.

### **12. Borrowing Powers**

12.01 Authority. For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Board of Directors members of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution, as defined in the Act, of the Board of Directors of the Society.

### **13. By-laws**

13.01 Amendments. These By-laws may be rescinded, altered or added to by a Special Resolution, as defined in the Act, of the voting members of the Society; PROVIDED that thirty days written or reasonable public notice specifying the intention to propose the resolution as a special resolution has been given.

### **14. Financial Records**

14.01 Inspection. Financial records of the Society shall be open for inspection by any member of the Society upon receiving a written request to the Treasurer and or Manager - Finances and Admin. The Treasurer and or Manager - Finances and Admin will meet with the member within 30 days of the written request.

### **16. Dissolution**

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16.01 Distribution. Upon the dissolution of the Society, the property of the Society shall be converted into cash and added to the funds of the Society and the amount thereof distributed firstly in payment of all outstanding debts and liabilities of the Society and the balance shall be distributed to a non-profit organization having goals and objectives similar to that of the Society.