

MOTIONS TO BE VOTED ON AT THE ANNUAL GENERAL MEETING

of

RIDGE MEADOWS MINOR HOCKEY ASSOCIATION

to be held March 11, 2014 at 7:00 p.m.
at Thomas Haney Secondary School

Motion 1:

“To approve a Special resolution (requiring not less than 75% of the votes from the voting members) in order to repeal the current version of the Society’s bylaws in their entirety, and adopt the attached version of By-Laws as the new By-Laws of the Society.”

(the proposed By-Laws can be found at www.ridgemeadowshockey.com).

Motion 2:

“To approve a Special resolution (requiring not less than 75% of the votes from the voting members) in order to delete By-Law 8.1 of the Society’s current By-Laws which currently states the following:

“1. Special Resolutions to amend or alter the Constitution or By-Laws can only be made at the Annual General Meeting and such resolutions will be published by the local media not less than fourteen (14) days prior to the Meeting.”

and to replace it with the following:

“1. Special Resolutions to amend or alter the Constitution or By-Laws can be made at any Annual General Meeting or Special General Meeting and such resolutions will be published on the Association website at least fourteen (14) days prior to the Meeting”.

RIDGE MEADOWS MINOR HOCKEY ASSOCIATION

BY-LAWS

Part 1 - Interpretation

1.1 Definitions

In these By-laws, unless the context otherwise requires:

- (a) **“Board”** means the Directors acting as authorized by the Constitution and these By-laws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (b) **“Board Resolution”** means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been consented to in writing by every Director who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (c) **“By-laws”** means these by-laws of the Society as amended from time to time;
- (d) **“Constitution”** means the constitution of the Society as amended from time to time;
- (e) **“Contributing Members”** means those members of the Society who qualify as members pursuant to By-law 2.4 and have been accepted by the Directors pursuant to By-law 2.6;
- (f) **“Directors”** means those Persons who have become directors of the Society in accordance with these By-laws;
- (g) **“Hockey Family”** means, together, any HCR Registrants who are siblings and their parents or legal guardians;
- (h) **“HCR”** means the Hockey Canada Registration System;
- (i) **“HCR Registrant”** means a Person registered through the HCR to play hockey with the Society and which for greater certainty includes a Minor HCR Registrant;
- (j) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (k) **“Life Members”** means those members of the Society who qualify as members pursuant to By-law 2.5 and have been accepted by the Directors pursuant to By-law 2.6;
- (l) **“Members”** means the members of the Society, comprised of Ordinary Members, Contributing Members and Life Members;
- (m) **“Membership Year”** means the period of time extending from August 1 to July 31;

- (n) **“Minor HCR Registrant”** means an HCR Registrant who is under the age of 19 years;
- (o) **“Ordinary Member”** means those members of the Society who qualify as members pursuant to By-law 2.3 and have been accepted by the Directors pursuant to By-law 2.6;
- (p) **“Ordinary Resolution”** has the meaning given to such term in the *Society Act*, namely:
 - (i) a resolution passed at a general meeting by the Voting Members by a simple majority of the votes cast in person, or
 - (ii) a resolution that has been submitted to the Voting Members and consented to in writing by 75% of the Voting Members who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Society;
- (q) **“Person”** means an individual, legal personal representative, corporation, society, partnership, trust, trustee or other entity or organization;
- (r) **“Policy Manual”** means the Policy Manual of the Society, as amended by the Directors from time to time;
- (s) **“Registered Address”** of a Member means the address of that Member as recorded in the register of members and shall, if provided by the Member, include that Member’s electronic mail address;
- (t) **“Registration”** means the registration of a Person as an HCR Registrant;
- (u) **“Registration Fee”** means the annual registration fee paid by or on behalf of an HCR Registrant at the time of his or her Registration;
- (v) **“Society”** means the Ridge Meadows Minor Hockey Association;
- (w) **“Society Act”** means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
- (x) **“Special Resolution”** has the meaning given to such term in the *Society Act*, namely:
 - (i) a resolution passed at a general meeting by a majority of not less than 75% of the votes of those Voting Members who, being entitled to do so, vote in person,
 - (1) of which the notice that the By-laws provide, and not being less than 14 days’ notice, specifying the intention to propose the resolution as a Special Resolution has been given, or
 - (2) if every Voting Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days’ notice has been given, or
 - (ii) a resolution that has been submitted to the Voting Members and consented to in writing by every Voting Member who would have been entitled to vote on the resolution in person at a general meeting of the Society, and a resolution so consented to is deemed to be a Special Resolution passed at a general meeting of the Society; and

- (y) **“Voting Members”** means, together, the Ordinary Members, the Contributing Members and any Life Members who have been granted the right to vote pursuant to By-law 4.11(c).

