

SOCIETIES ACT of BRITISH COLUMBIA
LANGLEY MINOR HOCKEY ASSOCIATION CONSTITUTION

Name of Society

1. The name of the Society is “THE LANGLEY MINOR HOCKEY ASSOCIATION”, hereinafter referred to as “The Association” and/or “LMHA”.

Purpose

2. As a minor hockey association, we promote the enjoyment and satisfaction of playing the game of ice hockey for all participants and volunteers. We remain committed to the further development of skills, performance, teamwork, sportsmanship, character, and friendship. We strive to have all players participate equally on a competitive or recreational level. We use hockey to develop dignity and self esteem in our participants while promoting the values of honesty, integrity and respect, on and off the ice.

Bylaws of the Langley Minor Hockey Association **(LMHA or the “Association”)**

PART 1 – DEFINITIONS AND INTERPRETATION

1.1. In these By-Laws, unless the content otherwise requires

- (a) “Directors” means the members of the Executive Committee of the Association for the time being;
- (b) “Officers” means a Director who may provide authorizing signatures or otherwise authorize financial transactions on behalf of the Association;
- (c) “BC Societies Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
- (d) “Registered address” of a member means the address of that member as recorded in the register of members;
- (e) The terms “the Society”, “the Association” and “the LMHA” are equivalent;
- (f) “PCAHA” refers to the Pacific Coast Amateur Hockey Association;
- (g) “BC Hockey” or the “BCAHA” refers to the British Columbia Amateur Hockey Association;
- (h) “HC” refers to Hockey Canada;
- (i) “Absolute Majority” means a number of votes totalling over 50 per cent of total possible votes;
- (j) “Simple Majority” means a majority in which the highest number of votes cast for any one candidate, issue, proposal, or item exceeds the next-highest number, while not necessarily constituting an absolute majority;
- (k) “Plurality Vote” means the circumstance in which a candidate or candidates poll(s) more votes than any other(s), but may not have received an absolute or simple majority of the votes cast, and allowing for the election of multiple candidates by way of a single ballot; and
- (l) “Misconduct” means an act or omission on the part of any member of the Association which results in a breach of the Constitution and Bylaws, rules or regulations of the Association.

1.2 Words importing the singular include the plural and vice-versa; and words importing a male person include a female person and a corporation.

1.3 Unless otherwise set out herein, wherever submission of a notice, declaration or other formal communication is required, such notice, declaration, or communication may be transmitted by electronic mail.

1.4 The operations of the Society are to be chiefly carried on in the Langley Municipal District and Township of Langley, in the Province of British Columbia.

1.5 The Association shall be affiliated with and be a member in good standing with all governing bodies of organized hockey within the Province of British Columbia. This provision was previously marked as unalterable.

1.6 Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organizations in British Columbia registered under the provision of the Income Tax Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution. This provision was previously marked as unalterable.

PART 2 – MEMBERSHIP

Duty of Membership

2.1 Each member shall uphold the Constitution and comply with these Bylaws and any other rules or regulations of the Association.

Eligibility for Membership

2.2 The following persons are eligible for membership in the Associations:

- (a) coaches, managers, rostered volunteers, and community volunteers participating in the activities of the Association, whether or not such coach, manager, rostered volunteer or community volunteer has a child registered as a player in the Association; and
- (b) any two parents or guardians per any children playing in the Association that year.

Preference for Registration

2.3 Preference for registration will be given to players who are not members of another Minor Hockey Association and who were members of the LMHA in the preceding year.

Termination of Membership

2.4 Membership in the Association shall terminate where:

- (a) the member is expelled in accordance with paragraph 2.5;
- (b) the member has not been in good standing for four consecutive months; or
- (c) the member fails to comply with the regulations and directions issued by the Directors.

Member May Be Suspended or Expelled

2.5 The Directors may suspend or expel a member for willful violation of the Constitution or Bylaws, or for any other serious breach of rules or regulations.

2.6 A member who is suspended or expelled shall forfeit all rights and privileges in the Association until such time as that member is reinstated by the Directors and is in good standing.

Member Not in Good Standing

2.7 A member is not in good standing if that member:

- (a) fails to pay the current membership fee or any other subscription or debt due or owing to the Association for so long as such fee, subscription, or debt remains outstanding;
- (b) has been suspended by the Association, until the period of suspension has been served and/or all other conditions of reinstatement imposed by the Directors at the time of a suspension in accordance with paragraph 2.5 are met; and

(c) has been suspended pursuant to PCAHA, BC Hockey, or HC, for so long as that member is suspended pursuant to PCAHA, BC Hockey, or HC Bylaws and regulations.

