BURNABY MINOR HOCKEY ASSOCIATION

CONSTITUTION & BYLAWS

FOUNDED 1964

Effective: June 9, 2026

Version	Effective Date	Description
June 9, 2026	June 9, 2026	Consolidated version incorporating amendments approved by Special Resolution at the 2026 Annual General Meeting.
June 5, 2025	June 5, 2025	Previous consolidated version.

BC SOCIETIES ACT

[SBC 2015] CHAPTER 18

BURNABY MINOR HOCKEY ASSOCIATION

CONSTITUTION

The name of the society is the BURNABY MINOR HOCKEY ASSOCIATION.

The purposes of the society are:

(a) to promote, foster and encourage good citizenship and fair play among the members, officials and the players of the Association;

(b) to develop and provide opportunities for learning, enjoying and participating in the game of amateur hockey;

(c) to establish, maintain and promote the level of public interest and awareness to increase participation in amateur hockey;

(d) to develop, conduct and supervise effective hockey activities; and to co-ordinate complimentary programs in conjunction with the Burnaby Parks, Recreation and Culture Commission;

(e) to support initiatives to build or improve facilities dedicated to the game of amateur hockey;

(f) to recognize, encourage and support individuals and organizations that contribute to the success of minor hockey programs.

BURNABY MINOR HOCKEY ASSOCIATION - BYLAWS

PART 1 - INTERPRETATION

1.1 Definitions

In these Bylaws and the Constitution of the Association, unless the context otherwise requires:

(a) "Address of the Association" means the address of the Association as filed from time-to-time with the BC Registry;

(b) "Association" means "Burnaby Minor Hockey Association";

(c) "Bylaws" means the bylaws of the Association as filed in the office of the BC Registry;

(d) "Code of Conduct" means the code of conduct for Members established by the Executive from time-to-time;

(e) "Constitution" means the constitution of the Association as filed in the office of the BC Registry;

(f) "Directors" means those persons who have become directors in accordance with these Bylaws and have not ceased to be directors;

(g) "Executive Resolution" means:

(i) a resolution passed at a duly constituted meeting of the Executive by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or

(ii) a resolution that has been submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Executive, and a resolution so consented to is deemed to be a resolution passed at a meeting of the Executive;

(h) "Executive" means the Directors acting and authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association;

(i) "General Meeting" means any annual general meeting and any special or extraordinary general meetings of the Association;

(j) "*Income Tax Act*" means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 and as amended from time-to-time;

(k) "Guardian" means guardian as that term is defined in the *Family Law Act*, [S.B.C 2011] Ch. 25, and as amended from time-to-time;

(l) "Members" means those Persons who are, or who subsequently become Members of the Association in accordance with these Bylaws and, in either case, have not ceased to be Members;

(m) "Ordinary Resolution" means:

(i) a resolution passed at a General Meeting by the Members by a simple majority of the votes cast in person, or

(ii) a resolution that has been submitted to the Members and consented to in writing by 2/3rd of the Members who would have been entitled to vote on the resolution in person at a General Meeting of the Association, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a General Meeting.

(n) "Parent" means a Person who is the natural parent, adoptive parent or legal guardian of a Player under age 19, or the married or common law spouse of such Person;

(o) "Person" means a natural person;

(p) "Player" means a Person who is duly registered in a hockey program of the Association;

(q) "President" means the Person currently appointed or elected to the office of President of the Association in accordance with these Bylaws;

(r) "Registered Address" of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;

(s) "Registrar" means the Registrar of Companies of the Province of British Columbia;

(t) "*Societies Act*" means the Societies Act of British Columbia and regulations thereto from time-to-time in force and all amendments to it;

(u) "Special Resolution" means:

(i) a resolution passed at a General Meeting by a majority of not less than 2/3rd of the votes of those Members who, being entitled to do so, vote in person;

(A) of which the notice that the Bylaws provide, and not being less than 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 agrees, at a meeting of which less than 14 days' notice has been given, or

(ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting of the Association, and a resolution so consented to is deemed to be a Special Resolution passed at a General Meeting of the Association;

(v) "Treasurer" means the Director currently appointed or elected to the office of Treasurer of the Association in accordance with these Bylaws; and

(w) "Vice-President" means one or more Directors currently appointed or elected to the office of Vice-President of the Association in accordance with these Bylaws.

1.2 *BC Societies Act* Definitions

Except as otherwise provided, the definitions in the *BC Societies Act* apply to these Bylaws and the Constitution.

1.3 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

1.4 Executive May Determine Ambiguity

The Executive may determine or resolve any ambiguity or doubt in the interpretation of any provision of these Bylaws or any rule or regulation established by the Association, and the determination of the Executive shall be final.

PART 2 - PLAYER REGISTRATION

2.1 Regulations

Regulations concerning the registration of Players will be those adopted by the British Columbia Amateur Hockey Association (BC Hockey) and the Pacific Coast Amateur Hockey Association.

