



MERRITT & DISTRICT MINOR HOCKEY ASSOCIATION CONSTITUTION

ARTICLE ONE

This organization shall be known as Merritt & District Minor Hockey Association.

ARTICLE TWO

The purposes of the Association are:

- a. To promote and encourage good citizenship and sportsmanship among the members of the association.
- b. To establish, maintain, conduct and promote among the members of the association and others an active interest in amateur hockey.

ARTICLE THREE

The operations of the association are to be chiefly carried on in the city of Merritt.

ARTICLE FOUR

As an unalterable provision of this constitution this association shall be affiliated with the OMAHA, British Columbia Hockey Association and Hockey Canada

ARTICLE FIVE

In the event that the Society should be dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization with similar objectives in the the Province of British Columbia, as directed by members. This provision is unalterable.

ARTICLE SIX

Not for Profit: As an unalterable provision of this Constitution, the purpose of this Society shall be nor for profit.



MERRITT & DISTRICT MINOR HOCKEY ASSOCIATION

BYLAWS

PART 1-DEFINITIONS AND INTERPRETATION:

1.1 DEFINITIONS

In these bylaws:

“ACT” means the Society Act, R.S.B.C. 1996, c 433 as amended;

“AREA” means the area in which the Society operates;

“BC Hockey” means British Columbia Hockey ;

“OMAHA” means the Okanagan Mainline Amateur Hockey Association;

“BYLAWS” means the bylaws of the Society from time to time in force;

“Hockey Canada” means the Hockey Canada Association;

“DIRECTORS” means the board of directors of the Society for the time being; and,

“PERSON” includes a corporation, partnership, society or party.

“SOCIETY or M&DMHA” means the Merritt and District Minor Hockey Association.

1.2 MEANINGS IN THE ACT

All words or expressions in these Bylaws which are defined in the Act on the date these Bylaws became effective shall have the meaning given them in the Act.

1.3. LANGUAGE

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

PART 2-MEMBERSHIP

2.1 MEMBERS OF THE SOCIETY

The members of the Society are the applicants for incorporation of the Society and those persons, teams, leagues or associations which subsequently have become members in accordance with these bylaws and, in either case, have not ceased to be members.

2.2 APPLICATION FOR MEMBERSHIP

Any parent or guardian of any player and any other person who declares an interest in supporting the purposes of the Society may apply for membership in the Society by delivering to the Society an application in a form approved by the Directors duly completed and signed by the applicant.

2.3 CLASSES OF MEMBERS

Membership of the Society shall be divided into the following classes:

- a. A **REGULAR MEMBER** is any person accepted as a Regular Member who is engaged or interested, directly or indirectly, in amateur hockey and sportsmanship in the Area;
- b. An **HONOURARY MEMBER** is any person appointed by the Directors for such term as the Directors may decide in recognition of their contributions to amateur hockey and sportsmanship in the Area: and,
- c. A **LIFE MEMBER** is any person appointed by the Directors in recognition of distinguished service to the Society and to the community.

2.4 DIRECTORS TO CONSIDER APPLICATION

The Directors shall consider each application for membership and may, in their absolute discretion and without giving reasons, accept or reject any application for membership.

2.5 COMMENCEMENT OF MEMBERSHIP

Where an application for membership is accepted, the applicant will be admitted as a member of the Society as of the date of such acceptance or at such other date as the Directors determine.

2.6 REPRESENTATIVE

Every member which is a firm, body corporate or other association shall appoint in writing a natural person who is a partner, director, officer or senior executive employee of the firm, body corporate or other association to represent it in respect of its membership in the Society and may from time to time remove any such representative and appoint another representative.

2.7 RIGHTS OF MEMBERSHIP

Every member in good standing of the Society has the right to receive notice of, to attend and, with respect to Regular members only, to act and vote at all general meetings.

