

# KAMLOOPS MINOR HOCKEY ASSOCIATION CONSTITUTION

## SECTION 1 - CONSTITUTION

1. The name of the Society shall be the "Kamloops Minor Hockey Association" hereinafter referred to as the "Association".
2. **The purposes of the Association are:**
  - a. To promote, govern and improve organized hockey;
  - b. To organize and perpetuate the game of hockey in the interest of the development of the body, mind and character of the young people registered to play in this Association;
  - c. To foster among its members, supporters and teams, a general community spirit;
  - d. To maintain and increase the interest in the game of hockey at all levels;
  - e. To have and exercise a general care, supervision and direction over the playing interests of all teams and players registered to play in the Association.

# **Bylaws of KAMLOOPS MINOR HOCKEY ASSOCIATION**

## **Definitions**

**1.1** In these Bylaws:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**"Board"** means the board of directors of the Association as elected or appointed in accordance with these Bylaws;

**"Bylaws"** means these Bylaws as altered from time to time;

**"Chair of the Board"** shall mean the chair of the Board, elected in accordance with these Bylaws and with duties and responsibilities as set out herein;

**"Director"** shall have the meaning ascribed to it in the Act.

## **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

## **Interpretation**

**1.3** In these Bylaws, words in the singular form include the plural and vice versa and words importing a specific gender include the other gender and a corporation.

## **Conflict with Act or regulations**

**1.4** 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 – Membership**

### **Non-Voting Members**

**2.1** All registered players and their parents/guardians, on paying the fees as set by the Board, are members of the Association for the year registered, but unless contemplated elsewhere herein, are not voting members

**2.2** Individuals, excluding Life Members, who are employed by the Association are considered non-voting members.

### **Voting Members**

**2.3** A parent or guardian of a player who is registered with the Association, as per section 2.1, is entitled to one vote per registered player; or

**2.4** Team officials, registered on a Hockey Canada Roster with the Association, and are not entitled to a vote under section 2.3 are entitled to one vote; or

**2.5** The persons currently serving as Directors of the Society who are not entitled to a vote under section 2.3 are entitled to one vote; or

**2.6** Life Members (as contemplated by section 2.7) are entitled to one vote.

### **Election of Life Members**

**2.7** Life membership may be bestowed on any individual member of the Society for distinctive service to the Society (a "Life Member"). Life Members shall be elected at the annual general meeting of the Society by a two-thirds majority of the members voting there in.

### **Compliance with Bylaws**

**2.8** Every member must comply with these Bylaws.

### **Members in good standing**

**2.9** All members are in good standing other than members who are not in good standing under a provision of the Bylaws.

### **Member not in good standing**

**2.10** A member is not in good standing if the member fails to pay the member's annual membership dues, if any, or any other debt owing by the member to the Society, and the member is not in good standing for so long as the debt remains unpaid.

### **Member not in good standing may not vote**

**2.11** A voting member who is not in good standing may not

- a. Vote at a general meeting, or
- b. Consent to a resolution of members.

### **Termination of membership if member not in good standing**

**2.12** A person's membership in the Society is terminated if the person is not in good standing for 12 consecutive months.

## **Part 3 – Meetings of Members**

### **Time and place of meeting**

**3.1** Annual general meetings shall be held during the month of June each year.

**3.2** The Chair of the Board shall send notice of the time and place of annual and special general meetings to the membership. Such notice shall be sent by mail, courier, personal delivery, telephonic, electronic or other communication facility not less than thirty (30) days before the meeting and shall be accompanied by a meeting agenda and reasonable information to permit members to make informed decisions.

### **Ordinary business**

**3.3** At a general meeting, the following business is ordinary business:

- a. Adoption of rules of order
- b. Consideration of the financial statements of the Society
- c. Consideration of the auditor's report, if any
- d. Consideration of the directors' report on the financial statements, and any other directors' reports to the members
- e. Consideration of a resolution that proposes to increase the number of directors
- f. The election or appointment of Chair of Board (as required)
- g. The election or appointment of directors
- h. The appointment of an auditor, if the Society is required to have an auditor.

### **Notice of special business**

**3.4** 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 meeting**

**3.5** The following individual must preside as the chair of a general meeting:

- a. The Chair of the Board; or
- b. One of the other directors present at the meeting, if the Chair of the Board is unwilling or unable to preside as the chair.

