

## Bylaws – Draft for Review and Approval at SGM – November 6, 2025

By-laws relating generally to the conduct of the affairs of Greater Victoria Minor Ball Hockey Association

### PART 1: DEFINITIONS and INTERPRETATIONS

#### Definitions

##### 1.1 In these Bylaws:

- a) **“Act”** means the Societies Act (British Columbia) and any regulations made under the Societies Act (British Columbia), as amended from time to time;
- b) **“BCBHA”** means the British Columbia Ball Hockey Association;
- c) **“CBHA”** means the Canadian Ball Hockey Association;
- d) **“Constitution”** means the constitution of the Society;
- e) **“Directors”** or **“Board”** or **“Board of Directors”** means the directors of the Society for the time being;
- f) **“District”** means the areas the Society governs for the sport of minor ball hockey, and includes the communities of Victoria, Oak Bay, Saanich, Central Saanich, North Saanich, Sidney, Esquimalt View Royal, Colwood, Langford, Metchosin, the Highlands and Sooke;
- g) **“Guardian”** means guardian as that term is defined in the Family Law Act (British Columbia), as amended from time to time;
- h) **“Member”** or **“Members”** means any Person who is a member of the Society upon approval of their application by the Board;
- i) **“Ordinary Resolution”** has the meaning ascribed to that term in the Act;
- j) **“Parent/Guardian”** means a Person who is the natural parent, adoptive parent or Guardian of a Player, or the married or common law spouse of such person;
- k) **“Parent/Guardian Member”** has the meaning ascribed to it in section 2.3;
- l) **“Contributing Member”** has the meaning ascribed to it in section 2.4;
- m) **“Person”** means a natural person;
- n) **“Player”** means a Person under the age of 20, or such other age as may be specified by resolution of the directors, who is duly registered by a member in a ball hockey program of the Society;
- o) **“Season”** means the ball hockey sport playing season as determined by the board from time to time;
- p) **“Section”** or **“Sections”** means any section or sections of the Society bylaws in force and effect, which may be changed from time to time; and
- q) **“Society”** means the Greater Victoria Minor Ball Hockey Association or any other name which it may from time to time change to and adopt pursuant to the Act.

#### Societies Act Definitions

- 1.2 Except as set forth in section 1.1 above, all words which are used in the sections of these bylaws that are defined in the Act shall have the meanings given to them in the Act unless the context of these sections requires otherwise.

## Conflict With the Act

- 1.3 If there is a conflict between these bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## PART 2: MEMBERSHIP

### Application for Membership

- 1.4 A person may apply to the Board for membership in the Society in a manner prescribed by the Board, and the person becomes a member upon the Board's acceptance of the application.
- 1.5 There **will be two classes of voting membership in the Society:**
- a) Parent/Guardian Member.
  - b) Contributing Member.
- 2.1 A member will be a Parent/Guardian Member if:
- a) That person is at least 19 years old at the time of application; and
  - b) that person is the parent/guardian of a player for whom the annual registration fee has been paid in full, provided that in all cases membership as a Parent/Guardian Member shall be limited to two Parent/Guardians per child, it being understood that a Parent/Guardian Member having more than one player registered in the Society shall have no greater rights as a member than a member having only one Player registered in the Society.
- 2.2 A member will be an Contributing Member if:
- a) that person is at least 19 years old at the time of application; and
  - b) that person is not the parent/guardian of a player, but whose membership application has been approved by the Board to allow the Contributing Member to be actively involved in the work of the Society for the one-year term of their membership.
- 2.3 At the time of application, the Board may require:
- a) verification of registering player(s) birth certificates;
  - b) full fixed address of registering player(s) confirming their primary residence is within the Society's District;
  - c) parent/guardian & emergency contact information;
  - d) disclosure of any health issues of the registering player(s) that may present a risk to the player(s) or the Society when the player(s) participate in the sport of ball hockey; and
  - e) other information as may be decided by the Board to enable the safety of players and compliance with the bylaws of the Society.
- 2.4 Only players registered by a member in good standing of the Society will be permitted to register in ball hockey programs of the Society.

### Duties of Members

- 2.5 Each member shall adopt and abide by the constitution, bylaws, policies or regulations of the Society.
- 2.6 Members shall be accountable for the conduct of players they register in programs of the Society and the compliance of those players with the constitution, bylaws, policies or regulations of the Society.