1.2 Society Act

The definitions in the *Society Act* on the date that these By-laws become effective apply to these By-laws.

1.3 General Interpretation Rules

Words importing the singular include the plural and vice versa; and words importing a male Person include a female Person and a corporation.

Part 2 - Membership

2.1 Members

The Members are those Persons who are Members on the date these By-laws came into force and those Persons who subsequently have become Members in accordance with these By-laws and, in either case, have not ceased to be Members.

Those Persons who are Members on the date these By-laws came into force as a result of being a parent or legal guardian of an HCR Registrant will be deemed to be Ordinary Members while those Persons who are Members on the date these By-laws came into force as a result of being actively involved with the general work of the Society and having been deemed to have paid the applicable membership fees will be deemed to be Contributing Members.

2.2 Membership Classes

There shall be three categories of Members as follows:

- (a) two classes of voting membership in the Society known as Ordinary Members and Contributing Members; and
- (b) one class of non-voting membership in the Society known as Life Members, provided that Life Members may be granted a right to vote by the Voting Members from time to time pursuant to By-law 4.11(c).

2.3 Eligibility for Ordinary Membership

In order to be eligible for membership in the Society as an Ordinary Member, a Person must, in the respect of the corresponding Membership Year:

- (a) be an HCR Registrant, provided that in respect of Minor HCR Registrants:
 - (i) one of his or her parents or legal guardians shall be identified as the Ordinary Member in respect of that Minor HCR Registrant; and
 - (ii) if more than one parent or legal guardian wishes to be identified as an Ordinary Member in respect of a Minor HCR Registrant, such parents or legal guardians shall together be identified as the single ‘Ordinary Member’ in respect of that Minor HCR Registrant; and
- (b) have paid the applicable Registration Fee, provided that the Directors may in their absolute discretion reduce or waive the applicable Registration Fee.

If a Person is the parent or legal guardian of more than one Minor HCR Registrant, such Person may, at the discretion of the Board, be permitted to hold a separate membership in the Society as an Ordinary Member in respect of each Minor HCR Registrant.

2.4 Eligibility for Contributing Membership

In order to be eligible for membership in the Society as a Contributing Member, a Person must, in the respect of the corresponding Membership Year:

- (a) be volunteering with the Society as a registered team official, as such term is defined by Hockey Canada, or a Director or have been appointed by the Board to fill a defined volunteer position with the Society; and
- (b) not have any children who are HCR Registrants.

2.5 Eligibility for Life Membership

In order to be eligible for membership in the Society as a Life Member:

- (a) a Person must have rendered, in the opinion of the Directors, distinctive service to the Society for at least 10 years; and
- (b) the Directors must have decided, by Board Resolution, to grant such Person a life membership in the Society.

2.6 Deemed Ordinary Membership

All HCR Registrants (or in the case of a Minor HCR Registrant, his or her parent or legal guardian) who have paid the Registration Fee shall automatically be granted membership in the Society as Ordinary Members.

2.7 Admission to Membership as Contributing and Life Members

A Person who is eligible for membership as a Contributing Member or a Life Member may apply in writing to the Society for membership in the Society and, upon acceptance by the Voting Members by Ordinary Resolution, shall be a Member. The Voting Members may, in their discretion, accept or refuse a written application for membership as a Contributing Member or Life Member.

2.8 Application for Membership

Applications for membership as Contributing Members and Life Members must:

- (a) be in writing and, if applicable, on a form approved by the Directors from time to time;
- (b) include the full name, address, telephone number of the applicant, and if the applicant wishes to receive notices from the Society by electronic mail, the electronic mail address of the applicant; and
- (c) be accompanied by any membership dues which are payable.

2.9 Compliance with Constitution, By-laws and Policies

Every Member shall, at all times, uphold the Constitution and comply with these By-laws and any policies of the Society adopted by the Directors from time to time, including without limitation the Policy Manual.

2.10 Membership Dues

The amount of the annual membership dues, if any, shall be determined by the Directors from time to time and may be waived or adjusted for one or more Members from time to time by the Directors in their sole discretion.

2.11 Transferability of Membership

Membership in the Society is not transferable.

