



**SINEAD O'CALLAGHAN**

## BYLAWS

### Part 1 - Interpretation

#### 1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) **"Board"** means the Directors acting as authorized by the *Societies Act*, the Constitution and these Bylaws 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 by a simple majority of the votes cast by those Directors who are entitled to vote on such matter either at a duly constituted meeting of the Board (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the Board and by Electronic Means; or
  - (ii) a resolution that has been consented to in writing by every Director who would have been entitled to vote on the resolution at a meeting of the Board;
- (c) **"Bylaws"** means the bylaws of the Society as filed with the Registrar and as may be altered from time to time in accordance with the *Societies Act*;
- (d) **"Constitution"** means the constitution of the Society as filed with the Registrar, and as may be altered from time to time in accordance with the *Societies Act*;
- (e) **"Contributing Members"** means those members of the Society who qualify as members pursuant to Bylaw 2.4 and have been accepted by the Directors pursuant to Bylaw 2.7(a);
- (f) **"Directors"** means those individuals who are, or who subsequently become, directors of the Society in accordance with these Bylaws and who have not ceased to be directors;
- (g) **"Electronic Means"** means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet-based technology or other communication facility or medium, that:
  - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the meeting or proceeding adequately, simultaneously and instantaneously, in a manner comparable, but not necessarily identical, to a meeting or proceeding where all participants are present in the same location; and
  - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;
- (h) **"Hockey Family"** means, together, any HCR Registrants who are siblings and their parents or legal guardians;
- (i) **"HCR"** means the Hockey Canada Registration System;

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- (j) **"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;
- (k) **"Income Tax Act"** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (l) **"Life Members"** means those members of the Society who qualify as members pursuant to Bylaw 2.5 and have been accepted by the Members pursuant to Bylaw 2.7(b);
- (m) **"Members"** means all of the members of the Society, comprised of Ordinary Members, Contributing Members and Life Members;
- (n) **"Membership Year"** means the period of time extending from August 1 in one year to July 31 in the year which next follows;
- (o) **"Minor HCR Registrant"** means an HCR Registrant who is under the age of 19 years;
- (p) **"Ordinary Member"** means those members of the Society who qualify as members pursuant to Bylaw 2.3 and have been accepted by the Directors pursuant to Bylaw 2.6;
- (q) **"Ordinary Resolution"** means:
  - (i) a resolution passed by a simple majority of the votes cast by those Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person, by advance ballot or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the Members and by Electronic Means; or
  - (ii) a resolution consented to in writing, after being sent to all of the Members entitled to vote on such matters, by at least 2/3 of such Members.
- (r) **"Person"** means an individual, legal personal representative, corporation, society, partnership, trust, trustee or other entity or organization;
- (s) **"Policy Manual"** means the Policy Manual of the Society, as amended by the Directors from time to time;
- (t) **"President"** means the individual appointed or elected to the office of the president in accordance with these Bylaws;
- (u) **"Registered Address"** of a Member or Director means the address of that Member or Director, as applicable, recorded in the register of Members or register of Directors, as the case may be, including, if provided by the Member or Director for that purpose, that Member's or Director's facsimile number and electronic mail address;
- (v) **"Registrar"** means the Registrar of Companies of the Province of British Columbia;
- (w) **"Registration"** means the registration of a Person as an HCR Registrant;
- (x) **"Registration Fee"** means the annual registration fee paid by or on behalf of an HCR Registrant at the time of his or her Registration;
- (y) **"Secretary"** means the individual appointed or elected to the office of the secretary in accordance with these Bylaws