2.8 For greater certainty, if a member of the Association is suspended from the PCAHA, BC Hockey, or HC, then that member shall be automatically suspended from the Associations for so long as that member remains suspended from any PCAHA, BC Hockey, or HC activity.

Lifetime Memberships

2.9 The Directors may bestow lifetime membership upon any member of the Association for distinctive services emanating the purposes of the Association as set out in Article 2 of the Association's Constitution.

2.10 Nominations for lifetime membership may be submitted to the Directors along with a supporting resume at any Annual General Meeting.

2.11 A lifetime member shall be a voting member at all duly constituted general meeting.

Paid Coaches, Employees and Consultants

2.12 Paid coaches, employees, and consultants are non-voting members of the Association.

PART 3 – MEMBER MEETINGS

Annual General Meeting

3.1 The Annual General Meeting of Association members shall be held once every calendar year.

Notice

3.2 All members of the Association shall be notified of a general meeting as follows:

- (a) If the Association has more than 250 members, notice of the annual general meeting shall be sent in accordance with section 77 of the BC Societies Act, by email to each member who has provided an email address to the Association at least 14 days before the general meeting and shall be posted on the Association's website at least 21 days prior to the meeting; or
- (b) If the Association has fewer than 250 members, by email to those members who have provided their email address to the Association, and otherwise by regular mail to each member who has not provided their email address to the Association at least 14 days before the general meeting.

Quorum At General Meeting

3.3 A quorum at any annual general meeting or special general meeting of the Association is the lesser of 30 voting members or 5% of the voting members.

3.4 If during a general meeting there ceases to be quorum present, business then in progress shall be suspended until a quorum is again present or until the meeting is adjourned or terminated.

3.5 If at a general meeting there are insufficient members present to meet quorum within one-half hour from the time appointed for the meeting, then the meeting shall be adjourned for two weeks and shall then be held, at a time and place to be determined by the Directors, whether or not a quorum is present.

Chairperson

3.6 The President of the Association shall preside as chairperson of all general meetings of the Association. In the President's absence, the Vice president appointed by the President shall act as chairperson. If the President has not appointed a Vice president to act as chairperson, the Vice presidents in attendance will jointly preside over the meeting.

Duty To Post Member Proposals

3.7 In accordance with section 81 of the BC Societies Act, a voting member of the Association may send to the Association a notice of a matter that the member proposes to have considered at an annual general meeting.

3.8 All member proposals must:

- (a) contain the names of, and be signed by, not fewer than the lesser of 30 voting members or 5% of the voting members;
- (b) not exceed 200 words in length.

3.9 If the Association receives a proposal at least 7 days before notice of the annual general meeting is sent, it will include with that notice,

- (a) the proposal;
- (b) the names of the members submitting the proposal; and
- (c) one statement in support of the proposal, if the members submitting the proposal request that the statement be included with the notice, provided the proposal and statement together do not exceed 200 words in length.

Special General Meeting

3.10 The Directors may call a Special General Meeting at their discretion and shall notify all members of the Association of a Special General Meeting no less than 14 days prior to the Special General Meeting.

Removal of Director(s) by the Members

3.11 The members of the Association may at any time, by a special resolution of a two-thirds majority of the membership, compel the convening of a special general meeting to decide on the removal a Director from office prior to the expiration of his/her term of office.

3.12 The members may remove a Director from office prior to the expiration of his/her term of office by way of a two-thirds majority vote at a special general meeting convened for that purpose.

PART 4 – VOTING AT MEMBER MEETINGS

Method of Voting

4.1 Voting shall be by show of hands at all meetings of the members of the Association unless the Directors, at their sole discretion, decide to implement a vote by ballot.

4.2 Proposals put to a vote shall be worded such that all votes are cast by show of hands either for or against the proposal.

One Vote Per Member

4.3 At the annual general meeting each voting member present and in good standing shall have one vote on each resolution.

Proxy Voting Not Permitted

4.4 Proxy voting shall not be permitted.

Indirect Voting Not Permitted

4.5 Indirect or delegate voting, including voting by mail or another means of communication, including by fax, email or other electronic means, shall not be permitted.

