

# DRAFT – FOR DISCUSSION PURPOSES ONLY

## BY-LAWS

of

### Southwest Area Two Hockey Association

#### 1. INTERPRETATION

In these By-laws, and in the objects of the Southwest Area Two Hockey Association, unless the subject matter or context requires a different interpretation:

- (a) “**Annual General Meeting**” means an annual general meeting of the Members called for and held under these By-laws.
- (b) “**Appointed Officer**” means any person appointed by the Board to assist the Board in the management and operations of the Association and to assist in carrying out its duties and powers, and shall include the Secretary.
- (c) “**Association**” means the Southwest Area Two Hockey Association.
- (d) “**Association Region**” means that portion of the City of Edmonton that encompasses the area comprised of the following communities: Allendale, Belgravia, Brander Gardens, Brookview, Brookside, Bulyea Heights, Eagle Ridge, Empire Park, Falconer Heights, Garneau, Grandview Heights, Lansdowne, McKernan, Ogilvie Ridge, Parkallen, Pleasantview, Promitory Point, Queen Alexandra, Ramsay Heights, Riverbend, Rhatigan Park, Strathcona, Terwilligar, Terwilligar Towne, The Ridge Windermere, Whitemud Oaks, Windsor Park, together with any other communities that may be established from time to time which adjoin such communities.
- (e) “**Board**” means the Executive Officers and the Directors.
- (f) “**Category Directors**” means collectively, the Initiation Director, Novice Director, Atom Director, Pee Wee Director, and Bantam Director.
- (g) “**Community League**” means any community league recognized by the Edmonton Federation of Community Leagues, or any successor thereof, and situated within the Association Region.
- (h) “**Director**” means a person elected to serve on the Board in any of the following capacities: Initiation Director, Novice Director, Atom Director, Pee Wee Director, Bantam Director, Ice Allocation Director and Coach Development/Evaluation Director.
- (i) “**EMHA**” means Edmonton Minor Hockey Association, or any successor organization.
- (j) “**Executive Committee**” means the committee established under Section 6 of these By-laws.

- (k) “**Executive Officer**” means the Past President, President, Vice-President Hockey Operations, Vice-President Evaluations, Coach & Player Development, Registrar and Treasurer.
- (l) “**General Meeting**” means an Annual General Meeting or a Special General Meeting or any continuation thereof, properly called and constituted under these By-laws.
- (m) “**Member**” means any person or family who has been admitted to membership in the Association and is in good standing.
- (n) “**Membership Fee**” means the annual fee for membership in the Association, as set by the Board from time to time.
- (o) “**Ordinary Resolution**” means a motion or resolution that was passed by a simple majority of the votes cast at a General Meeting that for which proper notice was given, and which had a quorum.
- (p) “**Past President**” means the person who served as President prior to the person serving as the current President.
- (q) “**Program Year**” means the consecutive period from June 1 to May 31.
- (r) “**Special General Meeting**” means a special general meeting of the members of the Association called for and held under these By-laws.
- (s) “**Special Resolution**” means a resolution passed by a majority of not less than seventy-five (75%) percent of Members entitled to vote as are present in person at a General Meeting of which not less than twenty-one (21) days’ notice specifying the intention to propose the resolution has been duly given.
- (t) “**Standing Committee**” means a committee established under Section 5 of these By-laws.
- (u) “**Zone**” means the South West Zone Hockey Association of Edmonton, or any successor organization.

Where the masculine gender is used in these by-laws the same shall be construed as including the feminine gender where the context or the party referred to so requires.

## **2. GOVERNING BODIES**

- (a) The Association shall at all times maintain its membership in the Zone and in EMHA.

## **3. MEMBERSHIP**

- (a) Subject to sub-section 3 (b), any person who is a member in good standing of a Community League may become a Member of the Association for a Program Year, upon payment of the Membership Fee and acceptance by the Board.

- (b) A Member may be admitted only on the condition that the Member submits to the By-laws and rules of the Association.
- (c) Annually, and in advance of a Program Year, the Board shall set the Membership Fee, and shall set the due date upon which such fees must be paid. The Board may establish Membership Fees by player category.
- (d) Any Member wishing to withdraw from membership during a Program Year may do so by giving notice in writing to the Registrar, and after receipt of such notice shall forthwith cease being a Member.
- (e) Any Member may be expelled from membership by the Board for any cause which the Board may deem reasonable.
- (f) Members in good standing shall have the right to attend all General Meetings and vote in person at all General Meetings. If a membership is held in the name of more than one individual, or in a family name, only one person may vote at all General Meetings.

