


CAROL PREST

BYLAWS OF THE
NORTH SHORE FEMALE ICE HOCKEY ASSOCIATION

PART I. INTERPRETATION

1. In these Bylaws, unless the context otherwise requires:
- (a) “**Act**” means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (b) “**Appointed Director**” has the meaning given to it in paragraph 33;
 - (c) “**Association**” means the North Shore Female Ice Hockey Association;
 - (d) “**Auditor**” includes a partnership of auditors;
 - (e) “**Board**” means the board directors of the Association;
 - (f) “**Bylaws**” means these bylaws of the Association;
 - (g) “**Director**” means the directors of the Association duly appointed pursuant to the Bylaws;
 - (h) “**Elected Officers**” has the meaning given to it in paragraph 32;
 - (i) “**Ordinary Resolution**” means:
 - (i) a resolution passed in a general meeting by the members of the Association by a simple majority of the votes cast in person or, if proxies are allowed, by proxy;
 - (ii) a resolution that has been submitted to the members of the Association and consented to in writing by two-thirds (2/3) of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Association, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting of the Association; or
 - (iii) if the Association has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by a simple majority of votes cast in respect of the resolution;
 - (j) “**parent**” and “**guardian**” are each as defined in the *Family Law Act*;
 - (k) “**Player**” is a person registered with the Association to play hockey;
 - (l) “**Special Resolution**” means:
 - (i) a resolution passed in a general meeting by a majority of not less two-thirds (2/3) of the votes of those members of the Association who, being entitled to do so, vote in person or, if proxies are allowed, by proxy;

- A. of which the notice that the Bylaws provide, and not being less than 7 days' notice, specifying the intention to propose the resolution as a Special Resolution has been given; or
- B. if every member, entitled to attend and vote at the meeting agrees, at a meeting of which less than 7 days' notice has been given,
 - (ii) a resolution consented to in writing by every member of the Association who would have been entitled to vote on it in person or, if proxies are allowed by proxy at a general meeting of the Association, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Association; or
 - (iii) if the Association has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by at least two-thirds (2/3) of the votes cast in respect of the resolution.

PART II. PURPOSE

- 2. The Association shall operate as a non-profit society and shall be carried on without purpose of gain for its members; any profits or accretion to the Association shall be used for promoting its purposes.
- 3. The Association shall operate in a manner consistent with the rules and regulations of the Canadian Hockey Association (more commonly known as Hockey Canada), the British Columbia Amateur Hockey Association (more commonly known as BC Hockey), the Pacific Coast Amateur Hockey Association.

PART III. MEMBERSHIP

- 4. Subject to the other provisions of these Bylaws, the members of the Association consist of parents or guardians of Players, and a person will be admitted as a member upon the first registration of the first Player (of which such person is a parent or guardian) to play hockey with the Association.
- 5. All members shall be subject to the policies approved by the Board from time to time, and a member's membership and standing as a member is subject to the provisions of these Bylaws.
- 6. All members and Directors shall be volunteers and shall not receive any wages or remuneration solely by virtue of their membership in the Association or their status as a Director, as the case may be.
- 7. All members are in good standing, except a member who has failed to pay (a) the applicable participation fees for a Player (as determined in accordance with paragraph 45) of which he or she is a parent or guardian, or (b) a debt due and owing by him or her to the Association, during the time, in either case, that such amounts remain unpaid.
- 8. A person shall cease to be a member of the Association:
 - (a) By delivering his or her resignation in writing, to the secretary of the Association or by mailing or delivering it to the address of the Association;

- (b) On his or her death;
 - (c) On membership being cancelled by the Board pursuant to paragraph 9;
 - (d) On having been a member not in good standing for a period of six consecutive months;
 - (e) On his or her ceasing to be a parent or guardian of a Player; or
 - (f) On him or her being expelled pursuant to Section 70(2) of the Act;
9. The Board may suspend or cancel the membership of a member:
- (a) in the manner permitted by the Association's Dispute Resolution Policy, as such policy is amended by the Board from time to time;
 - (b) where a member has failed to observe, in a material degree, the constitution, Bylaws, rules or policies of the Association; or
 - (c) where the member has engaged in conduct materially prejudicial to the purposes and interests of the Association, as reasonably determined by the Board.
10. The Board may take other such disciplinary or other action in accordance with the Association's Dispute Resolution Policy, as such policy is amended by the Board from time to time.

