

**CONSTITUTION
PENINSULA MINOR HOCKEY ASSOCIATION**

CONSTITUTION

1. The name of the Society is the Peninsula Minor Hockey Association, hereinafter referred to as the Association.
2. The purposes of the Society are:
 - 2.1. To promote and encourage amateur hockey;
 - 2.2. To develop the highest possible standard of sportsmanship and citizenship for the youth of our communities;
 - 2.3. To maintain and increase the interest of hockey in these communities; and
 - 2.4. To encourage competition and good fellowship for all participants.

**BYLAWS
PENINSULA MINOR HOCKEY ASSOCIATION**

Location

1. The operations of the Association are to be chiefly carried on in the municipalities of Central and North Saanich and the Town of Sidney, and the registered office shall be located within said areas. This provision was previously unalterable.

Affiliations

2. This Association shall be affiliated with the British Columbia Amateur Hockey Association and shall observe all laws, rules and regulations by which that Association is governed. This provision was previously unalterable.
3. This Association shall be affiliated with Hockey Canada and shall observe all laws, rules and regulations by which that Association is governed. This provision was previously unalterable.

Interpretation

4. The definitions in the *Societies Act* of British Columbia apply to these bylaws.
5. In these bylaws, words in the singular form include the plural and vice versa, and words importing a specific gender include the other gender and a corporation.
6. In these bylaws, wherever a submission of a notice, declaration, or other formal communication is required, such notice, declaration or communication may be transmitted by mail or via email.
7. In the event of a conflict between these bylaws and the *Societies Act* and its regulations, the *Societies Act* and its regulations will prevail.

Registration

8. The regulations covering registration of players shall be those adopted by Hockey Canada, the British Columbia Amateur Hockey Association (BC Hockey) and the Vancouver Island Amateur Hockey Association (VIAHA). Matters not covered by the regulations of these bodies shall be handled in accordance with policies set by the Peninsula Minor Hockey Association.

Membership

9. An ordinary member of the Association includes:
 - 9.1. a biological parent, a parent by way of adoption, or a legally appointed guardian of a child enrolled to play hockey with the Association, and for whom the prescribed fee has been paid;
 - 9.2. a person who voluntarily contributes services, performing duties assigned by the Board of Directors of the Association.
10. An ordinary member is entitled to one vote at all general meetings of the Association.
11. A person ceases to be an ordinary member of the Association when he or she:
 - 11.1. No longer has a child enrolled to play hockey with the Association; or
 - 11.2. Has not paid the full registration fee prior to the first ice session, or has not paid an amount due under a payment plan; or
 - 11.3. Is no longer performing Board-assigned volunteer duties; or
 - 11.4. Delivers a written resignation to the Secretary of the Board of Directors.
12. Life Membership may be bestowed on any member of this Association for distinctive service to the Association for a period of at least five years. Nomination for Life Membership must be made by a member of the Board of Directors and may be approved at the last regular Board of Directors Meeting of the current season. Life Members shall have full voting privileges at all general meetings.
13. Any member may be expelled from the Association by a special resolution carried by a simple majority of members attending the Annual General Meeting or a Special General Meeting.

Responsibilities of the Board of Directors

14. The affairs of the Peninsula Minor Hockey Association are governed by a Board of Directors in accordance with the *Society Act* of British Columbia and its regulations, and the Association's constitution, bylaws, and policies.
15. In addition to the powers conferred on the Board by the laws of British Columbia, Canada, or these bylaws, the Board has the authority to:
 - 15.1. Propose amendments to the bylaws of the association, as may be warranted;
 - 15.2. Adopt, amend, or repeal policies, procedures, codes of conduct, and terms of reference as may be required for the normal operations of the Association.
 - 15.3. Establish annually the number of Directors at large, terms of reference and operating procedures for the Board and any committees of the Association;
 - 15.4. Take any disciplinary action, including expulsion, that may in accordance with these bylaws and Association policies, be deemed necessary against a member, volunteer, player, or team.
16. No elected Directors shall receive remuneration or other financial benefits for their services to the Association, regardless of the type of service performed. However, in accordance with policy, Directors shall be reimbursed for all reasonable expenses incurred by while engaged in the affairs of the Association.

Board of Directors and Elections

17. The Board of the Association shall consist of the following:
 - President
 - Vice President, Administration
 - Vice President, Hockey Operations
 - Secretary
 - Treasurer
 - Registrar
 - Female Hockey Coordinator
 - Directors (8 minimum; 12 maximum.)

