

## **BY-LAWS**

By-laws relating generally to the conduct of the affairs of Metro Minor Ball Hockey Association

### **PART 1 - INTERPRETATION**

**1.1**            **Definitions.** In these by-laws and all other by-laws of the Society, unless the context otherwise requires:

- (a)        **“Act”** means the *Societies Act* (British Columbia) and any regulations made under the *Societies Act* (British Columbia), as amended from time to time;
- (b)        **“BCBHA”** means the British Columbia Ball Hockey Association;
- (c)        **“CBHA”** means the Canadian Ball Hockey Association;
- (d)        **“constitution”** means the constitution of the Society;
- (e)        **“Contributing Member”** has the meaning ascribed to it in section 3.4;
- (f)        **“directors”** or **“board”** or **“board of directors”** means the directors of the Society for the time being;
- (g)        **“Guardian”** means guardian as that term is defined in the *Family Law Act* (British Columbia), as amended from time to time;
- (h)        **“Honorary Life Member”** has the meaning ascribed to it in section 3.5;
- (i)        **“member”** or **“members”** any Person who is a member of the Society, being a Parent/Guardian Member, a Contributing Member or an Honorary Life Member;
- (j)        **“ordinary resolution”** has the meaning ascribed to that term in the Act;
- (k)        **“Parent/Guardian”** means a Person who is the natural parent, adoptive parent or Guardian of a Player, or the married or common law spouse of such Person;
- (l)        **“Parent/Guardian Member”** has the meaning ascribed to it in section 3.3;
- (m)        **“Person”** means a natural person;
- (n)        **“Player”** means a Person under the age of 20, or such other age as may be specified by resolution of the directors, who is duly registered in a ball hockey program of the Society;
- (o)        **“season”** means the ball hockey sport playing season as determined by the board from time to time;
- (p)        **“section”** or **“sections”** means any section or sections of the Society by-laws from time to time in force and effect; and
- (q)        **“Society”** means Metro Minor Ball Hockey Association or any other name which it may from time to time change to and adopt pursuant to the Act.
- (r)        **“Territory”** - refers to Metro Minor Ball hockey’s geographical boundary as Burnaby , New Westminster, North Vancouver, Vancouver and West Vancouver

1.2 **Societies Act Definitions.** Except as set forth in section 1.1 above, all words which are used in these sections that are defined in the Act shall have the meanings given to them in the Act unless the context of these sections requires otherwise.

1.3 **Other Definitions.** Any words defined elsewhere in these sections shall have the meanings ascribed to them.

1.4 **Conflict.** If there is a conflict between these sections and the Act, the Act prevails.

## **PART 2– PLAYER REGISTRATION**

2.1 **Registration of Players.** Registration of Players will ordinarily be restricted to Players whose principal place of residence, or whose Parent/Guardian's principal place of residence, is in Metro Minor's Territory. In the event a program or division is not being offered in another recognized association, and a player release is obtained, said player is deemed to be within the Territory via transfer.

2.2 **Player Registration Fees.** Each Player registered with the Society will be assessed an annual registration fee set by the board prior to the current season's registration period. The registration fee may include any assessment by other governing sports organizations as specified by resolution of the Board.

2.3 **Board May Waive.** The board will have the discretion from time to time to waive annual registration fees for one or more Players.

## **PART 3– MEMBERSHIP**

3.1 **Entitlement.** The members of the Society shall be:

- (a) those persons who are voting members in good standing on the date these bylaws come into force; and
- (b) those persons who subsequently become members in accordance with these bylaws.

3.2 **Classes of Membership.** There will be three classes of voting members in the Society, being:

- (a) Parent/Guardian Members;
- (b) Contributing Members; and
- (c) Honorary Life Members.

3.3 **Parent/Guardian Members.** A Person will become a Parent/Guardian Member if:

- (a) that Person is over the age of 19;
- (b) that Person is not a Contributing Member or an Honorary Life Member;
- (c) that Person is the Parent/Guardian of a Player for whom the annual registration fee has been paid in full, provided that in all cases membership as a Parent/Guardian Member shall be limited to two Parent/Guardians per child, it

being understood that a Parent/Guardian Member having more than one Player registered in the Society shall have no greater rights as a member than a member having only one Player registered in the Society.