2.12 Membership Term

- (a) The membership of each Ordinary Member and Contributing Member shall expire at the end of the corresponding Membership Year.
- (b) The term of those Persons who are Members on the date these By-laws come into force shall be extended until July 31.

2.13 Renewal of Membership

Ordinary Members and Contributing Members may renew their membership by:

- (a) in the case of a Contributing Member, re-submitting a membership application to the Board; and
- (b) in the case of an Ordinary Member, by Registering as an HCR Registrant (or by the parents or legal guardians of a Minor HCR Registrant Registering their child as a Minor HCR Registrant) for the coming Membership Year and paying the applicable Registration Fee.

2.14 Cessation of Membership

A Person shall cease to be a Member upon:

- (a) delivering his or her resignation in writing to the Secretary of the Society or mailing or delivering it to the address of the Society, which resignation shall be effective on the later of (i) the effective date of resignation stated therein and (ii) the date on which the resignation is received by the Secretary or Society, as the case may be;
- (b) his or her death;
- (c) in the case of Ordinary Members and Contributing Members, ceasing to be qualified for membership in the respective membership class;
- (d) the expiry of the Member's membership term;
- (e) being expelled pursuant to By-law 2.15; or
- (f) having been a Member not in good standing for 6 consecutive months.

2.15 Expulsion or Suspension of Members

- (a) A Member may be expelled or suspended by Special Resolution upon engaging in conduct deemed by the Members to be improper, unbecoming or likely to endanger the interest or reputation of the Society or upon wilfully committing a breach of the Constitution or By-laws.

- (b) A Member must be given notice of a proposed Special Resolution to expel or suspend him or her and such notice shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion or suspension.
- (c) The Person who is the subject of the proposed Special Resolution for expulsion or suspension shall be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.

2.16 Membership Standing

All Members are in good standing except any Member who has failed to pay his or her current annual membership due or Registration Fee, if applicable, or any other subscription or debt due and owing by him or her to the Society and such Member is not in good standing so long as the debt remains unpaid.

Part 3 - Meetings of Members

3.1 Time and Place of General Meetings

General meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, that the Directors decide.

3.2 Extraordinary General Meetings

Every general meeting, other than an annual general meeting, is an extraordinary general meeting. The Directors may, when they think fit, convene an extraordinary general meeting and, subject to the *Society Act*, the Directors shall convene an extraordinary meeting upon receipt of a written request of 25 Members in good standing.

3.3 Notice of General Meeting

The Society shall give at least 14 days' written notice of a general meeting to each Member who is entitled to receive notice, provided that the Members may waive or reduce the notice period required for any particular meeting by unanimous consent in writing. Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

3.4 Omission of Notice

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 that meeting.

3.5 Annual General Meetings

The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and, after that, an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting.

Part 4 - Proceedings at General Meetings

4.1 Special Business

Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting, except,

- (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 auditor, if any;
- (v) the election of Directors;
- (vi) the appointment of the auditor, if required; and
- (vii) the other business that, under these By-laws, 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.

4.2 Requirement for Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.3 Loss of Quorum

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.

4.4 Quorum

A quorum is 25 Voting Members in good standing present at a general meeting.

4.5 Failure to Achieve Quorum

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 Voting Members, shall be terminated; but in any other case, it 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 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

4.6 Chair of General Meeting

The President or in his or her absence, one of the other Directors present, shall chair a general meeting, provided that if at a general meeting:

- (a) there is no 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 present are unwilling to chair the meeting,

the Members present shall choose one of their number to chair the meeting.

4.7 Adjourning a General Meeting

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.

4.8 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting, provided that when a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.9 Proposing a Resolution

No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

4.10 Ordinary Resolutions

Any issue to be decided at a general meeting which is not required either by these By-laws or the *Society Act* to be decided by Special Resolution shall be decided by Ordinary Resolution.

4.11 Entitlement to Vote

- (a) Each Voting Member in good standing present at a meeting of Members is entitled to one vote.
- (b) If more than one parent or legal guardian, together, hold a single membership as an Ordinary Member on behalf of a Minor HCR Registrant, they are, together, entitled to one vote and must exercise that vote jointly. If only one such parent or legal guardian casts a vote, he or she will be deemed to be voting on behalf of all of the Persons registered in respect of that membership. If such parents or legal guardians purport to cast more than one vote in respect of any proposed resolution, the Board may in its discretion recognize only the first vote cast in respect of that resolution or deem all of the votes purported to be cast on the proposed resolution in respect of that membership to be invalid.
- (c) Each Life Member in good standing present at a meeting of Members may vote at that meeting of Members if the Voting Members present at such meeting resolve by Ordinary Resolution to allow such Life Member a right to vote. Any such Ordinary Resolution shall only be effective at the meeting of Members in which it was passed.
- (d) In case of an equality of votes the Person presiding as chair of a meeting shall not have a casting or second vote in addition to the vote to which such Person may be entitled as a Member and the proposed resolution shall not pass.

