



## KERRY PARK MINOR HOCKEY ASSOCIATION

### Constitution and Bylaws

**Kerry Park Minor Hockey Association** - KPMHA is governed by Hockey Canada, BC Hockey and Vancouver Island Amateur Hockey Association (VIAHA) and will at all times, abide by the Rules and Regulations of Minor Hockey set forth by these governing bodies.

**Society Act of British Columbia** – KPMHA is incorporated under the Societies Act of the Province of British Columbia (Society# S-0065143).

Updated as of April 26 , 2021

# Table of Contents

- CONSTITUTION ..... 1
- BYLAWS..... 2
  - 1. Definitions and Interpretation ..... 2
  - 2. Members ..... 2
  - 3. General Meetings of Members ..... 3
  - 4. Directors ..... 5
  - 5. Directors’ Meetings ..... 6
  - 6. Board Positions ..... 7
  - 7. Discipline and Appeals ..... 9
  - 8. Finances ..... 10
  - 9. Indemnification of Directors ..... 11
  - 10. Dissolution ..... 11
  - 11. Alteration of the Constitution and Bylaws ..... 11
  - 12. Previously Unalterable Provisions in Constitution ..... 11

# CONSTITUTION

1. The name of the Society is the "Kerry Park Minor Hockey Association".
2. The purpose of the Association is to:
  - a) Foster and promote minor hockey throughout the Electoral Areas A, B, C, and D of the Cowichan Valley Regional District;
  - b) Coordinate the development of players through coaching and mentorship; and,
  - c) To endorse fair play and sportsmanship and ensure the game of hockey is played in compliance with the playing and registration rules as mandated by the pertinent governing bodies of minor hockey.

# BYLAWS

## 1. Definitions and Interpretation

- 1.1 In these Bylaws, unless the context otherwise requires:
  - a) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
  - b) "Directors" mean the Directors for the Association for the time being.
  - c) "Board of Directors" means the group of current Directors of the Association.
  - d) "Association" means the Kerry Park Minor Hockey Association.
  - e) "Ordinary Resolution" means a resolution passed by the membership by a simple majority of the voting members.
  - f) "Special Resolution" means a resolution passed by at least 2/3 of the votes cast by the voting members.
  - g) "Policies and Procedures" means the parameters, instructions and steps by which the Association conducts its business and altered from time to time at the discretion of the Board of Directors.
- 1.2 The definitions in the Society Act, on the date these Bylaws become effective, apply to these Bylaws.
- 1.3 If there is a conflict between these Bylaws and the Society Act or the regulations under the Society Act, the Society Act and its regulations, as the case may be, prevail.

## 2. Members

- 2.1 There are three (3) classes of members in the Association:
  - a) Regular Members: all parents and/or legal guardians of registered players in the current playing season;
  - b) Community Members: any citizen who reside in the Electoral Areas A, B, C, and D of the Cowichan Valley Regional District and has paid an annual Community Member fee; and
  - c) Life Members.
- 2.2 Membership is annual and defined as from the day following the previous year's Annual General Meeting up to and including the Annual General Meeting of the year registered unless otherwise stated.
- 2.3 A Life Member is an individual who has served the Association for at least five (5) years and has rendered exemplary and meritorious service. A Life Member shall be accorded all rights and privileges of a member which includes holding a Director position and having one vote at the AGM. A Life Member can be nominated by any member. Prior to the AGM, nominations will first go to the Board of Directors to ensure they meet the criteria. Nominations for Life Members, approved by the Board of Directors, will then be voted on, by simple majority, by membership at the AGM. Life Members are not required to pay an annual fee.

