

ARTICLE 2 – PURPOSE

The purposes of the SOCIETY are:

- a) To Provide competitive and enjoyable hockey to all registered in the SOCIETY.
- b) To encourage and applaud a high standard of self-discipline and good sportsmanship on the part of everyone involved in female hockey.
- c) To develop players, coaches, managers, trainers, officials and administrators to their greatest potential.
- d) To maintain and increase an interest in female hockey and to assist all others interested in female hockey.
- e) To support and encourage the development of facilities that would support further opportunities for female ice hockey.

ARTICLE 3 – SCOPE

The SOCIETY is a female ice hockey Association including female players of all ages within the Cities of Coquitlam, Port Coquitlam, Port Moody and the Villages of Anmore and Belcarra as mutually agreed by the member Associations of the Pacific Coast Amateur Hockey Association (PCAHA). This clause is alterable

ARTICLE 4 – GOVERNING BODIES

The SOCIETY shall be affiliated with the Canadian Hockey Association (CHA), the British Columbia Hockey Association (BCAHA) and the Pacific Coast Amateur Hockey Association (PCAHA). This clause is alterable

ARTICLE 5 – UNALTERABLE DISSOLUTION CLAUSE

Upon winding up or dissolution of the Society, the assets which remain after the payment of all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to:

“A registered charity or registered charities in British Columbia, as defined in the Income Tax Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution. The provision shall be unalterable.”

BYLAWS

Here set forth, in numbered clauses, are the Bylaws providing for the matters referred to in Section 6(1) of the Society Act and any other Bylaws.

PART 1 – INTERPRETATION

A. In these Bylaws, unless the context otherwise requires;

- 1) “CHA” means the Canadian Hockey Association;
- 2) “BCAHA” means the British Columbia Amateur Hockey Association;
- 3) “PCAHA” means the Pacific Coast Amateur Hockey Association;
- 4) “officer” means the officers of the society which include the 7 positions of the Executive: President, 1st Vice President, 2nd Vice President, 3rd Vice President, Registrar, Secretary and Treasurer;
- 5) “directors” means the members of the Society elected or duly appointed to the executive for the purposes of managing the society. The officers of the Society are considered directors.
- 6) “Executive” means the directors and officers that compose the official Association volunteers;
- 7) “registered address” of a member means the member’s address as recorded in the register of members;
- 8) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- 9) “team” means the definition as determined by CHA and duly modified by BCAHA for female hockey as follows and as amended from time to time: a group of team officials, at least one of whom must be a coach and a group of not less than 8 registered players who are qualified in one Division or Category under CHA regulations governing age, and other regulations up to the maximum number provided by CHA regulations;
- 10) “term” means the time between an annual general meeting and the immediate next annual general meeting;
- 11) “residency” means the usual place of habitation while residing with a parent or guardian, as defined by the CHA Rules and Regulations, on the Tuesday immediately following the Labour Day weekend in the current playing season.

B. The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.

C. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa, and a corporation.

PART 2 – MEMBERSHIP

- A. The members of the Society are the applicants for incorporation of the Society, and those Teams who subsequently have become members in accordance with these Bylaws, and, in either case, have not ceased to be members.
- B. A Team or individual may apply to the directors or their designate and upon acceptance by the directors or their designate the Team or individual becomes a member.
- C. Every member shall uphold the Constitution and shall comply with these Bylaws and with any Rules and Regulations enacted from time to time by the Society in general meeting.
- D. The directors may determine the annual membership fees, if any.
- E. A Team or Individual shall cease to be a member of the Society;
 - 1) by delivering a resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the society;
 - 2) in the case of a person on death; in the case of Team on dissolution;
 - 3) on being expelled; or
 - 4) on having been a member not in good standing for a period of twelve consecutive months.
- F. A member may be expelled by a special resolution of the members passed at a general meeting.
- G. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- H. The member or who is subject of the proposed resolution for expulsion shall be given opportunity to be heard at the general meeting before the special resolution is put to a vote.
- I. All members are in good standing except a member who has failed to pay the current annual membership fee or other subscription or debt due and owing by that member to the Society, or a member who has been suspended by the Society under the Bylaws.

PART 3 – MEETING OF MEMBERS

- A. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.
- B. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- C. The directors may, whenever they think fit convene an extraordinary general meeting.
- D. Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business.

- E. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member entitled to receive notice does not invalidate proceedings at that meeting.
- F. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter and annual general meeting shall be held at least once every calendar year and not more than 15 month after holding the last preceding annual general meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

- A. Special business is:
 - 1) all business at an extraordinary general meeting except the adoption of rules of order, and
 - 2) all business that is transacted at an annual general meeting, except;
 - (a) the adoption of rules of order;
 - (b) the consideration of financial statements;
 - (c) the report of the directors;
 - (d) the report of the auditor, if any;
 - (e) the election of the directors;
 - (f) the appointment of the auditors, if required; and
 - (g) such other business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- B. No business, other than the adjournment or termination of the meeting, shall be conducted at a general meeting until a quorum is present.
- C. Once a quorum is present and the meeting has been called to order the meeting shall not be stopped if a quorum ceases to be present.
- D. A quorum shall be those members in good standing and present in person or by proxy representing not less than fifteen percent (15%) of the aggregate numbers of members, which are members of the Society from time to time or such greater number as the members may determine at a general meeting, but shall never be less than 20 persons.
- E. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided these are at least three members present.
- F. Subject to paragraph G., the President of the Society, the 1st Vice President, or, in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

G. If at a general meeting:

- 1) there is no President, Vice-President, or other director present within 15 minutes after the time appointed for holding the meeting; or
- 2) the President, the 1st Vice-President, and all other directors present are unwilling to act as chairman.

the members present shall choose one of their number to be chairman.

H. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

I. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

J. Except as provided in this Bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

K. All resolutions proposed at a general meeting must be seconded, and the chairman of a meeting may move, propose, or second a resolution.

L. In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

M. A member (team or individual) in good standing present at a meeting of members is entitled to a vote.

N. Voting is by show of hands, unless the members otherwise decide.

O. Voting by proxy is permitted as provided in Part 13.

P. A Team may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a general meeting of a Society.

PART 5 – DIRECTORS AND OFFICERS

A. The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercise or done by the Society in general meeting, but subject, nevertheless, to the provisions of:

- 1) all laws affecting the Society;
- 2) these Bylaws; and
- 3) the Rules and Regulations, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.

- B. No Rule or Regulation made by the Society in general meeting invalidates a prior act of the directors that would have been valid if that Rule or Regulation had not been made.
- C. The President, the 1st Vice-President, the 2nd Vice-President, the 3rd Vice President, the Registrar, the Secretary and the Treasurer shall be Officers of the Society.
- D. There shall be twelve (12) directors or such numbers as determined by the members or appointed upon incorporation.
- E. The Executive shall consist of the directors and officers of the Society, and may include the immediate Past-President
- F. Officers shall be elected at the annual general meeting for two terms. The election for the positions of President, 2nd Vice President and Secretary shall occur when an annual general meeting is held in an even year, elections of the 1st Vice President, 3rd Vice President, Registrar and Treasurer will be held when an annual general meeting is held in an odd year.
- G. Directors with the exclusion of the Officers shall be elected at an annual general meeting for one term.
- H. The directors completing their term shall retire at the annual general meeting, when their successors will be elected. Retiring directors are eligible for re-election at the annual general meeting.
- I. Election procedures at the annual general meeting shall be determined by the members present.
- J. The directors may at any time appoint a member or a representative of a member as a director to fill a vacancy in the directors and any director so appointed shall hold office until the next annual general meeting.
- K. The directors may at any time appoint a director to fill a vacancy in the Officers and any Officer so appointed shall hold office until the next annual general meeting.
- L. If a director or Officer resigns or otherwise ceases to hold office, the remaining directors shall appoint a replacement in accordance with these Bylaws.
- M. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- N. The members may by special resolution remove a director before expiration of her/his term and may elect a successor to hold office until the next annual general meeting.
- O. No director or Officers shall be remunerated for being or acting as director or Officer, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

PART 6 – PROCEEDINGS OF DIRECTORS

- A. The directors may meet together at such places as they see fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit and may hold meetings, in whole or in part, by telephone or telephone conference call.
- B. The directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be a majority of the directors then in office. Directors participating by telephone or telephone conference call shall be considered part of the quorum.
- C. The President shall be chairman of all meetings of the directors unless the directors otherwise decide.
- D. A director may at any time, and the Secretary on the request of a director shall, convene a meeting of the directors.
- E. The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee.
- F. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the directors.
- G. Subject to the direction of the directors, any committee so formed shall determine its own procedure and the members of committee may meet and adjourn as they think proper.
- H. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, facsimile, email, telegram, telex or cable, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn;
 - 1) no notice of meetings of directors shall be sent to that director; and
 - 2) any and all meetings of the directors of the Society, notice of which has not been given to that director, shall, if a quorum of the directors is present, be valid and effective.
- I. Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
- J. In case of an equality of votes, the chairman does not have a second or casting vote.
- K. All resolutions proposed at a meeting of directors or committee of directors must be seconded, and the chairman of a meeting may move, propose or second a resolution.
- L. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at meeting of directors.

PART 7 – DUTIES OF DIRECTORS AND OFFICERS

- A. Subject to the provisions of Part Four and Part Six, the President shall preside at all meetings of the directors and of the Society.
- B. The President or the Chief Executive Officer of the Society shall supervise the other officers in the execution of their duties.
- C. The 1st Vice-President shall carry out the duties of the President during her/his absence.
- D. The 2nd Vice-President and the 3rd Vice-President shall carry out the duties assigned to them by the President.
- E. The Secretary shall:
 - 1) conduct the correspondence of the Society;
 - 2) issue notice of meetings of the Society and directors;
 - 3) keep minutes of all meetings of the Society and directors;
 - 4) have custody of all records and documents of the Society except those required by the Registrar and the Treasurer;
 - 5) have custody of the common seal of the Society; and
- F. The Registrar shall:
 - 1) Maintain the register of the members
 - 2) Have custody of all documents required by the Registrar
- G. The Treasurer shall:
 - 1) Keep such financial records, including books of accounts, as are necessary to comply with the Society Act; and
 - 2) Render financial statements to the directors, members and others when required.
- H. The directors or members may add additional duties to any director or Officer or transfer duties among directors or Officers.
- I. In the absence of the Secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
- J. A director shall:
 - 1) Act honestly and in good faith and in the best interest of the Society; and

