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**CERTIFIED SPECIAL RESOLUTION  
OF ALL THE MEMBERS OF THE  
THE ST. ALBERT JUNIOR B HOCKEY CLUB-THE MERCHANTS  
(THE "SOCIETY")  
EFFECTIVE DATE: DECEMBER 9, 2024**

**BE IT RESOLVED THAT:**

1. The existing Bylaws of the Society are hereby repealed and replaced by the Amended Bylaws, attached hereto as Schedule "A".
2. This Resolution may be signed and delivered by electronic means, such as facsimile, electronic or digital signature, and such signed document shall constitute the original instrument.

I, Brad Laporte, President of the St. Albert Junior B Hockey Club-The Merchants, do hereby certify that the foregoing is a true and correct copy of a Special Resolution passed by the Members of the St. Albert Junior B Hockey Club-The Merchants on the 9th day of December, 2024.

Brad Laporte, President

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**ST. ALBERT JUNIOR B HOCKEY CLUB**

**BYLAWS**

**December 2024**

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## 1. PREAMBLE

- a) The Hockey Club shall be known as the "St. Albert Junior B Hockey Club" and may hereafter be referred to as the "Merchants".
- b) The following articles set forth the Bylaws of the Merchants and any matters not covered within these Bylaws are subject to the Merchants Policies and Procedures.
- c) Merchants are a member of Hockey Canada and Hockey Alberta, bound by all Bylaws and Policies of the governing bodies.

## 2. MEMBERSHIP

A member shall be:

- a) Any registered player.
- b) Any coach, assistant coach, trainer, manager, or staff that is assigned to Hockey Canada Record (HCR) with the Merchants.
- c) Any parent or legal guardian, eighteen (18) years of age or older, having a registered player under the age of (18) years with the Merchants up until the next Annual General Meeting.
- d) Any individual holding a position on the Merchants Executive Committee.
- e) Any individual who has previously been a Member of the Merchants under a) or b) and who is approved by the Executive to be a member.
- f) Any resident of Alberta over the age of 18 years, who is approved by a majority vote of the Executive Committee.

## 3. MEMBERSHIP FEES

There are no Membership fees for Members; however, Members under a) are responsible to pay player registration and team fees determined by the Executive Committee before each new hockey season.

## 4. WITHDRAWAL FROM MEMBERSHIP

Any Member wishing to withdraw as a Member may do so upon written notice to the Secretary, Coach and/or Manager. The effective date of withdrawal will be the date on which the Merchants receive the notice of withdrawal.

## 5. SUSPENSION OR REMOVAL

- a) Any Member of the Merchants who does not conduct themselves in accordance with the Rules and Regulations of Hockey Canada and Hockey Alberta or Policies and Procedures of the Merchants, upon 2/3 majority vote of the Executive Committee can be expelled as a Member, for a period as set by the Executive Committee.
- b) Any Member under Membership a) failing to pay their player registration and team fee by November 15th, can be removed upon discretion of the Coach and Manager, with 2/3 majority vote of the Executive Committee.
- c) No Member shall be suspended or expelled without first being summoned before the Executive Committee to explain their conduct, or unless a unanimous vote is passed for their suspension or expulsion.
- d) Any member so summoned shall receive at least seven days' notice in writing from the Secretary of which Notice shall contain a statement of the charge brought against them, allowing the right to Defend and Appeal following Hockey Alberta's Guide to Effective Conduct Management.
- e) Any Member who has been expelled or suspended (for the duration of the suspension) will be classified as a member not in good standing.
- f) Any Executive Board Member who absence himself without cause from two (2) consecutive Executive Committee meetings without approval from the President, shall be removed by the Executive Committee by 2/3 majority vote.

## 6. ANNUAL GENERAL MEETINGS AND SPECIAL MEETINGS

- a) Only Members in good standing can attend Annual General and Special Meetings. All attendees at these meetings must sign in, with government issued identification to have their membership verified.
- b) These meetings are not open to non-members unless invited or given prior permission to attend with a written request to the secretary and approved by the Executive Committee by 2/3 majority vote.

## 7. ANNUAL GENERAL MEETING (AGM)

There shall be an Annual General Meeting of the society which will be held no later than (15) months after the last Annual General Meeting, and the date decided upon 2/3 majority vote of the Executive Committee.

