

**RED DEER MINOR HOCKEY COMMISSION
'R.D.M.H.C.'**

BYLAWS

The name of the Society is known as Red Deer Minor Hockey Commission
(herein known as R.D.M.H.C.)

The Objectives of R.D.M.H.C. ARE:

- (a) To promote and encourage the formation of hockey clubs and leagues;
- (b) To provide an opportunity for children in the Service Area, , to participate in hockey so as to encourage and promote character, sportsmanship, personal development, leadership qualities and hockey through their participation in amateur hockey;
- (c) To foster a general community spirit amongst its members, supporters and teams;
- (d) To exercise a general care, supervision and direction over the playing interests of its teams and players;
- (e) To provide and maintain certain playing equipment for the program;
- (f) To raise funds as deemed necessary for the operation of R.D.M.H.C.;
- (g) To recruit, train, and reward the necessary volunteers, coaches, officials and others required to operate the R.D.M.H.C. and its activities;
- (h) To establish, maintain and interpret rules and regulations and to decide all matters in disputes in relations to hereto;
- (i) To promote, supervise and administer the operation of minor hockey in the Service Area.

ARTICLE ONE

DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

- (a) **“Act”** means the Societies Act RSA 2000, C-s14 and its regulations, as amended from time to time, and any statute and regulations that may be substituted therefore.
- (b) **Alberta Amateur Hockey Association** is the governing body for amateur hockey in Alberta. It is also known as A.A.H.A. and Hockey Alberta. All three names indicate the same entity.
- (c) **“Appoint”** includes “elect” and vice versa.

- (d) **“Auditor”** means a chartered professional accountant regulated by the Chartered Professional Accounts Alberta or any two or more members elected at an Annual General Meeting who are not disqualified to act as the Auditor as described in Article Thirteen.
- (e) **“Annual General Meeting”** means the annual general meeting of the Members of the Society to be held in accordance with the time periods specified in the Act and in accordance with Article Four.
- (f) **“Board”** means the Board of Directors of RDMHC.
- (g) **“Bylaws”** means this Bylaw and all other bylaws of the R.D.M.H.C. from time to time in force and effect.
- (h) **“Directors”** means the persons who have been duly elected or appointed to the Board of Directors and “Director” means any one of the Directors.
- (i) **“Discipline”** means corrections, chastisement, punishment, penalty and without limiting the generality of the foregoing shall include suspension, fine, expulsion and posting of a bond.
- (j) **“Dues”** means the fee required to become or maintain a membership status.
- (k) **“Financial Statement”** means the financial statement of the R.D.M.H.C.
- (l) **“General Meeting”** means any duly and properly convened meeting of the Members held in accordance with the Bylaws including with limiting the generality of the foregoing, Annual General Meeting and Special Meetings.
- (m) **Hockey Alberta** is the Brand name of Alberta Amateur Hockey association. It is also known as Alberta Amateur Hockey Association and A.A.H.A. All names indicate the same entity and can be used interchangeably.
- (n) **“Imports”** shall be defined as a player whose parent resides outside of the geographic limits of the Service Area. For greater certainty and subject to further restrictions in the bylaws and Constitution of both the Hockey Alberta and Hockey Canada, the parent of the player is:
- i. Either of his parents if they have a common residence or if there is only one surviving parent, such parent.
 - ii. In the event that parents are living apart, the parent who has custody of the player, or if both parents have custody, the parent with whom the player habitually resides or if the player does not habitually reside with either parent, the mother of the child.
 - iii. Or in the event that both parents are deceased, the legal guardian of such child.
- (o) **“Legal Guardian”** shall be defined as the person that is granted guardianship of a player under the age of eighteen (18) years by the law courts of a competent jurisdiction.
- (p) **“General Manager”** means the person named or appointed from time to time by the Board as General Manager of the R.D.M.H.C.

- (q) **“Members”** mean any person that satisfies the requirements for membership in the R.D.M.H.C. and as described in Article Two.
- (r) **“Minor Hockey”** means organized amateur ice hockey played by athletes who are seventeen (17) years of age and younger. Players are categorized by age groups each playing in its respective league.
- (s) **“Officers”** mean President, 1st Vice President, 2nd Vice President. Past President and Treasurer.
- (t) **“Ordinary Resolution”** means a resolution passed by a majority of the members at a properly convened Meeting or a resolution in writing signed by a majority of the Members. For the purposes herein, a resolution in writing includes resolutions passed by email or other electronic means as determined by the Board.
- (u) **“Past President”** means the immediate former President of R.D.M.H.C.
- (v) **“President”** means the President of R.D.M.H.C.
- (w) **“Regulations, Rules and Rules and Regulations”** as the case may be, means those rules and regulations of Hockey Canada, Hockey Alberta and R.D.M.H.C. as required for the administration and advancement of hockey.
- (x) **“Registered Office”** means the registered office of R.D.M.H.C.
- (y) **“Secretary”** means the Secretary of R.D.M.H.C.
- (z) **“Service Area”** means within the corporate boundary of the City of Red Deer and in any areas surrounding area that is geographically close (as the crow flies) to the corporate boundary of the City of Red Deer than to any other centre offering a minor hockey program at a particular division.
- (aa) **“Special Meeting”** means a meeting of the members that is not designated by the Board to constitute the Annual General Meeting.
- (bb) **“Special Resolution”** means a resolution passed by a vote of not less than seventy-five (75%) per-cent of those entitled to vote at a meeting as are present at a Meeting of which notice specifying the intention to propose a resolution has duly been given. The notice requirement may be waived provided all that are entitled to attend, vote and agree.
- (cc) **“Suspensions”** means a temporary debarring of a person from the privileges of participating in hockey games or association with a Hockey Team or Members provided that a suspension must stipulate a length of time or number of hockey games, practices or any type of team or membership activity.
- (dd) **“Treasurer”** means the Treasurer of R.D.M.H.C.
- (ee) **“Vice President”** means the Vice President of R.D.M.H.C.

