

# BYLAWS OF THE MINOR HOCKEY ASSOCIATION OF CALGARY

## ARTICLE I: Preamble

### 1.0 Name of Society

The name of the Society is the Minor Hockey Association of Calgary (referred to in these Bylaws as “**Hockey Calgary**”).

### 1.1 Society Memberships

Hockey Calgary is a member of the Alberta Amateur Hockey Association (“**Hockey Alberta**”) and the Canadian Amateur Hockey Association (“**Hockey Canada**”).

## ARTICLE II: Interpretation

### 2.0 Definitions

In these Bylaws, the following words have these meanings:

- (a) Act: The Societies Act, R.S.A. 2000, Chapter S-14, amendments thereto, and every other Act incorporated or substituted therefor.
- (b) Board: The Board of Directors of Hockey Calgary.
- (c) Bylaws: The Bylaws of Hockey Calgary.
- (d) Calgary Region: The geographic area of Hockey Calgary, as defined by Hockey Alberta.
- (e) Chair: An individual who leads the Board, presides at Board meetings, and collaborates with the Board of Directors, its subcommittees, and the Executive Director, to further the objectives of Hockey Calgary.
- (f) Communities: As defined in the Federation of Calgary Communities, with the addition of Tsuut’ina Nation and Springbank.
- (g) Director: An individual elected or appointed to the Board of Hockey Calgary.
- (h) Electronic Means: Will have the meaning given to it in the Act.
- (i) Executive Director: An individual hired by the Board to further the objectives of Hockey Calgary.
- (j) Hockey Association: An organization formed to provide all, or part, of a hockey program, as defined by the Board from time to time, within the Calgary Region.
- (k) Members: All Hockey Associations who are granted membership by the Board, in accordance with Section 3.0 of these Bylaws and the policies of Hockey Calgary in effect from time to time.
- (l) Officers: Those individuals who are appointed officers by the directors from time to time.

- (m) Participants: Players, individuals, coaches and volunteers of Hockey Calgary.
- (n) Special Resolution: Will have the meaning given to it in the Act.
- (o) Vice Chair: An individual who supports the Chair and presides over meetings when the Chair is unavailable.

## **2.1 Other Interpretation**

The following rules of interpretation must be applied in interpreting these Bylaws:

- (a) Words indicating the singular numbers also include the plural, and vice versa.
- (b) Headings are for convenience only. They do not affect the interpretation of the Bylaws.

## **ARTICLE III: Membership**

### **3.0 Membership**

#### **3.0.1 Becoming a Member**

- (a) The Board shall have the sole right to accept or refuse membership in Hockey Calgary.
- (b) A Hockey Association may be considered for membership by the Board by meeting the following conditions:
  - (i) is a registered organization in good standing under relevant legislation;
  - (ii) owes no outstanding membership dues or other debts to Hockey Calgary;
  - (iii) agrees to uphold, and abide by, the Bylaws of Hockey Calgary; and
  - (iv) acknowledges that the boundaries of each Hockey Association are determined by the Board and, therefore, any Hockey Association seeking membership must agree to adjust its own internal membership in accordance with any boundary change made by the Board, if affected.

#### **3.0.2 Maintenance of Membership**

Membership in Hockey Calgary can only be maintained in accordance with the conditions and policies established by the Board from time to time.

### **3.1 Member Registry**

- 3.1.1 The Board will maintain a register of current Members in good standing with an address for notices for each Member.
- 3.1.2 Each Member will provide the Board with a mailing address for notice and; if available and requested by the Board, a telephone number and e-mail address, if any. If e-mail addresses are available and provided to the Board, they may be used for the purpose of giving notice pursuant to these Bylaws. Each Member will be responsible for informing the Board of any change of mailing

address, phone number, or e-mail address, and other information as determined by the Board from time to time, that occurs while a Member is in good standing.

### **3.2 Membership Fees**

The Board will establish the membership fees, dues and other charges to be paid by Members, and the time and terms for paying such fees, dues and other charges, from time to time.

