

CALGARY ROYALS ATHLETIC ASSOCIATION

BY-LAWS



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THE ALBERTA SOCIETIES ACT
BY-LAWS
OF
CALGARY ROYALS ATHLETIC ASSOCIATION
BY-LAWS

ARTICLE 1 – PREAMBLE:

1.1 The name of the Society is “Calgary Royals Athletic Association”.

1.2 This document constitutes the general Bylaws of the Calgary Royals Athletic Association (hereinafter referred to as the “Association”).

1.3 The Bylaws of the Association are subject to the Act (as hereinafter defined) and the rules and policies imposed by the Minor Hockey Association of Calgary (“Hockey Calgary”), the Alberta Amateur Hockey Association (“Hockey Alberta”) and Hockey Canada (“Hockey Canada”).

ARTICLE 2 - READING THESE BYLAWS

2.1 Definitions:

In these Bylaws including the Preamble hereto, the following words and terms have the following meaning ascribed to them, unless the context otherwise requires:

(a) “**Act**” means the *Societies Act*, R.S.A. 2000, c.S-14 as same may be amended from time to time or any statute substituted for it;

(b) “**Active Member**” has the meaning ascribed to that term in Article 3.1(b) (i);

(c) “**Annual General Meeting**” means the annual general meeting of the Members of the Association described in Article 4.1;

(d) “**Association**” means the “Calgary Royals Athletic Association”;

(e) “**Board**” or “**Board of Directors**” means the board of the directors of the Association as described in Article 5;

(f) “**Bylaws**” means the Bylaws of the Association as contained herein, as same may be amended or restated from time to time;

(g) “**Director**” means a duly elected or appointed member of the Board of Directors of the Association;

(h) “**Executive**” means the Board of Directors and the Officers;

- (i) “**Executive Committee**” has the meaning ascribed to that term in Article 9.1;
- (j) “**General Meeting**” means a meeting of the Members as described in Article 4.1;
- (k) “**Honorary Member**” means an individual appointed an honorary Member of the Association in accordance with these by-laws;
- (l) “**Legal Guardian**” means an individual that has been granted legal guardianship of a registered player under the age of eighteen (18) years pursuant to the laws of a competent jurisdiction;
- (m) “**Member**” means an individual who is a member of the Association as described in Article 3.1;
- (n) “**Membership**” means membership in the Association;
- (o) “**Officer**” means an individual described in Article 7;
- (p) “**parent**” means a natural parent of a registered player and any individual standing in *loco parentis* to a registered player including a legal guardian;
- (q) “**Policies and Procedures**” means the rules, policies and procedures of the Association as set forth in the Association’s Policies and Procedures Manual entitled “Calgary Royals Athletic Association Policies and Procedures Manual”, as same may be amended, replaced or restated from time to time;
- (r) “**registered player**” has the meaning ascribed to that term in Article 3.1(a) (i);
- (s) “**Resolution**” means a vote that is passed by a majority of Voting Members present and entitled to vote at a duly constituted meeting of the Members;
- (t) “**Special Meeting**” means a special meeting of the Members described in Article 4.2;
- (u) “**Special Resolution**” means
- (i) a resolution passed
 - (A) at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person.
 - (ii) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting so agree;
- (v) “**Voting Member**” has the meaning ascribed to that term in Article 3.3(a).
- (w) “**Honorary Life Member**” means an individual appointed an honorary life member

of the Association in accordance with these by-laws;

(x) “**Playing Year**” means the twelve-month period commencing on the date of registration in each year;

2.2 Interpretations:

(a) Words indicating the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa and references to persons shall include individuals, firms and corporations.

(b) Headings are for convenience only and do not affect the interpretation of these Bylaws.

(c) When construing these By-laws reference shall be had to the *Act*, and words and expressions used in these By-laws shall, so far as the context does not otherwise require, have the same meaning in the Act.

(d) These Bylaws are to be interpreted broadly and generously.

