



## **SPRINGBANK MINOR HOCKEY ASSOCIATION**

### **AMENDED AND RESTATED BYLAWS**

May 13, 2025



## **1. Name**

The name of the society governed by these Bylaws is the Springbank Minor Hockey Association (the "Association").

## **2. Registration**

The Association is incorporated under and is governed by the *Societies Act* (Alberta), as the same may be amended from time to time (the "Act").

## **3. Amended and Restated Bylaws**

- (a) These bylaws amend, restate and supersede in their entirety the bylaws of the Association dated March 11, 2021. For the purposes hereof, "Bylaws" shall refer to these amended and restated bylaws of the Association, as the same may be further amended, restated, or supplemented from time to time.
- (b) These Bylaws shall regulate the business and affairs of the Association.

## **4. Purpose**

*[Intentionally Deleted]*

## **5. Affiliations**

The Association shall be a member of Hockey Calgary, Hockey Alberta and Hockey Canada and a user group under the auspices of the Springbank Park for All Seasons Agricultural Society ("SPFAS").

## **6. Membership**

- (a) Each of the following individuals is eligible to be a member of the Association (a "Member"):
  - (i) a hockey player who is registered to participate in a minor hockey program offered by the Association (a "Hockey Program") during the current hockey season that has attained eighteen (18) years of age (an "Adult Participant"):
    - (A) that is current in the payment of the annual membership fee prescribed by the Association from time to time for participation in the Hockey Program (the "Membership Fee") and any other dues or charges levied by the Association, unless the waiver of such payment has been approved in writing by the board of directors of the Association (the "Board"); and
    - (B) that has not had their membership status withdrawn, suspended or revoked by the Board in accordance with these Bylaws;
  - (ii) each legal parent or legal guardian of one or more hockey players who are registered to participate in the Hockey Program during the current hockey



season that have not attained eighteen (18) years of age (each, a “Child Participant” and collectively referred to in these Bylaws with Adult Participants as a “Participant”):

- (A) where the principal residence of each Child Participant is located within the then current boundaries of the Association as determined by Hockey Calgary from time to time, unless otherwise approved by the Board;
    - (B) that is current in the payment of the Membership Fee and any other dues or charges levied by the Association in respect of each Child Participant, unless the waiver of such payment has been approved in writing by the Board; and
    - (C) that has not had their membership status withdrawn, suspended or revoked by the Board in accordance with these Bylaws;
  - (iii) any director or officer of the Association, age group coordinator, assistant age group coordinator, head coach, assistant coach, team manager or other Association or team official designated in writing by the Board who participates in the Hockey Program during the current hockey season and who:
    - (A) is not at that time an Adult Participant registered in the Hockey Program;
    - (B) is not at that time the legal parent or legal guardian of a Child Participant registered in the Hockey Program; and
    - (C) is volunteering in that capacity with the consent of, or at the request of, the Board; or
  - (iv) any individual awarded honorary memberships in the Association on the recommendation of the Board.
- (b) For the purposes of this Section 6:
- (i) the “current hockey season” shall mean:
    - (A) for any date between January 1 to May 31 of any calendar year, June 1 of the previous calendar year until May 31 of the current calendar year; or
    - (B) for any date between June 1 to December 31 of any calendar year, June 1 of the current calendar year until May 31 of the next following calendar year;
  - (ii) subject to any withdraw, resignation, suspension, expulsion or revocation of membership in accordance with these Bylaws, membership in the Association



shall lapse on August 31 of each calendar year unless a Member requalifies under Section 6(a) for the current hockey season.

- (iii) each Member shall only have one vote on each matter to be voted on by Members at any Meeting (as defined in Section 9(a)(i)) regardless of the number of Child Participants of such Member registered to participate in the Hockey Program during the current hockey season;
  - (iv) a sibling, grandparent, other blood or adoptive relative, step parent, foster parent or trustee of a Child Participant who is not, at the relevant time, a legal guardian of the Child Participant shall not be a Member unless approved in writing by the Board;
  - (v) if a Child Participant becomes an Adult Participant during the current hockey season, each legal parent or legal guardian of such individual shall cease to be a Member under Section 6(a)(ii) effective immediately upon the date of birth of such Participant during the current hockey season unless:
    - (A) such individual is the legal parent or legal guardian of one or more other Child Participant(s) who meets the criteria set forth in Section 6(a)(ii) or
    - (B) such individual is otherwise a Member pursuant to Section 6(a)(iii) or Section 6(a)(iv) during the current hockey season;
  - (vi) any individual, or the legal parent or legal guardian of any individual, who is currently a rostered participant of a "AA" or "AAA" hockey team governed by the Northwest Calgary Athletics Association, or any other applicable elite or premier hockey association operating under the oversight and guidance of Hockey Calgary, Hockey Alberta or Hockey Canada, during the current hockey season shall not be a Member unless such individual, legal parent or legal guardian, as the case may be, otherwise qualifies as a Member pursuant to Section 6(a); and
  - (vii) the final, unappealable determination of whether or not any individual is a Member at any particular time pursuant to this Section 6 shall be made by the Board in its sole discretion.
- (c) The Board may, by a majority vote of those present at a duly called Board meeting, deny membership to any individual for any cause which the Board determines would be detrimental to the Association, including, without limitation, to any individual:
- (i) having repeated disciplinary suspensions from the Association or from any other hockey or sporting association of which the proposed individual was a member; or
  - (ii) having engaged in any verbal, mental or physical abuse, whether in person or through any electronic, online or social media posts or communications, of any:
    - (A) Member;



