

# **Whitehorse Women's Hockey Association**

## **CONSTITUTION OF WHITEHORSE WOMENS HOCKEY ASSOCIATION**

### **1 Name and address**

- 1.1 The name of the Society shall be Whitehorse Women's Hockey Association.
- 1.2 The Whitehorse Women's Hockey Association shall herein be referred to as the "Society".
- 1.3 The operations of the Society are to be chiefly carried out at municipally owned ice hockey rinks in the City of Whitehorse, Yukon Territory, Canada.
- 1.4 The address for the Society shall be 7139 A 7<sup>th</sup> Ave, Whitehorse, Yukon Y1A 1P5

### **2 Mission Statement/Purpose of Society**

- 2.1 The Whitehorse Women's Hockey Association is a voluntary, not for profit, association of members, designed to promote and foster women's hockey throughout the Whitehorse area.

### **3 Bylaws**

- 3.1 **The Bylaws of the Whitehorse Women's Hockey Association are attached hereto as Schedule "A" to the Constitution of the Society.**

**Schedule “A”**  
**Bylaws of the Whitehorse Women’s Hockey Association**

**Part 1. Interpretation**

- 1
- 1.1 In these bylaws, unless the context otherwise requires,
- (i) Directors means the director of the Society for the time being;
  - (ii) “Societies Act” means the *Societies Act of the Yukon Territory* from time to time in force and all amendments;
  - (iii) “Societies Regulations” means the Societies Regulations of the Yukon from time to time in force and all amendments;
  - (iv) “Registered address” of a member means the address as recorded in the register of members.
- 1.2 The definitions in the *Societies Act* and in the Societies Regulations apply to these bylaws.

**Part 2. Membership**

- 2 Membership in the Society shall be open to anyone who applies for membership to the Society and who is willing to respect the objectives of the Society.
- 3 A person may apply to the directors for membership in the Society and on acceptance shall be a member, but no person who satisfies the criteria for membership shall be denied membership.
- 4 The rights of the membership are:
- (i) To attend all executive, board and general meetings;
  - (ii) To participate in the Society’s operation
- 5 The obligations of the members are:
- (i) To participate fully in the Society's operation;
  - (ii) To act in a manner that serves the objectives of the Society;
  - (iii) To uphold the Constitution and comply with the Bylaws of the Society.
- 6 The amount of annual membership dues shall be determined by the directors or at the annual general meeting of the Society.

- 7 A member shall cease being a member:
- (i) By delivering a resignation in writing to any director of the Society;
  - (ii) On death;
  - (iii) On being expelled;
  - (iv) At the end of the fiscal year;
  - (v) On having been a member **not** in good standing for 12 consecutive months.
- 8 All members are in good standing except a member who has failed to pay a current annual membership fee or any other subscription or debt due and owing to the Society and the member is not in good standing so long as the debt remains unpaid.
- 9 Expulsion**
- 9.1 A member may be expelled by a special resolution of the members passed at a general meeting.
- 9.2 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 9.3 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

**Part 3. Meetings of Members**

- 10 A general meeting of the Society shall be held annually at least once in every calendar year and not more than 15 months after the last annual general meeting, at a place, date and time, in accordance with the *Societies Act*, that the Directors decide.
- 11 Every general meeting other than an annual general meeting is a special general meeting.

12 The directors may, when they think fit, convene a special general meeting, but the directors shall call a special general meeting if requested to do so in writing by not less than 20% of the members eligible to vote at the meeting, within six (6) weeks of receipt of a written request for such a meeting.

**13 Notice of meetings**

13.1 Thirty days notice of a general meeting shall be given or sent to each member entitled to vote at the meeting not less than 30 days or more than 60 days before the meeting, and the notice shall specify the place, day and hour of the meeting, and, in case of special business, the general nature of the business.

13.2 Where a special resolution is to be voted on at a general meeting, notice of the general meeting shall be given or sent to each member entitled to vote at the meeting not less than 21 days or more than 60 days before the meeting, and the notice shall include the text of the special resolution to be submitted at the meeting.

13.3 The accidental omission to give notice of a meeting to a member or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

**Part 4. Proceedings at General Meetings**

**14 Special business**

14.1 Special business shall not be conducted at a general meeting unless notice has been given of the proposal to conduct that business at that meeting.

