

CREMONA MINOR HOCKEY ASSOCIATION BYLAWS

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1. DEFINITIONS AND INTERPRETATION

- 1.1 In the interpretation of these Bylaws, except where excluded by the context:
- (a) **“Act”** means the Societies Act of Alberta, R.S.A. 2000, c S-14 as amended from time to time;
 - (b) **“Annual General Meeting”** means the General Meeting held annually in accordance with the provisions of the Act;
 - (c) **“Association”** means the Cremona Minor Hockey Association;
 - (d) **“By-Laws”** means the by-laws and Rules and Regulations of the Association, as amended from time to time;
 - (e) **“Chairman”** means the President, or in his/her absence, the Vice-President, who shall chair every meeting;
 - (f) **“Committee”** means a subset of Directors and/or Members organized by direction of the Directors to handle on-going issues of importance to the Association. Each Committee shall consist of Director(s) and/or other duly appointed Members who are not in a conflict of interest in relation to the matters considered;
 - (g) **“Director(s)”** can also be defined as an officer and means a person that has been elected or appointed as a director or officer of the Association, and includes the Executive;
 - (h) **“CAHL”** means Central Alberta Hockey League;
 - (j) **“General Meeting”** means a meeting of the Members;
 - (a) **“Hockey Alberta”** means the Alberta Amateur Hockey Association and represents the supreme authority concerning amateur hockey in the Province of Alberta, subject only to the right of appeal to HC;
 - (b) **“HC”** means Hockey Canada who represents the governing body of amateur hockey in Canada;
 - (c) **“Member”** means the parents or legal guardians, up to a maximum of two (2), of their child(ren) registered with the

Association that has been admitted to membership in the Association.

- (d) **“Ordinary Resolution”** means a resolution passed at a General Meeting or Director’s meeting by a vote of not less than 50% of those persons present in person plus one (1);
- (e) **“President”** shall mean the President of the Association;
- (f) **“Register of Members”** means the register of all persons that are Members of the Association from time to time containing the address of each Member, so far as can be ascertained;
- (g) **“Regulations”** means those regulations of the Association for the administration and advancement of hockey;
- (h) **“Secretary”** means the Secretary of the Association;
- (i) **“Special General Meeting”** means all meetings other than General Meetings and Annual General Meetings shall be called Special General Meetings. The Directors may, whenever they think fit, convene a Special General Meeting or Ten (10) Members by notice in writing to the Chairman may direct the Directors to convene a Special General Meeting, with a minimum of twenty-one (21) days’ notice provided to the Members of the Association;
- (j) **“Special Resolution”** shall have the meaning as defined in the Act and shall further constitute;
 - (i) a resolution passed,
 - a. at a Special General Meeting; and
 - b. by the vote of not less than 75% of those Members of the Association who are present and entitled to vote at such meeting;
 - (ii) a resolution proposed and passed as a Special Resolution at the general meeting of which less than twenty-one (21) days’ notice has been given, if all the Members of the Association entitled to attend and vote at such meeting so agree, or

- (iii) a resolution consented to in writing by all of the Members of the Association who would have been entitled at a General Meeting to vote on the resolution in person.

- 1.2 The headings herein are given for convenience only, and shall not affect the interpretation of these Bylaws.
- 1.3 These Bylaws shall be interpreted in a large and liberal sense so as to give effect thereto wherever possible.

2. Requirements

2.1 Hockey Alberta

The Association and all Members shall commit to abide by the objectives, Bylaws and Regulations of HC and Hockey Alberta and any amendments thereto and shall agree to be bound by said Bylaws, Regulations and Rules of HC and Hockey Alberta and that the Bylaws, Regulations and Rules are to be interpreted by the Board of Hockey Alberta.

2.2 Association

All Members shall commit to abide by the objectives, Bylaws, Regulations and Policies of the Association and any amendments thereto and shall agree to be bound by said Bylaws, Regulations and Policies of the Association and that the Bylaws, Regulations and Policies are to be interpreted by the Directors.

2.3 Non-Profit Organization

The Association is constituted as and shall be operated exclusively as a non-profit organization, no part of the income of which is payable to, or is otherwise available for, the personal benefit of any past or present Member, except as may be determined by the Directors from time to time.