Interpretations

- 1.2 Interpretations:** In these Bylaws, the singular shall include the plural and vice versa and the masculine shall include the feminine and vice versa and any reference to “person” shall include an individual, body corporate, corporation, firm or partnership, syndicate, trust and society, association, trustee, executor, administrator or legal representative.
- 1.3 Words and Phrases** used in the Bylaws, Rules and Regulations, and not defined herein, have the same meaning as is assigned them by Hockey Alberta and Hockey Canada.
- 1.4 Affiliation With Hockey Alberta:** The Rules and Regulations passed and adopted by R.D.M.H.C. may be more restrictive, but not less restrictive than those of Hockey Alberta (AAHA)
- 1.5 In Writing:** “In writing” or “written” includes printing, typewriting or any electronic means of communication in which the words are capable of being visibly reproduced at a distant point of reception, including computer screens, telecopier or fax, or telegraph.

ARTICLE TWO

MEMBERSHIP

- 2.0 MEMBERSHIP** to R.D.M.H.C. is open to all persons that satisfy one or more of the criteria below:
- 2.1 Is a Director.
 - 2.2 Is a volunteer who upon their acceptance by the Board as a contributor to the operation of R.D.M.H.C.
 - 2.3 Is a parent or legal guardian of a player or players registered for an upcoming season. There will only be one member per family identified as the member.
 - 2.4 Life members as identified by the Board may be so awarded for outstanding service to R.D.M.H.C. Life members shall act in an advisory capacity and have all the privileges of a Director shall not vote in meetings of the Board. Provided however, that Life members shall be entitled to vote at the General Meetings.
 - 2.5 For the purpose of clarity does not include a Minor Hockey Team, Player, Coach or Manager, Trainer, Referee, linesperson or Official.
 - 2.6 Each prospective member, as a pre-condition to membership shall agree and:
 - 2.6.1 Recognize that R.D.M.H.C. is the supreme authority concerning minor hockey in the Service Area subject only to the right of appeal to Hockey Alberta and Hockey Canada.
 - 2.6.2 Unconditionally commit to obey and abide by the Constitution, Objectives, Bylaws, Rules and Regulations of R.D.M.H.C., and any amendments thereto, in accordance with its affiliation with Hockey Alberta.
 - 2.6.3 Through the submitting of an application and requisite fees and is accepted by the Board, there is an express agreement that the Board is the sole and final interpreter of the Bylaws, Rules and Regulations subject only to right of appeal for by the Bylaws of Hockey Alberta and Hockey Canada.
 - 2.6.4 Requisite fees for membership are as established by the board from time to time.
 - 2.7 **Acceptance or Refusal** – The Board shall have the sole and absolute right to accept or refuse an application for membership in R.D.M.H.C.
 - 2.8 **Effective Date** – Membership shall take effect upon the acceptance of the application and required fee by the office of the R.D.M.H.C..
 - 2.9 **Loss of Membership** – A Member shall cease to be a Member of R.D.M.H.C. only by resignation, withdrawal or expulsion.
 - 2.9.1 Resignation – any member may resign from membership in R.D.M.H.C. by submitting in writing to the General Manager of R.D.M.H.C. Upon such resignation becoming

effective such member forfeits all rights and privileges normally given to a member. The Board may consider new applications to replace the Member so resigning from R.D.M.H.C.

- 2.9.2 Withdrawal occurs when a member fails to submit the annual application and requisite fees as indicated in Article Three.
- 2.9.3 Expulsion- Any member who does not conduct himself with the Objectives, Bylaws, Rules and Regulations or a ruling by the Board may be expelled from membership in R.D.M.H.C. through a resolution passed by a two thirds majority vote of the members in attendance, and provided that a quorum for a members meeting was attained at a meeting called for that purpose. No member shall be expelled without being notified of a charge or complaint against them and or without first been given an opportunity to be heard by the Members at the aforesaid General Meeting.

ARTICLE THREE

DUES

3.0 DETERMINATION and NOTIFICATION – The annual dues for Membership in R.D.M.H.C. shall be determined annually by the Board prior to each Annual General Meeting. The dues so determined shall be ratified by a vote by the Members at an Annual General Meeting. Upon such ratification, the dues so determined shall become the Annual Membership Dues for Membership until the following Annual Meeting. The Board shall, thirty (30) days prior to the Annual Meeting notify the Members of the Annual Membership Dues as determined by the Board for the forthcoming season.

