



CAROL PREST

FERNIE MINOR HOCKEY ASSOCIATION CONSTITUTION

ARTICLE 1:

The name of the Society is “FERNIE MINOR HOCKEY ASSOCIATION”.

ARTICLE 2:

The purposes of the Fernie Minor Hockey Association are:

- a) To promote, govern and improve organized hockey in Fernie
- b) To foster among its members, supporters and teams, good sportsmanship and a general community spirit.
- c) To maintain and increase the interest in the game.
- d) To have and exercise general care, supervision and direction over the playing interests of its teams and players.
- e) To help each athlete develop their talent to their fullest potential.

ARTICLE 3:

It is an unalterable provision of the Constitution that the members of the Society shall not have any interest in the property or assets of the Society ceasing to exist and upon dissolution of the Society and after payment of all debts and liabilities, the remaining and residual property of the Society

shall go, be paid and made over to the registered and recognized charitable organization in Canada.

ARTICLE 4:

The operations of the Society are to be chiefly carried on, in or adjacent to the City of Fernie, this provision is alterable

ARTICLE 5:

As an unalterable provision of the Constitution this Association shall be affiliated with the British Columbia Amateur Hockey Association

ARTICLE 6:

The Association shall consist of:

- a) All members and teams of the Fernie Minor Hockey Association who operate under the jurisdiction of the Association and who comply with the requirements of its Constitution, By-laws, Policies and Procedures.
- b) Life Members
- c) The Executive Committee
- d) Other Elected and appointed officials
- e) Paid up members

This provision is alterable.



**SOCIETY ACT BY-LAWS
(April 2021)**

FERNIE MINOR HOCKEY ASSOCIATION BY-LAWS

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BYLAWS

Part 1 - AFFILIATION

This Association shall be affiliated with:

East Kootenay Minor Hockey Association, (EKMHA), British Columbia Amateur Hockey Association, (BCAHA), Hockey Canada, (HC), Elk Valley Minor Hockey Association (EVMHA).

Part 2 - MEMBERSHIP

The General Membership of this Association shall consist of the following:

- (a) The coaches, assistant coaches, managers, and trainers of all minor hockey teams affiliated with this Association.
- (b) The elected and appointed members of the Board of Directors of this Association, including executive officers and directors.
- (c) The immediate past President of the Association's Board of Directors
- (d) Players who are registered with this Association, and their parents and/or guardians.
- (e) Life Membership is the highest award that Fernie Minor Hockey Association can bestow on any member. Life members, who, based on exceptional service to the Association, shall be elected by a 2/3-majority vote of the General Membership at the Annual General Meeting. Life members shall have the privilege of acting in an advisory capacity to the Board of Directors and shall be accorded all rights and privileges of other members.
- (f) Appointed members of the various committees and volunteer positions that operate within the Association.

Part 3 - RIGHTS AND OBLIGATIONS OF MEMBERSHIP

- (a) All members shall uphold the Constitution and abide by the Bylaws and Policies of the Association.
- (b) All members are in good standing, except a member who has failed to pay their current Annual Membership Fee, or, any other subscription or debt due and owing to the Association, and, they are not in good standing as long as the debt remains unpaid.
- (c) A member who is not in good standing may not exercise any of the rights afforded a member in good standing under the Constitution and Bylaws, and, is prohibited from having a voice in the Association.
- (d) Players/ members accepted under the "No Team in Category" clause will have their player profiles returned back to their home associations as soon as the hockey season ends; therefore will not be eligible to vote at the NMH AGM, unless the player now qualifies under BC Hockey residency regulations

Part 4 - MEETINGS OF MEMBERS

Time and Place of General Meetings

The General Meetings will be held at such time and place, in accordance with the Societies Act, as the Executive decides.

Annual General Meetings

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

Business required at AGM

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

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous General Meeting;
- (c) consideration of the report of the Directors;
- (d) consideration of the financial statements and the report of the auditor thereon, if any;
- (e) the election of Directors; and
- (f) such other business that, under these Bylaws or any governing statutes, ought to be transacted at an annual General Meeting, or business which is brought under consideration by the report of the Directors if the report was issued with the notice of the meeting.

Extraordinary General Meeting

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

Calling of Extraordinary General Meeting

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

- (a) at the call of the President;
- (b) when resolved by Executive Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Societies Act.

Notice of General Meeting

The Association will give not less than 14 days' written notice of a General Meeting to all Members on the date the notice is sent. Notice of a General Meeting will specify the date, time and location of the meeting and the business to be transacted at the meeting and the text of any Special Resolutions to be considered at that meeting.

Omission of Notice

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

Quorum for general meetings

The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

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

Adjournments by chair

The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Methods of voting

At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting

members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Matters decided at general meeting by ordinary resolution

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 5 - REGISTRATION

a) A Fernie Minor Hockey Player shall be a member of and play for only one Association at any one time. The Fernie Minor Hockey Executive may grant permission to waive this regulation for a special event.

Part 6 - DIRECTORS

Number of directors on Board

The Society must have no fewer than 3 and no more than 11 directors.

Election of Directors

Executive

The President, Vice-President, Secretary, Treasurer shall be elected at an Annual General Meeting of the Association. The term of the office shall be for a period of one year. The voting members entitled to vote for the election must elect the Board.