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- (z) **“Senior Manager”** means an individual appointed by the Directors to serve as a senior manager in accordance with the *Societies Act*;
- (aa) **“Societies Act”** means the Societies Act of the Province of British Columbia from time to time in force, as it may be amended, restated or replaced from time to time, and includes any successor legislation thereto and all regulations enacted thereunder;
- (bb) **“Society”** means the Ridge Meadows Minor Hockey Association or such other name by which the Society becomes known if it changes its name in accordance with the Societies Act and these Bylaws;
- (cc) **“Special Resolution”** means:
  - (i) a resolution passed by at least 2/3 of the votes cast by those Members entitled to vote on such matter either at a duly constituted meeting of the Members (whether participating in person or, to the extent permitted by these Bylaws, by Electronic Means); by Electronic Means in accordance with these Bylaws; or a combination of votes cast at a meeting of the Members and by Electronic Means; or
  - (ii) a resolution consented to in writing by all of the Members;
- (dd) **“Treasurer”** means the individual appointed or elected to the office of the treasurer in accordance with these Bylaws
- (ee) **“Vice-President of “A” Program”** means the individual appointed or elected to the office of the Vice-President of “A” Program in accordance with these Bylaws;
- (ff) **“Vice-President of Administration”** means the individual appointed or elected to the office of the Vice-President of Administration in accordance with these Bylaws;
- (gg) **“Vice-President of “C” Program”** means the individual appointed or elected to the office of the Vice-President of “C” Program in accordance with these Bylaws; and
- (hh) **“Vice-President of “H” Program”** means the individual appointed or elected to the office of the Vice-President of “H” Program in accordance with these Bylaws.

### 1.2 Societies Act Definitions

The definitions in the *Societies Act* on the date these Bylaws become effective apply to these Bylaws.

### 1.3 General Interpretation Rules

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

## Part 2 - Membership

### 2.1 Members

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

## **2.2 Membership Classes**

There shall be three classes of membership in the Society, each of which shall be a class of voting membership in the Society:

- (a) Ordinary Members;
- (b) Contributing Members; and
- (c) Life Members.

## **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 5 years; and
- (b) the Directors must have decided, by Board Resolution and subject to the approval of the Members pursuant to Bylaw 2.7, to grant such Person a life membership in the Society.

## **2.6 Deemed Ordinary Membership**

Every HCR Registrant (or in the case of a Minor HCR Registrant, his or her parent or legal guardian) who has paid the Registration Fee shall automatically be granted membership in the Society as an Ordinary Member.

## **2.7 Admission to Membership as Contributing and Life Members**

- (a) A Person who is eligible for membership as a Contributing Member may apply in writing to the Board for membership in the Society in accordance with these Bylaws and, upon acceptance by Board Resolution, shall be a Contributing Member. The Board may, in its discretion, accept or refuse a written application for membership as a Contributing Member.
- (b) A Person who is eligible for membership as a Life Member may apply in writing to the Society for membership in the Society in accordance with these Bylaws and, upon acceptance by the Members by Ordinary Resolution, shall be a Life Member. The Members may, in their discretion, accept or refuse a written application for membership as a 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 and be submitted to the Society at the registered address of the Society or to an authorized representative of the Society;
- (b) include any documents or other information as the Society may require to confirm eligibility for membership in the appropriate class;
- (c) 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
- (d) be accompanied by any membership dues which are payable.

## **2.9 Compliance with Constitution, Bylaws and Policies**

Every Member shall, at all times, uphold the Constitution and comply with these Bylaws 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, by Board Resolution, for each class of Members which may be required to pay dues. The Board may prescribe different rates of dues for different classes of Members. In the absence of any such determination, it will be deemed that there are no annual or other membership dues. Once the amount of any membership dues has been determined, that amount will be deemed to be the annual membership dues in each succeeding membership year until changed by the Directors in accordance with these Bylaws. The Board may, in its discretion, discount, pro-rate or waive the payment of dues required for particular Members from time to time.

## **2.11 Transferability of Membership**

Membership in the Society is not transferable.

## **2.12 Membership Term**

The membership of each Ordinary Member and Contributing Member shall expire at the end of the corresponding Membership Year.

## **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 Member's membership in the Society terminates immediately upon:

- (a) the resignation of such individual as a Member, the effective date of which will be the later to occur of (i) the receipt by the Society of the written resignation; and (ii) the effective date, if any, specified in the resignation;
- (b) his or her death;
- (c) in the case of Ordinary Members and Contributing Members, ceasing to be qualified for membership in his or her membership class in accordance with these Bylaws;
- (d) the expiry of the Member's membership term;
- (e) being expelled pursuant to Bylaw 2.15; or
- (f) unless otherwise waived by the Board in its discretion, having been 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 Bylaws.
- (b) The Society must send to the Member a written notice of the proposed Special Resolution to expel or suspend such Member and such notice must be accompanied by a brief statement of the reason or reasons for the proposed expulsion or suspension.
- (c) The Member who is the subject of the proposed Special Resolution for expulsion or suspension must be given an opportunity to make representations to the Society respecting the proposed expulsion or discipline 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 dues 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.