- 2.7 Any violation of the constitution, bylaws, policies or regulations of the Society by a member shall render such member liable to suspension and/or such disciplinary action that may be deemed necessary by the Board.

### **Terms of Membership**

- 2.8 The membership of a member in the Society and all rights arising from the membership are non-transferable.
- 2.9 Once an application for membership is accepted by the Board, membership shall commence at the time of application and conclude one year following date of application.

### **Membership Fees**

- 2.10 The amount of the annual membership or registration fees, if any, must be determined by the Board a minimum of one week prior to the opening date of registration for a program of the Society.
- 2.11 Registration fees may vary year to year for each program of the Society.
- 2.12 Registration fees must be paid by the date prescribed by the Board and in the manner prescribed by the Board, as communicated in applicable registration policies and forms for each program of the Society.
- 2.13 Failure to pay fees by the date prescribed by the Society will disqualify any player(s) registered by the member from participation in any program of the Society until fees are received in full.

### **Membership Standing and Cessation**

- 2.14 A member shall immediately cease to be a member of the Society on the earliest of the following:
- a) by delivering a written resignation signed by the member to the Secretary or to the registered address of the Society;
  - b) upon the expiry of his or her term as set out in section 2.9;
  - c) upon his or her death;
  - d) upon being expelled by the Board; or
  - e) if the member has not been in good standing for six consecutive months.
- 2.15 A member may be suspended or expelled for willful violation of the Society's constitution or bylaws or for any other serious breach of the Society's policies, rules or regulations as determined by the Board.
- 2.16 Where a member is suspended or expelled, the member shall forfeit all rights and privileges, including participation in programs of the Society, until such time as the said member is reinstated as a member in good standing.
- 2.17 A member is considered not in good standing if:
- a) the member has been suspended, until the period of the suspension has been served; or
  - b) the member has failed to pay current registration dues by the prescribed date or has any other debt due and owing by the member to the Society, until such time as the debt has been paid.
- 2.18 A member who is not in good standing:
- a) may not vote at a general meeting; and

- b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

**PART 3: GENERAL MEETINGS OF MEMBERS****Time and Place of General Meeting**

- 3.1 A general meeting must be held at the time and, if applicable, place the Board determines.

**Notice of General Meeting**

- 3.2 Written notice of a general meeting shall be given at least 14 clear days before the date of the meeting to every member listed on the register of members on the day notice is given.
- 3.3 No other person shall be entitled to notice of a general meeting.
- 3.4 Notice of meetings will be given by:
- a) sending an email with the date, time and location of the general meeting and all other required information to every member who has provided an email address to the Society; and
  - b) posting notice of the date, time and location of the general meeting, throughout the period commencing at least 14 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all members.
- 3.5 A notice of a general meeting shall state the day, time and, if applicable, place of the meeting and the general nature of the business to be transacted at the meeting and, where any special business shall be transacted at the meeting, the notice shall state a sufficient amount of information regarding the special business to allow the members to make a reasoned decision regarding the special business.
- 3.6 Members are responsible for ensuring the Society has their current and accurate contact information as part of their registration application.
- 3.7 The accidental omission to send notice of a general meeting to a member, or the non-receipt of any notice by a member, does not invalidate any proceedings at the meeting.

**Entitlement to Attend General Meetings of Members**

- 3.8 Only members and directors are entitled to attend general meetings.
- 3.9 The Board may invite non-members to attend general meetings at its discretion.

**Ordinary Business at General Meeting**

- 3.10 At a general meeting, the following business is ordinary business:
- a) adoption of rules of order;
  - b) consideration of any financial statements of the Society presented to the meeting;
  - c) consideration of the reports, if any, of the directors or auditor;
  - d) election or appointment of directors;
  - e) appointment of an auditor, if any; and
  - f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Chair of General Meeting**

- 3.11 The president will preside as the chair of a general meeting:
- 3.12 If the president is unable to preside as the chair, the chair will be:
- a) the vice-president; or
  - b) one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate Chair of General Meeting**

- 3.13 If there is no individual entitled under these bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual in attendance at the meeting to preside as the chair.

### **Quorum Required**

- 3.14 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

### **Quorum for General Meetings**

- 3.15 The quorum for the transaction of business at a general meeting is 10 voting members in good standing, including the number of present voting Board members.

### **Lack Of Quorum at Commencement of Meeting**

- 3.16 If, within 30 minutes from the time set for starting a general meeting, a quorum of voting members is not in attendance:
- a) in the case of a meeting convened on the requisition of members, the meeting is terminated; and
  - b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not in attendance within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are in attendance constitute a quorum for that meeting.

