KILLARNEY GIRLS ICE HOCKEY ASSOCIATION

CONSTITUTION AND BYLAWS

ADOPTED AS OUTLINED HEREIN BY SPECIAL RESOLUTION OF THE VOTING MEMBERS AT THE KILLARNEY GIRLS ICE HOCKEY ASSOCIATION ANNUAL GENERAL MEETING HELD ON MAY 27, 2013
KILLARNEY GIRLS ICE HOCKEY ASSOCIATION

TABLE OF CONTENTS

CONSTITUTION

1. NAME
2. PURPOSES
3. DISSOLUTION

BYLAWS

ARTICLE I      MEMBERSHIP
ARTICLE II     MEETING OF MEMBERS
ARTICLE III    PROCEEDINGS AT GENERAL MEETINGS
ARTICLE IV     DIRECTORS
ARTICLE V      BORROWING
ARTICLE VI     FINANCES
ARTICLE VII    SPECIAL RULES OF ASSOCIATION
ARTICLE VIII   BYLAWS
SOCIETY ACT
CONSTITUTION

1. The name of the society is: KILLARNEY GIRLS ICE HOCKEY ASSOCIATION

2. The purposes of the society are to:

   Section 1  Control and operate the Killarney Girls Ice Hockey program.
   Section 2  Provide the best possible hockey environment to facilitate the development of its members' hockey skills, from the beginner to the competitive, as well as provide a challenging, enjoyable atmosphere for players of all ages.
   Section 3  Promote sportsmanship, good citizenship amongst players, members, and all citizens in general.

3. Dissolution  In the event that the Association should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the province or elsewhere in Canada as directed by the members. This provision is unalterable.

BYLAWS

ARTICLE I - MEMBERSHIP

Membership in the Killarney Girls Ice Hockey Association (the Association) is open to all players who take an active part (playing membership) or adults who have an interest in the operation of the Association (non-playing membership) provided they hold a current membership in the Killarney Community Centre Society and have paid current Association registration.

Every member shall uphold the constitution and comply with these bylaws.

A member is not in good standing and shall cease to be a member of the Association on failing to hold a current membership of Killarney Community Centre Society or on failing to pay the current registration, as set down by the Association Executive Board, or on being expelled.

Where a playing member is a minor member (under the age of 18), the interest of the member in the Association must be transferred to one parent or legal guardian designated to act in the interests of the minor member. The parent or guardian may hold a director position and must exercise the voting rights of the minor member.
Non-playing members are voting members and may act as volunteers in the Association, including as directors. Non-playing members may register as members provided they do not have a playing member in the program. They are required to purchase non-player membership at the rate set at the AGM by the Association.

a) A member or director whose conduct is prejudicial to the Association may have all or some of their right, if any, to use the facilities suspended by a resolution of the directors.

b) On receipt of a complaint in writing from any member of the Association, the directors shall hold a hearing at which the society, team, member, or director shall have the right to be heard and to call witnesses and thereafter the directors may exceed the powers given to them by section 6(a).

c) Notwithstanding the foregoing, the President of the Association may suspend the privileges of a team, member, or director referred to in Section 6(a) pending such a hearing.

Section 7

a) A team, member or director may be expelled by a special resolution of the members, passed at a general meeting.

b) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

c) The team, member or director who is the subject of the proposed special resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

ARTICLE II - MEETING OF MEMBERS

Section 1 General meetings of the Association shall be held at the time and place, in accordance with the Society Act, that the directors decide.

Section 2 The directors may, when they think fit, convene a general meeting.

Section 3 The directors of the Association, on the requisition of 10% or more of the voting members of the Association must convene a general meeting without delay. The requisition may consist of several documents in similar form, each signed by one or more requisitionists and must:

a) State the purpose of the general meeting,

b) Be signed by the requisitionists, and

c) Be delivered or sent by registered mail to the address of the Association.