- 2.4 Every member shall uphold the Constitution and comply with these Bylaws and the Policies and Procedures of the Association.
- 2.5 A person shall cease to be a member of the Association:
- a) by delivering their resignation in writing to the Registrar/Administration Director or by mailing or delivering it to the address of the Association;
  - b) on their death;
  - c) on being expelled; and
  - d) if they do not meet the criteria in Bylaw 2.1.
- 2.6 All Regular Members are in good standing except a member who has failed to pay their annual registration fees and/or any other subscription and/or debt due and owing by them to the Association. Said Regular Member are not in good standing so long as the debt remains unpaid.
- 2.7 The Board of Directors has the right to refuse membership. Receipt of registration from a Regular Member or receipt of the annual Community Member annual fee from a citizen does not guarantee acceptance to membership and the Board of Directors reserves the right to return registration or annual fees.
- 2.8 The fees for membership shall be assessed by the Board of Directors and collected by the Association.
- 2.9 Members in good standing shall be eligible to vote at Annual General Meetings and Special General Meetings. Each member is entitled to one vote, regardless of the number of children registered or the number of volunteer positions occupied.

### 3. General Meetings of Members

- 3.1 At a General Meeting, the following business is ordinary business:
- a) Adoption of rules of order;
  - b) Consideration of any financial statements of the Association presented at the meeting;
  - c) Consideration of the reports, if any, of the Directors;
  - d) Election of Directors; and,
  - e) Other business arising ought to be transacted at a general meeting or out of a report of the Directors, not requiring the passing of a Special Resolution, issued with the notice of convening the meeting.
- 3.2 Every General Meeting, other than the Annual General Meeting, is a Special General Meeting. An Annual General Meeting shall be held prior to June 1st each year on a day determined by the Board of Directors.
- 3.3 The Board of Directors or ten (10) per cent of the membership (defined as the number of players registered with the association) may call a Special General Meeting of the Association for any purpose.

- 3.4 Five (5) per cent of voting members may request that a matter be put on the agenda of the Annual General Meeting.
- 3.5 Every notice of a General Meeting shall state the nature of the business to be conducted at the meeting including the text of any Special Resolutions to be submitted to the meeting. Notice of a General Meeting will include the date, time and location of the General Meeting. Members will be notified of General Meetings by at least one of the following ways:
- a) By email to every member of the Association who has provided an email address at least fourteen (14) days prior to the General Meeting; and/or
  - b) Posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the Association's website.
- 3.6 General Meetings of the Association shall be conducted according to Robert's Rules of Order.
- 3.7 At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members. No proxy votes shall be allowed at General Meetings.
- 3.8 Resolutions are carried at general meetings by the following:
- a) All Ordinary Resolutions shall be carried on a simple majority vote by a show of hands, unless otherwise called by the Chairman of the General Meeting; and
  - b) All Special Resolutions shall be carried with at least 2/3 of the votes cast.
- 3.9 A quorum for all Annual General and/or Special meetings shall be equal to ten (10) per cent of the number of players registered with the Association. If a quorum is not achieved at an Annual General or Special General Meeting, a subsequent meeting shall be called within twenty-two (22) days and all present at that time shall constitute a quorum.
- 3.10 Special Resolutions are required for the following:
- a) An alteration to the Constitution;
  - b) An alteration to these Bylaws;
  - c) Debentures and restricting the borrowing powers of the Board of Directors;
  - d) The removal of a Director; and
  - e) Any other resolution required by the Society Act.
- 3.11 The President, or their designate, shall preside as Chairman of General Meetings.

## 4. Directors

- 4.1 Except as otherwise provided in the Society Act, the Constitution and these Bylaws, the Directors have all the powers of the Association and the Board of Directors may delegate any of their powers, duties and functions. Without limiting the generality of the foregoing, the Directors:
- a) May make Policies and Procedures for managing the affairs of the Association;
  - b) May make Policies and Procedures for the conduct of members and other persons involved in the affairs of the Association;
  - c) May make Policies and Procedures relating to the discipline of members and shall have the authority to discipline members accordingly;
  - d) May make Policies and Procedures relating to the management of disputes within the Association and shall have the authority to deal with disputes accordingly;
  - e) May establish committees, appoint and remove members of committees, and delegate any of their powers, duties and functions to any committee;
  - f) May appoint or employ such persons as it deems necessary to carry out the work of the Association; and,
  - g) Shall have the power to interpret any provision of these Bylaws which is unclear or contradictory.
- 4.2 Only members in good standing and qualified, in accordance to the Society Act, can be elected into Director Positions and must be of the following;
- a) Over the age of 18 years of age;
  - b) Have not been found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
  - c) Have not an undischarged bankrupt;
  - d) Have not been convicted, in or out 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.
  - e) Does not have a child participating in a non-sanctioned BC Hockey team/league in parallel with the Association's season.
- 4.3 At no point will the Association have a Board of Directors where fewer than six (6) members fill Director Positions.
- 4.4 Positions on the Board of Directors shall be filled each year by way of election through Ordinary Resolution at the Annual General Meeting.
- 4.5 An election may be by acclamation; otherwise it shall be by ballot.
- 4.6 All Directors have two-year terms with the following rotating schedule:

### Group #1

Vice President of Operations  
Registrar  
Gaming and Sponsorship Director  
Ref and Chief  
Marketing and Tournaments Director  
Junior Divisional Director  
Senior Divisional and Female Director

### Group #2

President  
Vice President of Admin and Finance  
Ice Management Director  
Head Coach/Competitive Director  
Intermediate Divisional Director  
Equipment and Risk Management Director

4.7 During the year if any Director resigns or is unable to perform their duties the Board of Directors shall fill such position by appointment. The term of this appointment will remain the same.

4.8 To be a Director a member must be willing to sign a Director's agreement and their designation, election or appointment as a Director is invalid unless:

- a) The member consents in writing to be a Director of the Association, or
- b) The designation, election or appointment is made at a meeting at which the member is present and the member does not refuse to be a Director.

4.9 A Director has a duty to disclose matters of conflict of interest. A Director is in a conflict of interest when a matter that is or is to be the subject of consideration by the Directors results in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Association.

4.10 The Board of Directors will ensure matters of conflict of interest are addressed in accordance with the Society Act.

4.11 The Board of Directors or the members may call a Special General Meeting for the removal of a Director through a Special Resolution of the members.

## 5. Directors' Meetings

5.1 The Board of Directors shall hold regular monthly meetings throughout the year.

5.2 The quorum for Directors' meetings shall be fifty (50) per cent of the Board of Directors.

5.3 The President shall be the Chairman of all Director Meetings when present. If the President is absent, the President may choose any Director to be Chairman of the meeting.

5.4 Each member of the Board of Directors, other than the President, shall be entitled to cast one vote at all meetings. In the case of a tie, the President shall cast the deciding vote.

5.5 Voting by electronic mail (e-mail) is permitted. Such calls of vote are to be reserved for issues of importance and the decision cannot wait till the next scheduled Director's Meeting. This may arise, for example, in the event a quorum is not present at a formal meeting, or in the event that Board of Director action is considered required at a time between regularly scheduled Director meetings. In such cases, the Directors have the right to submit a vote within a specified time period (no more than 72 hours).

Vote by e-mail will be conducted in the following manner:

- a) The President or any two (2) Directors may request a vote via e-mail. Directors shall have three options regarding their vote:
  - i. Vote to pass the motion
  - ii. Vote to reject the motion
  - iii. Express the opinion that the motion is not amenable to an electronic vote.
- b) If any Director objects to the electronic vote, the motion would remain subject to the "in person" quorum voting rules. If no objections are received, a simple majority of all Board of Directors is required to pass the vote.
- c) All Directors must have access to electronic mail, and it is the responsibility of each Director to use an email address approved by the Board of Directors.

5.6 Directors' meetings shall be conducted according to the Robert's Rules of Order.

5.7 All decisions shall be made on the basis of simple majority and shall be binding.

5.8 Minutes from Directors' Meetings will be available to members by posting them on the Association's website.

5.9 In case of absence at a Director's meeting, a Director may grant their vote by proxy to another Director, but not the President. To validate the delegation of vote(s) by proxy, the absentee Director must, in writing to the President, and no later than two (2) hours before the scheduled start of the meeting, specify the following:

1. The meeting to which the delegation of their proxy; and,
2. The Director to which will be their proxy; and,
3. The motions, including active amended motions during meetings, to which the proxy is permitted to cast the absentee Director's vote.

Proxy voting on motions will be included to establish quorum.