Resolution of Voting

4.6 All proposals put to vote by way of a show of hands shall be resolved by way of simple majority.

4.7 All proposals put to vote by way of ballot shall be resolved by way of simple majority unless the President, at their sole discretion, determines that the ballot vote shall resolve by way of plurality.

Voting for Directors

4.8 The members shall vote by ballot for Directors.

4.9 In the event that the number of nominated candidates does not exceed the maximum number of Directors that can be elected, vacant Directors positions may be filled by acclamation.

PART 5 – ELECTED DIRECTORS

Eligibility

5.1 Any member of the Association satisfying the requirements as laid out in paragraphs 43 and 44 of the *BC Societies Act* and who is an Association member in good standing is eligible to be nominated to become Director of the Association.

5.2 No more than one parent or guardian per any children playing in the Association that year shall be eligible to become a Director of the Association.

Director Nominations

5.3 All nominations for a Director position must be sent in writing to the Association not less than 7 days before an annual general meeting.

5.4 For greater clarity, nominations for a Director position shall not be accepted at any time during the course of an annual general meeting.

5.5 The Directors shall confirm the eligibility of all nominated candidates per paragraphs 5.2 and 5.3 and post a list of accepted candidates on the Association website not less than 3 days before an annual general meeting.

Composition of the Board of Directors

5.6 The Directors of the Association shall consist of not less than 12 persons.

5.7 At minimum, the Directors of the Association shall include the following Officers, as elected by the Directors at the first Directors' meeting following an annual general meeting:

- (a) President;
- (b) Vice-President in charge of Operations;
- (c) Vice-President in charge of Administration;
- (d) Vice-President in charge of Human Resources and Risk Management;
- (e) Secretary;
- (f) Treasurer; and
- (g) Registrar.

5.8 The maximum number of Directors:

- (a) shall be the same as was established by the Directors in the previous year; or
- (b) shall be determined by the Directors at the last regularly scheduled Directors' meeting before the annual general meeting; but
- (c) shall not exceed or fall below the number of Directors defined in paragraphs 7.2 and 7.3.

Action Not Invalid

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

Duty of Directors

5.10 All Directors shall be members of the Association as defined in *Part 2 - Membership*, and shall uphold the Constitution and comply with these Bylaws and any other rules or regulations of the Association.

5.11 Subject to the provisions of the Society Act and the Constitution and ByLaws of the Association, the directors shall be responsible for managing and/or supervising the management of the affairs of the Association and may exercise any and all of the powers of the Association.

5.12 The Directors shall:

- (a) act as an advisory committee to the Officers, Vice presidents and President;
- (b) conduct, or cause to be conducted, the affairs of the Association as assigned by the Officers, Vice presidents and President;

- (c) communicate and respond, within a reasonable time frame, to both members and Directors;
- (d) review all proposed revisions or amendments to the Bylaws, Rules, Regulations and Policies of the Association.
- (e) by a simple majority vote, create, as required, Rules, Regulations and Policies governing the affairs of the Association;
- (f) by a simple majority vote, settle any disputes or questions that may arise that are not provided for in these Bylaws or the Rules, Regulations, or Policies of the Association;
- (g) by a simple majority vote, suspend, expel, fine, or take any other disciplinary action against any team, team official, player, on-ice official, off-ice official or member refusing to abide by the Constitution and Bylaws of the Association or Rules and regulations of PCAHA, BC Hockey, or HC;
- (h) by a simple majority vote, suspend, expel, fine, or take any other disciplinary action against any team, team official, player, on-ice official, off-ice official or member refusing to obey a ruling or abide by direction provided by the Directors of the Association,
- (i) by a simple majority vote, suspend, expel, fine, or take any other disciplinary action against any team, team official, player, on-ice official, off-ice official or member refusing to obey a ruling or abide by the direction provided by the President of the Association made in exigent circumstances;
- (j) by a simple majority vote, re-admit any team, team official, player, or member who is under suspension and/or set conditions to be met prior to re-admission; and
- (k) fulfill any duties as outlined in the Association policy manual.

