

# CLUB BYLAWS

## Knights Hockey Club

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### PREAMBLE

The Hockey Club shall be called the KNIGHTS HOCKEY CLUB which also may be known or referred to as 'KHC', or the 'Club'.

### DEFINITIONS

In all Bylaws of the Hockey Club unless the context otherwise specifies or requires:

**“Act”** means the Societies Act of the Province of Alberta as amended from time to time.

**“Annual General Meeting”**, **“Special Meeting”** and **“General Meeting”** mean the meetings required to be held in accordance with Article 6.

**“Board”** or **“Board of Directors”** means the Board of Directors which includes Officers and other duly elected Members.

**“Director”** shall represent any member of the Board of the Directors with a voting role. This includes Officers of the Board.

**“Executive”** shall be composed of the Officers as herein defined.

**“Member”** means any Player of legal age, or parent or legal guardian of a minor aged child registered to play hockey with the Hockey Club for the playing season.

**“Motion”** means a resolution of the Members or the Board, as applicable, passed at a meeting of the Members or the Board as applicable, by a majority of the Members, or the Directors as applicable.

**“Officers”** mean individuals holding the following positions: President, Vice President Finance, Vice President On Ice, Vice President Off Ice and Secretary.

### ARTICLE 1

#### 1.1 MEMBERSHIP

Membership shall be open to parents or legal guardians of a minor child, or to a player over the age of 18 who participates in hockey activities under the jurisdiction of the Knights Hockey Club and who has paid the necessary registration fee(s) approved by the Board of Directors.

All members in good standing have the right to attend and vote at the Annual General Meeting, or Special Meeting.

All members in good standing have the right to stand for office on the Board.

Any member in arrears for fees and assessments will not be allowed to register in the Hockey Club in subsequent years until the delinquent amounts have been settled to the satisfaction of the Board of Directors.

Membership in the Knights Hockey Club may be denied at the discretion of the Board.

All members are obligated during Knights Hockey Club activities to conduct themselves according to the Policies and Procedures and Bylaws of this Club.

## **1.2 ADDRESS OF MEMBERS**

Each member shall provide the Hockey Club with proof of residency as per the Hockey Calgary regulations (E-mail addresses provided to the Hockey Club may be used for the purposes of notice required to be given to members pursuant to these Bylaws.) Each member shall be responsible for informing the Registrar of any change of mailing address, phone number, or e-mail address that occurs while a member is in good standing.

## **1.3 LIMITATION ON THE LIABILITY OF MEMBERS**

No member is, in their individual capacity, liable for any debt or liability of the Club.

## **1.4 MEMBERSHIP WITHDRAWAL**

Any member wishing to withdraw from Membership may do so upon written notice to the Board through the Registrar and forwarded to the Registrar. The effective date of resignation or withdrawal shall be the date on which the Directors receive the notice.

## **1.5 EXPULSION or SUSPENSION**

The Officers may expel or suspend, with or without conditions, any members from membership and/or from participating in the 'KHC' program, by resolution of the Officers passed by a two thirds majority of the votes cast at a properly called Executive ("in camera") meeting if;

- a) The conduct of the member is determined by the Officers, in their sole discretion; to be improper, unbecoming or contrary to the interests or reputation of the Knights Hockey Club or;
- b) The member commits a breach of the Bylaws or policies, rules or regulations of the Knights Hockey Club; that are in effect from time to time.

## **ARTICLE 2**

### **2.1 THE GOVERNANCE OF THE CLUB**

The Board governs and manages the affairs of the Club. The Board may hire paid Administrators/Operations personnel to carry out management functions under the direction and supervision of the Board.

The Board has the powers of the Club, except as stated in the *Societies Act*. The powers and duties of the Board include:

- a) Promoting the objectives of the Club
- b) Operate the hockey program at all levels
- c) Promoting membership in the Club
- d) Maintaining and protecting the Club's assets and property
- e) Approving an annual budget for the Club
- f) Paying all expenses for operating and managing the Club
- g) Paying persons for services and protecting persons from debts of the Club
- h) Investing any extra monies
- i) Financing the operations of the Club, and borrowing or raising monies

- j) Making policies for managing and operating the Club
- k) Having the power to rescind, alter, or add to 'KHC' Policies and Procedures as the need arises.
- l) Approving all contracts for the Club
- m) Maintaining all accounts and financial records of the Club
- n) Appointing legal counsel as necessary
- o) Making policies, rules and regulations for operating the Club and using its facilities and assets
- p) Selling, disposing of, or mortgaging any or all of the property of the Club

## **2.2 BOARD OF DIRECTORS**

The Board shall be responsible to the general membership and shall have full control and management of the Club within the Bylaws to serve the best interests of the membership.

