

NOTICE OF GENERAL MEETING

THE VANCOUVER MINOR HOCKEY ASSOCIATION
(the "Society")

ANNUAL GENERAL MEETING OF MEMBERS

TAKE NOTICE that the Annual General Meeting of the members of the Society will be held at:

Britannia Secondary School Auditorium
1001 Cotton Drive Vancouver BC
7:00 – April 4th, 2018

and that it is intended that the following business will be transacted:

1. Reports by the President and Executive Committee Members.
2. Report by the Treasurer and consideration of the Financial Statements.
3. Consideration of **Special Resolution** to amend the By-Laws of the Society.
4. Election of Directors of the Society.

NOTICE OF MOTION

ALSO TAKE NOTICE that it is intended to propose the resolution attached hereto as **Schedule A** as a special resolution to amend by-laws.

DATED at Vancouver, British Columbia this 15th day of March 2018.

Lindsay Kelly
Secretary
VANCOUVER MINOR HOCKEY ASSOCIATION

SCHEDULE A

BE IT RESOLVED, as a special resolution, that the by-laws of the Society be altered by deleting those words stuck out and by inserting those underlined as follows so that the bylaws of the Association shall be:

~~SOCIETY~~ SOCIETIES ACT

BYLAWS OF VANCOUVER MINOR HOCKEY ASSOCIATION

PART I – Interpretation

1. In these Bylaws, unless the context otherwise requires,
 - (a) “Directors” means the Directors of the Association for the time being.
 - (b) “~~Society~~ Act” means the ~~Society~~ Societies Act of the Province of British Columbia from time to time in force and all amendment to it.
 - (c) “Association” means the Vancouver Minor Hockey Association.
 - (d) “~~Regular~~” means ~~any individual other than a parent or guardian of a child registered to play minor hockey through the Association who is a member of a Vancouver Community Centre Society.~~
 - (ed) The definitions in the ~~Society~~ Act on the date these Bylaws become effective apply to these Bylaws.
2. Words importing the singular include the plural and vice versa. Words importing a male person include a female person and a corporation.

PART 2 – Membership

3. The Members of the Association are those persons who have become Regular Members or Parent Members in accordance with these Bylaws and, who have not ceased to be Members. All Members eighteen years of age and older may vote at all meetings of the members of the Association.
4. Regular Membership – Any person with an interest in the sport of hockey may apply to the Directors for the Membership in the Association as a player, coach administrator, or other volunteer and
 - (a) on payment of the prescribed fees, and
 - (b) submission and acceptance of a registration form prescribed by the Directors, shall be a Member.
5. Parent Membership – Each parent or guardian of a minor (under the age of 18) child registered with the Association shall be a Member upon:

(a) payment of the prescribed fees;
(b) submission and acceptance of a registration form prescribed by the Directors is a Member of the Association. Membership shall be effective from the date of acceptance of registration by the Directors until the end of the then current hockey season, as determined by the directors, when that Member shall cease to be a Member of the Association, unless and until a registration for the subsequent season has been accepted by the Directors.

6. Life Members – As an honour, any Member who has served the Association for at least 5 years and has rendered outstanding and meritorious service is eligible to be elected a Life Member on nomination by the Directors and election to Life Membership at a general meeting. Life Members are exempt from the payment of any Membership dues.

7. Every Member shall uphold the constitution and comply with these Bylaws.

8. The annual Membership dues, if any, shall be determined by the Directors.

9. A Member shall cease to be a Member of the Association:

- (a) By delivering his resignation to the Association;
- (b) On his death or in the case of a corporation on dissolution;
- (c) On being expelled; or
- (d) On not being a Member in good standing

10. The Directors may expel a Member if they find that the Member's conduct is improper, unbecoming, or likely to endanger the interests or reputation of the Association.

11. If a Member is expelled, they shall not be readmitted unless their readmission is approved by a 75% vote of the Directors.

12. All Members are in good standing except a Member who has either failed to pay his Membership fees or who has failed to file an annual renewal of Membership as determined by the Directors.

Part 3 – Meetings of Members

13. General meetings of the Association shall be held at the time and place, in accordance with the ~~Society~~ Act, that the Directors decide.

14. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

15. The Directors may, when they think fit, convene an extraordinary general meeting.

16. Notice of a general meeting shall specify the place, day, and hour of the meeting, and, in case of Special business, the general nature of that business.

17. Notice of a general meeting or a Special Resolution shall be given to the Membership by posting it in a conspicuous place at all rinks and by delivering a notice of the meeting to each Member.