The Board, thirty (30) days prior to the Annual General Meeting shall notify the Members of Annual Membership dues determined by the Board for the forthcoming year.

3.1 FAILURE TO RATIFY - If the members fail to ratify the Annual Membership dues as proposed by the Board, then the Annual Membership Dues shall remain as ratified at the previous Annual Meeting. In the event of a failure to ratify the dues, R.D.M.H.C. will refund to the Members all amounts paid in excess of the previous years Annual Membership Dues.

3.2 DUE DATE – All Annual Membership dues as determined by the board and ratified by the members at an Annual General Meeting, shall be due and payable with the membership registration at the Annual General Meeting.

3.3 GOOD STANDING – A Member maintains a good standing by paying the Annual Membership Dues as determined by the Board pursuant to Bylaw 3.0.

3.4 LIFE MEMBER – Life Members shall not be required to pay Annual Membership Fees.

ARTICLE FOUR

MEETINGS OF MEMBERS

4.1 ANNUAL GENERAL MEETING – The Annual Meeting of the members shall be held in the month of June in each year at a place within the Service Area or elsewhere in the Province of Alberta on a day and time fixed by the Board. An Annual General Meeting, at the Board's discretion, may conduct the meeting electronically.

4.2 SPECIAL MEETINGS – Other General Meetings of the Members (hereinafter called "Special Meetings") shall be convened by the President at any time of place in the Service Area or Province of Alberta as determined by:

- 4.2.1 A majority of Director request such Meeting.
- 4.2.2 Upon receipt of a written request by twenty (20) Members in Good Standing.
The President shall convene a Special Meeting within sixty (60) days of the receipt of the request.

4.3 AGENDA - At every Annual General Meeting in addition to any other additional business, the Agenda shall be:

Call To Order by The Chairman;
Roll Call of Members;
Reading of the minutes;
Business arising from the Minutes;
Reports of Officers and Directors, if any;
Reports of Committees, if any;
Notices of Motions;
Elections;
Unfinished Business;
New Business;
Adjournment;

4.4 QUORUM – Twenty (20) Members in Good Standing and present in person shall constitute a quorum at Annual General and Special Meetings of the Members. In the event that twenty (20) Members are not present within one (1) hour of the hour given in the Notice of said meeting, the chairperson of the meeting shall adjourn the meeting to a date and time not less than thirty (30) days from the original meeting. The General Manager shall give seven (7) days written notice to the Members of the new adjourned date, time and place. A quorum for the adjourned meeting shall be twenty (20) Members.

4.5 QUALIFICATIONS AND VOTING RIGHTS – In order to qualify for voting privileges at Meetings of the Members, the Member must:

- 4.5.1 Pay the Annual Membership Dues for the forthcoming year;
- 4.5.2 Be in good standing with the R.D.M.H.C.;
- 4.5.3 Register with the General Manager of R.D.M.H.C. and attend in person the Annual General Meeting.
- 4.5.4 Each Member, at each General Meeting of the Members (General or Special meetings), is entitled to one (1) vote (per family) if they meet all the qualifications in Bylaw 4.5.
- 4.5.5 For Clarity, any non-member under 2.5 who is permitted to attend the AGM is not entitled to vote.

4.6 VOTING - At all Meetings of the Members of the R.D.M.H.C., every question shall be decided by a majority of the votes present in person unless otherwise required by these Bylaws or Bylaw. Every question shall be decided in the first instance by a show of hands unless a secret poll be demanded by any two (2) Members. Unless a secret poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the R.D.M.H.C. shall be sufficient evidence of the fact without the proof of the number or proportion of the votes accorded in favor of or against such resolution. The demand for a secret poll may be withdrawn but if a secret poll be demanded and not withdrawn, the question will be decided by a majority of votes given by the Members present in person, and such secret poll shall be taken in such a manner as the Chairman shall direct and the result of such secret poll shall be deemed the decision of the R.D.M.H.C. in general meeting upon the matter in question.

4.7 NO PROXY - Unless otherwise provided in these Bylaws, only Members that attend meetings shall be entitled to vote.

- 4.8 CHAIRMAN'S CASTING VOTE** - In case of an equality of votes at any meeting of the Members, whether upon show of hands or at a poll, the Chairman shall be entitled to a casting vote.
- 4.9 PERSONS ENTITLED TO BE PRESENT** - The only persons entitled to attend a meeting of the Members shall be those entitled to vote thereat, the Directors, and the Auditors of the R.D.M.H.C. and others who although not entitled to vote are entitled or required under any provision of the laws of the Province of Alberta or these Bylaws to be present at the meeting. Any other person may be admitted only on invitation of the Chairman or Board of the meeting or with the prior consent of the meeting.