Meetings of the Board shall be held as often as may be required, but at least every second month and shall be called by the President.

Any member in good standing, as defined in section 1.1, is eligible to run for a Board position.

At the discretion of the Board as defined by a vote of at least 75% of the Board, an individual without a child playing in the Knights Hockey Club can stand for election to a Board position. Once elected to this position, the individual will have all rights of a member in good standing.

If once elected or appointed, a member ceases to have a child playing in the KHC, is still considered a member in good standing until the term of their position expires or until they resign their position.

A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election or if they acted as a Director pursuant to the appointment or election.

In the event a vacancy occurs during the year, the Executive shall be empowered to appoint a replacement from the membership for the balance of the term.

In addition to the President, Vice President of On-Ice, Vice President of Off-Ice, Vice President of Finance, and Secretary, the Board will also consist of six (6) elected Directors.

At a meeting of the Board of Directors quorum for the Board of Directors will consist of 50% + 1 of board members.

Any Director or Officer may be removed from the Board of Directors by a vote of no less than 75% of the Board for any cause which the Club may deem reasonable.

### **2.2.1 VOTING**

Members of the 'KHC' Board of Director's shall not vote on any question:

- a) Affecting a private company of which they are shareholders;

- b) Affecting a public company in which they hold more than one percent (1%) of the number of shares;
- c) Affecting a partnership or firm of which they are members;
- d) Concerning a contract for the sale of goods, merchandise or services to which they are a party;
- e) In which they have direct or indirect pecuniary interest, except questions of general benefit to a class of which there are by statute necessarily members;
- f) Directly affecting the placement of discipline of any player to whom they are directly related.

Any Knights Hockey Club Board member excluded by virtue of the above shall so declare before discussion of the question and shall not participate in the debate, and shall be deemed absent for that specific question.

### **2.2.2 CONDUCTING BUSINESS**

At the Board of Director's discretion, motions requiring immediate action can be ratified without the use of a formal meeting via the use of telephone and/or email. This is immediate action motions only and does not replace regular board meetings.

In ratifying resolutions by a mechanism other than a formal meeting the following will apply:

- a) Telephone – The motioning Director will obtain the support and seconding by one other Director. Each Director will be contacted via telephone and explained the motion. Their vote will be documented.
- b) Email – An e-mail outlining the motion will be raised by a Director and seconded by another Director. Each Director will receive a copy of the motion. Each Director will respond within at least two (2) business days to the motion.

All such motions via telephone or e-mail will be accepted and/or rejected based on the same rules for formal Knights Hockey Club Board meetings.

Motions will be reviewed and documented in the minutes at the next formal Knights Hockey Club Board meeting.

## **2.3 THE BOARD**

The following shall apply to the election or appointment of the Directors of the Hockey Club:

**2.3.1** The Board of Directors of the Hockey Club shall consist of the, the President; Vice President On-Ice; Vice President Off-Ice; Vice President Finance; Secretary; and up to six (6) Directors.

**2.3.2** The President, the Vice-Presidents, the Secretary, and Directors shall be elected by a majority vote at the Annual General Meeting for a term of two (2) years. Collectively these Directors shall be known as the Board and Officers of the Hockey Club.

**2.3.3** Any vacancy created by a Director ceasing to be a Director for any reason may be filled by appointment made by the remaining Directors to serve the remaining term of the Director that ceased to be a Director.

**2.3.4** The Directors shall be charged with the task of preparing a slate of Directors for election at the Annual General Meeting. If there are more candidates seeking election than positions available, the Directors shall not prepare a slate of Directors but shall prepare a list of those seeking election which shall be published on the Hockey Club's web site seven (7) days prior to the Annual General Meeting.

**2.3.5** Any member in good standing may nominate an individual to the position of Director subject to the provisions contained herein, but must deliver the nomination to the office of the Hockey Club by midnight on the 10th day preceding the Annual General Meeting. All such nominations must be accompanied by the written consent of the nominee.

**2.3.6** If there are no nominees other than the slate provided by the nominating committee, the slate shall be declared elected at the meeting by acclamation.

**2.3.7** Directors elected or appointed pursuant to these Bylaws shall take office, and the prior Directors shall cease to hold office, commencing at the conclusion of the meeting at which they were elected or appointed.

**2.3.8** To be nominated for the position of President, the individual must have been a voting member of the board for at least one term prior to the proposed election or appointment, unless the Board identifies another candidate that brings stronger credentials to the position.

## **2.4. COMMITTEES**

The Board may commission standing committees, including but not limited to a Grievance Committee, Age Group and Program Coordinators Committee, ad hoc committees, or temporary committees whose mandates are related to the Program or to general operations.