### **Alternate chair of meeting**

**3.6** If, at a general meeting,

- a. There is no director present within 15 minutes from the time set for holding the meeting, or
- b. None of the directors present is willing and able to preside as the chair of the meeting, the members who are present must elect one of those members to preside as the chair.

### **Quorum required**

**3.7** No business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, may be conducted at a general meeting when a quorum of voting members is not present. At all annual and special general meetings, a quorum shall consist of not less than twenty (20) of the members entitled to vote thereat.

### **Lack of quorum at commencement of meeting**

**3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not 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 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 present constitute a quorum for that meeting.

### **If quorum ceases to be present**

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

### **Adjournments by chair**

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

### **Notice of continuation of adjourned general meeting**

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

### **Order of business at general meeting**

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

- a. Elect a person 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 Chair of the Board; and
  - iv. Elect or appoint directors
- 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.

### **Resolution need not be seconded**

**3.13** A resolution proposed at a general meeting need not be seconded.

### **Chair may propose resolution**

**3.14** The chair of a general meeting may propose a resolution.

### **Chair has no casting or second vote**

**3.15** The chair of a general meeting does not have a casting or second vote at the meeting in addition to the vote to which the chair may be entitled as a member.

### **Methods of voting**

**3.16** At meetings voting shall be by a show of hands unless a ballot is demanded by a member entitled to vote at the meeting, or the Bylaws specifically require a secret ballot.

### **Announcement of result**

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

### **Proxy voting**

**3.18** Voting by proxy is not permitted.

## **Part 4 – Board of Directors**

### **Role**

**4.1** The Board shall manage, or supervise the management of, the activities and affairs of the Society, and is accountable to the members which it serves.

**4.2** The Board may delegate any, but not all, of their responsibilities. The Board shall have the authority to delegate those responsibilities, duties and authority that may be lawfully delegated to the Director of Hockey Operations, to a Committee, Work Group or member of the Society, or to any third party to assist it in carrying out its responsibilities.

**4.3** The Board may make, or cause to be made, for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as otherwise provided in these Bylaws, generally may exercise all such other powers and do all such acts and things as the Society, by its charter or otherwise, is authorized to exercise and do.

### **Composition and Eligibility**

**4.4** The Board shall consist of nine (9) Directors, inclusive of the Chair of the Board, elected by the members

**4.5** Any person seeking election as a Director shall declare any conflict of interest in advance of seeking election.

**4.6** Paid employees of the Society are not eligible for election as a Director.

**4.7** In order to qualify to become or act as a Director, an individual must not be:

- a. under the age of 18 years,
- b. found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
- c. an undischarged bankrupt, or
- d. convicted in or outside of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless
  - i. the court orders otherwise,
  - ii. five years have elapsed since the last to occur of
    - A. the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
    - B. full payment of any fine imposed,
    - C. the conclusion of the term of any imprisonment, and
    - D. the conclusion of the term of any probation imposed, or
  - iii. a pardon was granted or issued or a record suspension was ordered under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

### **Board Meetings**

**4.8** A meeting of the Board may be called by the Chair of the Board or by any other three (3) Directors.

**4.9** Notice and the agenda for any Board meeting shall be provided to each Director at least seven (7) days before such meeting. Notice may be waived or abridged with the consent of every Director who has not received the prescribed seven (7) days' notice.

**4.10** At all Board meetings, a quorum shall consist of a majority of the Directors.

**4.11** A Director may participate in a Board meeting by means of a telephonic, electronic, or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in this manner shall be taken to be present at the meeting.

**4.12** The Chair of the Board, at any time, may take a vote of the Board via mail, electronic mail or

facsimile with the motion and the results of the vote to be recorded in the minutes of the next Board meeting.

**4.13** Questions arising by way of motion at any Board meeting shall be decided by a majority vote of the Directors present, unless a larger proportion of the votes is required under these Bylaws. Each Director is authorized to exercise one (1) vote. The Chair of the Board shall vote only in the event of a tie. Proxies are not accepted at any Board meeting.

**4.14** Any member or any individual may attend any Board meeting upon the invitation of the Chair of the Board.

#### **Duties and Responsibilities of Directors**

**4.15** A Director of the Society, when exercising the powers and performing the functions of a Director of the Society,

- a. must act honestly and in good faith and with a view to the best interests of the Society,
- b. must exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
- c. must act in accordance with the Act and its regulations,
- d. must act in accordance with the Bylaws of the Society, and
- e. when exercising the powers and performing the functions of a Director of the Society, must act with a view to the purposes of the society.