2.4 Mission Statement

The objectives of the Association are to provide boys and girls with the opportunity to participate in minor hockey, to encourage and foster their personal development, hockey skill and leadership qualities through their participation in minor hockey, to increase interest in the game of hockey and to foster a general community spirit around the sport.

3. MEMBERSHIP

3.1 Association Membership

All Members of the Association shall be entered in the Register of Members accordingly. Additional Members of the Association may be admitted to Membership in the Association upon such terms and conditions as may be prescribed from time to time by the Directors.

3.2 Retirement or Expulsion of Members

(a) Any Member who shall desire to retire shall signify such desire in writing to the Secretary and thereupon his/her name shall be removed from the Register of Members and he/she shall be deemed to have retired.

(b) The Directors, by two-thirds (2/3) majority vote, may expel any person as a Member.

3.3 Rights of Members

(a) All Members shall be entitled to such information and advice with record to the affairs of the Association as the Association or any of its officers may be able to supply;

(b) Each Member, constituted of a maximum of two (2) parents or legal guardians, is entitled to one (1) vote between them if they have one (1) child registered with the Association. Where a parent(s) or legal guardian(s) has more than one (1) child registered with the Association, they are entitled to one (1) vote each, to a maximum of two (2) votes; and

(c) All Members in good standing and present in person shall have one (1) vote at General Meetings, Special General Meetings and Annual General Meetings.

3.4 Powers of Members

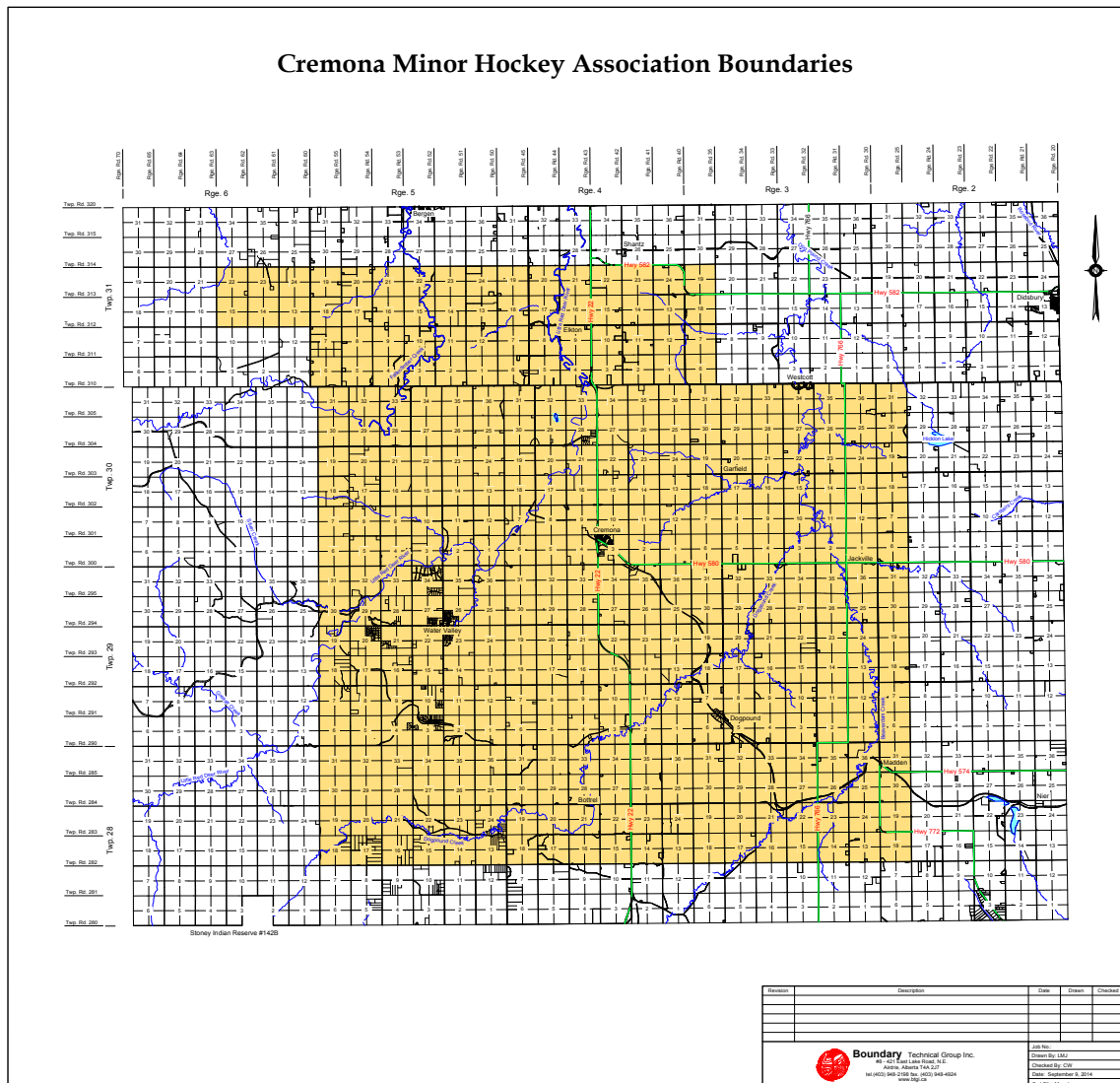
The Members may by Special Resolution rescind, alter, add to or vary the Bylaws.

