

## Special Resolution of the Members of the Minor Hockey Association of Calgary

I, Kevin Kobelka, Executive Director of the Minor Hockey Association of Calgary, hereby certify that:

1. The following Special Resolution was approved by the members of the Minor Hockey Association of Calgary at their annual general meeting held on June 14, 2022:

**“It is proposed that Section 4.8 of the Hockey Calgary bylaws be amended to read as follows:”**

### 4.8 Voting Rights of Members

(a) Voting will be a show of hands unless the chair if the meeting determines that it is appropriate to use secret ballots, or if any of the Members present request that the vote be by secret ballot, in which case the vote will be conducted by secret ballot.

(b) Members in good standing will have one vote.

(c) The name of the Member’s delegate will be provided to the Chair, in writing as authorized by the Member, no later than the day of the meeting and prior to the meeting being called to order by the Chair.

(d) The chair of the meeting will not be authorized by any Member to vote on their behalf and will not vote unless there is a tie, in which case the chair will be entitled to cast a deciding vote.

2. The existing bylaws are repealed. They are replaced by the attached bylaws. The copy of the bylaws attached to this certificate is a true copy of the bylaws that were presented to the members of the Minor Hockey Association of Calgary at their ‘Annual General Meeting’ held on June 14, 2022.

Dated at the City of Calgary in the Province of Alberta this 20<sup>th</sup> day of June, 2022.

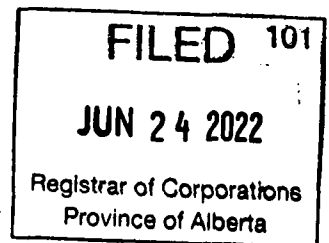
KEVIN KOBELKA

Name

EXECUTIVE DIRECTOR

Title

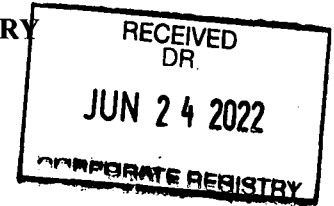
Signature



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**BYLAWS OF THE MINOR HOCKEY ASSOCIATION OF CALGARY**



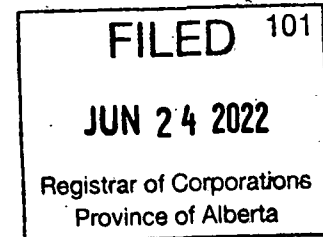
**Preamble**

- 1.0 The name of the Society is the Minor Hockey Association of Calgary (referred to in these Bylaws as "**Hockey Calgary**").
- 1.1. Hockey Calgary is a member of the Alberta Amateur Hockey Association (**Hockey Alberta**) and the Canadian Amateur Hockey Association (**Hockey Canada**).

**Defining and Interpreting the Bylaws**

2.0 In these Bylaws, the following words have these meanings:

- (a) Board: The Board of Directors of Hockey Calgary.
- (b) Bylaws: The Bylaws of Hockey Calgary.
- (c) Calgary Region: The geographic area of Hockey Calgary, as defined by Hockey Alberta.
- (d) Chair: An individual who leads the Board, presides at Board meetings, and collaborates with the Board of Directors, its subcommittees, and the Executive Director ,to further the objectives of Hockey Calgary.
- (e) Communities: As defined in the Federation of Calgary Communities, with the addition of Tsuut'ina Nation and Springbank.
- (f) Director: An individual elected or appointed to the Board of Hockey Calgary.
- (g) Executive Director: An individual hired by the Board to further the objectives of Hockey Calgary.
- (h) Hockey Association: An organization formed to provide all, or part, of a hockey program, as defined by the Board from time to time, within the Calgary Region.
- (i) Hockey Calgary: Minor Hockey Association of Calgary.
- (j) Members: All Hockey Associations who are granted membership by the Board, under the conditions of Section 3.0 of these Bylaws.
- (k) Officers: A subgroup of the Board, comprising the Chair, Vice Chair, Treasurer, and Executive Director.
- (l) Participants: Players, individuals, coaches and volunteers of Hockey Calgary.
- (m) Secretary: An individual appointed by the Board to fulfill the duties outlined in Section 5.9 (a) of these Bylaws.