## 8. SPECIAL MEETINGS

Special meetings may be called by the President or Secretary or upon receipt by either of them of a written request signed by two (2) members in good standing, setting forth the reasons for calling such a meeting, with justification determined by 2/3 vote of the Executive Committee.

## 9. NOTICE OF ANNUAL GENERAL MEETING AND SPECIAL MEETINGS

- a) (21) days' notice will be provided to the membership, with nominations and special resolutions closing 5 days prior to the meeting as required.
- b) The AGM will deal with the requirements set forth by the Alberta Societies Act, with a set agenda at least (5) days prior to the meeting.
- c) Any Member wishing to add items to the Agenda, must be submitted to the President and Secretary, at least (10) days prior to the AGM, and receive 2/3 majority vote of the Executive Committee to be added.
- d) Notice will be given to the general membership by email, as well as posted to the Merchants website.

## 10. VOTING RIGHTS AND MANNER OF VOTING FOR ANNUAL GENERAL MEETINGS AND SPECIAL MEETINGS

- a) Members are entitled to not more than one vote per matter.
- b) Voting rights are restricted to Members in good standing over the age of eighteen (18) years.
- c) Any Member that receives remuneration or honorariums are **not** eligible to vote, in any circumstance.
- d) Members not in good standing are ineligible to vote at an Annual General Meeting or Special Meeting.
- e) Voting will be by a show of hands, or verbally in favor, not in favor or abstain, unless written ballot is requested by a Member of the Executive Committee.
- f) Absentee voting will be allowed only in electronic form, when approved by the Executive Committee by 2/3 majority vote. Voting by proxy, mail in ballots, or any other form of communication is not permitted.
- g) In the event of a tie vote, a motion will be defeated.
- h) In the event of a tie vote for an election, voting will be redone until a position is filled.

- i) Except in the case of a Special Resolution at the AGM, all motions and elections shall be adopted by majority vote.
- j) All voting decisions are considered final.

## 11. CONDUCT OF MEETINGS

All Annual General Meetings and Special Meetings shall be conducted under the rules and guidelines set forth within the Bylaws and per the Policies and Procedures.

The Chairperson for these meetings will be the President or someone who has been appointed by the Executive Committee.

### a) ORDER OF BUSINESS for Annual General Meeting

The items of Business at the Annual General Meeting shall address the following:

- i. Call to order
- ii. Overview of Agenda
- iii. Review of Minutes
- iv. Audit Report
- v. By-law Resolutions (only if on Agenda)
- vi. Election of Officers
- vii. Adjournment by the Chair

- b) Items cannot be added from the floor during the Annual General Meeting unless provided to the President five (5) days prior to the meeting and accepted by the President and Vice President.

## 12. QUORUM

Five Voting Members form a quorum at any meeting.

## 13. SPECIAL RESOLUTION

A "Special Resolution" is passed at any General or Special Meeting and has the meaning as ascribed to in the Societies Act.

#### 14. NOMINATIONS

- a) The Officers and Directors shall be elected at the AGM of the society.
- b) Any Member over the age of eighteen (18) years can nominate an individual in the community for each position open on the Executive Committee for election in any given year.
- c) Nominations will not be accepted for Members classified as not in good standing.
- d) Nominees must be members of the society.
- e) Nominations must be received (5) days prior to the AGM and accepted beforehand by the nominee.
- f) If an individual is nominated for more than one position, the individual must accept the nomination for only one position.
- g) The Coaching staff is not eligible to be nominated or to fill any Executive Committee positions if they receive remuneration.

#### 15. COMPOSITION OF THE EXECUTIVE COMMITTEE

- a) The voting Officers of the Merchants consist of President, Vice President, Secretary and Treasurer.
- b) The voting Directors of the Merchants consists of four (4) Directors at Large.
- c) The non-voting member of the Board is the Past President.

#### 16. POWERS

- a) The Merchants shall be managed by an Executive Committee and shall consist of the following Officers and Directors.
  - President
  - Vice-President
  - Past-President
  - Treasurer
  - Secretary
  - Directors – Four (4)



- b) The Executive Committee will have full control and management of the affairs of the Merchants.
- c) The Executive Committee will have the power to adopt and amend policy and guidelines by motion passed by the majority of the Board at any Executive Committee General Board Meeting, which will be binding on all Members of the Merchants.
- d) The Executive Committee may make provisions for the remuneration of Members, whom are non-voting members.
- e) The Executive shall establish a specific date to be known as the "year end" which date may be changed by the Executive from time to time, upon 2/3 majority vote.

