

**Bylaws of**  
**WHISTLER MINOR HOCKEY ASSOCIATION**

(the "Society")

**May 1, 2018**  
**AMENDMENT TO BYLAWS MAY 15, 2019**

**Part 1 – Interpretation**

1. In these bylaws, unless the context otherwise requires:

**"directors"** means the directors of the society for the time being;

**"Societies Act"** means the Societies Act of British Columbia from time to time in force and all amendments to it

**"registered address"** of a member means the member's postal and/or email address as recorded in the register of members.

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

**Part 2 – Membership**

3. A person may apply to the directors for membership in the society and on acceptance by the directors, is a member;
4. A person who is not in good standing due to a violation of society by-laws, or under indefinite suspension following a Disciplinary Process by the directors will not be accepted for membership;
5. Membership expires June 15th of each year;
6. Every member must uphold the constitution and comply with these by-laws;
7. Every member must comply with the Operating Policies set out by the directors;
8. The amount of the annual membership dues must be determined by the directors in advance of, and presented at, the Annual General Meeting;

9. A person ceases to be a member of the society

- (a) by delivering his or her resignation to the secretary of the society by emailing, mailing, or delivering it to the email, postal, or registered address of the society;
- (b) on his or her death;
- (c) on having been expelled;
- (d) on having been a member not in good standing for 12 consecutive months;
- (e) the member's term of membership has expired;
- (f) the member is under indefinite suspension as a result of a Disciplinary Process
- (g) the member is expelled in accordance with these bylaws or under section 70 (2) of the Societies Act.

10. A member may be expelled as follows;

- (a) where a member has been placed under "indefinite suspension" by the directors as a result of a Disciplinary Process or,
- (b) where expulsion is not connected to a Disciplinary Process, by a special resolution of the members passed at a general meeting;
  - (i) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion;
  - (ii) The person who is the subject of the proposed expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

11. All members are in good standing except for

- (a) a member who has failed to pay his or her current annual membership fee or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid;
- (b) a member who has been placed under "indefinite suspension" by the directors as a result of a Disciplinary Process;

12. A member who is not in good standing is not eligible to participate in society matters and may be expelled from the society;
13. The rights of a person as a member of a society, including any rights in the property of the society, cease to exist when the person's membership in the society terminates.

### **Part 3 – Meetings of Members**

14. General meetings of the society must be held at the time and place, in accordance with the Societies Act, that the directors decide.
15. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
16. The directors may, when they think fit, convene an extraordinary general meeting.
17. Members may request for a general meeting to be convened in accordance with the Societies Act.
18. (1) Notice of a general meeting must specify the place, day and hour of the meeting, and in the case of special business, the general nature of that business.  
  
(2) Notice of a general meeting must be in accordance with the Societies Act.  
  
(3) The accidental omission to give notice of a meeting convened by directors to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
19. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last proceeding annual general meeting.

### **Part 4 – Proceedings at General Meetings**

20. Special business is:
  - (a) All business at an extraordinary general meeting except the adoption of rules of order, and
  - (b) All business conducted at an annual general meeting, except the following:

- (i) the adoption of rules of order;
- (ii) the consideration of financial statements;
- (iii) the report of the directors;
- (iv) the report of the auditor, if any;
- (v) the election of directors;
- (vi) the appointment of the auditors, if required;
- (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

21. (1) Business, other than the election of the chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is seven (7) members in good standing present or a greater number that the members may determine at a general meeting.

22. If within 15 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must 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 15 minutes from the time appointed for the meeting, the members in good standing present constitute a quorum.

23. Subject to bylaw 24, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

24. If at a general meeting,

(a) There is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or

(b) The president and all the other directors present are unwilling to act as the chair,

The members present must choose one of their number to be the chair.

25. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) When the meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
  - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or for the business to be conducted at an adjourned general meeting.
26. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
  - (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
27. (1) A member in good standing present at a meeting of members is entitled to one vote;
  - (2) Voting is by show of hands;
  - (3) A member under the age of 19 years may have one parent or legal guardian represent him/her as a voting member for all society matters,
    - (a) Eligible parent/legal guardian representatives must be in good standing
    - (b) A voting member may appoint a proxy holder
      - (i) must be in writing and must comply with any other requirements set out in the bylaws,
      - (ii) is, unless the bylaws provide otherwise, valid only at the meeting for which the appointment is given or at any adjournment of that meeting, and
      - (iii) may be revoked at any time
      - (iv) A proxy holder must be a member of the society and must be an individual over the age of 18 years.