### **3.3 Withdrawal**

Members may resign or withdraw from membership by written notice to the Board. The effective date of resignation or withdrawal will be the date on which the Board receives the notice.

### **3.4 Expulsion or Suspension**

The Board may expel or suspend, with or without conditions, any Member from membership and/or from participating in Hockey Calgary, by a two thirds majority vote cast at a properly called meeting of the Board, if:

- (a) the conduct of the Member is determined by the Board, in their sole discretion, to be improper, unbecoming, or contrary to, the interests or reputation of Hockey Calgary; or
- (b) the Member commits a breach of the Bylaws, policies, rules, or regulations of Hockey Calgary that are in effect from time to time.

### **3.5 Liability for Fees**

A Member will remain liable for payment of any dues, fees or amounts levied, or which become payable by it to Hockey Calgary, prior to the effective date of their resignation, withdrawal, expulsion or suspension. Any Member who resigns or is expelled from Hockey Calgary, will forfeit all right, claim and interest arising from, or associated with, membership. Unless specifically approved by the Board, the Member who has been expelled or suspended will not be entitled to a refund of any fees that have been paid up to that time. A Member who resigns or withdraws from membership may be eligible for a partial refund of any dues, fees or amounts paid by the Member. Any such refund will be at the discretion of the Board and will take into account any costs incurred by Hockey Calgary as a result of the resignation or withdrawal.

## **ARTICLE IV: Meetings of Hockey Calgary**

### **4.0 Annual General Meeting**

The Members of Hockey Calgary will meet at least once every year, at the “Annual General Meeting” to be held on or before the last day of the sixth month after Hockey Calgary’s fiscal year end on a date and time to be determined by the Board for the purposes of:

- (a) electing or appointing the Directors of Hockey Calgary;
- (b) receiving the annual financial statements and the auditor’s report for the immediately preceding fiscal period;
- (c) appointing the auditor for the next fiscal year;

- (d) receiving the report of the Board, if any; and
- (e) any other matters that properly come before the Members at the meeting.

#### **4.1 Special Meetings and other Meetings**

- (a) A Special Meeting will be called for the purpose of approving any Special Resolutions. The Board may call a Special Meeting so it is combined with any other meeting, including an Annual General Meeting and may, but need not be referred to as a Special Meeting in such case.
- (b) A general meeting will be called for any valid purpose for a meeting other than the purposes of the Annual General Meeting or a Special Meeting.

#### **4.2 Calling a Meeting**

Subject to 4.1, a meeting will be called by the Board when considered reasonable, necessary or required in the discretion of the Board or when the Board has received a written request for a meeting from at least 25% of the Members in good standing at the time. A request from the Members for a meeting will contain a description of the business to be conducted at the meeting.

#### **4.3 Notice of Meetings**

- (a) The Chair will give notice of meetings, directly or via the secretary or other Officer of Hockey Calgary, to the Members, the Directors and the auditor. If the Chair fails to give a notice required by the Directors, the Directors will deliver, or cause the delivery of, the notice. If the Chair and the Directors fail to call a meeting properly requisitioned by the Members, then any Member who signed the requisition will be authorized to give notice of the requisitioned meeting.
- (b) Notice of all meetings will be in writing and delivered at least 21 days prior to the date of the meeting. Such notice will specify the date, time, and place of the meeting in Alberta and contain sufficient information for the Members to make an informed decision with respect to any proposed resolutions and the text of any Special Resolutions. For the purpose of giving notice, the last address for Members in the registry of members, or the last address known to the Board, as of the Record Date will be used to send the notice.

#### **4.4 Record Date**

- (a) The Board may fix in advance a date as a Record Date in order to determine the Members who are entitled to, and shall receive notice of the Meeting (“**Record Date**”), but such date shall not precede the date of the meeting by more than 50 days or less than 21 days.
- (b) If no Record Date is set by the Directors for a Meeting, then the Record Date will be:
  - (i) 5:00 p.m. on the last business day before the day on which notice of the meeting is sent; or
  - (ii) If no notice is sent, the date on which the meeting is held.

