

**THE SOCIETIES ACT BY-LAWS  
AMENDED APRIL 14, 2003**

**The Name of the Society is  
THE BEAVERLODGE MINOR HOCKEY ASSOCIATION**

**INTERPRETATION**

1. In these By-laws the following words and expressions have the following meanings:

"BOARD", "BOARD OF DIRECTORS" or "EXECUTIVE COMMITTEE" shall mean the Board of Directors of the Society.

"SPECIAL RESOLUTION" has the meaning ascribed to it by The Societies Act.

2. Where used in these By-laws and the context permits, words importing the masculine gender include the feminine gender and the singular includes the plural and vice versa.

**CURRICULUM**

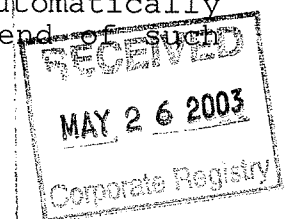
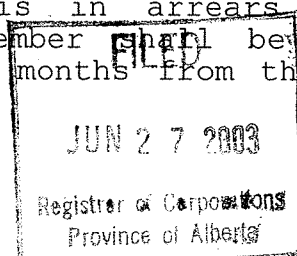
3. The Beaverlodge Minor Hockey Association adopts the Initiation Program Curriculum for the Division of Initiation (under the age of seven (7) years old).

**MEMBERSHIP**

4. ELIGIBILITY FOR MEMBERSHIP - Any person residing in Alberta, and being of the full age of 18 years, may become a member by the submission of the appropriate application form and payment of the fee. Any person under the age of 18 years may in the same manner become a member upon payment of half of the said fee. The signatories to these By-laws shall be the first members of the Society.

5. MEMBERSHIP FEE - The membership fee shall be set by the Board of Directors from time to time and shall be approved at a general meeting if there is a change. The deadline for the payment of fees is October 30th unless other arrangements are made with the Treasurer of the Society.

6. MEMBERSHIP WITHDRAWAL - Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such



year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated. Any member upon a two-thirds vote of all members of the Society in good standing may be expelled from membership for any cause which the Society may deem reasonable.

7. The refunding of membership fees shall only occur under special circumstances approved by the Board of Directors.

#### BOARD OF DIRECTORS

8. The affairs of the Society shall be managed by a board of no less than two (2) and no more than twenty-five (25) Directors, each of whom, at the time of his election or appointment and throughout his term of office, shall be a member of the Society. At least one-half (1/2) of the Directors shall be residents of Alberta. Each Director shall be elected to hold office until the first annual meeting after he is elected or until his successor is duly elected and qualified.

9. The Board of Directors shall include the:

- (a) President
- (b) Past President
- (c) Vice-President
- (d) Secretary
- (e) Treasurer
- (f) Registrar
- (g) Ice Scheduler
- (h) Hockey League(s) representative
- (j) Female Hockey League Representative
- (k) Equipment Manager
- (l) Fundraising/Casino Chairperson
- (m) Bingo Chairperson
- (n) Referee in Chief;
- (o) one parent representative from each hockey team within the Association.

10. REMOVAL OF DIRECTOR OR OFFICER - The Board of Directors may, by resolution, remove any Director or Officer before the expiration of his term of office and elect any person in his stead for the remainder of his term.

11. POWERS - The Directors shall have and exercise all the powers of the Society as fully and completely as the Society could in general meeting, subject always, however, to the provisions of The Societies Act.

12. MEETINGS - The Board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the

affairs of the Society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President or by the Secretary on the direction of the President or by the Secretary on the direction in writing of two (2) Directors.

13. SPECIAL MEETINGS - A special meeting may be called on the instructions of any two members thereof provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.

14. QUORUM - A quorum at any meeting of the Board shall be a majority of the Board of Directors.

15. LOCATION AND NOTICE - The Board shall hold its meetings at such place or places within the Province of Alberta as it may from time to time determine. Meetings of the Board shall be called by ten days' notice in writing mailed to each member or shall be delivered, telephoned or sent by facsimile transmission to each Director not less than one (1) day before the meeting is to take place. No formal notice of any such meeting shall be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.

