

MEADOW RIDGE FEMALE MINOR HOCKEY ASSOCIATION'S



CONSTITUTION AND BYLAWS

For the Municipalities of
Maple Ridge and Pitt Meadows, British Columbia

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Constitution & Bylaws

Section I – Name

The name of this Association shall be “Meadow Ridge Female Minor Hockey Association” (MRFMHA), registered under the Society Act of the Province of British Columbia, incorporated in June of 1997.

Section II – Purpose

It shall be the purpose of the Association to provide opportunities for girls of all ages and abilities to participate in Canada’s national sport of ice hockey. It shall further be the purpose of the Association to work toward gender equity initiatives in the leadership areas of administration, coaching and officiating and break down systematic barriers to the development of female ice hockey throughout British Columbia.

Section III – Definitions

- (a) “M.R.F.M.H.A.” means Meadow Ridge Female Minor Hockey Association
- (b) “B.C.A.H.A.” means British Columbia Amateur Hockey Association
- (c) “P.C.A.H.A.” means Pacific Coast Amateur Hockey Association
- (d) “Hockey Canada” means Hockey Canada, the governing body for ice hockey in Canada
- (e) “General meeting” may mean an Annual General Meeting or a Special General Meeting
- (f) “AGM” means Annual General Meeting
- (g) “SGM” means Special General Meeting
- (h) “Directors”, “Board”, “Board of Directors” or “Board Member” means the Board of Directors of the Meadow Ridge Female Minor Hockey Association
- (i) “Association” means Meadow Ridge Female Minor Hockey Association
- (j) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it
- (k) “Special Resolution” means a resolution passed in a general meeting by a majority of not less than seventy-five percent (75%) of the votes of those members in attendance
- (l) “Ordinary Resolution” means a resolution passed in a general meeting by the members of the Association, in attendance, by a simple majority (50% plus one)
- (m) “Registered Address” of a member means his/her address as recorded in the register of members;
- (n) “Past President” means only the most recent Past President
- (o) “In Camera” means a meeting or part of a meeting that is open only to Directors more years of service

- (p) “Proclaimed Member” means an individual acknowledged by the Board as being a member of the Association even though he/she does not have a daughter playing in the Association;
- (q) “Associate Board Member” means an individual that has a specific volunteer role within MRFMHA and may participate in Board Meetings but has no voting privileges.

Section IV - Structure, Affiliation & Application

- 4.1** The Association is a community-based, non-profit organization in the Municipality of Maple Ridge and the Municipality of Pitt Meadows, British Columbia. It is an Association operating within the boundaries of the Pacific Coast Amateur Hockey Association (PCAHA). The Association will operate within the PCAHA structure and may include teams in the Novice, Atom, Peewee, Bantam, Midget and Juvenile divisions under recreational and representative levels. The Association will endeavor to operate “in-house” skills clinics and beginner age “Initiation” programs.
- 4.2** The Constitution and Bylaws are intended to be consistent with Part 1 of the Society Act. Where there is conflict, the Society Act will take precedence.
- 4.3** The Association shall be affiliated with Hockey Canada, the British Columbia Amateur Hockey Association, and the Pacific Coast Amateur Hockey Association, and shall operate in a manner consistent with the Hockey Canada, B.C.A.H.A. and P.C.A.H.A. By-Laws, Regulations and Rules.

Section V – Members

- 5.1** Players are female ice hockey players of any age participating within the Pacific Coast Amateur Hockey Association structure, where the majority of players reside in the Municipalities of Maple Ridge or Pitt Meadows and no less than 70% of players members must be under 19 years of age.
- 5.2** Membership in the MRFMHA Association shall be:
 - (a) Active Membership:
 - (i) All players under the age of nineteen (19) shall be members, but will not have voting rights, or
 - (ii) Players nineteen (19) years of age or older, who are members of a hockey team operated under the auspices of the Association, or
 - (iii) The parents or legal guardians of any player, under the age of nineteen (19), who is a member of a MRFMHA hockey team, or

- (iv) Those individuals, who do not have daughters registered on a MRFMHA team, however by taking an active role either at the individual team level, or within the Association have been “*Proclaimed*” as members by the Board.