ARTICLE 3 - MEMBERSHIP

3.1 Membership:

(a) The following individuals may become members of the Association (“**Member**”):

- (i) an individual who is registered to play with and on, the roster of a hockey team sponsored by the Association in respect of whom the registration fee prescribed by the Association has been paid or waived by the Association (“**registered player**”) for the playing year;
- (ii) for each registered player, either:
 - A. two parents of such registered player,
 - B. two legal guardians of such registered player or
 - C. one parent and one legal guardian of such registered player; and
- (iii) any non-parent coach, assistant coach coach, or manager registered to an Association team, a maximum of 4 persons per hockey team that is sponsored by the Association for the playing year;
- (iv) Directors;

- (v) Officers;
- (vii) Honorary life members; and
- (viii) any other individual who applies for a membership, whose application therefore is approved by the Board of Directors and who pays the annual membership fee of \$10.00 or such other membership fee as may be prescribed by the Board of Directors of the Association from time to time.

(b) Membership of the Association shall consist of the following:

(i) Active Membership - Any registered player as described in Article 3.1(a) (i) and any parent or legal guardian described in Article 3.1(a) (ii) (“**Active Member**”). Active Members shall be entitled to the rights and privileges of a Member in good standing and shall, subject to Article 3.2, be entitled to vote at meetings of Members of the Association;

(ii) Associate Membership - Any individual who holds the position of non-parent coach, assistant coach or manager described in Article 3.1(a)(iii) or who holds a position on the Board during the fiscal year of the Association in which such individual serves in that capacity. Associate Members shall be entitled to the rights and privileges of a Member in good standing and shall, subject to Article 3.2, be entitled to vote at meetings of Members of the Association;

(iii) Honorary Membership - Any individual who has made an outstanding contribution to the welfare of the Association may be granted Honorary Membership by the Board of Directors. Any Member in good standing may at any time and from time to time submit nominations for Honorary Membership in writing to the Secretary of the Association. The Association may from time to time appoint Honorary Life Members of the Association by a vote of three-quarters (3/4) of those Voting Members present at a meeting of all the Members called for that purpose. An unlimited number of Honorary Life Members may be appointed. Honorary Members shall be entitled to the rights and privileges of a Member in good standing and shall, subject to Article 3.2, be entitled to vote at meetings of Members of the Association;

(c) Every Member shall be bound by and submit to the Bylaws and the Policies and Procedures of the Association.

(d) A Member shall be deemed to be in good standing when the Member has paid to the Association the current annual registration fee for one or more registered players or

alternative payment arrangements for such Member have been made and approved by the Board.

(e) Members of the Association cannot vote at any meetings of the Members of the Association or serve on any elected position of the Association unless such Members are Voting Members of the Association pursuant to Article 3.2.

(f) Members who are at least eighteen (18) years of age may serve as Officers and Directors of the Association.

3.2 Voting Member:

(a) The following Active Members will be voting members of the Association (“**Voting Members**”):

(i) a maximum of two parents, or two legal guardians, or one parent and one legal guardian, each person being at least eighteen (18) years of age, of a registered player; and

(ii) any registered player who is at least eighteen (18) years of age.

(b) Parents or legal guardians of a registered player cannot be Voting Members unless they are the parents or legal guardians of a registered player who is less than eighteen (18) years of age.

(c) Any “Associate Member”, “Honorary Member” or any other individual who applies for a membership, whose application therefore is approved by the Board of Directors and who pays the annual membership fee of \$10.00.

(d) Only Voting Members are entitled to vote at meetings of the Members of the Association.

(e) Only Voting Members are eligible to serve on elected positions of the Association including but not limited to the position of Officer or Director of the Association.

(f) Voting Members must be Members in good standing of the Association. Voting Members who are not Members in good standing forego all rights and privileges of a Voting Member including the right to vote at meetings of Members of the Association.

3.3 Expulsion of Members:

(a) The Board of Directors shall have the power, by a vote of three-fourths of those present at a meeting called for that purpose, subject to Article 6.2 Quorum, to expel any member as described in Article 3.1 from the Association whose conduct is determined by the Board of Directors to be improper, unbecoming, or likely to endanger the interests or reputation of the Association. No member, director, or officer as described in Article 3.1

shall be expelled from the Association without being notified of the charge or complaint against him in writing and/or by phone and without having first been given an opportunity to be heard by the Board of Directors at a meeting called for that purpose. Any Director or Officer that is expelled from his or her position will not be allowed to hold any Board of Director's position for a minimum of two full year Board of Directors terms.