- (c) Subject to the discretion of the Board, only Members in good standing as of the Record Date will be eligible to receive notice, attend and exercise their right to vote at a meeting.

#### **4.5 Waiver of Notice**

Waiver of notice of a meeting may be given in writing to the Chair or in any other reasonable manner before, at, or after the meeting. Attendance at a meeting will be considered a waiver of notice unless attendance is for the sole purpose of objecting to the validity of the meeting.

#### **4.6 Errors in Notice of Meetings**

No error or omission in giving notice of any meeting or any adjournment thereof will invalidate such a meeting or make void any proceedings or decisions made by the Members at such a meeting; unless such error or omission was caused by the wilful or grossly negligent conduct of the Chair or the Board or the Member who prepared or gave the notice or caused the notice to be prepared or given.

#### **4.7 Quorum**

- (a) Quorum for all meetings of Members will be 25% of the Members in good standing as at the Record Date.
- (b) If a quorum is present at the start of a meeting but ceases to be present after the meeting has started, the meeting may continue at the discretion of the chair of the meeting as if a quorum continued to be present and all decisions of the Members made at such a meeting will be as valid as if they were made when a quorum was present.

#### **4.8 Participation in Meetings**

- (a) Participation

Except for matters of business properly brought before the meeting by the Board, only Members or Member delegates' will be permitted to make motions, speak to motions, or second motions from the floor at meetings of the Members. The chair of the meeting will have the discretion to permit others to attend the meeting.

- (b) Electronic Means

Meetings may be conducted, and any person entitled to attend such meeting may attend, by Electronic Means.

#### **4.9 Chair of Member's Meetings**

The Chair will act as chair of all meetings of the Members, and in the absence of the Chair, the Vice-Chair, and in the absence of both the Chair and the Vice-Chair, then any other Director may sit as chair with the consent of the majority of the Members present and entitled to vote.

#### **4.10 Decisions of Members**

- (a) The Members may consider and vote on any matters that properly come before them at any meeting of Members.

- (b) All decisions of the Members will be made by ordinary resolution except when a Special Resolution is required. Ordinary business will be passed by a simple majority (50% plus 1) of votes cast at a meeting of Members.
- (c) Special resolutions will be passed by a three quarters majority (75%) of votes cast at a meeting of Members, and are required for the following matters:
  - (i) changes to the objects of Hockey Calgary;
  - (ii) modifications of the Bylaws;
  - (iii) borrowing of money; and/or
  - (iv) dissolution or amalgamation of the Society.
- (d) Written resolutions

Notwithstanding anything else in these Bylaws, a resolution in writing signed by all of the Members then in good standing in lieu of a meeting will be as valid as if the resolution were passed at a duly called meeting of the Members.

#### **4.11 Voting Rights of Members**

- (a) Voting will be by a show of hands unless the chair of the meeting determines that it is appropriate to use secret ballots, or if any of the Members present request that the vote be by secret ballot, in which case the vote will be conducted by secret ballot.
- (b) Members in good standing will have one vote.
- (c) The name of the Member's delegate will be provided to the chair, in writing as authorized by the Member, no later than the day of the meeting and prior to the meeting being called to order by the chair.
- (d) The chair of the meeting will not be authorized by any Member to vote on their behalf and will not vote unless there is a tie, in which case the chair will be entitled to cast a deciding vote.

### **ARTICLE V: Board of Directors**

#### **5.0 Authority**

- (a) Business and Affairs

The Board will manage the business and affairs of Hockey Calgary subject to the Bylaws and the Act. The Board may create policies, procedures, rules, and regulations to assist the Board, any staff and volunteers to more efficiently and effectively carry out duties and responsibilities of the Board.

(b) Delegation of Authority

The Board may delegate authority to committees, councils, staff, and volunteers from time to time except its authority to:

- (i) expel or indefinitely suspend a Director or a Member; or
- (ii) fill a vacancy on the Board.