Membership in the Association under paragraphs (i), (ii) and (iii) shall continue as members until the next Annual General Meeting provided that they remain in good standing with the Association. Membership under paragraph (iv) shall also continue until the next Annual General Meeting provided that the Proclaimed Member maintains an official and active role in the Association.

(b) Honorary Members:

- (i) are those individuals who have served as President of the Association for at least one full term, or have served on the Board for at least five (5) years. A person may be both an Active and Honorary Member.

5.3 Terms of Membership

- (a) A Member shall uphold the Constitution, Bylaws and other rules, policies or regulations of the Association.
- (b) Application for membership shall be made to the Association, together with payment of the application fee in place at the time.
- (c) Application for membership may be declined by the Registrar and President for a number of reasons, including but not limited to:
 - (i) not being in good standing or being in arrears, and/or
 - (ii) violation of the Code of Conduct, and/or
 - (iii) not acting in the best interests of the Association.
- (d) Applications for membership are not automatic and may be rejected by the Board.

5.4 Termination and/or Suspension of Membership

- (a) By providing in writing, cancellation of their registration, or in the case of Proclaimed Members, their resignation of an active role within a MRFMHA team or the Association, or;
- (b) The membership of any Member shall be automatically terminated if such Member fails to pay any outstanding fee within sixty (60) days after it is due, unless a temporary accommodation is made by the Registrar and Treasurer and approved by the President. Such termination shall not prejudice the Member’s right to apply for readmission, or;

- (c) A Member may be suspended or expelled for willful violation of the Constitution, Bylaws, policies or for any other serious breach of rules and regulations of the Association, or;
- (d) A Member may cease to be a Member of MRFMHA upon notification from the Code of Conduct Committee, as outlined in Section X, or;
- (e) The Board may, by a resolution passed by a seventy-five percent (75%) majority, terminate any existing membership for just cause.

5.5 Voting Rights

(a) General Meetings – AGM or SGM

- (i) All members under the age of nineteen (19) years of age are not entitled to a vote
- (ii) For each registrant under the age of nineteen (19) years of age one vote is available to a parent or guardian of the player. This is based on the principle of one player one vote.
- (iii) Under item (ii) above, one family is limited to a maximum of two votes. For example, if a family has three players, under the age of nineteen (19), that family would be entitled to cast two votes.
- (iv) Registered players, nineteen (19) years of age or older, are entitled to one vote.
- (v) Proclaimed Members, as defined in Clause 5.2(a)(iv), are entitled to one vote.
- (vi) Honorary Members, as defined in Clause 5.2(b), are entitled to one vote.

(b) Board Meetings

- (i) All Directors, except for the President, are entitled to one vote.
- (ii) The President will only cast a vote in the event of a tie.
- (iii) Associate Board Members, Proclaimed Members and Honorary Members or other Association Members are not entitled to a vote.
- (iv) Directors holding two or more Board positions are entitled to only one vote.
- (v) Where both parents/guardians of a registered player in the Association hold a Board position, each is entitled to one vote.
- (vi) Proxy votes by Board Members for Board meetings will not be entertained.

Section VI - Board of Directors

General

- 6.1** The four (4) Board of Directors, with the exception of the 2 year Director position is elected annually to a one-year term at the Annual General Meeting by all voting Members of the Association.
- 6.2** The Board will comprise the following five (5) positions:
- President
 - 2 – year Director position
 - Vice-President
 - Secretary / Treasurer
 - Risk Manager / Coaching Coordinator
- 6.3** The President cannot concurrently hold the position of Treasurer.
- 6.4** The Board will not comprise of any “Members-at-Large” positions. All members must have a defined and substantive area of responsibility.
- 6.5** The Association will encourage “Associate Board” positions. Roles may include ice allocation, referee assignor, sponsorship, fundraising, marketing/publicity and other activities that are of direct benefit to the Association. Such members are entitled to fully participate at Board Meetings except in a voting capacity.
- 6.6** A Member that has a business relationship with the Association in which he/she is remunerated such as website development, hockey camps and similar, cannot stand for election to the Board. This does not disqualify the individual to apply for any “Associate Board” positions.
- 6.7** Proclaimed and Honorary Members, in good standing with the Association, may hold a Board position or may volunteer in an “Associate Board Member” capacity.
- 6.8** Members who have resigned from the Board during the previous season, without having fulfilled their one year commitment, may only have their nomination accepted if three-quarters (75%) of the membership approves such a nomination.
- 6.9** The President, Vice-President and Registrar must be residents of the Municipalities of Maple Ridge or Pitt Meadows.
- 6.10** Notwithstanding provision 6.9, a maximum of two (2) Board Members may reside outside the Municipalities of Maple Ridge or Pitt Meadows.