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(n) Treasurer: An individual of the Board to fulfill the duties outlined in Section 5.9 (b) of these Bylaws.

(o) Vice Chair: An individual who supports the Chair and presides over meetings when the Chair is unavailable.

## 2.1 The following rules of interpretation must be applied in interpreting these Bylaws

(a) Singular and Plural: Words indicating the singular numbers also include the plural, and vice versa.

(b) Headings are for convenience only. They do not affect the interpretation of the Bylaws.

(c) Liberal interpretation: These Bylaws must be interpreted broadly and generously to ensure the fulfillment by Hockey Calgary of its mandate in the best interests of Hockey Calgary and the Participants of hockey in Calgary.

## Membership

### 3.0 Membership

#### 3.0.1 Becoming a Member

- (a) The Board shall have the sole right to accept or refuse membership in Hockey Calgary.
- (b) A Hockey Association may be considered for membership by the Board by meeting the following conditions:
  - i. Is a registered organization in good standing under relevant legislation;
  - ii. Owes no outstanding membership dues or other debts to Hockey Calgary;
  - iii. Agrees to uphold, and abide by, the Bylaws of Hockey Calgary;
  - iv. Acknowledges that the boundaries of each Hockey Association are determined by the Board and, therefore, any Hockey Association seeking membership must agree to adjust its own internal membership in accordance with any boundary change made by the Board, if affected.

#### 3.0.2 Maintenance of Membership

Membership in Hockey Calgary can only be maintained in accordance with the conditions established by the Board from time to time, including maintenance of those conditions established under Section 3.0.1(b).

### 3.1 Member Registry

Each Member will provide the Board with a mailing address for notice and; if available and requested by the Board, a telephone number and e-mail address, if any. If e-mail addresses are available and provided to the Board, they may be used for the purpose of giving notice pursuant to

these Bylaws. Each Member will be responsible for informing the Board of any change of mailing address, phone number, or e-mail address, and other information as determined by the Board from time to time, that occurs while a Member is in good standing.

### **3.2 Membership Fees**

The Board will establish the membership fees, dues and other charges to be paid by Members, and the time and terms for paying such fees, dues and other charges, from time to time.

### **3.3 Withdrawal**

Members may resign or withdraw from membership by written notice to the Board. The effective date of resignation or withdrawal will be the date on which the Board receives the notice.

### **3.4 Expulsion or Suspension**

The Board may expel or suspend, with or without conditions, any Member from membership and/or from participating in Hockey Calgary, by resolution of the Board, passed by a two thirds majority of the votes cast at a properly called Board meeting, if:

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

### **3.5 Liability for Fees**

A Member will remain liable for payment of any dues, fees or amounts levied, or which become payable by it to Hockey Calgary, prior to the effective date of their resignation, withdrawal, expulsion or suspension. Any Member who resigns or is expelled from Hockey Calgary, will forfeit all right, claim and interest arising from, or associated with, membership. Unless specifically approved by the Board, the Member who has been expelled or suspended will not be entitled to a refund of any fees that have been paid up to that time. A Member who resigns or withdraws from membership may be eligible for a partial refund of any dues, fees or amounts paid by the Member. Any such refund will be at the discretion of the Board and will take into account any costs incurred by Hockey Calgary as a result of the resignation or withdrawal.

## **Meetings of the Membership**

### **4.0 Types of Meetings**

- (a) The Members of Hockey Calgary will meet at least once every year, either in person or by virtual means. One meeting, referred to in these Bylaws as the "annual general meeting", shall be called between April 1<sup>st</sup> and June 30<sup>th</sup> each year for the purposes of:

- electing or appointing the Directors and Officers of Hockey Calgary;

- presenting the financial statements and the auditor's report to the members;
- presenting the report of the Board; and
- discussing or deciding any other matters that properly come before the meeting.

(b) Special meetings may be called at any time, in accordance with Section 4.1 (b) and 4.2 (b).