**3.4            Contributing Member.** A Person will become a Contributing Member if:

- (a)      that Person is over the age of 18;
- (b)      that Person is not a Parent/Guardian Member or an Honorary Life Member; and
- (c)      either:
  - (i)      that Person has applied to the board for membership in the Society as a Contributing Member in a form determined by the board, and that Person's application has been accepted by the board, in the board's sole discretion;
  - (ii)     the Director of Officiating (as such position may be renamed by the board from time to time) has, by notice to the Board, designated such Person as a referee for the then current season; or
  - (iii)    the Director of Coaching (as such position may be renamed by the board from time to time) has, by notice to the Board, designated such Person as a coach for the then current season.

Without limiting the discretion of the board, Contributing Members will ordinarily be restricted to Persons meeting the aforementioned requirements who will be actively involved in the general work of the Society during the then current season.

**3.5            Honorary Life Member.** A Person will become an Honorary Life Member if:

- (a)      that Person is over the age of 19;
- (b)      that Person has been invited by the board to apply to be an Honorary Life Member, and has applied to the board for membership in the Society in a form determined by the board; and
- (c)      that Person's application has been accepted by the board, in the board's sole discretion;

provided that if such Person, at the time of acceptance by the board as an Honorary Life Member, is a Parent/Guardian Member or a Contributing Member, that Person's membership shall be deemed to be automatically converted and transferred to an Honorary Life Member.

**3.6            Good Standing.** A member in good standing shall be a member who has not resigned or been expelled or suspended from membership in the Society, and fully paid, registration and team fees.

**3.7            Non-Transferable.** Except as provided in Section 3.5, the membership of a member in the Society and all rights arising from the membership are non-transferable.

**3.8            Term of Membership.** Subject to Section 3.9:

- (a) once becoming a Parent/Guardian Member, a Person continues as a Parent/Guardian Member until the conclusion of the next annual general meeting of the Society;
- (b) once accepted by the board as a Contributing Member, a Person continues as a Contributing Member until the conclusion of the next annual general meeting of the Society; and
- (c) once accepted as an Honorary Life Member, a Person continues as an Honorary Life Member for life.

**3.9** **Cessation of Membership.** A member shall immediately cease to be a member of the Society on the earliest of the following:

- (a) **Written Resignation** - by delivering a written resignation signed by the member to the Secretary or to the registered address of the Society;
- (b) **Expiry of Term** – upon the expiry of his or her term;
- (c) **Death** - upon his or her death;
- (d) **Expulsion** - upon being expelled in accordance with these sections; or
- (e) **Not in Good Standing** - if the member has not been in good standing for three consecutive months.

**3.10** **Expulsion or Suspension.** The board may, in accordance with section 3.11, expel or suspend any member of the Society where the member has failed to observe, in a material and serious degree, the rules and sections of the Society or where the member has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Society.

**3.11** **Procedure for Expulsion or Suspension.** If grounds appear to exist for the expulsion or suspension under section 3.10 (the “**Disciplinary Action**”), the following procedure shall be followed:

- (a) **Notice** - Written notice shall be given to the member in accordance with section 15.1 of the proposed Disciplinary Action and the reasons therefor at least 14 days prior to the effective date of the Disciplinary Action as set out in the notice.
- (b) **Hearing** - During the period from the date the notice was deemed to be given to 10 days before the effective date of the Disciplinary Action, the member shall be given every reasonable opportunity to present to the board, either orally or in writing, his or her reasons why the Disciplinary Action should not proceed.
- (c) **Meeting** - The board shall decide whether or not to proceed with the Disciplinary Action, by a majority of the votes cast at a meeting of the directors, and/or other appointees tasked to review disciplinary matters, to be held not less than five days before the effective date of the Disciplinary Action. In the event the board approves proceeding with the Disciplinary Action, the approval shall be final.

- (d) **Appeal** - Any appeal of a Disciplinary Action must be commenced by the member so affected within 30 days after the effective date of the Disciplinary Action. The appeal would be heard by a new disciplinary panel.

#### **PART 4- ALLOWANCES TO MEMBERS**

**4.1 Honoraria, Travel and Maintenance.** The board may determine, in its discretion, what honoraria, travel and maintenance allowances the Society may pay to any of its members, including without limitation, any member who is a director or senior manager of the Society or who serves on a committee. Note, Board Member cannot be paid any honoraria.

#### **PART 5 – GENERAL MEETINGS OF MEMBERS**

**5.1 General Meeting.** A general meeting of the members must be held at the time and, if applicable, place the board determines.