3.5 Fees

Membership fees, dues, and player registration fees shall be determined by the Directors, from time to time, but in any event prior to August 31 of each year. Membership fees are charged for an annual period and shall be paid by each Member.

4. BOUNDARIES

4.1 The Boundaries of the Association are established as:



4.2 Boundaries will be based on the boundary principles as approved by Hockey Alberta. No rescission or alteration of or addition to the

Boundaries shall take effect until it has been approved by Hockey Alberta.

5. REGISTERED OFFICE

The Registered Office of the Association may be established or changed from time to time by Ordinary Resolution of the Directors. The current mailing address for the Association is: Box 366, Cremona, AB, T0M 0R0.

6. MEETINGS

6.1 General Meetings

- 6.1.1 At least ten (10) days before every General Meeting, notice specifying the place, the day and the hour of the meeting and, in the case of special business, the general nature of such business, shall be given to the Members by advertisement on the Association's website and by email to the Members. The accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting. If deemed necessary, the Directors shall have the ability to re-schedule a scheduled General Meeting on short notice, without the requirement of giving another ten (10) days notice to the Members as hereinbefore mentioned.
- 6.1.2 If at the time the meeting is to commence a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members and Directors present shall be a quorum.
- 6.1.3 If neither the Chairman nor the Vice-Chairman be present at the time of holding a General Meeting, the Members present shall choose one of the Directors present to be Chairman of such meeting.
- 6.1.4 The Chairman may, with the consent of the meeting, adjourn any General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place.

- 6.1.5 At every General Meeting every question shall be decided in the first instance by a show of hands, unless before the result of the show of hands a secret ballot is demanded by at least two (2) Members personally present. A declaration by the Chairman that a resolution has been carried or lost shall be conclusive evidence thereof, without proof of the number of the votes recorded in favor or against any resolution. If a secret ballot is demanded, it shall be taken in such manner as the Chairman may direct, and the result of such secret ballot shall be deemed to be the resolution of the General Meeting at which the secret ballot was demanded. A demand for a secret ballot may be withdrawn.
- 6.1.6 Every Member shall have one vote and all votes shall be given personally. All Members present at meetings shall be entitled to vote unless the Member has a conflict of interest. In the case of an equality of votes at any General Meeting, whether upon a show of hands or a secret ballot, the Chairman shall be entitled to the deciding vote. In case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same in good faith and such determination shall be final and conclusive.

6.2 Quorum

At any General Meeting, Special General Meeting and Annual General Meeting a quorum shall consist of one-half of the Directors present in person.

6.3 Annual General Meetings

- 6.3.1 Annual General Meetings of the Association shall be held once in each calendar year and not more than sixteen (16) months after the holding of the last Annual General Meeting. The Annual General Meeting shall be held in Alberta at such time and place as the Directors shall appoint.
- 6.3.2 The Association shall in addition to any other items of business, conduct the following business:
- (a) the Directors shall lay before the Association a balance sheet and an income and expenditure statement made up and submitted in accordance with the provisions of the *Societies Act*.
 - (b) present the report of the Directors;

- (c) if necessary, elect new Members to be Directors;
- (d) appoint an auditor or auditors to hold office until the next Annual General Meeting, and upon their appointment, shall be regulated by the *Societies Act*, or the Members by Ordinary Resolution may dispense with the appointment of an auditor; in lieu of a full audit, the Association may assign two non-Director Members to undertake a full review of the Association's accounts and report their findings to the Members; and
- (e) where appointed, fix the remuneration for the auditors, if any.