Directors/Members at Large

Members at Large (Maximum 7) shall be elected at an Annual General Meeting of the Association. Following the Annual General Meeting, the Executive shall appoint the Members at Large to positions within the FMHA Board for a term of 1 year.

Directors may fill casual vacancy on Board

The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Part 7 - DIRECTORS' MEETINGS

Calling directors' meeting

A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period. Proceedings valid despite omission to give notice

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 8 - BOARD POSITIONS

Executive Board positions

Executive Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors/Members at large

Directors who are elected to positions on the Board in addition to the positions described in these Bylaws are elected as directors/members at large.

The directors shall perform such duties and chair such committees as directed by the Executive Committee.

President

- (a) The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- (b) Create agenda, set meetings, preside at all meetings - send out details to board members for input
- (c) Perform the duties usual to the office of President
- (d) Shall interpret the Constitution and By-Laws as required
- (e) Sign as a signing officer for the Association

Vice President

- (a) The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Secretary

- (a) The secretary is responsible for doing, or making the necessary arrangements for, the following: issuing notices of general meetings and directors' meetings.
- (b) taking minutes of general meetings and directors' meetings.
- (c) keeping the records of the Society in accordance with the Act.
- (d) conducting the correspondence of the Board.
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.
- (f) In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.
- (g) Keep an accurate record of the proceedings of the Association
- (h) Notify the Executive Committee members of the time and place of meetings
- (i) Issue the notice of the Annual General Meeting at least two weeks before the meeting
- (j) Have custody of all records and documents of the society, except those required to be kept by the treasurer and Administrator
- (k) Perform such other duties as shall be necessary for the good and welfare of the Association

- (l) File an Annual Report with the Registrar of Companies within 30 days after each Annual General Meeting
- (m) Shall make available for regular meetings the minutes of the last meeting

Treasurer

- (a) The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (b) receiving and banking monies collected from the members or other sources.
- (c) keeping accounting records in respect of the Society's financial transactions.
- (d) preparing the Society's financial statements.
- (e) making the Society's filings respecting taxes.
- (f) keep a record of all monies received and disbursed, shall deposit all monies in the bank, shall make all disbursements by cheque
- (g) prepare a monthly financial statement for the Executive Committee review
- (h) present at each Annual Meeting a report of the year's operations and a financial statement
- (i) be one of the signing officers of the Association

Part 9 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

These Bylaws do not permit the Society to pay a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 10 - COMMITTEES

Creation and Delegation to Committees

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

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

Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only. A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

Terms of Reference and Rules

In the event the Executive decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Executive in the Terms of Reference or otherwise, and will report

every act or thing done in exercise of those powers at the next meeting of the Executive held after it has been done, or at such other time or times as the Executive may determine.

Meetings

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

Dissolution of Committee

The Executive may dissolve a committee by Executive Resolution.

The Discipline Committee shall:

The Discipline Committee shall consist of the Vice President as Chair and any three (3) members of the Board appointed by the President including the Division Head provided there is no conflict. The President shall not serve on the Discipline Committee.

The Discipline Committee will oversee the conduct of members of the FMHA including but not limited to the disciplining and/or suspension of teams, players, team officials, coaches, on-ice officials, board members and any other member for contravention of the Constitution and Bylaws and/or the FMHA Policies and Procedures.

Signed complaints against members of the Association shall be reported in writing to the President or Vice President. The Discipline Committee may exonerate, censure, suspend, expel or ask for the resignation of the subject of the complaint. Any member being disciplined or expelled must be given notice of the proposed expulsion, and a reasonable opportunity to make representations to the society respecting the proposed discipline. The subject of the complaint shall receive written notice regarding the decision from the Vice President.

The Appeal Committee shall:

Be governed by the Complaints and Appeal Procedures. Consist of three (3) members, including the Vice President and two Board members appointed by the President.

The Board shall:

Be empowered to create additional committees, as the need arises.

Part 11 - CODE OF CONDUCT

The guidelines and codes of conduct currently endorsed by BC Hockey will be used.

Serious breaches of the guidelines and codes of conduct currently endorsed by BC Hockey shall be dealt with.

Part 12 - MANUALS

The FMHA Policies and Procedures are used as a framework for the conduct and philosophy for all FMHA Players, coaches and Volunteers.

Serious breaches of the FMHA Policies and Procedures shall be dealt with by the Discipline Committee, up to and including suspension.

Any decision by the Board or a FMHA representative may be appealed.

The Complaints and Guidelines procedures outline the procedures to be used in cases of appeal. See FMHA Policies and Procedures for a copy of Complaints and Guidelines procedures.

Part 13 - POLICIES

All members will abide by the Policies and Procedures as outlined in the FMHA Policy and Procedures. The FMHA Policies and Procedures may be amended by the Board, at any time, by a two thirds majority vote of the Board.

Part 14 - BORROWING

- a) In order to carry out the purposes of the society the Directors may, on behalf of and in the name of the Society, 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.
- b) No debenture shall be issued without the sanction of a special resolution.
- c) 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 15 - EXECUTION OF INSTRUMENTS

No Seal

The Association will not have a seal.

Execution of Instruments

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

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

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

Signing Officers

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

Part 16 - AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

- a) Resolutions to amend or alter the Constitution or By-Laws can only be made at the Annual General Meetings.
- b) Amendments to the Constitution and By-Laws are to be made by a Special Resolution and shall require a majority of not less than seventy-five percent (75%) of the members voting.

FMHA April 2021