PART IV. MEETINGS

11. General meetings of the Association shall be held at such time and place, in accordance with the Act, as the Board decides.
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. The Directors may convene an extraordinary general meeting as required.
14. Notice of a general meeting, which shall be given not less than seven (7) days but not more than 60 days before the general meeting, shall specify the place, the day and the hour of meeting, and in the case of special business, the general nature of that business.
15. Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business that is transacted at an annual general meeting except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the Auditor, if any;
 - (v) the election of Elected Officers pursuant to these Bylaws; and

- (vi) such other business as, under these Bylaws, required to be transacted at an annual general meeting.
- 16. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice, does not invalidate proceedings at the meeting.
- 17. Subject to the provisions of the Act, the annual general meeting of the members shall be held in each calendar year.

PART V. PROCEEDINGS AT GENERAL MEETINGS

- 18. No business other than the election of a Chair of a meeting, if applicable in accordance with these Bylaws, and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.
- 19. 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.
- 20. A quorum is either (a) any five (5) members of the Board, or, (b) any three (3) members of the Board plus any three (3) members of the Association in good standing present in person at a general meeting.
- 21. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least two members present.
- 22. The President of the Association, the Vice President, or in the absence of both, one of the other Directors present as selected by the Directors present, shall preside as Chair of a general meeting.
- 23. If at a general meeting:
 - (a) there is no President, Vice President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or
 - (b) the President, Vice President and all other Directors present are unwilling to act as Chair,the members present shall choose one of their members to be Chair.
- 24. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 25. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 26. Except as provided in these Bylaws, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

27. Every member of the Association that is in good standing at the time of a meeting shall be entitled to vote at the meeting. For greater certainty, a member that is a parent or guardian of more than one Player will only be entitled to one vote, and only one parent or guardian of one or more players may vote.
28. Voting is by show of hands, oral vote or another means that has been decided by the Chair of the meeting so long as that means adequately identifies the intention of the voting members, unless a secret ballot is required under these Bylaws or demanded by any member who is entitled to vote at a general meeting before any vote by show of hands. If at any general meeting a secret ballot is required or demanded on the election of a Chair or on the question of an adjournment, the secret ballot shall be taken forthwith without adjournment. If at any meeting of members a secret ballot is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or at an adjournment of that meeting as the Chair of the meeting directs. The result of a secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded. A demand for a secret ballot may be withdrawn.
29. Unless provided otherwise in the Act or these Bylaws:
 - (a) no member shall be entitled to vote at any general meeting unless the member is in good standing, and any member in good standing who is entitled to vote at a general meeting is permitted to one vote (as described in paragraph 27) on any show of hands or secret ballot at a general meeting, as the case may be;
 - (b) no resolution submitted at a general meeting need be seconded and the Chair of a general meeting may move or propose a resolution;
 - (c) at all general meetings every resolution put to a vote shall, unless otherwise required by these Bylaws or under the Act, be decided by an Ordinary Resolution;
 - (d) In the case of an equality of votes, the Chair has a casting or second vote in addition to the vote to which he or she may be entitled as a member; and
 - (e) at any general meeting, unless a secret ballot is demanded in accordance with paragraph 28, a declaration by the Chair of the general meeting following a show of hands that a resolution has been carried unanimously, carried by a particular majority or not carried by a particular majority shall be conclusive evidence of the fact.
30. A member of the Association may appoint a proxy holder to attend and vote at a general meeting subject to the following terms and conditions:
 - (a) such appointment be in writing and provided to the Association's registered office or delivered to the Secretary, no later than 3 days in advance of the meeting of members;
 - (b) such proxy is only valid at the general meeting for which the appointment is given or at any adjournment of such meeting;
 - (c) such proxyholder is a member in good standing of the Association; and
 - (d) the proxy may be revoked at any time.