Section 4 The Annual General Meeting of the Association must be held at least once in every
calendar year and not more than 15 months after the adjournment of the previous Annual General Meeting.

ARTICLE III - PROCEEDINGS AT GENERAL MEETINGS

Section 1 Business transacted at an Annual General Meeting (AGM) should include but is not limited to:

• the adoption of rules of order
• the consideration of the financial statements
• the reports of the directors
• the election of directors
• the annual membership dues for playing and non-playing members
• the other business that, under these bylaws, may be transacted
• the business which is brought under consideration by the report of the directors

Section 2 Except as otherwise provided by these bylaws, the rules of order at any meeting shall be a simplified version of Robert's Rules of Order, unless other rules or modifications of those rules are adopted by the directors or members.

Section 3 The quorum for the transaction of business at a general meeting (including the Annual General Meeting) is 5 voting members. A member is not entitled to vote on a resolution unless the member is a voting member in good standing in accordance with these bylaws.

Section 4 Each member of the Association in good standing and present at a general meeting is entitled to one vote. A voting member of the Association has only one vote and may exercise that vote on every matter without restriction. The chair of the meeting may not cast an extra vote to decide a tied vote.

Section 5 a) Voting is by show of hands
b) Unless they are elected by acclamation, voting for directors is by secret ballot.
c) Voting by proxy is not permitted.
ARTICLE IV - DIRECTORS

Section 1 The president, vice-president, past president, secretary, treasurer and registrar shall form the Executive Board of the Association together with volunteers filling the positions of risk manager, association referee in chief, coaching coordinator, player development coordinator, manager coordinator, fundraising manager, communications manager, equipment manager, and ice schedule manager. Subject to the Society Act and the constitution and bylaws of the Association, the members of the Executive Board are all directors of the Association and must:

   a) Manage, or supervise the management of, the affairs of the society, and
   b) May exercise all of the powers of the society.

Section 2 The directors (except for the immediate past president) shall be elected at the Annual General Meeting for the term of one year.

Section 3 In exercising the powers and performing the functions as a director, a director of the Association must:

   a) Act honestly and in good faith and in the best interest of the Association, and
   b) Exercise the care, diligence and skill of a reasonably prudent person.

Section 4 Quorum for the Executive Board meetings is 5 directors. Only directors may vote at Executive Board meetings. The Executive Board meetings shall be open to all members of the Association except where an in camera meeting is deemed necessary by the Executive Board.

Section 5 A director of the Association interested in a proposed contract or transaction with the Association must fully and promptly disclose the nature and extent of the interest to each of the other directors. The Executive Board may approve a proposed contract or transaction after disclosure but the director providing disclosure should abstain from voting on the approval of the proposed contract or transaction.

Section 6 If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

Section 7 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Association.

May 27, 2013
Section 8  No member of the Board of Directors of the Killarney Girls Ice Hockey Association shall receive remuneration for services in their duties as a board member (e.g., the Treasurer could not be paid to perform treasurer functions but could be paid if they referee a game). Any officer who accepts remuneration for service or services for the Association shall automatically cease to be a director.

Section 9  The president shall preside at all meetings of the Association and the Executive Board. If the president is unavailable, the vice-president will preside over the meeting. If the president and vice-president are both unavailable, the directors present shall choose a director to preside over the meeting.

Section 10  The president acts as the chief executive officer of the Association and supervises the other directors in the execution of their duties. The vice-president must carry out the duties of the president during the president’s absence.
Section 11 Duties of the Secretary (or a specified delegate) include the following:
   a) Conduct the correspondence of the Association
   b) Issue notices of general meetings of the Association and Executive Board meetings of the directors
   c) Keep minutes/notes of all meetings of the Association and the Executive Board of Directors
   d) Have custody of all records and documents of the Association except those required to be kept by the Treasurer

Section 12 The Registrar of the Association must keep a register of its membership. The register of members must include all persons admitted as a member of the Association, together with the following particular of each member:
   a) The full name and resident address
   b) The date on which the person is admitted as a member
   c) The date on which the person ceases to be a member
   d) The class of membership, if provision is made for classes.