14.2 Special Business is:

a) At a special general meeting, all business other than the adoption of rules of order;

b) At an annual general meeting, all business other than:

(i) The adoption of rules of order;

(ii) The consideration of the financial statements;

(iii) The report of the directors;

(iv) The report of the professional accountant, if any;

(v) The election of directors;

(vi) The appointment of the professional accountant, if required;  
and

(vii) Motions to adopt, amend, revise or repeal Articles of the constitution for which due notice has been provided.

(viii) The other business that, under these bylaws, ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

## **15 Quorum**

15.1 Where a quorum is not present at a general meeting, no business other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted.

15.2 If, at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

15.3 A quorum is at least 20% of the registered members.

16 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case; if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.

17 The president of the Society, the vice-president, or, in the absence of both, a director of the Society shall preside as chairperson of a general meeting.

18 If at a general meeting,

a) There is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or

b) The president and all the other directors are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.

## **19 Adjournments**

19.1 A general meeting may be adjourned from time to time and from place to place, but no business shall be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 19.2 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 19.3 Except as required by this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

## **20 Voting**

- 20.1 The chairperson may move or propose a resolution and may second a motion or resolution proposed by another person.
- 20.2 In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson may be entitled as a member and the proposed resolution shall not pass.
- 20.3 A member in good standing present at a meeting of members is entitled to one vote.
- 20.4 Voting, except for the election of officers and directors, is by a show of hands. A declaration by the Chair that a resolution has been carried, or not carried, and an entry to that effect in the minutes of the meeting, shall be admissible in evidence as prima facie proof of the fact, without further proof of the number or proportion of the votes accorded in favour or against the resolution.
- 20.5 Voting by proxy is not permitted.

## **Part 5. Directors and Officers**

### **21 Directors**

- 21.1 Directors may exercise all the powers and do all the acts and things that the Society may exercise and do and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting.
- 21.2 The authority of the directors under this part is subject to
- a) All laws affecting the Society;
  - b) These bylaws; and
  - c) Rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.

21.3 No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

## **22 Officers**

22.1 The officers of the Society shall be the president, the vice-president, secretary, treasurer and registrar.

At the discretion of the Board of Directors, the positions of Secretary and Treasurer or Treasurer and Registrar may be held by the same person.

22.2 The number of directors shall be a minimum of 4.

22.3 Directors shall cease to hold office when their successors are elected at a general meeting or the Society.

22.4 Separate elections shall be held for each office to be filled.

22.5 An election shall be by ballot unless a nominee is acclaimed.

22.6 If no successor is elected, the person previously elected or appointed continues to hold office.

## **23 Vacancies**

23.1 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

23.2 A director so appointed ceases to hold office when a successor is elected at a general meeting of the Society, but is eligible for re-election at the meeting.

24 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

25 Members may by special resolution remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

26 No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

## **Part 6. Governance and Administration by Directors**

27 The directors shall administer the affairs of the Society.

- 27.1 The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- 27.2 Directors may, from time to time, fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the directors then in office.
- 27.3 The president shall be chairperson of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairperson, but if neither is present the directors present may choose one of their number to be chairperson at that meeting.
- 27.4 A director may at any time, and the secretary-treasurer or secretary on the request of a director, shall convene a meeting of the directors.
- 28 The directors may delegate power to committees consisting of one or more directors; a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in the exercise of those powers to the earliest meeting of the directors to be held after it has been done.
- 29 A committee shall elect a chairperson of its meetings, but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
- 30 The members of a committee may meet and adjourn as they think proper.
- 31 Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- 31.1 In case of an equality of votes the chairperson does not have a second or casting vote.
- 32 No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
- 33 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

## **Part 7. Duties of Officers**

### **34 President**



- 34.1 The president shall, except where these bylaws provide otherwise, preside at all meetings of the Society and of the directors.
- 34.2 The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- 34.3 Duties of the president may include:
- a) Representing the Association at all meetings or functions of senior hockey bodies;
  - b) Representing the Association within the community;
  - c) Serving as an ex officio member of all committees of the Association;
  - d) Assuming from time to time other duties as may be determined by the Society or its directors
  - e) Some or all of these duties may be delegated to the vice president, from time to time.