- (B) Adult Participant or Child Participant registered in the Hockey Program;
  - (C) referee or other “on-ice” or “off-ice” official;
  - (D) representative or other official of Hockey Calgary, Hockey Alberta, Hockey Canada or any similar hockey regulatory body or association;
  - (E) fan or community member in attendance at any event attended by Participants registered in the Hockey Program; or
  - (F) member or participant of any other hockey or sporting association.
- (d) Notwithstanding Section 10, the Board may, by a majority vote of those present at a duly called Board meeting and without the need to have a Discipline Committee meeting, revoke the membership of any Member where such Member has failed to pay when due the Membership Fees or any other dues and charges levied by the Association against such individual as a Member, and such Member fails to remedy the payment default within seven (7) days of the Member’s receipt of written notice from the Association.

## **7. Member Register**

- (a) The Association shall maintain a register of Members containing the names and the prescribed contact information of every individual who is admitted as, and continues to be, a Member (the “Register”). The Register may be maintained by the Association using any available software solution suitable for such purpose as determined by the Board in its sole discretion. The Register shall be maintained on behalf of the Association by the Secretary with the assistance of the Operations Administrator.
- (b) Each Member shall provide the Association with the following contact information:
  - (i) the mailing address of the principal residence of the Member, along with, in the case of a Member who has a Child Participant in the Hockey Program during the current hockey season, proof of residency evidencing the principal residence of each Child Participant being within the then current boundaries of the Association as determined by Hockey Calgary from time to time (e.g., any document reasonably requested by the Association from time to time showing the principal residence of the Member);
  - (ii) a telephone number;
  - (iii) an e-mail address; and
  - (iv) such other contact information as the Board may reasonably request,to enable the Association to communicate with, and provide formal notice to, each Member in accordance with these Bylaws. E-mail addresses provided to the Association may be used for the purposes of any notice required to be given to Members pursuant to these Bylaws.



- (c) Each Member shall be solely responsible for updating the contact information provided to the Association pursuant to Section 7(b) by directly entering such updated information into the player registration system utilized by the Association or, in the absence of such system, by informing the Operations Administrator in writing of any changes to such information. Any Member's failure to update such contact information as required by this Section 7(c) shall not invalidate any notice intended or required to be provided to Members by the Association pursuant to these Bylaws.
- (d) A Member's right to access, review, receive or otherwise obtain information contained in the Register, including but not limited to any contact information of other Members, shall at all times be governed by, and undertaken in compliance with, the Act, *the Personal Information Protection Act* (Alberta) and any other applicable law.

## **8. Membership Fees**

- (a) The Membership Fees and any other dues and charges levied by the Association payable for by or for all Adult Participants and Child Participants shall be determined annually by the Board prior to June 1 of each calendar year. The Board shall in their sole discretion determine the terms and conditions applicable to the payment of any such Membership Fees, dues and charges.
- (b) The Board, at its discretion, may direct the Operations Administrator to implement a graduated or progressive level of Membership Fees in the Hockey Program to encourage prospective Participants to register early for the Hockey Program so that the Board may effectively plan for and administer the upcoming hockey season.
- (c) The Board shall adopt and at all times maintain and publish on its website a policy applicable to the refund of some or all of the Membership Fees and other dues and charges levied by the Association (the "Refund Policy"). The Refund Policy shall be administered by the Board in a fair and equitable manner and may be amended by the Board from time to time in its sole discretion. Unless specifically approved by the Board, or otherwise set forth in the Refund Policy, any individual suspended or expelled as a Member in accordance with these Bylaws shall not be entitled to a refund of any Membership Fees, or any other dues and charges levied by the Association, which have been paid by that Member prior to the effective date of such suspension or expulsion.

## **9. Rights of Membership**

- (a) Each Member in good standing shall be entitled to:
  - (i) attend the annual general meeting of Members and any special meeting of Members held in accordance with Sections 11, 12 and 13 (each a "Meeting");
  - (ii) one vote on each matter to be voted on by Members at any Meeting regardless of the number of Child Participants of such Member registered to participate in the Hockey Program during the current hockey season (as defined in Section 6(b)(i));



- (iii) stand for election as a director of the Association (a "Director");
  - (iv) at the request of the Board, sit as a non-voting member on any ad hoc Board committee; and
  - (v) exercise any other rights of a Member as set forth in these Bylaws.
- (b) A Member will not be considered to be in good standing if:
- (i) such Member has failed to pay any Membership Fees or other dues and charges levied by the Association when due, and such payment remains outstanding as of the date of determination; or
  - (ii) such Member has been suspended, expelled or has had conditions or restrictions placed upon their membership in accordance with these Bylaws, and such suspension, expulsion, conditions or restrictions remain effective and in place as of the date of determination.
- (c) The rights and privileges associated with membership in the Association are personal to each Member and may not be assigned or transferred to any other individual or entity under any circumstances whatsoever.

