

Valley Ball Hockey Association

CONSTITUTION

1. The name of the society is:

Valley Ball Hockey Association

hereafter referred to as the "Association".

2. The purposes of the Association are as follows:

- 2.1* to promote the game of Ball Hockey within Langley, British Columbia and surrounding area;
- 2.2 to develop in the youth of the community good sportsmanship, loyalty, courage and the value of team effort;
- 2.3 to provide recreational, competitive, amateur, ball hockey games;
- 2.4* to ensure that all Association ball hockey games adhere to the requirements of the Canadian Ball Hockey Association (CBHA);
- 2.5 to make, maintain, and enforce rules, regulations, and conditions for the administering of ball hockey in Langley and area;
- 2.6 to cooperate with other associations whose purposes are similar to those on this Association; and,
- 2.7 to use the funds entrusted to the Association in the best interests of its constituents.

3. In the event of winding up or dissolution of the Association, the assets of the Association shall be distributed to such organization(s) as chosen by a majority vote of the directors. This provision is unalterable.

Dated this ____ day of June, 2011.

Valley Ball Hockey Association

BY-LAWS

PART 1: Interpretation

- 1.1 In these bylaws, unless the context otherwise requires:
 - 1.1.1 “Directors” means the Directors of the association for the time being;
 - 1.1.2 “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - 1.1.3 “Registered address” of a member means his address as recorded in the register of members;
- 1.2 The aforementioned definitions of the Society Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART 2: Membership

- 2.1 The Members of the Association are the applicants for incorporation of the Association and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 The following shall be eligible to become members of the Association:
 - 2.2.1 any one or two parents or guardians of a minor who is registered with the Association;
 - 2.2.2 any sponsor of any team playing under the auspices of the Association will be an honorary members, but not a voting member;
 - 2.2.3 all elected and appointed officials and adult coaches shall form part of the register of members and are voting members, for the year registered or while fulfilling an approved position; and,
 - 2.2.4 all registered players, on paying the fee as set by the Board of Directors, are members of the Association for the year registered, but are not voting members.
- 2.3 Every member shall uphold the constitution and comply with these bylaws.

- 2.4 The amount of the first annual membership dues shall be determined by the Directors and, after that, annual membership dues shall be determined by the directors and ratified at the Annual General Meeting of the Association.
- 2.5 A person shall cease to be a member of the Association:
 - 2.5.1 on January 31st of the year following registration;
 - 2.5.2 by delivering his resignation in writing to the Secretary of the Association or by mailing or by delivering it to the address of the Association;
 - 2.5.3 upon his death, or in the case of a corporation, its dissolution;
 - 2.5.4 on being expelled; and/or,
 - 2.5.5 on having been a member not in good standing for six (6) consecutive months.
- 2.6.1 The Board of Directors, by a majority vote of all elected or appointed Directors present at any duly constituted meeting, shall have the authority to suspend or disqualify any member whose conduct is considered detrimental to the best interests of the Association.
- 2.6.2 Upon evidence of the misconduct of any player or coach, the Referee must notify the Referee-in-Chief, who shall have full power to suspend or revoke the member from future participation pursuant to the Rule Book, or, in extraordinary situations, as he sees fit.
- 2.6.3 Members have 48 hours following notification of suspension in which to indicate their intention to appeal.
- 2.6.4 Players shall appeal to the discipline committee and may appear with a parent/guardian and/or coach if they choose; other members shall appeal directly to the Board of Directors.
- 2.7 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Association and he is not in good standing so long as the debt remains unpaid.

PART 3: Meetings of Members

- 3.1 General meetings of the Association shall be held at the time and place, in accordance with the Society Act, that the Directors may decide.
- 3.2 Every general meeting, other than the Annual General Meeting, is an extraordinary general meeting.

- 3.3 The Board of Directors may, when they think fit, convene an extraordinary general meeting.
- 3.4.1 Notice of a general meeting shall specify the place, day and hour of the meeting and, in case of special business, the nature of that business.
- 3.4.2 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.5 The first Annual General Meeting of the Association shall be held not more than 15 months after the date of incorporation and after that 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 proceeding annual general meeting.