31. A person who is entitled to participate in a general meeting may do so by telephone or other communications medium for so long as all persons are able to communicate with each other. If one or more members of the Association vote in a manner contemplated by this paragraph 31, the vote must be conducted in a manner that adequately discloses the intentions of all of the members present at the meeting. A member or proxy holder who participates in a meeting in a manner contemplated by this paragraph is deemed for all purposes of the Act and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

PART VI. DIRECTOR AND OFFICERS

32. The officers of the Association are the President, Vice President, Registrar, Secretary, Treasurer, Safety and Risk Manager, and Referee in Chief, as elected by the members (the “**Elected Officers**”).
33. Subject to the other provisions of these Bylaws, the Directors of the Association consist of:
- (a) the Elected Officers; and
 - (b) up to, at the discretion of the Elected Officers, seven (7) other Directors, which are appointed by the Elected Officers (the “**Appointed Directors**”).
34. The members entitled to vote at the annual general meeting for the election of Elected Officers may elect the Elected Officers set out in paragraph 32, for a term expiring at the following annual general meeting. The election procedures shall be as follows:
- (a) at each annual general meeting, all of the Directors cease to hold office immediately before the election or appointment of Elected Officers as provided in this paragraph 34;
 - (b) separate elections must be held for each office to be filled;
 - (c) an election may be by acclamation, but in the case of more than one person being nominated for any Elected Officer position a secret ballot shall be held to determine the electee; and
 - (d) if a successor is not elected, the person previously elected or appointed, if he or she consents, continues to hold office;
 - (e) the Board shall determine any other election procedures in a manner consistent with the Bylaws and the Act.
35. Following each annual general meeting, the Elected Officers elected at such annual general meeting may appoint the Appointed Directors as provided by paragraph 33(b), for a term expiring at the following annual general meeting.
36. All Director nominees and appointees must be qualified under the Act and consent in order to be nominated from the floor, and a majority of the Directors must not be employed by or under contract with the Association.
37. The Directors may, by a 75% vote, remove from office any Director they determine has been neglectful of duty or has exhibited conduct unbecoming a Director.

38. The members may by Special Resolution remove a Director before the expiration of his or her term and may elect a successor to hold office until the next annual general meeting.
39. The Directors may at any time appoint a member or a representative of a member as a Director to fill a vacancy in Directors (including a vacancy by an Elected Officer) and any Director so appointed shall hold office until the next annual general meeting.
40. If a Director (including an Elected Officer) resigns or otherwise ceases to hold office, the remaining Directors shall appoint a replacement in accordance with these Bylaws.
41. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

PART VII. POWERS AND DUTIES OF DIRECTORS

42. The Directors may take any steps and make any decisions they determine to be in the best interests of the Association and may exercise all such powers and do all such acts and things as the Association 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 Association in a general meeting, but subject nevertheless to:
 - (a) all laws affecting the Association;
 - (b) these Bylaws; and
 - (c) the policies issued by the Board.
43. No policy issued by the Board invalidates a prior act of the Directors that would have been valid if that policy had not been made.
44. The duties of the Board shall be to ensure the proper administration of the Association in accordance with the constitution and Bylaws.
45. The Board may determine the annual participation fee of each Player from time to time and any other fees, costs or charges, as it deems necessary.
46. The Directors shall prepare all reports, including financial reports, required by law to be prepared by the Association for the annual general meeting.
47. The Directors shall on behalf of the Association file all financial and other reports as may be required by the Act, the *Income Tax Act*, or other applicable law.
48. The Directors shall ensure the Association has at least one account with a chartered bank, credit union or trust company for the deposit of funds.
49. The Directors on behalf of the Association shall keep proper accounting records in respect of all financial or other transactions.
50. The Association shall not exercise borrowing power.