18. The Executive Committee of the Association (the Executive) shall consist of the following Board members:
 - President
 - Vice President, Administration
 - Vice President, Hockey Operations
 - Secretary
 - Treasurer
 - Registrar
 - Female Hockey Coordinator
19. Board members shall be elected at an Annual Meeting of the Association. The normal term of office is two years.
20. Terms of office will be staggered. One year, elections are to be held for President, Vice President Hockey Operations, Registrar, and half of the Directors. The following year, elections are to be held for Vice President Administration, Secretary, Treasurer, and half of the Directors.
21. Voting in elections will take place by secret ballot. If approved by Board resolution no later than 30 days prior to a General Meeting, voting may be conducted electronically.
22. The candidate receiving the most votes will be declared the winner. In the event of a tie, a second vote will be conducted from among the tied candidates who have the greatest number of votes. If a tie still exists after the second vote, the winner will be selected by random draw.
23. The Board of Directors may appoint a member as a Director to fill a vacancy in the Board. A Director so appointed holds office only until the next Annual General Meeting, when the position will be filled through an election, or a by-election for a one year-term. The appointed Director is eligible for re-election to the position.
24. By resolution at a Special General Meeting, Association members may remove a Director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
25. Any Director who fails to attend two consecutive meetings of the Board without just cause shall cease to be a member of the Board, and will be removed from his or her position.

Board Member Duties

26. The President shall:
 - 26.1. Serve as the Chair of the Board of Directors, and preside at all Board Meetings, Annual General Meetings, and Special General Meetings.
 - 26.2. Ensure that meetings of the Board are efficiently managed and that decision making is transparent.
 - 26.3. Ensure that Directors comply with the constitution, bylaws, policies, procedures, and codes of conduct of the Association.
 - 26.4. Serve as an ex-officio member on all standing committees, ad hoc committees, and working groups of the Association.
 - 26.5. Appoint the Chairs of ad hoc committees, and working groups of the Association.
 - 26.6. Act as the Association's official representative on matters involving members, external agencies, the media, VIAHA, BC Hockey, and in any other circumstances as required.
27. The Vice President, Administration shall:
 - 27.1. Assist the President in the performance of the President's duties;
 - 27.2. Assume the President's duties, if the President resigns, is absent, or is otherwise unable to perform his or her duties;
 - 27.3. At the pleasure of the Board of Directors, serve as the Chair of the Association's Policy and Governance Committee; and
 - 27.4. Fulfill any other obligations in accordance with the description of the position, as established by the Board.
28. The Vice President, Hockey Operations shall:
 - 28.1. Assist the President in the performance of the President's duties;
 - 28.2. Assume the President's duties, if the President and Vice President Administration resign, are absent, or are otherwise unable to perform their duties.

- 28.3. At the pleasure of the Board of Directors, serve as the Chair of the Association's Dispute Resolution Committee, and Coach and Player Development Committee; and
 - 28.4. Fulfill any other obligations in accordance with the description of the position, as established by the Board.
29. The Secretary shall:
- 29.1. Be responsible for keeping a full and complete record of all meetings of the Association, and of all business and correspondence transacted at those meetings;
 - 29.2. Ensure that all reports, bylaw amendments, changes to the Board, address changes, and other required filings under the *Societies Act* are filed with British Columbia's Corporate Registry;
 - 29.3. Ensure that all notices, declarations, and official communications are sent to members in accordance with Association bylaws and policies;
 - 29.4. Turn over any related records or materials held to a successor; and
 - 29.5. Fulfill any other obligations in accordance with the description of the position, as established by the Board of the Association.
30. The Treasurer shall:
- 30.1. Maintain the Association's bank accounts, and be responsible for all money handled by the Association;
 - 30.2. Ensure that the Association maintains continuous, proper, and up-to-date accounting records;
 - 30.3. Ensure that the Association's annual financial statements are prepared in accordance with Canadian generally accepted accounting principles, and present those statements to members at an Annual General Meeting;
 - 30.4. Be responsible for the creation of the Association's annual budget;
 - 30.5. Be responsible for the Association's filings with respect to taxes, if any;
 - 30.6. Turn over any related records or materials to a successor; and

- 30.7. At the pleasure of the Board of Directors, serve as the Chair of the Association's Finance Committee; and
 - 30.8. Fulfill any other obligations in accordance with the description of the position, as established by the Board of the Association.
31. The Registrar shall:
- 31.1. Be responsible for maintaining a record of all players and members of the Association;
 - 31.2. Be responsible for the annual registration of players;
 - 31.3. Fulfill any other obligations in accordance with the description of the position, as established by the Board.
32. The Female Hockey Coordinator shall:
- 32.1. Provide Division Managers and team-level volunteers with support for female teams within the Association;
 - 32.2. Serve as the Association's representative to VIAHA, BC Hockey, and other organizations on matters related to female hockey;
 - 32.3. Work to promote the Association's female hockey program in the community; and
 - 32.4. Fulfill any other obligations in accordance with the description of the position, as established by the Board of the Association.
33. Directors who are not part of the Executive Committee shall:
- 33.1. Hold a portfolio, as established by Association policy.
 - 33.2. As required, serve on standing committees, ad hoc committees, and working groups of the Association.
 - 33.3. Fulfill any other obligations in accordance with the description of their positions, as established by the Board.
34. At the pleasure of the Board of Directors, the Immediate Past President may serve as an ex-officio member of the Board for a period of two years. In such a circumstance, the Immediate Past President may participate fully in Board meetings, although he or she may not vote.