2.2 Registration of Players

Registration of Players will ordinarily be restricted to Players whose Parent's or Guardian's principal place of residence is in the City of Burnaby.

2.3 Player Registration Fees

Each Player registered with the Association will be assessed an annual registration fee set by the Executive prior to the current season's registration period.

The annual registration fee will include any assessments by the British Columbia Amateur Hockey Association (BC Hockey) or the Pacific Coast Amateur Hockey Association for Membership in those organizations.

2.4 Executive may Waive

The Executive will have the discretion from time-to-time to waive annual registration fees in exceptional circumstances for one or more Players.

PART 3 - MEMBERSHIP

3.1 Admission to Membership

Membership in the Association will be restricted to:

(a) those Persons who are Members in good standing on the date these Bylaws come into force; and

(b) those Persons who subsequently become Members in accordance with these Bylaws.

3.2 Classes of Membership

There will be four (4) classes of Membership in the Association, being:

(a) Parent/Guardian Members;

(b) Contributing Members;

(c) Honourary Life Members; and

(d) Player Members.

3.3 Parent/Guardian Membership

A Person may be a Parent/Guardian Member if he or she:

(a) is nineteen (19) years of age or older; and

(b) is the Parent or Guardian of a Player for whom the annual registration fee has been paid.

Membership shall be limited to two (2) Parent or Guardian Members per family, it being understood that a family having more than one Player registered in the Association shall have no greater voting rights than a family having only one Player registered in the Association.

3.4 Player Membership

All Players registered with the Association shall be Player Members.

Player Members shall not have voting rights.

3.5 Contributing Membership

A Person may be a Contributing Member if he or she:

(a) is (nineteen) 19 years of age or older; and

(b) contributes to the Association through volunteer service including as a rostered team official, committee member, or other volunteer role approved by the Executive.

Contributing Members shall have voting rights.

3.6 Appointment of Honourary Life Membership

A Member in good standing may, in writing submitted to the Executive, nominate another Member or Person to be appointed as an Honourary Life Member of the Association.

The Executive may, by Executive Resolution, appoint a Person who has rendered outstanding and meritorious service to the Association as an Honourary Life Member. Such Persons will be presented as Honourary Life Members at the next annual General Meeting.

In serious circumstances, the Executive may revoke an Honourary Life Membership by Executive Resolution.

3.7 Membership not Transferable

Membership is not transferable by a Member to any other Person.

3.8 Term of Membership

Once accepted as a Parent/Guardian Member or Contributing Member, a Person continues as a Member for the remainder of the membership year.

Once appointed as an Honourary Life Member, a Person continues as a Member for Life, or until revoked.

3.9 Membership Year

The Membership year of the Association shall run from July 1 to June 30 of the following year.

3.10 Reapplication for Membership

A Person who was expelled from Membership may re-apply to the Executive for Membership in accordance with the terms of the expulsion resolution, or after one (1) year from the date of expulsion.

3.11 Cessation of Membership

A Person will immediately cease to be a Member:

(a) upon the date which is the later of the date of delivering their resignation in writing to the Address of the Association and the effective date of the resignation stated thereon; or

(b) upon the expiry of their term;

(c) upon their expulsion; or

(d) upon their death.

PART 4 - RIGHTS AND OBLIGATIONS OF MEMBERSHIP

4.1 Rights of Members

A Member in good standing will have the following rights of Membership within the Association:

(a) to receive notice of and attend all General Meetings;

(b) to propose Ordinary or Special Resolutions in accordance with the Act;

(c) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be

adopted;

(d) to exercise a vote on matters for determination at General Meetings, subject to the following:

Parent/Guardian Members, Contributing Members, and Honourary Life Members in good standing are entitled to vote at General Meetings of the Association.

Each eligible Member shall be entitled to one (1) vote.

A maximum of two (2) Parent or Guardian Members per family may exercise voting rights regardless of the number of Players registered by that family with the Association.

A Member eligible under more than one class of Membership shall be entitled to only one vote.

(e) to nominate Members for election as a Director; and

(f) to hold office as a Director or elected officer of the Association.

4.2 Standing of Members

All Members are deemed to be in good standing except:

(a) a Member who has failed to pay registration fees when due;

(b) a Member who is currently under disciplinary suspension; or

(c) a Member suspended by BC Hockey or PCAHA.

4.3 Compliance with Constitution, Bylaws and Policies

Every Member will at all times:

(a) uphold the Constitution and comply with these Bylaws and the policies of the Association adopted by the Executive from time-to-time;

(b) abide by the Codes of Conduct; and

(c) further, and not hinder, the purposes, aims and objectives of the Association.

4.4 Expulsion of Member by Special Resolution

A Member may be expelled by a Special Resolution.

Notice of a Special Resolution to expel a Member will be provided to all Members including the Member who is the subject of the proposed expulsion. Notice of the Special Resolution will be accompanied by a brief statement of the reasons for the proposed expulsion.

