

SOCIETY ACT

Bylaws of Vancouver Thunderbird Minor Hockey Association

(Consolidated as of May 4, 2006)

PART I – INTERPRETATION

1. (1) In these bylaws, unless the context otherwise requires,
 - (A) “directors” means the directors of the Society for the time being;
 - (B) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (C) “registered address” of a member means his address as recorded in the register of members;
 - (D) “ordinary resolution” means:
 - (i) a resolution passed in a general meeting by the members of the Society by a simple majority of votes, cast in person or, where proxies are allowed, by proxy;
 - (ii) a resolution that has been submitted to the members of the Society and consented to in writing by seventy-five (75%) percent of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society; and a resolution so consented to shall be deemed to be an ordinary resolution passed at a general meeting of the Society.
 - (E) “special resolution” means:
 - (j) a resolution passed at a general meeting by a majority of not less than seventy-five (75%) percent of the votes of the those members of the Society who, being entitled to do so, vote in person or, where proxies are allowed, by proxy:
 - (a) of which the notice that the bylaws provide not being less than fourteen (14) days notice specifying the intention to propose the resolution as a special resolution has been given or;

- (b) if every member entitled to attend and vote at the meeting so agrees at a meeting of which not less than fourteen (14) days notice has been given;
 - (ii) a resolution consented to in writing by every member of the Society who would have been entitled to vote on it in person or, where proxies are allowed, by proxy at a general meeting of the Society; and a resolution so consented to shall be deemed to be a special resolution passed at a general meeting of the Society.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.
3. The operations of the Society are to be chiefly carried on in the City of Vancouver, Province of British Columbia

PART 2 – MEMBERSHIP

4. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
5. There shall be four categories of membership, namely ordinary membership, contributing membership, life membership, and honorary membership.
- (a) Ordinary Membership – the parents and/or guardians of children registered as hockey players within the Society and for whom the prescribed annual dues have been paid shall be ordinary members of the Society;
 - (b) Contributing Membership – a person who has volunteered to contribute his services to the Society and whose children are not registered as hockey participants with the Society shall be a contributing member of the Society;
 - (c) Life Membership – life membership may be bestowed by the directors of the Society on any member of the Society who has rendered in the opinion of the directors distinctive service to the Society for a minimum period of five (5) years. Life membership shall only be bestowed by a majority vote of the directors present at a regular directors' meeting of the Society;
 - (d) Honorary Membership – a member, or other person, who in the opinion of the directors has performed significant service to minor hockey and/or to the Society may be proposed for election as an honorary member at any general meeting of the Society. Honorary membership shall only be bestowed by a majority vote of the members present at a general meeting of the Society.

6. Honorary membership does not bestow voting privileges upon the member.
7. Every member shall uphold the constitution and comply with these bylaws.
8. The amount of the annual membership dues shall be determined by the directors of the Society and may be adjusted from time to time, but dues may be waived or adjusted for a member or members at the discretion of the directors.
9. A person shall cease to be a member of the Society:
 - (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society; at a date at least one (1) month prior to the date upon which the resignation is to become effective;
 - (b) on his death or in the case of a corporation on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 3 consecutive months.
10.
 - (1) A member may be expelled by a majority vote of the directors present at a meeting of the directors of the Society.
 - (2) Notice of the intention to conduct a vote for expulsion of a member shall be given to the member sought to be expelled and shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) A member who is subject of the proposed resolution for expulsion shall be given the opportunity to be heard at the directors' meeting before the motion for expulsion is put to a vote,
11. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
12. Upon payment of the annual membership dues a member shall obtain for himself, or such other person as he shall designate, the privilege to register his children to play hockey under the auspices of the Society and such right shall be unaffected by a waiver or adjustment of the annual dues.

PART 3 – MEETINGS OF MEMBERS

13. General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
14. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
15. The Directors may, when they think fit, convene an extraordinary general meeting.

16. (1) Notice of a general meeting shall specify the place, day and hour of meeting and, in case of special business, the general nature of that business.
 - (2) 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.
17. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

18. Special business is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business transacted at an annual general meeting, except
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required; and
 - (vii) the other business that, under these 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.
19. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum or until the meeting is adjourned or terminated.
- (3) A quorum is 15 members present or a greater number that the members may determine at a general meeting.

20. 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 adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

21. Subject to bylaw 22, the President of the Society, the First Vice-President or in the absence of both, one of the other directors present, shall preside as Chairman of a general meeting,

22. If at a general meeting (a) there is no president, vice-president or other director present within 15 minutes after the time appointed for holding the meeting; or (b) the president and all other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

23. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

24. (1) A resolution proposed at a meeting must be seconded and the chairman of a meeting may move or propose a resolution.

(2) In case of an equality of votes the chairman shall cast the deciding ballot.

25. (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Contributing and/or Life members present at a meeting are entitled to one vote per membership.

(3) Subject to subsection (4) of this section voting may be by show of hands.

(4) Voting for directors of the Society shall be by ballot.

(5) Voting by proxy is not permitted.

26. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

PART 5 – DIRECTORS AND OFFICERS

27. The affairs of the Society shall be managed by the directors, each of whom at the time of his election and throughout his term of office must be a member in good standing of the Society.