**5.1 Duties of Care**

Every Director or Officer, in exercising the Director's or Officer's powers and discharging the Director's and Officer's duties shall:

- (a) act honestly and in good faith with a view to the best interest of Hockey Calgary; and
- (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

**5.2 Qualifications to be a Director**

Disqualified Individuals

The following individuals are disqualified from being a Director:

- (a) anyone who is less than 18 years old;
- (b) anyone who
  - (i) is a represented adult as defined in the Adult Guardianship and Trusteeship Act or is the subject of a certificate of incapacity that is in effect under the Public Trustee Act,
  - (ii) is a formal patient as defined in the Mental Health Act,
  - (iii) is the subject of an order under The Mentally Incapacitated Persons Act, RSA 1970 c.232 appointing a committee of the individual or estate, or both, or
  - (iv) has been found to be an individual of unsound mind by a court elsewhere than in Alberta; or
- (c) an individual who has the status of a bankrupt.

**5.3 Directors and Officers**

The following will apply to the election, appointment, and removal of the Board, Directors and Officers:

- (a) The Board will consist of the Past Chair (if available), the Chair, the Vice-Chair, the Treasurer, the Executive Director, the Vice-Chair of the operations committee and not less than five (5) but no greater than eight (8) Directors at large.

- (b) The Past Chair and the Vice-Chair of the operations committee are appointed to the Board.
- (c) Directors will be elected or appointed for a 2-year term where term refers to the time between annual general meetings, subject to subsection 5.3(d) .
- (d) Any vacancy created by a Director ceasing to be a Director for any reason may be filled by appointment made by the remaining Directors to serve until the completion of the resigned Director's term.
- (e) Directors may serve a maximum of 4 terms. The Board has the discretion to extend this term limit by 1 more term if in the best interest of Hockey Calgary, as determined by the Board.
- (f) During even numbered years, up to five (5) Directors will be elected by a majority vote at the Annual General Meeting for a two (2) year term. During odd numbered years, up to six (6) Directors will be elected by a majority vote at the Annual General Meeting for a two (2) year term.
- (g) The Board will appoint a governance and nominations committee, which will be charged with the task of preparing a slate of Directors, with their qualifications, to accompany the notice of the Annual General Meeting each year.
- (h) Directors elected or appointed pursuant to these Bylaws will take office commencing at the conclusion of the meeting at which time they are elected or appointed, and the prior Directors will cease to hold office at that same time.
- (i) The Board may remove a Director for failing to carry out their duties, for lack of compliance with the Bylaws, rules, regulations, and policies of Hockey Calgary, for conduct that, in the sole opinion of the Board, reflects poorly on the Board or Hockey Calgary, or for other reasons as determined by the Board. A Director, who fails to attend two consecutive Board meetings without reasonable cause, as determined by the Board, may be considered to have failed to carry out their duties.
- (j) Removal of a Director by the Board must be approved by a resolution passed at a meeting of the Board which has been duly called for that purpose by not less than 75% of those directors entitled to vote at the meeting. For clarity, the Director that is the subject of the resolution may not participate in the vote.
- (k) A Director will cease to hold office upon death, resignation, removal from office, or ceasing to be a qualified Director. A resignation of a Director will be effective at the later of the time a written notice of resignation has been received by the Chair or the time specified in the written resignation.
- (l) An act of a Director is valid notwithstanding an irregularity in election or appointment or a defect in qualification.

#### **5.4 Remuneration**

Unless otherwise authorized by resolution at any meeting of Members, no Officer (other than the Executive Director) or Director will receive any remuneration for their services. With approval of



the Board, any Director or Officer will be reimbursed for any reasonable out-of-pocket costs incurred by them in carrying out their authorized duties.

