

**CERTIFIED SPECIAL RESOLUTION  
OF ALL THE MEMBERS OF THE  
ST. ALBERT MINOR HOCKY ASSOCIATION  
(THE "SOCIETY")  
EFFECTIVE DATE: 23<sup>rd</sup> of July 2019**



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**WHEREAS:**


- A. Sections 1(d)(iii) and 15(1) of the *Societies Act* provide that a Society may amend its Bylaw by Special Resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the Resolution in person or by proxy.
- B. The members of the Society believe it to be in the best interests of the Society to repeal the existing Bylaws and be replaced by the attached Bylaws.
- C. An annual general meeting of the Society was held on July 23, 2019 and all members passed the resolution, thereby being a special resolution.

**NOW THEREFORE BE IT UNANIMOUSLY RESOLVED THAT:**

- 1. The existing Bylaws are repealed and replaced by the attached Bylaws.

I, Clayton Billey, being the President of the Society, do hereby certify that the meeting was held on July 23, 2019 and further certify that the foregoing is a true and correct copy of the original Special Resolution of the Members of the Society.

Dated this 23<sup>rd</sup> day of July 2019.

  
\_\_\_\_\_  
CLAYTON BILLEY



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Registrar of Corporations  
Province of Alberta

St. Albert Minor Hockey  
Association  
780-459-4052  
[www.samha.ca](http://www.samha.ca)

ST. ALBERT MINOR HOCKEY ASSOCIATION  
BYLAWS

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## 1 PREAMBLE

This minor hockey association shall be known as the "St. Albert Minor Hockey Association" and may hereinafter be referred to as the "SAMHA", or "Association".

The following articles set forth the Bylaws of SAMHA and any matters not covered within these bylaws are subject to the SAMHA Policies, Procedures and Operating Guidelines.

SAMHA is a member of Hockey Canada and Hockey Alberta and shall be bound by all bylaws and regulations of these governing bodies.

## 2 GENERAL MEMBERSHIP

### 2.01 BOUNDARIES

SAMHA boundaries shall be those boundaries as defined by Hockey Alberta.

### 2.02 MEMBERSHIP

A member shall be:

- a) Any parent or legal guardian, eighteen (18) years of age or older, having a player registered with SAMHA as per Hockey Alberta regulations up until the Annual General Meeting of the calendar year;
- b) Any coach, assistant coach or manager that is officially registered with SAMHA;
- c) Any individual who has previously been a Member of SAMHA under Article 2.02 (a) or 2.02 (b) and who is approved by the Board of Directors to be a Member;
- d) Any person holding a position on the SAMHA Board of Directors;
- e) Any registered player.

### 2.03 MEMBERSHIP FEES

The Membership Fee for Members under article 2.02 (a) (e) shall be the registration fee per hockey player, such fee being determined by the Board of Directors before each new hockey year. Membership expires annually on the day after the Annual General Meeting of the calendar year.

There is no Membership Fee for Members under article 2.02 b), c), and d).

## 2.04 WITHDRAWAL FROM MEMBERSHIP

Any member wishing to withdraw from membership with SAMHA may do so upon written notice. The effective date of withdrawal shall be the date on which SAMHA receives the Notice of Withdrawal.