ARTICLE FIVE

DIRECTORS AND DIRECTOR MEETINGS

- 5.1 GENERAL POWER** - The affairs and business of the R.D.M.H.C. shall be managed or supervised by the Board who will have full control and management of the affairs of the R.D.M.H.C. and may exercise all such powers and do all such acts and things as may be done by the R.D.M.H.C. and are not by the Bylaws or by Statute expressly directed to be done by the R.D.M.H.C. at meetings of the Members.
- 5.2 BOARD** - The Board shall be composed of a minimum of nine (9) directors and a maximum of fifteen (15) directors.
- 5.3 QUALIFICATIONS of DIRECTORS**
- 5.3.1 Shall be eighteen years of age or over, shall reside in the Service Area, and be a Member in good standing with the R.D.M.H.C.
 - 5.3.2 Have the ability to effectively communicate information and ideas to others while working in a team environment.
 - 5.3.3 Be prepared to attend 8 to 12 Board Meetings over the calendar year, and the Annual General Meeting.
 - 5.3.4 Be prepared to be involved as a Division Director and on at least two (2) committees.
 - 5.3.5 Must have been registered, or a Member in good standing, in the program for at least 2 years prior to nomination, or an active subcommittee member.
 - 5.3.6 Provide written statements from five (5) or more other Members in good standing of R.D.M.H.C., indicating their support of the nominee.
 - 5.3.7 Supply a document stating name, address, phone number and their intent to accept the nomination along with acceptance of the above terms.
 - 5.3.8 Three (3) unexcused absences may result in dismissal for the Board of Directors.
- 5.4 DIRECTOR INELIGIBILITY**
- The following persons are ineligible from being a director of R.D.M.H.C.:
- 5.4.1 Anyone who:
 - (a) in an undischarged bankruptcy;
 - (b) is a represented adult as defined in the *Adult Guardianship and Trusteeship Act (Alberta)*; is subject to an Enduring Power of Attorney that comes into effect on the mental incapacity of the Director; or is the subject of an admissions certificate or renewal a certificate issued under the *Mental Health Act (Alberta)*.
 - (c) has been found to be a person of unsound mind or incompetent to handle his or her own affairs by a Court of competent jurisdiction in Alberta or otherwise.
 - (d) is convicted of an indictable offense for which the person is liable for a term of imprisonment of not less than two years.
 - (e) a person who is not an individual.
 - 5.4.2 **Number of Candidates:** The Board reserves the right to limit the number of potential candidates to two persons per open director position at any election of R.D.M.H.C.

5.5 NOMINATION AND ELECTION OF DIRECTORS - Every Member is eligible for nomination and election as Director providing that Member meets the qualifications set out in 5.3.

5.5.1 Every nomination of a candidate for election as a Director must be submitted in a form/package approved by the R.D.M.H.C. and must:

- (a) be signed by at least five (5) active Members;
- (b) be endorsed with or accompanied by the written consent of the Member nominated;
- (c) be received at the offices of the RDMHC on or before 12:00 p.m. and at least thirty days prior to the Annual General Meeting.
- (d) In order to be elected as a Director, the nominee must be in attendance at the meeting in which the election of Directors is conducted. Failure to attend will result in the nominee's name being removed from the list of nominees.
- (e) Complete a satisfactory Police Records Check

5.5.2 Upon election each Director must:

- (a) Sign a Code of Conduct and Confidentiality
- (b) Sign a Conflict of Interest

5.6 VOTING - At an election of Members of the Board, each person entitled to vote may vote for such number of nominees as there are vacancies to be filled on the Board, provided however that each member may only vote once for any one particular nominee.

5.7 ELECTION AND TERM

- (a) The election of Directors shall take place at the Annual Meeting of Members for a term of three (3) years (Unless mutually agreed in writing between the Board and any particular Director to a shorter term) expiring at the conclusion of the Annual Meeting convened in the third year following the year in which he was elected to the Board.
- (b) At the end of the term, a said Director shall retire but, if qualified, shall be eligible for re-election. No election or appointment of a Director is effective without their consent given in writing within thirty (60) days prior to the Annual General Meeting.
- (c) In addition, the Board of Directors is entitled to appoint in any given year up to 2 additional Directors for a term up to 2 years, and such appointees would not otherwise qualify as Directors under existing RDMHC bylaws.

5.8 RESIGNATION - A Director may resign from office upon giving notice thereof in writing to the R.D.M.H.C. and such resignation becomes effective in accordance with its terms or upon acceptance by the Board.

5.9 REMOVAL - A Director may be removed as follows:

- (a) The Members may, by resolution passed by a majority of the votes cast at a general meeting of Members duly called for that purpose, remove any Director before the expiration of his term of office and may, by a majority of votes cast at a meeting, elect any person in his stead for the remainder of his term.
- (b) The Board may, by two-thirds (2/3) vote, remove a Director, who in the opinion of the Board has been or is being remiss or neglectful of duty or by conduct tending to impair his usefulness and/or discretion as a Director; or
- (c) Any Director who fails to attend Board Meetings on three (3) consecutive occasions, without just cause, which shall be determined solely by the Board, on a motion passed by a majority of the Directors, may be removed as a Director, in which event the Board may appoint a Director pursuant to Bylaw 5.11.

5.10 VACATION OF OFFICE - The office of Director is vacated if he resigns his office, if he is removed from office by the Members or Directors, as herein provided, or if he ceases to have the necessary qualifications.

5.11 VACANCIES - Where a vacancy occurs in the Board, and a quorum of Directors remains, the Directors remaining in office may appoint a qualified person to fill the vacancy until the next Annual Meeting when such appointments shall expire, and the vacancy shall be filled by election at the Annual Meeting for the remainder of the term.