5.10 Board of Directors approval is required for the following;

- Annual budget, or a revision to it and allocation of surplus funds
- Policies and procedures or revision to them
- Strategic planning activities
- Initiation of legal action
- Annual General Meeting/Special General Meeting dates, order of Business etc.
- Appointment of vacant Director positions
- Hiring of service providers/contractors
- Team Official positions
- Establishment of some committees (budgetary, disciplinary, coach selection); and,
- As is required by these Bylaws and the Association's Policies and Procedures.

Where, otherwise not explicitly stated, at the discretion of the President.

## 6. Board Positions

6.1 Directors must be elected or appointed to the following Board positions, and a Director, other than the President, may hold more than one position:

1. President

2. Vice President of Operations
3. Vice President of Admin and Finance
4. Ice Management Director
5. Registrar
6. Equipment Management Director
7. Head Coach/Competitive Director
8. Referee-In-Chief
9. Junior Divisions Director
10. Intermediate Divisions Director
11. Senior Divisions/Female Programs Director
12. Marketing and Tournaments Director
13. Gaming and Sponsorship Director

- 6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at large.
- 6.3 President: is the chief executive officer and oversees the affairs of the Association and provides supervision and direction to the Board of Directors, including standards of performance, sphere of control, and disciplinary action. The President can also participate in any committee “ex officio” as they so choose.
- 6.4 Vice President of Operations: In the absence of the President, the Vice President shall have and exercise all the powers of the President. The Vice President is responsible for hockey operations and is responsible for chairing the Discipline Committee.
- 6.5 Vice President of Admin and Finance: In the absence of the President and the Vice President of Operations shall perform the duties of the President and Vice President of Operations. This position will be responsible for the Association’s administration and the general financial affairs of the Association in compliance with the Society Act.
- 6.6 Ice Management Director: Is responsible for ice coordination for all divisions of the Association in a fair and equitable manner and in alignment with the Policies and Procedures.
- 6.7 Registrar Director: Is responsible to maintain the register of members, players and team officials, ensuring all registration requirements are satisfied, as per pertinent hockey governing bodies.
- 6.8 Risk and Equipment Management Director: Manages the Association’s risk management program. Also responsible for the safeguarding, distribution, maintenance, collection and purchase of all necessary equipment and jerseys for the Association.
- 6.9 Head Coach/Competitive Director: Establishes, organizes and develops a system at all levels within the Association to promote further development of players and coaches

through training programs and clinics. The position ensures the selection of properly qualified and capable coaches for all teams and is responsible for the coordination of evaluations for competitive teams. The position oversees the conduct of all coaches ensuring that they are following the rules of the Policies and Procedures, VIAHA, BC Hockey and Hockey Canada.

- 6.10 Referee-In-Chief: Manages the Associations referee program, including development, evaluations and assignment.
- 6.11 Junior Divisions Director: Oversees the administrative and operative affairs of the Association's U7 and U9 Divisions.
- 6.12 Intermediate Divisions Director: Oversees the administrative and operative affairs of the Association's U11 and U13 Divisions.
- 6.13 Senior Divisions/Female Programs Director: Oversees the administrative and operative affairs of the Association's U15 and U18 Divisions. Leads the Association's Female hockey program.
- 6.14 Marketing and Tournament Director: Oversees the marketing, communications, fundraising and hosting of tournaments for the Association.
- 6.15 Gaming and Sponsorship Director: Oversees all team applications for various licenses including 50/50 draws, raffles, and anything else requiring a BC Government Gaming Licence. Shall ensure the annual application towards the Community Gaming grant is submitted. Oversees all sponsorship programs.
- 6.16 The Board of Directors will maintain job descriptions for the Director positions as part of the Policies and Procedures and amend them from time to time, at their discretion.

## 7. Discipline and Appeals

- 7.1 The President shall have the power to temporarily suspend any team, player, member, team official or Director for improper conduct on or off the ice and which are contrary to the values of the Association, failure to comply with the VIAHA, BC Hockey and Hockey Canada pending the review of the incident by the Discipline Committee. The President will engage the Disciplinary Committee to review the matters that resulted in the temporary suspension so that the Disciplinary Committee can make its recommendations to the Board of Directors.
- 7.2 The Vice Presidents shall have the power, together, to temporarily suspend the President for improper conduct on or off the ice and which are contrary to the values of the Association, failure to comply with the VIAHA, BC Hockey and Hockey Canada pending the review of the Discipline Committee.
- 7.3 The Discipline Committee shall be chaired by the Vice President of Operations. The Discipline Committee will be comprised of the Vice President of Operations and three other members. This committee shall be formed by the Board of Directors at the first

Directors' meeting subsequent to the Annual General Meeting. In the event there is a vacancy the President may appoint a member for the remainder of the year.