**5.2 Notice of Meeting.** Written notice of a general meeting shall be given in accordance with section 15.1 at least 14 clear days before the date of the meeting:

- (a) to every member listed on the register of members on the day notice is given; and
- (b) in the case of annual general meetings, to the auditors, if there are auditors holding office at the time notice is given;

and no other person shall be entitled to notice of a general meeting, provided that if the Society has more than 100 members, the Society may also give notice of a general meeting by:

- (c) sending an email with the date, time and location of the general meeting and all other required information to every member who has provided an email address to the Society; and
- (d) posting notice of the date, time and location of the general meeting, throughout the period commencing at least 14 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members.

**5.3 Omission of Notice.** The accidental omission to send notice of a general meeting to a member, or the non-receipt of any notice by a member, does not invalidate any proceedings at the meeting.

**5.4 Entitlement to Attend General Meetings of Members.** Only members, directors and the auditors may attend general meetings, provided, however, that the board may invite non-members to attend general meetings.

#### **PART 6 - PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS**

**6.1 Chair of the Meeting.** The President shall be chair at any general meeting. If the President is absent or unable to act as chair at a general meeting, then the Vice-President designated by the President shall be chair of the general meeting. If the President did not designate a Vice-President or the Vice-President designated by the President is absent or is unable to act as chair at a general meeting, then the directors who are in attendance and entitled to vote shall choose a director who is in attendance

and able to act as chair of the meeting and if no director is in attendance and able to act or if all the directors in attendance decline to take the chair then the members who are in attendance and entitled to vote shall choose one of their number to act as chair of the meeting.

**6.2            Adjournment.** The chair of any general meeting may, with the consent of a majority of the members in attendance at the general meeting and entitled to vote, adjourn the meeting to a fixed time and, if applicable, place and no notice of such adjournment need be given to the members. No business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**6.3            Quorum.** A quorum at any general meeting shall be 3 members of record in good standing and entitled to vote or one percent (1%) of the members in good standing and entitled to vote, whichever is greater. No business other than the election of a chair and the adjournment or termination of the meeting shall be transacted at any general meeting unless the requisite quorum is in attendance at the time of the transaction of such business. If within 30 minutes from the time appointed for a general meeting a quorum is not in attendance, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and, if applicable, place, and if, at the adjourned meeting, a quorum is not in attendance within 30 minutes from the time appointed for the meeting, the members in attendance constitute a quorum.

**6.4            Rules of Order.** The directors may, from time to time, adopt such rules of order to govern the general meetings as the directors may determine. Any such rules of order shall be available for inspection during normal business hours at the registered office of the Society.

**6.5            Electronic Meetings.** Subject to the Act, the board may decide, in its sole discretion, to hold a general meeting as a fully or partially electronic meeting. If the board decides to hold a general meeting as fully or partially electronic meeting, the board shall make arrangements for members to participate in, and, if applicable, to vote at such general meeting by telephone or other communications medium. A member or other Person so participating in such general meeting by telephone or other communications medium shall be deemed to be present at the meeting and to have so agreed. A member entitled to vote at the general meeting and participating by a telephone or other communications medium shall be counted in the quorum therefor and be entitled to speak and vote at such general meeting.

## **PART 7 - VOTING AT GENERAL MEETINGS OF MEMBERS**

**7.1            Voting.** Unless provided otherwise in the Act or these sections:

- (a) every resolution submitted at a general meeting shall be decided by one or more of the following mechanisms, in the discretion of the board:
  - (i) by a show of hands;
  - (ii) by oral vote;
  - (iii) by written ballot; or
  - (iv) another method that adequately discloses the intention of the members;
- (b) any resolution submitted at a general meeting must be seconded by another member, provided that the chair of a meeting may move or propose a resolution without the requirement that it be seconded; and

- (c) in the case of an equality of votes, the chair of the meeting shall not have a casting or second vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution shall not pass.

**7.2            Entitlement to Vote.** No member shall be entitled to vote at any general meeting unless the member is in good standing pursuant to the provisions of section 3.6. Any member who is in good standing is entitled to one vote on any show of hands, an oral vote, by written ballot or another method that adequately discloses the intention of the members.

**7.3            Simple Majority.** At all general meetings every resolution put to the vote at a general meeting shall, unless otherwise required by these sections or under the Act, be decided by a simple majority of the votes duly cast on the resolution.