5.12 PLACE OF MEETINGS - Meetings of the Board may be held at the head office of the R.D.M.H.C., in the Service Area, or at any other place within Alberta.

5.13 MEETINGS BY TELEPHONE or INTERNET - Where all the Directors have consented thereto, any Director may participate in a meeting of the Board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and a Director participating in a meeting pursuant to this subsection shall be deemed for the purposes of these Bylaws to be present in person at the meeting.

5.14 CALLING OF MEETINGS - Meetings of the Board shall be held from time to time at such place, at such time and such as the President or any three (3) Directors may determine, and the President shall call Meetings when directed or authorized by any three (3) Directors, who shall state the business which is to be conducted at the said meeting. No other matters shall be discussed or considered at any such meeting, unless agreed by all Directors in writing. Notice of every meeting so called shall be given to each Director no less than seven (7) days before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all the Directors are present or if those absent have waived notice of or otherwise signified their consent.

5.15 REGULAR MEETINGS - The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.

5.16 FIRST MEETING OF THE NEW BOARD - Each newly elected Board may, without notice, hold its first meeting for the purpose of organization and election and appointment of officers immediately following a meeting of Members at which such Board is elected, provided that a quorum of Directors is present.

5.17 QUORUM - Fifty per cent (50%) plus one of the total number of Directors elected or appointed shall constitute a quorum for the transaction of business at any meeting of the Board.

5.18 VOTES TO GOVERN - Excepting out the Chairman, each Director present shall have one (1) vote. Unless otherwise provided in these Bylaws, at all meetings of the Board, every question shall be decided by a majority of the votes cast on the question; and, in the case of an equality of votes, the Chairman of the meeting has the casting vote.

5.19 DISCLOSURE OF INTERESTS - Every Director who has, directly or indirectly any interest in: any contract or transaction to which the R.D.M.H.C. is or is to be a party, other than a contract or transaction limited solely to his remuneration as a Director, officer or employee; or any matter being discussed by the Board;

- (a) shall declare his interest in such contract, transaction or matter at a meeting of the Board and shall at that time disclose the nature and extent of such interest.
- (b) Upon hearing the nature and extent of the interest the remainder of the Board shall determine if the said Director should be disqualified from any further discussions and from voting on the related contract, transaction or matter.

- (c) If the remainder of the Board so determines that the said Director should be disqualified from any further discussions and from voting on the related contract, transaction or matter, the said director shall abstain from and further discussion and from voting on the issue although he may remain present, unless the Board further directs otherwise.

5.20 REMUNERATION - Directors shall be paid such sums in respect of their out-of-pocket expenses incurred in attending Board, Committee or Meetings of Members, or otherwise in respect of the performance by them of their duties, as the Board may from time to time approve.

5.21 PERSONS ENTITLED TO BE PRESENT - The only persons entitled to attend a meeting of the Directors shall be those entitled to vote thereat, the Directors and Auditors of the R.D.M.H.C. and others who although not entitled to vote are entitled or required under any provisions of the laws of the Province of Alberta or these Bylaws to be present at the meeting. Any other person may be admitted only on invitation of the Chairman of the meeting or without prior consent of the meeting.

ARTICLE SIX

POWERS OF DIRECTORS

6.1 POWERS - Except as otherwise provided in the Bylaws, for the purpose of carrying out the objects of the R.D.M.H.C., the Board shall have full management and control of the affairs and business of the R.D.M.H.C. and shall implement all of the resolutions, exercise all of the powers and do all such acts and things as may be exercised or done by the R.D.M.H.C. and are not by these Bylaws or by the laws of the Province of Alberta expressly directed or required to be done at a meeting of the Members or otherwise. The powers and duties of the Board include, without limiting the generality of the foregoing, the following:

- (a) supervision of the collection of fees and funds and supervision of the expenditure of such funds of the R.D.M.H.C.;
- (b) to formulate, prescribe, amend, establish and define Rules and Regulations of Minor Hockey in the Service Area, solely, finally, absolutely, and exclusively, to the exclusion of any interference from any other body, subject always to the Hockey Alberta and Hockey Canada and to make rulings or decisions on any matter brought before it from any source;
- (c) to borrow, raise or secure the repayment of money in such manner, and upon such terms and conditions as the Board deems fit, and in particular by the issue of bonds, debentures, security agreements, mortgage, charge or other security on the whole or any part of the present and future property of the R.D.M.H.C., provided, however, that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by a Special Resolution of the Members;
- (d) to interpret and enforce the Rules and Regulations of the R.D.M.H.C. for the betterment of hockey in the Service Area.
- (e) to recommend, draft and prepare changes to the Bylaws, for approval of the Members at the Annual Meeting;
- (f) to impose and enforce appropriate penalties upon the Members, Hockey Teams, Players, Coaches, Officials or other persons for violations or breaches of the Bylaws, Rules and Regulations of the R.D.M.H.C., Hockey Alberta, and/or Hockey Canada or for any violation or breach of a decision or ruling of the Board (which penalties shall be in addition to any automatic penalties prescribed by the R.D.M.H.C., Hockey Alberta and Hockey Canada;