## 2.05 REMOVAL

- a) Any Member of SAMHA who does not conduct themselves in accordance with the Rules and Regulations of Hockey Canada and Hockey Alberta or either the By-Laws or Policies, Procedures and Operating Guidelines of SAMHA can, upon a 2/3 majority vote of the Board of Directors, be expelled as a member of SAMHA for a period of time as the Board of Directors may decide upon.
- b) Any Member of SAMHA removed per article 2.05 a) must receive 2/3 majority vote of the board for reinstatement.
- c) Any recourse to another Hockey Branch, Commission, or the Courts of any jurisdiction by any member or individual, before all the rights of appeal and all the rights and remedies of the SAMHA By-Laws, Policies & Procedures have been followed, and all those in Hockey Alberta and Hockey Canada, of which the Association is affiliated with, have been fully exhausted, shall be deemed to be a violation and breach of the SAMHA Bylaws, Polices & Procedures and shall result in the immediate and automatic indefinite suspension of such member from all SAMHA related, League and Branch Association games and sponsored or organized activities.
- d) Anyone taking any action as noted in c) above against SAMHA or its Officers and/or Members of the Board of Directors, before exhausting all rights of appeal shall pay all expenses incurred by SAMHA and/or its Officers and/or Members of the Board of Directors, or any other organization in Hockey Canada, to defend such action, before any application for reinstatement will be considered.
- e) An Officer and/or Member of the Board of Directors claims the right as the Rental Contract Carrier to bar any expelled, or suspended member from any or all facilities where SAMHA functions including where meetings, games and practices are taking place for a specified period as defined by the Board of Directors and/or Discipline Committee. This only pertains to when SAMHA is utilizing the facility for a sanctioned or association organized function.

## 2.06 MEETINGS

Members in good standing can attend Annual General, General and Special Meetings. All attendees at General Meetings must sign in to have their membership verified and to receive their ballots.

- a) Annual General Meeting (AGM)

SAMHA shall hold their Annual General Meeting within 15 months from the last Annual General Meeting with the Board of Directors setting the date and providing the membership with 21 days' notice. Such meeting shall be called by the President and notice shall be given to the general. Such

AGM will ONLY deal with the requirements set forth by the Alberta Societies Act and be posted on the Association Website with a set agenda at least 10 days prior to the meeting.

b) General and Special Meetings

General and Special Meetings of the general membership of the SAMHA will be called at any time by the Secretary upon the instructions of the President, or on written request of three Members of the Board of Directors, or upon receipt by the Board of Directors of a petition signed by 1/3 of the Members of the St. Albert Minor Hockey Association who are in good standing, which petition shall set forth the reasons for calling the General Meeting. Notice of the General and Special Meetings shall be provided to the general membership with 21 days' notice prior to the meeting date. A set agenda will be established and made available 10 days prior to the meeting. If any subjects and/or motions are to be added they must be submitted 15 days prior to the meeting date and will not be accepted from the floor.

## 2.07 VOTING RIGHTS

- a) In the case of a family membership as specified in Article 2.02 (a), voting rights are restricted to persons over the age of eighteen (18) years with only one vote per family;
- b) Voting rights for the Members identified in Article 2.02 (b) (c) and (d) shall be one vote per member;
- c) Any Member that receives remuneration or honorariums are not eligible to vote;
- d) Only Members in good standing are eligible to vote;
- e) Absentee voting will not be allowed by proxy, mailed-in ballot, electronic or any other form of communication;
- f) No person attending any meeting shall be entitled to more than one vote on each matter at the meeting.

## 2.08 QUORUM

A quorum at any General Meeting, Special Meeting or Annual General Meeting shall be equal to Twenty-five (25) voting Members established at the start of the meeting. This number can include the Officers and members of the Board of Directors in attendance. If within 15 min from the time appointed for the meeting, a Quorum is not present, the meeting will be rescheduled to the following week, and if at such rescheduled meeting a Quorum is not present within half an hour from the time appointed for that meeting, the Members then present shall be the Quorum.

## 2.09 MAJORITY VOTE FOR GENERAL MEMBERSHIP

Except in the case of a Special Resolution, all motions shall be adopted by a majority vote of those Members in attendance at a meeting. In the event of a tie vote, the President or in absence (Vice President) shall cast a second vote.