## **2.17 Rights of Members Not in Good Standing**

A Member of any class that is not in good standing has the right to receive notice of and to attend all meetings of Members but is suspended from all other rights and privileges, including the right to vote at such meetings, for so long as such Member remains not in good standing.

## **2.18 Rights of Members on Cessation of Membership**

All rights and privileges of a Member terminate immediately on cessation of membership.

# **Part 3 - Meetings of Members**

## **3.1 Annual General Meetings**

Unless otherwise permitted in accordance with the Societies Act, the Society will hold an annual general meeting at least once in every calendar year.

## **3.2 Time and Place of General Meetings**

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

## **3.3 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 by Board Resolution and, subject to the Societies Act, the Directors will convene an extraordinary general meeting upon receipt of a written requisition that is signed by not fewer than 25 Members in good standing and that otherwise complies with the Societies Act.

## **3.4 Notice of General Meeting**

- (a) Subject to Bylaw 3.5, written notice of a general meeting must be sent to every Member at least 14 days and not more than 60 days before the meeting.
- (b) Notice of a general meeting must:
  - (i) specify the date, time and location of the general meeting;
  - (ii) include the text of any special resolution to be submitted to the meeting; and
  - (iii) in the case of special business, the general nature of that business.
- (c) If the Board has determined to permit participation in a general meeting by Electronic Means, notice of the meeting must inform Members and other participants, if any, that they may participate by Electronic Means and provide instruction on how this may be done.

### **3.5 Deemed Sending of Notice of General Meeting**

Notwithstanding Bylaw 3.4, for so long as the Society has more than 250 Members, notice of a general meeting may be sent:

- (a) by e-mail to every Member who has provided an email address to the Society, by email to that email address at least 14 days and not more than 60 days before the meeting; and
- (b) by posting notice of the meeting notice of the date, time and location of the meeting on the Society's website for at least 21 days immediately before the meeting.

### **3.6 Waiver of Notice**

A Member may, in any manner, waive the Member's entitlement to notice of a general meeting or may agree to reduce the period of that notice. Attendance of a Member at a general meeting is a waiver of the Member's entitlement to notice of the meeting unless the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **3.7 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.

## **Part 4 - Proceedings at General Meetings**

### **4.1 Special Business**

At a general meeting, 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 of the Society presented to the meeting;
  - (iii) the consideration of the report, if any, of the Directors;
  - (iv) the consideration of the report, if any, of the auditor;
  - (v) election or appointment of Directors;
  - (vi) appointment of the auditor, if any; and
  - (vii) 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 and not requiring the passing of a Special Resolution.



#### **4.2 Requirement for Quorum**

No business, other than the election of an individual 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 Members in good standing present at a general meeting in person or by Electronic Means (to the extent permitted by the Board for the relevant meeting of Members).

#### **4.5 Lack of Quorum at Commencement of Meeting**

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, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for holding the continuation of the adjourned meeting, the Members present constitute a quorum for that meeting.

#### **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**

The chair of a general meeting may, or, if so directed by the Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

#### **4.8 Notice of Continuation of Adjourned Meeting**

It is not necessary to send notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 10 days or more, notice of the continuation of the adjourned meeting must be sent.

#### **4.9 Participation in General Meetings by Electronic Means**

The Board may, in its discretion, determine to hold any general meeting, either in whole or in part, by Electronic Means so as to allow some or all of the Members and any other participants in such meeting to participate in the meeting remotely, provided that if so determined, the Board must take reasonable steps to ensure that all of the persons participating in the meeting, whether in person or by Electronic Means, are able to communicate with each other. Any Person participating in a general meeting by Electronic Means is deemed to be present at such meeting.

#### **4.10 Proposing a Resolution**

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

#### **4.11 Ordinary Resolutions**

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

#### **4.12 Entitlement to Vote**

- (a) Each Member in good standing 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 as that Ordinary Member on behalf of that Minor HCR Registrant. If such parents or legal guardians purport to cast more than one vote on behalf of that membership on any proposed resolution, the Board may in its discretion recognize only the first vote cast on behalf of that membership on any proposed resolution or deem all of the votes purported to be cast on behalf of that membership on the proposed resolution to be invalid.
- (c) In case of an equality of votes cast at a meeting of Members, 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.

