



KERRY TAYLOR

**Bylaws of Golden and District Minor Hockey Association
(the “Society”)**

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time; “**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

General Provisions

The Society will operate in accordance with the East Kootenay Minor Hockey Association and BC Hockey.

PART 2 – MEMBERS

Application for membership

2.1 Each player registered and in good standing with the Society shall be considered a member of the Society.

a) Each member of the Society is a voting member and is entitled to one vote which will be cast by the member’s parent or legal guardian.

b) The registration list at a member meeting will clearly demonstrate the member’s parent or legal guardian voting on their behalf.

i. In the event of a dispute regarding which parent or legal guardian will be casting the vote on behalf of the member, the parent or legal guardian who signed the registration form will cast the vote on behalf of the member.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws, and the policies, rules, and regulations of the Society.

Amount of membership dues

2.3 Each player registered with the Society shall be assessed an annual registration fee, set by the Board, prior to the current season's registration period, such registration fee is the membership dues for membership in the Society.

- a) The Board shall have the discretionary power to waive player registration fees in exceptional circumstances; any waiver of fees does not impact membership status.

Member not in good standing

2.4 A member is not in good standing if:

- a) the member fails to pay the member's annual registration fees, or other fees required by the society, if any, and the member is not in good standing for so long as those fees remain unpaid, or
- b) the member is banned from play by BC Hockey.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

- a) may not vote at a general meeting, and
- b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 14 consecutive days.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

The Board may determine to conduct a general meeting in person or by electronic means.

Notice of the annual meeting and all other member meetings shall be provided at least fourteen (14) days prior to the date of the member meeting by the following means:

- a) on a website that is maintained by or on behalf of the Society and is accessible to all the members of the Society, and

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- b) sent by email to the email address of every member of the Society for whom the Society has an email address in the register of members.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- a) adoption of rules of order;
- b) consideration of any financial statements of the Society presented to the meeting;
- c) consideration of the reports, if any, of the directors or auditor;
- d) election or appointment of directors;
- e) appointment of an auditor, if any;
- f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary 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.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- a) the individual, if any, appointed by the Board to preside as the chair; b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - i. the president,
 - ii. the vice-president, if the president is unable to preside as the chair, or
 - iii. one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

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Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

- a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and , if applicable, 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 voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- a) confirm the register of members clearly indicates the parent or legal guardian casting the member's vote.
- b) elect an individual to chair the meeting, if necessary;
- c) determine that there is a quorum;
- d) approve the agenda;
- e) approve the minutes from the last general meeting;
- f) deal with unfinished business from the last general meeting;
- g) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,

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- (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- (iii) elect or appoint directors, and
- (iv) appoint an auditor, if any;
- h) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- i) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method

that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

- a) The member's parent or legal guardian casting the member vote must be present to vote.
- b) The member does not need to be present to have their vote cast by their parent or legal guardian

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 7 directors, except in cases related to Board Representation and Balance, a maximum of 2 additional appointments may be made by the Board per section 4.3 and 4.4.

Election or appointment of directors

4.2 At each annual general meeting, the members must elect, or appoint, the Board Directors.

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Election to positions on the Board will occur in the following order, the Voting Order:

- a) President;
- b) Vice-president;
- c) Secretary;
- d) Treasurer;
- e) Directors at large

Directors are elected for a one (1) year term expiring at the next annual general meeting. Directors may be re-elected.

A director other than the President may hold more than one position on the Board, but will only have one vote.

Nominations to the Board must be received no later than seven (7) consecutive days

prior to the annual general meeting.

Individuals not successfully elected to a position may choose to run for a subsequent position in the Voting Order.

Nominations can not come from the floor, except in extraordinary cases where an Executive position has not received any advance nominations.

Director at Large positions will only be elected provided the preceding Executive positions have been filled.

Each director has one vote at a meeting of directors.

Board Representation Balance

4.3 The Society recognizes the importance of broad and equitable representation from various teams, divisions and participant groups within the Golden and District Minor Hockey Association.

If, after the completion of elections at an annual general meeting, a majority of elected Board members; Executive and Directors at Large, are representatives of the same team, division, or identifiable participant population, the Board must take reasonable steps to promote balanced representation.

Such steps may include but are not limited to:

a) Appointing additional directors per section 4.4 to improve representation balance.

Directors may fill casual vacancy on Board

4.4 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office or as per 4.3.

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Term of appointment of director filling casual vacancy

4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Removing a director

4.6 A director may be removed from their position on the Board, following a transparent due process as outlined in Board policy;

- a) By a unanimous vote of the remaining Board members, or
- b) By a Special Resolution at a member meeting.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors. **Notice of directors' meeting**

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think

fit. **Quorum of directors**

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Executive Positions

6.1 The Executive positions on the Board are:

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

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Directors at large

6.2 Directors who do not hold Executive positions on the Board,

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- a) issuing notices of general meetings and directors' meetings;
- b) taking minutes of general meetings and directors' meetings;

- c) keeping the records of the Society in accordance with the Act;
- d) conducting the correspondence of the Board;
- e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a) receiving and banking monies collected from the members or other sources;
- b) keeping accounting records in respect of the Society's financial transactions;
- c) preparing the Society's financial statements;
- d) making the Society's filings respecting taxes.

Role of directors at large

6.8 The directors at large are responsible for carrying out duties as assigned by the executive and as defined in policy.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

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7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society as follows:

- a) In financial matters including banking, payments, and borrowing by two (2) out of three (3) of;
 - i. President,
 - ii. Treasurer,
 - iii. Authorized signing officer approved by the Board in writing.
- b) In administrative matters with no financial implications by one (1) of;
 - i. President,
 - ii. Vice-President,
 - iii. Authorized signing officer approved by the Board in writing,
 - iv. In accordance with the East Kootenay Minor Hockey Association and BC Hockey.

PART 8 – BORROWING

In order to carry out the purposes 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 the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

- a) A debenture must not be issued without the authorization of a Special Resolution.
- b) The members may, by Special Resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

PART 9 – FORMALLY UNALTERABLE CLAUSES

The operations of the Association are to be chiefly carried on in the Town of Golden, British Columbia. **This clause was formerly unalterable.**

The GOLDEN DISTRICT MINOR HOCKEY ASSOCIATION shall be affiliated with the BRITISH COLUMBIA AMATEUR HOCKEY ASSOCIATION and shall pay the required dues each year to the Association. **This clause was formerly unalterable.**

In the event of winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to a charitable organization operating in Golden or surrounding area with a similar purpose of this Association as may be determined by the Members of the Association at the time of winding up or dissolution, and if effect cannot be given to the aforesaid, provisions, then such funds shall be given or transferred to some other organization; provided that such organization referred to in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada from time to time in effect. **This provision was formerly unalterable.**

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