The Member who is the subject of the proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the Special Resolution for expulsion is considered by the Members.

PART 5 - MEETINGS OF MEMBERS

5.1 Time and Place of General Meetings

The General Meetings will be held at such time and place, in accordance with the

BC Societies Act, as the Executive decides.

5.2 Annual General Meetings

An annual General Meeting will be held at least once in every calendar year and in accordance with the requirements of the *BC Societies Act*.

5.3 Business required at Annual General Meeting

The following business is normally required to be conducted at the annual General Meeting of the Association:

(a) the adoption of an agenda;

(b) the approval of the minutes of the previous General Meeting;

(c) consideration of the report of the Directors;

(d) consideration of the financial statements and the report of the auditor thereon, if any;

(e) the election of Directors; and

(f) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual General Meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

5.4 Extraordinary General Meeting

Every General Meeting other than an annual General Meeting is an extraordinary General Meeting.

5.5 Calling of Extraordinary General Meeting

The Association will convene an extraordinary General Meeting by providing notice in accordance with these Bylaws in any of the following circumstances:

(a) at the call of the President;

(b) when resolved by Executive Resolution; or

(c) when such a meeting is requisitioned by the Members in accordance with the *BC Societies Act*.

5.6 Notice of General Meeting

The Association will give not less than fourteen (14) days' written notice of a General Meeting to all Members on the date the notice is sent.

Notice of a General Meeting will specify the date, time and location of the meeting and the business to be transacted at the meeting and the text of any Special Resolutions to be considered at that meeting.

5.7 Omission of Notice

The accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

PART 6 - PROCEEDINGS AT GENERAL MEETINGS

6.1 Requirement of Quorum

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

6.2 Quorum

A quorum at a General Meeting is twenty-five (25) Members in good standing on the date of the meeting, as well as a majority of the Executive.

6.3 Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next time and place scheduled by the President and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum. In rescheduling the General Meeting pursuant to this section, the President will attempt, if possible, to reschedule the meeting within seven (7) days, to be held at the same time and place as the original meeting.

6.4 Chair

The President (or, in the absence or inability of the President, a Vice-President) will, subject to an Executive Resolution appointing another Person, preside at all General Meetings; but if at any General Meeting the President, all Vice-Presidents, or such alternate Person appointed by an Executive Resolution, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Members present may appoint a Person to preside as chair at that meeting.

6.5 Alternate Chair

If a Person presiding as chair of a General Meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members present at such meeting, he or she may preside as chair.

6.6 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with the *BC Societies Act*, these Bylaws and, if applicable, Robert's Rules of Order.

6.7 Adjournment

A General Meeting may be adjourned from time-to-time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

6.8 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

6.9 Minutes of General Meeting

Minutes of every General Meeting will be kept by a Person appointed by the chair and the Association will maintain custody of minutes of General Meetings.

PART 7 - VOTING BY MEMBERS

7.1 Ordinary Resolution Sufficient

Any issue at a General Meeting which is not required by these Bylaws or the *BC Societies Act* to be decided by a Special Resolution will be decided by an Ordinary Resolution.

7.2 Entitlement to Vote

Only Members entitled to vote under Section 4.1 (d) may vote at a General Meeting.

7.3 Voting Mechanisms

Voting by Members at a General Meeting may occur by any one (1) or more of the following mechanisms, in the discretion of the Executive:

(a) by show of hands or voting cards; or

(b) by written ballot.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than five (5) percent of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way as to be impossible for the assembly to identify how a given Member voted.

7.4 No Proxy Voting

Proxy voting is not permitted.

PART 8 - EXECUTIVE

8.1 Management of Property and Affairs

The property and the affairs of the Association will be managed by the Executive.

8.2 Composition of Executive

The Executive will be composed of the following Directors:

(a) the President;

(b) Vice-President People;

(c) Vice-President Risk;

(d) Vice-President Programs;

(e) Treasurer;

(f) Director of “C” Hockey;

(g) Director of "A” Hockey;

(h) Director of BMHA Growth; and

(i) Director of Volunteers.

8.3 Invalidation of Acts

No act or proceeding of the Executive or of the Association is invalid by reason only of there being less than the required number of Directors in office.

8.4 Qualifications of Directors

A Person must be a Member in order to be elected or appointed as a Director. A Person may not be elected, appointed or otherwise serve as a Director if they:

(a) is less than nineteen (19) years of age;

(b) has been declared by a court in Canada or elsewhere incapable of managing their own affairs or person or both;

(c) is an undischarged bankrupt; or

(d) has been convicted of an offence involving fraud or an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, unless one of the exemptions in section 44 (3) (c) of the *BC Societies Act* applies.

8.5 Nominations of Directors

A Member in good standing may be nominated for election as a Director in accordance with the following rules and such additional policies as may be established by the Executive:

(a) A nomination must be in writing and signed by the Member being nominated and at least two (2) other Members in good standing;

(b) All nominations must be submitted to the Association at least seven (7) days prior to the call to order for the General Meeting. No nominations from the floor will be permitted.