#### **4.13 Voting Outside of a General Meeting**

The Board may, in its sole discretion from time to time, approve the conduct of a vote of the Members other than at a general meeting. Such a vote may be taken by mail-in ballot or Electronic Means. For each such vote, the Society must provide each Member in good standing with notice in accordance with these Bylaws, which notice must include:

- (a) the text of the resolutions that are the subject of the vote and any other supporting documentation;
- (b) the opening and closing dates for casting a vote; and
- (c) instructions on how a Member may cast a vote.

#### **4.14 Methods of Voting**

Voting by Members at a general meeting may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by a show of hands or voting cards, an oral vote or another method that adequately discloses the intention of the Members who are entitled to vote; or
- (b) by written ballot,

provided that where a vote is to be conducted in accordance with paragraph (a), if requested by two or more Members or directed by the chair of the meeting, in each case prior to the conduct of the vote, such

vote will be conducted by secret written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

#### **4.15 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 Bylaws 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 Bylaws and the Constitution.

#### **5.2 Management of Property, Activities and Internal Affairs**

The property, activities and internal 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 a Director or the Board is invalid merely because:
  - (i) of a defect in a Director's designation, election or appointment or in the qualifications of a Director;
  - (ii) fewer than the required number of directors have been designated, elected or appointed;
  - (iii) the residency requirements for the Directors have not been met; or
  - (iv) a majority of the Directors, contrary to the *Societies Act*, receive or are entitled to receive remuneration from the Society under contracts of employment or contracts for services.

#### **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 by Ordinary Resolution, each of whom is elected or appointed in accordance with these Bylaws.
- (b) The Board shall be composed of the President, the Vice-President of Administration, the Vice-President of "C" Program, the Vice-President of "A" Program, the Vice-President of H1-4 Program and 8 Directors at large.

## 5.5 Director Qualifications

- (a) In order to be eligible to be elected and to serve as a Director, an individual must comply with requirements in Societies Act and, without limiting the foregoing, must:
  - (i) be at least 18 years of age;
  - (ii) not have been found by any court to be incapable of managing his or her affairs;
  - (iii) not be an undischarged bankrupt;
  - (iv) not have been convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, in each case in the time periods and circumstances prescribed by the *Societies Act*; and
  - (v) 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 Members at an annual general meeting and shall take office effective April 1 of each year. For greater certainty, in electing the Directors, the Members shall elect Directors to fill the positions of President, Vice-President of Administration, Vice-President of "C" Program, Vice-President of "A" Program and Vice-President of "H" Program as well as 8 Directors at large.

## 5.7 Election by Ballot

An election of Directors may be by acclamation, provided that if there are more candidates for election as Directors than there are vacant positions for Director, the election of Directors will, notwithstanding Bylaw 4.13, be by secret ballot with the name of each candidate appearing individually on the ballot. Candidates are deemed to be elected in order of the candidates receiving the most votes. In the event of an election by ballot, no Member will vote for more Directors than the number of vacant positions for Director. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void. Votes may be cast using the methods of voting determined by the Directors pursuant to Bylaw 4.13.

## 5.8 Director Terms

- (a) Subject to paragraph (c), each Director shall be elected for a two (2) year term, commencing April 1 and shall retire from office at 11:59 p.m. on March 31 in the second year following his or her election, provided that if no successor is elected at such meeting and the retirement of a Director would cause the number of Directors to fall below three, such Director may, if he or she consents, will continue to hold office (and the term of such individual as Director is deemed to have been extended) until such time as a successor Director is elected.
- (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 prior to an election determine that up to six (6) Directors be elected at any annual general meeting for a one year term and that each such Director

retires from office effective at 11:59 p.m. on 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 or appoint an individual who is qualified under Bylaw 5.5 to serve as Director for the balance of the term of office of the removed Director.