2.8 GOOD STANDING

All members are in good standing except:

- a. A member who has failed to pay in full, when due any fees or assessments duly prescribed pursuant to these Bylaws and that member is not in good standing so long as the fees and assessments remain unpaid; and,
- b. A member who is suspended under subsection 2.12.

2.9 OBLIGATIONS OF MEMBERS

Every member of the Society will from the date of acceptance of the application for membership be bound by and shall abide by:

- a. The Constitution of the Society and these Bylaws; and,
- b. All resolutions passed and all lawful rules and regulations made by the Directors.

2.10 FEES AND ASSESSMENTS

The members of the Society may from time to time at a general meeting determine the fees and assessments, if any, payable by the members.

2.11 TERMINATION OF MEMBERSHIP

The interest of a member in the Society is not transferable and ceases immediately:

- a. Upon the death of the member;
- b. When the member is expelled under subsection 2.12;
- c. When the member withdraws under subsection 2.15; or
- d. When the member is not a member in good standing for more than one day.

2.12 SUSPENSION AND EXPULSION OF MEMBERS

The members of the Society may, by a special resolution passed at a general meeting, suspend or expel any member.

2.13 STATEMENT OF REASONS

The notice of a special resolution for suspension or expulsion shall be accompanied by a brief statement of the reason for the proposed suspension or expulsion.

2.14 RIGHT OF MEMBER TO BE HEARD

The member who is the subject of the proposed resolution for suspension or expulsion is entitled to an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.15 WITHDRAWAL OF MEMBER

A member may withdraw from membership by giving written notice of resignation to the Society and the resignation will be effective upon receipt of the notice by the Society.

2.16 CONTINTUED LIABILITY OF MEMBER

A suspended member remains liable for all fees and assessments and a member who:

- a. Has withdrawn from membership in the Society;
- b. Has been expelled from member in the Society; or,
- c. Has had his or her membership in the Society terminated in any other way in accordance with these Bylaws,

Remain liable for payment of all fees and assessments payable by that member before the withdrawal, expulsion or termination becoming effective.

PART 3-PLAYER REGISTRATION FEES

3.1 ANNUAL REGISTRATION FEE

Each player registered with the Society shall be assessed an annual registration fee set by the Directors prior to the current season's registration period. This fee shall include any assessments by the BC Hockey for membership and/or insurance.

3.2 WAIVER OF ANNUAL REGISTRATION FEE

The Directors may, in their discretion, waive player registration fees, in whole or in part, in circumstances deemed appropriate by the Directors.

PART 4-MEETINGS OF MEMBERS

4.1 DIRECTORS MAY CALL GENERAL MEETING

The Directors may call a general meeting of the Society at any time.

4.2 ANNUAL GENERAL MEETING

Subject to the Act, the Directors shall call an annual general meeting to be held once each calendar year at such time and place as the Directors may decide. Members may participate electronically. The society is not obligated to provide the means for electronic participation.

4.3 OTHER MEETINGS

In addition to the Annual General Meeting of the Society, the Society shall have not less than one other meeting of the general membership of the Society, which shall be held in each year, at such time and place as may be determined by the Directors.

4.4 EXTRAORDINARY GENERAL MEETING

An extraordinary general meeting of the Society is a general meeting of the members of the Society other than the annual general meeting or a regular meeting of the Society.

4.5 NOTICE

A written notice stating day, hour and place of every general meeting and the general nature of any special business to be transacted shall be given to each member entitled to receive notice of the meeting and to the auditor of the Society, if any, in the manner specified in part 1.1 not less than 14 days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting.

4.6 OMISSIONS OF NOTICE

The accidental omission to give notice of any meeting or the non-receipt of any notice by any member does not invalidate any resolution passed or any proceeding taken at that meeting.

PART 5-PROCEDURES AT GENERAL MEETINGS

5.1 BUSINESS OF GENERAL MEETINGS

At an annual general meeting, the following business is not special business and no notice of this business is required:

- a. Business relating to the conduct of or voting at the meeting;
- b. Consideration of the reports of the directors and auditors, if any;
- c. Consideration of the financial statements for the fiscal year just ended;
- d. The election of the directors as provided in subsection 10.1 and the fixing of the auditor's remuneration; and,
- e. The determination of the fees and assessments for the ensuing year.