### **If Quorum Ceases to Be in Attendance**

- 3.17 If, at any time during a general meeting, there ceases to be a quorum of voting members in attendance, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

### **Adjournments by Chair**

- 3.18 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of Continuation of Adjourned General Meeting**

- 3.19 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general

meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

**Electronic Meetings**

- 3.20 Subject to the Act, the Board may decide, in its sole discretion, to hold a general meeting as a fully or partially electronic meeting.
- 3.21 If the Board decides to hold a general meeting as fully or partially electronic meeting:
- a) the Board shall make arrangements for members to participate in, and, if applicable, to vote at the general meeting by telephone or other communications medium.
  - b) A member or other person so participating in the general meeting by telephone or other communications medium shall be deemed to be present at the meeting and to have so agreed.
  - c) A member entitled to vote at the general meeting and participating by a telephone or other communications medium shall be counted in the quorum and be entitled to speak and vote at such general meeting.

**Order of Business at General Meeting**

- 3.22 The order of business at a general meeting is as follows:
- a) elect an individual to chair the meeting, if necessary;
  - b) determine that there is a quorum;
  - c) approve the agenda;
  - d) approve the minutes from the last general meeting;
  - e) deal with unfinished business from the last general meeting;
  - f) if the meeting is an annual general meeting:
    - i. receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
    - ii. receive any other reports of directors' activities and decisions since the previous annual general meeting; and
    - iii. elect directors
  - g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting; and
  - h) terminate the meeting.

**Voting at General Meetings**

- 3.23 Every resolution submitted at a general meeting shall be decided by one or more of the following mechanisms, at the discretion of the Board:
- a) by a show of hands;
  - b) by oral vote;
  - c) by written ballot; or
  - d) another method that adequately discloses the intention of the members.
- 3.24 Any resolution submitted at a general meeting must be seconded by another member, provided that the chair of a meeting may move or propose a resolution without the requirement that it be seconded; and
- 3.25 No member shall be entitled to vote at any general meeting unless the member is in good standing.

- 3.26 Any member who is in good standing is entitled to one vote by the prescribed method determined by the Board consistent with the provisions of Section 3.23.
- 3.27 At all general meetings every resolution put to the vote at a general meeting shall, unless otherwise required by these bylaws or under the Act, be decided by a simple majority of the votes duly cast on the resolution.
- 3.28 In the case of tied vote, the chair of the meeting shall not have a casting or second vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution shall not pass.

### **Announcement of Result**

- 3.29 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy Voting Not Permitted**

- 3.30 Voting by proxy is not permitted.

### **Matters Decided at General Meeting by Ordinary Resolution**

- 3.31 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4: OFFICERS AND DIRECTORS**

### **Number of Directors**

- 4.1 The Society must have no fewer than 5 and no more than 11 directors on the Board.

### **Powers and Duties of Board**

- 4.2 The board shall be responsible for conducting all business of the Society and may exercise all such powers and do all such acts and things as may be exercised or done by the Society that are not by the constitution, these bylaws or the Act expressly directed or required to be done in some other manner, and may from time to time by majority vote pass resolutions relating in any way to the Society or to the conduct of its affairs.
- 4.3 No act or proceeding of the board is invalid by reason only of there being vacancies among the directors or less than the prescribed number of directors in office.

### **Board Composition**

- 4.4 The directors of the Board shall be:
- a) President;
  - b) Vice-President;
  - c) Secretary;
  - d) Treasurer;
  - e) Registrar; and
  - f) a minimum of 4 directors at large, which may include a second Vice-President if necessary, as approved by the Board.

- 4.5 If the Board consists of fewer than 9 directors, the Board may appoint one or more of the existing directors to occupy as an additional office any vacant office listed in section 4.4, with the exception of the President who cannot concurrently hold an additional office.
- 4.6 Directors who are elected or appointed to positions on the Board in addition to the positions described in section 4.4 are elected or appointed as directors-at-large, however the total number of directors must not exceed the maximum number of directors prescribed in section 4.1.
- 4.7 The Board may, by resolution, revise the titles of the offices listed in section 4.4.