**4.1 Calling Meetings**

- (a) The Chair will call the annual general meeting each year. If the Chair fails to call the annual general meeting, then the Board will call the annual general meeting.
- (b) Special meetings may be called by the Chair, by the Board, or by written request of at least five (5) Members, which request must be addressed to the Chair and must explain the reason(s) for calling such a special meeting.

**4.2 Notice of Meetings**

- (a) All annual general meetings require at least twenty-one (21) days' prior notice of the meeting to the Members. Such notice must specify the date, time, manner, and means of the meeting and contain sufficient information for the Members to make informed decisions. For the purposes of giving notice to a Member, the last information in the member registry of Hockey Calgary must be the address to which notice must be sent. If notice is sent by mail, or digital means, it must be considered received as of the day it was sent.
- (b) Once a special meeting has been properly called, in accordance with 4.1 (b), the Chair, or in their stead, the Board, will give notice of the special meeting using the procedure and following the requirements set out in Section 4.2 (a).

**4.3 Errors in Notice of Meetings**

No error or omission in giving notice of any meeting or any adjourned meeting of Members, whether annual or special, will invalidate such a meeting or make void any proceedings or decisions made by the Members at such a meeting; unless such error or omission was caused by the wilful or grossly negligent conduct of the Board, Officers, or Members who prepared the notice. A Member may at any time waive notice of a meeting by consent, or by participation in the meeting.

**4.4. Quorum**

Quorum for all annual general meetings and any special meetings of Members will be 25%.

**4.5 Participation in Meetings**

Except for matters of business properly brought before the meeting by the Board, only Members or Member delegates' will be permitted to make motions, speak to motions, or second motions from the floor at meetings of the Members.

**4.6 Chair of Member's Meetings**

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The Chair will act as chair of all meetings of the Members, and in the absence of the Chair, the Vice-Chair, and in the absence of both the Chair and the Vice-Chair, then any other Director may sit as chair with the consent of the majority of the Members present and entitled to vote.

#### 4.7 Decisions of Members

- (a) The Members may consider and vote on any matters that properly come before them at any meeting of Members.
- (b) Most of the business to be decided by the Members at any meeting of the Members is ordinary business and is to be decided by voting. Ordinary business will be passed by a simple majority (50% plus 1) of votes cast at a meeting of Members
- (c) Special resolutions will be passed by a three quarters majority (75%) of votes cast at a meeting of Members, and are required for the following matters;
  - changes to the objects of Hockey Calgary;
  - modifications of the Bylaws;
  - borrowing of money, and/or
  - dissolution or amalgamation of the society.

#### 4.8 Voting Rights of Members

- (a) Voting will be a show of hands unless the chair of the meeting determines that it is appropriate to use secret ballots, or if any of the Members present request that the vote be by secret ballot, in which case the vote will be conducted by secret ballot.
- (b) Members in good standing will have one vote.
- (c) The name of the Member's delegate will be provided to the Chair, in writing as authorized by the Member, no later than the day of the meeting and prior to the meeting being called to order by the Chair.
- (d) The chair of the meeting will not be authorized by any Member to vote on their behalf and will not vote unless there is a tie, in which case the chair will be entitled to cast a deciding vote.

#### Board of Directors

##### 5.0 Directors and Officers

The following will apply to the election, appointment, and removal of the Board, Directors and Officers:

- (a) The Board will consist of the Past Chair, the Chair, the Vice-Chair, the Treasurer, the Executive Director, the Vice-Chair of the operations committee and not less than five (5) but no greater than eight (8) Directors at large.
- (b) The Past Chair (if available) and the Vice-Chair of the operations committee are appointed to the Board.