The Directors shall establish and amend from time to time the terms of authority and operation for each committee created by them and may dissolve or merge any committees they create.

All committees commissioned by the Board shall answer to the Board.

## **2.5. BOARD RESPONSIBILITIES**

### **2.5.1 PRESIDENT**

The President shall, upon completion of his term, act as the Past President, in an advisory capacity to the Executive and the Board.

The President shall perform the duties of the office of President as follows:

- a) Shall be an ex-officio member of all committees
- b) Shall preside at all Directors meetings of the Hockey Club
- c) Shall not vote except to cast a deciding vote
- d) Oversee all Directors and is responsible for all duties of the Hockey Club

- e) Preside at the Annual General Meeting
- f) Shall be the official representative of the Hockey Club at Hockey Calgary meetings

#### **2.5.2 VICE PRESIDENT FINANCE**

The Vice President of Finance shall perform the duties of the office of the Treasurer which shall include:

- a) Attend and participate at monthly Board Meetings
- b) Attend the Annual General Meeting
- c) Reports to the Board
- d) Shall properly account for the funds of the Club and keep such books as may be directed.
- e) Shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Club and submit a copy of same to the Secretary for the records of the Club.

#### **2.5.3 VICE PRESIDENT ON-ICE**

The Vice President of On-Ice shall perform the following duties:

- a) Attend and participate at monthly Board Meetings
- b) Attend the Annual General Meeting
- c) Reports to the Board

#### **2.5.4 VICE PRESIDENT OFF-ICE**

The Vice President of Off-Ice shall perform the following duties:

- a) Attend and participate at monthly Board Meetings
- b) Attend the Annual General Meeting
- c) Reports to the Board

#### **2.5.5 SECRETARY**

The Secretary shall perform the duties of the office of the Secretary which shall include:

- a) Attend all meetings of the Club and of the Board
- b) Attend the Annual General Meeting
- c) Reports to the Board
- d) Shall be responsible for the minutes of the Board meetings.
- e) Shall hold responsibility for Charitable Foundation

## **2.6 ELECTION OF THE BOARD**

2.6.1 In the season (2020-2021) of the Knights Hockey Club, the Board of Directors shall be appointment by the Knights Hockey Club Steering Committee, based on the structure recommendations of the Knights Hockey Club Business Committee.

2.6.2 At the Annual General Meeting of the Knights Hockey Club, the Voting Members will elect the following directors effective for the 2021-2022 fiscal year;

- a) Executive Officers shall be elected at the annual general meeting by the Members, each for a two (2) year term. To promote continuity in the administration of the Hockey Club the officers shall, whenever possible, be elected in alternating years with the President, Vice President –off ice and Secretary elected in one year, and the Vice President On ice and Vice President - Finance elected the following year;
- b) Remaining Directors shall be elected at the annual general meeting by the Members, each for a two (2) year term. To promote continuity in the administration of the Hockey Club the directors, whenever possible, be elected in alternating years with Director - Hockey Development, Director - Evaluations and Director – Team Administration elected in one year, and Director – Age Groups, Director – Member Relations and Director – Safety and Governance elected the following year.

### **2.6.1 VACANCY**

If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.

## **ARTICLE 3**

### **3.1 ANNUAL BUDGET**

- a) The budget meeting must be attended by at least the President, Vice President On-Ice, Vice President Off-Ice and Vice President Finance of the ‘KHC’ Board of Directors.
- b) A preliminary budget is to be prepared by April 30th of each year for the purpose of setting registration revenues for each upcoming season. Fees are finalized by Board of Directors prior to the opening of registration..
- c) All members of the ‘KHC’ Board shall be entitled to reimbursement, with prior consent, for reasonable expenses incurred while engaged in business approved by the Knights Hockey Club.

## **ARTICLE 4**

### **4.1 SEAL OF THE CLUB**

The Board may adopt a ‘seal’; as the seal of the Club.

The Secretary shall have charge of the seal of the Club unless the Board decides otherwise.

The seal of the Club can only be used by persons as authorized by the Board. The Board must pass a motion to name the authorized persons.

## **ARTICLE 5**

### **5.1 AUDITING**

The books, accounts and records of the Secretary and Vice President of Finance shall be audited at least once each year by a duly qualified accountant or by two members of the Club elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Club.

The fiscal year of the Club in each year shall be: May 1<sup>st</sup> – April 30<sup>th</sup>

The books and records of the Club may be inspected by any member of the Club at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to Director(s) having charge of same. Each member of the Board shall at all times have access to such books and records.