**35 Vice President**

- 35.1 The vice president shall carry out the duties of the president during the president's absence.

**36 Secretary**

- 36.1 Where the Society has a secretary, the secretary shall:
- a) Conduct the correspondence of the Society;
  - b) Issue notices of meetings of the Society and directors;
  - c) Keep minutes of all meetings of the Society and directors;
  - d) Have custody of all records and documents of the Society except those required to be kept by the treasurer; have custody of the seal of the Society; and
  - e) Maintain the register of members.

**37 Treasurer**

- 37.1 Where the Society has a treasurer, the treasurer shall
- a) Keep the financial records, including books of accounts; and
  - b) Render financial statements to the directors, members and others when required.

- 38 When the Society has a secretary-treasurer, that person shall carry out the duties of both secretary and treasurer, as enumerated above.

- 39 In the absence of the secretary or secretary-treasurer from a meeting, the directors shall appoint another person to act as secretary or secretary-treasurer at the meeting.

**40 Registrar**

- 40.1 The Registrar shall process and record all registrations within the Society in the manner set forth by the Society and shall provide to the Secretary a record of all membership within the Society.
- 40.2 The Registrar shall maintain record of all members named and covered by insurance, as may be required by the Society.

**Part 8. Seal**

- 41 The directors may adopt a seal for the Society and substitute a new seal.

**Part 9. Borrowing**

- 42 The directors of the Society may not borrow on behalf of the Society without authority of the membership by special resolution.
- 43 Members may by special resolution approve or restrict the borrowing powers of the directors.

**Part 10. Professional Accountant**

**44 Application**

- 44.1 This part applies only where
- a) The Societies Regulations requires the Society to have a professional accountant, or
  - b) The Society has resolved to appoint a professional accountant.
- 44.2 At each annual general meeting the Society shall appoint a professional accountant.
- 45 The directors may appoint a professional accountant to fill a vacancy occurring in that office between one annual general meeting and the next.
- 46 A professional accountant may be removed by ordinary resolution.
- 47 No director and no employee of the Society shall act as a professional accountant.

**Part 11. Notice to Members**

- 48 Notice may be given to a member, by personal delivery or by mail or email to the member's registered address.
- 49 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been

given, it is sufficient to prove the notice was properly addressed and put in a Canada Post receptacle.

50 Notice sent by email shall be deemed to have been given on the day following that on which the notice is sent, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed, to the email address provided by the member upon registration to the Society, and that it was sent from a valid email address from one of the directors of the Society.

51 Notice of a general meeting shall be given to

- a) Every member shown on the register of members on the day notice is given or sent; and
- b) The professional accountant, if Part 10 applies.

51.2 No other person is entitled to receive a notice of general meeting.

## **Part 12. Dissolution**

52 If the minimum number of executive members can not be met then the Society shall be dissolved.

52.1 In the event of dissolution of the Society, the assets remaining after all debts have been paid or provisions for payment have been made shall, subject to the requirements of the regulations, be distributed to one or more incorporated Yukon societies as is determined by a special resolution.

## **Part 13. Changing Bylaws**

### **53 Amendments to Bylaws**

53.1 The Society may amend its bylaws at each Annual General meeting but the change is not effective until filed with and approved by the registrar.

53.2 An amendment to the bylaws shall be made by deleting, substitution or adding entire articles.

53.3 The notice of the meeting at which a special resolution to change the bylaws is to be voted on shall:

- a) State the identifying numbers of the articles to be deleted, if any; and
- b) The entire texts of the articles to be substituted or added.

## **Part 14. Other**

- 54 On being admitted to membership, each member is entitled to and the Society shall give to the member, without charge, a copy of the constitution and bylaws of the Society.
- 55 Any member may examine the records of the Society
- a) During the 30 minutes prior to the commencement of business at any general meeting;
  - b) Once every three months at the place where the records are normally kept, on giving the person responsible for keeping the records 7 days notice;
  - c) At any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld.
- 56 Any dispute concerning the interpretation or application of the bylaws, and any dispute concerning the rights of a member or the powers of a director or officer shall be submitted to and decided by arbitration under the *Arbitration Act* (Yukon).