Notice of Annual General Meeting

- 6.14** The Association shall hold an Annual General Meeting of its Members on a date and location to be approved by the Board by resolution. Notice of such meeting, including the time and location, shall be posted at Planet Ice (MR) as well as advertised in the local newspaper at least thirty (30) days in advance.

Nomination Process

- 6.15** Nominations for President and Vice-President may only be accepted from Members who have served as Board Members on at least one of the previous two years.
- 6.16** Upon notice of the AGM, interested Members must provide to the President, or a Nomination Committee chaired by the Past-President, if such is established, written notification of their intent to seek a position on the Board. Unless otherwise desired by the nominee, the name will remain confidential until the close of nominations.
- 6.17** Nominations will close seven (7) days prior to the AGM unless otherwise approved by the President or the Nomination Committee.
- 6.18** Nominations for vacant positions, those for which nominations have not been received, may be accepted at the AGM.

Election Process

- 6.19** In the event that only one nomination is received for a given position, the election will be by a show of hands. In the case of multiple nominations for a given position, a secret ballot will be undertaken with two Board Members, preferably including the Secretary, being responsible for the tabulation and announcement of votes.
- 6.20** Voting Members are defined under Section V – 5.5.
- 6.21** There is no provision for Proxy or Prerecorded voting.
- 6.22** Any Board vacancy after the AGM may be filled and approved by a simple majority vote of the Board.
- 6.23** The Chair of the meeting shall only vote in the event of a tie.

Conflict of Interest

- 6.24** Refers to a situation when someone, such as a Board Member, has competing personal obligations or personal or financial interests that would make it difficult to fulfill his/her duties fairly. It is recognized that the only truly effective safeguard against conflicts of interest situations is the integrity of the Board Member.

- 6.25** (a) Conflict of interest includes situations that may, amongst others, arise from:
- (i) Where Board Member's private affairs or financial interests are in conflict with their Board responsibilities and obligations or result in a perception that a conflict exists.
 - (ii) Which could impair or appear to impair the Board Member's abilities to act in the Association's best interest.
 - (iii) Where the Board Member's actions would compromise or undermine trust which the membership places in the individual.
 - (iv) Favoring outside interests , such as another association, to the detriment of our Association.
 - (iv) Use for personal gain or other unauthorized use of privileged information acquired in connection with the Member's activities
- (b) Every Director shall adhere to the following code of conduct principles:
- (i) Act honestly and in good faith and in the best interests of the whole Association
 - (ii) Exercise the care, diligence and the skill of a reasonable prudent person
 - (iii) Not communicate confidential information to anyone not entitled to receive this information.
 - (iv) Never act out of self interest. Members must not solely look from the perspective of the team they are associated with.
 - (v) Avoid situations that could cause any person to believe that he or she may have brought bias or partiality to a question before the Board.
- 6.26** Board Members have a responsibility to disclose any direct or indirect conflicts of interest. Board members must avoid even the perception of a conflict of interest. If a member is in doubt as to whether or not a conflict exists or could exist, he or she shall seek advice from the Board or of a person designated by the Board forthwith.
- 6.27** Board Members shall declare any real or potential conflict of interest regarding a Board agenda item and shall remove themselves from the room prior to discussion of the matter. He/she shall neither vote on the item nor attempt to influence the voting of other Board Members in any question in respect to the matter.
- 6.28** Failure by Board Members to adhere to the principles and procedures outlined in Sections 6.25, 6.26 and 6.27 will be reviewed by the Board, with the exclusion of the individual in question, on a case by case basis. Concerns or complaints by the Association's membership regarding a Board Member must be undertaken in writing.
- 6.29** Where it is determined by a 65% majority of the Board that a conflict of interest exists, action such as a reprimand, censure, or removal from the Board may

ensue. This is determined on a case by case basis and would take into account the nature and severity of the infraction.