PART 4: Proceedings at General Meetings

- 4.1 Special business is:
 - 4.1.1 all business at an extraordinary general meeting except the adoption of rules of order and;
 - 4.1.2 all business transacted at an annual general meeting except:
 - 4.1.2.1 the adoption of rules of order;
 - 4.1.2.2 the consideration of the financial statements;
 - 4.1.2.3 the report of the directors;
 - 4.1.2.4 the report of the auditor, if any;
 - 4.1.2.5 the election of directors;
 - 4.1.2.6 the appointment of the auditor, if required; and,
 - 4.1.2.7 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.
- 4.2.1 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.

- 4.2.2 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.
- 4.2.3 A quorum is 10 members present or a greater number that the members may determine at a general meeting.
- 4.3 If, within 30 minutes from the time appointed for the 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 shall constitute a quorum.
- 4.4 Subject to bylaw 4.5, the President of the Association, the Vice President or in the absence of both, one of the other directors present, must preside as chairman of a general meeting.
- 4.5 If at a general meeting:
 - 4.5.1 there is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting; or,
 - 4.5.2 the President and all the other Directors present are unwilling to act as Chairman; then the members present shall choose one of their number to be the chair.
- 4.6.1 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished from which the adjournment took place.
- 4.6.2 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.6.3 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.7.1 Every resolution proposed at a meeting needs to be seconded and the chair of a meeting may move or propose a resolution.
- 4.7.2 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution does not pass.
- 4.8.1 A member in good standing present at a meeting of members is entitled to one vote.

- 4.8.2 Voting is by show of hands or, if desired by the Chairman, by the showing of voting cards deemed for that purpose; in the case of elections, refer to section 5.3.
- 4.8.3 Voting by proxy is not permitted.
- 4.9.1 In order for a constitution resolution to pass, it must receive a 75% majority of the vote.
- 4.9.2 In order for a by-law resolution to pass, it must receive a 50% +1 majority of the vote.

PART 5: Directors and Officers

- 5.1.1 The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to:
 - 5.1.1.1 All laws affecting the Association;
 - 5.1.1.2 These bylaws; and,
 - 5.1.1.3 Rules, not being inconsistent with these bylaws, that are made from time to time by the Association in a general meeting.
- 5.1.2 No rule, made by the Association in a general meeting, invalidates a prior act of the Directors that would have been valid if the rule had not been made.
- 5.2.1* The President, Vice President, Secretary, Treasurer, and one or more persons are the Directors of the Association.
- 5.2.2* The number of Directors must be 5 or a greater number determined from time to time at a general meeting.
- 5.3.1* The Directors shall be elected for a 2 year term with about half the elected positions to be decided each year to stagger the transition of positions and assist with a smooth transition for incoming and outgoing Directors..
- 5.3.2 Separate elections shall be held for each office to be filled.
- 5.3.3 An election may be by acclamation; otherwise it shall be either by a show of hands (with or without voting cards) or by secret ballot, which shall be decided by attending members and determined by a show of hands vote at the general meeting immediately prior to the election of Directors.
- 5.3.4 The Directors must retire from office at the annual general meeting when their successors are elected following the completion of their stated term.

- 5.3.5 If no successor is elected, the person previously elected or appointed continues to hold office, if they so desire.
- 5.4.1 The directors may, at any time and from time to time, appoint a member as a Director to fill a vacancy in the Board of Directors.
- 5.4.2 A Director so appointed shall hold office only until the conclusion of the term of the former Director.
- 5.5 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 5.6 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.
- 5.7 No Director shall be remunerated for being or acting as a Director but a Director shall be fairly reimbursed for all expenses necessary and reasonable incurred by him while engaged in the affairs of the Association.

6.0 Proceedings of Directors

- 6.1.1 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.
- 6.1.2 The quorum shall be a majority of the Directors then in office.
- 6.1.3 The President is the Chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President shall act as Chair, but if neither is present the Directors present may choose one of their number to be the Chair at that meeting.
- 6.1.4 Two Directors may at any time, on request of these Directors, must, convene a meeting of the Board of Directors.
- 6.2.1 The Directors may delegate any, but not all, of their powers to committees consisting of such members as they think fit.
- 6.2.2 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 after it has been done.
- 6.3 The members of a committee may meet and adjourn as they think proper.
- 6.4.1 Questions arising at any meeting of the Directors and Committees shall be decided by a majority vote.

- 6.4.2 In case of a tie vote, the Chair does not have a second or casting vote.
- 6.5 A resolution proposed at a meeting of directors or committee need not be seconded, and the Chair of a meeting may move or propose a resolution.
- 6.6 A resolution in writing, signed by all Directors and placed with the minutes of the Directors is valid and effective as if regularly passed at a meeting of Directors.