#### **10. Withdraw, Death, Suspension or Expulsion of a Member**

- (a) Any Member wishing to withdraw or resign from membership in the Association may do so upon written notice to the Operations Administrator, and any such withdrawal or resignation shall be effective immediately upon the Operations Administrator's receipt of such written notice.
- (b) The death of a Member shall immediately terminate that Member's membership in the Association.
- (c) In addition to the powers of the Board set forth in Section 6(d), the Board shall have the power to:
  - (i) suspend or expel any Member from membership in the Association;
  - (ii) suspend or expel any Member or Participant from participating in its Hockey Program; and/or
  - (iii) impose any other conditions or restrictions on any Member or Participant as the Board determines appropriate, in its sole discretion,

if a Discipline Committee constituted by the Board for that purpose determines that the Member or Participant has:

- (A) engaged in conduct that is described in Section 6(c)(i) or (ii);



- (B) breached these Bylaws or any policies, rules or regulations of the Association that are in effect at that time, including, without limitation, contravened the Fair Play Codes or Shared Respect Program or any other governing policies of the Association, Hockey Calgary, Hockey Alberta or Hockey Canada or any other applicable association or sports regulatory body; or
- (C) engaged in conduct inconsistent with the general purposes of the Association and such conduct is:
  - (1) determined by the Discipline Committee to be below a reasonably acceptable standard of behaviour; or
  - (2) determined by the Discipline Committee to be improper, unbecoming or contrary to the interests or reputation of the Association,

in each case in the sole discretion of the Discipline Committee.

- (d) Any Member who withdraws, resigns, dies or is expelled from the membership of the Association shall be removed from the Register by the Operations Administrator. Any Member who is suspended by the Association shall have the suspension noted by the Operations Administrator on the Register for the duration of the suspension.

(e) Discipline Committee

- (i) Except as otherwise provided in the Bylaws, any Member or Participant subject to a suspension, expulsion or the imposition of conditions or restrictions on their membership in the Association or their participation in the Hockey Program, as applicable, shall be notified in writing of the charge or complaint against the Member or Participant, as applicable, and shall be given an opportunity to be heard by a Discipline Committee established by the Board for that purpose.
- (ii) The Discipline Committee established by the Board shall be comprised of three (3) members of the Board and shall include, subject to this Section 10(e)(ii), the President, a Vice President and one additional Director of the Board selected by the President. If the President, a Vice President or such additional Director has a personal interest, or a conflict of interest, in the subject matter to be considered by the Discipline Committee, such President, Vice President or additional Director, as the case may be, shall recuse themselves from the Discipline Committee in connection with the hearing of such matter and shall be replaced by one or more other Directors as determined by the Board.
- (iii) The President shall set the time and date of the oral hearing of the Discipline Committee and may conduct the hearing in person or by using any audio and/or video conferencing communications platforms or applications determined appropriate by the President, in his or her sole discretion.



- (iv) After the oral hearing with the Member or Participant, the Discipline Committee shall recommend the appropriate discipline of the Member or Participant to the Board. The Discipline Committee shall vote on the recommended discipline of the Member or Participant which shall be approved by a resolution passed by a majority vote of the Directors on the Discipline Committee who vote in respect of that resolution at or following the oral hearing.
- (v) Upon the recommendation of the Discipline Committee, the Board shall vote on the appropriate discipline of the Member or Participant on the following basis:
  - (A) a vote for suspension of the Member or a Participant and/or the imposition of conditions or restrictions on the Member or a Participant shall be approved by a resolution passed by a majority of the votes cast by the Directors who vote in respect of that resolution at a duly called Board meeting; or
  - (B) a vote for expulsion of the Member from the Association or a Participant from the Hockey Program shall be approved by a special resolution passed by a majority of not less than 66.66% of the votes cast by the Directors who vote in respect of that resolution at a duly called Board meeting.
- (vi) The decision of the Board in respect of the appropriate discipline to be imposed upon the Member or Participant shall be final, binding and unappealable, except as may otherwise be permitted or prescribed by Hockey Calgary or the policies, bylaws, rules or regulations issued thereby.
- (vii) Section 10(c) and this Section 10(e) are not applicable to any suspension, expulsion or other discipline imposed on any Participant by Hockey Calgary pursuant to the bylaws, rules, regulations or policies of Hockey Calgary or a discipline order issued thereby.
- (f) Any individual who ceases to be a Member for any reason (including, without limitation, lapse, withdraw, death, resignation, expulsion or suspension) shall immediately forfeit all rights, claims, and interests arising from or associated with membership in the Association. Notwithstanding the termination of any Member's membership in the Association for any reason, the debts or liabilities of such Member accruing due or owing to the Association by such Member prior the end of such Member's membership in the Association shall survive such termination and shall continue to be due and owing.