5.13 The Officers shall:

- (a) fulfill the duties outlined in paragraph 5.12;
- (b) act as an advisory committee to the Vice presidents and President;
- (c) conduct, or cause to be conducted, the affairs of the Association as assigned by the Vice presidents or President;

5.14 The Vice presidents shall:

- (a) fulfill the duties outlined in paragraph 5.12;
- (b) act as an advisory committee to the President;
- (c) conduct, or cause to be conducted, the affairs of the Association as assigned by the President; and
- (d) shall, at the sole discretion of the President, supervise or cause to be supervised, all other Officers and Directors of the Association except for the President, in the execution of their duties.

5.15 The Vice president in charge of Operations shall assume the duties of the President, in the event of the President's resignation or other inability to remain in office.

5.16 The President shall:

- (a) fulfill the duties outlined in paragraph 5.12;
- (b) preside as the chairperson at all meetings and act as the official representative of the Association;

- (c) serve as the chief executive officer of the Association and shall supervise, or cause to be supervised, the other Officers and Directors of the Association in the execution of their duties;
- (d) in the event of a temporary absence not exceeding 30 days, appoint a Vice president to fulfill the duties of the President until such time as the President is able to resume his or her duties.

No Contrary Authorization or Exemption

5.17 No Director, or person appointed by the Directors to act on behalf of the Association, may grant any authorization or exemption which is contrary to the Association's Constitution, Bylaws, or any rules, regulations, or policies.

5.18 Any such authorization or exemption received by a member of the Association, whether deliberate or through oversight on the part of a Director, shall be null and void.

No Retroactivity

5.19 No new Bylaw, rule, regulation or policy or amendment to a Bylaw, rule, regulation or policy made by the Association shall invalidate any prior act of the Directors provided that the prior act was consistent with the Bylaws, rules, regulations or policies in effect at the time of that act.

Automatically Ceasing To Be A Director

5.20 A Director who fails to attend three consecutive Directors' meetings, without providing advance notice and just cause to the President, shall automatically cease to be a Director of the Association.

5.21 With respect to paragraph 5.20, the terms "advance notice" and "just cause" shall be defined at the sole discretion of the President.

Removal Of Director By Majority Vote Of The Directors

5.22 The Directors may, by an absolute majority vote of the Directors, remove a Director for failing to fulfill the duties or responsibilities of a Director or where that Director:

- (a) has conducted themselves in a manner which impairs his or her usefulness as a Director of the Association; or
- (b) has acted in violation of the *BC Societies Act*; or
- (c) has acted in violation of the *BC Privacy Act*; or
- (d) has acted in a manner which could bring the reputation of the Association into disrepute; or
- (d) has acted in contravention of paragraph 6.2.

Vacancies

5.23 The Directors may appoint a member to fill a vacant Director position caused by death, dismissal, resignation, long-term illness, or other circumstance causing long-term absence.

5.24 The appointment of a Director by way of paragraph 5.23 shall be ratified by a simple majority vote of the Directors of the Association.

5.25 Any Director appointed by way of paragraph 5.23 or paragraph 8.16 shall cease to be a Director upon commencement of the next annual general meeting.

PART 6 – DIRECTORS’ MEETINGS

Number of Meetings

6.1 The Directors shall hold meetings at least 12 times per calendar the year. The President, or in the absence of the President, any three Directors may call additional meetings of the Directors when the business of the Association so requires. A quorum for Executive meetings shall consist of a majority of the Executive.

Confidentiality

6.2 All verbal and written communications occurring between the Directors of the Association during Directors’ meetings or otherwise in relation to the affairs of the Association must be kept confidential and may not be disclosed without the express written consent of the President.

Quorum for Directors’ Meetings

6.3 Quorum for Directors’ meetings shall be a majority of the voting Directors for the time being.

6.4 No Directors’ meeting shall take place in the event that quorum is not met.

PART 7 – VOTING AT DIRECTORS’ MEETINGS

Eligibility to Vote

7.1 All Officers of the Association shall be eligible to vote.

7.2 The minimum number of Directors eligible to vote shall be no fewer than 12 at any time.

7.3 The maximum number of Directors eligible to vote shall be no more than 15 at any time.

7.4 In addition to the Officers of the Associations, the Directors eligible to vote shall be:

- (a) the Director in charge of Developmental Hockey;
- (b) the Director in charge of Competitive Hockey;
- (c) the Manager in charge of the U21 and U18 Divisions;
- (d) the Manager in charge of the U15 Division;
- (e) the Manager in charge of the U13 Division;
- (f) the Manager in charge of the U11 Division;
- (g) the Manager in charge of the U8 & U9 Divisions; and
- (h) the Manager in charge of the U6 & U7 Divisions

Voting

7.5 Each Director, with the exception of the President, shall be entitled to one vote per each resolution being decided at a Directors’ meeting.