#### **4. GENERAL MEETINGS**

- (a) The Annual General Meeting of the Association shall be held on such day in the month of April or May in each year as may be set by the Board.
- (b) The order of business at the Annual General Meeting shall be determined by the Board.
- (c) The President or the Board may convene a Special General Meeting.
- (d) The President shall, upon the written requisition to the Secretary by one hundred (100) or more Members, forthwith call a Special General Meeting. All such requisitions shall state the object and the proposed business of the meeting proposed to be called.
- (e) If the President does not proceed to convene a Special General Meeting called for under sub-section 4 (d) within two (2) weeks from the date the requisition was delivered to the Secretary, such twenty (20) or more requisitioning Members may themselves convene the meeting.
- (f) Notice of any General Meeting shall be in writing and given to all Members by the Secretary, or by the requisitioning Members under sub-section 4 (e), by e-mail, website posting, or by any other effective method, at least ten (10) days (exclusive of Saturday and Sunday) prior to such meeting.
- (g) The accidental omission to give notice of any General Meeting to any Member shall not invalidate the proceedings of any such meeting.
- (h) Twenty five (25) or more Members present and in person shall be a quorum for any General Meeting, and no business shall be transacted unless a quorum be present at the commencement of the meeting.

- (i) Only Members in good standing shall be entitled to attend and vote at a General Meeting.
- (j) General Meetings shall be convened promptly at the time set out in the notice, or within fifteen minutes of that time, and in the event that a quorum is not present, the meeting shall stand adjourned to the same day of the following week and so on from time to time.
- (k) Each Member shall have one vote only and must vote personally at General Meetings. Voting shall be by show of hands unless a poll is demanded. No proxy may be given by a Member of his vote.
- (l) The President shall act as the Chairman of any General Meeting, and in his or her absence, the Vice-President Hockey Operations shall act as Chairman.
- (m) In the event of any vote resulting in a tie, the Chairman of the meeting shall have a deciding vote.
- (n) At any General Meeting unless a poll is demanded by the Chairman or by three or more Members present, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact, without proof of the number or portion of the votes received in favour of or against such resolution.
- (o) If a poll be demanded it shall be taken forthwith in such manner as the Chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting. The demand for a poll may be withdrawn.
- (p) The Secretary shall act as secretary at all meetings of the Association and shall take and keep accurate minutes of such meetings.

## **5. THE BOARD**

- (a) The number of Board members shall be a maximum of thirteen (13) members and shall consist of the Directors and the Executive Officers.
- (b) Each member of the Board must be a Member in good standing, and except for the Past President who shall be a member of the Board *ex-officio*, and the Registrar, who shall be appointed by the Board, shall be elected by majority vote of the Members at the Annual General Meeting of the Association.
- (c) The term of office for each Director shall be one (1) year and the term of office for each Executive Officer shall be for two (2) years. A member of the Board may serve consecutive terms.
- (d) The Board shall have the following duties and powers:
  - (i) be responsible for interpreting these By-laws, maintaining the general well being of the Association, and promoting and furthering its aims and objects;