8.6 Election of Directors

Directors will be elected by the Members at a General Meeting and will take office

commencing at the close of such meeting. Elections for Directors will normally be held at the annual General Meeting.

To the extent possible, approximately one-half (1/2) of Director positions will come vacant for election in each year.

8.7 Election by Acclamation

In elections where only a single candidate is nominated for an Executive position, the candidate will be deemed to be elected by acclamation.

8.8 Term of Office

The term of office of Directors will normally be two (2) years. However, the Executive may by Executive Resolution, determine that some or all vacant Directors' positions will have a term of less than two (2) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual General Meeting at which such Director was elected. If, however, the Director was elected at an extraordinary General Meeting their term of office will be deemed to have commenced at the close of the annual General Meeting next following such extraordinary General Meeting.

8.9 Consecutive Terms and Term Limits

Directors may be elected for up to only eight (8) consecutive years, by any combination of terms. A Person who has served eight (8) consecutive years as a Director may not be re-elected for at least one (1) year following the expiry of their latest term.

8.10 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office will retire from office at the close of the annual General Meeting in the year in which their term expires; but if no successor is elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors will continue to hold office until such time as successor Directors are elected.

8.11 Appointment to fill Vacancy

If a Director ceases to hold office, the Executive may, by Executive Resolution, appoint a qualified Member in good standing as a replacement Director to take the place of such Director until the next annual General Meeting.

8.12 Removal of Director

The Members may remove a Director before the expiration of such Director's term of office by Special Resolution and may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term.

8.13 Ceasing to be a Director

A Person will automatically cease to be a Director:

(a) upon the date which is the later of the date of delivering their resignation in writing to the Address of the Association and the effective date of the resignation stated therein; or

(b) upon the expiry of their term;

(c) upon the date such Person is no longer qualified in accordance with section 8.4;

(d) upon their removal; or

(e) upon their death.

8.14 Remuneration of Directors and Reimbursement of Expenses

A Director will not receive any remuneration for acting as a Director, provided however that a Director may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Association.

Nothing in this section prohibits a Director from receiving reasonable compensation from the Association for services rendered to the Association in another capacity.

PART 9 - POWERS AND RESPONSIBILITIES OF EXECUTIVE

9.1 Powers of Executive

The Executive may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in a General Meeting, but nevertheless subject to the provisions of:

(a) all laws affecting the Association; and

(b) these Bylaws and the Constitution.

9.2 Financial Powers

The Executive will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Association. The Executive will also have the power to enter into trust arrangements or contracts on behalf of the Association in furtherance of the purposes of the Association.

9.3 Policies and Procedures

The Executive may establish such rules, regulations, policies or procedures relating to the affairs of the Association as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the *BC Societies Act*, the Constitution or these Bylaws.

9.4 Director Responsibilities

Every Director, in exercising the duties and performing the office of a Director, will:

(a) act honestly and in good faith and in the best interests of the Association;

(b) exercise the care, diligence and skill of a reasonably prudent Person in exercising the powers and performing the functions of a Director;

(c) keep all information received as a Director confidential, both during and after their term as a Director, unless disclosure is duly authorized or required by law;

(d) disclose all conflicts of interest and comply with the *BC Societies Act*, these Bylaws and such policies and procedures as the Executive may adopt with regard to conflicts of interest;

(e) uphold the Constitution and comply with these Bylaws and the policies of the Association established from time-to-time; and

(f) unreservedly subscribe to and support the purposes of the Association.

PART 10 - PROCEEDINGS OF THE EXECUTIVE

10.1 Executive Meetings

Meetings of the Executive may be held at any time and place determined by the Executive.

A meeting of the Executive will be held at the call of the President or on the request of any three (3) or more Directors.

10.2 Notice of Executive Meetings

At least two (2) days' notice will be sent to each Director of each meeting of the Executive.

However, 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 or waive notice thereof in writing.

For the purposes of the first meeting of the Executive held following the election of a Director or Directors conducted at General Meeting, or for the purposes of a meeting of the Executive at which a Director is appointed to fill a vacancy in the Executive, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted. However, if an election is conducted separate from a General Meeting, notice of the first meeting of the Executive will be provided to all Persons who will be Directors in office on the date of such meeting.

10.3 Attendance at Executive Meetings

Every Director is entitled to attend each meeting of the Executive. No other Person is entitled to attend meetings of the Executive, but the Executive may invite any Person to attend one or more meetings of the Executive as non-voting advisors, observers or guests.

10.4 Quorum

The quorum for a meeting of the Executive will be a majority of current Directors.

10.5 Director Conflict of Interest

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

(a) a contract or transaction, or a proposed contract or transaction, of the Association; 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 Association must disclose in writing fully and promptly to the other Directors the nature and extent of the Director's interest. The Director who has the conflict of interest will be counted in

the quorum at a meeting of the Executive at which the contract, transaction or matter is considered but is not entitled to vote on the contract, transaction or matter, must refrain from any action intended to influence the discussion or vote, and will absent themselves from the meeting or portion thereof at which the contract, transaction or matter is discussed, unless requested by the Executive to remain to provide information.