**7.4            Evidence that Resolution Carried.** At any general meeting, a declaration by the chair of the meeting following a show of hands, an oral vote, a written ballot or another method that adequately discloses the intention of the members that a resolution has been carried unanimously, carried by a particular majority or not carried by a particular majority shall be conclusive evidence of the fact.

**7.5            No Voting by Proxy.** Voting by proxy is not permitted.

## **PART 8- BOARD OF DIRECTORS**

**8.1            Number of Directors on the Board.** The affairs of the Society shall be managed by a board consisting of nine directors or such other number of directors as may be determined from time to time by ordinary resolution of the members, provided that the number of directors of the Society shall not be less than 3 or more than 11.

**8.2            Board Composition.** The board shall consist of the following offices:

- (a) President;
- (b) First Vice President;
- (c) Second Vice President;
- (d) Third Vice President;
- (e) Fourth Vice President;
- (f) Treasurer;
- (g) Secretary;
- (h) Director of Officiating; and
- (i) Director of Coaching;

provided that, and without limiting any other section of these bylaws: (i) if the board as determined in accordance with section 8.1 consists of: (1) less than 9 directors, the board may appoint one or more of the existing directors to occupy as an additional office any vacant offices enumerated above in this section 8.2, and (2) between 10 and 11 directors, 10<sup>th</sup> and 11<sup>th</sup> directors shall be directors-at-large; and (ii) the

board may, by resolution, revise the titles of any of the offices described in section 8.2(b), (c), (d), (e), (h) and (i) above.

**8.3           President.** The President shall be the chief executive officer of the Society and shall supervise the senior managers in the execution of their duties. The President shall be chair of all general meetings and of all meetings of the board. The President may speak as authorized by the board on behalf of the board or the Society. The President is, ex officio, a member of every committee and task force of the Society, but is not required to attend every meeting of those committees and taskforces.

**8.4           Vice-Presidents.** Each Vice-President (first, second, third and fourth) shall assist the President at all times in any or all of the President's duties of office and perform any other duties prescribed from time to time by the board. During the absence or disability of the President, the first Vice-President shall exercise the duties of the President unless otherwise directed by the board. The Vice-Presidents shall, subject to the authority of the board and the President, have the responsibility for the general management and direction of the Society's affairs. Where expressly authorized by the President or the board, a Vice-President may appear, speak and act on behalf of the President, the board or the Society.

**8.5           Secretary.** The Secretary shall:

- (a) make or cause to be made all required filings for the Society with the registrar;
- (b) issue or cause to be issued all notices required to be given to members and directors;
- (c) attend all meetings of the directors and the members and prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of all proceedings of the meetings of directors and members (such books to be kept at the registered office of the Society);
- (d) keep or cause to be kept the corporate seal and the records and other instruments of the Society;
- (e) maintain or cause to be maintained the register of members and register of directors; and
- (f) perform any other duties prescribed from time to time by the board.

**8.6           Treasurer.** The Treasurer shall:

- (a) keep (or cause to be kept) full and accurate books of account which record all receipts, disbursements, assets and liabilities of the Society and, under the direction of the board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society;
- (b) provide to the board, members and others when required an accounting of all transactions of the Society and the financial position of the Society and report on the financial position of the Society to the members at the general meeting of the members; and
- (c) perform any other duties prescribed from time to time by the board.



**8.7            Director of Officiating.** The Director of Officiating shall:

- (a)      oversee and manage all aspects of the refereeing program for the Society, including referee hiring, training and management, and referee assignments and payment; and
- (b)      perform any other duties prescribed from time to time by the board.

**8.8            Director of Coaching.** The Director of Coaching shall:

- (a)      oversee and manage all aspects of the Society's coaching program, including training, management and oversight of coaches; and
- (b)      perform any other duties prescribed from time to time by the board.

**8.9            Directors-at-Large.** Directors-at-large shall perform such duties prescribed from time to time by the board.

**8.10          Qualifications for Director.** A Person is qualified to become a director of the Society if that Person:

- (a)      is more than 18 years of age;
- (b)      is not an undischarged bankrupt;
- (c)      has never been convicted of an indictable offence involving fraud or in connection with the promotion, formation or management of a society or corporation or such other offence as the directors in their sole discretion may determine from time to time; and
- (d)      is not mentally incompetent. For the purposes of this section 8.10(d), a Person shall be deemed to be mentally incompetent if two medical practitioners set forth their opinion in writing that the Person in question is incapable of managing his or her affairs.

