

BY-LAWS
OF
CAPE BRETON WEST MINOR HOCKEY ASSOCIATION

1. In these By-laws unless there be something in the subject or context inconsistent therewith
 - (a) "Society" means Cape Breton West Minor Hockey Association
 - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the *Companies Act* (Nova Scotia).
 - (c) "Special Resolution" means a resolution passed by not less than three-fourths of such Members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these By-laws, and none others, shall be Members of the Society, and their names shall be entered in the Register of Members accordingly.
3. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society.
4. Membership in the Society shall not be transferable.
5. Subject to sections 7 and 8, the following shall be admitted to membership in the Society:
 - (a) Parents or guardians of Minor Hockey players who are currently on the roster of a Minor Hockey team, as defined by Hockey Canada and Hockey Nova Scotia, on the West side of Cape Breton Island, including Baddeck, Chéticamp, Inverness, Mabou, and Port Hood, Nova Scotia.
 - (b) Minor Hockey Bench Staff, who are currently on the roster of a Minor Hockey team as defined by Hockey Canada and Hockey Nova Scotia, on the West side of Cape Breton Island, including Baddeck, Chéticamp, Inverness, Mabou, and Port Hood, Nova Scotia.
 - (c) Any authorized individual who conducts and supervises Minor Hockey within their respective boundaries in community associations on the West side of Cape Breton Island, including Baddeck & Area Minor Hockey, Traill Minor Hockey, Inverness

Minor Hockey, and Westside Minor Hockey (separately a “**Community Association**”, and collectively “**Community Associations**”).

OPERATIONS

6. Each Community Association shall:
 - (a) ensure that its Memorandum of Association and By-Laws, if any, are not in conflict with the Memorandum of Association and By-Laws of the Society;
 - (b) ensure that players on teams hosted in its arena/facility are appropriately registered with Hockey Canada through the Society, that its arena/facility is accredited with all applicable regulatory bodies, and that all required regulatory certificates and clearances are obtained;
 - (c) send a representative to all meetings of the Society;
 - (d) operate independently and may offer Minor Hockey at levels B and C or such classification as determined by the Directors of the Society;
 - (e) be responsible for issues relating to conduct and discipline within their respective levels of Minor Hockey; and
 - (f) ensure to keep all the aforementioned duties, failing which shall be deemed inactive by the Society without access to any member benefits previously held.
7. The Society shall be registered as a member of Hockey Nova Scotia and Hockey Canada and its Members shall abide by the regulations of Hockey Nova Scotia and Hockey Canada.
8. The Society shall offer teams in one or more Age Divisions as defined by Hockey Canada, and such teams shall participate in the highest level of Minor Hockey offered in each season. Decisions regarding the participation of teams shall be made by the Directors of the Society.
9. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual who meets the requirements of membership shall constitute an admission to membership in the Society.
10. Membership in the Society shall cease when by notice in writing to the Society, a member resigns their membership, or ceases to qualify for membership in accordance with these By-laws.

FISCAL YEAR

11. The fiscal year of the Society shall be the period from June 1st in any year to May 31st in the year next following.

MEETINGS

12.

- (a) The ordinary or annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society and following the Hockey Nova Scotia Annual General Meeting.
- (b) An extraordinary general meeting of the Society may be called by the Chair or by the Directors at any time and shall be called by the Directors if requisitioned in writing by at least two-thirds of the number of the Members of the Society.
- (c) If the Directors or Chairperson call a general meeting of the Society, the Directors in their discretion may determine that the meeting shall be held entirely or in part by means of a telephonic, an electronic, a virtual, or other communication facility that permits all participants to communicate adequately with each other during the meeting. A member so participating in a meeting is deemed for the purposes of these By-laws to be present at that meeting.
- (d) Except as otherwise determined by Directors and so indicated in a Notice of Meeting, Proxies shall not be allowed at a general meeting of the Society. If proxies are allowed by the Directors, the member giving such proxy to a member who will be in attendance will be considered to be present at the meeting.

13. Three days' notice of a meeting, specifying the place, day, and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the Members. Notice shall be given in writing by sending it through electronic channels such as the Society's website and email. Any notice shall be deemed to have been given at the time when sent or delivered through the electronic channel. the letter containing the same would be delivered in the ordinary course of post. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

14. At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- ... Minutes of preceding general meeting;
- ... Consideration of the annual report of the Directors;
- ... Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
- ... Election of Directors for the ensuing year;
- ... Appointment of Auditors.

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

15. No business shall be transacted at any meeting of the Society unless a quorum of Members is present at the commencement of such business and such quorum shall consist of a minimum of 20 Members in good standing.

16. If within one-half hour from the time appointed for the meeting, a quorum of Members is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the Members then present shall direct and if at such adjourned meeting a quorum of Members is not present, it shall be adjourned *sine die*.

17.