## 2.10 SPECIAL RESOLUTION

A "Special Resolution" means:

- a) A resolution passed:
  - i. at any General or Special Meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the Resolution has been duly given. Such General or Special Meetings will ONLY deal with the Association's Bylaws. Notice of the Special Resolutions to amend, delete or add to the Bylaws must be received by the President in writing at least 28 days prior to the General meeting and be posted on the Association website at least 21 days prior to the meeting, and;
  - ii. by the vote of not less than 75% of those Members who, if entitled to do so, vote in person.
- b) A resolution proposed and passed as a Special Resolution at a General or Special Meeting of which less than 21 days' notice has been given, if all Members attending vote at the General or Special Meeting so agree.
- c) Proposed special resolutions must be submitted to and approved by a 2/3 vote of Board of Directors prior to any General or Special Meeting submission.
- d) Special Resolutions can only be amended during any General or Special Meeting by the submitter following a discussion, and 3/4 majority vote of the Members in attendance. This process will follow the rules and guidelines set forth within the Bylaws and per the Policies, Procedures and Operating Guidelines under motions and amendments.
- e) Special Resolutions are not effective until accepted and stamped by Alberta Registries.

## 2.11 NOMINATIONS

- a) Every Member of the St. Albert Minor Hockey Association can nominate a qualified representative for each position open on the Board of Directors for election in any given year.
- b) Nominations will only be accepted by members in good standing and must be received 10 days prior to the Annual General Meeting and accepted beforehand by the nominee 5 days prior to the Annual General Meeting.
- c) Nominations will not be accepted from the floor at the Annual General Meeting.



- d) Nominees must be present at the Annual General Meeting unless approval has been provided by the Board of Directors only for acclaimed positions.

## 2.12 QUALIFICATIONS OF OFFICERS and DIRECTORS

Any person nominated for a position must be a Member in good standing under Article 2.02 with the exception of 2.02 e).

## 2.13 ELECTION OF BOARD OF DIRECTORS

At every Annual General Meeting there shall be an election of Officers and Directors as follows for a 2-year term:

- a) Elected on even numbered years (2010, 2012, etc.) shall be the President, Vice President of Hockey Operations (HOCVP) and (5) Directors at Large.
- b) Elected on odd numbered years (2011, 2013, etc.) shall be the Vice President of Administration (ADMIN VP), Treasurer, Secretary and (5) Directors at Large.
- c) The elected Officers and Directors shall form part of the Board of Directors until their successors are elected and instated (10) working days after the Annual General Meeting.
- d) All attendees at General Meetings must sign in to have their membership verified and to receive their ballots.
- e) One individual person is only able to perform the duties of one position on the SAMHA Board of Directors.
- f) If a Board of Directors position is not filled at an Annual General Meeting, the position can be temporarily filled by an existing Board of Directors Member until a candidate is found and the candidate is approved by 2/3 majority vote of the Board of Directors.
- g) Any such positions filled after the AGM will be up for election at the next Annual General Meetings.
- h) Any elected Officer and/or Director is not permitted to receive any form of compensation from SAMHA, SARHC or a team within SAMHA and/or SARHC.

## 2.14 CONDUCT OF MEETINGS

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

The Chairperson for these meetings will be the President or someone who had been appointed by the Board of Directors.

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. Presentations
- iii. Overview of Agenda
- iv. Review of Minutes
- v. Audit Report
- vi. Overview of Executive and Staff Reports
- vii. By-law Resolutions (only if on Agenda)
- viii. Election of Officers
- ix. Adjournment by the Chair

- b) Items cannot be added from the floor during the Annual General Meeting unless provided to the President (15) days prior to the meeting and accepted by the President and one Vice President.

2.15 MANNER OF VOTING

All voting in the Annual General Meetings, General and Special Meetings shall be conducted as follows:

- a) At all meetings, voting will be by a show of hands in favor, or not in favor unless any of the Officers and/or Board of Directors members present request a written ballot.
- b) All voting decisions are considered final and are not binding for consideration by the Board of Directors, except for Special Resolutions and elections.
- c) Voting in AGM for elected positions shall be conducted through written ballot handed out at the start of the meeting to all eligible voting members, or through alternative methods as approved by the Board of Directors. Decision will be announced and based on a majority vote for elected positions.
- d) Written ballots will be counted by a member of the Executive Board of Directors and a non-voting member and the decision announced.
- e) Results will be announced and recounted if requested.
- f) Ballots will be destroyed immediately following the meeting.
- g) In the event of a tie vote the President or in absence (Vice President) shall cast a second vote.