**8.11          Powers and Duties of Board.** The board shall be responsible for conducting all business of the Society and may exercise all such powers and do all such acts and things as may be exercised or done by the Society that are not by the constitution, these bylaws or the Act expressly directed or required to be done in some other manner, and may from time to time by majority vote pass resolutions relating in any way to the Society or to the conduct of its affairs. No act or proceeding of the board is invalid by reason only of there being vacancies among the directors or less than the prescribed number of directors in office. To ensure adequate controls are in place for safe guarding of all Society assets.

**8.12          Election of Directors.**

- (a)      The directors of the Society shall have a term of two years or such other term as may be agreed upon by the members at the time of election. Directors shall retire from office at the annual general meeting held at the expiration of their term of office. Subject to the provisions of these bylaws, any director shall be eligible for re-election.

- (b) A Person may be nominated for election for any available office of director at a general meeting in accordance with the following rules and such additional policies as may be established by the board:
  - (i) the board may nominate candidates for any available offices of director, and the names of any such candidates shall be in the hands of the President or Secretary prior to the call for order of the applicable general meeting; and
  - (ii) a Person may nominate themselves as a candidate for any available office of director provided that such nomination: (i) is in writing and identifies the specific office of director for which the candidate is nominated, (ii) is signed by the candidate and at least 2 members in good standing, (iii) is submitted to the Society by noon on the 7<sup>th</sup> day preceding the date of the applicable general meeting;

provided that a Person may be nominated for only one office of director at any general meeting.
- (c) In elections where only a single candidate is nominated for a particular office of director, that candidate will be deemed to be elected by acclamation.

**8.13**        **Vacancy.** The directors may at any time and from time to time appoint a qualified member to act as a director to fill a vacancy on the board. A director so appointed holds office only until the conclusion of the next annual general meeting of the members but is eligible for re-election at the annual general meeting.

**8.14**        **Power of Board if a Vacancy.** Where there is a vacancy or vacancies on the board, the remaining directors may exercise all the powers of the board as long as a quorum of the board remains in office.

**8.15**        **Additional Directors.** The directors, between annual general meetings of the members, may:

- (a) subject to section 8.1, appoint one or more additional directors of the Society; and
- (b) appoint one or more of the existing directors to occupy as an additional office any vacant offices enumerated in section 8.2.

**8.16**        **Termination of Office.** The office of a director shall automatically be terminated if any of the following events occur:

- (a) the director's term of office expires in accordance with section 8.12;
- (b) the director is removed from office in accordance with section 8.17;
- (c) the director becomes bankrupt, suspends payment of his or her debts generally or compounds with his or her creditors;
- (d) the director is mentally incompetent. For the purposes of this section 8.16(d), a Person shall be deemed to be mentally incompetent if two medical practitioners

set forth their opinion in writing that the Person in question is incapable of managing his or her affairs;

- (e) the director is convicted of an indictable offence involving fraud or in connection with the promotion, formation or management of a society or corporation or such other offence as the directors in their sole discretion may determine from time to time;
- (f) the director resigns from his or her office by notice in writing to the Society. Any such resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later.

**8.17**        **Removal of Directors.** The members may, by resolution passed by at least three-quarters of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given in accordance with these sections, remove any director before the expiration of his or her term of office and may, by the majority of votes cast by the members present and entitled to vote at that general meeting, elect any Person to serve in the place of the removed director until the next annual general meeting of the members.

**8.18**        **Remuneration.** Except as provided in section 4.1, no director shall be paid for serving as a director but may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties as a director of the Society.

## **PART 9 - MEETINGS OF THE BOARD**

**9.1**        **Place of Meeting.** The board may meet together at the times and, if applicable, places for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they see fit.

**9.2**        **Holding of Meetings.** Any director may at any time, and the Secretary shall, at the request of any director, convene a meeting of the board.

**9.3**        **Chair of the Meeting.** The President shall be chair at any meeting of the directors. If the President is unable to act as chair or if the President is not in attendance within thirty minutes after the time appointed for holding the meeting of directors, then a Vice-President shall be chair of the meeting of directors. If the Vice-Presidents are absent or are unable to act as chair at a meeting of the directors, then the directors who are in attendance shall choose one of their number to act as chair of the meeting. The chair of a meeting may submit a question for consideration to the directors.