**4.16** Directors of the Society must adhere to Disclosure of Interest as outlined in Part 5, Division 4 of the Act and its regulations and any Society conflict of interest policies.

#### **Duties and Responsibilities of the Chair**

**4.17** The Chair of the Board shall preside at all meetings of the Board and annual and special general meetings. In the absence of the Chair of the Board, the Board shall designate a Director to serve as acting chair for that meeting, who for the purpose of that meeting only, will serve as Chair of the Board.

**4.18** The Chair of the Board will perform the following duties:

- a. Ensure meetings are efficiently managed and decision making is transparent.
- b. Ensures a Board work plan is developed annually that distributes the Board's work amongst the Directors, while providing opportunities for Directors to develop skills, understand the organization's culture and programs, and build relationships with staff and volunteers.
- c. Appoint Committee and Work Group chairs in consultation with the Board.
- d. Appoint a Credentials Committee in advance of each annual or special general meeting.
- e. Ensure Directors do not interfere in operations.
- f. Ensure Directors comply with the Bylaws, Regulations and Policies.
- g. Ensure communications and accountability to members and other key stakeholders and the public are adequate.
- h. Suspend or take other disciplinary action or delegate to others the power to suspend.
- i. Represent the Society, in conjunction with the Director of Hockey Operations, on matters involving the government, Members, Registered Participants, external agencies, the media, BC Hockey, Okanagan Mainline Amateur Hockey Association and Hockey Canada.
- j. Exercise all duties and powers of the Board when, in the case of emergency, it is impractical for the Chair of the Board to obtain a vote of the Board.

### **Duties and Responsibilities of the Board**

**4.19** The Board shall govern the affairs of the Society in accordance with the provisions of the Society's Constitution, Bylaws, Regulations, Playing Rules, and Policies.

**4.20** In addition to any other powers which are conferred upon the Board by law or these Bylaws, the Board shall have the power to:

- a. Establish terms of reference and operating procedures for members, the Board, Standing Committees, Divisional Committees and Task Groups, Work Groups and Program Committees and Delivery Groups and to review and revise such terms of reference and operating procedures, as warranted.
- b. Establish, adopt, review, and amend Policies.
- c. Make proposals for new Bylaws and Regulations or to amend, or repeal existing Bylaws, and Regulations.
- d. Settle all questions not provided for in the Society's Bylaws, Regulations or Policies.
- e. Formulate and monitor the implementation of the strategic plan of the Society.
- f. Approve the annual operating plan as prepared by the Director of Hockey Operations.
- g. Appoint and dismiss the Chairs of the Nominating and Appeal Committees.
- h. Appoint and dismiss members of the Standing Committees and Program Committees.
- i. Appoint and dismiss the Director of Hockey Operations of the Society, approve the Director of Hockey Operations' compensation, and conduct an annual performance review.
- j. Enter agreements from time to time with Hockey Canada, other Branches, or any other organization regarding matters of mutual interest that are consistent with the Society's objectives.
- k. Establish policies for entering into and approving contracts.
- l. Approve the annual budget of the Society and approve adjustments thereto.
- m. Present any changes to the annual membership fees and other fees and assessments to the members for approval.
- n. Add to any Reserve Funds of the Society.
- o. Recommend to the members, at the Annual General Meeting, the appointment of an independent auditor.

### **Terms of Office**

**4.21** A Director shall serve a two (2) year term unless otherwise specified in the Bylaws. The term shall commence at the end of the annual general meeting at which the Director was elected, and terminate at the end of the annual general meeting occurring approximately two (2) years later.

### **Nominations**

**4.22** Nominations for the positions of Director and Chair of the Board must be submitted in writing to the society 20 days prior to the annual general meeting. A listing of those nominated will be made available to the members 15 days prior to the annual general meeting.

**4.23** Nominations from the floor at the annual general meeting are not permitted.

### **Election of the Chair**

**4.24** The members shall elect the Chair of the Board for a two (2) year term at an annual general meeting year using the procedure generally described above in these Bylaws.

**4.25** A nomination shall not be accepted for the Chair of the Board for any person who has not served on the Board for one of the previous two (2) years prior to their nomination.