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- (c) The Chair will be elected by a majority vote for the term of two (2) years and the Vice-Chair and the Treasurer will be elected by a majority vote at the annual general meeting for a term of one (1) year. These Directors, together with the Executive Director, will be known as the Officers of Hockey Calgary.
  - (d) To be nominated for the position of Chair, the individual must have been a Director or Officer for at least one term prior to the proposed election or appointment, unless there is no one willing to stand for election with those qualifications.
  - (e) During even numbered years, up to four (4) Directors at large will be elected by a majority vote at the annual general meeting for a two (2) year term. During odd numbered years, up to four (4) Directors at large will be elected by a majority vote at the annual general meeting for a two (2) year term. Directors at large must have the following qualifications:
    - i. Must have an interest in the sport of hockey;
    - ii. Must have no known conflict of interest;
    - iii. May have a child or dependent playing hockey;
    - iv. Must have a skill or area of expertise that will assist the Board in managing the affairs of Hockey Calgary.
  - (f) Any vacancy created by a Director at Large ceasing to be a Director for any reason may be filled by appointment made by the remaining Directors to serve until the next annual general meeting. At the next annual general meeting, the appointed Director will be put forward for election to complete the remaining term of the vacated position.
  - (g) The Board will appoint a governance and nominations committee, which will be charged with the task of preparing a slate of Directors and Officers, with their qualifications, to accompany the notice of the annual general meeting each year. If there are more candidates seeking positions than there are positions available, the governance and nominations committee will not prepare a slate of Directors and Officers, but will prepare a list of those seeking election, which will accompany the notice of meeting.
  - (h) The nomination of an individual to the position of Director or Officer may be submitted by any Member in good standing, any Board member, or the governance and nominations committee. Each nomination is subject to the provisions of subsections 5.0 (d), (e), and (j), and must be delivered to the office of Hockey Calgary by midnight on the 10<sup>th</sup> day preceding the annual general meeting. All such nominations must be accompanied by the consent of the nominee.
  - (i) If there are no nominees other than the slate provided by the governance and nominations committee, the slate will be declared appointed at the annual general meeting.
  - (j) Directors and Officers elected or appointed pursuant to these Bylaws will take office commencing at the conclusion of the meeting at which time they are elected or appointed, and the prior Directors and Officers will cease to hold office at that same time.
  - (k) The Members may, by resolution passed by a majority of votes cast at a special meeting of the Members duly called for that purpose, in accordance with subsection 4.1 (b), remove any Director before the expiry of his or her term of office and may, by a majority of votes cast at

the same meeting, elect any qualified individual to serve the remainder of the term of the Director so removed.

- (l) The Board may remove a Director for failing to carry out their duties, for lack of compliance with the Bylaws, rules, regulations, and, policies of Hockey Calgary, for conduct that, in the sole opinion of the Board, reflects poorly on the Board or Hockey Calgary, or for other reasons as determined by the Board. A Director, who fails to attend two consecutive Board meetings without reasonable cause, as determined by the Board, may be considered to have failed to carry out their duties.

**5.1 Conflict of Interest**

- (a) A Director will disclose to the other Directors, in writing or by requesting to have it entered in the minutes of a meeting or the resolutions of the Directors, the nature and extent of any interest that the Director has in a material contract or material transaction, whether made or proposed, with Hockey Calgary if the Director:

- i. is a party to the contract or transaction;
- ii. is a director or officer or an individual acting in a similar capacity of a party to the contract or transaction; or
- iii. has a direct or indirect material interest in a party to the contract or transaction.

- (b) The disclosure required by subsection 5.1 (a) will be made:

- i. at the meeting at which a proposed contract or transaction is first considered;
- ii. if the Director was not, at the time of the meeting referred to in subsection 5.1(b)(i), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- iii. if the Director becomes interested after a contract or transaction is made, at the first meeting after the individual becomes so interested; or
- iv. if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

- (c) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of Hockey Calgary activities, would not require approval by the Board, a Director will immediately, after they become aware of the contract or transaction, disclose in writing to the Board, or request to have entered in the minutes of a meeting or the written resolutions of the Board, the nature and extent of their interest.