## **5.10 Ceasing to be a Director**

An individual will cease to be a Director upon:

- (a) ceasing to meet any of the qualifications for being a Director set out in the *Societies Act* or these Bylaws;
- (b) the resignation of such individual as a Director, the effective date of which will be the later to occur of (i) the receipt by the Society of the written resignation; and (ii) the effective date, if any, specified in the resignation;
- (c) his or her death;
- (d) the expiry of his or her term of office as Director, unless re-elected;
- (e) An individual will cease to be a Director upon failing to maintain a minimum attendance of 75% at scheduled Board meetings, on a rolling basis, after attending the fourth meeting following their election or appointment as a Board member, without reasonable excuse; 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, by Board Resolution, appoint a Member as a Director to fill a vacancy on the Board, provided that such individual is qualified under these Bylaws to serve as a Director.
- (b) An individual appointed by the Board to fill a vacancy on the Board will cease to be a Director at the conclusion of the next annual general meeting following such appointment, at which time the position will be filled by the Members in accordance with Bylaw 5.6. Such individual 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" Program, Vice-President of "A" Program or Vice-President of "H" Program, 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" Program, Vice-President of "A" Program or Vice-President of "H" Program, as the case may be, pursuant to Bylaw 5.6.

## **5.12 Support of Society Purposes**

Each Director will unreservedly subscribe to and support the purposes of the Society and, when exercising the powers and performing the functions of a Director, will act with a view to 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**

The Society may reimburse a Director for reasonable expenses necessarily incurred by him or her in performing his or her duties as a Director.

## **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 quorum of Directors necessary to transact business 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 Bylaw 7.2 is not entitled to vote on the proposed contract or transaction.

### **6.3 Chair of Directors' Meetings**

Subject to a Board Resolution appointing another individual to chair a meeting, the President will chair all meetings of Directors.

If the President or such other individual appointed by Board Resolution is not present within 30 minutes after the time appointed for holding the meeting or is unwilling to chair 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**

At least 2 days written notice of a Board meeting shall be provided to each Director unless all of the Directors agree to a shorter notice period, provided that:

- (a) 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;
- (b) no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting and waive notice thereof in writing or give a prior verbal waiver to the secretary of the Society; and

- (c) if the Board decides, by Board Resolution, to hold regularly scheduled meetings to take place at dates and times set in advance by the Board and notice of this schedule of regular meetings is given to all Directors, no further notice need be given of such regularly scheduled Directors' meetings.

If a meeting of the Board will permit participation by Electronic Means, notice of that meeting must inform the Directors and other participants, if any, that they may participate by Electronic Means and provide instructions on how to do so.

#### **6.6 Board Proceedings Valid Despite Omission to Send Notice**

The accidental omission to send notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

#### **6.7 Board Resolutions**

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

#### **6.8 Director Entitlement to Vote**

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

#### **6.9 Procedure for Voting**

- (a) Unless otherwise set out in these Bylaws, voting by Directors may occur by any one or more of the following methods, in the discretion of the chair of the meeting:
  - (i) by a show of hands, an oral vote or another method that adequately discloses the intention of the Directors;
  - (ii) by written ballot; or
  - (iii) by Electronic Means,provided that where a vote is to be conducted in accordance with paragraph (a), if directed by the chair of the meeting prior to the conduct of the vote, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing the vote of any individual Director.
- (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.

#### **6.10 Electronic Participation in Meetings of Directors**

The Board may determine, by resolution of Directors approved by all of the Directors voting on that resolution, to hold any meeting or meetings, either in whole or in part, by Electronic Means, so as to allow one or more individuals to participate remotely in the meeting, provided that all participants in the meeting, whether in person or by Electronic Means, are able to communicate with each other, and any such Director is deemed to be present at such meeting.

## **Part 7 - Conflict of Interest**

### **7.1 Declaration of Conflict**

A Director who has a direct or indirect material interest in:

- (a) a contract or transaction, or proposed contract or transaction, of the Society; or
- (b) a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society,

must disclose fully and promptly the nature and extent of such interest to each of the other Directors and will otherwise comply with the *Societies 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 Bylaw 7.1 shall abstain from voting on the Board Resolution (whether considered at a meeting of Directors or a consent resolution of the Directors) in respect of the contract, transaction or other matter contemplated in Bylaw 7.1 and will refrain from any action intended to influence the discussion or vote.