7.6 The President, at their sole discretion, may decide to implement a ballot vote, to be resolved by way of simple majority or plurality vote, to resolve any matter.

7.7 In the event of a tied vote, the President shall cast the deciding vote.

Indirect Voting

7.8 The President, at their sole discretion and at any time, may implement a vote by mail or another means of communication, including by fax, email or other electronic means, on any urgent matter.

7.9 The President, at their sole discretion, shall define the dates and times between which the Directors must cast an indirect vote.

7.10 At minimum, a majority of the voting Directors for the time being must vote in order for a matter to be resolved by way of indirect vote.

7.11 The results of any indirect vote shall be communicated by email to all Directors within 24 hours of the resolution of the vote.

7.12 All matters resolved by way of an indirect vote, including the vote results, shall be noted in the minutes of the next Directors' meeting.

Conflict of Interest

7.13 A Director shall not be entitled to vote on any issue being decided or be present for a vote or any discussions of the Directors of the Association, which relate specifically or generally to that Director's child, relative or other family member.

7.14 A Director shall not be entitled to vote on any issue being decided or be present for a vote or any discussions of the Directors of the Association, which relate specifically or generally to a team with which that Director is directly affiliated as a team official or indirectly affiliated by virtue of having a child who plays on that team.

PART 8 – ELECTION OF OFFICERS, DIRECTORS, and MANAGERS

Term Limits

8.1 The term of office for all Officers and Directors shall be two years.

Election of President

8.2 At the first scheduled Directors' meeting after the annual general meeting, where the President's term of office has expired or the position of President is otherwise vacant, the election of a President shall be overseen by the Past President or jointly by the Vice-Presidents.

8.3 Where a Vice president has been nominated and accepts a nomination for President they shall not participate in the oversight of the election of a President.

8.4 The Past President, or Vice presidents jointly, except where paragraph 7.3 applies, shall accept the nomination(s) of (a) Director(s) for President.

8.5 The President shall be elected by a simple majority vote of the Directors.

8.6 In the event that only one candidate is nominated and accepts a nomination for President, then that person may be appointed by acclamation.

Election of Vice presidents

8.7 At the first scheduled Directors' meeting after the annual general meeting, and immediately following any election of a President where such a necessity arises, the President shall accept nominations to fill all vacant Vice president positions.

8.8 The election of Vice presidents shall be by ballot vote resolved by way of a simple majority.

8.9 In the event that only one candidate is nominated and accepts a nomination for a vacant Vice president position, then that person may be appointed by acclamation.

Election of Officers

8.10 At the first scheduled Directors' meeting after the annual general meeting, and immediately following any election of a President and Vice presidents where such a necessity arises, the President shall accept nominations to fill vacant Officer positions.

8.11 The election of Officers shall be by ballot vote resolved by way of a simple majority.

8.12 In the event that only one candidate is nominated and accepts a nomination for a vacant Officer position, then that person may be appointed by acclamation.

Election of Voting Director Positions

8.13 At the first scheduled Directors' meeting after the annual general meeting, and immediately following the election of all Officers, the President shall accept nominations to fill the remaining vacant Director positions.

8.14 The election of the remaining Directors shall be by ballot vote resolved by way of a simple majority.

8.15 In the event that only one candidate is nominated and accepts a nomination for a vacant Director position, then that person may be appointed by acclamation.

Appointment of Non-voting Directors

8.16 The elected voting Directors of the Association may appoint, by way of a simple majority vote, additional non-voting Directors to assist in the management of the affairs of the Association.

8.17 Non-voting Directors may include, but may not be limited to, the following:

- (a) Director of Hockey Operations;
- (b) Administrative Assistant;
- (c) Referee in Chief;
- (d) Referee Assignor;
- (e) Equipment Manager;
- (f) Ice Allocator;
- (g) Tournament Coordinator;
- (h) Special Events Coordinator
- (i) up to two Coach Coordinators; and
- (j) Past President.

8.18 Non-voting Directors may only attend Directors' Meetings when called upon to do so by the President, and may receive remuneration for their services as decided by a simple majority vote of the voting Directors of the Association.