5.2 SPECIAL BUSINESS

Special business is all business at an extraordinary general meeting and all business transacted at an annual general meeting, except that business set out in subsection 5.1.

5.3 RULES OF ORDER

The rules of order at all meetings of members shall be those set out in the latest edition of *Robert's Rules of Order* at the time of such meeting to the extent that such rules of order are not inconsistent with the Act or these Bylaws.

5.4 PRESIDING OFFICER

The President or, in the President's absence, incapability or unwillingness to act, the Vice-President, is entitled to preside at all meetings of the members and the Directors of the Society, but where the President or Vice-President is not present within 15 minutes after the time appointed for the holding any meeting or, if present, is unable or unwilling to preside at the meeting, the members present shall choose someone of the Directors present to preside at the meeting.

5.5 QUORUM

Quorum at all general meetings shall be 5 of the members then in good standing or such greater number as the members may determine at a general meeting. No business, other than the election of a chairperson and the adjournment of the meeting, shall be conducted at a general meeting at a time when a quorum is not present. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.6 VOTING

Each regular member in good standing shall be entitled to one vote on each resolution put to a vote at any meeting of the members of the Society. All voting shall be by a show of hands unless the presiding officer directs or any members entitled to vote request a poll vote.

5.7 DECISION OF MAJORITY

Except as provided in the Act or these Bylaws, at all general meetings of the Society all questions shall be decided by a majority of the votes cast by the members unless otherwise specifically provided for by the Act or by these Bylaws. In case of an equality of votes, the chairperson shall not have a second, deciding vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

5.8 DECISION OF MEETING

At any meeting, unless a poll is demanded, a declaration by the presiding officer that a resolution has been carried or carried unanimously or by a particular majority or lost, or not carried by a particular majority is conclusive evidence of that fact.

5.9 POLL

Any member entitled to vote at a meeting may demand a poll, either before or after any vote by show of hands. The result of a poll will be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

5.10 PROXY VOTING

Voting by proxy is not permitted.

5.11 ADJOURNMENT

Notwithstanding the absence of a quorum at any general meeting of the Society, a general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

PART 6-DIRECTORS

6.1 DUTIES AND POWERS

The Directors shall manage, or supervise the management of, the activities and affairs of the Society and may exercise all the powers of the Society.

6.2 ELECTION OF DIRECTORS AND TERM

At each annual general meeting of the Society, the members entitled to vote shall elect 27 directors, or such other number determined from time to time by the members at a general meeting, for a term to end at the conclusion of the next annual general meeting, but at no time shall there be fewer than three directors.

6.3 COMPOSITION OF BOARD OF DIRECTORS

The Board of Directors shall consist of the President, Past-President, 1st Vice President, 2nd Vice President, Secretary, Treasurer and 21 other persons elected by the members at an annual general meeting.

6.4 QUALIFICATION

No person is qualified to become or act as a director of the Society who:

- a. Is under the age of 19 years;
- b. Is found to be incapable of managing his or her own affairs by reason of mental infirmity;

- c. Is a corporation;
- d. Is not a Regular member of the Society; or,
- e. Is an undischarged bankrupt.

6.5 VACATION OF OFFICE

A director ceases to hold office

- a. When that director dies or resigns in accordance with subsection 6.9;
- b. If that director is not qualified under subsection 6.4;
- c. At the conclusion of the annual general meeting next following his or her election; or,
- d. If that director is removed from office in accordance with subsection 6.9

6.6 CASUAL VACANCIES

The Directors may at any time and from time to time appoint a member as a director to fill a casual vacancy in the Board.