- (ii) subject to these By-laws or directions given to it by Member vote at any General Meeting, have the full control and management of the business and the affairs of the Association; and
  - (iii) report fully to the Association at each Annual General Meeting upon the business transacted since the previous Annual General Meeting.
- (e) The Board shall from time to time designate Appointed Officers and other persons to assist the Board in carrying out its duties and powers and subject to these By-laws, shall set forth the duties and responsibilities of such officers.
  - (f) Meetings of the Board shall be held as often as the business of the Association shall require and at least once every three (3) months, and shall be called by the President. A special meeting of the Board shall be called on the written request of any two (2) Board members being delivered to the President or in his absence to the Vice-President Hockey Operations, which request shall state the business to be brought before the meeting.
  - (g) Meetings of the Board shall be called by five (5) days' notice in writing mailed to each member of the Board or by three (3) days' notice by e-mail or telephone communication. Any seven (7) members of the Board present shall constitute a quorum for a meeting.
  - (h) In case a Director or Executive Officer resigns or ceases his appointment, or for any reason becomes unable or ineligible to attend to the duties of his office, the vacancy thereby created may be filled by an appointee of the Board for the unexpired portions of such Executive Officer's or Director's term of office.
  - (i) An Executive Officer or Director may retire from his office upon giving notice to the Secretary of the Association in writing.
  - (j) The office of any Executive Officer or Director may be vacated, upon resolution of the Board, if he is absent from three (3) consecutive Board meetings at which his presence has been requested, unless he has been excused by the Board.
  - (k) Members, by Special Resolution, may remove any Executive Officer or Director before the expiration of his term of office.
  - (l) The President shall act as the Chairman at all meetings of the Board and shall *ex-officio* be a member of all Committees.
  - (m) The Vice-President Hockey Operations shall perform the duties of the President in the absence of the President.
  - (n) In the event of any Board vote resulting in a tie, the Chairman of the meeting shall have a deciding vote.
  - (o) The Secretary shall act as secretary at all meetings of the Board and shall take and keep accurate minutes of such meetings.

- (p) Meetings of the Board may be held by teleconference, and any matter to be decided may be voted upon by open e-mail ballot.
- (q) The Registrar shall keep a roll of the Members of the Association and such other records as the Board may direct.
- (r) At the Annual General Meeting of the Association the Treasurer shall present a statement of the affairs of the Association for the preceding fiscal year, after the same has been duly audited, and shall report the financial position of the Association as often as required by the Association in General Meetings.
- (s) No member of the Board or of a committee shall be entitled to receive any remuneration for services, unless approved by the Board.
- (t) Any non-recurring or extraordinary indebtedness or expenditure of the Association exceeding \$3,000 must be approved firstly by the Board.
- (u) Each member of the Board and each Appointed Officer shall at all times act in the best interests of the Association and shall promote its objects. A member of the Board or an Appointed Officer shall not vote on any question, whether arising at a meeting of the Board, the Executive Committee or a Standing Committee:
  - (i) Affecting a private company of which the member or any person not at arm's length to the member is a shareholder;
  - (ii) Affecting a public company in which the member or any person not at arm's length to the member holds more than one percent of the shares;
  - (iii) Affecting a partnership or firm of which the member or any person not at arm's length to the member is a member;
  - (iv) Concerning a contract for the sale of goods, merchandise or services to which the member or any person not at arm's length to the member is a party;
  - (v) In which the member or any person not at arm's length to the member will derive direct or indirect personal benefit beyond that which will accrue to the organization in general; or
  - (vi) Affecting, or in any way relating to, the placement or discipline of any player to which the member is directly related, or of any other player who has a personal friendship with any player to the member is directly related.

## **6. EXECUTIVE COMMITTEE**

- (a) The Executive Committee shall consist of all of the Executive Officers, and between meetings of the Board shall have and exercise the powers and authority of the Board, unless restricted by the Board.

- (b) The Executive Committee shall report to each meeting of the Board.
- (c) Meetings of the Executive Committee shall be held at least once each month, and shall be called by the President upon forty-eight (48) hours notice by mail, telephone, e-mail or by any other effective method. Three (3) members of the Executive Committee shall constitute a quorum for any meeting.
- (d) Meetings of the Executive Committee may be held by teleconference, and any matter to be decided may be voted upon by open e-mail ballot.
- (e) The President shall act as the Chairman at all meetings of the Executive Committee, and in his absence, the Vice-President Hockey Operations shall act as Chairman.
- (f) In the event of any Executive Committee vote resulting in a tie, the Chairman of the meeting shall have a deciding vote.
- (g) In addition to any other powers and duties set forth in these By-laws, the President shall have the following duties and powers:
  - (i) Maintain contact with other hockey orientated resource groups;
  - (ii) Attend or appoint a designate to represent the Association at all Zone, EMHA and any other required meetings; and
  - (iii) Represent the Association through the media as may be required.
- (h) In addition to any other powers and duties set forth in these By-laws, the Vice-President Hockey Operations shall have the following duties and powers:
  - (i) Responsible for the overall direction and day to day operation of the on-ice hockey program;
  - (ii) Respond to problems in the operation of individual teams, with the assistance of the responsible Director for the category;
  - (iii) Provide a report at Board meetings;
  - (iv) Attend tiering meetings with the Zone or EMHA as the Association's representative; and
  - (v) Assist, co-ordinate, oversee and provide mentorship to the functions of the Category Directors and of any Appointed Officers connected with hockey operations.
- (i) In addition to any other powers and duties set forth in these By-laws, the Vice-President Evaluations, Coach & Player Development shall have the following duties and powers:

- (i) Responsible for the overall direction and operation of the Association's tiering and evaluation program;
  - (ii) Responsible for the overall direction and operation of the Association's player and coach development program;
  - (iii) Coordinate and oversee the activities of the Evaluation Committee;
  - (iv) Oversees the activity of the Category Directors during the evaluation and tiering of players;
  - (v) Attend tiering meetings with the Zone or EMHA as requested by the Vice-President Hockey Operations;
  - (vi) Provide a report at Board meetings; and
  - (vii) Assist, co-ordinate, oversee and provide mentorship to the functions of the Directors and any Appointed Officers connected with evaluation and player development.
- (j) In addition to any other powers and duties set forth in these By-laws, the Treasurer shall have the following duties and powers:
- (i) Receive all monies collected or otherwise received on behalf of the Association, and issue receipts therefore, and pay all accounts when properly approved and keep accounts, receipts and vouchers for the same;
  - (ii) Deposit the funds of the Association in such Bank or Banks as the Association as Board may direct;
  - (iii) Maintain financial records and bank accounts, and directs all banking functions;
  - (iv) Prepare financial reports for presentation to the Board as directed; and
  - (v) Prepare financial statements for the previous fiscal year for submission to the Annual General Meeting.
- (k) In addition to any other powers and duties set forth in these By-laws, the Registrar shall have the following duties and powers:
- (i) Serve as SWAT Hockey representative at various hockey resource meetings connected with administrative matters;
  - (ii) Provide a report at Board meetings; and
  - (iii) Assist, co-ordinate, oversee and provide mentorship to any Appointed Officers connected with the administration of the Association.

## 7. STANDING AND SPECIAL COMMITTEES

- (a) There shall at all times be constituted the following Standing Committees of the Association:
  - (i) Nominating Committee;
  - (ii) Evaluation Committee;
  - (iii) Discipline Committee;
  - (iv) Coach Selection Committee; and
  - (v) Fundraising Committee.
- (b) Each Standing Committee shall report to the Board at regular meetings of the Board, and shall have the powers and duties set out in sub-section 7 (e).
- (c) Except for appointments *ex-officio* as provided for in sub-section 7 (e), the members of a Standing Committee will be appointed by the Board for a term of one (1) year.
- (d) The Board may in its discretion remove at any time any person appointed to a Standing Committee.
- (e) The members of each Standing Committee shall be as follows:
  - (i) The Nominating Committee shall consist of the President (*ex-officio*), the Past President (*ex-officio and Chair*) and two (2) Members who are not members of the Board.
  - (ii) The Evaluation Committee shall consist of the President (*ex-officio*), the Vice-President Evaluations, Coach & Player Development (*ex-officio and Chair*) and three (3) Appointed Officers.
  - (iii) The Discipline Committee shall consist of the President (*ex-officio*), the Vice President Hockey Operations (*ex-officio and Chair*) and two (2) members of the Board.
  - (iv) The Coach Selection Committee shall consist of the President (*ex-officio*), the Vice President Hockey Operations (*ex-officio*), the Vice-President Evaluations, Coach & Player Development (*ex-officio and Chair*) and the Category Directors.
  - (v) The Fundraising Committee shall consist of the President (*ex-officio*), the Treasurer (*ex-officio and Chair*) and two (2) Members.
- (f) The duties and powers of each Standing Committee are as follows:

- (i) The Nominating Committee shall recruit and recommend candidates for election to the Board.
  - (ii) The Evaluation Committee shall establish binding policies for the evaluation of players and the selection of Association teams for a Program Year.
  - (iii) The Discipline Committee shall investigate and review the conduct of Members, players and officials of the Association and recommend to the Board such measures and adopt such sanctions as are necessary in the circumstances.
  - (iv) The Coach Selection Committee shall choose the team coaches for each Program Year.
  - (v) The Fundraising Committee shall oversee the fundraising efforts of the Association.
- (g) A Standing Committee shall meet as determined by the chair of the committee.
- (h) In addition to Standing Committees, the Board may create from time to time such special Committees as may be deemed necessary and shall carry out such functions, and otherwise act in accordance with such resolutions as may from time to time be passed by the Board of Directors. All provisions of these By-laws that relate to Standing Committees will (unless otherwise stated) apply to each special Committee.