PART 9 - COMMITTEES

Appointment of Committees

9.1 The Directors may, at their discretion, appoint special committees or subcommittees from the membership and/or Directors to handle various affairs of the Association.

9.2 Special committees or subcommittees shall meet as required or mandated by the Directors and shall keep and maintain formal records of their meetings if requested.

9.3 Unless otherwise specified in these Bylaws, all special committees or subcommittees shall be chaired by a Director and their activities shall be supervised by a Vice president who will ensure that the subcommittee's activities comply with the Bylaws, rules, regulations and policies of the Association.

Standing Directors' Subcommittees

9.4 Standing Directors' Subcommittees shall be established annually by the Directors to manage:

- (a) coach selection;
- (b) awards and recognition; and
- (c) discipline.

Coach Selection Standing Subcommittee

9.5 The Chairperson of the Coach Selection Subcommittee shall be the Director in charge of Competitive Hockey and the subcommittee shall be further comprised of not fewer than two additional Directors of the Association, other than Officers, to be appointed by the Vice-President in charge of Hockey Operations.

9.6 The Vice president in charge of Hockey Operations shall supervise the activities of the Coach Selection Subcommittee.

9.7 The Coach Selection Subcommittee shall be responsible for making recommendations to the Vice president in charge of Hockey Operations concerning the selection of all coaches in all Divisions according to the policies of the Association.

9.8 The President, the Vice-President in charge of Hockey Operations, and the Vice president in charge of Human Resources & Risk Management shall ratify, according to the policies of the Association, the recommendations of the Coach Selection Subcommittee concerning the selection of coaches.

Awards and Recognition Standing Subcommittee

9.9 The Chairperson of the Awards and Recognition Subcommittee shall be the Secretary and the subcommittee shall be further comprised of not fewer than two additional Directors of the Association, other than Officers, to be appointed by the Vice-President in charge of Administration.

9.10 The Vice president in charge of Administration shall supervise the activities of the Awards and Recognition Subcommittee.

9.11 The Awards and Recognition Subcommittee shall be responsible for making recommendations to the Vice president in charge of Administration concerning the selection of Association award recipients at the Association's annual awards ceremony and as otherwise required.

9.12 The President, the Vice President in charge of Administration, and the Vice-President in charge of Human Resources & Risk Management shall ratify, according to the policies of the Association, the recommendations of the Awards and Recognition Subcommittee concerning Association award recipients.

Discipline Standing Subcommittee

9.13 The Chairperson of the Discipline Subcommittee shall be the Vice President in charge of Human Resources and Risk Management and the subcommittee shall be further comprised of the Division Manager from within which the alleged misconduct occurred and one additional Director of the Association, other than an Officer, to be appointed by the President.

9.14 In the event that a Director of the Association is the subject of an allegation of misconduct then the President at that time shall be the chairperson of the Discipline Subcommittee and the subcommittee shall be further comprised of no fewer than two Vice presidents.

9.15 In the event that the President of the Association is the subject of an allegation of misconduct then the Discipline Subcommittee shall be comprised of the Vice Presidents jointly.

9.16 The President shall supervise and direct the activities of the Discipline Standing Subcommittee in accordance with Part 10 of these Bylaws and the policies of the Association.

9.17 The Discipline Subcommittee shall be responsible for conducting investigations into allegations of member misconduct in accordance with the policies of the Association and, upon the conclusion of their

investigation, shall make recommendations to the President concerning the validity, in whole or in part, of any allegation of member misconduct.

9.18 The President shall ratify the recommendations of the Discipline Subcommittee concerning the veracity of any allegation of member misconduct in accordance with Part 10 of these Bylaws and the policies of the Association.

9.19 If an allegation of member misconduct is substantiated in whole or in part by the findings of the Discipline Standing Subcommittee, the President will:

- (a) present the findings of the Discipline Standing Subcommittee to the Directors at the next scheduled Directors' Meeting;
- (b) propose a recommended sanction;
- (c) ensure that a simple majority vote is taken by the Directors to approve what, or if any, sanction is to be applied;
- (d) ensure that any sanction, once approved by way of a simple majority vote of the Directors, is promptly communicated in writing to the member(s) concerned; and
- (e) ensure that the sanction is noted by the Secretary in the minutes of the Directors' Meeting and that a record of the misconduct and sanction is kept by the Association and entered on any PCAHA, BC Hockey and HC electronic records database as may be required by the Bylaws, Rules and Regulations of PCAHA, BC Hockey and HC.