**Director Terms of Office**

- 4.8 Unless a director otherwise vacates their office before completion of their term, directors elected to the offices listed in 4.4 are elected to a two-year term of office with:
  - a) President, Secretary, Registrar and Directors-at-large are elected in odd-numbered years; and
  - b) Vice President, Treasurer, and Directors-at-large are elected in even-numbered years.
- 4.9 Directors-at-large are elected for one or two-year terms of office.
- 4.10 Open director positions will be voted on by members in good standing in the 2<sup>nd</sup> year of a term at the annual general meeting. Elected directors will assume office effective at the conclusion of the Annual General Meeting at which they are elected by the members.
- 4.11 Directors shall retire from office at the annual general meeting held at the expiration of their term of office.
- 4.12 A director otherwise ceases to hold office, may resign from or may be removed from office in accordance with the provisions of the Act.
- 4.13 Subject to the provisions of these bylaws, any director shall be eligible for re-election.
- 4.14 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.
- 4.15 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

**Nomination and Election of Directors**

- 4.16 At each annual general meeting, eligible members attending the meeting must elect directors to the Board.
- 4.17 A call for nominations will be communicated to members and posted on the Society website at least fourteen (14) days prior to the annual general meeting.
- 4.18 To be eligible to be a director, a person must meet the requirements set out in the Act regarding eligibility to be a director and any additional eligibility requirements set out in these bylaws.

- 4.19 To be eligible to be a director, a person's primary residence must be located within the Society's District and they must be able to provide proof of their residential address if requested by a voting member.
- 4.20 A person may be nominated for election for any available office of director at a general meeting in accordance with the following rules and such additional policies as may be established by the Board:
- a) the Board may nominate candidates for any available office of director, and the names of any such candidates shall be in the hands of the President or Secretary prior to the call to order of the applicable general meeting; and
  - b) a person may nominate themselves as a candidate for any available office of director provided that such nomination:
    - i. is in writing and identifies the specific office of director for which the candidate is nominated;
    - ii. is signed by the candidate and at least 2 members in good standing; and
    - iii. is submitted to the Society by noon on the 7th day preceding the date of the applicable general meeting.
- 4.21 Directors who have resigned from the Board during the previous season, without having fulfilled their full elected term commitment, may only have their nomination accepted if at least 75% of the Board approves such a nomination.
- 4.22 Any sitting Director seeking election to the Board for any position other than re-election to their current position, must first resign from the position currently held before accepting a nomination.
- 4.23 Nominees for President and Vice-President must be members who have served as directors for at least one of the previous two years.
- 4.24 In elections where only a single candidate is nominated for a particular office of director, that candidate will be deemed to be elected by acclamation.
- 4.25 In the case of multiple nominations for an office, a secret ballot will be undertaken with the Secretary or President and a member in good standing appointed by the directors being responsible for the tabulation and announcement of votes.

**PART 5: RESPONSIBILITIES OF DIRECTORS****Director Conduct and Conflicts of Interest**

- 5.1 Directors must comply with the functions and duties of directors set out in the Act, including provisions related to conflicts of interest.
- 5.2 Directors must avoid all conflicts of interest, whether real or perceived, and have a responsibility to disclose any direct or indirect conflicts of interest. Conflict of interest includes situations that may, amongst others, arise from:
- a) circumstances where a director's private affairs or financial interests are in conflict with their Board responsibilities and obligations or result in a perception that a conflict exists.
  - b) circumstances that could impair or appear to impair the director's abilities in the Society's best interest.

- c) circumstances where the director's actions would compromise or undermine trust which the membership places in the individual.
  - d) favouring outside interests, such as another association, to the detriment of the Society.
  - e) use for personal gain or other unauthorized use of privileged information acquired in connection with the director's activities.
- 5.3 Directors must at all times fulfil the duties of their office objectively, setting aside their personal interest in favour of the interests of the Society and not conduct themselves in any way that may bring the Society into disrepute.
- 5.4 Failure by director to adhere to the principles and procedures outlined in these bylaws or the Act will be reviewed by the Board, with the exclusion of the individual in question, on a case-by-case basis.
- 5.5 Concerns or complaints by the Society's membership regarding a director must be undertaken in writing.
- 5.6 Where it is determined by a 65% majority of the Board that a conflict of interest or other misconduct 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.