## **5.5 Conflict of Interest**

- (a) A Director will disclose to the other Directors, in writing or by requesting to have it entered in the minutes of a meeting or the resolutions of the Directors, the nature and extent of any interest that the Director has in a material contract or material transaction, whether made or proposed, with Hockey Calgary if the Director:
  - (i) is a party to the contract or transaction;
  - (ii) is a director or officer or an individual acting in a similar capacity of a party to the contract or transaction; or
  - (iii) has a direct or indirect material interest in a party to the contract or transaction.
- (b) The disclosure required by subsection 5.5(a) will be made:
  - (i) at the meeting at which a proposed contract or transaction is first considered;
  - (ii) if the Director was not, at the time of the meeting referred to in subsection 5.5(b)(i), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
  - (iii) if the Director becomes interested after a contract or transaction is made, at the first meeting after the individual becomes so interested; or
  - (iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.
- (c) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of Hockey Calgary activities, would not require approval by the Board, a Director will immediately, after they become aware of the contract or transaction, disclose in writing to the Board, or request to have entered in the minutes of a meeting or the written resolutions of the Board, the nature and extent of their interest.
- (d) A Director required to disclose under subsection 5.5(a):
  - (i) will not vote on any resolution to approve the contract or transaction unless the contract or transaction is for an indemnity or insurance to reasonably protect the Director; and
  - (ii) will not attempt to influence the outcome of the vote on any resolution to approve the contract or transaction.
- (e) Even if the requirements of this section 5.5 are not met, a Director, acting honestly and in good faith, is not accountable to Hockey Calgary for any profit realized from the contract or transaction for which disclosure is required, and the contract or transaction is not invalid by reason of the interest of the Director in the contract or transaction, if:

- (i) the contract or transaction is approved by the Members by ordinary (or special) resolutions at the next annual general meeting; and
  - (ii) the contract and transaction was reasonable, fair and in the best interests of Hockey Calgary when it was approved or confirmed by Members.
- (f) Any Director will fully disclose any other conflict of interest and will not be eligible to vote on any resolution of the Board that is related to such conflict of interest. For the purposes of section 5.5, the Officers may determine whether a conflict of interest exists, and if the matter involves a conflict for the Chair, then the matter may be determined by the Officers (excepting the Chair) or a majority vote of the remaining Directors.

## **ARTICLE VI: Board Meetings**

### **6.0 Board Meetings**

Meetings of the Board may be held at any time upon five (5) days' prior notice of the meeting. Meetings may be called by the Chair on the Chair's initiative or at the written request of any three (3) Directors. The accidental omission or error in a notice by or to any Director will not invalidate any resolution passed or proceeding taken at such meeting.

### **6.1 Quorum**

Quorum for any meeting of the Board will be a majority of Directors. A Director may not authorize anyone else to attend and participate in a Board meeting on their behalf. If a quorum is present at the start of a meeting but ceases to be present after the meeting has started, the meeting may continue as if a quorum were present.

### **6.2 Participation by Electronic Means**

Board meetings may be conducted, and any person entitled to attend such meetings may attend, by Electronic Means.

### **6.3 Chair of the Meetings**

The Chair will, when present, act as meeting chair at all meetings of the Board. In the absence of the Chair, the Vice-Chair will act as meeting chair, and, in the absence of both the Chair and the Vice-Chair, a meeting chair may be selected by a majority of those Directors present.

### **6.4 Decisions of the Board**

All decisions of the Board will be made by resolution passed by a majority of those present and voting at a meeting of the Board. In the case of a tie, the chair of the meeting will be entitled to cast a deciding vote.

### **6.5 Written Resolution in Lieu of Meeting**

Notwithstanding anything else in these Bylaws, a written resolution of the Board signed by all of the Directors in lieu of a meeting will be as valid as if the resolution were passed at a duly called meeting of the Board.