#### **17. EXECUTIVE COMMITTEE BOARD MEETINGS**

- a) The number of General Board Meetings for the Executive Committee will be outlined and decided upon at the first meeting following the AGM, with a minimum of six (6) annually. The date and time of the meetings will be set by the President or Secretary.
- b) Meetings of the Executive shall be held as often as the business of the society shall require, and at least once every two (2) months, and shall be called with a minimum of seven (7) days' notice to each Executive Committee Member.
- c) However, if an urgent matter arises, one hours' notice by telephone or electronic format shall be deemed sufficient notice of the Executive Committee meeting.
- d) In the event in person Quorum at any Executive Meeting cannot be met in person, with approval from the President and at least one other Executive Committee Member, attendance via phone or video conference will be accepted and count towards Quorum.
- e) Each member of the Executive Committee, shall vote on every motion. Tie vote defeats the motion.
- f) The Executive may suspend the calling of not more than two consecutive meetings.
- g) Executive Committee Board Meetings are closed meetings. Any individuals wanting to attend, must be invited, or must request and gain written approval from the President and/or Secretary to attend based on 2/3 majority vote of the Executive, with the reason for wanting to attend, if not invited.

#### **18. DUTIES OF THE EXECUTIVE COMMITTEE**

**18.1 President** – shall be elected for a two (2) year term.

- a) Responsible for general administration of the Merchants Hockey Club Operations.
- b) Have signing authority for the Merchants.
- c) Preside at meetings and can designate the chair.
- d) Can exercise the powers of the Executive Committee, in conjunction with two of the other Officers in case of time sensitive matter(s) with a majority vote determining the action to take. Time sensitive matter(s) defined where immediate action is required in the best interest of the association and members that can't be held until the next Board Meeting.
- e) Serve on all committees as ex-officio voting Member.

### **18.2 Vice President**

- a) Act as Chair in absence of the President assuming their duties and responsibilities.
- b) Responsible for Directors, Committees and Grant Applications for external funding.
- c) Provide Administrative support at Executive Committee meetings.
- d) Grant applications for external funding.

### **18.3 Secretary**

- a) Keep accurate minutes of the same and shall have charge of the seal of signature of the Secretary and the President, or in the absence of either, by the remaining one of the Vice President.
- b) In case of the absence of the Secretary, the duty shall be discharged by such member of the Executive as may be appointed by the Executive.
- c) The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings, as required, and shall collect and receive the membership fees levied by the society, such monies to be promptly turned over to the Treasurer for deposit in a chartered bank as hereinafter required.

### **18.4 Treasurer**

- a) Shall receive all monies paid to the society and shall be responsible for the deposit of the same in such banks as the Executive may order.
- b) Shall properly account for all the funds of the society and keep such books as may be Directed.
- c) Shall present a full detailed account of the receipts and disbursement of the society to the Executive whenever requested and shall prepare for submission to the annual meeting, a statement, duly audited as hereinafter set forth, of the financial position of the society and submit a copy of same to the Executive and Secretary for the records of the society.

### **18.5 Directors at Large – as outlined in the Merchants Policies and Procedures**

## **19. ELECTION OF THE EXECUTIVE COMMITTEE**

- a) At every AGM there shall be an election of Officers and Directors for 2-year terms.

- b) Elected on odd numbered years, shall be the President, Secretary and two (2) Directors at Large.
- c) Elected on even numbered years, shall be the Vice President, Treasurer and two (2) Directors at Large.
- d) One individual person is only able to perform the duties of one position on the Executive Committee

## 20. FILLING OF VACANCIES

- a) If the President is unable to perform the required duties of the President, they can be delegated to the Vice President.
- b) In the event, the Vice President cannot assume the Presidents position, any Member of the Executive Committee can be delegated the required duties, upon 2/3 majority vote of the voting members.
- c) The Executive Committee can fill any vacant position upon 2/3 majority vote of the Executive Committee, that is not filled by election at the AGM, from the members of the society.
- d) Any positions not elected at the AGM will be up for election at the next AGM.