6.7 REMUNERATION

The Society shall not pay any director for services as a director, but the Society may defray any expenses incurred by a director on behalf of the Society with the approval of the Directors. The Executive officers may designate paid director positions as required. The paid director positions will not vote.

6.8 RESIGNATION AND REMOVAL

A director may at any time resign by notice in writing delivered to the secretary and may be removed before the expiry of his or her term by special resolution of the members. At such meeting, the members may elect a successor to complete the term of office.

6.9 MEETINGS

The Directors may meet together at such time and upon such notice, if any, as the Directors may by resolution determine and the Directors may make such rules and regulations for the conduct of their business as they see fit, provided that such rules and regulations are not inconsistent with the Act or these Bylaws. Those members of the Society not being a director may attend directors meetings but shall not take part in any proceeding as such meeting. Provided that the Directors may by majority vote, declare any meeting or part of any meeting, to be "in-camera" with the result that only Directors may attend such meeting or part of such meeting, as the case may be.

6.10 QUORUM

The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

6.11 VOTING

Questions arising at any meeting of the Directors shall be decided by a majority of votes, including those electronically submitted and, in the case of an equality of votes, the presiding officer of the meeting shall have the deciding vote.

6.12 CALLING OF MEETING

A director may at any time, and the secretary shall, on the request of a director, convene a meeting of the Directors.

6.13 MEETINGS BY TELEPHONE

If all the Directors consent, then one or more directors may participate in a meeting (at which at least two of the directors are present) of the Board or of any committee of the Directors by means of conference telephone or other communication facilities by means of which all directors participating in the meeting can hear each other. A director participating in such a meeting shall be deemed to be present at the meeting and shall be counted in the quorum for that meeting and be entitled to speak and vote at that meeting.

6.14 IDEMNIFICATION

Subject to the Act, the Society shall indemnify and save harmless each director from and against costs, charges or expenses arising out of the execution of the duties of his or her office, and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Society, except such costs, charges or expenses as are occasioned by his own willful act. The Society may purchase and maintain directors' insurance for such purpose.

6.15 CONSENT RESOLUTION

A resolution in writing, signed by all the Directors, is a valid and effective as if regularly passed at a meeting of directors.

PART 7-POWERS AND RESPONSIBILITIES OF EXECUTIVE OFFICERS

7.1

The Executive Officers may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a General meeting, but subject, nevertheless to:

- a. All laws affecting the Association;
- b. The constitution, bylaws, regulations of the Association and
- c. Rules, not being inconsistent with these bylaws, that are made from time to time by the Association in a General Meeting.

7.2

A rule made by the Association in a General Meeting, does not invalidate a prior act of the Executive Officers that would have been valid if that rule had not been made.

7.3

The Executive Officers of the Association shall have the power to, and shall if practical, appoint a member as an Executive Officer to fill a vacancy which may occur within its numbers. An Executive Officer so appointed shall hold office until the conclusion of elections at the next Annual General Meeting, but is eligible for re-election at the Annual General Meeting.

7.4

The Executive Officers of the Association may amend, alter or delete the regulations of the Association, provide direction to members of the Association, amend or alter the rules of any House League or Championship Competition providing the amendments are consistent with OMAHA< BC Hockey and Hockey Canada Rules and Regulations.

7.5

The President of the Association shall have the power to suspend, discipline or expel (expelled subject to Bylaw Two, Section 2.12 of these Bylaws) any team official, player, on-ice official, off-ice official, parent, guardian, Executive Officer or nay other member of the Association. A mutually aided player or on-ice official who is the ward of a parent or guardian, deemed not to be in good standing by the Association may also be subject to suspension, discipline or expulsion by the Association. Any suspension, disciplinary action or expulsion must be consistent with the constitution, bylaws and the regulations of the Association.

7.6

All matters of business, clauses in the constitution, bylaws or regulations may be clarified and defined at any time by a majority vote of a quorum at any meeting of the Executive officers. A quorum shall consist of majority of all the Executive Officers (more than 50%).