(b) An individual shall cease to be a member of the Association when he or she fails to qualify as a member under Clause 3.1 of this Article, or upon notification in writing to the Board of Directors of withdrawal from membership, or upon expulsion or suspension pursuant to Clause 3.3 (a) of this Article.

(c) A member who ceases to be a member or is expelled or suspended from the Association shall forthwith forfeit all right, claim, and interest arising from, or associated with, membership in the Association.

3.4 Termination of Membership:

(a) Any Member who desires to withdraw from Membership in the Association may notify any Member of the Executive in writing to that effect and, on receipt by the Executive of such notice; the Member shall cease to be a Member of the Association.

(b) The Membership of a Member ends upon such Member's death.

(c) Although a Member may cease to be a Member, by resignation or death, such Member remains liable for any debts owing by such Member to the Association at the date of such Member ceasing to be a Member.

3.5 Reinstatement of Members:

A Member whose Membership has ceased can apply for reinstatement after one year. The Board may permit the reinstatement by a vote of three-quarters (3/4) of the Directors present at a meeting of the Board called for that purpose, subject to Article 6.2 Quorum.

3.6 Rights and Privileges of Voting Members:

(a) A Voting Member is in good standing when

(i) such Voting Member has paid to the Association the current annual registration fee(s) in the Association for one or more registered players in full or alternate payment arrangements for such Voting Member have been made and approved by the Board;

(ii) such Voting Member has not been suspended or such Voting Member's Membership in the Association has not otherwise been terminated; and

(iii) such Voting Member does not owe any money to the Association.

(b) All Voting Members are permitted to attend any meeting of the Members of the Association

(c) A Voting Member who is entitled to vote at meetings of Members of the Association is entitled to one vote on each matter that is decided by a vote of the Members of the Association.

(d) No right or privilege of any Voting Member or Member is transferable to another person. All rights and privileges cease when the Membership of the Voting Member or Member ends, through resignation or death.

ARTICLE 4 - MEETINGS OF MEMBERS

4.1 Annual General Meeting and Special Meetings:

(a) The annual general meeting of the Association shall be held at the City of Calgary in the Province of Alberta on such date, during the period between May 1 and June 30 inclusive in each year, as the Board of Directors shall determine by resolution.

(b) Other meetings of the members of the Association, whether general or special, may be convened by order of the Board of Directors for any time at the City of Calgary, in the Province of Alberta.

4.2 Notice of Meetings:

(a) Notice of the time and place of all meetings of the members of the Association shall be issued at least [**fifteen [15]**] days prior to the date set for the meeting unless the purpose of the meeting is to consider a special resolution in which case notice shall be issued at least [**twenty-one [21]**] days prior to the date set for the meeting. Notice may be issued via the Association website, email, SMS (text messaging), fax, handouts, the Royals Report, phone call (including leaving of voicemail messages), publication in a widely circulated Calgary newspaper, and/or mail and all such methods where used alone or in combination with other methods are all equally valid. If notice to a Member is sent by fax or e-mail, such notice will be considered received as of the day it was sent. If a notice or information is supplied by mail, the notice is deemed to be received at least [**three [3]**] days after the envelope containing the notice is mailed. If the notice is by telephone it will be considered received when the Member has been provided with all of the information in the notice by direct telephone contact or by leaving a voicemail message containing all of the required information. Only the matters set out in the notice of the meeting may be conducted at the meeting of the Members in respect of which such notice relates.

(b) It is the obligation of each Member to ensure that such Member's contact information, including such Member's address, phone numbers, email addresses and other addresses are

kept up to date at all times by notifying the Vice President-Administration or the Secretary of the Association in writing of any change. The Association may use the last contact information supplied by the Member to provide notices and the Member will be deemed to have received any notice sent using such contact information. All notices and information are treated as having been received by the Member at earliest of the time of posting of the notice or information on the Association website or the time otherwise given or handed out. The only exception is when a notice or information is supplied by mail in which case the notice is deemed to be received three (3) days after the envelope containing the notice is mailed. Team notices may also be given in a similar fashion. If a Member does not have access to the Association website then the Member must so advise the Association and provide an acceptable alternate means by which the Association may communicate with the Member.