PART 10 – MISCONDUCT, PROTESTS AND COMPLAINTS

Allegations of Misconduct

10.1 Any member requesting that the Directors of the Association investigate or otherwise address an allegation of member misconduct must make their request in writing to the President of the Association not more than 7 days from which the misconduct is alleged to have occurred.

10.2 Should any Director of the Association become aware of misconduct on the part of any member of the Association they shall forthwith, in writing, report the misconduct to the President.

President May Suspend A Member

10.3 A President of the Association may at any time and at their sole discretion, temporarily and immediately suspend any person who is an Officer, a Director, Member, Team, Team Official, an On-Ice Official, or Off-ice Official of the Association if the President reasonably believes that the person has acted in contravention of the Constitution and Bylaws of the Association, any rules and regulations of PCAHA, BC Hockey, or HC, or has otherwise acted in a manner which brings the Association into disrepute.

10.4 When a President suspends a person per paragraph 10.3, the President shall then:

- (a) provide written notification of the suspension to the Vice Presidents of the Association; and
- (b) proceed per paragraph 10.6(b).

10.5 Any person suspended per paragraph 10.3 shall remain suspended until an investigation into their actions is completed per Parts 9 and 10 of these Bylaws and the decision of the Directors with respect to the findings of the investigation is communicated in writing to the person.

Investigation of Misconduct Allegations

10.6 Upon receiving a report in writing alleging misconduct on the part of a member of the Association, the President shall:

- (a) forthwith forward the report to the Vice President in charge of Human Resources and Risk Management for joint consideration against paragraph 10.15; and
- (b) appoint a Discipline Subcommittee, as outlined in paragraphs 9.13, 9.14, and 9.15 of these Bylaws, to investigate the allegation(s) in accordance with the policies and practices of the Association.

10.7 The President shall supervise the activities of any Discipline Subcommittee appointed to investigate an allegation of misconduct to ensure that:

- (a) none of the Directors forming the Discipline subcommittee are in a conflict of interest by virtue of their relationship with the subject of the allegation;
- (b) all reasonable steps are taken by the subcommittee to thoroughly investigate the allegation;
- (c) the subcommittee's investigation is conducted in a timely fashion;
- (d) all reasonable steps are taken to protect the confidentiality of the information obtained during the course of the subcommittee's investigation;
- (e) all information obtained during the course of the subcommittee's investigation is thoroughly and accurately documented; and
- (f) no information obtained by the subcommittee during the course of their investigation is disclosed to any person without the consent of the President.

10.8 In the event the President of the Association is the subject of an allegation of misconduct, the Vice President in charge of Human Resources and Risk Management shall assume the duties of the President as outlined in Parts 9 and 10 of the Bylaws of the Association and shall appoint another Vice President to chair the Discipline Subcommittee.

Resolution of Protests or Complaints

10.9 Any protest or complaint, excluding an allegation of misconduct, relating to any action or decision of a Director of the Association shall be reported in writing to the President no more than 3 days after the action or decision giving rise to the protest or complaint occurred.

10.10 All complaints or protests sent to the President per paragraph 10.9 shall be forwarded to a Vice President for a review against the policies of the Association, and that Vice President may, at their sole discretion, uphold or overturn the action or decision of the Director if they believe that action or decision was inconsistent with the policies of the Association or might otherwise bring the Association into disrepute.

10.11 A member of the Association may appeal the decision of a Vice President made per paragraph 10.10, by submitting a request in writing to the President within 2 days of having received the written decision of that Vice President.

10.12 All decisions of the President made further to an appeal requested per paragraph 10.11 shall be final.

10.13 All decisions of a Vice President or President of the Association made per paragraphs 10.10 and 10.11 shall be provided in writing to the member who initiated the protest or complaint.

Frivolous Allegations, Protests or Complaints

10.14 No member or Director of the Association shall submit to the President any allegation of member misconduct, protest or complaint against any Director of the Association that is frivolous or vexatious in nature.

10.15 The President shall not investigate or address, or cause to be investigated or addressed, any allegation of member misconduct, protest or complaint against a Director of the association that is believed, at the joint discretion of the President and Vice President in charge of Human Resources and Risk Management, to be frivolous or vexatious in nature.