Section VII - Board Meetings

- 7.1** Board Meetings are typically held at least once a month at a time and place prescribed by the President. Such meetings are typically open to all Members. However, a portion of the meeting or even the entire meeting may be held “in camera” if deemed appropriate by a majority of the Board.
- 7.2** A meeting, or part of a meeting, of the Board of Directors may be held “in camera” where intimate financial or matters of a personal nature of any person may be disclosed at the meeting. The desirability of avoiding open discussion of such discussion thereof outweighs the desirability of adhering to the principle that the meeting be open to all Members. The proceedings at an “in camera” meeting must be kept in strict confidence and do not form part of the regular minutes. Normally only Board Members may attend “*in camera*” sessions. However, other individuals may be invited at the discretion of the Board.
- 7.3** Members are invited to attend Board Meetings to raise and discuss specific issues provided that such items are placed on the agenda in advance. It is inappropriate for general Members to attend and fully participate in other unrelated agenda items.
- 7.4** Associate Board Members are invited to fully participate in all Board discussions, except those held “in camera”.
- 7.5** A quorum shall consist of three (3) Board Members.
- 7.6** All Board Members will be notified of all Board Meetings, including those called in short order.
- 7.7** Notice of Board Meetings to the membership, indicating the time and place shall be posted in Planet Ice (MR) at least seven (7) days in advance of the meeting, except for special or emergency meetings that may be called in short order.
- 7.8** The accidental omission to give notice or any irregularity in the notice for any regular or special Board Meeting or the non-receipt by any Member shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.
- 7.9** The Minutes of the Board Meeting are prepared and held by the Association’s Secretary.

- 7.10** Approved Minutes are available to all Members upon request to the Secretary.
- 7.11** As per Section 5.5 (b), Board Members each have one vote except for the President, who does not vote except in the case of a tie.
- 7.12** The President may, at any time, take a mail, telephone, fax, or email poll or vote of the Directors on any urgent matter. The results would be binding.
- 7.13** If a Board Member is absent from three (3) or more consecutive regularly scheduled Board meetings, termination from the Board would result, unless a majority of the Board deems the circumstances to be extenuating.

Section VIII - Annual General Meeting

- 8.1** The Association shall hold an Annual General Meeting of its Members, on a date and location to be approved by the Board by resolution. Notice of such meeting, including the time and location, shall be posted in the MRFMHA showcase at Planet Ice (MR) as well as advertised in the local newspaper at least thirty (30) days in advance.
- 8.2** The Annual General Meeting agenda will include, but not be limited to:
 - (a) Annual Reports by the various Directors for the previous year
 - (b) A Financial Statement of the Association
 - (c) Presentation and approval of the Financial Budget for the subsequent year
 - (d) Election of the entire slate of the Board of Directors, including the President, excluding the 2-year term Director.
- 8.2** The meeting will be chaired by the President, and if absent the Vice-President, Past President or another Board Member designated by the President.
- 8.3** A quorum for the Annual General Meeting or a Special General Meeting shall require a minimum 5% of the membership or 10 members in good standing, whichever is greater.
- 8.4** Unless a quorum is present at a General Meeting (AGM or SGM), no business other than the adjournment and termination of the meeting shall be conducted.
- 8.6** In the event that sufficient Members, in good standing, are not present at a General Meeting within one half hour from the appointed time for the meeting, it shall stand adjourned for two weeks and shall then be advertised at Planet Ice (MR) and in the local newspaper.
- 8.7** A Special Annual Meeting may be called if necessary to deal with issues of an extraordinary nature. The membership will be given at least fourteen (14) days

advance notice, unless the nature of the meeting is of an urgent or emergency nature and such notice is deemed by the Board not to be practical. A Board resolution is required to announce such a Special General Meeting.

Section IX - Rules and Policies

- 9.1** All Rules and Policies as enacted and approved by the Board, from time to time, will be posted at Planet Ice in the MRFMHA showcase.
- 9.2** The Association will ensure that it has Code of Conduct policies and they are communicated to the Members.