7.0 Duties of Officers

- 7.1* The President presides at all meetings of the Association and of the Directors.
 - 7.1.1* The President is the Chief Executive Officer of the Association and must supervise the other Officers in the execution of their duties.
 - 7.1.2* The President shall carry out additional or specific duties as defined in the most current version of the Board Policy Manual.
- 7.2* The Vice President must carry out the duties of the President during the President's absence.
 - 7.2.1* The Vice President shall carry out additional or specific duties as defined in the most current version of the Board Policy Manual.
- 7.3* The Secretary must do the following:
 - 7.3.1 Conduct the correspondence of the Association in a timely manner;
 - 7.3.2* Issue notices of meetings of the Association and Directors;
 - 7.3.3 Keep minutes of all meetings of the Association and Directors;
 - 7.3.4* Maintain the register of members, with assistance from other Directors if and as defined in the most current version of the Board Policy Manual;
 - 7.3.5* Have custody of records and documents of the Association, except those required to be kept by other Directors and as specified in the most current version of the Board Policy Manual; and,
 - 7.3.6* Carry out additional or specific duties as defined in the most current version of the Board Policy Manual.
- 7.4* The Treasurer must:
 - 7.4.1* Keep the financial records, including books of account, necessary to comply with the Society Act;

- 7.4.2* Render the financial statements to the Directors, members and others when required, and;
- 7.4.3* Carry out additional or specific duties as defined in the most current version of the Board Policy Manual.
- 7.5* Additional Board positions shall be elected as determined by the most current version of the Board Policy Manual. The duties of these positions shall be defined in the most current version of the Board Policy Manual.
- 7.6* In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
- 7.7* All the above responsibilities, with the exception of the President, Vice President, Secretary, and Treasurer are subject to reasonable revisions by the Board of Directors as defined by the most current version of the Board Policy Manual.

8.0 Borrowing

- 8.1 In order to carry out the business 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 such manner as they decide and in particular but without limiting the generality of the foregoing by the issue of debentures.
- 8.2 No debenture shall be issued without the sanction of a special resolution.
- 8.3 The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

9.0 Indemnity

- 9.1 Subject to the provisions of the Society Act, the Directors shall cause the Association to indemnify a Director of former Director of the Association and the heirs and personal representatives of any such person against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him including an amount paid to settle an action or satisfy a judgment in a civil, criminal, or administrative action or proceeding to which he is or they are made a party by reason of being or having been a Director of the Association.

Each Director of the Association on being elected or appointed shall be deemed to have contracted with the Association on the terms of the foregoing indemnity.

- 9.2 The failure of a Director or Officer of the Association to comply with the provisions of the Society Act or of the Constitution or these Bylaws shall not invalidate any indemnity to which he is entitled under the Part.
- 9.3 The determination of any action, suit, or proceeding by judgment, order, settlement, conviction or otherwise shall not of itself create a presumption that the person concerned did not act honestly and in good faith and in the interests of the Association of which he is or was a Director and did not exercise the care, diligence, and skill of a reasonably prudent person, and with respect to any criminal or administrative action or proceeding, did not have reasonable grounds to believe that his conduct was lawful.
- 9.4 The Directors may cause the Association to purchase and maintain insurance for the benefit on any person who is or was serving as a Director, Officer, employee, or agent of the Association, and his heirs and personal representatives against any liability incurred by him as such Director, Officer, employee, or agent.

10.0 Notices To Members

- 10.1 A notice may be given to a member, either personally or by mail (surface or electronic) to him at his registered address or by written notification through a member of the Board of Directors.
- 10.2 A notice sent by surface mail shall be deemed to have been given on the fifth day following the day on which the notice is posted, and in providing that notice has been given, it is sufficient to prove the notice was properly addressed and put in the Canadian post office receptacle.
- 10.3 Notice of a general meeting shall be given to every member, who is not a minor, shown to be on the Register of Members on the day that the notice is given.
- 10.4 No other person is entitled to receive a notice of general meeting.

11.0 Bylaws

- 11.1 On being admitted to membership, each member is entitled to, without charge, a copy of the constitution and bylaws of the Association.
- 11.2 These bylaws shall not be altered or added to except by special resolution.

Dated this ____ day of June, 2011