**Director Roles**

- 5.7 Directors are entitled to one vote on all matters before the Society.
- 5.8 The President:
  - a) will govern the Society by its constitution, bylaws, and any related rules and regulations.
  - b) is entitled to one vote, and in the event of a tie, the President's vote will be the final decision unless otherwise prescribed in these bylaws.
  - c) will serve as chair of all general meetings and of all meetings of the Board.
  - d) may speak as authorized by the Board on behalf of the Board or the Society.
  - e) Will represent the Society in its responsibilities to the BCBHA and CBHA.
- 5.9 The Vice-President:
  - a) will assist President in the discharge of their duties, and in the absence of the President, conducts the business of the Society unless otherwise directed by the Board.
  - b) will perform any other duties prescribed from time to time by the Board.
  - c) will, subject to the authority of the Board and the President, have the responsibility for the general management and direction of the Society's affairs.
  - d) where expressly authorized by the President or the Board, may appear, speak and act on behalf of the President, the Board or the Society.
- 5.10 The Secretary will:
  - a) make or cause to be made all required filings for the Society with the registrar.
  - b) issue or cause to be issued all notices required to be given to members and Directors.
  - c) attend all meetings of the directors and the members and prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of all proceedings of the meetings of directors and members (such books to be kept at the registered office of the Society).

- d) keep or cause to be kept the corporate seal and the records and other instruments of the Society in accordance with the provisions of the Act.
- e) maintain or cause to be maintained the register of members and register of directors in accordance with the provisions of the Act.
- f) perform any other duties prescribed from time to time by the board.

5.11 The Treasurer will:

- a) keep (or cause to be kept) full and accurate books of account which record all receipts, disbursements, assets and liabilities of the Society and, under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society.
- b) provide to the Board, members and others when required an accounting of all transactions of the Society and the financial position of the Society and report on the financial position of the Society to the members at the general meeting of the members.
- c) coordinate procurement of any and all necessary insurance to support Society operations.
- d) perform any other duties prescribed from time to time by the Board.

5.12 The Registrar will:

- a) coordinate all registration dates and processes.
- b) collect registration fees and provide the Treasurer a summary of registration fees for year-end financial reconciliation.
- c) organize and maintain an overall data list of registered players and supply a final list prior to team player drafts.
- d) provide advice to the Board on team size and composition based on registration data.
- e) be responsible for considering and approving any requests for exceptions to registration procedures and timelines. However, the Registrar will, seek advice or direction from the Board on registration matters and adhere to Board direction.
- f) perform any other duties prescribed from time to time by the Board.

5.13 Directors-at-Large will perform duties as may from time to time be prescribed by the Board.

### **Committees**

5.14 The Board may appoint committees of directors from among their number and may delegate to such committees any but not all of the powers of the Board.

5.15 Any committee so appointed may, subject to a resolution of the Board and these bylaws, meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.

5.16 Every committee constituted by the Board shall have the authorities, powers and discretion delegated to it by the Board and shall act in accordance with any requirements, including reporting, which the Board may impose upon the committee.

## **PART 6: MEETINGS OF THE BOARD**

### **Scheduling of Meetings**

6.1 The Board shall meet at a location of its choosing and at least six times per year.

6.2 A Board meeting may be called by the President or by any 2 other directors.

- 6.3 The board may hold meetings by means of conference telephone or any other electronic means whereby all directors participating in the meeting can hear each other and make themselves heard, provided that all the directors consent to the holding of a meeting in such manner. Such consent may be made generally or in respect of a particular meeting.
- 6.4 The President may, at any time, take a poll or vote of directors on any urgent matter by mail, telephone, email or other digital means that allow all directors to participate, and the results will be binding.
- 6.5 Notice of the time and place of each meeting shall be given by the President or Secretary to all directors at least seven days before the meeting is to be held, or as early as practically possible for urgent matters.
- 6.6 The accidental omission to give notice, any irregularity in the notice for any meeting of the Board, or the non-receipt of notice by any attendee shall not invalidate any resolution passed or any proceedings taken at any meeting of the Board.

**Meeting Attendance**

- 6.7 A quorum for a meeting of the Board shall consist of half plus one of the voting positions.
- 6.8 A director participating in a meeting in accordance with section 6.3 shall be deemed to be in attendance at the meeting and to have so consented and shall be counted in the quorum for the meeting and shall be entitled to speak and vote at the meeting.
- 6.9 If a director is absent from three or more consecutive regularly scheduled Board meetings, termination from the Board will result unless a majority of the Board deems the circumstances to be extenuating.
- 6.10 Members are invited to attend Board meetings to raise and discuss specific issues provided that such items are placed on the agenda in advance by contacting the Society's Secretary about the process and timing. It is inappropriate for general Members to attend and fully participate in other unrelated agenda items.