## **ARTICLE VII: OFFICERS AND COMMITTEES OF THE SOCIETY**

### **7.0 Officers**

The Directors may appoint Officers and delegate such authority and responsibility to each such Officer as the Directors determine from time to time. The Board, in the absence of any Officers who have been properly authorized, or the Officers who are properly authorized will, on behalf of the Board:

- (a) keep minutes of meetings of the Members and the Board;
- (b) keep a record of all Members of the Society and their addresses, and, if available and requested by the Board, phone numbers, and email addresses;
- (c) send all notices of meetings not otherwise sent by the Chair or a Member as directed or permitted by these bylaws;
- (d) will be responsible for seeing that proper books and records of all of the Society's accounts and transactions are maintained;
- (e) prepare for submission to the Annual General Meeting the audited financial statements; and
- (f) have such other duties as may from time to time be delegated by the Board.

The Board may remove an Officer by a resolution duly passed by the Board in accordance with these Bylaws. Any Officer that is the subject of such resolution may not participate in the resolution of the Board.

### **7.1 Committees**

The Board may create standing and ad hoc committees or councils with such mandates, authorities, and directions as the Board determines necessary or useful in the discharge of duties and obligations of the Board.

## **ARTICLE VIII: General**

### **8.0 Corporate Seal**

Hockey Calgary shall not adopt a corporate seal for the Society.

### **8.1 Signing Authority**

Subject to a resolution of the Board that may establish a different or specific signing authority generally or for a particular purpose any two Directors will have authority to execute all agreements, documents, and other instruments, on behalf of Hockey Calgary.

### **8.2 Borrowing**

The Board may cause Hockey Calgary to borrow money as follows for any purpose of Hockey Calgary, as decided at a meeting of the Members, on the recommendation of the Board and with Member approval of a Special Resolution presented at the meeting.

### **8.3 Audit of Financial Statements and Fiscal Year**

The financial statements of Hockey Calgary shall be audited at least once each year by the auditor of Hockey Calgary appointed under Section 4.0(c) of these Bylaws. A report of the auditors on Hockey Calgary's financial statements shall be submitted to the Members at each Annual General Meeting as set forth in these Bylaws. The fiscal year end of Hockey Calgary shall be as determined by resolution of the Board.

### **8.4 Inspection of Financial Records and Statements**

The financial records and statements of Hockey Calgary may be inspected by any Member of Hockey Calgary upon notice or request to the office of Hockey Calgary, during office hours. The Board will, at all times, have reasonable access to the financial records and statements of Hockey Calgary.

### **8.5 Amendments**

These Bylaws may be amended or altered at any time by Special Resolution. Any amendment will have full force and effect at the time it has been registered with the Registrar of Corporations.

### **8.6 Director and Officer Indemnity and Liability**

8.6.1 Directors and Officers assume their positions on the condition that the Director or Officer, their executors, administrators and assigns will be indemnified and reimbursed for any monetary loss, including legal fees and costs, incurred by them as a result of any action, suit or proceeding brought, commenced or prosecuted against a Director or Officer in respect to the execution of their duties and obligations as Directors or Officers unless such loss is caused by the gross negligence, wilful act, or breach of fiduciary duty by the Director or Officer.

8.6.2 Except in respect of an action by or on behalf of Hockey Calgary or an affiliated body corporate to procure a judgement in its favour against any Director or Officer, any former Director or Officer or a person who acts or acted at Hockey Calgary's request as a Director or Officer of a body corporate of which Hockey Calgary is or was a shareholder or creditor, and in each case also such person's heirs and legal representatives (the "**Indemnified Parties**"), Hockey Calgary will indemnify the Indemnified Parties of and from all costs, charges, and expenses, including any amount paid to settle an action or satisfy a judgement, reasonable incurred by such person in respect of any civil, criminal, or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or Officer or a Director or Officer of such body corporate provided that the Director or Officer acted within the scope of the relevant authority and properly discharged all relevant duties as a Director and Officer.

### **8.7 Dissolving the Society**

If Hockey Calgary is dissolved, any funds or assets remaining, after paying debts, shall be paid to a non-profit youth sports organization. The Members will select the organization by special resolution. In no event will any Members receive any funds or assets of Hockey Calgary.