- (v) Unless limited in the appointment, a proxy holder stands in the place of the voting member appointing the proxy holder and can do anything that member can do, including propose and second resolutions, participate in the discussion and vote.

## **Part 5 – Directors and Officers**

28. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the society,
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

29. (1) The Board of Directors will be composed of the following:

- (a) Eleven (11) directors elected by the members, including
  - (i) President,
  - (ii) Vice President,
  - (iii) Treasurer,
  - (iv) Secretary,
  - (v) Coach Coordinator,
  - (vi) Initiation Coordinator,
  - (vii) Member-at-large,
  - (viii) Risk Manager,
  - (ix) Disciplinary Coordinator,
  - (x) Manager Coordinator,
  - (xi) Development Coordinator,

(2) The number of directors may be a greater number as determined from time to time at a general meeting.

30. Elected Directors will each serve a two (2) year term

31. Five (5) Directors, including the President, Treasurer, Initiation Coordinator, Risk Manager, and Disciplinary Coordinator will be elected in the odd numbered years and six (6) Directors including Vice President, Secretary, Coach Coordinator, Member-at-large, Manager Coordinator, and Development Coordinator will be elected in the even numbered years.

(a) For the 2018 AGM, the members will elect the President, Treasurer, and Initiation Coordinator each to one-year terms, thereafter they will each be elected to two-year terms.

(b) For the 2018 AGM, the members will elect the Vice President, Secretary, and Coach Coordinator, member-at-large each to two-year terms; thereafter they will continue to be elected to two-year terms.

(c) For the 2019 AGM, the members will elect the Manager Coordinator and the Development Coordinator each to one-year terms, thereafter they will each be elected to two-year terms.

(d) For the 2019 AGM, the members will elect the Risk Manager and the Disciplinary Coordinator each to two-year terms; thereafter they will continue to be elected to two-year terms.

32. Directors will appoint liaison coordinators, as per section 29(b) at or within 14 days following, the annual general meeting. Appointments will expire at the next annual general meeting immediately prior to election of directors.

## **Part 6 - Qualifications of Directors**

33. (1) All Candidates, including incumbents, must submit to the secretary of the society, within 7 calendar days in advance of the election of directors, in the form prescribed by the directors, written confirmation that they meet the following qualifications:

(a) A candidate for a director position must declare that he or she meets the qualifications set out in the Societies Act;

(b) A candidate for a director position must be a society member in good standing;

(c) All successful candidates must meet volunteer screening requirements applicable to all society volunteers, as determined from time to time by the directors, including the following mandatory screening,

(i) clearance via Police Information Check/Vulnerable Sector Check, or candidate must obtain this clearance within 30 days of election as a director of the society;

(ii) any other volunteer checks required by the BC Amateur Hockey Association and other governing bodies from time to time

34. A candidate for the position of president must have served as a director of the society within the preceding 5 calendar years, and/or have recent prior experience in an advanced leadership role in an organization under the governance of the Canadian Amateur Hockey Association or similar amateur or professional sport organization;

35. A candidate must consent in writing to be a Director of the Society;

36. A candidate who will not be present at the meeting may stand for election provided the person has met all of the requirements in these bylaws and in the Societies Act and has consented in writing as per section 33.

37. A candidate who has not met the requirements set out in these bylaws and in the Societies Act is ineligible to stand for election and may not be nominated for a director position.

## **Part 7 – Election of Directors**

38. Directors must retire from office at the annual general meeting in which their terms expire, when their successors are elected.

39. Separate elections must be held for each office filled.

40. An election may be by acclamation; otherwise it must be by ballot.

41. If a successor is not elected, the person previously elected or appointed may agree to continue to hold office.

42. (1) The directors may at any time and from time to time, appoint a member as a director to fill a vacancy in the directors.

(a) The appointed Director shall commence at the date of such appointment and expire at the next Annual General Meeting as per Section 36.

(b) The election at the meeting will be held for the balance of the term for that position.

43. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

44. An act or proceeding of the directors is not invalid merely because there is fewer than the prescribed number of directors in office.

45. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

46. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society, as approved in advance by the directors.

(a) Reimbursement rates applicable are those as set by the directors from time to time

47. A majority of the directors of a society must not receive or be entitled to receive remuneration from the society under contracts of employment or contracts for services, other than remuneration for being a director, as per Section 41 of the Societies Act.

## **Part 8 – Senior Manager(s)**

48. The directors may appoint one or more senior managers of the society to exercise the directors' authority to manage the activities or internal affairs of the society as a whole or in respect of a principal unit of the society.