PART 11 – REMUNERATION

11.1 No voting Director or Officer shall be remunerated for being or acting as a Director or Officer but a voting Director or officer may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association.

PART 12 - INDEMNIFICATION

12.1 Subject to the Societies Act, the Association shall indemnify:

- (a) each Director and Officer of the Association;
- (b) each former Director and Officer of the Association; and
- (c) each person who acts or who has acted at the request of the Association as a director of a corporation of which the Association is or was a member or creditor;

against all costs, charges and expenses including an amount paid to settle any action or satisfy any judgment reasonably incurred by the Director or officer or other person for any civil, criminal or administrative action or proceeding to which the Director, Officer or other person is made a party by reasons of being or having been a Director or Officer of the Association, if the Director or Officer of the Association, or the director of a corporation as set out above, acted honestly and in good faith with a view to the best interests of the Association and, in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer of the Association or corporation had reasonable grounds for believing that his or her conduct was lawful.

PART 13 – FINANCE

Treasurer to Complete Transactions and Maintain Records

13.1 The Treasurer shall be responsible for the completion of financial transactions on behalf of the Association and for ensuring that the Association maintains proper accounting records.

Fiscal Year

13.2 The fiscal year of the Association shall be from April 1st to March 31st.

Operating Currency

13.3 The operating currency of the Association shall be Canadian Dollars unless otherwise specified.

Operating Account

13.4 The Association shall maintain a current operating account at any Canadian Chartered Bank or Credit Union as determined by the Directors from time to time ("the Operating Account").

13.5 All current operating receipts shall be deposited into the Operating Account out of which normal operating expenses shall be paid.

13.6 The Treasurer shall present, or cause to be presented, details of deposits and expenditures from the Operating Account to the Directors at each meeting of the Directors.

Financial Signing Authority

13.7 The President, the Treasurer and the Vice-President(s) may be a financial signing authority for the Association with a minimum of three required on the account at all times.

13.8 Two Officers of the Association shall be required to authorize all expenditures.

Expenditures Under \$5000

13.9 The President, with the concurrence of one other Officer, may authorize one-time expenditures under \$5000.

Expenditures Over \$5000

13.10 All one-time expenditures over \$5000 must be approved by a simple majority vote of the Directors.

Savings and Trust Accounts

13.11 The Treasurer shall, with the approval of the Directors, maintain savings and trust accounts as may be required.

13.12 The Directors shall ensure that all conditions of deposit have been adhered to and shall approve all expenditures and withdrawals relating to any savings and trust accounts.

13.13 The Treasurer may, with the approval of the Directors, invest any excess funds of the Association in securities designated by the Trustees Act.

Borrowing

13.14 The Directors may, at their discretion, and upon a simple majority vote of the Directors, borrow monies with or without security as they deem advisable.

13.15 The Directors shall not issue any debentures without the sanction of a Special Resolution of the members of the Associations.

Annual Financial Statements

13.16 The Treasurer shall ensure that the annual financial statements of the Association are completed by a Chartered Professional Accountant.

13.17 In accordance with section 35 of the *BC Societies Act*, the Directors shall present a copy of the Association's annual financial statement at each Annual General Meeting of Association members and shall include in the financial statement:

- (a) the remuneration, if any, paid by the society to the Directors in the period in relation to which the financial statements are prepared, and;
- (b) the remuneration paid by the society in that period to the employees of the society, and to persons under a contract for services with the society.

13.18 The financial statements referred to in paragraph 13.17 need not identify directors, employees or other persons referred to in that subsection by name.

Inspection of Financial Records

13.19 The financial records of the Association may be inspected by any member on request.

PART 14 - AMENDMENTS TO CONSTITUTION AND/OR BYLAWS

14.1 The Constitution and Bylaws may be amended by:

- (a) a special resolution of the members of the Association passed by a two-thirds majority of the members that are present and entitled to vote at a special general meeting; or
- (b) by way of a proposal made by the Directors of the Association at an annual general meeting passed by a two-thirds majority of the members that are present and entitled to vote; or
- (c) as required by the enabling of an Act of the BC Legislature or execution of a court order.

14.2 Every member of the Association must be advised of the proposed amendment by means of a notice which includes:

- (a) the text of the proposed amendment; and
- (b) the date, time, place and reason for the meeting.