10.6 Chair

The President (or, in the absence or inability of the President, a Vice-President) will, subject to an Executive Resolution appointing another Person, preside at all meetings of the Executive; but if at any Executive meeting the Chair or such alternate Person appointed by Executive Resolution is not present within fifteen (15) minutes after the time appointed for the meeting, or requests that they not chair that meeting, the Directors present may choose one of their number to chair that meeting.

10.7 Alternate Chair

If the Person presiding as chair of a meeting of the Executive wishes to step down as chair for all or part of that meeting, they may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, they may preside as chair.

10.8 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Executive, the person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with the *BC Societies Act,* these Bylaws and Robert's Rules of Order, if applicable.

10.9 Minutes of Executive Meeting

Minutes of every meeting of the Executive will be kept by a Person appointed by the chair and the Association will maintain custody of minutes of Executive Meetings.

PART 11 - DECISION MAKING AT EXECUTIVE MEETINGS

11.1 Passing Resolutions and Motions

Any issue at a meeting of the Executive shall be decided by Executive Resolution, unless required otherwise by the *BC Societies Act*, these Bylaws or other laws.

11.2 Resolution in Writing

A written Executive Resolution, as more particularly described in section 1.1(g)(ii), may be signed by the Directors in counterpart. The collection of the signed resolutions will be deemed to constitute one (1) resolution in writing. Such resolution will be filed with minutes of the proceedings of the Executive and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

11.3 Entitlement to Vote

Subject to section 10.5, each Director is entitled to one (1) vote on all matters at a meeting

of the Executive. No other Person is entitled to a vote on a matter for consideration at a meeting of the Executive.

11.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Executive may occur by any one or more of the following mechanisms, in the discretion of the chair:

(a) by show of hands;

(b) by written ballot; or

(c) by another manner that adequately discloses the intentions of the Executive.

PART 12 - SPECIFIC DUTIES OF THE EXECUTIVE

12.1 Officers

The Officers of the Association will be the total sitting Directors and Executive.

The Executive may, by Executive Resolution, specifically designate a smaller number of Directors as Officers of the Association as it deems necessary and determine the duties and responsibilities of all Officers.

12.2 Duties of President

The President will supervise the other Officers and Directors in the execution of their duties and will preside at all General Meetings and meetings of the Executive.

The President may speak, as authorized by the Executive, on behalf of the Executive or of the Association.

The President is, ex officio, a Member of every committee and task force of the Association but is not required to attend every meeting of those committees and taskforces.

The President will also ensure that all required statements and reports are filed, as required by the *BC Societies Act* or other regulatory body.

12.3 Duties of the Vice-Presidents

In the event that the President resigns or is unable to carry out the duties of the President, the Executive will, by majority vote, appoint one (1) of the Vice-Presidents to carry out the duties of the President during the time the President is unable to carry out the duties of the President.

The Vice-Presidents will assist the President in the performance of their duties and will, in the absence of the President, perform those duties. The Vice-Presidents shall carry out the duties consistent with their specific position responsibilities and will also perform such additional duties as may be assigned by the Executive or President

12.4 Duties of Treasurer

The treasurer will be responsible for making the necessary arrangements for:

(a) the keeping of such financial records, reports and returns, including books of

account, as are necessary to comply with the *BC Societies Act* and the *Income Tax Act*; and

(b) the rendering of financial statements to the Directors, Members and others, when required.

12.5 Duties of Directors

The Directors shall carry out the duties consistent with their specific position responsibilities and will also perform such additional duties as may be assigned by the Executive or President.

PART 13 - COMMITTEES

13.1 Creation and Delegation to Committees

The Executive may create such standing and special committees as may from time-to-time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Executive Resolution.

The Executive may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

13.2 Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

(a) the completion of the specified time period; or

(b) the completion of the task for which it was created.

13.3 Terms of Reference and Rules

In the event the Executive 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, will conform to any rules that may from time-to-time be imposed by the Executive in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Executive held after it has been done, or at such other time or times as the Executive may determine.

13.4 Meetings

The Members of a committee may meet and adjourn as they think proper, subject to any specific rules set out in these Bylaws.

13.5 Dissolution of Committee

The Executive may dissolve a committee by Executive Resolution.

PART 14 - COMPLAINTS, DISCIPLINE AND APPEALS

14.1 Complaints

Given the competitive nature of the game of hockey, the expectations of its participants and the individuality of the Players, volunteers and Members of the Association, the Association acknowledges that disputes will arise from time-to-time amongst those involved with the Association. It is important to the Association that all such complaints are dealt with in a manner that is fair to all involved.

The Association strongly encourages the parties to disputes, where appropriate, to seek resolution through direct discussions or voluntary mediation and the exercise of common sense before resorting to the formal complaint and discipline procedures set out in these Bylaws.