**9.4**        **Notice of Meetings.** Notice of each meeting of the board shall specify the time and, if applicable, place of the meeting. The notice may be sent by prepaid mail or may be delivered to each director either personally, or by facsimile, e-mail or other electronic means, or by leaving it at the usual business or residential address of the director as shown on the register of directors, and if no address is shown in the records of the Society, then to the last known address of such director. Notices shall be given at least seven clear days before the time appointed for holding the meeting or such lesser time as may be reasonable under the circumstances; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Notwithstanding the above, it shall not be necessary to give to any director notice of a meeting of directors immediately following an annual general meeting at which that director has been elected or notice of a meeting of directors at which that director was appointed. Accidental omission to give notice

of a meeting of directors to or the non-receipt of notice by any director shall not invalidate the proceedings of that meeting.

**9.5            Participation by Telephone or Other Communications Medium.** The board may hold meetings by means of conference telephone or any other communication facility whereby all directors participating in the meeting can hear each other and make themselves heard, provided that all the directors consent to the holding of a meeting in such manner. Such consent may be made generally or in respect of a particular meeting. A director participating in a meeting in accordance with this section 9.5 shall be deemed to be in attendance at the meeting and to have so consented and shall be counted in the quorum for the meeting and shall be entitled to speak and vote at the meeting.

**9.6            Quorum.** The quorum necessary for the transaction of business of the board may be fixed by the directors and unless so fixed shall be a majority of the directors then in office. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the board.

**9.7            Voting.** No question submitted at a meeting of the directors need be seconded. Each director shall have one vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall not have a casting or second vote in addition to the vote to which the chair is otherwise entitled and the proposed resolution shall not pass.

**9.8            Written Resolutions.** A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of directors duly convened and held. Such resolution may be in one or more counterparts, all of which together shall be deemed to constitute one instrument.

**9.9            Acts Valid.** All acts done at any meeting of directors, any meeting of any committee of the board, by any persons acting as directors or by any member of a committee constituted by the directors shall, notwithstanding that it may afterwards be discovered that there was some defect in the election or appointment of any such directors or persons acting as such, or that they or any of them were disqualified, be as valid as if every such Person had been duly appointed and was qualified to act as a director.

**9.10          Regulations.** The directors may by resolution make such rules and regulations for the conduct of their affairs and of the affairs of the Society as they deem necessary or desirable, provided that such rules and regulations are not inconsistent with these sections or the Act.

## **PART 10 - SENIOR MANAGERS AND COMMITTEES**

### **10.1            Senior Managers.**

- (a) The board may appoint senior managers of the Society, including without limitation a registrar, a scheduler, a referee assignor and an equipment manager. A Person who is not qualified under the Act and section 8.10 to be a director of the Society is not qualified to be a senior manager of the Society.
- (b) Each senior manager shall have a term of one year and shall retire from office at the expiration of their term of office when their successors have been elected or appointed at the first meeting of the directors held following the annual general meeting of the members of the Society. If no successor is elected or appointed, then the Person previously elected or appointed as an officer of the Society shall

continue to hold office, unless the Person resigns or is otherwise removed from office.

- (c) The board may at any time by resolution remove any senior manager.

**10.2**            **Termination**. A senior manager shall automatically be terminated if any of the following events occur:

- (a) the senior manager's term of office expires in accordance with section 10.1(a);
- (b) the senior manager is removed in accordance with section 10.1(c); or
- (c) the senior resigns from his or her office by notice in writing to the Society. Any such resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later.

**10.3**            **Vacancy**. The directors may at any time and from time to time appoint a qualified Person to act as a senior manager to fill a vacancy. A senior manager so appointed holds office only until the first meeting of the directors held following the next annual general meeting of the members of the Society but is eligible for re-election by the directors.

**10.4**            **Employment of Executive Director**. The board may employ an executive director of the Society (the "**Executive Director**") who shall be the chief operating official of the Society. The Executive Director shall not be a director of the Society. If employed, the Executive Director shall:

- (a) be directly responsible to the board and between meetings of the board to the board as a whole through the office of the President and, in his or her absence, through the office of the Vice-President designated by the President;
- (b) assist the board in the discharge of its duties;
- (c) be responsible for, and have general authority with respect to management and administration of the office of the Society and of all continuing operations of the Society; and
- (d) perform such other duties and exercise such other authority as shall be established in the administrative regulations of the Society or otherwise determined from time to time by the board.