## **11. Meeting of Members**

### **(a) Annual General Meeting**

- (i) The Association shall hold its annual general meeting of Members in Alberta by no later than June 15 of each calendar year (the "Annual General Meeting"). The Annual General Meeting shall be called by the Board. The Annual General Meeting shall be held for the purposes of:



- (A) approving the minutes from the prior year's Annual General Meeting;
  - (B) electing the Directors for the ensuing year;
  - (C) appointing the auditors of the Association for the ensuing year;
  - (D) receiving the President's annual report;
  - (E) receiving and considering a presentation of the annual financial statements of the Association from the Treasurer and the auditor's report thereon; and
  - (F) undertaking such other items of business as shall properly be considered at a meeting of Members and for which proper notice shall have been given to Members, including, without limitation, any special business to be conducted at the meeting requiring the approval of not less than 66.66% of the votes cast by Members voting on that resolution at the Meeting.
- (ii) The Board shall notify its Members in writing by no later than March 31 of each calendar year of the date and time of that year's Annual General Meeting.

**(b) Special Meetings**

A special meeting of Members (a "Special Meeting") may be called at any time:

- (i) by a resolution of the Board if passed by a majority of the Directors voting on that resolution in attendance at a duly called Board meeting; or
- (ii) on the written and signed request of not less than five (5%) of Members in good standing, as verified by the Operations Administrator,

provided that in the case of a request made pursuant to Section 11(b)(ii), the written request must:

- (A) state the nature of the business proposed to be conducted at such Special Meeting in sufficient detail to permit a Member to form a reasoned judgment on that business; and
  - (B) contain the text of the special resolution to be submitted to Members at the Special Meeting.
- (c) Section 11(b)(ii) shall also apply, with necessary modification, for any item of special business requisitioned by Members for inclusion at a previously scheduled Meeting.
- (d) Formal business at Meetings shall be conducted and voted upon as follows:
- (i) all business to be transacted at a Special Meeting, other than any election of Directors required to take place at such Meeting, and all business to be



transacted at an Annual General Meeting, except those items outlined in Sections 11(a)(i)(A) to 11(a)(i)(E), shall be considered to be special business of the Association and shall require the approval of a special resolution passed by a majority of not less than 66.66% of the votes cast by the Members who vote in respect of that resolution at the Meeting;

- (ii) the items outlined in Sections 11(a)(i)(A) and 11(a)(i)(C) shall be considered ordinary business and shall require the approval of an ordinary resolution passed by a majority of Members having not less than 50.1% of the votes cast by Members who vote in respect of that resolution at the Meeting; and
- (iii) the election of Directors at the Annual General Meeting under Section 11(a)(i)(B) or at any Special Meeting called for that purpose shall be voted upon and approved in accordance with Sections 14(b)(iii).

## **12. Notice of Meetings of Members**

- (a) Members shall receive not less than twenty-one (21) days' prior written notice of every Meeting. The notice of meeting sent in respect of each Meeting shall specify the date, time and place of the Meeting and shall contain sufficient information with respect to the formal business of the Association proposed to be conducted at such Meeting in sufficient detail to permit a Member to form a reasoned judgment on that business (the "Notice of Meeting"). The Board shall send the Notice of Meeting to Members by email or regular mail, at the election of the Board in its sole discretion, at the last email address or mailing address, as applicable, of each Member as shown on the Register. The Notice of Meeting shall be deemed to be received by Members on the next calendar day after it was sent by the Association. Each Notice of Meeting shall also be posted on the Association's website concurrently with the sending of such Notice of Meeting to Members.
- (b) The Notice of Meeting for each Meeting shall be prepared as follows:
  - (i) the Notice of Meeting to be prepared in connection with each Annual Meeting shall be prepared and sent by the Board;
  - (ii) the Notice of Meeting to be prepared in connection with a Special Meeting called by the Board pursuant to Section 11(b)(i) shall be prepared and sent by the Board;
  - (iii) the Notice of Meeting to be prepared in connection of a Special Meeting called by the Board pursuant to Section 11(b)(i), but containing an item of special business duly requisitioned by Members, shall be prepared and sent by the Board, with the requisitioning Members providing the Board with the description of the special business and the text of the special resolution required pursuant to Section 11(b)(ii)(A) and (B); and



- (iv) the Notice of Meeting prepared in respect of a Special Meeting called pursuant to Section 11(b)(ii) shall be prepared by the requisitioning Members and sent by the Board on behalf of such Members.

In the circumstances described in Section 12(b)(iii) and (iv), the requisitioning Members must provide the Board with the required description of the special business and the text of the special resolution required pursuant to Section 11(b)(ii)(A) and (B) not less than ten (10) calendar days' prior to the last day for giving formal notice to Members pursuant to Section 12(a).