- (d) A Director required to disclose under subsection 5.1(a)

- i. will not vote on any resolution to approve the contract or transaction unless the contract or transaction is for an indemnity or insurance to reasonably protect the Director; and



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- ii. will not attempt to influence the outcome of the vote on any resolution to approve the contract or transaction.
- (e) Even if the requirements of this section 5.1 are not met, a Director, acting honestly and in good faith, is not accountable to Hockey Calgary for any profit realized from the contract or transaction for which disclosure is required, and the contract or transaction is not invalid by reason of the interest of the Director in the contract or transaction, if:
  - i. the contract or transaction is approved by the Members by ordinary (or special) resolutions at the next annual general meeting; and
  - ii. the contract and transaction was reasonable, fair and in the best interests of Hockey Calgary when it was approved or confirmed by Members.
- (f) Any Director will fully disclose any other conflict of interest and will not be eligible to vote on any resolution of the Board that is related to such conflict of interest. For the purposes of section 5.1, the Officers of the Board may determine whether a conflict of interest exists, and if the matter involves a conflict for the Chair, then the matter may be determined by the Officers of the Board (excepting the Chair) or a majority vote of the remaining Directors.

**5.2 Board Meetings**

Meetings of the Board may be held at any time upon five (5) days' prior notice of the meeting. Meetings may be called by the Chair on the Chair's initiative or at the written request of any three (3) Directors. All decisions of the Board will be made by resolution passed by a majority of those present and voting at a meeting of the Board.

**5.3 Chair of the Meetings**

The Chair will, when present, act as meeting chair at all meetings of the Board. In the absence of the Chair, the Vice-Chair will act as meeting chair, and, in the absence of both the Chair and the Vice-Chair, a meeting chair may be selected by a majority of those Directors present.

**5.4 Quorum**

Quorum for any meeting of the Board will be a majority of Directors.

**5.5 Participation by Telephone or other Virtual Means**

- (a) The Board may meet either in person or by virtual means.
- (b) A Director, who is not physically present at a meeting of the Board, may participate in the meeting by virtual means including, but not limited to, telephone, teleconference, or video conference.

**5.6 Written Resolution in Lieu of Meeting**

A resolution of the Board, agreed to in writing by all of the Directors in lieu of a meeting, will be as valid as if the resolution were passed at a duly called meeting of the Board.

### 5.7 Authority of the Board

The Board shall manage or supervise the management of the business and affairs of Hockey Calgary. Without in any way limiting the authority of the Board, or their ability to delegate that authority, the Board has the following:

- (a) the power to impose and enforce penalties for violation of the Bylaws, rules, regulations, and policies of Hockey Calgary from time to time;
- (b) the power to determine boundaries of Members;
- (c) the power to interpret, define, explain, and apply, in their sole discretion, all provisions of the Bylaws, rules, regulations, and, policies of Hockey Calgary from time to time; and the power to make decisions, also in their sole discretion, binding upon Hockey Calgary and its Members, in the best interests of Hockey Calgary as and when required;
- (d) the responsibility to represent Hockey Calgary at meetings of Hockey Alberta and Hockey Canada.

### 5.8 Delegation of Authority

The Board may delegate any part of their authority to a committee of Directors, a council (including councils comprised, in whole or in part, of individuals who are not Directors, for which the Board has created terms of reference or a mandate) or individuals (including the Executive Director) except its authority to:

- (a) borrow money;
- (b) expel or suspend a Member; or
- (c) fill a vacancy on the Board.

Committees and councils which the Board may choose to create include the Operations Committee, Elite Council, Girls Hockey Council, Rec Hockey Council and other such committees or councils as deemed appropriate to the Board. All such committees and councils may be ad hoc, temporary, or standing committees or councils, intended to operate each year. The Board, in their sole discretion, will establish and amend from time to time the terms of reference for each committee and council, and, may dissolve or merge any committees or councils they create.

### 5.9 Additional Board Member Duties

#### (a) Secretary's Duties

The Board will appoint an individual to act as Secretary to:

- i. take, and keep, accurate minutes of meetings of the Members and the Board;
- ii. maintain the Member registry;
- iii. send all notices of meetings unless otherwise directed by the Chair or the Board; and

iv. have such other duties as may from time to time be delegated by the Board.