### 3 THE MEMBERS OF THE BOARD OF DIRECTORS

#### 3.01 COMPOSITION

- a) The voting Officers of the St. Albert Minor Hockey Association consist of the President, Vice President of Administration (ADMIN VP), Vice President Hockey Operations (HOC VP), Secretary, Treasurer.
- b) The Voting Directors of the St. Albert Minor Hockey Association consist of the (10) Directors at Large as defined by the Policies, Procedures and Operating Guidelines.
- c) The non-voting positions that report to the SAMHA Officers consist of the Administrator, Administrative Assistant, Registrar, Referee in Chief, Ice Allocator, Sponsorship Director and Past President. These Members are appointed by the President, VP ADMIN and HOCVP, except for the Past President.

#### 3.02 WITHDRAWAL

Any Member of the Board of Directors can withdraw from the Board of Directors by providing to the SAMHA Officers written or electronic notice of withdrawal, which will be effective the date of the notice.

#### 3.03 REMOVAL

A Member of the Board of Directors and any Officer shall be relieved of his/her duties and removed in the following circumstances:

- a) upon the failure to attend 2 consecutive meetings without the approval of the President, ADMIN VP or HOCVP;
- b) upon 2/3 majority vote of the Board of Directors on the basis that the Member is doing an unsatisfactory job;
- c) upon a Special Resolution of the general membership at a General Meeting.
- d) If removed from the Board of Directors before running again a member must wait for a three-year period before being eligible to be nominated. In addition, they must receive 2/3 majority vote of the Board of Directors unless discipline circumstances dictate otherwise.

### 3.04 FILLING OF VACANCIES

In the event that the President is unable to perform the required duties of the President, they can be delegated to the Vice President of Administration or the Vice President of Hockey Operations.

In the event,

- a) the Vice President of Administration or the Vice President of Hockey Operations cannot assume the President's position,
- b) Any Member of the Board of Directors withdraws or is removed from the Board of Directors,
- c) A position on the Board of Directors is not filled by an election of the general membership at an Annual General Meeting,

The Board of Directors can fill vacant positions from the general membership to fill the vacancy until the next Annual General Meeting through a majority vote.

Any such positions not elected by the general membership at an Annual General Meeting will be up for election at the next Annual General Meeting.

### 3.05 BOARD MEETINGS

General Board Meetings: There shall be a minimum of 10 general meetings for the Board of Directors held each year. The date and time of such meetings shall be set respectively by the President, or either VP.

In the event a Board of Directors member is unable to attend a meeting in person, with approval from the President and at least one Vice President, attendance of the Board of Directors Meeting via phone or videoconference will be accepted.

### 3.06 VOTING

Each Voting Member of the Board of Directors shall be entitled to one vote at General Board Meetings. In the case of a tie vote the President of the St. Albert Minor Hockey Association shall be entitled to a second or casting vote.

### 3.07 QUORUM

A quorum at any Board of Directors Meeting shall be a minimum of (9) Voting Board of Directors present at the meeting. The quorum set at each meeting will be based on the number of Voting Board of Directors.

In the event a Quorum at any Board of Directors Meeting cannot be met, with approval from the President and at least one Vice President, attendance of the Board of Directors Meeting via phone or video conference will be accepted and count towards the Quorum.

### 3.08 POWERS

The Board of Directors shall, subject to the By-Laws or directions given by majority vote at any General Meeting of SAMHA properly called and constituted:

- a) have full control and management of the affairs of SAMHA;
- b) have the power to adopt or amend policy, guidelines, procedures or regulations, by motion passed by the majority of the Board at any Board of Directors Meeting, which shall be binding upon all members of SAMHA.