4.3 Errors in Notice of Meetings:

No error or omission in giving notice of any General or Special meeting (including, without limitation, accidental omission to give any notice of the meeting to any Voting Member, any Voting Member not receiving notice of the meeting or any error in any notice of any meeting that does not materially affect the meaning of the notice) will invalidate such meeting or make void any proceedings or decisions made by the Members at such meeting, unless such error or omission was caused by the gross negligent conduct of the Directors or Officers who prepared the notice of meeting.

4.4 Decisions of Members:

All decisions of the Members will be made by resolution passed by a majority of votes cast by the Voting Members in attendance at a meeting of Members, or if a Special Resolution is required, by three-quarters (3/4) majority of the votes cast by the Voting Members in attendance at a meeting of Members. Voting will be by a show of hands unless the Chairman of the meeting determines that it is appropriate to use a ballot or if any two Members present at the meeting request that the vote be by secret ballot, in which case the vote will be conducted by ballot. The President declares a resolution carried or lost and the President decides any dispute on any vote.

4.5 Quorum for Member's Meetings:

A quorum for the transaction of business at any meeting of the members of the Association shall consist of not less than [**fifteen (15)**] members in good standing of the Association present in person. The President will cancel the meeting if a quorum is not present within one half-hour after the time set for the meeting. If the meeting is so cancelled, the meeting must be rescheduled to take place within [**seven (7)**] days thereafter. If, at the rescheduled meeting, a quorum is not present within one half-hour of the time set for the meeting, the meeting will proceed as if a quorum was present with the Voting Members at such rescheduled meeting.

4.6 Voting Rights of Members:

Each Voting Member is entitled to one vote for each issue and resolution, which must be exercised in person at a duly called meeting of Members of the Association. Members may not vote by proxy. The President will not vote unless there is a tie, in which case the President will be entitled to cast a deciding vote.

4.7 Chairman of Meetings:

The President will act as chairman at all meetings of the Members, and in the absence of the President, a Vice-President and in the absence of the President and the Vice-Presidents, then any other Director or Voting Member may sit as chairman of the meeting with the consent of the majority of the Voting Members present.

4.8 Annual General Meeting Motions:

Any member wishing to bring up an item under New Business at the annual general meeting, including any motion or motions, must notify or file with the Secretary in writing prior to April 1st in each year the nature of the new business or the contents of the motion or motions. The Secretary shall cause the nature of the new business or contents of the motion or a summary thereof to be published with the notice of the annual general meeting.

ARTICLE 5 - DIRECTORS AND OFFICERS

5.1 Authority:

The Directors shall have and exercise all the powers of the Association as fully and completely as the Association would in general meetings, subject to the provisions of the Act. Without in any way limiting the authority of the Directors or their ability to delegate that authority, the Directors will have the following powers and responsibilities:

(a) the power to impose and enforce penalties for violation of the Bylaws, **[the Policies and Procedures]** and the **[rules and regulations and policies]** of the Association from time to time;

(b) the power to remove from office, any Director or Officer for neglect of duty or for conduct that is materially contrary to the Bylaws, **[the Policies and Procedures and the rules and regulations and policies]** and best interests of the Association from time to time; and

(c) the power to interpret, define and explain all provisions of the Bylaws, the **[the Policies and Procedures and the rules and regulations and policies]** of the Association from time to time; and

(d) the responsibility to address all disputes between or among Members.

5.2 Delegation of Authority:

The Directors may delegate any of their powers, responsibilities and authorities to the

[Executive Committee] or such other committee as the Directors may choose.

All committees will be committees of the Board and may be *ad hoc* committees, or temporary committees or standing committees intended to operate each year within the Association's hockey program and in accordance with these Bylaws. The Board will establish and amend from time to time the terms of authority and operation of each committee created by the Board and may at any time dissolve or merge any committees the Board creates.