- 2) Exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a director.
- K. A director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his/her interest to each of the other directors and shall otherwise comply with the requirements of the Society Act.
- L. The directors shall enter in the register the names of the applicants for incorporation, and the name of every other Team and individual admitted as a member of the Society, together with the following particulars of each:
- 1) If a person, the full name and residential address, and if a Team, the full name and address of the registered office or head office;
 - 2) The date on which a person or team is admitted as a member; and
 - 3) The date on which a person or team ceases to be a member.
- M. The directors shall prepare all reports, including financial reports and other reports required by law to be prepared by the Society for the annual general meeting.
- N. The directors shall, on behalf of the Society, file all financial and other reports as may be required by the Society Act, the Income Tax Act or other applicable law.
- O. The directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.
- P. The directors, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the generality of the foregoing, shall keep records of;
- 1) All monies received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
 - 2) every asset and liability of the Society; and
 - 3) every other transaction affecting the financial position of the Society.

PART 8 – SEAL

- A. The directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- B. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of the President and the Secretary.

PART 9 – BORROWING

- A. In order to carry out the purpose of the Society, the directors may on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide, and in particular, but without limiting the generality of the foregoing, by issue of debentures.
- B. No debenture shall be issued without the prior sanction of a special resolution.
- C. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.

PART 10 – AUDITOR

- A. This part applies only where the Society is required or has resolved to have an auditor.
- B. The first auditor shall be appointed by the directors, who shall also fill all vacancies occurring in the office of the auditor.
- C. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- D. An auditor may be removed by ordinary resolution.
- E. An auditor shall be informed forthwith in writing of his appointment or removal.
- F. No director and no employee of the Society shall be auditor.
- G. The auditor may attend general meetings.

PART 11 – NOTICES TO MEMBERS

- A. A notice may be given to a member by personal delivery or by mailing to the address or by email shown on the player application form, and if mailed shall be deemed to have been received on the second day following the mailing.
- B. A notice sent by mail or email shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed.
- C. Notice of a general meeting shall be given to:
 - 1) Every member shown on the register of members on the day notice is given; and
 - 2) The auditor, if Part Ten applies.
- D. No other person is entitled to receive a notice of general meeting.

PART 12 – BYLAWS

- A. After being admitted as a member of the Society in accordance with the provisions of Part Two, a member is entitled to one (1) copy of the Constitution, Bylaws, Rules and Regulations. Additional copies may be obtained upon payment to the Society a fee of \$1.00 per copy requested.
- B. These Bylaws shall not be amended except by special resolution.

PART 13 – PROXY VOTING

- A. Unless the directors otherwise determine, the instrument appointing a proxy holder and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy thereof shall be deposited at a place specified for that purpose in the notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting at which the proxy holder proposes to vote, or shall be deposited with the chair of the meeting prior to the commencement of the meeting.
- B. A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the member or revocation of the proxy or of the authority under which the proxy was executed, provided no intimation in writing of the death, incapacity, or revocation has been received before the vote was given.
- C. Unless, in the circumstances, the Society Act requires any other form of proxy, an instrument appointing a proxy holder, whether for a specified meeting or otherwise, shall be in the form following, or any other form that the directors shall approve:

The Tri-Cities Female Ice Hockey Association

The undersigned hereby appoints, of (or, failing her/him), of

), as proxy for the undersigned to attend and vote for and on behalf of the undersigned at the general meeting of the Society to be held on the day of.

Signed this day or

(Signature of member)

- D. A proxy is valid for only one meeting or adjournment thereof.
- E. A proxy holder must be a member or a duly appointed representative of a member.
- F. No member may exercise more than one (1) proxy vote at a general meeting or any adjournment thereof.

PART 14 – AMENDMENTS TO THE CONSTITUTION AND BYLAWS

- A. All amendments to the Constitution and Bylaws proposed by the Rules Committee, the Executive or any member of the Society shall be approved by the members at a general meeting.
- B. Any proposed amendments to the Constitution and Bylaws must be submitted in the form of a Notice of Motion and must be received by the Secretary no later than twenty one (21) days prior to the general meeting at which the Notice of Motion is to be considered. The Notice of Motions must be neatly typewritten, brief and submitted in duplicate. The Secretary shall sign both copies and shall return the duplicate copy to the originator of the Notice of Motion. The Notice of Motion must bear the name, signature and team affiliation of the originator and a seconder.
- C. Notice of not less than fourteen (14) days prior to the date of the general meeting shall be given to all members in good standing, specifying then intention to propose amendments to the Constitution and Bylaws and including a copy of the proposed Notice of Motion.
- D. A 75% majority vote of members in good standing who are present in person or by proxy and entitled to vote at a general meeting shall be sufficient to pass any amendments to the Constitution or Bylaws