PART VIII. DUTIES OF ELECTED OFFICERS

51. The President is the Chief Executive Officer of the Association and shall supervise the other Directors in the execution of their duties. The President shall have the power to suspend or sanction any team, player, team official, or member for inappropriate conduct on or off the ice as determined by the President in his or her sole discretion (which conduct may include, but is not limited to, abusive language; inappropriate conduct towards an on-ice official, team official, member, person associated with another team; or for failure to comply with the constitution, Bylaws, regulations or policies of the Association) pending and subject to applicable Association policies including policies regarding dispute resolution or discipline-related matters.
52. The past President, if he or she consents, shall be a member of the Board and shall assist the President in his or her duties.
53. The Vice President shall carry out the duties of the President during his or her absence. The Vice President shall, in the absence of the President, have all the powers and perform all duties of the President.
54. The President may, if necessary, delegate the President's authority under Bylaw 51 as amended to the Vice President on terms and conditions as are necessary and appropriate.
55. The Secretary shall:
 - (a) conduct, where directed by the President, the correspondence of the Association;
 - (b) issue notices of meetings of the Association and Directors;
 - (c) keep minutes of all meetings of the Association and Directors; and
 - (d) have custody of all records and documents of the Association except those required to be kept by the Treasurer.
56. The Treasurer shall:
 - (a) keep such financial records including books of account as are necessary to comply with the Act; and
 - (b) render financial statements to the Directors, members and others when required.
57. The Registrar is responsible for the proper registration and insurance of all team officials and players and shall maintain a register of members.
58. The Safety and Risk Manager shall oversee all safety and risk-related matters.
59. The Referee in Chief is responsible for assignment, supervision and evaluation of referees.

PART IX. PROCEEDINGS OF DIRECTORS

60. The Directors may meet together at such places as they think fit, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone or telephone conference call.

61. The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be three (3) of the Directors then in office. Directors participating by telephone or telephone conference call shall be considered part of the quorum.
62. The President shall be Chair of any meetings of the Directors unless the Directors otherwise decide.
63. A Director may delegate any but not all of their powers to committees consisting of such persons as they think fit and may name the committee.
64. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in the exercise of these powers to the Directors.
65. Subject to the direction of the Directors, any committee so formed shall determine its own procedure and the members of the committee may meet and adjourn as they think proper.
66. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice which may be by letter, facsimile, telegram, telex, cable or email of any meeting of the Directors and may at any time, withdraw the waiver, and until the waiver is withdrawn:
 - (a) no notice of meetings of Directors shall be sent to that Director; and
 - (b) any and all meetings of the Directors of the Association, notice of which has not been given to that Director, shall, if a quorum of the Directors is present, be valid and effective.
67. Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
68. In case of an equality of votes the Chair shall have a second or casting vote.
69. Resolutions proposed at a meeting of Directors or committee of Directors need not be seconded.
70. The Board may issue a policy, by passing a resolution at a meeting of the Board, and any such policy shall be binding on the members.
71. 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.
72. Notwithstanding paragraph 6, a Director may be reimbursed for all out-of-pocket expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.

PART X. SENIOR MANAGERS

73. The Directors at their discretion may appoint one or more persons to act as senior managers of the Association to exercise the Directors' authority to manage the activities or internal affairs of the Association in accordance with the Act. Each senior manager shall:
 - (a) be directly responsible to the Board as a whole through the office of the President and, in his or her absence, through the office of the Vice-President;

- (b) assist the board in the discharge of its duties;
 - (c) be responsible for and have general authority with respect to management and administration of the office of the Association and of all continuing operations of the Association; and
 - (d) perform such other duties and exercise such other authority as shall be established by the Association or otherwise determined from time to time by the board of Directors.
74. A person who is not qualified to be a Director of the Association in accordance with these Bylaws may not be appointed as a senior manager of the Association.
75. Subject to the Act, a Director of the Association may be appointed to act as senior manager of the Association.
76. A person appointed as a senior manager of the Association must comply and act in accordance with these Bylaws and with the provisions of the Act as if the senior manager was a Director.
77. In the absence of a written agreement to the contrary, the board of Directors may, by resolution, remove a senior manager before the expiration of his or her term of office. The appointment or removal of a senior manager does not create or prejudice contractual or common law rights of the senior manager.