## 21. COACHING STAFF SELECTION

The Executive Committee of the association will, as required, solicit for candidates, evaluate, and select the coaching staff annually with selection to take place before the annual Alberta Amateur Association meetings, which are held the first week of June of each year.

## 22. COMMITTEES

- a) The Executive Committee may appoint committees from time to time for any special purpose, subject always to the objectives of the society, and may delegate authority to any such committee provided that any such committee shall be subject to the regulations and control of the Executive Committee.
- b) The Executive Committee of the society shall select a member (or designated alternate) of the Executive Committee to jointly represent the Club on the CJHL Board of Directors.

### **23. INDEMNITY OF EXECUTIVE COMMITTEE**

No Member of the Merchants Executive Committee is, in their individual capacity, liable for a debt or liability of the Merchants. The Merchants Club shall indemnify a Director or Officer, their, legal representatives and assigns from and against any and all claims, costs, charges, expenses and losses including payment of legal fees on a solicitor and client basis necessary to settle or defend an action or satisfy a Judgement reasonably incurred by such person as a result of them having been a Director or Officer in those cases where they were acting in their course and scope of duty and acted honestly and in good faith with the view to the best interests of the Merchants. The Merchants shall indemnify a Discipline Committee Member, their, legal representatives and assigns from and against any and all claims, costs, charges, expenses and losses including payment of legal fees on a solicitor and client basis necessary to settle or defend an action or satisfy a Judgement reasonably incurred by such person as a result of them having been a Discipline Committee member in those cases where they were acting in their course and scope of duty and acted honestly and in good faith with the view to the best interests of the Merchants.

### **24. DISCIPLINE**

- a) The Operational Policies and Procedures adopted by the Merchants provide for the general rules of conduct for all members including Officers, Directors, Registered Coaches, Registered Assistant Coaches, Team Managers, Registered Players, Parents or Spectators in any given hockey season.
- b) Any Officer, Executive Board of Directors Committee Member, Registered Team Player, Registered Coach, Registered Assistant Coach, Team Trainer, Team Manager, Parent or Spectator who violates the By-Laws, Code of Conduct or Policies and Procedures of the Merchants is subject to discipline under the Discipline Procedure.
- c) Discipline applies to any Member with the Merchants or trying out for the team, including Parents and Spectators.

### **25. AUDITING**

An auditor for the books and accounts of the Treasurer shall be appointed at the Annual General Meeting of the society and the audited statement of the financial standing of the society shall be submitted at the Annual General Meeting.

### **26. FISCAL YEAR END**

The fiscal year of the society shall be that date known as the "year end" which date shall be as the Executive may decide from time to time.

## **27. BYLAWS**

The Bylaws of the Merchants may only be rescinded, altered or added to by a Special Resolution passed at a General or Special Meeting. Proposed special resolutions must be submitted to and approved by a 3/4 vote of the Executive Board of Directors prior to the General or Special Meeting.

## **28. BORROWING POWERS**

For the purpose of carrying on its objects the society may borrow or raise or secure the payment of money in such manner as it thinks fit, in particular by the issue of the debentures, but this power shall be exercised only under the authority of the society, which may exercise this power through the Executive.

## **29. INSPECTION OF RECORDS OF SOCIETY**

The books and records of the society shall be available for inspection by any member at the Annual General Meeting or at any time, upon giving reasonable notice, and arranging a time satisfactory to the member or members of the Executive Committee having charge of same. Each member of the Executive Committee shall always have access to such books and records.

## **30. DISSOLUTION**

- a) In the event of voluntary or for cause dissolution, the Executive will undertake the necessary steps to dissolve the organization in an orderly fashion pursuant to the legislated and regulated requirements governing the Society.
- b) In the case of voluntary dissolution, the Executive will call a Special General Meeting where a duly executed motion will be heard by the membership and a vote taken, where a simple majority will determine the outcome.
- c) Upon dissolution any remaining assets of the Society will be distributed to another registered charity or not for profit sports organization within the City of St. Albert whose objectives and activities are like the objectives of the Society.

## **31. SEAL**

There is no seal for the St. Albert Merchants Hockey Club.