### 3.09 MAJORITY VOTE FOR BOARD OF DIRECTORS MEETINGS

On any general motion a majority vote of the quorum shall pass the motion. A motion to adopt a policy, guideline, procedure or regulation requires a majority vote of the quorum to pass the motion. Every motion shall be decided by a show of hands or written ballots as declared by the President or chairperson. A declaration by the President or Chairperson that a motion has been carried or not carried shall be sufficient evidence of the fact without proof of number or proportion of the votes accorded in favor of or against such motion. A Member may demand a poll on any vote which vote shall then be counted by a written ballot.

### 3.10 CONDUCT OF MEETINGS

All meetings shall be conducted as set forth within and per our Policies, Procedures and Operating Guidelines.

### 3.11 DUTIES OF THE BOARD OF DIRECTORS OFFICERS

#### 3.11.01 President

- a) Responsible for general administration of the SAMHA and be responsible for the supervision of the Administrative Staff as follows: Administrator, Administrative Assistant, Equipment Administrator, Registrar and Grants Writer.
- b) Have signing authority for SAMHA.
- c) Preside at meetings and can designate the chair.
- e) Can exercise the powers of the Board of Directors, in conjunction with the 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 Executive Board Meeting.

- f) Serve on all committees as ex-officio voting Member.
- g) Liaise directly with civil, provincial and federal representatives-
- h) Attend or appoint a designate to attend Hockey Alberta AGM.
- i) Receive the reports from the Discipline Committee and the Admin VP in respect to disciplinary actions within the Operational Policies, Rules and Guidelines of the Association.
- j) Responsible for developing and maintaining the administrative operating policies and procedures.
- k) Responsible for developing an agenda for the SAMHA AGM.
- l) Authorize player releases/tryouts and affiliations forms in conjunction with the Registrar.

#### 3.11.02 Vice President of Administration

- a) Assume responsibility of duties of the President upon delegation, in absence of President.
- b) Have signing authority for SAMHA.
- c) Oversee day to day Administrative operations both internally and externally for SAMHA.
- d) Oversee scholarship program.
- e) Oversee SAMHA awards
- f) Oversee Game and Conduct.
- g) Oversee Discipline.
- h) SAMHA Zone 3 Hockey Alberta Discipline Liaison.
- i) Report to the President.
- j) Will attend meetings of the Board of Directors.
- k) Submit a report at the AGM.

- l) Other duties as assigned by the President.

#### 3.11.03 Vice President of Hockey Operations

- a) Assume responsibility of duties of the President upon delegation, in absence of President.
- b) Have signing authority for SAMHA.
- c) Oversee day to day Hockey operations both internally and externally for SAMHA.
- d) Will be responsible to govern volunteer Executive Board Members as outlined.
- e) The SAMHA Hockey Alberta Operations Liaison.
- f) The SAMHA League Liaison.
- g) Responsible for Tiering.
- h) Arrange for attendance at various league meetings.
- i) Oversee the applications for special hockey events and tournaments.
- j) Oversee the Ice Allocator.
- k) Report to the President.
- l) Will attend meetings of the Board of Directors.
- m) Submit a report at the AGM.
- n) Other duties as assigned by the President.

#### 3.11.04 Secretary

- a) Attend all General Membership, Annual General Membership, Board of Director meetings and shall maintain accurate minutes.
- b) Have charge of all Board of Director records.
- c) Maintain and update the By-Laws and the Operational Policies, Rules and Guidelines in both hard copy and on the Association website and any regulatory body.
- d) Work with the Administrator on safekeeping of all Board of Director Reports, Minutes, By-Laws and Operational Policies, Rules and Guidelines.

- e) Report to the President.
- f) Will attend meetings of the Board of Directors.
- g) Other duties as assigned by the President.