- (c) No error or omission in giving the Notice of Meeting of any Meeting or any adjournment thereof shall invalidate such Meeting or make void any proceedings or decisions made by Members at such Meeting unless such error or omission was caused by the willful or grossly negligent conduct of the Board or Members who prepared the Notice of Meeting, as applicable.
- (d) A Member entitled to attend a Meeting may in any manner waive notice of the Meeting, and attendance of the Member at the Meeting is considered to be a waiver of notice of the Meeting, except when the Member attends the Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Meeting was not lawfully called.

### **13. Conduct of Meetings**

- (a) The President shall chair all Meetings. In the absence of the President, a Vice President may chair any Meeting. The chair of any Meeting as determined in accordance with this Section 13 shall be referred to as the "Chairperson" in these Bylaws.
- (b) Each Meeting shall be held in person at a physical location within Alberta unless the Board elects to conduct such Meeting by electronic means using any audio and/or video conferencing communications platforms or applications determined appropriate by the Board, in its sole discretion.
- (c) The quorum for each Meeting shall be ten (10) Members in good standing.
- (d) Only formal business outlined in the Notice of Meeting shall be properly on the agenda and considered at any Meeting.
- (e) The Chairperson of any Meeting may adjourn the Meeting if a quorum of Members is not present within thirty (30) minutes of the proposed start time of the Meeting as set forth in the Notice of Meeting. If so adjourned, the Meeting shall be rescheduled for one (1) week and shall convene at the same time and place as set forth in the Notice of Meeting. If a quorum is not present at the adjourned Meeting within thirty (30) minutes of the proposed start time of the adjourned Meeting, the adjourned Meeting will proceed as scheduled and the Members in attendance shall be deemed to constitute a quorum for such adjourned Meeting.



- (f) Each Member shall only have one vote on each matter to be voted on by Members at any Meeting regardless of the number of Child Participants of such Member registered to participate in the Hockey Program during the current hockey season.
- (g) Proxy voting shall not be permitted in connection with any Meeting. No Member shall be permitted to appoint any other individual or Member as such Member's proxy to attend a Meeting and vote on such Member's behalf at such Meeting.
- (h) The Chairperson of a Meeting shall not have a casting or second vote on any formal business to be undertaken at any Meeting. Except as otherwise provided herein, any resolution not receiving the necessary approval by Members in accordance with, and as required by, these Bylaws is defeated and not approved.
- (i) Only those Members entitled to vote at the Meetings shall be permitted to make motions, speak to motions, or second motions from the floor.
- (j) All formal business to be considered by Members at a Meeting will be made by resolution and voted upon and approved by Members in accordance with Section 11(d).
- (k) Voting at each Meeting will be by a show of hands unless the Chairperson of the Meeting determines that it is appropriate to use secret ballots or if any five (5) Members present at the Meeting request that the vote be by secret ballot in which case the vote will be conducted by secret ballot.
- (l) The Chairperson shall declare any resolution carried or lost based on the results of the show of hands or a secret ballot, as applicable. The Chairperson's declaration shall be final and binding on all Members.

(m) Electronic Meetings

- (i) If the Board elects to conduct any Meeting by electronic means using any audio and/or video conferencing communications platforms or applications:
  - (A) the Board may require Members to formally register with the Secretary in order to attend and vote at the electronic Meeting so that the Secretary can ensure that only Members in good standing are permitted to be admitted into the electronic Meeting;
  - (B) the Board may set a record date and time by which Members must formally register with the Secretary to attend and vote at the electronic Meeting in order to enable the Board to properly register Members entitled to participate in and vote at the electronic Meeting and allow sufficient time for the Secretary to distribute the call-in or log-in particulars to such Members for the electronic Meeting. Under no circumstances shall such record date and time exceed seventy-two (72) hours prior to the scheduled start time of such electronic Meeting as set forth in the Notice of Meeting. Members failing to register with the



Secretary by the prescribed record date and time will not be permitted to attend or vote at the electronic Meeting; and

- (C) all voting by Members on any formal business at such electronic Meeting shall be conducted by secret ballot.
- (n) The Secretary shall act as the scrutineer of all Meetings.
- (o) Minutes of all Meetings will be taken by the Secretary, or a delegate thereof, and shall be kept in the Minute Book of the Association.