18. Notice of all general meetings shall be given not less than 14 days prior to the general meeting.

19. An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

20. Special business is:

(a) All business at an extraordinary general meeting except the adoption of rules of order.

(b) All business transacted at an annual general meeting, except,

I. The adoption of rules of order

II. The consideration of the financial statements,

III. The report of the Directors,

IV. The election of Directors, and

V. The other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

21. A Special Resolution requires a vote of 75% of the Members present to pass.

22. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

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

22.2 A quorum is 30 Members present.

23. If within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated, but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum, providing there is never less than 20 Members present at all times.

24. The President of the Association, the first Vice President, or the second Vice President present within 15 minutes after the time appointed for holding the meeting, or in the absence of all three, one of the other Directors present shall preside as chair of a general meeting.

25. If at a general meeting,

- (a) There is no President, first Vice President, second Vice President or other Director present within 15 minutes after the time appointed for holding the meeting, or
- (b) The President, first Vice President, second Vice President and all the other Directors present are unwilling or unable to act as chair, the Members present shall choose one of their number to be chair.

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

- (a) When a meeting is adjourned from 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (b) Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

27. A resolution proposed at a meeting must be seconded and the chairman of a meeting may move or second a resolution.

28. In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member.

29. A Member in good standing present at a meeting of Members is entitled to one vote.

30. Voting is by show of hands or by secret ballot if requested by three or more Members.

31. Voting by proxy is not permitted.

31.1 The Directors shall, upon the requisition in writing of ten (10%) percent or more of the voting members convene an ~~Special~~ extraordinary ~~General~~ Meeting.

Part 5 - Directors

32. The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to the following:

- (a) All laws affecting the Association
- (b) These Bylaws
- (c) Rules, not being inconsistent with these Bylaws, which are made from time to time by the Association in general meeting.

33. No rule made by the Association in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

34. The number of Directors shall be 5 or a greater number determined from time to time at a general meeting.

35. The Officers of the Association, any other Directors elected at large and the immediate past President shall be the Directors of the Association.

36. The Officers of the Association shall be the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Registrar, Referee-in-Chief, Ice Coordinator, Equipment Manager, Coaching Coordinator Head Coach, Referee Assignor, Fund Raising Coordinator, Tournament Director, Volunteer Coordinator and Risk Manager.

37. Separate elections shall be held for each office to be filled.

38. All Directors and Officers must be Members in good standing. A Director or Officer who ceases to be a Member in good standing, ceases to be a Director or Officer.

39. Directors and Officers shall be elected for two-year terms ~~except that at the 2016 Annual General Meeting, the President, Second Vice-President, Secretary, Equipment Manager, Coaching Coordinator, Referee Assignor and Risk Manager shall be elected for one year terms while all other officers shall be elected for two year terms; and thereafter~~ in the following manner:

a) at Annual General Meetings falling in odd numbered years, elections shall be held for the offices of: President, Second Vice-President, Secretary, Equipment Manager, Coaching Coordinator, Referee Assignor and Risk Manager; and

b) at Annual General Meetings falling in even numbered years, elections shall be held for the offices of: First Vice-President, Treasurer, Registrar, Referee-in-Chief, and Fund Raising Coordinator, Ice Coordinator, Tournament Director and Volunteer Coordinator.

40. An election may be by acclamation, otherwise it shall be by ballot.

41. The Directors may at any time and from time to time appoint a Member as an Officer or Director to fill a vacancy in the Officers or Directors.

(a) A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Association but is eligible for reelection at the meeting.

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

42. The Members may by Special Resolution remove a Director before the expiration of his term of office and may elect a successor to complete the term of office.

43. (a) No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.

(b) "A Director will cease to be a Director if the Director misses three meetings in the 12 months after the Director is elected or appointed unless the Director has advised the other Directors in writing and the Directors have accepted the reasons."

PART 6 – Proceedings of Directors

44. The Directors may meet together at the places they think fit to dispatch business adjourn, and otherwise regulate their meetings and proceedings, as they see fit.

45. The quorum of Directors shall be a majority of the Directors then in office.

46. A Director may at any time, and the Secretary, on the request of a Director, shall convene a meeting of the Directors.

47. The Directors may delegate any, but not all, of their powers to committees consisting of such Directors and other persons as they think fit.

(a) A Committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

(b) If not appointed by the Directors, a committee shall elect a chair of its meetings, but if no chairman is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the committee Members present who are Members of the committee shall choose one of their number to be chair of the meeting.

(c) The Members of a committee may meet and adjourn as they think proper.

48. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, telegram, fax or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

(a) No notice of meeting of Directors need be sent to that Director

(b) Any and all meetings of the Directors of the Association, notice of which has not been given to that Directors shall, if a quorum of the Directors is present, be valid and effective.

49. Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.

50. This clause has been deleted.

51. A resolution proposed at a meeting of Directors or committee of Directors must be seconded and the chair of a meeting or any Director may move or propose a resolution.

52. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

PART 7 – Duties of Officers

53. One person may not hold more than one office except under extraordinary circumstances and only when approved by the Directors. The following shall constitute the Division Managers of the Association:

- Hockey 1-2 Division Manager;
- Hockey 3-4 Division Manager;
- Atom Division Manager;
- Pee Wee Division Manager;

- Bantam Division Manager;
- Midget Division Manager;
- Juvenile Division Manager.

54. The President shall preside at all meetings of the Association and of the Directors.

55. If at a meeting, the President is not present within 15 minutes after the time appointed for holding the meeting, the First Vice President shall act as chair. If neither is present, the Second Vice President shall act as chair. If none of the President, First Vice President or Second Vice President are present, the Third Vice President shall act as chair. In the event that none is present the Directors present may choose one of their number to be chair at that meeting.

56. The President is the chief executive officer of the Association and shall supervise the other officers and directors in the execution of their duties.

57. The President shall have the power to suspend any team, player, Regular Member, Parent Member, or team official, for improper or impolite conduct on or off the ice, abusive language to any of the official or referee or for failure to comply with the Vancouver Minor Hockey Association Constitution, Bylaws, and Regulations pending review of the incident by the Discipline Committee.

58. The Vice Presidents shall carry out the duties of the President during his absence and perform such other duties as may be delegated to them in these Bylaws or otherwise.

59. The Secretary shall:

- (a) See that all filings required by the ~~Society~~ Act are made.
- (b) See that the correspondence of the Association is properly conducted.
- (c) Issue notices of meetings of the Association and Directors.
- (d) Keep minutes of all meeting of the Association and Directors.
- (e) Have custody of all the records and documents of the Association except those required to be kept by the Treasurer, the Registrar or those kept by the Association's solicitors.
- (f) Have custody of the common seal of the Association, if any.

60. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

61. The Treasurer shall:

- (a) See to the keeping of the financial records, including books of account, necessary to comply with the ~~Society~~ Act.
- (b) See that financial statements are rendered to the Directors, Members, and other when required.
- (c) Be the chairman of any Finance Committee, which may be appointed to assist him with his duties.
- (d) See that insurance as approved by the Directors is provided for both individuals and the Association.

62. The Registrar shall:

- (a) maintain the register of Members.
- (b) be responsible for player registration, including forwarding the registrations to B.C. Amateur Hockey Association and other organizations as required.

63. The Referee-in-Chief shall:

- (a) Maintain an effective line of communication between the referees.
- (b) Coordinate training programs for all referees.
- (c) (delete – See that referees and linesmen are appointed for all games.)
- (d) Aid scorers and timekeepers with advice and necessary training programs.
- (e) Evaluate officials.

64. The Ice Coordinator shall:

- (a) Obtain ice time.
- (b) Schedule, re-schedule, exchange, and, if necessary, cancel ice time.
- (c) Maintain communication through the Divisions Managers, teams and Referee Assignor.
- (d) Present the ice schedule to the Directors for approval for P.C.A.H.A. & B.C.A.H.A. league, playoff and/or exhibition games, and communicate game and practice schedule through the Division Managers and Referee Assignor.

65. The Equipment Manager shall:

- (a) Distribute, maintain, and collect the equipment owned by the Association.
- (b) Oversee the purchasing of all new equipment.

66. The Coaching Coordinator shall:

- (a) Coordinate training programs for all coaches and team officials.
- (b) Establish and promote a sound coaching philosophy within the Association.
- (c) Act as a liaison between coaches and the Directors.
- (d) Call at least two general coaches meetings during the course of each season.
- (e) Hold in strict confidence any elements of a personal or sensitive nature, which may arise, in a coaches' and/or volunteers' screening process.

67. The Referee Assignor shall:

- (a) Assign officials to game dates.
 - (b) Maintain communication with division managers in resolving conflict game rescheduling, play off, and exhibition game rescheduling.
 - (c) Balance the game assignments between qualified officials, depending on availability and/or disqualifying evaluation by the Referee-in-Chief, suspension of officials.
- The Division Managers positions may be combined or re-named by the Directors depending on actions of B.C. Hockey.