16. VOTING - Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote.

17. SIGNED RESOLUTIONS - A resolution in writing signed by all of the Directors personally shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

18. REMUNERATION - The Directors shall not be entitled to any remuneration for so acting, but may be reimbursed for their out-of-pocket expenses, duly approved by the Board of Directors, whilst attending to the business of the Society.

19. INDEMNITY - Every Director of the Society shall be deemed to have assumed office on the express understanding, agreement and condition that every Director of the Society and his heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all such costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he

sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

20. OFFICERS - The officers of the Society shall be a President, a Past President, a Vice-President, a Secretary and a Treasurer.

#### **PRESIDENT**

21. The President shall be ex-officio a member of all Committees. He shall, when present, preside at all meetings of the Society and of the Board. In his absence the Vice-President shall preside at any such meetings, and in the absence of both, a chairman may be elected by the meeting to preside thereat.

#### **VICE-PRESIDENT**

22. In the absence of the President, the Vice-President shall preside at any meetings of the Society and of the Board.

#### **PAST PRESIDENT**

23. The Past President shall act in an advisory capacity and, if possible, attend all meetings of the Officers, Directors and Members.

#### **SECRETARY**

24. It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. He shall have charge of the Seal of the Society which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.

25. The Secretary shall also keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the Society, such monies to be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as hereinafter required.

26. The Secretary shall be responsible for the custody of all minutes, records (including all events), and books of the Society

and shall conduct all official correspondence, issue notice of all meetings, and be responsible for advertising notice of all special Society functions.

#### **TREASURER**

27. The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He shall pay all bills approved by the Board of Directors.

He shall properly account for the funds of the Society and keep such books as may be directed. He shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited as hereinafter set forth of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. The office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

28. The Treasurer shall be responsible for the payment of all bills approved by the Board of Directors.

29. The Treasurer shall be responsible for the preparation of the proposed budget for the forthcoming fiscal year.

30. CO-ORDINATORS - There shall also be two co-ordinators of the Society which will be members of the Board of Directors. These co-ordinators shall be a Bingo Co-ordinator and a Casino Co-ordinator.

#### **BINGO CO-ORDINATOR**

31. The Bingo Co-ordinator shall be responsible to initiate bingo fundraising activities with the approval of the Board of Directors, shall co-ordinate all volunteers thereat, and shall be responsible for ensuring that funds raised from such activities are promptly turned over to the Treasurer for deposit.

#### **CASINO CO-ORDINATOR**

32. The Casino Co-ordinator shall initiate casino fundraising activities with the approval of the Board of Directors, shall co-ordinate all volunteers thereat, and shall be responsible for ensuring that funds raised from such activities are promptly turned over to the Treasurer for deposit.

### AUDITING

33. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Society. The fiscal year of the Society in each year shall be July 31.

34. The books and records of the Society may be inspected by any member of the Society at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

### MEETINGS

35. This Society shall hold an annual meeting on or before December 31st in each year, notice of which will be given to the members in writing or published in a local newspaper, in either case at least seven (7) days prior to the date of the meeting. At the annual general meeting there shall be elected a Board of Directors which shall serve until their successors are elected and installed, a President, Vice-President, Secretary, and Treasurer, (or Secretary-Treasurer). The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the Society.

36. Meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the members in writing or published in a local newspaper, in either case at least seven (7) days prior to the date of the meeting. A special meeting shall be called by the President or Secretary upon receipt by him of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, notice of which will be given to the members in writing or published in a local newspaper, in either case at least seven (7) days prior to the date of the meeting.

37. General meetings or special meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Vice-President by notice given as provided in the preceding paragraph.