5.3 Directors:

(a) The Board shall consist of not less than **[fifteen (15)]** and not more than **[twenty-four (24)]** Directors. A Director shall throughout his term of office be a **[Voting]** Member in good standing of the Association. The Board shall be elected at the Annual General Meeting of the Association by a majority vote of the Voting Members present in person at such meeting for a one-year term. 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 the remaining term of the Director that ceased to be a Director. An individual, whose term of office expires, has not been expelled or suspended, at the conclusion of the Annual General Meeting shall be eligible for re-election.

(b) If any Director resigns his office, or without reasonable excuse, absents himself from **[three (3)]** meetings of the Board, or is suspended as a Member of the Association, or if there is a vacancy on the Board arising from any other cause or circumstance, the Board shall declare the office of such Director vacated and may, with a three-quarters (3/4) majority vote of the Board at a meeting of the Board called for that purpose, subject to Article 6.2 Quorum, appoint any Voting Member in such Director's place to hold office until the next Annual General Meeting.

5.4 Election or Appointment of Directors and Officers:

The following will apply to the election or appointment of the Directors of the Association:

(a) Each year, the Secretary, will be charged with the task of preparing a slate of Directors and Officers to accompany the notice of the Annual General Meeting. If there are more candidates seeking election than positions available, the Secretary will not prepare a slate of Directors and Officers, but will prepare a list of those seeking election that will accompany the notice of meeting.

(b) All candidates in seeking elections must contact the Secretary in writing **[three (3)]** days prior to the Annual General meeting in order for proper slate preparation.

(c) Any Voting Member in good standing may at the Annual General Meeting nominate a Voting Member to the position of Director or Officer of the Association. All such nominations must be accompanied by the written consent of the nominee.

(d) To be nominated for the position of President, and Vice President(s) the Voting Member must have been a Director or Officer of the Association for at least one term prior to the proposed election or appointment, unless there is no one willing to stand for election with those qualifications.

(e) Nominations for the following positions shall first be called for and received and voting conducted individually in the following order:

- President
- Two Vice-Presidents
- Treasurer
- Secretary

(f) Nominations for the remaining Directors shall be called for and received. If more Voting Members are nominated than there are Directors to be elected, a vote shall be taken by secret ballot and nominees receiving the highest number of votes shall be declared elected to a maximum of **[eighteen (18)]** Directors.

- (i) The Chairman of the Annual General Meeting may make such further rules for the conduct of the election of Directors as may be necessary or desirable and which are not inconsistent with the rules set out in these Bylaws.

(g) If there are no nominees for the positions of Directors and Officers other than the slate provided by the nominating committee, the slate will be declared elected at the meeting.

(h) Directors and Officers elected or appointed to hold office pursuant to these Bylaws will take office commencing at the conclusion of the meeting at which they were elected or appointed, and the prior Directors and Officers will then cease to hold office. Directors and Officers will hold office until the next Annual General Meeting held after they were elected or appointed or until they otherwise cease to be a Director or Officer in accordance with these Bylaws.

ARTICLE 6 - MEETINGS OF DIRECTORS

6.1 Meetings:

(a) Meetings of the Board of Directors may be held, on reasonable notice in writing by mail, telephone (including voicemail), fax, and email or in person, by the President to the Directors, which notice can be waived if waived by all the Board Members, at such times and at such places within the City of Calgary as the Directors may determine. The notice of meeting must state the nature of the business to be conducted at the Directors' meeting. Directors may waive their right to notice of a meeting.

(b) All decisions of the Directors will be made by resolution passed by a majority of those present and voting at a meeting of the Directors, or by E-mail if a resolution needs to be decided before the next Board of Director's meeting.

(c) If a Board decision needs to be made before the next Board meeting, then an e-mail from the President will go out to the Board of Directors requesting a vote under the same rules that apply at the Board meetings. Each Director's vote will be submitted to the Secretary, and the resolution passed will be appended to the next Board of Director's meeting minutes.

(d) Directors may not vote on any question in which they have a pecuniary interest, or where a question directly affects the placement or discipline of a registered player or Member to whom they are directly related.

(e) The Board may appoint a day or days in the month or months for regular meetings of the Board at a place and hour to be named. A copy of the regular meeting dates will be sent to each Director from the Secretary.

6.2 Quorum:

A quorum for the transaction of business at any meeting of the Board of Directors shall consist of not less than **[nine (9)]** members of the Board of Directors present in person.