4.12 Voting By Show of Hands

Voting is by show of hands except that at the request of any two (2) Voting Members, a secret vote by written ballot will be required.

4.13 Proxy Voting

Voting by proxy is not permitted.

Part 5- Directors

5.1 Power of Directors

The 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 By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Society; and
- (b) these By-laws and the Constitution.

5.2 Management of Property and Affairs

The property and the affairs of the Society will be managed by the Board.

5.3 Invalidation of Director Acts

- (a) 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.
- (b) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

5.4 Composition of the Board and Number of Directors

- (a) The number of Directors shall be 13 or a greater number determined from time to time at a general meeting.
- (b) The Board shall be composed of the President, the Vice-President of Administration, the Vice-President of "C" Hockey, the Vice-President of "A" Hockey, and 9 Directors at large.

5.5 Director Qualifications

- (a) In order to be eligible to be elected as a Director, a Person must be either an Ordinary Member or a Contributing Member, and in each case must be in good standing.
- (b) Only one member of a Hockey Family may serve as a Director at any given time.

5.6 Election of Directors and Officers

Directors shall be elected by the Voting Members at an annual general meeting and shall take office effective April 1. For greater certainty, in electing the Directors, the Voting Members shall elect Directors to fill the positions of President, Vice-President of Administration, Vice-President of "C" Hockey, Vice-President of "A" Hockey as well as 9 Directors at large.

5.7 Election by Ballot

An election of Directors may be by acclamation otherwise, notwithstanding By-law 4.12, it shall be by written ballot.

5.8 Director Terms

- (a) Each Director shall be elected for a two (2) year term, commencing April 1 and shall retire from office on March 31 in the second year following his or her election.

- (b) The election of Directors shall be staggered such that, at each annual general meeting, at least six (6) Directors shall be elected for a term of two (2) years each.
- (c) If necessary to ensure that the Directors' terms are staggered, the Directors may from time to time by Board Resolution determine that up to six (6) Directors be elected at any annual general meeting for a one year term and retire from office effective March 31 in the year following his or her election.

5.9 Removal of Directors

The Members may by Special Resolution remove a Director before the expiration of his or her term of office, and may by Ordinary Resolution elect a successor to complete the term of office.

5.10 Ceasing to be a Director

A Person will automatically cease to be a Director upon:

- (a) ceasing to meet the qualifications set out in By-law 5.5;
- (b) delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, which resignation shall be effective on the later of (i) the effective date of resignation stated therein and (ii) the date on which the resignation is received by the Secretary or Society, as the case may be;
- (c) his or her death;
- (d) the expiry of his or her term of office as Director;
- (e) being absent without reasonable excuse from three (3) successive meetings of the Board in a Membership Year; or
- (f) his or her removal from office as Director.

5.11 Vacancies on the Board

- (a) The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors.
- (b) A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- (c) Notwithstanding paragraph (a), in the event of a vacancy in the position of President, Vice-President of Administration, Vice-President of "C" Hockey or Vice-President of "A" Hockey, the Directors may, in their discretion, appoint a Director to fill the vacated officer position. An officer so appointed holds office only until the conclusion of the next following annual general meeting of the Society at which time the Members shall elect a President, Vice-President of Administration, Vice-President of "C" Hockey or Vice-President of "A" Hockey, as the case may be, pursuant to By-law 5.6.

5.12 Support of Society Purposes

Every Director will unreservedly subscribe to and support the purposes of the Society.

5.13 Compensation

No Director shall be remunerated for being or acting as a Director.

5.14 Reimbursement for Expenses

A Director shall be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

5.15 Transitional Provisions Regarding Directors and Officers

On the coming into force of these By-laws, the Directors shall be those Persons who were elected at the preceding annual general meeting or, in the case of Directors who are in the final year of a 2 year term, who were elected at annual general meeting held in respect of the previous year. Following the coming into force of these By-laws, any Director currently serving a two (2) year term shall continue to serve as a Director for the year(s) remaining in his or her term.