### **7.3 Participation in Discussions**

A Director who has declared his or her conflict of interest pursuant to Bylaw 7.1 will leave the Directors' meeting, if any:

- (a) at which the contract, transaction or other matter is discussed, unless asked by a majority of other Directors present to remain at the meeting to provide information; and
- (b) when the other Directors vote on the contract, transaction or matter contemplated in Bylaw 7.1,

and in all cases will refrain from any action intended to influence the discussion or vote.

## **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.

### **8.4 Committee Meetings**

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

### **8.5 Dissolution of Committee**

The Board may dissolve any committee by Board Resolution.

## **Part 9 - Officers and Senior Managers**

### **9.1 Election and Removal of Officers**

The President, Vice-President of Administration, Vice-President of "A" Program, Vice-President of "C" Program and Vice-President of "H" Program, each of which is elected by the Members pursuant to Bylaw 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. Each such officer will be deemed to be appointed as a Senior Manager to the extent that, by virtue of his or her appointment to such officer position, such individual has been appointed to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.

### **9.2 Officer Duties**

- (a) The President, Vice-President of Administration, Vice-President of "A" Program, Vice-President of "C" Program and Vice-President of "H" Program 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" Program**

The Vice-President of "A" Program 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” Program**

The Vice-President of “C” Program shall be responsible for all functions of the Society dealing with “house league teams” from u11 to u21, as defined in the Policy Manual.

#### **9.7 Duties of Vice-President of “H” Program**

The Vice-President of “H” Program shall be responsible for all functions of the Society dealing with “house league teams” from u6 to u9, as defined in the Policy Manual.

#### **9.8 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 the records of the Society in accordance with the *Societies Act* (except for those records for which the Treasurer is responsible);
- (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.

#### **9.9 Duties of Treasurer**

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

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

#### **9.10 Election of Secretary-Treasurer**

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

#### **9.11 Absence of Secretary**

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

#### **9.12 Appointment of Senior Managers**

The Directors may appoint one or more Senior Managers of the Society to exercise the Directors' authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society.

#### **9.13 Qualifications of Senior Managers**

In order to be eligible to be appointed as a Senior Manager, an individual must comply with requirements in *Societies Act* and, without limiting the foregoing, must:

- (a) be at least 18 years of age;
- (b) not have been found by any court to be incapable of managing his or her affairs;
- (c) not be an undischarged bankrupt; and
- (d) not be convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless otherwise permitted under the *Societies Act*.

#### **9.14 Senior Manager Conflicts of Interest**

The provisions in Part 7 of these Bylaws apply to Senior Managers, *mutatis mutandis*.

### **Part 10 - Seal and Execution of Documents**

#### **10.1 Directors May Provide for Seal**

The Society may have a corporate seal in the form approved from time to time by the Board. If the Society has a corporate seal, the Secretary will have custody of, or make the necessary arrangements for the custody of, the seal.

#### **10.2 Use of Seal**

The corporate seal is not required for the purpose of executing documents and shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the individuals prescribed in the resolution, or if no individuals are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

#### **10.3 Execution of Instruments**

All contracts, documents or instruments in writing requiring the signature of the Society may be signed in the manner directed by the Board from time to time by Board Resolution and in the absence of any such Board Resolution, may be signed by any two officers or Directors.

### **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 Borrowing and Issuance of Securities**

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, may:

- (a) borrow money; and
- (b) issue bonds, debentures, notes, mortgages, security agreements or other evidences of debt obligations at any time, to any Person and for any consideration.

### **11.4 Restrictions on Directors' Borrowing Powers**

Notwithstanding Bylaw 11.3(a), the Members may by Special Resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

### **11.5 Investment of Property**

The Board may invest the property of the Society in any form of property or security in which a prudent investor might invest, including in any mutual fund, common trust fund, pooled fund or similar investment. The standard of care required of a Director in respect of such investment is that he or she exercises the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society.

### **11.6 Investment Advice and Delegation of Investment Authority**

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice under comparable circumstances.

The Directors may delegate to a stockbroker, investment dealer or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

### **11.7 Financial Year**

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

### **11.8 Accounting Records**

The Society will maintain such financial and accounting records and books of account as are required by the *Societies Act* and applicable laws.