6.3 Chairman of Meetings of Directors:

The President will, when present, act as chairman at all meetings of the Directors. In the absence of the President, a Vice-President will act as chairman in the place and stead of the President and, in the absence of both the President and the Vice-Presidents, a chairman may be selected by a majority of those Directors present. The Chairman of any meeting of the Board of Directors shall have no vote except in the case of an equality of votes.

6.4 Participation by Teleconferencing/Videoconferencing:

If all the Directors participating in a meeting consent, one or more Directors may participate in a meeting of the Directors by means of telephone or such other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Directors held while a Director holds office.

6.5 Written Resolution in Lieu of Meeting:

A resolution of the Directors 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 Directors.

ARTICLE 7 - OFFICERS

7.1 The officers of the Association shall be:

President
Two Vice-Presidents
Treasurer
Secretary
Past President

each of whom shall *ex officio* be a Director of the Association

7.2 President:

(a) The President shall be charged with the general management and supervision of the affairs and operations of the Association. The President shall, when present, preside at and chair all meetings of the Members, the Board and the Executive Committee. The President, together with the Secretary or other officer appointed by the Board for that purpose, shall sign all resolutions of the Members and the Board;

(b) If, at any time, the President is unable to fulfill his or her duties, a Vice-President, designated by the Executive Committee, will assume the duties of the President until the President is again able to fulfill his or her duties.

7.3 Vice-Presidents:

There shall be two Vice-Presidents, namely:

(i) a Vice-President - Administration and a Vice-President Hockey Operations; or

(ii) **[two (2)]** Vice-Presidents – Hockey Operations.

The Vice-Presidents shall assist the President in the general management and supervision of the affairs and operations of the Association. Each Vice-President shall assume and carry out such duties and responsibilities as may be determined by the President from time to time. In the absence or incapacity of the President, the Executive Committee shall designate one of the Vice-Presidents to preside at and chair all meetings of the Members, the Board, and the Executive Committee.

7.4 Treasurer:

The Treasurer shall receive, deposit and make disbursements of all monies of the Association, provided that all disbursements shall be subject to ratification by resolution of the Board at the meeting of the Board next following the disbursement. In the absence or incapacity of the President and both Vice-Presidents, the Treasurer shall preside at and chair all meetings of the members, the Board of Directors and the Executive Committee.

(a) The Treasurer will:

(i) be responsible for seeing that proper books and records of all of the Association accounts and transactions are maintained;

(ii) present a full detailed account of receipts and disbursements to the Directors whenever requested and will prepare for submission to the Annual General Meeting, financial statements of the Association audited by a duly qualified independent accountant or accounting firm; and

(iii) have such other duties as may from time to time be determined by the President or the Directors.

7.5 Secretary:

(a) The Secretary shall be *ex officio* clerk of the Board and the Executive Committee. The Secretary shall:

(i) attend all meetings of the Members of the Board and the Executive Committee and record all facts and minutes of all proceedings in a book kept for that purpose;

(ii) give all notices required to be given to Members and to Directors;

(iii) be the custodian of the seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association, which he or she shall deliver up only when authorized by resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution;

(iv) keep accurate minutes of meetings of the Members, the Board and the Executive Committee;

(v) keep a record of all Members of the Association and their contact information including addresses, phone numbers, fax numbers and e-mail addresses;

(vi) send all notices of meetings unless otherwise directed by the President; and

(vii) have such other duties as may from time to time be determined by the President or the Directors.

(b) In the absence or incapacity of the Secretary, the President shall designate a Director to assume the duties of the Secretary, until the Secretary is again able to fulfill his or her duties.

7.6 Past President:

(a) The Past-President shall assume and perform such duties and responsibilities as may be assigned by the President and shall offer such advice and guidance to the Board of Directors and the Executive Committee as may be requested. He shall remain in this capacity until he resigns or is replaced by the outgoing President.