Any formal complaint against any Member, Team, Player, team official, referee or Director must be reported in writing to the President or Vice-President Risk within seven (7) days from the date on which the complaint arose, or such other intake process as may be designated by the Executive.

14.2 Person entitled to respond to a complaint

Upon receipt of any complaint pursuant to section 14.1, the President or Vice-President Risk, or designate appointed by either of them, will, as soon as is reasonably practical, contact the Person who is the subject of the complaint (the “alleged offender”) to advise them of the complaint and to allow the alleged offender to respond to any issues raised in the complaint, either in writing or in person.

The President or Vice-President Risk, or designate appointed by either of them, may also undertake a further investigation of the circumstances of the complaint to obtain further information about the issues raised in the complaint.

14.3 President to provide report to the Executive

If a complaint cannot be resolved informally by the President with the complainant and the alleged offender, the President will bring the complaint forward for review at the next scheduled meeting of the Executive. If the complaint raises issues that are, in the President’s view, time sensitive and/or cannot wait to be addressed at the next scheduled Executive meeting, the President has the discretion to immediately refer the complaint to the Discipline Committee. A designate appointed by the President may be utilized at any point in this process.

14.4 Review by Executive

The Executive may review any complaint brought forward under this Part and may determine whether a particular complaint should be dismissed, further reviewed, or referred to the Discipline Committee.

The Executive may delegate the intake, administration, review, informal resolution, investigation, and referral of complaints under this Part to the President, Vice-President Risk, or such designate or committee as the Executive may determine from time to time, provided that the Executive retains overall authority and oversight under these Bylaws.

A decision in writing will be provided to the complainant within four (4) days of such determination by the Executive.

14.5 Interim Suspension by President

The President will have the power to suspend any team, player, team official or Member who is subject of a complaint, or for unbecoming conduct on or off the ice, abusive language to any official, or for failure to comply with the Constitution, these Bylaws or the rules and regulations established by the Association.

An interim suspension may be imposed by the President where reasonably necessary to protect participant safety, welfare, property, orderly operations, or the integrity of a complaint review process.

An interim suspension is temporary and precautionary in nature and does not constitute a final determination of misconduct.

Unless earlier lifted by the President, an interim suspension may remain in effect for up to seven (7) days.

Any interim suspension exceeding seven (7) days shall be referred to the Discipline Committee for review and determination.

A Person who has been suspended by the President will not be eligible to participate in any games, team events, or conduct any official business of the Association during the period of suspension or, in the case of an interim suspension exceeding seven (7) days, until the Discipline Committee has reviewed the matter and made a determination.

Where misconduct is established through the process set out in this Part, the Discipline Committee may impose a disciplinary suspension or other disciplinary outcomes it considers appropriate.

14.6 Discipline Committee

The Association will establish and maintain a Discipline Committee as a standing committee of the Association. The Discipline Committee will consist of Persons appointed by the Executive from time-to-time and will be governed by the terms of reference and such discipline policies and procedures as are established by the Association.

The duties of the Discipline Committee are to review and determine all matters referred to the committee by the President, Vice-President Risk or the Executive, including any interim suspensions ordered by the President under section 14.5.

The Discipline Committee may conduct such investigation or hearing process as it considers appropriate and fair in the circumstances and determine whether misconduct occurred and what corrective action, if any, is appropriate.

14.7 Review by the Discipline Committee

After being notified by either the President, Vice-President Risk, or the Executive, the Discipline Committee will commence a review of any interim suspension greater than seven (7) days or referred complaint within seven (7) days of being notified. In reviewing any interim suspension greater than seven (7) days or complaint, the Discipline Committee is able to conduct or undertake its own investigation of the circumstances of the complaint.

Both the complainant and the alleged offender have the opportunity to provide further information for consideration by the Discipline Committee.

In determining a complaint or reviewing an interim suspension of greater than seven (7) days, the Discipline Committee may, in its discretion, impose such disciplinary action as is determined to be appropriate in the circumstances, including but not limited to a further

period of suspension. Following its review, the Discipline Committee will communicate its determination to all relevant parties in writing within forty-eight (48) hours of the decision.

Without limiting the foregoing, disciplinary outcomes may include warning, reprimand, apology, educational requirements, behavioural conditions, removal from a volunteer or team role, restrictions on attendance or participation, suspension, or other reasonable corrective measures.

14.8 Appeals Committee

The Association will establish and maintain an Appeals Committee as a standing committee of the Association. The Appeals Committee will consist of Persons appointed by the Executive from time-to-time and the duty of the Appeals Committee is to hear appeals from decisions of the Discipline Committee.

The Appeals Committee may uphold, modify or overturn the decision of the Discipline Committee and may re-admit or terminate the disciplinary action determined against any team, Player or team official.

No person involved in the original matter shall serve on the Appeals Committee for that matter.