## Part 12 - Inspection of Records

### 12.1 Inspection of Records

- (a) The records of the Society will be open to inspection by any Directors in accordance with the *Societies Act*.
- (b) The Members will have the right to inspect the records required to be kept by the Society in accordance with section 20(1) of the *Societies Act* (as such section may be amended, restated, renumbered or replaced from time to time), including:
  - (i) the Society's certificate of incorporation, Constitution and these Bylaws;
  - (ii) the Society's register of Members and register of Directors,
  - (iii) each written consent of an individual to act as a Director and each written resignation of a Director;
  - (iv) the minutes of each general meeting of Members, including the text of each resolution passed at such meetings, and any Ordinary Resolutions or Special Resolutions approved in writing by the Members outside of a general meeting; and
  - (v) the financial statements of the Society and the auditor's report, if any, on those financial statement presented to the Members at a meeting of Members.
- (c) Except as expressly provided by law, a Member will not be entitled nor have the right to examine or inspect any other record of the Society, including those required to be kept by the Society in accordance with section 20(2) of the *Societies Act*, provided that, subject to such policies as the Board may establish from time to time, a Member in good standing may request in writing to the Society to examine any other record of the Society, and the Society may allow such Member to examine the record either in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

## Part 13 - Auditor

### 13.1 Requirement for Audit

The Society is not required to have an auditor but if it resolves to appoint an auditor, the Society must comply with these Bylaws and the *Societies Act*.

### 13.2 Appointment of Auditor

- (a) The first auditor shall be appointed by the Directors.
- (b) At each annual general meeting the Society shall appoint an auditor to hold office until he or she is re-appointed at the next annual general meeting or a successor is appointed in accordance with the procedures set out in the *Societies Act*.

### 13.3 Filling Vacancies in Auditor

Subject to Bylaw 13.4, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

#### **13.4 Removal of Auditor**

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the *Societies Act*.

#### **13.5 Notice of Appointment**

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

#### **13.6 Auditor Qualifications**

- (a) An auditor must be qualified to act as an auditor of the Society in accordance with the *Societies Act* and an auditor who is not or who ceases to be so qualified must promptly resign.
- (b) An auditor must be independent of the Society, to the extent required under the *Societies Act* and, for greater certainty, no Director nor employee of the Society may be an auditor. An auditor who is not or who ceases to be independent must promptly resign.

#### **13.7 Attendance at Annual General Meetings**

The auditor, if any, is entitled in respect of any general meeting to:

- (a) receive every notice relating to such meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a general meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

### **Part 14 - Distribution of Records to Members**

#### **14.1 Method of Sending or Delivering Records**

- (a) A record may be sent or delivered by or to a person in any manner permitted by the *Societies Act* or as may be agreed upon between the person sending the record and the intended recipient.
- (b) Without limiting Bylaws 3.4 and 14.1(a), a record may be sent or delivered to the Society, a Member, a Director or a Senior Manager by any one of the following methods:
  - (i) by leaving the record with that person or an agent of that person;
  - (ii) by mail or courier to that person at such person's Registered Address;
  - (iii) if the intended recipient has provided a fax number, by fax to that fax number; or
  - (iv) if the intended recipient has provided an email address, by e-mail to that e-mail address.

- (c) The Society shall also post the notices of general meetings on its website.

#### 14.2 Deemed Receipt of Notice

Subject to the *Societies Act*, a notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will be effective only when actually received. Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

#### 14.3 Days to be Counted in Determining Notice

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

#### 14.4 Entitlement to Notice of General Meeting

- (a) Notice of a general meeting will be sent to:
  - (i) every Person shown on the register of Members as a Member on the day notice is sent;
  - (ii) the Directors, to the extent not received by the individual in his or her capacity as a Member; and
  - (iii) the auditor, if applicable.
- (b) No other Person is entitled to receive a notice of general meeting.