**10.5**            **Variation of Duties**. From time to time the board may vary, add to or limit the powers and duties of any senior manager.

**10.6**            **Committees of Directors**. The board may appoint committees of directors from among their number and may delegate to such committees any but not all of the powers of the board. Any committee so appointed may, subject to a resolution of the board and these sections, meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.

**10.7**            **Powers of Committees**. Every committee constituted by the board shall have the authorities, powers and discretion which may be delegated to it by the board and shall act in accordance with any requirements, including reporting, which the board may impose upon the committee.

**10.8**            **Meetings of Committees.** A committee shall elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not in attendance within thirty minutes after the time appointed for holding the meeting, the directors in attendance who are members of the committee shall choose one of their number to chair the meeting. The members of a committee may meet and adjourn as they think fit.

**10.9**            **Notice of Committee Meetings.** Notice of each meeting of any committees of the board shall specify the time and, if applicable, place of the meeting. The notice may be sent by prepaid mail or may be delivered, as the Secretary deems appropriate, to each committee member either personally, or by facsimile, e-mail or other electronic means, or by leaving it at the usual business or residential address of the committee member as shown in the records of the Society, and if no address is shown in the records of the Society, then to the last known address of such committee member. Notices shall be given at least seven clear days before the time appointed for holding the meeting or such lesser time as may be reasonable under the circumstances; provided always that a committee member may in any manner and at any time waive notice of a meeting of a committee, and attendance of a committee member at a meeting of a committee shall constitute a waiver of notice of the meeting except where a committee member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Accidental omission to give notice of a meeting of a committee to or the non-receipt of notice by any committee member shall not invalidate the proceedings of that meeting.

**10.10**          **Committee Meetings by Telephone or Other Communications Medium.** The members of a committee may hold meetings by means of conference telephone or any other communication facility whereby all committee members participating in the meeting can hear each other and make themselves heard, provided that all the committee members consent to the holding of a meeting in such manner. Such consent may be made generally or in respect of a particular meeting. A committee member participating in a meeting in accordance with this section 10.10 shall be deemed to be in attendance at the meeting and to have so consented and shall be counted in the quorum for the meeting and shall be entitled to speak and vote at the meeting.

## **PART 11- COMPLAINTS, DISCIPLINE AND APPEALS**

**11.1**            **Complaints, Discipline and Appeals.** The board may establish policies and procedures (including, without limitation, any policies and procedures that may be mandated, required or recommended by the BCBHA, the CBHA or any other sports organizations specified by resolution of the board) related to complaints, discipline and appeals involving Players, members, directors, teams, coaches, referees, officials, spectators or any other Persons involved with the Society, and shall have the power to take such disciplinary action the board deems necessary, including, without limitation, the imposition of any fine or suspension, against any person or team involved with the Society for unsportsmanlike conduct on or off the floor, abusive language to any official, or failure to comply with the constitution, bylaws, code of conduct or other regulations, policies or procedures of the Society, the BCBHA, the CBHA or any other sports organizations specified by resolution of the board.

## **PART 12 - REGISTERS**

**12.1**            **Register of Members.** The Secretary shall keep, or cause to be kept, a register on which the names of all the members are listed, together with the following particulars:

- (a)            the full name and resident address of each member;

- (b) the date on which the member is admitted as a member and the class of membership;
- (c) the date on which any Person ceases to be a member;
- (d) the dates on which any member is suspended or reinstated to full membership following a suspension; and
- (e) any other information required by the Act.

**12.2** **Register of Directors.** The Secretary shall keep, or cause to be kept, a register in which the names of the directors are listed, together with the following particulars:

- (a) the full name and resident address of each director;
- (b) the date upon which each director was last elected or appointed as a director;
- (c) the date on which that Person ceases to be a director; and
- (d) any other information required from time to time by the directors or the Act.

### **PART 13 - BORROWING POWERS AND USE OF SEAL**

**13.1** **Borrowing Powers.** Subject to the Act, the directors may, by resolution, cause the Society to borrow such sums of money on such terms and on such security as the directors may determine and as specified in the resolution of the directors.