7.7

The number of Executive Officers within the Association must be a minimum of five (5) or a greater number determined from time to time at a General Meeting. An act or proceeding of the Executive Officers is not invalid merely because there are less than the numbers of Executive Officers as required by these bylaws.

7.8

The Executive Officers of the Association shall attend regular Executive meetings throughout the year at the call of the President. The Executive Officers may meet at any place they see fit to conduct business, adjourn and otherwise regulate the meetings and proceedings of the Association.

7.9

The President shall chair all meetings of the Executive Officers of the Association, but if at an Executive meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice-President shall act as chair, but if neither is present the Executive Officers may choose one of their number to act as Chair at the meeting.

7.10

Only the non-re numerated Executive Officers shall have the right to vote at an Executive meeting of the Association.

7.11

The President of the Association shall only vote at an Executive meeting in the event of a tie vote.

7.12

The President may submit a notice of motion to the Executive Officers via electronic correspondence providing the nature of the business is deemed to be of an urgent nature and cannot wait until the next regular meeting of the Executive officers. An Executive Officer shall table the notice of motion via the President, which in turn shall be seconded by a separate Executive Officer. Upon the notice of motion being seconded by an Executive Officer, the President shall provide a discussion period; upon the completion of the discussion period the motion shall be put to the Executive Officers. A quorum shall be required to pass the motion. This bylaw in no way negates the authority of the President to act on behalf of the Association in the event of an emergency.

7.13 EXECUTIVE OFFICERS

At each Annual General Meeting of the Society, the members entitled to vote shall elect the following officers, each of whom is a director of the Society, for a one or two term as determined by the Executive Officers upon election:

- a. President
- b. Past-President
- c. 1st Vice President
- d. 2nd Vice President
- e. Secretary
- f. Treasurer
- g. Registrar

- h. Ice Ambassador; and
- i. Risk Manager

7.14 TERM OF OFFICERS

Officers elected under subsection 7.1 will hold office until their successors are duly elected, subject to removal from office by the Directors at any time with or without cause and with or without notice.

7.15 OTHER OFFICES

The Directors may from time to time appoint such agents and authorize the employment of such other persons as may be necessary to carry out the objects of the Society and such officers, agents and employees shall have such authority and perform such duties as are determined by the Directors.

7.16 DUTIES OF OFFICERS

See M&DMHA Regulation Handbook for duties and responsibilities.

PART 8-COMMITTEES

8.1 EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers of the Society.

8.2 DUTIES OF THE EXECUTIVE COMMITTEE

The duties of the Executive committee shall be as follows:

- a. To fill any vacancies that occur on the Executive committee;
- b. To appoint coaches and team officials for the various teams in the league; and,
- c. To suspend or take such other disciplinary action as may be necessary against any player, team, coach, referee or member for failure to comply with the Constitution, Bylaws, rules or other regulations of the Society or Directors.

8.3 OTHER COMMITTEES

The directors may by resolution appoint:

- a. Committees consisting of such number of members of their body as they think fit and may delegate to such committee, between meetings of the Directors, any powers of the Directors (except the power to change the membership of, or fill vacancies in, any such committee) subject to such limitations as may be prescribed by the Directors;

- b. Such other committees consisting of such member or members of the Society, who need not be directors for such purposes as the Directors think fit, but the Directors may not delegate to any such committee any power of the Directors.

8.4 PROCEEDINGS OF COMMITTEES

A committee appointed pursuant to this Part may meet as it thinks proper and make rules for the conduct of their business and may appoint such assistants as they deem necessary, subject to the following rules:

- a. A majority of the committee constitutes a quorum;
- b. Questions arising at any meeting of the committee shall be determined by a majority of votes of the members of the committee present, and in the case of an equality of the votes the presiding officer shall have a second, deciding vote; and
- c. A resolution approved in writing by all the members of the committee shall be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted.