PART XI. CONFLICT OF INTEREST

78. A Director, subject to section 56(5) of the Act, or senior manager of the Association who has a direct or indirect material interest in a contract or transaction, or a proposed contract or transaction, of the Association or any matter that is or is to be subject to consideration by the Board, if that interest could result in materially conflicting duties or interests with such Director's or senior manager's duty or interest as a Director or senior manager of the Association, must promptly and fully disclose to the Board the nature and extent of the Director's or senior manager's interest in accordance with the Act.
79. A Director or senior manager who holds a disclosable interest under Bylaw 79 in a contract or transaction and who is present at the meeting of Directors at which the contract or transaction is considered for approval:
- (a) must leave the Directors' meeting when the contract, transaction or matter is discussed, unless asked by the Directors to be present to provide information;
 - (b) must leave the meeting when the Directors vote on the contract, transaction or matter; and
 - (c) must refrain from any action intended to influence the discussion or vote;
- but any such Director may be counted in the quorum at the meeting whether or not the Director votes on any or all of the resolutions considered at the meeting.
80. A Director or senior manager who neglects to disclose the nature and extent of such Director's or senior manager's interest in a contract, transaction or matter in accordance with Bylaw 79, must

pay to the Association an amount equal to any profit made by the Director or senior manager as a consequence of the Association entering into or performing a contract or transaction unless:

- (a) the contract or transaction is approved by a Directors' resolution after the disclosure of such Director's or senior manager's interest in such contract or transaction; or
- (b) the contract or transaction is approved by a Special Resolution after the nature and extent of the Director's or senior manager's interest in the contract or transaction has been fully disclosed to the members.

PART XII. AUDITOR

- 81. This part applies only where the Association is required or has resolved to have an Auditor.
- 82. The first Auditor shall be appointed by the Directors, who shall also fill vacancies occurring in the office of Auditor.
- 83. At each annual general meeting the Association shall appoint an Auditor to hold office until he or she is re-elected or his or her successor is ejected at the next annual general meeting.
- 84. The Auditor may be removed by Ordinary Resolution.
- 85. The Auditor shall be informed forthwith in writing of his or her appointment or removal.
- 86. No Director and no employee of the Association shall be the Auditor of the Association.
- 87. The Auditor may attend general meetings.

PART XIII. NOTICES TO MEMBERS

- 88. A notice may be given to a member either personally, by mail addressed to the member's registered address or by email.
- 89. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and, in proving that notice has been given, it is sufficient to prove that the notice was addressed and put in a Canadian post office receptacle. A notice sent by email shall be deemed to have been given on the day after it is sent.
- 90. Notice of a general meeting shall be given to:
 - (a) every member shown on the register of members on the day the notice is given; and
 - (b) the Auditor, if Part XII applies.
- 91. No other person is entitled to receive notice of a general meeting.

PART XIV. AMENDMENTS

- 92. (a) The constitution may be amended at any general meeting of the Association by a Special Resolution.

- (b) Notice to amend any articles or to introduce new ones shall be given in writing to the Association's Secretary or Treasurer at least fifteen days prior to the meeting at which the motion is intended to be considered.

PART XV. DISSOLUTION

93. The Association may be dissolved, or liquidated and dissolved, by:
- (a) a dissolution, without liquidation, by the members of the Association by Ordinary Resolution;
 - (b) a voluntary liquidation and dissolution by the members of the Association by Special Resolution; or
 - (c) a court-ordered liquidation and dissolution by an application to the court.
94. In the event that the Association should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall, within one year, be turned over to another organization or organization promoting the same purposes of this Association or to a recognized charitable organization in the Province or elsewhere in Canada, as directed by the members.

DATED the 25th day of April, 2018.