Failure to comply with this section is an offence under the *Society Act*.

Section 13 The Treasurer is the chief financial officer of the Association. Duties of the Treasurer (or a specified delegate) include the following:
   a) Render financial statements to the directors, members and others when required (e.g., for Executive Board meetings or general meetings)
   b) Receive all funds of the Association and deposit them to the credit of the Association with Killarney Community Centre Society.
   c) Ensure all expenditures undertaken on behalf of the Association are pre-approved and within approved budget amounts. Non-approved expenditures up to $300 are permitted at the discretion of the signing officers.
   d) Act as a signing officer of the Association, together with the President, and transact financial business on behalf of the Association.
   e) Provide yearend financial statements and a financial report at the Annual General Meeting.

Section 14 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit. A committee so formed:
   a) Must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of their powers to the earliest meeting of the directors held after the act or thing has been done.
   b) Must elect a chair of its meetings or the directors present who are members of
the committee must choose a director to chair the meeting.

c) May meet and adjourn the committee as the committee members think proper.

Section 15  The director on the Association Executive Board representing the Association at the Killarney Community Centre Society meetings shall act as liaison officer to the Association.

Section 16  Any officer or director who accepts remuneration for service or services from the Association shall automatically cease to be director or officer unless the directors decide otherwise.

Section 17  The members may by special resolution remove a director before completion of his or her term of office. If a director is removed, or the position is unfilled after the AGM, a successor may be elected, or appointed by ordinary resolution, to serve during the balance of the term (until the next AGM).

ARTICLE V - BORROWING

Section 1  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 issue of debentures.

Section 2  No debenture shall be issued without the sanction of a special resolution.

Section 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.

ARTICLE VI - FINANCES

Section 1  Registration fees shall be set by the Association on a yearly basis. Fees should be established for playing and non-playing members for the following year, keeping in mind the budgeted expenditures of the Association.

Section 2  Program and club funds, made up of direct donations, promotional activities, sweater funds, etc., shall be maintained by the Treasurer, who shall be responsible to the Association for all expenditures.
Section 3 Requests for reimbursement of expenditure on behalf of the Association must be submitted, in writing, to the Treasurer including supporting documentation of the transaction (eg, receipts, contracts).

ARTICLE VII - SPECIAL RULES OF ASSOCIATION

Section 1 Hockey sponsorship may be solicited by Association teams, upon receiving prior approval of the Executive Board.

Section 2 Pre-registration to be held prior to the start of the season, any additional registration is at the discretion of the Executive Board.

Section 3 The manager and coach are responsible for actions of their team regarding discipline, sportsmanship, how to win cleanly, how to make friends with their opponents and how to have fun without retaliation if they think they have been fouled.

Section 4 Any player suspended from team activities or requiring disciplinary action by an official of Killarney Girls Ice Hockey (eg, team coach or manager) must be reported to the President immediately in writing for review.

ARTICLE VIII - BYLAWS

Section 1 On being admitted to membership, each member is entitled to a copy of the constitution and bylaws of the Association. The Association must provide a copy of the constitution and bylaws to any member requesting it free of charge.

Section 2 These bylaws shall not be altered or added to except by special resolution. Written notice of a special resolution must be provided at least 14 days prior to the meeting in which the special resolution is proposed. A special resolution must be passed in a general meeting by a majority of not less than 75% of the votes of those members of the Association who, being entitled to do so, vote in person.
Amendments contained in this Constitution & Bylaws (altering the version dated the twenty-fifth day of September, 1998) were voted on and accepted by members of the Killarney Girls Ice Hockey Association at the Annual General Meeting held May 27, 2013.

Signed on May 27th, 2013:

WITNESS TO ALL

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Ray Au, President
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