Officers

35. The Board of Directors shall appoint the following Officers for the specified terms:
 - Divisional Managers (One for each Division): One-year term.
 - Referee-in-Chief: Two-year term.
 - Coach Coordinator: Two-year term.
36. Officers are ex-officio members of the Board of Directors, and are encouraged to attend Board meetings. They may participate fully in regular meetings, although they may not vote.

Officer Duties and Responsibilities

37. Each Divisional Manager shall:
 - 37.1. Have general responsibility for the organization of representative, recreational, and female teams within his or her Division.
 - 37.2. Work with the Board of Directors, Coach and Player Development Committee, and others as required to co-ordinate annual assessment processes.
 - 37.3. Ensure that coaches, managers, safety persons and other team-level volunteers within the Division are aware of the policies of the Association, and take the necessary steps to see that such policies are followed.
 - 37.4. Fulfill any other obligations in accordance with the description of the position, as established by the Board.
38. The Referee-in-Chief shall:
 - 38.1. Be responsible for obtaining referees and linesman for all hockey games played under the jurisdiction of this Association.
 - 38.2. Ensure that a high standard of officiating is maintained.
 - 38.3. Ensure that all referees and linesman are registered with the British Columbia Amateur Hockey Association.
 - 38.4. Fulfill any other obligations in accordance with the description of the position, as established by the Board.

39. The Coach Coordinator shall:
- 39.1. Work with the Coach and Player Development Committee, Board of Directors and others as required to recruit and train high-quality coaches for all teams, in all Divisions.
 - 39.2. Plan, develop, and supervise training programs for Association coaches.
 - 39.3. Work with coaches to plan and develop training programs for players within the Association.

Committees

40. The Association shall have four Standing Committees:
- Finance Committee
 - Policy and Governance Committee
 - Coach and Player Development Committee
 - Dispute Resolution Committee
41. The members of the Finance Committee are:
- Treasurer (Committee Chair)
 - Registrar
 - Up to five other Directors, appointed by the Committee Chair at the pleasure of the Board.
42. The responsibilities of the Finance Committee are:
- 42.1. To assist the Treasurer with Preparation of an annual budget for approval by the Board of Directors;
 - 42.2. To assist the Treasurer with audits and any required financial reporting;
 - 42.3. The submission of grant applications and related reports; and
 - 42.4. Any other business delegated to the Committee by the Board of Directors.

43. The members of the Policy and Governance Committee are:
- Vice President, Administration (Committee Chair)
 - Up to six other Directors, appointed by the Committee Chair at the pleasure of the Board.
44. The responsibilities of the Policy and Governance Committee are:
- 44.1. To advise the Board on matters relating to governance, processes and policies, structures, and procedures of the Association.
- 44.2. To provide advice and recommendations to the Board regarding the Association's constitution and bylaws, policies, procedures, codes of conduct, terms of reference, and position descriptions.
- 44.3. Any other business delegated to the Committee by the Board of Directors.
45. The members for the Coach and Player Development Committee are:
- Vice President, Hockey Operations (Committee Chair)
 - Coach Coordinator
 - Up to five other Directors, appointed by the Committee Chair at the pleasure of the Board.
46. The responsibilities of the Coach and Player Development Committee are:
- 46.1. To screen, interview, and make recommendations to the Board on the selection of qualified head coaches for all teams.
- 46.2. Through the Policy and Governance Committee, to make recommendations to the Board pertaining to the Association's assessment processes.
- 46.3. To ensure that coaching practices and standards within the Association are consistent with those set by VIAHA, BC Hockey, and Hockey Canada.
- 46.4. Any other business delegated to the Committee by the Board of Directors.

47. The members for the Dispute Resolution Committee are:
- VP Hockey Operations (Committee Chair)
 - Director responsible for Risk Management
 - Divisional Managers, when disputes relate to their divisions
 - Up to two other Directors or Officers, appointed by the Committee Chair at the pleasure of the Board.
48. The responsibilities of the Dispute Resolution Committee are:
- 48.1. To apply interest-based dispute resolution processes that resolve conflicts in a respectful, impartial manner.
- 48.2. To ensure that the dispute resolution processes of the Association are appropriately exercised.
- 48.3. Within any authority that may be granted by the Board of Directors, take or recommend disciplinary action against a member, player, volunteer, team, or spectator, in accordance with Association policies.
- 48.4. Any other business delegated to the Committee by the Board of Directors.
49. At its discretion, the Board of Directors may create any number of other ad hoc committees to handle various affairs of the Association. Ad hoc committees shall meet as required, and if requested by the Board, they shall be required to maintain formal records of their meetings.