**4.26** The candidate receiving the most votes shall be declared elected as Chair of the Board. If more than one Chair of the Board candidate receives the highest number of votes on the first ballot or any subsequent ballot, the candidates who receive less than the highest number of votes on the current ballot shall be removed from the ballot and voting will continue until one of the tied candidates is the sole recipient of the most votes. In the event of the candidates remaining tied for the most votes through three consecutive ballots, the Chair of the Board shall be selected by a random draw conducted by the Chair of the Nominating Committee, from among the tied candidates.

**4.27** Following the election of the Chair of the Board at the annual general meeting, all of the remaining nominees, including nominees described who unsuccessfully ran for the position of Chair of the Board, shall automatically be deemed to run for the vacant Board positions.

**4.28** Any individual who is elected as Chair of the Board, shall immediately resign from his previous position as a Director, and elections to fill the positions of the elected Directors whose terms have expired and the Director's position vacated by the new Chair of the Board shall proceed.

#### **Election of Directors**

**4.29** At each annual general meeting, elections shall be held to fill the positions of the elected Directors whose terms have expired and to fill any vacancies. The election of Directors shall be conducted by secret written ballot. The names of all of the nominees for Directors' positions shall appear on the ballot.

**4.30** Subject to as contemplated elsewhere in these Bylaws, all Directors shall serve two (2) year terms.

**4.31** If at any time both two (2) year and one (1) year terms are open the elections, the four (4) nominees receiving the greatest number of votes shall serve and be elected for a two (2) year term, and the nominee receiving the next highest number of votes serve the one (1) year term(s).

**4.32** If there is a tie for the final Director's position or positions, the names of the tied nominees shall appear on a new ballot, and the voting procedure shall continue until all of the Directors positions have been filled. In the event of the candidates remaining tied for the final position or positions through three consecutive ballots, the final Director's position or positions shall be filled by a random draw conducted by the Chair of the Nominating Committee, from among the tied nominees.

**4.33** Upon the completion of the elections, only the names of the elected Directors shall be announced at the annual general meeting by the Chair of the Nominating Committee. All election ballots will be destroyed after those names are announced.

#### **Transition Provisions**

**4.34** Notwithstanding any of the provisions contained elsewhere herein, at the first annual general meeting one (1) year after which these Bylaws came into force and after being approved by the members, the following Directors in waiting will be elected by the members:

- a. The Chair of the Board to serve for a two (2) year term from the time they take office;
- b. Four Directors, each for a two (2) year term from the time they take office; and
- c. Four Directors, each for a one (1) year term from the time they take office.

#### **Board Vacancies**

**4.35** Any Board position shall be automatically vacated if a Director:

- a. resigns from office by delivering a written resignation to the Chair of the Board or the Director of Hockey Operations of the Society;
- b. is found by a court to be incapable of managing his or her own affairs;
- c. becomes bankrupt;
- d. dies; or
- e. is removed by the members in accordance with this Bylaw.

#### **Removal or Suspension of Director**

**4.36** A Director may be removed from office by the members in accordance with Part 5, Section 50 of the Act.

**4.37** The Board shall provide that Director with a statement of the reason or reasons for the proposed suspension, at least thirty (30) days prior to the Board meeting at which the proposed suspension is to be voted on. The statement shall include a notice of the place and time when the Board will be meeting to vote on the suspension. The Director shall be given an opportunity to be heard and the matter will be considered by the Board at the time cited in the notice. The motion by the Board to suspend a Director requires no less than a seventy-five percent (75%) majority of those entitled to vote to pass. The Director whose suspension is proposed shall not be entitled to vote on the motion. In exceptional circumstances, a Director may be indefinitely suspended by the Chair of the Board pending a Board hearing.

#### **Filling a Board Vacancy**

**4.38** Where a vacancy occurs on the Board, the following procedure shall apply:

- a. The Board shall notify the Chair of the Nominating Committee, who shall then solicit nominations from the members for candidates to fill the vacancy.
- b. The Board shall elect from the list provided a Director to act on an interim basis until the next annual general meeting.
- c. The members shall fill the vacancy at the next annual general meeting, using the election procedure generally described previously.

**4.39** A vacancy in the Chair of the Board position shall be filled using the following procedure:

- a. The Board shall elect from within their numbers an individual to act as interim Chair of the Board until the members elect a new Chair of the Board; and
- b. The Board shall notify the Chair of the Nominating Committee, who shall then solicit nominations from the members for candidates to fill the vacancy. The members shall fill the vacancy at the next annual general meeting, using the election procedure generally described previously.