### Part 15 - Indemnification of Directors and Senior Managers

The following terms used in this Part 15 will, unless otherwise defined in the *Societies Act*, have the following meanings:

- (a) **"eligible party"** means an individual who is or was a Director or Senior Manager or who holds or held an equivalent position in a subsidiary of the Society;
- (b) **"eligible proceeding"** means a legal proceeding or investigative action, whether current, threatened, pending or completed, in which an eligible party or a representative of the eligible party, by reason of the eligible party being or having been a Director or Senior Manager or holding or having held an equivalent position in a subsidiary of the Society:
  - (i) is or may be joined as a party; or
  - (ii) is or may be liable for or in respect of a penalty in, or expenses related to, the legal proceeding or investigative action;
- (c) **"expenses"** includes costs, charges and expenses, including legal and other fees, but does not include penalties;

- (d) **“penalty”** means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding; and
- (e) **“representative”** means an heir or personal or other legal representative of the eligible party.

#### **15.2 Indemnification of Directors and Senior Managers**

Subject to the provisions of the *Societies Act*, the Society will indemnify each eligible party and any representative thereof against all penalties to which such Person is liable in respect of an eligible proceeding.

#### **15.3 Payment of Expenses**

To the extent permitted by the *Societies Act*, the Society will, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding.

#### **15.4 Advancement of Expenses**

To the extent permitted by the *Societies Act*, the Society may pay, as they are incurred in advance of a final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party or representative thereof in respect of the eligible proceeding, provided that such payments will be made in the discretion of the Board, and only upon receipt from the intended recipient of a written undertaking, satisfactory in form and amount to the Board, to repay the amounts advanced if it is ultimately determined that the payment of expenses is prohibited under the *Societies Act*.

#### **15.5 Indemnification Prohibited**

Subject to the *Societies Act*, the Society will not indemnify nor pay the expenses of an eligible party or a representative of the eligible party in respect of an eligible proceeding, in either of the following circumstances:

- (a) if, in relation to the subject matter of the eligible proceeding, the eligible party did not act honestly and in good faith with a view to the best interests of the Society or the subsidiary of the Society, as the case may be; or
- (b) in the case of an eligible proceeding other than a civil proceeding, if the eligible party did not have reasonable grounds for believing that the eligible party's conduct, in respect of which the eligible proceeding was brought, was lawful.

#### **15.6 Term of Indemnification**

Each Director and each Senior Manager, on being elected, appointed or designated, as the case may be, will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

#### **15.7 Insurance**

The Society may purchase and maintain insurance, for the benefit of any or all eligible parties and representatives thereof against any liability that may be incurred by reason of such parties being or having been a Director or Senior Manager or holding or having held an equivalent position in a subsidiary of the Society.



## **Part 16- Distribution on Dissolution**

### **16.1 Distribution upon Dissolution**

Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to:

A registered charity or registered charities in British Columbia, as defined in the *Income Tax Act* (Canada), as may be determined by the members of the Society at the time of winding up or dissolution. This provision shall be unalterable.

OR

Such charitable organization or organizations in British Columbia having a similar charitable purpose. This provision shall be unalterable.

This clause was previously unalterable.

## **Part 17 - Bylaws**

### **17.1 Entitlement to a Copy of Constitution and Bylaws**

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 Bylaws of the Society and the Policy Manual. The Society shall also make a copy of the Constitution and these Bylaws and the Policy Manual available on its website.

### **17.2 Amendment of Bylaws**

- (a) These Bylaws will not be altered or added to except by Special Resolution.
- (b) Any alteration to the Bylaws will be effective as of the date on which the alteration application is filed with the Registrar in accordance with the *Societies Act*.

## **Part 18 - General**

### **18.1 Operations**

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.

### **18.2 Affiliation**

As an unalterable provision of this constitution the Society shall be affiliated with the British Columbia Amateur Hockey Association. This clause was previously unalterable.

### **18.3 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 Bylaws, the Constitution or these Bylaws, as applicable, shall prevail.

### **18.4 Director Nominations**

All nominations for a Director position must be sent in writing to the Association not less than 7 calendar days before an Annual General Meeting. Nominations for vacant Director positions will be accepted by the Vice President of Administration who will post for member review not less than 5 calendar days before the Annual General Meeting commences.

For greater clarity, nominations for a Director position made during the course of an Annual General Meeting will only be accepted under the following one condition:

- There were no candidates nominated for a position during the open nomination period ending 7 days before the AGM. In this case only, nominations for an open Director position could be made from the floor of the Annual General Meeting.