(b) Will:

- (i) Assist the President in an advisory role relative to conducting the affairs of the Association;
- (ii) Will not have a vote at any meetings conducted by the Association

7.7 Ombudsman:

(a) Duties include:

- (i) Serves as mediator for Association disputes not resolved through normal channels;
- (ii) Complaint and dispute mechanisms in place from time to time;
- (iii) Reviews disciplinary actions before they are disclosed to the parties concerned;
- (iv) Ensures that due process of these Bylaws have been adhered to from time to time;
- (v) May not sit on the Discipline or Appeal Committees.

ARTICLE 8 - INDEMNIFICATION

8.1 Liability:

It is understood that the Directors and Officers assume their positions on the condition that the Director or Officer, his or her executors, administrators and assignors will be reimbursed for any monetary loss incurred by such Director or Officer 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 and Officers unless such loss is caused by the gross negligence of such Director or Officer.

8.2 Protection and Indemnity of Directors and Officers:

(a) Each Director or Officer holds office with protection from the Association. The Association indemnifies and saves harmless each Director or Officer against all costs or

charges that result from any act done in such Director's or Officer's role for the Association. The Association does not indemnify and save harmless any Director or Officer from such Director's or Officer's acts of dishonesty, fraud, or bad faith.

(b) No Director or Officer is liable for:

- (i) the acts of any other Director, Officer, or Member;
- (ii) any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association; or
- (iii) any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraudulent, dishonest, or in bad faith.

(c) Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 9 - COMMITTEES

9.1 Executive Committee:

(a) There shall be an executive committee of the Board (the "**Executive Committee**") consisting of the Officers of the Association.

(b) The Executive Committee shall perform and carry out such functions, as the Board shall from time to time delegate to it. The Board may from time to time ratify acts of the Executive Committee, subject to the provisions of these Bylaws and the Act.

(c) No formal notice of meetings of the Executive Committee need be given.

(d) A quorum for the transaction of business at any meeting of the Executive Committee shall consist of not less than **[three (3)]** members of the Executive Committee present in person at such meeting or via conference call.

(e) Questions arising at any meeting of the Executive Committee shall be decided by a simple majority. The Chairman of the meeting shall have no vote, except in the case of an equality of votes, and then the Chairman of the meeting shall have the deciding or casting vote.

(f) Minutes of any meeting of the Executive Committee shall be circulated to the Board at the next meeting of the Board.

9.2 Other Committees:

The Board may constitute such standing and *ad hoc* committees as it may determine from time to time, and may appoint the Chairmen and members of such committees from among the Board's numbers or otherwise

ARTICLE 10 - FINANCE AND RECORDS

10.1 Registered Office:

The Registered Office of the Association is located at:

- (a) 5300 19th Street S.W., Calgary, Alberta T3E 1K2; or
- (b) The Treasurer's Office.

A change of Registered Office may be effected at the Annual General Meeting or by Resolution of the Board.

10.2 Correspondence:

All correspondence addressed to the Association or Board of Directors will be addressed to the Association's Registered Office.

10.3 Association Seal:

(a) The Board of Directors may adopt a seal, which shall be the common seal of the Association.

(b) The common seal of the Association shall be maintained at the Registered Office, and in the custody of the Secretary and under the control of the directors, and the responsibility for its use from time to time shall be determined by the Board of Directors.

10.4 Finance and Auditing:

(a) The fiscal year of the Association ends on [**April30th**] of each year.

(b) There must be an audit of the books, accounts, and records of the Association at least once each year. A qualified accountant with a professional designation appointed by resolution of the Board must perform this audit. At each Annual General Meeting of the Association, the auditor submits a complete statement of the books [**financial records**] for the previous year.

(c) Approved by the members at the Annual General Meeting.

10.5 Cheques and Contracts of the Association:

(a) The President, Vice-Presidents, Treasurer, or any Officer of the Board authorized by the President will have the authority to sign cheques drawn on the monies of the Association. Two signatures are required on all cheques. The Board may authorize the President to sign cheques for certain amounts and circumstances.

(b) All contracts of the Association must be signed by a Director or other persons authorized to do so by the resolution of the Board.