## **ARTICLE 6**

### **6.1 ANNUAL GENERAL MEETING**

This Club shall hold an Annual General Meeting on or before May 24<sup>th</sup> each year. The Board sets the place, day and time of the meeting.

Notice will be given a minimum of 14 days in advance and circulated by email and/or posted on the Hockey Club website. The Notice will state the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

The Annual General Meeting deals with the following matters:

- a) Electing Members of the Board
- b) Reviewing the financial statements
- c) Appointing the auditors
- d) Presenting the report of the Directors

An AGM shall be deemed to be fairly constituted if at least twenty (20) members in good standing within Knights Hockey Club are in attendance. If quorum is not reached at 5 minutes past the AGM start time, members in good standing in attendance shall constitute a quorum for purposes of items requiring membership approval.

### **6.2 GENERAL BOARD MEETINGS**

Notice will be given a minimum of 8 days in advance and circulated by email and/or posted on the Hockey Club website to the membership. This notice will state the date, place and time of the Board meeting. These meetings are open to all members in good standing.

## **6.3 SPECIAL MEETING**

Special Meeting may be called by the President or Secretary upon:

- a) Resolution of the Board of Directors to that effect or;
- b) On the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or;
- c) On the written request of at least 150 members in good standing verified by the Registrar. For the 2019-2020 and 2020-2021 seasons, of the 150 members in good standing 75 must be legacy Maverick members and 75 must be legacy Breaker members to ensure fair and equal representation. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.

Notice will be given a minimum of 8 days in advance and circulated by email and/or posted on the Hockey Club website. The notice will state the place, date and time of the Special Meeting and any business requiring a Special Resolution. If Special Resolution is required at the meeting then 14 days' notice is required.

### **6.3.1 AGENDA FOR THE SPECIAL MEETING**

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

### **6.3.2 PROCEDURE AT THE SPECIAL MEETING**

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

## **ARTICLE 7**

### **7.1 VOTING AT THE ANNUAL GENERAL MEETING OR SPECIAL MEETING**

Only Knights Hockey Club members in good standing are eligible to vote.

A member has one (1) vote per family.

A show of hands can decide motions, unless in the circumstances the President of the meeting determines that it is appropriate to use secret ballots, or if at least five (5) voting members present request that the vote be by secret ballot in which case the vote will be conducted by secret ballot. Any elected board positions will be determined by secret ballot.

Any Director shall also be a Member and be eligible to vote at any validly constituted meeting of Members, however, an Officer who is also a parent of a child registered to play hockey with the Hockey Club shall only be allowed one (1) vote at any such Meeting.

The President has the casting vote in the case of a tie vote.

A voting member may not vote by proxy.

A majority of the votes of the voting members present decides each issue and resolution, except where these Bylaws or governing law provide otherwise.

The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes 'for and against' the resolution.

## **ARTICLE 8**

### **8.1 REMUNERATION**

Unless authorized at a meeting and after notice of same shall have been given, no Officer, Director or Member of the Hockey Club shall receive any remuneration for his services to the Hockey Club except for designated administrative duties that may be contracted out at the Board's discretion.

No contract personnel would have voting privileges in Knights Hockey Club. No immediate family member of the paid contract personnel may hold a position on the Knights Hockey Club Board of Directors.

## **ARTICLE 9**

### **9.1 BORROWING POWERS**

For the purpose of carrying out its objectives, the Club may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures but this power shall be exercised only under the authority of the Club, and in no case shall debentures be issued without the sanction of a special resolution of the Club.

## **ARTICLE 10**

### **10.1 BYLAWS**

These Bylaws may be made, repealed or altered by a Special Resolution at any Annual General Meeting of the Hockey Club.

The Fourteen (14) days' notice of the Annual General Meeting of the Club must include details of the proposed resolution to change the Bylaws.

The made, repealed or altered Bylaws take effect after approval of the Special Resolution at the Annual General Meeting and accepted by the Corporate Registry of Alberta.

**ARTICLE 11**

**11.1 DISTRIBUTING ASSETS & DISSOLVING THE CLUB**

The Club does not pay any dividends or distribute its property among its Members.

If the Club is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objectives similar to those of the Club.

Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Club.

DATED at the City of Calgary, in the Province of Alberta, this 13<sup>th</sup> day of April, 2020.

Signatures of five (5) incorporators plus witnesses are needed;

Name	Address	City	Postal Code	Phone #	Signature
President		Calgary, Alberta			
President		Calgary, Alberta			
Vice President Off-Ice		Calgary, Alberta			
Vice President On-Ice		Calgary, Alberta			
Vice President Finance		Calgary, Alberta			

Witness;

Name	Address	City	Postal Code	Phone #	Signature
Secretary		Calgary, Alberta			