- (a) The Chair of the Society shall preside as Chair at every general meeting of the Society.
- (b) If there is no Chair or if at any meeting, they are not present at the time of holding the same, the Vice-Chair shall preside as Chair.
- (c) If there is no Chair or Vice-Chair or if at any meeting neither the Chair nor the Vice-Chair is present at the holding of the same, the Members present shall choose one of the Directors to be Chair.

18. In the case of an equality of votes, the Chair shall have a casting vote.

19. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the Members.

20. At any general meeting, unless a poll is demanded by at least three Members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the Members recorded in favour of or against such resolution.

21. If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

22. Every member shall have one vote and no more.

DIRECTORS

23. Unless otherwise determined by a general meeting, the number of Directors shall not be less than five or more than ten. The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society.

24. Any member of the Society shall be eligible to be elected a Director of the Society.
25. The Members shall elect as Directors, a minimum of four representatives appointed by each Community Association and the remaining Directors shall be elected by the Members from among their number.
26. Directors shall be elected by the Members at each ordinary or annual general meeting of the Society.
27. Directors shall hold office for a 2-year term.
28. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all the Directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring Directors shall be eligible for re-election.
29. If a Director resigns their office or ceases to be a member of the Society, whereupon their office as Director shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the Members of the Society.
30. The Society may, by special resolution, remove any Director before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such time only as the Director in whose place he/she is appointed would have held office if he/she had not been removed.
31. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of Directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.
32. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the Directors are present at the commencement of such business.
33. The Chair or, in their absence, the Vice-Chairs or, in their absence, any Director appointed from among those Directors' present shall preside as Chair at meetings of the Board.
34. The Chair shall be entitled to vote as a Director and, in the case of an equality of votes, they shall have a casting vote in addition to the vote to which they are entitled as a Director.

POWERS OF DIRECTORS

35. The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities by these By-laws or otherwise expressly conferred upon

them, may exercise all such powers, and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the Directors shall have power to engage a coordinator or coordinators and to determine their duties and responsibilities and their remuneration. The Directors may appoint an executive committee, consisting of Officers, coordinators and such other persons as the Directors decide.

OFFICERS

36. The Officers of the Society shall be a Chair, Vice-Chair(s), a Treasurer, a Secretary, and a Past-Chair. The offices of Treasurer and Secretary may be combined. Members of the same Community Association shall not hold all three positions of Chair, Vice-Chair and Secretary or Secretary-Treasurer.

37. The Directors shall elect one of their number to be Chair of the Society. The Chair shall have general supervision of the activities of the Society and shall perform such duties as may be assigned by the Board of Directors from time to time.

38. The Directors may also elect from their number as Vice-Chairs, a minimum of four representatives appointed by each Community Association.

39. The Vice-Chair(s) shall support the overall operation of the Society, and at the request of the Board and subject to its directions, perform the duties of the Chair during the absence, illness, or incapacity of the Chair, or during such period as the Chair may request to do so.

40.

(a) There shall be a Secretary of the Society who shall keep the minutes of the meetings of Members and Directors and shall perform such other duties as may be assigned to them by the Board. The Board shall appoint the Secretary and may also appoint a Treasurer of the Society to administer and report on the financial affairs of the Society, work with the Board to develop the Society's budget and carry out such duties as the Board may assign. If the Directors think fit, the same person may hold both offices of Secretary and Treasurer.

(b) The Directors may appoint a temporary substitute for the Secretary who shall, for the purpose of these By-laws, be deemed to be the Secretary.

AUDIT OF ACCOUNTS

41. An auditor of the Society shall be appointed annually by the Members of the Society at the ordinary or annual general meeting and, on failure of the Members to appoint an auditor, the Directors may do so.

42. The Society annually shall make a written report to the Members as to the financial position of the Society and the report shall contain a balance sheet and shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.

43. In conducting their audit, the auditors shall have all the rights, powers and immunities conferred upon auditors by the *Companies Act*.

REPEAL AND AMENDMENT OF BY-LAWS

44. The Society has the power to repeal or amend any of these By-laws by a special resolution passed in the manner prescribed by law.

MISCELLANEOUS

45. The Society shall file with the Registrar with its Annual Statement a list of its Directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of Directors, notify the Registrar of the change.

46. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

47. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

48. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.

49. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

50. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or Vice-Chair and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

51. The borrowing powers of the Society may be exercised by special resolution of the Members.

52. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the Members:

- (a) upon nomination; and
- (b) if serving as a Director, when the possibility of a conflict is realized.

53. A conflict of interest does not prevent a member from serving as a Director provided that they withdraw from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However, Director(s) or Officer(s) may be paid reasonable expenses incurred in the performance of their duties or may be paid reasonable honourariums or payments for certain services rendered to the Society, all of which shall be approved by the Directors, and in the case of honourariums and payments shall not exceed such amounts paid in arm's length situations for similar services. Notwithstanding the foregoing, where an Officer is also a Director, Officer or Member of a Community Association, the Community Association shall be responsible for the reimbursement of any preauthorized or reasonable expenses incurred by that Member.