#### **14. Directors**

##### **(a) Responsibility and Authority of Directors**

- (i) The Board shall be responsible for the administration, management and governance of the affairs of the Association. The Board shall carry out such responsibilities in accordance with:
  - (A) these Bylaws;
  - (B) the rules, regulations and policies adopted by the Board from time to time;
  - (C) any resolution duly approved by Members; and
  - (D) the bylaws, rules, regulations and policies of Hockey Calgary, Hockey Alberta, Hockey Canada, SPFAS, such other associations as the Association may be affiliated with from time to time and such other facilities from which the Association may operate from time to time.
- (ii) Without in any way limiting the authority of the Board or their ability to delegate their authority in accordance with these Bylaws, the Board shall have the authority and power to:
  - (A) promote the purposes of the Association;
  - (B) promote membership in the Association;
  - (C) develop, operate, manage and govern a Hockey Program for the benefit of its Members and Participants;
  - (D) maintain the Register;
  - (E) maintain and protect the Association's assets and property;



- (F) maintain the Minute Book of the Association and cause the Secretary to take and maintain minutes of all Board and Committee meetings and Meetings;
- (G) approve an annual budget for the Association;
- (H) finance the operations and management of the Association and its Hockey Program;
- (I) pay all expenses of the Association;
- (J) maintain all accounts, books and financial records of the Association;
- (K) maintain and operate a capital reserve account for non-recurring large expenses;
- (L) invest any monies of the Association;
- (M) cause the Association to borrow and incur debt or otherwise raise monies for the benefit and use of the Association;
- (N) approve and execute all contracts to which the Association will be a party and bound;
- (O) pay any individual or entity for services performed at the request, and for the benefit, of the Association;
- (P) appoint legal counsel as necessary or required;
- (Q) sell, dispose of, or mortgage or encumber any or all of the property of the Association;
- (R) develop or amend the rules, regulations and policies of the Association from time to time to meet the Association's needs and to comply with the bylaws, rules, regulations and policies of Hockey Calgary, Hockey Alberta, Hockey Canada, SPFAS, such other associations as the Association may be affiliated with from time to time and such other facilities from which the Association may operate from time to time;
- (S) impose and enforce penalties, restrictions, conditions or suspensions of its Members or Participants for violation of these Bylaws, the rules, regulations and policies of the Association, or the bylaws, rules, regulations and policies of Hockey Calgary, Hockey Alberta, Hockey Canada, SPFAS, such other associations as the Association may be affiliated with from time to time and such other facilities from which the Association may operate from time to time;



- (T) remove any Director or Officer of the Association from office for neglect of duty or for conduct that is contrary to these Bylaws, the rules, regulations and policies of the Association, or the bylaws, rules, regulations and policies of Hockey Calgary, Hockey Alberta, Hockey Canada, SPFAS, such other associations as the Association may be affiliated with from time to time and such other facilities from which the Association may operate from time to time;
- (U) fill any Director vacancies on the Board;
- (V) to interpret, define and explain any provision of these Bylaws, or of the rules, regulations and policies of the Association in effect from time to time, in its sole discretion;
- (W) address and adjudicate all disputes between or among Members; and
- (X) appoint all delegates to attend all meetings of Hockey Calgary, Hockey Alberta, Hockey Canada and SPFAS and such other associations as the Association may be affiliated with from time to time.

(iii) Delegation of Authority

- (A) The Board may delegate any of its authority or powers to a committee of the Board or any individual Director or Officer of the Association except with respect to its authority to:
  - (1) invest any monies of the Association;
  - (2) cause the Association to borrow and incur debt or otherwise raise monies for the benefit and use of the Association;
  - (3) sell, dispose of, or mortgage or encumber of any or all of the property of the Association;
  - (4) fill any Director vacancies on the Board; or
  - (5) impose and enforce penalties, restrictions, conditions or suspensions of its Members or Participants for the violation of these Bylaws, the rules, regulations and policies of the Association, or the bylaws, rules, regulations and policies of Hockey Calgary, Hockey Alberta, Hockey Canada, SPFAS, such other associations as the Association may be affiliated with from time to time and such other facilities from which the Association may operate from time to time.

(b) Composition of the Board



- (i) The Board shall be comprised of eleven (11) Directors holding the following positions:
  - (A) President;
  - (B) 1st Vice President;
  - (C) 2nd Vice President;
  - (D) Treasurer;
  - (E) Secretary; and
  - (F)
  - (G) six (6) Directors at Large.
- (ii) At each Annual General Meeting, the Members shall elect Directors to hold office for a term commencing at the conclusion of such Annual General Meeting and expiring not later than the conclusion of the next scheduled Annual General Meeting.
- (iii) The election of Directors shall be undertaken as follows:
  - (A) The election of Directors shall be conducted on an individual candidate basis, not as a slate of Directors.
  - (B) Unless otherwise provided in this Section 14(b), Members shall be given the option to abstain from voting on any secret ballot held in connection with the election of Directors.
  - (C) The election for each of the six Director/Officer positions shall be approved by a resolution passed by Members who vote in respect of that resolution at the Annual General Meeting. The nominee for each such position having the most votes cast in favour following the Members' vote (even if less than 50.1% of votes cast) shall be duly elected as the Director/Officer for the upcoming term.
  - (D) The election of the six (6) Director at Large positions shall be approved by a resolution passed by Members who vote in respect of that resolution at the Annual General Meeting. The six (6) nominees for such positions having the most votes cast in favour following the Members' vote (even if less than 50.1% of votes cast) shall be duly elected as the six (6) Directors at Large for the upcoming term.
  - (E) In the event of a tie between candidates for any Director position, a run-off ballot shall be undertaken between the tied candidates. The run-off ballot shall not include any additional candidates other than the



tied candidates and shall not include an option for Members to abstain from the vote. If the tied nominees continue to remain tied after the run-off ballot, the Board shall break the tie and appoint one of the tied candidates by a resolution passed by a majority of the votes cast by the Directors who vote in respect of that resolution at a duly called Board meeting.