## **8. EXERCISE OF BORROWING POWERS**

The Association may, by Special Resolution, for the purpose of carrying out the objects of the Association:

- (a) Acquire and take by purchase, donation, devise, or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve, and develop the same, and may erect and maintain any necessary buildings;
- (b) Borrow or raise or secure the payment of money in any manner it thinks fit, and in particular the issue of debentures;
- (c) Invest Association funds in savings plans in a trust company that is affiliated with the bank in which the account of the Association is held; and
- (d) Draw, make, accept, endorse, discount, execute, and issue promissory notes, bills or exchange, and other negotiable or transferable instruments.

## **9. ADMINISTRATION AND FINANCIAL**

- (a) The books, accounts and records of the Association shall be audited at least once each year by a duly qualified chartered accountant elected for that purpose at a General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor or auditors at the Annual General Meeting.

- (b) The financial statements of the Association to accompany the annual return of the Association filed with the Registrar of Corporations do not require auditing by a professional accountant.
- (c) The fiscal year of the Association shall end on the 31<sup>st</sup> day of December.
- (d) The seal of the Association shall be kept by the legal counsel of the Association and shall be used only upon authorization of a resolution of the Board, and whenever used shall be authenticated by the signature or signatures of such officers or other persons as such resolution may designate, or in the absence of such designation by the Secretary together with either the President or the Vice-President Hockey Operations.
- (e) All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the Association shall be signed by any two signatures of the President, Treasurer, Registrar or Vice President, Hockey Operations.

#### **10. CUSTODY OF MINUTES AND OTHER BOOKS OF RECORD**

The Minutes and other books of record of the Association shall be kept in the custody of the President, or as the Board may direct.

#### **11. INSPECTION OF BOOKS**

- (a) All Minutes, Books and other records of the Association shall be open to inspection at any time by a member of the Board.
- (b) All Minutes, Books and other records of the Association may be inspected by any Member of the Association at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Secretary.

#### **12. AMENDMENTS TO BY-LAWS**

- (a) No amendment to the By-Laws shall be made except by a Special Resolution passed at a General Meeting of which not less than ten (10) calendar days notice specifying the intention to propose such amendments has been duly given.
- (b) No amendment to the By-laws shall have any effect until it has been registered by the Registrar of Corporations of the Province of Alberta.

#### **13. DISSOLUTION**

- (a) The Association shall not be dissolved except by a Special Resolution at a General Meeting of which not less than twenty-one (21) calendar days' notice specifying the intention to propose the resolution has been given and passed by the vote of not less than seventy-five (75%) percent of those members entitled to do so vote in person.

- (b) When the Registrar has accepted the surrender of the certificate of incorporation and cancelled it, and fixed a date from which the society shall be dissolved, any assets remaining at such date shall be distributed to the Zone.

**14. INDEMNIFICATION**

- (a) Except as otherwise hereinafter provided every member of the Board and Appointed Officer shall be indemnified by the Association against all losses and expenses which any such person shall incur or become liable to by reason of any act or thing done by him as a member of the Board or an Appointed Officer in discharge of his duties as provided for under these By-laws..
- (b) Any person made a party to any action, suit or proceedings, by reason of the fact that he is or was a member of the Board or and Appointed Officer, shall be indemnified by the Association against the reasonable expenses, including solicitors fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for gross negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled at law.
- (c) None of the provisions of this Section 14 shall be construed as a limitation upon the right of the Association to exercise its general power to enter into a contract or undertaking of indemnity with or for the benefit of any member of the Board or Appointed Officer or servant of the Association in any proper case not provided for herein.

**15. RULES OF ORDER**

The rules contained in “Roberts Rules of Order” shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or the special rules of order of the Association.

DATED this \_\_\_\_\_ day of May, 2010.

Name (Signature)

\_\_\_\_\_  
\_\_\_\_\_

Name (Witness)

\_\_\_\_\_