Part 6 - Proceedings of Directors

6.1 Directors' Meetings

The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

6.2 Quorum of Directors' Meetings

The 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.

A Director who has, or may have, an interest in a proposed contract or transaction with the Society will be counted for the purposes of determining quorum at a meeting of the Board at which the proposed contract or transaction is considered but pursuant to By-law 7.2 is not entitled to vote on the proposed contract or transaction.

6.3 Chair of Directors' Meetings

The President shall chair 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 Directors present may choose one of their number to chair the meeting.

6.4 Calling Directors' Meetings

A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.

6.5 Notice of Directors' Meetings

Notice of a Board meeting shall be provided to each Director, provided that for a first meeting of Directors held immediately following the election of a Director or Directors at an annual or other general meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- (a) no notice of meeting of Directors shall be sent to that Director; and
- (b) any and all meetings of the Directors, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

6.6 Board Resolutions

Unless otherwise required under these By-laws or under the *Society Act*, questions arising at a meeting of the Directors and committees of Directors shall be decided by Board Resolution.

6.7 Entitlement to Vote

Each Director shall be entitled to one vote. In case of an equality of votes, the Person presiding as chair of a meeting shall not have a second or casting vote in addition to the vote which such Person is entitled as a Director and the proposed resolution shall not pass.

6.8 Procedure for Voting

- (a) Voting shall be by show of hands.
- (b) No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chair of a meeting may move or propose a resolution.

6.9 Resolutions in Writing

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 - Conflict of Interest

7.1 Declaration of Conflict

A Director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of such interest to each of the other Directors and shall otherwise comply with the *Society Act* and any policies adopted by the Board from time to time including, without limitation, those set out in the Policy Manual.

7.2 Voting on Proposed Contract or Transaction

A Director who has declared his or her conflict of interest pursuant to By-law 7.1 shall abstain from voting on the proposed contract or transaction with the Society.

7.3 Participation in Discussions

Unless otherwise directed by the President, a Director who has declared his or her conflict of interest pursuant to By-law 7.1 will not participate further in the discussions of the Board regarding the proposed contract or transaction.

Part 8- Committees

8.1 Formation of Committees

The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

8.2 Delegation to Committees

The Board may delegate any, but not all, of its powers to committees consisting of one or more Directors as it thinks fit.

8.3 Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed on it by the Board in the terms of reference or otherwise, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

Part 9- Officers

9.1 Election and Removal of Officers

The President, Vice-President of Administration, Vice-President of "A" Hockey and Vice-President of "C" Hockey, elected by the Voting Members pursuant to By-law 5.6, shall be officers of the Society. The Board may also elect additional officers of the Society including a Secretary and Treasurer, each of whom must also be a Director, and may at any time remove such elected Directors as officers by Board Resolution.

9.2 Officer Duties

- (a) The President, Vice-President of Administration, Vice-President of "A" Hockey and Vice-President of "C" Hockey shall have the powers, functions and duties set out in this Part 9.
- (b) The Directors may, for each additional officer appointed, determine the powers of each such officer, provided that, if appointed the Secretary and Treasurer shall have the powers, functions and duties set out in this Part 9.

9.3 Duties of President

The President shall preside at all meetings of the Society and of the Directors. The President shall supervise the other officers in the execution of their duties.

9.4 Duties of Vice-President of Administration

The Vice-President of Administration shall be responsible for all administrative functions of the Society, as set out in the Policy Manual.

9.5 Duties of Vice-President of "A" Hockey

The Vice-President of "A" Hockey shall be responsible for all functions of the Society dealing with "representative teams", as defined in the Policy Manual.

9.6 Duties of Vice-President of "C" Hockey

The Vice-President of "C" Hockey shall be responsible for all functions of the Society dealing with "house league teams", as defined in the Policy Manual.

9.7 Duties of Secretary

The Secretary shall be responsible for carrying out or making the necessary arrangements for:

- (a) the conduct of the correspondence of the Society;
- (b) the issuance of notices of meetings of the Society and Directors;
- (c) the keeping of minutes of all meetings of the Society and Directors;
- (d) the custody of all records and documents of the Society except those required to be kept by the Treasurer;
- (e) the custody of the common seal of the Society;
- (f) the maintenance of the register of Members; and
- (g) any other duties assigned to the Secretary in the Policy Manual.