**13.2** **Charge on Property.** To raise or secure the payment of any sum of money borrowed by the Society in accordance with section 13.1, the board may mortgage, pledge, hypothecate and charge all or any part of the property of the Society.

**13.3** **Common Seal.** The board may adopt a common seal which shall be the seal of the Society and, when required, may destroy the seal and substitute a new seal in its place.

**13.4** **Custody.** The seal of the Society, if any, shall be kept in the custody of the Secretary or at the registered office of the Society.

**13.5** **Use of Seal.** The seal of the Society must not be affixed to any instrument except as authorized by a resolution of the board and then only in the presence of the persons prescribed in the resolution. If no persons are prescribed in a resolution of the board, then the seal of the Society must be affixed in the presence of any two directors or senior managers of the Society.

### **PART 14 - INDEMNIFICATION AND LIABILITY OF DIRECTORS AND SENIOR MANAGERS**

**14.1** **Definitions.** In this Part 14:

- (a) “**eligible party**” means, in relation to the Society, an individual who is or was a director or senior manager of the Society or who holds or held an equivalent position in a subsidiary of the Society;



- (b) “**eligible proceeding**” means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a director or senior manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society,
  - (i) is or may be joined as a party, or
  - (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (c) “**expenses**” includes costs, charges and expenses, including legal and other fees, but does not include penalties;
- (d) “**penalty**” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding; and
- (e) “**representative**” in relation to an eligible party, means an heir or personal or other legal representative of the eligible party.

**14.2        Indemnification.** To the extent the Society is not so prohibited by the Act, the Society must indemnify each eligible party or a representative of the eligible party against all penalties to which the eligible party or the representative is or may be liable in respect of an eligible proceeding and the Society must after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or a representative of the eligible party in respect of the eligible proceeding.

**14.3        Insurance.** Subject to the Act, the Society may purchase and maintain insurance for the benefit of an eligible party or a representative of the eligible party against any liability that may be incurred by reason of the eligible party being or having been a director or senior manager of the Society or holding or having held an equivalent position in a subsidiary of the Society.

## **PART 15 - NOTICES**

**15.1        Notice.** Any notice required to be given to a member or other person pursuant to the Act or these sections must, as the Secretary deems appropriate, be sent by prepaid mail or delivered either personally, or by facsimile, e-mail or other electronic means or by leaving it at the usual business or, if a member, at the usual business or residential address of the member as shown on the register of members, and if no address is shown in the records of the Society, then to the last known address of such member. Any notice shall be deemed to have been given when the notice has been deposited in the mail or when delivered, provided that the cost of such notice is prepaid by the Society and that in the case of a notice required to be given for a general meeting, the notice is deposited in the mail or delivered at least seven days before the meeting is scheduled to take place. A notice of a general meeting shall state the day, time and, if applicable, place of the meeting and the general nature of the business to be transacted at the meeting and, where any special business shall be transacted at the meeting, the notice shall state a sufficient amount of information regarding the special business to allow the members to make a reasoned decision regarding the special business.

## **PART 16 - AUDITORS**



**16.1            Auditors.** At each annual general meeting, the members may (but are not required to unless otherwise required by the Act) appoint auditors to audit the accounts of the Society and the auditors so appointed shall hold office until the close of the annual general meeting following the appointment. Subject to the Act, the board may fill any casual vacancy in the office of the auditors.

**16.2            Remuneration of Auditors.** Subject to the Act, the members at an annual general meeting (or the directors if authorized to do so by the members), shall fix the remuneration of the auditors.

**16.3            Financial Year.** The financial year of the Society shall terminate on a day in each year to be fixed by the board and the financial statements of the Society's affairs for presentation to the members at the annual general meeting shall be made up to that date.

## **PART 17- AFFILIATIONS**

**17.1            Affiliations.** To promote the purposes of the Society, the board may, in its discretion, approve the affiliation by the Society with any individuals or other organizations having purposes similar to those of the Society.

## **PART 18 - DISTRIBUTIONS AND DISSOLUTION**

**18.1            Activities.** The activities of the Society shall be carried on without purpose of gain for its members, and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.

**18.2            No Distribution.** The Society shall not distribute any of its money or other property other than in accordance with the Act.

**18.3            Dissolution.** In the event of winding-up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization(s) within the Province of British Columbia that is a qualified recipient (as defined in the Act) with the same or similar objects and purposes of the Society, as determined by the members of the Society at the time of the winding-up or dissolution.

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