#### 3.11.05 Treasurer

- a) Have signing authority for SAMHA.
- b) Have charge of all St Albert Minor Hockey Association financial records.
- c) Present a monthly annual statement of all operations at the Board of Director meeting and an annual audited financial statement of all operations at the AGM.
- d) Develop the Association's operating budget.
- e) Co-ordinate grant applications in conjunction with other Officers as needed.
- f) Responsible for SAMHA bank account maintenance and management.
- g) Report to the President.
- h) Will attend meetings of the Board of Directors.
- i) Other duties as assigned by the President.

Duties of all other members of the Board of Directors are as outlined in the SAMHA Policies, Procedures and Operating Guidelines.

### 3.12 COMMITTEES

The Board of Directors may create Committees or Sub-Committees including organization and operation of subsidiaries to carry out specific activities subject to the conditions specifically outlined in the Policies, Procedures and Operating Guidelines. Such Committees and/or operating subsidiaries may be composed of Members or non-members of the Board of Directors. Notwithstanding the foregoing all Members of Committees or operating subsidiaries must be Members in good standing of SAMHA, unless approved by the Board of Directors. Decisions made must be presented to and passed by the Board of Directors



### 3.13 INDEMNITY OF BOARD OF DIRECTORS

No Member of SAMHA is, in his individual capacity, liable for a debt or liability of SAMHA. The St. Albert Minor Hockey Association shall indemnify a Director or Officer, his heirs, 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 SAMHA. SAMHA shall indemnify a Discipline Committee Member, his heirs, 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 SAMHA.

### 3.14 FEDERATION INTERLOCK LEAGUES

Prior to a decision to remove St. Albert Minor Hockey completely from the Edmonton Federation Hockey League, the President must through Special Resolution have authority from the general membership at an AGM or Special General Meeting.

### 3.15 ST. ALBERT RAIDERS HOCKEY CLUB (SARHC)

The SARHC is a society governed in accordance with its By-Laws, policies and procedures. The SARHC's management of SAMHA's Elite Hockey Program and Teams is done in accordance with the Co-operation Agreement in place between SAMHA and the SARHC, governed by the societies Presidents and Board of Directors

## 4 DISCIPLINE

- a) The Operational Policies, Rules & Guidelines adopted by the Association provide for the general rules of conduct for all members including Directors and Officers, 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 Operational Policies, Rules & Guidelines of the Association is subject to discipline under the Discipline Procedure.
- c) Discipline applies to any registered player with SAMHA or trying out for a SAMHA team.

## 5 MISCELLANEOUS

### 5.01 REGISTERED OFFICE

SAMHA will maintain an office within the City of St. Albert as the Registered address.

### 5.02 SEAL

There is no seal for SAMHA.

### 5.03 FISCAL YEAR END

The fiscal year end for SAMHA shall be on the 30th day of April of each year.

### 5.04 AUDITING

The financial records, books and accounts of the Treasurer shall be audited at least once each year by a chartered professional accountant. A complete and proper statement prepared by the by the auditor will be presented at the AGM.

### 5.05 BYLAWS

The Bylaws of SAMHA may only be rescinded, altered or added to by a Special Resolution passed at a general meeting of the General Membership. Proposed special resolutions must be submitted to and approved by a 2/3 vote of the Executive Board of Directors prior to the General or Special Meeting.

### 5.06 INSPECTION OF BOOKS AND RECORDS

The books and records of SAMHA may be inspected by any Member in good standing upon giving 5 days business days' notice to the Board of Directors and arranging a mutually satisfactory time with the Member of the Board of Directors. The books and records of SAMHA will be available at all Board of Directors meetings for review by the members or Board of Directors.

### 5.07 BORROWING POWERS

For the purpose of carrying out its objects, SAMHA may borrow, raise or secure the payment of money in such manner as it thinks fit. SAMHA may issue Debentures or General Security Agreements only under the sanction of a Special Resolution passed at a general meeting of the General Membership.

## 5.08 DISSOLUTION

Upon dissolution of the Association, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the closing shall be distributed to a not for profit organizations or organization having a similar purpose.