6.4 Director's Meetings

- 6.4.1 The Directors, or a select number of Directors as determined time to time for emerging issues, may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they shall think fit. Questions arising at any meeting shall be decided by a majority of votes. In the cast of an equality of votes the Chairman of the meeting shall be entitled to the casting vote.
- 6.4.2 Meetings of the Directors shall be summoned by the Secretary at the request of the Chairman, and failing him/her, at the request of the Vice-chairman, or any two Directors.
- 6.4.3 All acts done by any meeting of the Directors shall, notwithstanding that it be discovered there was some defect in the appointment of any Director or that any of them were disqualified, be as valid as if every person was qualified to be a Director.
- 6.4.4 A resolution signed by all of the Directors shall be as valid as if it had been passed at a duly called meeting of the Directors, and shall be entered in the Minute Book of the Association accordingly and held to relate back to any date stated therein.

6.5 Special General Meetings

Shall have that meaning as defined in Bylaw 1 "Definitions and Interpretation".

6.6 Notices

- 6.6.1 Any notices or documents may be served by the Association upon any Member either personally or by sending it through the post to such Member at his registered address, or by email to such Member at his electronic address on file with the Association.
- 6.6.2 Any notice if served by post shall be deemed to be served on the second day following which the document is posted, and such service shall be sufficient to prove that the document was properly addressed and that the postage was pre- paid.

7. AMENDMENTS TO BYLAWS AND REGULATIONS

7.1 Bylaws

- 7.1.1 These Bylaws shall be construed with reference to the *Societies Act* of Alberta, and shall be read subject to the restrictions contained in the *Societies Act* and other applicable statutes and rules of law. Any provisions herein that violate such restrictions shall, wherever possible, be severed from these Bylaws in order that the rest may stand.
- 7.1.2 The Bylaws of the Association shall not be altered, amended or added to except by Special Resolution of the Members, and no rescission or alteration of or addition to the Bylaws takes effect until it has been registered by the Registrar, as defined in the *Societies Act*.

7.2 Rules and Regulations

The Rules and Regulations of the Association may be altered, amended or added to at a regularly scheduled General Meeting in March, or as deemed required from time to time at a Director's Meeting.

8. DIRECTORS

8.1 Duties and Responsibilities

- 8.1.0 The following core Director positions shall have the duties and responsibilities as set forth in these By-Laws, in addition to the following:

- (i) **Chairman/President:**

- (a) shall be *ex officio*;
- (b) shall generally manage and supervise the affairs and operations of the Association;

- (c) shall preside at all General and Special meetings of the Association and at all other meetings of the Directors;
- (d) shall accept responsibility for the supervision of Committees as required.

(ii) Vice President:

- (a) shall preside at all meetings in the absence of the Chairman/President.

(iii) Secretary:

- (a) shall be responsible for minutes of all meetings of the Association;
- (b) shall conduct correspondence on behalf of the Association;
- (c) shall compile contact lists and information for team representatives as required.

(iv) Treasurer:

- (a) shall keep records for the Association of all monies received and disbursed;
- (b) shall be present at each Annual General Meeting to report on the year's operation and audited or reviewed statement of the Association.

(v) Registrar:

- (a) shall be responsible for ensuring all players, teams and officials are registered according to HA requirements;
- (b) shall annually co-ordinate the player registration process;
- (c) shall maintain a record of all team rosters (players, coaches and officials) in the Association.

- (vii) Other Director positions as determined from time to time shall have the duties and responsibilities as set forth in the Rules and Regulations of the Association.

8.1.1 Directors shall be elected by the Members at the Annual General Meeting for a term of two (2) years. The number and role of Directors may be prescribed or changed from time to time by Ordinary Resolution, whether previous notice thereof has been given or not, but notwithstanding anything contained in these Bylaws, the number of Directors shall never be less than Eight (8) or more than Fifteen (15).