- 7.4 The Discipline Committee shall recommend to the Board of Directors to suspend any team, player, member, team official or Director of the Association for the conduct considered improper, unbecoming or likely to endanger the interest and/or reputation of the Association. Furthermore, they shall recommend to suspend any team, player, member or team official who willfully commits a breach of the Constitution, Bylaws, or Policies and Procedures of the Association. The Discipline Committee may also recommend to the Board of Directors a Special General Meeting for a Special Resolution to remove a Director.
- 7.5 The Discipline Committee shall ensure that all facts relating to the incident(s) in question are heard, and that all interested or affected parties are allowed to present their case.
- 7.6 The Vice President of Operations shall relay the results of the Disciplinary Committee review to the Board of Directors within five (5) days of the request of the review or as soon as reasonable.
- 7.7 The Discipline Committee may be asked to present the case of their findings to the Board of Directors at the following Directors' Meeting.
- 7.8 Any team, player, official or member may appeal any discipline decision made by the Board of Directors within seven (7) days of notification.
- 7.9 An Appeals Committee will be composed of five (5) members (non-Directors) and appointed by the President.
- 7.10 The Board of Directors has full authority to discipline, dismiss or expel any member of the Association. The offending person will be notified in writing of the action to be taken. This does not apply to the removal of Directors from their position.

## 8. Finances

- 8.1 The finances of the Association are ultimately the responsibility of the Board of Directors.
- 8.2 The Association may raise funds and disburse them in whatever manner the Board of Directors shall see fit.
- 8.3 The fiscal year of the Association starts on April 1<sup>st</sup> of the current year and ends on March 31<sup>st</sup> of the following year.
- 8.4 Authorized signing officers of the Association shall be any four (4) Directors as determined by a simple majority vote of the Board of Directors.
- 8.5 Proper accounts of the funds of the Association shall be maintained and the financial statements of the Association shall receive a certified report on an annual basis from a professional accounting firm.

- 8.6 In order to carry out the purposes of the Association, the Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide and, in particular, but without limiting the foregoing, by the issue of debentures.
- 8.7 The members may, by Special Resolution, restrict the borrowing powers of the Directors; however, any imposed restrictions of said Special Resolution will expire on the day of the next Annual General Meeting.
- 8.8 The Association may maintain a benevolent fund. Said funds will be used for assistance of players who would otherwise not be able to play minor hockey due to financial constraints. Such monies are to be disbursed at the discretion of the Board of Directors as determined by way of a simple majority vote.
- 8.9 The Association will ensure any Provincial Government gaming funds are handled according to the Provincial Government requirements, including having a separate bank account for gaming funds.

## 9. Indemnification of Directors

- 9.1 The Association shall indemnify each Director of the Association against all costs, charges and expenses, including an amount paid to settle any action or satisfy any judgment reasonably incurred by the Director for any civil, criminal or administrative action or proceeding to which the Director is made a party by reasons of being or having been a Director of the Association, if the Director acted honestly and in good faith with a view to the best interest of the Association and, in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director had reasonable grounds for believing that their conduct was lawful.

## 10. Dissolution

- 10.1 Upon dissolution of the Association, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized not-for-profit organization with similar objectives on Vancouver Island, as directed by members.

## 11. Alteration of the Constitution and Bylaws

- 11.1 The Constitution and Bylaws of the Association may be amended at any Annual General or Special General Meeting by a Special Resolution.

## 12. Previously Unalterable Provisions in Constitution

- 12.1** This Association shall be affiliated with Hockey Canada, BC Hockey (BCAHA) and the Vancouver Island Amateur Hockey Association (VIAHA). This provision was **PREVIOUSLY UNALTERABLE**.