38. Four (4) members in good standing shall constitute a quorum at any meeting of the members of the Society.

#### **VOTING**

39. Any member who has not withdrawn from membership nor has been suspended nor expelled as herein provided shall have the right to vote at any meeting of the Society. Such votes must be made in person and not by proxy or otherwise.

#### **REMUNERATION**

40. Unless authorized at any meeting and after notice of same shall have been given no officer or member of the Society shall receive any remuneration for his services.

#### **BORROWING POWERS**

41. For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

#### **EXECUTION OF DOCUMENTS**

42. Deeds, transfers, leases, contracts and other engagements on behalf of the Society shall be signed by any two (2) members of the Board of Directors and the Secretary shall affix the seal of the Society to such instruments.

#### **DISSOLUTION**

43. In the event of dissolution or winding up of the Society, all of its assets, after payment of liabilities, shall be distributed to such charitable organization or organizations in Canada as the Society shall decide.

#### **BY-LAWS**

44. The By-Laws may be rescinded, altered or added to by a "Special Resolution" but the resolution does not take effect until the Registrar of Corporation has approved and registered it.



**Kay, Shipley, McVey & Smith LLP**  
BARRISTERS & SOLICITORS

Ian B. Kay Q.C.\*  
Kim A. Shipley\*  
Robert G. McVey Q.C.\*  
Reg Smith\*  
Sherry B. Heikel\*  
Lyle D. Carlstrom\*  
Devonne C. Norman  
Michael J. Hussey\*  
*Also of the BC Bar*  
Owen A. Lewis

July 8, 2003

Beaverlodge Minor Hockey Association-Sherri Robinson

BY Fax #: No

Dear Madam:

RE: Bylaws  
Our File: 70397 LDC

We enclose:

- 1) Proof of Filing; and
- 2) our account for services rendered and disbursements incurred.

We trust you find the above in order and are closing are file herewith. Our closed files are destroyed ten years from the date of file closure and a file recall fee (currently \$25 plus disbursements plus GST) may apply.

Yours truly,

  
Lyle Carlstrom

This letter has been created by a voice-activated computer and may not have been reviewed by the writer.

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\*Denotes Professional Corporation



# Society Bylaw Change - Proof of Filing

**Amendment Date: 2003/06/27**

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**The Bylaws are filed as of 2003/06/27**

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**Service Request Number:** 5121920

**Corporate Access Number:** 500075767

**Legal Entity Name:** THE BEAVERLODGE MINOR HOCKEY ASSOCIATION

**Legal Entity Status:** Active

**Fiscal Year End:** 07/31

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## Annual Return

File Year	Date Filed
2003	2003/05/26
2002	2002/03/15
2001	2001/03/29

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## Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000798000515110	1999/04/01
Annual Return Form	10000699000600537	2000/04/04
Annual Return Form	10000701000037344	2001/03/29
Annual Return Form	10000701000313087	2002/03/15
Audited Financial Statement	10000401000313084	2002/03/15
Annual Return Form	10000003000016749	2003/05/26
Audited Financial Statement	10000803000016750	2003/05/26
Special Resolution	10000803000032694	2003/06/27
Bylaws	10000503000032695	2003/06/27

**Registration Authorized By: MELANIE MATHESON**  
**SECRETARY**

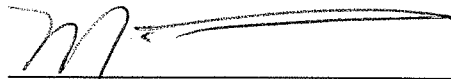
CERTIFIED SPECIAL RESOLUTION

I HEREBY CERTIFY that the following Special Resolution was passed at a meeting of the members of BEAVERLODGE MINOR HOCKEY ASSOCIATION held on the 14th day of April, 2003, repealing the existing by-laws and adopting Schedule "A" in their stead:

"Upon motion duly made, seconded, and carried unanimously,

IT WAS RESOLVED AS A SPECIAL RESOLUTION that the existing by-laws are repealed. They are replaced by the attached Schedule "A".

DATED at the City of Grande Prairie, in the Province of Alberta, this 23<sup>RD</sup> day of *June*, 2003.



SECRETARY

*MELANIE MATHESON*