14.9 Appeal Process

The following rules apply to appeals to the Appeals Committee:

(a) The complainant or the Alleged Offender (or the Parents of the Alleged Offender, where appropriate) may appeal any decision of the Discipline Committee to the Appeals Committee.

(b) The Person making an appeal must prepare a written outline of all relevant particulars pertaining to the appeal and must deliver the outline to the President within seven (7) days of being notified of the decision of the Discipline Committee.

(c) The President will then provide a copy of the outline to the Appeals Committee and the other parties to the complaint, who are then entitled to prepare a written outline of their position as it pertains to the complaint to be considered by the Appeals Committee. Any such written outline shall be provided to the Appeals Committee within four (4) days.

(d) Once the Appeals Committee has received written outlines from all relevant parties, the committee will convene a meeting to hear the appeal. At the hearing of the appeal, the parties to the complaint will have the opportunity to be heard in person by the Appeals Committee.

(e) The appeal must be dealt with by the Appeals Committee within five (5) days of the appeal hearing and the decision shall be in writing and will be communicated to all relevant parties in writing within forty-eight (48) hours of the decision.

(f) A decision of the Appeals Committee may be further appealed to the Membership at a General Meeting, which appeal to the Membership must be made in writing with full particulars and submitted to the President within fourteen (14) days of the decision by the Appeals Committee.

(g) The same process and timelines with respect to the exchange of written outlines for an appeal to the Appeals Committee, as set out in sections 14.9 (b) to (d), applies with respect to a further appeal to the Membership at a General Meeting.

(h) The decision of the Members by Ordinary Resolution at a General Meeting will be

the last and final recourse available to the appellant within the Association.

14.10 Policies

The Executive may establish further policies and procedures related to complaints, discipline and appeals provided that such policies and procedures will not be effective to the extent they are contrary to these Bylaws.

14.11 Parties to Exhaust Internal Remedies for Disputes

Any Member, Player or other Person who resorts to the Pacific Coast Amateur Hockey Association, the British Columbia Amateur Hockey Association (BC Hockey), the Canadian Amateur Hockey Association (Hockey Canada) or external legal without first exhausting the appeal and dispute resolutions procedures provided in these Bylaws may, at the discretion of the Executive, be suspended.

PART 15 - EXECUTION OF INSTRUMENTS

15.1 No Seal

The Association will not have a seal.

15.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Association may be signed as follows:

(a) by the President, together with one (1) other Officer, or

(b) in the event that the President is unable to provide a signature, by any two (2) Directors, and all contracts, documents and instruments in writing so signed will be binding upon the Association without any further authorization or formality.

The Executive will have power from time-to-time by Executive Resolution to appoint any Officer or Officers, or any Person or Persons, on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

15.3 Signing Officers

The Executive will, from time-to-time by Executive Resolution, appoint signing Officers who shall be authorized to sign cheques and banking documents on behalf of the Association.

PART 16 - FINANCIAL MATTERS AND BORROWING

16.1 Fiscal Year

The fiscal year of the Association will be April 1 to March 31.

16.2 Accounting Records

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

16.3 Banking and Finances

All Association accounts shall be kept in the name of the Association at a bank, credit

union or trust company selected by the Executive.

The Executive may invest the property of the Association in a manner which a prudent investor might invest, and in a manner consistent with the objectives and purposes of the Association.

16.4 Borrowing Powers

In order to carry out the purposes of the Association, the Executive may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

PART 17 - AUDITOR

17.1 When Audit Required

The Association is not required to be audited. However, the Association will conduct an audit or review of its annual financial statements if:

(a) the Directors determine to conduct an audit or review engagement by Executive Resolution; or

(b) the Members require the appointment of an auditor by Ordinary Resolution, in which case the Executive will appoint an external auditor with the qualifications described in section 112 of the *BC Societies Act* and will comply with the relevant provisions of the *BC Societies Act* and this Part.

17.2 Appointment of Auditor at Annual General Meeting

If the Association wishes to appoint an auditor, that auditor will be appointed at an annual General Meeting, to hold office until they are reappointed, or their successor is appointed at the next following annual General Meeting in accordance with the procedures set out in the *BC Societies Act* or until the Association no longer wishes to appoint an auditor.

17.3 Vacancy in Auditor

The Executive will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual General Meeting.

17.4 Removal of Auditor

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

17.5 Notice of Appointment

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

17.6 Restrictions on Appointment

No Director or employee of the Association will act as auditor.

17.7 Attendance at Annual General Meetings

The auditor may attend General Meetings.

PART 18 - NOTICES

18.1 Entitlement to Notice

Notices of a General Meeting will be given to:

(a) every Person shown on the register of Members as a Member on the day the notice is given; and

(b) the auditor, if any is appointed.

No other Person is entitled to be given notice of a General Meeting.

18.2 Method of Giving Notice

A notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where the Member has provided a fax number or electronic mail address, or electronic mail, respectively.

18.3 When Notice Deemed to have been Received

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 only be effective when actually received.