28. Except as otherwise provided in the Society Act, the constitution and these bylaws, the directors have all the powers of the Society and may delegate any of their powers, duties and functions. Without limiting the generality of the foregoing, the directors:

- (a) may make policies and establish rules and procedures for managing the affairs of the Society;
- (h) may make policies and establish rules for the conduct of members and other persons involved in the affairs of the Society;
- (c) may make policies and establish rules and procedures relating to the discipline of members and shall have the authority to discipline members accordingly;
- (d) may make policies and establish rules and procedures relating to the management of disputes within the Society and shall have the authority to deal with disputes accordingly;
- (e) may establish committees, appoint and remove members of committees, and delegate any of their powers, duties and functions to any committee;
- (f) may appoint or employ such persons as it deems necessary to carry out the work of the Society; and
- (g) shall have the power to interpret any provision of these bylaws which is unclear or contradictory.

29. The number of directors shall be 8 inclusive of the past president or a greater number determined from time to time at a general meeting.

30. (1) All directors shall remain in office for two-year terms with the one time exception of four directors in the 2006/2007 year who will retire after only one year term in office with their successors to be elected at the 2007 annual general meeting.
- (2) The past president shall, without election, hold office as a director for the term succeeding his term as president.
- (3) If the President is reelected to serve a succeeding term the immediate past-president may hold office as the past president for a further term.
- (4) An election may be by acclamation, otherwise it shall be by ballot.

- (5) If successor directors are not elected the persons previously elected or appointed continue to hold office.
- 31. (1) The directors shall elect from their numbers a President, First Vice-President, a Second Vice-President, a Secretary and a Treasurer.
- (2) The directors may elect from their numbers such other officers to perform duties to be defined by the directors as the needs of the Society require from time to time.
- 32. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) The director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- 33. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 34. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
- 35. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

PART 6 – PROCEEDINGS OF DIRECTORS

- 36. (1) 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.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- (3) The President shall be Chairman of all meetings of the directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the First Vice-President shall act as Chairman; but if neither is present the directors may choose one of their number to be Chairman at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

37. The directors may delegate any of their powers to such person or persons (which person or persons shall hereinafter be referred to as a "committee") as the directors think fit for the purpose of managing the affairs of the Society, provided that:

- (a) the directors shall not delegate all their powers to committees;
- (b) each committee shall be responsible to the directors and shall report to the directors at such time and in such manner as the directors shall instruct;
- (c) the directors may disband or dismiss a committee at any time;
- (d) the person or persons appointed to each committee shall be deemed to have resigned at the time of each Annual General Meeting; and
- (e) the person or persons who are deemed to have resigned from a committee at the time of an Annual General Meeting shall be eligible for reappointment to that committee or any other committee.

38. The directors shall establish, and may from time to time amend, the terms of reference and operating procedures for committees and may delegate any of their powers, duties and functions to committees.

39. The directors may appoint any person to a committee, fill any vacancy on a committee, or remove any person from a committee with written notice for due cause.

40. For the purposes of Articles 37 to 39 of these bylaws, a coach of a team playing under the auspices of the Society, or other team official such as an assistant coach, manager or trainer, shall be deemed to be a committee.

41. For a first meeting of directors held immediately following the appointment or 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.

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

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

43. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

- (2) In case of an equality of votes the chairman shall cast the deciding vote.
44. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution,
45. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

PART 7 – DUTIES OF OFFICERS

46. (1) The president shall preside at all meetings of the Society and of the directors.
- (2) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
47. (a) The First Vice-President shall carry out the duties of the President during the President's absence. The First Vice-President shall further be the officer in charge of and responsible for all Representative teams playing under the jurisdiction of the Society.
- (b) The Second Vice-President shall carry out the duties of the First Vice-President during the First Vice-President's absence. Further the Second Vice-President shall be the officer in charge of and responsible for all "house league teams" playing under the jurisdiction of the Society.
48. The secretary shall:
- (a) conduct the correspondence of the Society;
- (b) issue notices of meeting of the Society and directors;
- (c) keep minutes of all meetings of the Society and directors;
- (d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the Society; and
- (f) maintain the register of members.
49. The treasurer shall
- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
- (b) render financial statements to the directors, members and others when required.

50. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

51. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

PART 8 – SEAL

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

53. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

PART 9 – BORROWING

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

55. No debenture shall be issued without the sanction of a special resolution.

56. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meetings.

PART 10 – AUDITOR

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

58. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

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

60. An auditor may be removed by ordinary resolution.

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

62. No director and no employee of the Society shall be auditor.

63. The auditor may attend general meetings.

PART 11 – NOTICES TO MEMBERS

64. A notice may be given to a member, either personally or by mail to him at his registered address.

65. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

60. (1) Notice of a general meeting shall be given to:
- (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.

PART 12 – DISSOLUTION

67. 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 by 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.

PART 13 – BYLAWS

68. On being admitted to membership, each member is entitled to and the Society shall give him on request, without charge, a copy of the constitution and bylaws of the Society.

These bylaws shall not be altered or added to except by special resolution.

Notes: The following is a summary of the amendments made to and consolidated in the Bylaws of the Society:

<u>Rev.</u>	<u>Effective Date</u>	<u>Comments</u>
00	March 18, 1986	Incorporation of the Society.
01	April 18, 1987	Revised 3; 22; 30; 32(1); 37(3) and 47.
02	July 7, 1989	Name changed from Kerrisdale Point Grey Minor Hockey Association.
03	May 29, 2000	Deleted 5 and renumbered 6 to 40. Replaced renumbered 28, 37, 38 and 39. Added new 40.
04	May 30, 2001	Added new 67 in Part 12 and renumbered old 67 to 68 and old Part 12 to Part 13.
05	May 4, 2006	Replaced 30(1) to provide for two year terms for directors.

a) The date for Rev. 01 is the date of the resolution and not the date filed/registered with the Registrar of Companies.