- (iv) A Director may resign as a Director by giving thirty (30) days' prior written notice to the Board, or such lesser amount of notice as the Board may determine reasonable in the circumstances.
- (v) Any Director who:
  - (A) is absent from three (3) consecutive Board or committee meetings without reasonable excuse or justification, as determined by the President in his or her sole discretion;
  - (B) is absent from six (6) Board or committee meetings in any twelve (12) month period without reasonable excuse or justification, as determined by the President in his or her sole discretion; or
  - (C) at any point during such Director's term in office, ceases to be a Member in good standing with the Association in accordance with Section 9(b),

shall be deemed to have resigned and vacated such Director's office.

- (vi) The Board shall have the power to remove or expel a Director whose conduct shall have been determined by the Board to be improper, unbecoming, detrimental or likely to have an adverse effect on or endanger the interests or reputation of the Association, by a resolution passed by a majority of not less than 66.66 % of the votes cast by the Directors who vote in respect of that resolution at a duly called Board meeting. The Director whose conduct is under consideration shall not be entitled to vote on such resolution but shall be counted for the purposes of determining quorum at such Board meeting. Notwithstanding the foregoing, no Director may be removed or expelled under this Section 14(b)(vi) without first being notified of the complaint in writing and provided with an opportunity to be heard by the Board at a meeting called for that purpose.
- (vii) Notwithstanding Section 14(b)(i) and if permitted by the articles of the Association, the Directors may, between Annual General Meetings, appoint one or more additional Directors of the Association to serve until the next scheduled Annual General Meeting, but the number of additional Directors so appointed shall not at any time exceed 33.33% of the number of Directors who held office at the expiration of the last Annual General Meeting.



- (viii) Notwithstanding anything else contained in these Bylaws, if, due to a reason or circumstance beyond the reasonable control of the Board, there are no Directors elected at an Annual General Meeting, the incumbent Directors shall continue in office until their successors are duly elected at any Meeting called for such purpose.
- (ix) If the number of Directors at any time consists of less than the number of Directors required by the articles of the Association or these Bylaws due to the death, resignation or removal of a Director, the remaining Directors elected at the last Annual General Meeting or who were appointed by the Board subsequent to the last Annual General Meeting pursuant to Section 14(b)(vii) may exercise all of the powers of the Board as set forth in these Bylaws until the next scheduled Annual General Meeting provided the number of remaining Directors so elected or appointed constitutes a quorum.
- (x) A quorum of Directors may fill a vacancy on the Board, except a vacancy resulting from a failure to elect the number of Directors required by the articles of the Association or these Bylaws. If a vacancy on the Board results from a failure to elect the number of Directors required by the articles of the Association or these Bylaws, the Directors then in office shall forthwith call a Meeting to fill the vacancy and, if they fail to call a Meeting or if there are no Directors then in office, the Meeting may be called by any Member.
- (xi) If, at any time or for any reason, there is not a quorum of Directors, the Directors then in office shall forthwith call a Meeting to fill the vacancy and, if they fail to call a Meeting or if there are no Directors then in office, the Meeting may be called by any Member.

(c) Board Advisors

- (i) The Board may appoint such number of advisors as the Board considers necessary or desirable in their sole discretion ("Board Advisors"). The Board may select and appoint Board Advisors based upon the needs of the Association and the knowledge, experience, expertise and ability of such Board Advisors to meet the needs of the Board. The Board Advisors may attend all Board meetings, but shall not have any voting rights at such meetings or be counted for the purposes of determining whether a quorum of Directors is present at such meetings.

(d) Nomination of Directors

- (i) Any Member in good standing shall be entitled to stand for election as a Director.
- (ii) On or before March 31 of each calendar year, the President shall send a notice to Members soliciting Member interest in becoming a Director at the next scheduled Annual General Meeting.