Any notice delivered personally, by delivery or courier, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

18.4 Days to be Counted in Notice

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

18.5 Special Rules Regarding Notice of General Meetings

Notwithstanding any other provision in this Part, if the Association has more than two hundred and fifty (250) Members, notice of a General Meeting will be deemed to have been given if:

(a) notice is sent to every Member who has provided an electronic mail address to the Association, by electronic mail to that electronic mail address; and

(b) notice of the meeting is posted throughout the period commencing at least twenty-one (21) days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Association and is accessible to all of the Members of the Association.

PART 19 - MISCELLANEOUS

19.1 Inspection of Records

The records of the Association will be open to the inspection of the Directors. Subject to the *BC Societies Act*, the following records of the Association will be open to the inspection

of the Members:

(a) the Association's Certificate of Incorporation;

(b) each certified copy, furnished to the Association by the Registrar, of the Constitution, the Bylaws, and the statement of Directors and registered office of the Association;

(c) each confirmation, other certificate or certified copy of a record furnished to the Association by the Registrar, other than in response to a request;

(d) a copy of each order made in respect of the Association by any court or tribunal, or a federal, provincial, or municipal government body, agency or official;

(e) the Association's register of Directors;

(f) each written consent to act as Director and each written resignation of a Director;

(g) a copy of every record evidencing a disclosure of a conflict of interest by a Director or senior manager;

(h) the Association's register of Members;

(i) Members' minutes of meetings and written resolutions; and

(j) the financial statements of the Association and the auditor's report, if any, on those financial statements.

The following records of the Association will not be open to the inspection of Members, unless determined by the Directors:

(a) Directors' minutes of meetings and written resolutions; and

(b) adequate accounting records for each of the Association's financial years, including a record of each transaction materially affecting the financial position of the Association.

19.2 Participation in Meetings

The Executive may, in their discretion, determine to hold any General Meeting or meeting of the Executive, and a committee may, in its discretion, determine to hold any meeting of that committee, to allow for participation, whether in whole or in part, by telephone, video conference call or similar communication equipment that allows all the Members, Directors, or Persons participating in the meeting to hear and respond to one another contemporaneously.

All such Members, Directors, or Persons so participating by approved electronic means in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote or such other manner that adequately discloses their intentions. This method of voting may from time-to-time be used for passing resolutions.

19.3 Right to become Member of other Society

The Association will have the right to subscribe to, become a Member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Association's purposes.

PART 20 - INDEMNIFICATION

20.1 Indemnification of Directors and Others

Subject to the provisions of the *BC Societies Act*, each Director, Officer and senior manager of the Association will be indemnified by the Association against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that Person may be made a party by reason of being or having been a Director, Officer or senior manager of the Association, except in relation to matters as to which they will be finally adjudged in such action, suit or proceeding to have been derelict in the performance of their duty as a Director, Officer or senior manager. "Derelict" will mean the Director, Officer or senior manager did not act honestly and in good faith with a view to the best interests of the Association or if the Director, Officer or senior manager did not have reasonable grounds for believing that their conduct was lawful.

20.2 Indemnification of Past Directors and Others

To the extent permitted by the *BC Societies Act*, the Association may indemnify every Person heretofore now serving as a Director, Officer or senior manager of the Association and that Person's heirs and personal representative.

20.3 Advancement of Expenses

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

20.4 Indemnification not Invalidated by Non-Compliance

The failure of a Director, Officer or senior manager of the Association to comply with the provisions of the *BC Societies Act*, or of the Constitution or these Bylaws, will not invalidate any indemnity to which he or she is entitled under this part.

20.5 Purchase of Insurance

The Association may purchase and maintain insurance for the benefit of any or all Directors, Officers, senior managers, employees or agents against personal liability incurred by any such Person as a Director, Officer, senior manager, employee or agent.

PART 21 - BYLAWS

21.1 Entitlement of Members to copy of Constitution and Bylaws

On being admitted to Membership, each Member is entitled to, and upon request the Executive will provide them with, a copy of the Constitution and Bylaws.

21.2 Special Resolution required to Alter or Add to Bylaws

These Bylaws will not be altered or added to except by Special Resolution.

PART 22 - FORMER CONSTITUTIONAL PROVISIONS

22.1 The operation of the Association is to be carried on chiefly in the City of Burnaby, in the Province of British Columbia.

22.2 This Association shall be affiliated with the Pacific Coast Amateur Hockey Association and British Columbia Amateur Hockey Association and shall observe all laws, rules and regulations by which these Associations are governed. This provision was previously unalterable.

This Association shall be affiliated with Burnaby Parks, Recreation and Culture Commission.

22.3 In the event of winding-up or dissolution of the Association, funds and assets of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization(s) within the present Pacific Coast Amateur Hockey Association boundaries with the same or similar objects and purposes of the Association, as determined by the members of the Association at the time of the winding-up or dissolution. This provision was previously unalterable.