8.1.2 A Director shall be a Member of the Association. A Director shall not receive remuneration for so acting.

8.1.3 The Directors shall have power to appoint any other person to be a Director to fill a vacancy occurring, other than one resulting from the expiration of a Directors' term of office, but the total number of Directors shall not at any time exceed the number

prescribed by the Bylaws; any Director(s) so appointed shall hold office for two (2) years, and at the pertinent following Annual General Meeting shall be eligible for re-election. The continuing Directors may act notwithstanding any vacancy in their body.

8.1.4 A nomination committee consisting of Past President, President and Vice-President (or a combination thereof) may be formed to consider names and possible candidates for office and prepare a list to be voted on at the Annual General Meeting. The list of positions for nominations is President, Vice-President, Secretary, Treasurer, Registrar and other Director positions as determined appropriate by the Directors. Any person nominated or who so chooses to be nominated shall be provided or provide at least forty-eight (48) hours' notice of their intention to let their name stand for the position of Director.

8.1.5 At the General Meeting at which any Directors retire, the Members shall fill the vacated offices by electing new Directors.

8.1.6 A Director may retire from his office upon giving one month's notice in writing of his intention so to do and such resignation shall take effect upon the expiration of such notice.

8.1.7 The continuing Directors may act notwithstanding any vacancy in their body, so long as there remains a quorum of Directors qualified to act.

8.1.8 The office of a Director shall be vacated:

- (a) if he is found to be of unsound mind;
- (b) if by notice in writing he resigns his office;
- (c) if he be convicted of an indictable offence;
- (d) if he is removed from office by the Members in a Special General Meeting specially called for the purpose;
- (e) if he becomes personally bankrupt.

8.2 Powers of Directors

8.2.1 The Directors shall control and manage all the affairs of the Association and may exercise all such powers on behalf of the Association as may be exercised and done by the Association, and

are not required to be done in a General Meeting.
Notwithstanding the foregoing provisions of these Bylaws, the Association in a General Meeting may by Ordinary Resolution:

- (a) do anything which the Directors may do;
- (b) ratify anything done as an act of the Directors;
- (c) govern or restrict the manner in which the Directors are to exercise their powers, so long as this is not done retroactively. None of the powers granted by this Bylaw shall limit or restrict any special power given by any other Bylaw.

8.2.2 The Directors may exercise all or any of the powers of the Association to borrow or raise money from whatever person and in whatever manner they see fit. The Directors shall have the power to sell, dispose of, mortgage or charge the entire undertaking and property of the Association or any part thereof, for such consideration as they may think fit.

8.2.3 The Directors may engage all such agents as they consider necessary and shall regulate their duties and fix their salaries.

8.3 Indemnity and Protection of Directors

8.3.1 Each Director shall be deemed to have assumed office on the express condition that he shall at all times be indemnified and saved harmless out of the funds of the Association against all costs, charges and expenses whatsoever, which he sustains or incurs in any action or proceeding which is brought against him in respect of any act or matter done or permitted in the execution of the duties of his office; also costs, charges and expenses which he may sustain or incur in relation to the affairs of the Association except those that are occasioned by his own fraud, dishonesty, wilful neglect or default.

8.3.2 No Director shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or employee or for any loss, damage or expense happening to the Association; through the insufficiency of title to any property acquired by order of the Directors for or on behalf of the Association; for the insufficiency of any security in or upon which any of the monies belonging to the Association shall be placed out or invested; for any loss or damage arising from the bankruptcy, insolvency, or wrongful act

of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited; for any loss occasioned by an oversight or error in judgment on his/her part; or for any other loss, damage or misfortune which may happen in the exercise of his/her respective duties or trust, unless the same shall happen by his/her own or through his/her own willful act or default. Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

- 8.3.3 All resolutions and proceedings of all General Meetings and all Directors Meetings, and any Minutes from such meetings shall be sufficient evidence without any further proof of the facts therein stated.

9. THE SEAL

- 9.1 The Association has not adopted a corporate seal.