Parliamentary Authority for Meetings

50. Unless otherwise determined at the beginning of a meeting, the most recent edition of Robert's Rules of Order is the default parliamentary authority for the conduct of Regular Meetings of the Board, Annual General Meetings, and Special General Meetings.

Regular Meetings of the Board

51. As necessary for the operation and governance of the Association, the Board of Directors shall meet on a monthly basis between January and June, and between August and November.
52. With a minimum of seven days' notice, the President or any three Board members may call additional Board meetings when Association business so requires.
53. A quorum for regular Board of Directors meetings shall consist of seven members.
54. At regular meetings, all Board members are entitled to one vote. In the event of a tie, a motion is deemed to have been defeated.

Annual General Meetings

55. The Annual General Meeting of the Association shall be held each year after March 15th, but no later than May 15th.
56. Notice of the Annual General Meeting will be distributed to members no later than 14 days before the date of the meeting. The notice must contain the date, time, and location of the meeting, and details about the Board of Directors election.
57. At least seven members of the Board of Directors plus either 10% of the remaining voting members or 20 of the remaining voting members, whichever is the lesser, shall constitute a quorum at the Annual General Meeting.
58. If a quorum is not present at an initial Annual General Meeting, a subsequent Annual General Meeting shall be called, and those in attendance shall constitute a quorum.
59. At any Annual General Meeting, any resolutions pertaining to finance shall be submitted in writing 72 hours prior to the date of the meeting to the Secretary and Treasurer.
60. At the Annual General Meeting, all members present and in good standing shall have one vote in all resolutions. No proxies shall be allowed.
61. Decisions on resolutions shall be by majority of votes cast, by showing of hands, or if decided, by ballot.

Special General Meetings

62. If there is cause, a Special General Meeting may be called at the discretion of the Board of Directors.
63. Notice of a Special General Meeting will be distributed to members no later than 14 days before the date of the meeting. The notice must contain the date, time, and location of the meeting, and details about the reason for the meeting.
64. At least seven members of the Board of Directors plus either 10% of the remaining voting members or 20 of the remaining voting members, whichever is the lesser, shall constitute a quorum at a Special General Meeting.

Finances

65. The fiscal year of the Association shall be from April 1st to March 31st.
66. The Association is not required to be audited. If the Society wishes to have its finances independently reviewed by a third party, the members must appoint a reviewer at a general meeting.
67. The authority to appoint a person to be the reviewer may be delegated to the Board by a resolution passed by the members at a general meeting.
68. The appointment of a reviewer remains valid until a new appointment is made at the next annual general meeting. If for any reason the reviewer is unable to review the financial records of the Association in this period of time, the Board will appoint another person to fill this vacancy.
69. The Board of Directors shall have power in its discretion to borrow monies with or without security as it deems advisable, however not without a special resolution.
70. Debentures may not be issued without the sanction of a special resolution.
71. The signing authorities of all bank accounts shall be two of the Treasurer, President, and up to two other members of the Board of Directors.

Inspection of Records and Books

72. The annual financial statements of the Association may be inspected by members at each Annual General Meeting. Transitory financial records are open for review by members at any time, subject to Board-determined administrative fees to cover the cost of labour and materials.

Indemnification

73. Subject to the provisions of the *Societies Act*, the Association will indemnify each Director against all costs, charges and expenses, reasonably incurred in connection with any claim, action, suit or proceeding to which that person may be made a party by reason of being or having been a Director of the Association.
74. To the extent permitted by the *Societies Act*, the Association will indemnify and hold harmless every person who serves or has served as a Director and that person's heirs and personal representative.
75. The Association will apply to the court for any approval of the court which may be required to ensure that the indemnities are effective and enforceable.
76. Each Director, upon being elected or appointed, will be deemed to have contracted with the Association upon the terms of the foregoing indemnities.
77. The failure of a Director to comply with the *Societies Act*, the constitution, these bylaws or policies of the Association will not invalidate any indemnity to which he is entitled under this article, unless the Director is found guilty by a court of dishonesty, gross negligence or malicious or willful misconduct.

Alteration of Bylaws

78. The Bylaws may be amended, annulled or rescinded by a special resolution of the Association carried by simple majority of members in attendance at an Annual General Meeting or a Special General Meeting.

Dissolution

79. Upon winding up or dissolution of the Peninsula Minor Hockey Association (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 BC charitable organizations having similar charitable purposes. This provision was previously unalterable.

DATED at North Saanich, British Columbia, this 20th day of April, 2017.