Section X – Member Conduct and Appeals

- 10.1** The Association will establish, as required, a Code of Conduct Committee that shall consist of three members:
- Risk Manager (Chair)
 - Vice President or an alternate Board Member
 - An RMMHA member who is not a Board Member and is independent of the issue.
- 10.2** All Members of the Code of Conduct Committee shall fully abide by the Conflict of Interest provisions in Section VI.
- 10.3** The President shall not serve on the Code of Conduct Committee.
- 10.4** The Code of Conduct Committee shall only investigate and/or respond to complaints that are submitted in writing to the President and/or Risk Manager.
- 10.5** The Code of Conduct Committee may exonerate, censure, suspend, expel or ask for the resignation of the subject of the complaint.
- 10.6** The Risk Manager shall apprise in writing the decision of the Committee to the parties involved.
- 10.7** The subject of the complaint or complainant may appeal a ruling by the Code of Conduct Committee, provided that:
- (i) The Code of Conduct hearing was held with the full involvement of the Complainant and a decision in writing was presented to the Complainant with a copy to the President.
 - (ii) Any appeal to the “*Appeals Committee*” must be made in writing, outlining all particulars pertaining to the case, must indicate the reason for the appeal, and must be accompanied by a

\$75.00 fee payable to the Association. If the ruling of the *Code of Conduct Committee* is affirmed by the *Appeals Committee* the Appeals Fee will be retained by the Association. In all other cases the Appeals Fee will be refunded.

- (iii) Every effort will be made to hear the appeal within thirty (30) days of receipt of the letter.
- (vi) The ruling of the Appeals Committee is final.

- 10.8** The Appeals Committee shall be chaired by the President and shall consist of two other MRFMHA Members, appointed by the President, and who have had no other prior involvement with the complaint or issue. The Appeals Committee must adhere to the Conflict of Interest provisions as outlined in Section VI.

Section XI – Finances

- 11.1** The fiscal year of the Association shall be from May 1 to April 30.
- 11.2** The finances of the Association shall be under the control of the Board of Directors.
- 11.3** A current operating account shall be maintained in a Canadian Chartered Bank or financial institution as approved by the Board.
- 11.4** The Treasurer shall endeavor to present a financial report at the September and March Board Meetings.
- 11.5** The Board of Directors shall not have the power to borrow monies. A special resolution approved at an AGM or SGM is required and even then would be subject to provisions of the Society Act.
- 11.6** At the Annual General Meeting of the Association, Members in good standing shall be provided with a balance sheet, income statement and an annual budget for the upcoming fiscal year.
- 11.7** The books of account, records and minutes of the Association shall be retained by the Association and shall be open for inspection upon request by the Members during such time as the Board of Directors shall designate.
- 11.8** Directors with signing authority for the Association shall be the President, Treasurer, Vice-President and Registrar and such Directors as may be authorized by the Board.
- 11.9** All cheques written and funds released by the Association will require the signatures of two Directors with signing authority. The two signatories cannot be related.

- 11.10** As per Article 6.3, the President cannot concurrently hold the position of Treasurer.
- 11.11** Provision for Provincial Funding. For teams that qualify for final Provincial Championship rounds, the association will provide \$500.00 for in-town (PCAHA zone) or \$1000.00 for out of town expenses at the end of the current season. These funds will come out of general funds.

Section XII - Constitutional Amendment

- 12.1** Any amendments to any provisions or any additions to the Constitution require the following:
 - (i) Special resolution at an AGM or Special General Meeting,
 - (ii) Passed by three-quarters (75%) of the voting members present, and
 - (iii) Approved by the Registrar of the Society Act of British Columbia
- 12.2** Proposed amendments to the Constitution and/or By-Laws must be received by the Secretary of the Association no later than fourteen (14) days prior to the Annual General Meeting or the Special General Meeting.

Section XIII – Dissolution

- 13.1** Upon winding up or dissolution of the Association, the assets which remain after payment of all costs, charges and expenses which are properly incurred in winding up shall be distributed to such charitable organization or organizations having a similar charitable purpose. *This provision shall be unalterable.*
- 13.2** As per Section 13.1, such assets under best efforts will be distributed to non-profit organizations with their main focus being the development of minor female ice hockey.