**Meeting Proceedings**

- 6.11 The President shall be chair at any meeting of the Board. If the President is unable to act as chair or if the President is not in attendance within thirty minutes after the time appointed for holding the meeting of the Board, then the Vice-President shall be chair. If the Vice-President is absent or is unable to act as chair at a meeting of the directors, then the directors who are in attendance shall choose one of their number to act as chair of the meeting.
- 6.12 Each director shall have one vote and questions arising at any meeting of directors shall be decided by a majority of votes.
- 6.13 A director may not vote by proxy at a meeting of directors.
- 6.14 In the case of a tie vote, the chair of the meeting shall have a casting or second vote in addition to the vote to which the chair is otherwise entitled.

- 6.15 The directors may by resolution make such rules, policies and regulations for the conduct of their affairs and of the affairs of the Society as they deem necessary or desirable, provided that such rules and regulations are not inconsistent with these bylaws or the Act.
- 6.16 A meeting, or part of a meeting, of the Board 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.
- 6.17 The proceedings at an “in camera” meeting must be kept in strict confidence and do not form part of the regular minutes.
- 6.18 Normally only directors may attend “in camera” sessions, however other individuals may be invited at the discretion of the Board.
- 6.19 The minutes of a Board meeting are prepared and held by the Secretary.
- 6.20 Approved minutes will be available to all members of the Society upon request to the Secretary.

## **PART 7: COMPLAINTS, DISCIPLINE AND APPEALS**

- 7.1 The Board may establish policies and procedures (including, without limitation, any policies and procedures that may be mandated, required or recommended by BCBHA, CBHA or any other sports organizations specified by resolution of the board) related to complaints, discipline and appeals involving players, members, directors, teams, coaches, referees, officials, spectators or any other persons involved with the Society.
- 7.2 The Board shall have the power to take such disciplinary action the Board deems necessary, including, without limitation, the imposition of any fine or suspension, against any person or team involved with the Society for unsportsmanlike conduct on or off the playing floor, abusive language to any official, or failure to comply with the constitution, bylaws, code of conduct or other regulations, policies or procedures of the Society, the BCBHA, the CBHA or any other sports organizations specified by resolution of the Board.

## **PART 8: FINANCIAL MATTERS**

### **Financial Administration**

- 8.1 The fiscal year of the Society shall be determined by a majority vote of the Board.
- 8.2 The finances of the Society shall be under the control of the Board.
- 8.3 A current operating account shall be maintained in a Canadian Chartered Bank or financial institution as approved by the Board.
- 8.4 Directors with signing authority for the Society shall be the President, Treasurer, Vice-President, Registrar, and such other directors as may be authorized by the Board.

- 8.5 All cheques written and funds released by the Society will require the signatures of two directors with signing authority.
- 8.6 The two signatories cannot be related or approve a financial disbursement where one or both of them hold a real or perceived conflict of interest.
- 8.7 Neither the Board nor individual directors have the power to borrow monies on behalf of the Society.
- 8.8 Borrowing monies requires a special resolution approved at an annual general meeting or special general meeting of members, and is nonetheless subject to provisions of the Act.

**Remuneration of Directors**

- 8.9 Subject to the Act, the Society cannot pay a director remuneration for being a director.
- 8.10 Subject to the Act, the Board may, on agreement of a majority vote of directors reimburse a director for expenses incurred and prior approved by the Board in alignment with the purpose of the Society.

**Financial Reporting**

- 8.11 The Treasurer shall endeavour to present a financial report at all Board meetings.
- 8.12 At the Annual General Meeting of the Society, members in good standing shall be provided with a balance sheet and income statement.
- 8.13 The books of account, records and minutes of the Society shall be retained by the Society and shall be open for inspection upon request by the members during such time as the Board shall designate.

**PART 9: CONSTITUTION AND BYLAW AMENDMENTS**

- 9.1 Any amendments to any provisions or any additions to the Constitution and/or bylaws require the following:
  - a) approval of a special resolution at an annual general meeting or a special general meeting attended by 5% or 10 members in good standing.
  - b) approval by the Registrar of the Society Act of British Columbia.
- 9.2 Proposed amendments to the Constitution and/or bylaws must be received by the Secretary no later than 14 days prior to the annual general meeting or the special general meeting at which they will be considered.