- (g) to appoint, engage and define the duties of Officers, agents and employees of the R.D.M.H.C. including, without restricting the generality of the foregoing, the power to appoint a President;
- (h) to impose and assess a Member or Members with a levy for the purpose of indemnifying the R.D.M.H.C. for any and all costs and expenses incurred by the R.D.M.H.C., where in the sole discretion and opinion of the Board, a Member or Members have caused the R.D.M.H.C. to incur the costs and expenses;
- (i) to classify Teams, in its sole discretion, in all Categories and Divisions;
- (j) to approve or disapprove, in its sole discretion, applications for membership;
- (k) to establish and create such standing committees and subcommittees as the Board in its sole discretion deems necessary to carry out the objects of the R.D.M.H.C. and the duties and powers of the Directors and the Board. The Board may delegate to any of the Committees any or all of its powers and duties as it sees fit, specify the functions that the Committees are to perform and may at any time revoke that delegation;
- (l) to approve and disapprove, in its sole discretion, the movement of players from one team to another, with a deadline for movement of players being January 10th of any given hockey season;
- (m) from time to time to vary, add to or limit the duties and responsibilities of any Officer(s) or Director(s);
- (n) from time to time appoint agents, employees or attorneys for the R.D.M.H.C. which such powers of management or otherwise (including the power to sub-delegate) as the Board deems fit;
- (o) subject to these Bylaws, to fill vacancies on the Board;
- (p) to call special meetings of the R.D.M.H.C. in accordance with Bylaw 4.2.

6.02 FINAL AND BINDING - Subject only to those rights of appeal as provided herein and in the constitutions and bylaws of the Hockey Alberta and the Hockey Canada, all decisions, ruling and interpretations of the Board are final and binding upon the Members, Hockey Teams, Players, Officers, Officials, and any other person affected thereby.

ARTICLE SEVEN

OFFICERS OF R.D.M.H.C.

7.1 OFFICERS The Officers of the R.D.M.H.C. shall be and consist of the following:

President
1st Vice
2nd Vice
Past-President
Treasurer

7.2 ELECTION OF OFFICERS The Officers shall be annually appointed by the Board at the initial Board Meeting following the Annual Meeting for a term of one (1) year.

7.3 PRESIDENT The President, subject to the overall management and supervision of the Board, shall be charged with the general management and supervision of the affairs and operations of the R.D.M.H.C. including, without limiting the generality of the foregoing, the following:

- (a) shall act as Chairperson or appoint a Chairperson at all meetings of the R.D.M.H.C., including meetings of the Members and meetings of the Board;
- (b)
- (c) shall be an ex-officio member of all Committees, as required;
- (d) the President of the Board is entitled to vote at meetings of the Board, the Boards or the Committees.
- (e) shall sign as one of the signing authorities on behalf of R.D.M.H.C.;
- (f) shall call all meetings of the Board at such time and place as may be required from time to time to transact the business of the R.D.M.H.C.;
- (g) shall have the power to discipline any Player, Coach, Manager, Trainer, Stickboy, Referee, Linesman or Minor Official for unacceptable conduct on or off the ice or for any breach of the rules and regulations or breach of a decision or ruling of the Board, subject always to the right of Appeal as hereinafter provided;
- (h) shall have the power to discipline any Member or Members for any reason which, in the sole discretion of the President, is sufficient, subject always to the right of Appeal as hereinafter provided.

7.3.1 No person shall be elected President unless that person has previously served as a Director for a period of at least one (1) year.

7.4 VICE PRESIDENT The Vice President shall, in the absence or inability of the President, assume the duties of the President and shall, in that event, have all of the powers, authority and restrictions of the President. The duties of the Vice President are determined each year by the President and Board of Directors of R.D.M.H.C.

7.4.1 The Vice President shall be the second R.D.M.H.C. voting delegate at the Hockey Alberta meetings.

7.4.2 The Board of Directors of R.D.M.H.C. reserves the right to have a 2nd Vice President as determined each year prior to each Annual General Meeting of the Members.

7.5 PAST PRESIDENT The Past President shall act in any capacity as may be required by the President from time to time.

7.5.1 The Past President shall be the fourth R.D.M.H.C. voting delegate at Hockey Alberta meetings.

7.6 TREASURER The Treasurer shall be the Third voting delegate at Hockey Alberta Meetings; and shall sit as 5th member of the Executive Board.

- 7.7 GENERAL MANAGER** The Board may from time to time appoint a General Manager, who need not be a Director, and may delegate to the General Manager authority to manage and direct the business and affairs of the R.D.M.H.C. or may delegate to the General Manager such less power as the Board may decide from time to time. The General Manager shall conform to all directions given by the Board from time to time and shall give to the Directors all information which they require regarding the affairs of the R.D.M.H.C. Without restricting the generality of the foregoing, the General Manager shall to the extent possible.
- (a) perform such duties as directed by the Board from time to time;
 - (b) attend all of the Meetings of the Members and the Board, and prepare and be the custodian of:
 - i minutes of meetings
 - ii records of the R.D.M.H.C.
 - iii and, books of the R.D.M.H.C.
 - (c) give notice of all meetings of the Members and the Board as required from time to time;
 - (d) keep a record al all events held under the auspices of the R.D.M.H.C.
 - (e) receive, deposit and make disbursements of all monies of the R.D.M.H.C. provided that no disbursements shall be made except upon the authorization or direction of the Board or the President;
 - (f) deliver up all books, monies, accounts, papers, correspondence, contracts and other documents belonging to the R.D.M.H.C. upon the persons as may be named by the Board or the President;
 - I in the manner approved by the Board, register applications of Members, and index the same;
 - ii in the manner required by the Board and pursuant to the Rules and Regulations, register, keep and maintain a register of all Hockey Teams, Players, Coaches, Managers, Stickboys, Referees and Linesmen;
 - iii shall sign as one of three signing authorities on behalf of R.D.M.H.C.