8.5 MINUTES

Every committee appointed pursuant to this Part shall keep regular minutes of its transactions and meetings and shall cause them to be recorded in the books kept for that purpose, and shall report on its transactions and meetings to the Directors as such time as the Directors may require.

8.6 REVOCATION OF AUTHORITY

The Directors may at any time revoke or override any authority given to or any act done by any committee appointed pursuant to these Bylaws.

PART 9-FINANCIAL

9.1 BORROWING

Subject to subsections 9.2 and 9.3, for the purposes carrying out the objects of the Society, the directors may, on behalf of and in the name of the Society, borrow or raise or secure the payment of money in such manner as they think fit and, in particular, but without limiting the generality of the foregoing, the Directors may from time to time:

- a. Borrow money on the credit of the Society;
- b. Issue, sell or pledge securities of the Society; and,
- c. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including the book debts, rights, powers, franchises or undertakings, to secure any security or any money borrowed, or other debt, or any other obligation or liability of the Society.

9.2 ISSUE OF DEBENTURES

Notwithstanding subsection 9.1, the Society shall not issue any debentures without the sanction of a special resolution of the members of the Society, which may confer a general power on the Directors to issue debentures for a period of not longer than one year from the date the resolution is passed.

9.3 RESTRICTION OF BORROWING

The members may, by special resolution, vary the borrowing powers of the directors, but such resolution expires at the next annual general meeting.

9.4 NEGOTIATION OF LOANS

From time to time the Directors may authorize any director, officer or employee of the Society or any other person to make arrangements concerning the money borrowed or to be borrowed pursuant to these Bylaws, the terms and conditions of any such loan and the securities to be given for such loan, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any money borrowed or remaining due by the Society as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Society.

9.5 INVESTMENT

The funds of the Society not required for immediate use may be invested in securities in which trustees are for the time being authorized by law to invest.

PART 10-AUDITOR

10.1 APPOINTMENT OF AUDITOR

If the Society is required by the Act or resolution of the members to appoint an auditor, then at each annual general meeting of the Society, the members shall appoint a qualified person, who is not a director, officer or employee of the Society, to hold office as auditor until the close of the next annual general meeting and, if the members fail to do so, the Directors shall forthwith make such appointment.

10.2 REMUNERATION

The Directors may fix the remuneration of the auditor.

10.3 CASUAL VACANCY

The Directors may fill any casual vacancy in the office of auditor.

10.4 RIGHTS OF AUDITOR

The auditor may attend any general meeting of the Society.

PART 11-NOTICES TO MEMBERS

11.1 NOTICE

Any notice to member under these Bylaws may be given in writing and may be sent electronically or may be delivered or mailed by prepaid post addressed to the member at the address of that member given in the register of members of the Society.

11.2 TIME OF DELIVERY

If a notice is sent electronically or is delivered, it will be deemed to have been given at the time of transmission or delivery. If notice is mailed, it will be deemed to have been received 48 hours following the date of mailing of the notice. If there is an interruption in normal mail service due to strike, labor unrest or other cause at or before the time a notice is mailed, the notice will be sent electronically or will be mailed by personal letter.

11.3 NOTICE OF GENERAL MEETINGS

Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given and to the auditor, if the Society has appointed an auditor. No other person is entitled to receive a notice of general meeting.

PART 12-MISCELLANEOUS

12.1 FISCAL YEAR

The fiscal year of the Society will be from May 1 to April 30 in the next following year or such other period as the Directors may decide from time to time.

12.2 INSPECTION OF RECORDS

Each member in good standing is entitled, upon request, to a copy of the minutes of directors meetings and financial and other records of the Society save for the minutes of any "In-Camera" meeting of the Directors.

12.3 EXTENT OF RIGHT

The Directors may from time to time determine reasonable times and places and under what reasonable conditions the accounts, books and other records of the Society are open to the inspection of members who are not directors.

12.4 COMMON SEAL

The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

12.5 AMENDMENT

These Bylaws shall not be amended except in accordance with the Act.