10. BOOKS OF THE ASSOCIATION

- 10.1 The Directors shall cause Minutes to be made in books provided for that purpose of:
- (a) the names of the Directors present at every meeting of the directors; and
- 10.2 The Secretary shall keep or cause to be kept a book or books wherein shall be recorded:
- (a) a copy of the Bylaws and of any amendments thereto;
 - (b) the Register of Members;
 - (c) the names and addresses all persons who are or have been Directors, with the dates at which each became or ceased to be such Director.
- 10.3 The books, accounts, and records of the Association shall be open to inspection by any Members at all reasonable times upon receipt by the Association of a written request.

11. FINANCIAL ACCOUNTS

11.1 The Treasurer shall cause financial records to be kept of:

- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place;
- (b) all supporting documentation for the financial records as is fiscally prudent and required by law;
- (c) the assets and liabilities of the Association; and
- (d) financial records and segregation of funds as required by Alberta Gaming and Liquor Commission, when applicable.

11.2 There shall be kept a copy of the balance sheet and income statement (including every document required by law or accounting regulations to be annexed thereto) which is to be laid before the Association in a General Meeting.

12. AUDIT

12.1 As voted on at the Annual General Meeting, the accounts of the Association shall be audited or reviewed and the correctness of the income and expenditure statement and balance sheet ascertained by one or more auditors or non-Director Members.

12.2 Unless otherwise determined by the Directors, the fiscal year of the Association shall terminate on the 31st day of August each year.

13. COMMITTEES

13.1 The Directors shall oversee any Committees and may cause to be formed each year, but are not limited to the following Committees, which can be comprised by Members, in part or in full:

- Discipline Committee
- Team Personnel Committee
- Communications Committee
- Special Events Committee
- Players Committee
- Players Development Committee
- Emerging Issues Committee
- Grievance Committee

14. GRIEVANCES

- 14.1 A Member may be disciplined for a transgression of the objective and policies of the Association.
- 14.2 Any Member who has been affected by any action or omission of the Association or any Member acting on behalf of the Association, other than disciplinary matters, may file a written grievance with the Directors within fourteen (14) days of the Member's reasonable knowledge of the act or omission.
- 14.3 The Directors shall consider the written grievance and render a written decision about the grievance within fourteen (14) days of receipt of the written grievance. The written decision shall include a copy of the written grievance, what evidence was considered, and the ultimate decision.
- 14.4 All determinations under this Bylaw made by the Directors shall be done with reasonable discretion in relation to considering each grievance.
- 14.5 Any decision of the Directors under this Bylaw shall be a decision of the Association for the purposes of appeal to the Hockey Alberta Appeals Officer.
- 14.6 Any Member who is subject to a decision of the Directors under this Bylaw may appeal that decision, within the time prescribed by the Bylaws and Regulations of Hockey Alberta, to the Hockey Alberta Appeals Officer.
- 14.7 The Members in a Special General Meeting may by Special Resolution remove any Director before the expiration of his/her term of office, and may by Ordinary Resolution appoint another person in his/her stead. The person so appointed shall hold office during such time only as the Director in whose place he/she is appointed would have held if he/she had not been removed.

15. GENERAL

- 15.1 (i) The *Freedom of Information and Privacy Protection Act* (FOIPPA) of Alberta identifies that all personal information from Members will not be shared for any other reason than purposes required for the Association. When Members submit personal information to the Association they accept that they are granting permission to allow organizational and promotional use associated with activities of the Association.

(ii) All personal information shared by Members with volunteers of the Association will be managed as per the separate Information Management Policy mandated by Hockey Alberta. This policy will be posted on the Association's website for all Members to access. Any questions, comments or concerns by Members regarding privacy matters shall be forwarded directly to the Chairman, who will ultimately be responsible for all aspects of privacy matters. The Chairman may delegate this role to a privacy officer however he/she will be the designate as required.

- 15.2 The Association may be dissolved or wound up voluntarily by the Members by Special Resolution requiring the dissolution or winding up of the Association as the result of but not limited to a lack of Members or bankruptcy of the Association.

I hereby certify that the following special resolution was passed at a meeting of the Members of the Cremona Minor Hockey Association on _____, 2017.

The By-Laws were changed as follows: The existing By-Laws are repealed. They are replaced by the attached By-Laws.

Date: _____

Signature: _____

Printed Name: _____

Title: _____