ARTICLE EIGHT

COMMITTEES

- 8.1 CREATION** The Board has the power to establish and create such standing committees and sub committees as the Board in its sole discretion deems necessary to carry out the objects of the R.D.M.H.C. and the duties and powers of the Directors and the Board. The Board may delegate to any of the Committees any or all of its powers and duties as it sees fit, specify the functions that the Committees are to perform and may at any time revoke that delegation. The Board may determine from time to time, the duties, procedure, responsibilities and numbers of persons of and in the Committees.
- 8.2 PROCEDURE** - Unless otherwise determined by the Board, each committee shall have the power to fix its own quorum, fix its number, to elect its Chairman and to regulate its procedure. In any event, the Chairman of any committee must be a Director, provided however that such Director must not be the President, the Vice-President, or the Past-President.
- 8.3 Powers of Committees**
- (a) may, from time to time, establish and create such committees and sub-committees as it in its sole discretion deems necessary to carry out the objects of the R.D.M.H.C. and its duties and powers. The Committees shall have the power to fix the quorum and regulate the procedure of any committee it establishes;

ARTICLE NINE

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

9.1 INDEMNIFICATION OF DIRECTORS AND OFFICERS Except in respect of an action by or on behalf of the R.D.M.H.C. to procure a judgment in its favor, the R.D.M.H.C. shall indemnify a Director or Officer of the R.D.M.H.C., a former Director or Officer of the R.D.M.H.C. or a person who acts or acted at the R.D.M.H.C.' S request as a Director or Officer, and his heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him respect of any civil, criminal or administrative action or proceeding to which he is made a party by reasons of being or having been a Director or Officer of the R.D.M.H.C., if:

- (a) he acted honestly and in good faith with a view to the best interests of the R.D.M.H.C.;
- (b) and in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

9.02 COURT APPROVAL - The R.D.M.H.C. may with the approval of the Court indemnify a person referred to in Bylaw 9.01 in respect of an action by or on behalf of the R.D.M.H.C. to procure a judgment in his favor, to which he is made a party by reason of being or having been a Director or Officer of the R.D.M.H.C. against all cost, charges and expenses reasonably incurred by him in connection with the action if he fulfils the conditions set out in Bylaw 9.1 (a) and (b).

9.03 INDEMNIFICATION OF OTHERS - Subject to Bylaw 9.01, the R.D.M.H.C. may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (other than an action by or in the right of the R.D.M.H.C.) By reasons of the fact that he is or was an employee or agent of the R.D.M.H.C., against expenses (including legal fees), judgments, fines in any amount actually and reasonably incurred by him in connection with such action, suit or proceeding if the Board determines that:

- (a) he acted honestly and in good faith with a view to the best interests of the R.D.M.H.C.; and
- (b) in the case of a criminal or administrative action or proceedings that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful.

9.04 RIGHT OF INDEMNITY NOT EXCLUSIVE - The provisions for indemnification contained in the Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Bylaws, both as to an action in this official capacity while holding such office and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs and legal representation of such person.

ARTICLE TEN

RULES AND REGULATIONS

10.1 RULES AND REGULATIONS The Board may, from time to time, pass and adopt rules and regulations for the betterment of Amateur Hockey in the Service Area, including, without limiting the foregoing, the better government, organization and administration of Amateur Hockey, as the Board in its sole opinion and discretion may consider desirable. In accordance with its affiliation with the Hockey Alberta., the rules and regulations so passed and adopted may be more restrictive, but not less restrictive than those of the Hockey Alberta.

10.2 ENTITLED TO A COPY Upon request, each Member, Hockey Team, Player, Coach, Manager, Referee and Linesman shall be entitled to a copy of the Rules and Regulations of the R.D.M.H.C. as published from time to time.

10.3 ADOPTION Upon the Board approving a Rule and/or Regulation, the General Manager shall forthwith give notice in writing of the said Rule and/or Regulation to the Members and Hockey Teams and the said Rule and/or Regulation shall be effective from the date it is approved or adopted by the Board. Any amendment in the Rules and Regulations which may have been adopted in the manner provided in the Bylaws, shall not be negated by reason of any error or omission which may occur in the periodic printing of the Rules and Regulations.

10.4 OBEY AND ABIDE All Members, Players, Coaches, Managers, Stick-boys, Referees and Linesmen, as a condition precedent to registration with the R.D.M.H.C., unconditionally agree to obey and abide by the Rules and Regulations of the R.D.M.H.C., Hockey Alberta and the Hockey Canada as the same may be amended or added to from time to time.