10.6 Keeping and Inspection of Books and Records of the Association:

- (a) The Association keeps a copy of the Minute books and records minutes of all meetings of the Members and of the Board.
- (b) The Secretary keeps the original Minute Books and records of the Association. This record contains minutes from all meetings of the Association, the Board, and the Officers.
- (c) The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Act, or any other statute or laws.
- (d) A Voting Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Treasurer of the Association of his intention to do so.
- (e) Unless otherwise permitted by the Board, such inspection will take place only at the location determined by the Board, during normal business hours.
- (f) All financial records and minutes of the Association are open for such inspection by the Voting Members.
- (g) Other records of the Association are also open for inspection, except for records that the Board designates as confidential.
- (h) The Directors may, by resolution, designate as confidential and restricted access to some or all of the following records:
 - (i) Membership lists;
 - (ii) lists of Members' names, addresses, and contact information including telephone numbers;
 - (iii) lists of Members who have been suspended or terminated;
 - (iv) financial information specific to individual Members, including those Members who pay their Membership fees with financial assistance;
- (i) Any record or information may be designated confidential by a vote of three-quarters (3/4) of the Directors.

10.7 Annual Budget

The Annual Budget is approved by the Board of Directors.

10.8 Borrowing Powers and Payments:

- (a) The Board of Directors may from time to time borrow money in any manner on the credit of the Association and in such amounts as it may think proper, and may cause to be executed mortgages and pledges of the real and personal property and rights of the

Association and may cause to be signed bills, notes, contracts and other evidences of securities for money borrowed or to be borrowed, such monies to be borrowed from any person, firm, corporation or bank, on such terms as the lender may be willing to advance the same, provided that the amount shall not exceed \$250,000.00 and debentures shall not be issued without the sanction of a special resolution of the Association.

(b) The Association may borrow or raise funds to meet its objectives by a vote of three-quarters (3/4) of Members present at a Special Meeting called for that purpose, subject to Article 4.5 Quorum for Member's Meetings.

(c) Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

(d) Any expenditure or group of related expenditures exceeding [**\$5000.00**] requires approval by way of resolution of the Directors, unless that expenditure or group of expenditures is payment for:

- (i) ice time;
- (ii) referee fees;
- (iii) player registration fees;
- (vi) player insurance premiums;
- (vii) other fundamental expenditures which may be prescribed by resolution of the Directors.

10.9 Fundraising Activities:

(a) All fundraising activities must be performed in compliance with federal and provincial laws. The Directors, by resolution, will prescribe:

- (i) the types of fundraising activities the Association will use each year.

(b) Any records of revenues and expenses arising from any fundraising activities must be recorded, and stored with the Treasurer of the Association.

10.10 Banking:

The signing officers of the Association for the purpose of drawing cheques on the account or accounts of the Association shall be any two officers of the Association or any other person or persons chosen by way of resolution by the Board of Directors.

ARTICLE 11 - POLICIES AND PROCEDURES

The Board shall formulate and make available to the Membership a manual setting out the policies and procedures of the Association, as amended from time to time.

ARTICLE 12 - BYLAWS AND FUNDAMENTAL CHANGES

12.1 Bylaws and Fundamental Changes:

These Bylaws may be rescinded, altered, or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Association. A notice of the Annual General Meeting or Special Meeting of the Association must include details of any proposed resolution to change the Bylaws. The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting.

12.2 Amendments:

No amendments to the Bylaws of the Association, whether by way of new provisions, amended provisions, or to rescind any of the provisions in these Bylaws, shall be made except by special resolution. Notice of any proposed amendment or amendments must be filed with the Secretary in writing at least 45 days prior to the meeting at which it is proposed to consider the amendments. The Secretary shall cause the contents of the proposed amendment or a summary thereof to be published with the notice of the general meeting at which it is proposed to consider the amendments.

ARTICLE 13 - REMUNERATION

The Directors or Members shall serve without remuneration provided, however, that nothing in this section shall prohibit a Director or Member from receiving reimbursement of his or her reasonable out of pocket expenses in connection with the affairs of the Association may be paid upon approval thereof by the Executive Committee.

ARTICLE 14 - DISSOLUTION OF THE ASSOCIATION

14.1 Distribution of Property:

The Association does not pay any dividends or distribute property among its Members.

14.2 Dissolution:

If the Association is dissolved, any funds remaining after paying all debts are to be paid to a registered and incorporated charitable organization. Members will select the organization by Special Resolution. In no event do Members receive any assets of the Association.