#### **Remuneration of directors**

**4.40** A Director must not be remunerated for being a Director, but a Director may receive remuneration for services provided to the Society in another capacity.

## **Part 5 – Committees, Work Groups and Task Groups**

#### **Standing Committees**

**5.1** The Standing Committees of the Society are as follows: Human Resources, Finance, Conduct, Risk, Hockey Development, Female Hockey, Representative Hockey, and Recreational Hockey.

**5.2** With the exception of the Nominating Committee, the Chair of each Standing Committee, shall be a member of the Board, and shall be appointed by the Chair of the Board.

**5.3** The composition of each Standing Committee except the Nominating Committee shall be determined by the Board.

**5.4** The terms of reference of the Standing Committees shall be set out in policies established by the Board and shall be available to the members. Each Standing Committee may propose changes to its terms of reference to the Board.

**5.5** Attendance at Standing Committee meetings shall be limited to the individuals serving on that Committee, any Director approved by the Chair of the Board to attend and such other persons as may be invited by the Committee Chair.

**5.6** Any individual serving on a Standing Committee shall hold office at the pleasure of the Chair of the Board and may be removed from office at any time at the absolute discretion of the Chair of the Board.

#### **Conduct Committee**

**5.7** The Conduct Committee is responsible for establishing and monitoring standards of behavior, identifying inappropriate behaviors, promoting proactive strategies, establishing and monitoring disciplinary policy and establishing and monitoring dispute resolution processes

#### **Finance Committee**

**5.8** The Finance Committee is responsible for oversight related to the Society's auditing and reporting, financial policies and strategies, and financial risk management.

#### **Hockey Development Committee**

**5.9** The Hockey Development Committee is responsible for the general oversight of the Society's development programs by ensuring the establishment of program practice standards, monitoring compliance with such standards, monitoring performance of programs against approved objectives, and providing regulation and budget recommendations.

#### **Human Resources**

**5.10** The Human Resources Committee is responsible for overseeing the establishment of employment policies for the Society's staff and for policies related to volunteers, and for monitoring compliance with those policies.

#### **Risk Management Committee**

**5.11** The Risk Management Committee is responsible for ensuring the development and implementation of a comprehensive risk management program and for monitoring compliance with program standards and objectives.

#### **Female Hockey Committee**

**5.12** The Female Hockey Committee is responsible for making recommendations for athlete development related to female recreational and competitive hockey, for sharing best practices, and for providing the Board with advice on key issues affecting female hockey.

### **Representative Hockey Resources**

**5.13** The Representative Hockey Committee is responsible for general oversight and monitoring of the representative divisions within the Association.

### **Recreation Hockey Committee**

**5.14** The Recreation Hockey Committee is responsible for general oversight and monitoring of the recreation divisions within the Association.

### **Nominating Committee**

**5.15** The Nominating Committee is responsible for ensuring, on a continuing basis, that the Society's Board is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to the Society.

The Nominating Committee should attempt to attract candidates who, among other things: represent diversity of gender; diversity of ethnicity; a diversity of hockey experience and have specific skills and attributes beneficial to serving as a Director while meeting the eligibility requirements for being a Director.

**5.16** The Chair of the Nominating Committee and its other committee members shall be individuals who are at arms' length from the Board.

**5.17** The Chair of the Nominating Committee shall oversee any election conducted under Bylaw section 4, including ensuring that the names of all candidates running for the Chair of the Board position or any other elected position on the Board appear on the official ballots, distributing and collecting the ballots, counting the votes, announcing the results, and destroying the ballots immediately thereafter.

### **Work Groups and Task Groups**

**5.18** The Chair of the Board, in consultation with the Board and the Director of Hockey Operations, may establish Work Groups to undertake a specific issue or project that is to be completed within a defined period of time and provide a report to the Board. The Chair of the Board shall have the authority to appoint the individuals who will serve on any such Work Group. A Work Group shall be dissolved after it has completed its assigned mandate

**5.19** The Director of Hockey Operations may establish Task Groups to assist the Society in completing specific operational plan tasks and to appoint, in consultations with the Chair of the Board or the Branch Program Coordinators, as appropriate, the individuals who will serve on any such Task Group.

## **Part 6 – Dissolution**

**6.1** Upon dissolution of the Association, all assets remaining after payment off all debts and liabilities are to be transferred to one or more recognized charitable organizations in British Columbia. **This provision was previously unalterable.**