68. The Fund Raising Co-ordinator shall:

- (a) Coordinate fund raising through concessions.
- (b) Report to the Vancouver Minor Hockey Association Board at the regular meetings.

69. The Risk Manager shall:

- (a) Implement the screening process for new volunteers of the Association.

(b) Hold in strict confidence of any elements of a personal or sensitive nature which may arise in a coaches' and/or volunteers' screening process.

(c) Notify the Membership through the Executive Committee and Division Managers of safety issues and recommendations and promote Risk Management within the Association.

(d) Become knowledgeable in the C.H.A and B.C.A.H.A. Risk Management programs and procedures.

69.1 The Tournament Director shall:

(a) organize and develop tournaments;

(b) chair tournament committees appointed by the Directors; and

(c) report to the Vancouver Minor Hockey Association Board at the regular meetings.

69.2 The Volunteer Coordinator shall:

(a) manage the volunteer requirements of the Association;

(b) maintain the mandatory volunteer commitments of members as determined by the Directors; and

(c) report to the Vancouver Minor Hockey Association Board at the regular meetings.

PART 8 – Discipline and Appeal Committees

70. The Discipline Committee shall consist of the First Vice President, who shall be chairman of the committee, the Referee-in-Chief and two or more Members appointed by the President.

71. The Discipline Committee shall:

(a) Review disciplinary decisions of the President.

(b) Review all misconduct penalties assessed against players, Regular Members, Parent Members, and team officials to suspend or take such other disciplinary action that may be deemed necessary.

72. The Appeal Committee shall consist of the Second Vice President, and 3 or more other Members appointed by the Directors, but shall not include any Members of the Discipline Committee.

73. The Appeal Committee shall hear appeals from decision made by the Discipline Committee.

74. The Appeals Committee may re-admit any team, player, team official, Regular Member, Parent Member or referee or uphold or modify any decision made by the Discipline Committee.

75. Any team, player, team official, Regular Member, Parent Member or referee may appeal any decision of the Discipline Committee.

76. Any legal action taken on behalf of a player or Member prior to exhausting all avenues of appeal within the Association shall automatically result in the suspension of the player and/or Member for the remainder of the season.

77. Any appeal to the Appeal Committee shall be in writing and shall outline all particulars pertaining to the case and shall be delivered to the Secretary of the Association within seven (7) days of being notified of the decision of the Discipline Committee.

78. The appeal shall be dealt with the Appeal Committee within seven (7) days of receiving the written appeal.

PART 9 – Seal

79. The Directors may provide a common seal for the Association any may destroy a seal and substitute a new seal in its place.

80. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary Treasurer.

PART 10 – Borrowing

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

82. No debenture shall be issues without the sanction of a Special Resolution.

83. The Members may by Special Resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

PART 11 – Auditor

84. This Part applies only where the Association is required or has resolved to have an Auditor.

85. The first Auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of Auditor.

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

87. An Auditor may be removed by Ordinary Resolution.

88. An Auditor shall be promptly informed in writing of appointment or removal.

89. No Director and no employee of the Association shall be Auditor.

90. The Auditor may attend general meetings.

PART 12 – Notices to Members

91. A notice may be given to a Member, by posting said notice at all rinks, on the officially adopted web site of the ~~Society~~ Association, or by mailing or emailing said notice to members'

registered address or email address. Notice of a general meeting must be given to every member shown on the register of members on the day notice is given, and no other person is entitled to receive a notice of a general meeting.

92. A notice sent by mail or electronic mail shall be deemed to have been given on the second day following that on which the notice was posted or transmitted. ~~(1)~~ Notice of a general meeting must be given to:

- (a) every member shown on the register of members on the day notice is given, and
- (b) the auditor, if Part 10 applies.

~~(2)~~ No other person is entitled to receive a notice of a general meeting.

PART 13 - Bylaws

93. On being admitted to Membership, each Member is entitled to and the Association shall give him, for a fee of one dollar, a copy of the constitution of Bylaws of the Association.

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

PART 14 – Inspection of the Records of the Association

95. The books and records of the Association shall be open to inspection by the members at all reasonable times upon request.

PART 15 - Previously Unalterable Provisions

96. As and unalterable provision of this constitution this association shall be affiliated with the British Columbia Amateur Hockey Association, the Pacific Coast Amateur Hockey Association, as well as the Killarney Community Centre Society.

97. Upon winding up or dissolution of the Society, the assets which remain after payment of all cost charges and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations in British Columbia having a similar charitable purpose. This provision shall be unalterable.