ARTICLE ELEVEN

GENERAL

11.1 FISCAL YEAR - The fiscal year of the R.D.M.H.C. shall commence on the 1st day of May of every year to and including the 30th day of April of the following year.

11.2 AUDIT AND AUDITORS - The books and financial records of the R.D.M.H.C. shall be audited annually by an auditor appointed by the Board ("Auditor").

- (a) The Auditor shall report to the Members at the Annual Meeting regarding the Financial Statement of the R.D.M.H.C. as will enable him to report to the Members as required in Bylaw 13.2.
- (b) The Auditor shall report to the Members at the Annual Meeting regarding the Financial Statement of the R.D.M.H.C. and shall state in his report whether in his opinion the Financial Statements presents fairly the financial position of the R.D.M.H.C. and results of its operations for the period under review, in accordance with generally accepted accounting principles.
- (c) The Auditor, in his report, shall make appropriate statements in any instance that:
the financial statement of the R.D.M.H.C. is not in agreement with the accounting records;
he has not received all of the information and explanations that he required; or
proper accounting records have not been kept, in his opinion.
- (d) The Auditor shall have access at all times to all records, documents, books, accounts and vouchers of the R.D.M.H.C. and is entitled to require from the Directors and Officers such information and explanations as may be necessary for the performance of his duties as Auditors.

11.3 CUSTODY AND USE OF SEAL - The Board shall adopt a seal which shall be the common seal of the R.D.M.H.C. and which shall be under the control of the Board and the person(s) responsible for its custody and use from time to time shall be determined by the Board.

11.4 COURT ACTIONS - Any resource to the Courts of Law by any Member, Hockey Team, Player, Coach, Manager, Trainer, Stick-boy, Referee, Linesmen or Officials, regarding the interpretation administration of the Bylaws, Rules and Regulations before all rights and remedies of the Bylaws and the Bylaws of the Hockey Alberta and Hockey Canada have been availed and exhausted, shall be deemed ungentlemanly and unsportsmanlike conduct within the meaning of the Rules and Regulations and a violation of the same thereby entitling the President to suspend and/or disqualify the said Member or individual(s).

11.5 AMENDMENTS TO BYLAWS - Subject to compliance with requirements of the laws of the Province of Alberta, the Bylaws may be rescinded, altered or added to by a Special Resolution provided that notice of such resolution has been given to all the Members at least thirty (30) days prior to the meeting at which it is intended to present such resolution to the Members and such Special Resolution, if passed, shall not take effect until it registered in accordance with the laws of the Province of Alberta. Any amendment in the

Bylaws which may have been adopted in the manner hereinbefore provided, shall not be negated by reason of any error or omission which may occur in the periodic printing of the Bylaws.

11.6 HOCKEY ALBERTA MEMBERSHIP The R.D.M.H.C. is a member of the Hockey Alberta and thus subject to the Constitutions, Bylaws, Rules and Regulations of Hockey Alberta and Hockey Canada.

11.7 EXECUTION OF INSTRUMENT The Board of Directors of R.D.M.H.C. authorizes the execution of all deeds, transfers, assignments, contracts, obligations, certificates, and other instruments by the following officers, or by such other officers or individuals as the Board of Directors may from time to time designate. Such instruments shall be executed in the name of the society, and the signature of any two of the named officers shall be sufficient to bind the society. The Board may also determine that certain instruments require the signature of one officer in addition to the countersignature of another officer or individual as designated by the Board.

- (a) Finance Chairperson
- (b) President
- (c) General Manager

The Board of Directors shall be responsible for maintaining accurate records of all instruments executed on behalf of the Society.

ARTICLE TWELVE

DISSOLUTION

12.1 DISSOLUTION AND WINDING UP OF R.D.M.H.C.

- (a) The profits, if any, along with other incomes to R.D.M.H.C. shall only be applied in promotion of its objects. No dividends to its members shall be declared or paid and no part of the assets, income or property of R.D.M.H.C. shall be payable to, available for the personal benefit of, or otherwise distributed to its members.
- (b) R.D.M.H.C. may at any time, upon Special Resolution liquidate, dissolve and wind-up the Society in accordance with the provision of the Act.
- (c) Prior to dissolution or winding-up pursuant to this section, R.D.M.H.C. shall ensure that all remaining funds, other assets, after payment of any debts, are donated to one of more registered non-profit organizations that share the objectives of R.D.M.H.C.

ARTICLE THIRTEEN

SEVERABILITY

13.1 The provisions hereof shall be deemed independent and severable and the invalidity in whole or part of any Bylaw does not affect the validity of the remaining Bylaws, which shall continue in full force and effect as if such invalid portion had never been included herein.

"RED DEER MINOR HOCKEY COMMISSION"
R.D.M.H.C.

Special Resolution

I hereby certify that the following resolution was passed at a meeting of the members of "Red Deer Minor Hockey Commission"

on _____, 20____.

The Bylaws were changed as follows:

The existing bylaws are repealed and replaced by the attached bylaws.

Name: _____ Print
President

Signature: _____

Date: _____

Name: _____ Print
Treasurer

Signature: _____

Date: _____

Name: _____ Print
General Manager

Signature: _____

Date: _____