



CAROL PREST

Bylaws of Tri-Cities Female Ice 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.

PART 2 - MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

Eligibility of members

2.2 A person may be eligible for membership if he or she is a parent or guardian of a registered player on a team that is part of the Tri-Cities Female Ice Hockey Association.

Duties of members

2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.4 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

- 2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.6 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

- 2.7 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

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.

Notice of general meeting

- 3.2 Written notice of the date, time and location of a general meeting must be sent to every member of the Society at least 14 days before the meeting and not more than 60 days before the meeting.
- 3.3 Notice of a general meeting is deemed to have been sent under section 3.2 if notice of the date, time and location of the meeting has been sent to every member of the Society who has provided an e-mail address to the Society, by e-mail to that e-mail address.
- 3.4 Each member of the Society is solely responsible for providing his or her accurate and updated contact information to the Society.

Proceedings valid despite omission to give notice

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

Participation by telephone or other communications medium

- 3.6 A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by

telephone, by other communications medium or in person, are able to communicate with each other.

Ordinary business at general meeting

3.7 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

3.8 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

3.9 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 present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.10 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 present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.11 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 present.

Quorum for general meetings

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

Lack of quorum at commencement of meeting

- 3.13 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (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 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

- 3.14 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 present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.15 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 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

- 3.16 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

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

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) 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,
 - (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;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

- 3.18 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.
- 3.19 Voting by mail or another means of communication, including fax, e-mail or other electronic means, is permitted under these Bylaws in such form and manner as the directors may determine from time to time.

Announcement of result

- 3.20 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.

Matters decided at general meeting by ordinary resolution

- 3.21 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.

Proxy voting permitted

3.22 Each member of the Society entitled to vote at a general meeting may appoint a proxy holder to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

Deposit of proxy

3.23 A proxy for a general meeting must be received:

- (a) at the registered office of the Society or at any other place specified in the notice calling the meeting, at least 2 business days before the day set for the holding of the meeting; or
- (b) by the chair of the meeting before the vote is taken.

Validity of proxy

3.24 A vote given in accordance with the terms of a proxy is valid notwithstanding the death or incapacity of the member giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received:

- (a) at the registered office of the Society, at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used; or
- (b) by the chair of the meeting before the vote is taken.

3.25 A proxy is valid for only 1 meeting or adjournment thereof.

3.26 A proxy holder must be a member of the Society or a duly-appointed representative of a member.

Form of proxy

3.27 An appointment of a proxy holder must be in the following form or in any other form approved by the directors or the chair of the meeting:

(NAME OF SOCIETY)
(the "Society")

The undersigned, being a member of the Society, hereby appoints [name] or, failing that person, [name], as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the Society to be held on [month, day, year] and at any adjournment of that meeting.

Signed [month, day, year]

[Signature of member]

[Name of member — printed]

PART 4 - DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 15 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.3 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.

Term of appointment of director filling casual vacancy

4.4 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.

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 7 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- 5.3 Notice of a directors' meeting is deemed to have been sent under section 5.2 if notice of the date, time and location of the meeting has been sent to every director of the Society who has provided an e-mail address to the Society, by e-mail to that e-mail address.
- 5.4 Each director of the Society is solely responsible for providing his or her accurate and updated contact information to the Society.

Proceedings valid despite omission to give notice

- 5.5 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

- 5.6 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

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

Participation by telephone or other communications medium

- 5.8 A director may participate in a meeting of the directors by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other.

Methods of voting

- 5.9 Voting by mail or another means of communication, including fax, e-mail or other electronic means, is permitted under these Bylaws in such form and manner as the directors may determine from time to time.

Consent resolutions in writing

- 5.10 A resolution of the directors consented to in writing by all of the directors entitled to vote on it, whether by signed document, fax, e-mail or other electronic means, is as valid and effective as if it had been passed at a meeting of the directors duly called and held. Such resolutions may be in 2 or more counterparts which together are deemed to constitute one resolution in writing. A resolution passed in this manner is effective on the date stated in the resolution or on the latest date stated on any counterpart.

PART 6 - BOARD POSITIONS

Election or appointment to Board positions

- 6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:
- (a) president;
 - (b) vice-president;
 - (c) secretary;
 - (d) treasurer.

Directors at large

- 6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

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.

PART 7 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 The directors are not entitled to remuneration for acting as directors, but must be reimbursed by the Society for any reasonable expenses incurred in and about the business of the Society.

Signing authority

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

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 - ADDITIONAL TERMS

Dissolution or Liquidation of Society

8.1 Upon dissolution or liquidation of the Society, after payment or adequate provision for payment of all of the Society's liabilities is made, the remaining money or other property of the Society must 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 dissolution or liquidation. This provision was previously unalterable.