9.8 Duties of Treasurer

The Treasurer shall be responsible for carrying out or making the necessary arrangements for:

- (a) the keeping of the financial records, including books of account, necessary to comply with the *Society Act* and the *Income Tax Act*;
- (b) the rendering of financial statements to the Directors, Members and others when required; and
- (c) any other duties assigned to the Treasurer in the Policy Manual.

9.9 Election of Secretary-Treasurer

The offices of Secretary and Treasurer may be held by one Person who shall be known as the Secretary-Treasurer.

9.10 Absence of Secretary

In the absence of the Secretary from a meeting, the Directors shall appoint another Person to act as secretary at that meeting.

Part 10 - Seal

10.1 Directors May Provide for Seal

The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

10.2 Use of Seal

The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the Persons prescribed in the resolution, or if no Persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

Part 11 - Banking and Finances

11.1 Society Accounts

The financial accounts of the Society shall be maintained in the name of the Society at a financial institution selected by the Directors.

11.2 Cheque-Signing Authority

All cheques issued in the name of the Society shall be signed by any two of the President, Vice-President of Administration, Secretary and Treasurer of the Society.

11.3 Power of Directors

In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

11.4 Issuance of Debenture

No debenture shall be issued without the sanction of a Special Resolution.

11.5 Restrictions on Directors' Borrowing Powers

The Members may by Special Resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

11.6 Financial Year

The financial year of the Society shall be from April 1 to March 31.

Part 12 - Auditor

12.1 Requirement for Audit

This Part applies only where the Society is required or has resolved to have an auditor.

12.2 Appointment of Auditor

- (a) The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of the auditor.

- (b) At each annual general meeting the Society shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting.

12.3 Removal of Auditor

An auditor may be removed by Ordinary Resolution.

12.4 Notice of Appointment

An auditor shall be promptly informed in writing of appointment or removal.

12.5 Auditor Qualifications

No Director and no employee of the Society shall be auditor.

12.6 Attendance at Annual General Meetings

The auditor may attend general meetings.

Part 13 - Notices to Members

13.1 Method of Giving Notices

A notice may be given to a Member by any one or more of the following methods:

- (a) personally;
- (b) by mail to him or her at his or her Registered Address; or
- (c) by electronic mail,

and the Society shall also post the notices of general meeting on its website.

13.2 Notice Deemed to Have Been Given

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 the notice was properly addressed and put in a Canadian post office receptacle with adequate postage affixed. Any notice delivered personally or by electronic mail shall be deemed to have been given on the day it was so delivered or sent.

13.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day on which the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

13.4 Entitlement to Notice

- (a) Notice of a general meeting shall be given to:
 - (i) every Person shown on the register of Members as a Member on the day notice is given; and
 - (ii) the auditor, if Part 12 applies.

- (b) No other Person is entitled to receive a notice of general meeting.

Part 14 - Indemnification

14.1 Indemnification of Directors and Officers

Subject to the provisions of the *Society Act*, each Director and each officer of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director or officer of the Society, as applicable.

14.2 Indemnification of Past Directors and Officers

To the extent permitted by the *Society Act*, the Society will indemnify and hold harmless every Person heretofore now or hereafter serving as a Director or officer of the Society and that Person's heirs and personal representative.

14.3 Advancement of Expenses

To the extent permitted by the *Society Act*, all costs, charges and expenses incurred by a Director or officer with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

14.4 Approval of Court and Term of Indemnification

The Society will apply to the court for any approval of the court which may be required to ensure that the indemnities herein are effective and enforceable. Each Director and each officer of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

Part 15- By-Laws

15.1 Entitlement to a Copy of Constitution and By-laws

On being admitted to membership, each Member is entitled to and upon request, the Society shall give him or her, without charge, a copy of the Constitution and By-laws of the Society and the Policy Manual. The Society shall also make a copy of the Constitution and these By-laws and the Policy Manual available on its website.

15.2 Amendment of By-laws

These By-laws shall not be altered or added to except by Special Resolution.

Part 16 - General

16.1 Operations

As set out in the Constitution, the operations of the Society shall be chiefly carried on in the municipalities of Maple Ridge and Pitt Meadows, each of which is in the Province of British Columbia,

16.2 Roberts Rules of Order

All meetings of the Society shall be governed by Roberts' Rules of Order, provided that in the event of a conflict between Roberts' Rules of Orders and the Constitution or these By-laws, the Constitution or these By-laws, as applicable, shall prevail.