**(b) Treasurer's Duties**

The Treasurer will:

- i. be responsible for seeing that proper financial records and statements of all Hockey Calgary accounts and transactions are maintained;
- ii. ensure that the financial statements of Hockey Calgary are audited by a duly qualified independent accountant or accounting firm on an annual basis and presented to the Members at the annual general meeting or as soon thereafter as is practical; and.
- iii. have such other duties as may from time to time be delegated by the Board.

**5.10 Remuneration**

Unless otherwise authorized by resolution at any meeting of Members, no Officer (other than the Executive Director) or Director will receive any remuneration for their services. With approval of the Board, any Director or Officer will be reimbursed for any reasonable out-of-pocket costs incurred by them in carrying out their authorized duties.

**5.11 Liability**

- (a) Every Director or Officer of Hockey Calgary, in exercising the Director's or Officer's powers and discharging the Director's and Officer's duties shall:
  - i. Act honestly and in good faith with a view to the best interest of Hockey Calgary, and;
  - ii. Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- (b) Directors and Officers assume their positions on the condition that the Director or Officer, their executors, administrators and assigns will be indemnified and reimbursed for any monetary loss, including legal fees and costs, incurred by them as a result of any action, suit or proceeding brought, commenced or prosecuted against a Director or Officer in respect to the execution of their duties and obligations as Directors or Officers unless such loss is caused by the gross negligence, wilful act, or breach of fiduciary duty by the Director or Officer.

**Finance and Other Matters**

**6.0 Corporate Seal**

Hockey Calgary shall not adopt a corporate seal for the Society.

**6.1 Inspection of Financial Records and Statements**

The financial records and statements of Hockey Calgary may be inspected by any Member of Hockey Calgary upon notice or request to the office of Hockey Calgary, during office hours. The

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Board will, at all times, have reasonable access to the financial records and statements of Hockey Calgary maintained by the Secretary or Treasurer.

**6.2 Signing Authority**

The Board will establish signing authority to execute all agreements, documents and other instruments, on behalf of Hockey Calgary.

**6.3 Fiscal Year**

The fiscal year end of Hockey Calgary will be determined by resolution of the Members from time to time.

**6.4 Borrowing**

The Board may cause Hockey Calgary to borrow money as follows:

- (a) For the purpose of meeting the operating expenses of Hockey Calgary or the expenses of running the various competitions sanctioned by Hockey Calgary when in the opinion of the Board, other resources of Hockey Calgary are insufficient or cannot be made readily available for such purposes.
- (b) For any purpose of Hockey Calgary, as decided at an annual general meeting or special meeting, on the recommendation of the Board and with the approval of Members, given by at least 75% of the votes cast in favour of the borrowing resolution presented at the meeting.
- (c) For the purposes of providing any honorarium, upon majority vote of the Members, at an annual general meeting.

**Amendments**

7.0 These Bylaws may be amended at any time by the Board, subject to ratification of the amendment by special resolution of the Members, no later than the next annual general meeting or special meeting of Members and subsequent registration of any amendment with the Registrar of Corporations. Any amendments will have full force and effect at the time the amended Bylaws have been registered with the Registrar of Corporations.

7.1 The Board may, from time to time, make and amend such rules and regulations as they consider appropriate for the governance or regulation of the activities of Hockey Calgary, its Members, or any of its Participants. All rules and regulations and subsequent amendments thereto will have effect from the time they are approved by the Board but must be approved by the Members at the next meeting of the Members by a simple majority (50% plus 1) of votes, or such amendments will cease to be in effect until subsequently approved by the Members.

7.2 Members in good standing may propose amendments to be considered by the Board. The Board may approve the amendment or may submit the amendment directly to the Members at the next meeting of the Members. If a Member wishes to propose an amendment, they must have made the request for such an amendment to the Board at least thirty (30) days prior to the meeting at which the amendment is to be considered. Such amendment will take effect from the time of the approval of the Members.

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**Dissolving the Society**

- 8.0 If Hockey Calgary is dissolved, any funds or assets remaining, after paying debts, shall be paid to a registered charitable organization. The Members will select the organization by special resolution. In no event will any Members receive any funds or assets of Hockey Calgary.

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