49. A person who is not qualified under these bylaws or under section 44 of the Societies Act is not qualified to be a senior manager of the society.

50. Subject to section 41 of the Societies Act, a director may be a senior manager of the society.

51. The following provisions apply in relation to a senior manager of a society as if the senior manager were a director of the society:

(a) section 47 (1) [*validity of acts of directors*];

(b) section 53 [*duties of directors*];

(c) Section 106 [*relief in legal proceedings*].

## Part 9 – Proceedings of Directors

52. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- (a) The directors may agree to conduct society business via electronic meeting processes as they see fit
53. The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the voting directors then in office.
54. The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 15 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
55. A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors.
56. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
57. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors they think fit.
- (a) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- (b) The president, or in the absence of the president the vice president, is appointed to all committees as the president sees fit.
- (c) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

(d) The members of a committee may meet and adjourn as they think proper.

58. 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, telegram, telex, cable, or email of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) A notice of meeting of directors is not required to be sent to that director, and

(b) Any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, and valid and effective.

59. Questions arising at a meeting of the directors and committee of directors must be decided by the majority of the votes

(a) In the case of a tie vote, the chair does not have a second or casting vote.

60. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

61. 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 a meeting of directors.

## **Part 10 – Duties of Officers**

62. The president:

(a) presides at all meetings of the society and of the directors,

(b) is the chief executive officer of the society and must supervise the other officers in the execution of their duties

63. The vice president must carry out the duties of the president during the president's absence.

64. The secretary is responsible for the following:

(a) conduct the correspondence of the society;

(b) issue notices of meetings of the society and directors;

- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the society;
- (f) maintain the register of members.

65. The treasurer is responsible for the following:

- (a) keep the financial records, including books of account, necessary to comply with the Societies Act, and
- (b) render financial statements to the directors, members and others when required.

66. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer,

- (a) If the secretary treasurer holds office, the total number of directors must not be less than 7 or the greater number that may have been determined by bylaw;
  - (i) An additional voting director will be elected or appointed to bring the total number of directors up to the minimum as per these bylaws and the Societies Act

67. In the absence of the secretary from the meeting, the directors must appoint another person to act as secretary at the meeting.

## **Part 11 – Seal**

68. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

69. The common seal must be affixed only when authorized by a resolution of the directors and ten only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

## **Part 12 – Borrowing**

70. 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.

71. A debenture must not be issued without the authorization of a special resolution.
72. 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 13 – Auditor**

73. This Part applies only if the society is required or has resolved to have an auditor.
74. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
75. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
76. An auditor may be removed by ordinary resolution.
77. An auditor must be promptly informed in writing of the auditor's appointment or removal.
78. A director or employee of the society must not be its auditor.
79. The auditor may attend general meetings.

### **Part 14 – Notices to Members**

80. The required written notice may be delivered by post, or email to the registered address of the member.
81. A notice sent by mail or email is deemed to have been given on the second day following the day on which
  - (a) the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle, or
  - (b) that the society email account sent out properly addressed electronic messages.
82. Notice of a general meeting must be given to:
  - (a) every member in good standing shown on the register of members on the day notice is given, and

- (b) the auditor, if Part 13 applies.
- (c) No other person is entitled to receive a notice of a general meeting.

## **Part 15 – Bylaws**

83. On being admitted to membership, each member is entitled to, and the society must provide to the member without charge, an electronic copy of the constitution and bylaws of the society.

- (a) Access to a current electronic copy posted on the society website and available to members will be considered provision of the document

84. These bylaws must not be altered or added to except by special resolution.

## **Part 16 – PROVISIONS MOVED FROM THE SOCIETY'S PRE-TRANSITION CONSTITUTION (PREVIOUS CONSTITUTION PROVISIONS)**

In accordance with Section 245 of the Societies Act, S.B.C. 2015, c.18 and Societies Regulation 18, previously unalterable constitution provisions may not be altered or deleted without the prior written consent of the Government of British Columbia Minister(s) therein identified.

### **85. Dissolution**

In the event of the winding-up or dissolution of the Society, all of the funds and assets of the Society remaining after the repayment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears or salaries or wages, and after the payment of any debts of the Society, shall be given transferred and distributed to such organizations that are registered charities pursuant to the Income Tax Act that shall be designated by the members of the Society at the time of the winding-up or dissolution of the Society and if effect cannot be given to the aforesaid provisions, such funds shall be given, transferred and distributed to such organizations that are determine db the members of the Society to be registered charities pursuant to the provisions of the Income

Tax Act which have purposes similar to those of the Society. This paragraph was previously unalterable.