- (iii) On or before the date that is forty-five (45) days prior to the next scheduled Annual General Meeting (the "Submission Deadline"), any Member interested in serving as a Director who is not then a current Director (each, a "Prospective Director") shall complete and submit to the Secretary a "Declaration of Intention to Serve as a Director" in the form prescribed by the Board from time to time. The Declaration of Intention to Serve as a Director shall be available on the Association's website or directly from the Secretary upon request. The Declaration of Intention to Serve as a Director shall request that the Prospective Director:
  - (A) declare which preferred position on the Board the Prospective Director is seeking nomination;
  - (B) declare which alternate position(s) on the Board the Prospective Director would consider seeking nomination; and
  - (C) list the qualifications, experience and skills that such Prospective Director will contribute to the Board in their stated preferred Board Position and each alternate Board position,
- and the Declaration of Intention to Serve as a Director shall also contain such other requests and information as the Board determines necessary or desirable.
- (iv) The failure by any Member to complete and submit to the Secretary a duly completed Declaration of Intention to Serve as a Director in the form prescribed by the Board by the Submission Deadline shall be disqualified from consideration as a Prospective Director at that Annual General Meeting, but shall be permitted to complete and file same in respect of any subsequent Annual General Meeting.
- (v) On or before the date that is forty-five (45) days prior to the next scheduled Annual General Meeting, each incumbent Director (each, a "Current Director") shall notify the Secretary in writing of their intention not to stand for re-election as a Director at the next scheduled Annual General Meeting, if applicable. Any Current Director who does not notify the Secretary in writing shall be deemed to have consented to stand for re-election as a Director at the next scheduled Annual General Meeting and, subject to this Section 15(d), shall be deemed to be seeking nomination for their then current Board position.
- (vi) On or before the date that is thirty-five (35) days prior to the next scheduled Annual General Meeting, one of the President, a Vice President or the Secretary shall have a telephone conference with each Prospective Director to discuss:
  - (A) the roles and responsibilities of being a Director generally and the specific roles and responsibilities of the Prospective Director's stated preferred Board position and any alternate Board position(s) for which the Prospective Director is, or would consider, seeking nomination; and



- (B) the Prospective Director's qualifications, experience and skills to serve as a Director generally and for the Prospective Director's stated preferred Board position and any alternate Board position(s) for which the Prospective Director is, or would consider, seeking nomination.
- (vii) On or before the date that is thirty-five (35) days prior to the next scheduled Annual General Meeting, the President shall discuss with each Current Director whether or not such Current Director would like to seek nomination for the same or a different position on the Board. Such Current Director shall indicate whether or not the Current Director would consider any alternate Board positions and, if so, which alternate Board positions such Current Director would consider. If the Current Director does not wish to seek nomination for any alternate Board position, such Prospective Director will be nominated for their stated desired Board position. If the Current Director would consider nomination for any alternate Board position, the President and the Secretary, in their sole discretion but in consultation with the Current Director, may determine whether such Current Director will be nominated in their stated desired Board position or for an alternate Board position.
- (viii) If deemed necessary or desirable by the President, each Prospective Director may be invited to attend one Board or committee meeting as a guest. Such Prospective Director shall not be counted as part of the quorum for such Board or committee meeting, shall not be entitled to vote on any matter or resolution before the Board or committee and shall not be entitled to speak at such Board or committee meeting unless invited to do so by the chair of such meeting.
- (ix) On or before the date that is thirty (30) days prior to the next scheduled Annual General Meeting, the President and the Secretary shall have a telephone conference with each Prospective Director confirming their continued desire to seek election as a Director at the Annual General Meeting and to indicate which Board position the President and Secretary are considering for such Prospective Director's nomination. If the Prospective Director does not wish to seek nomination for any alternate Board position, such Prospective Director will be nominated for their stated desired Board position. If the Prospective Director would consider nomination for an alternative Board position, the President and the Secretary, in their sole discretion but in consultation with Prospective Director, may determine whether such Prospective Director will be nominated in their stated desired Board position or for an alternate Board position.
- (x) On or before the date which is twenty-five (25) days prior to the Annual General Meeting, the Secretary, in consultation with the President, shall nominate in writing all Prospective Directors and all Current Directors standing for re-election for election as a Director at the upcoming Annual General Meeting. Prospective Directors and Current Directors who did not indicate a willingness to be nominated for any alternate Board position(s) shall be nominated for their stated desired Board position. Prospective Directors and Current Directors who did indicate a willingness to be nominated for any alternate Board position(s)



shall be nominated for either their stated desired Board position or an alternate Board position at the discretion of the President and the Secretary, in their sole discretion but in consultation with the Prospective Director or Current Director, as applicable.

- (xi) For any Board position for which there is more than one nominee, such position will be put to a secret ballot vote of the Members at the Annual General Meeting. In such circumstance, the Board may indicate in the Notice of Meeting the Board's recommended candidate for such Board position.
  - (xii) For any Board position for which there is only one nominee, such sole nominee shall be acclaimed as a Director effective as of the conclusion of the Annual General Meeting.
  - (xiii) Notwithstanding anything else to the contrary contained in these Bylaws:
    - (A) any Member seeking nomination for the position of President must have served as a Director for the term immediately preceding the Meeting at which such Member seeks election as President, unless the Board waives such term requirement in its sole discretion; and
    - (B) any Member seeking nomination for the position of Treasurer must:
      - (1) hold a professional accounting or finance designation and be a current member in good standing with the applicable regulatory body overseeing such profession; and
      - (2) either:
        - A. have served as a Director; or
        - B. volunteered for the incumbent Treasurer of the Association for the purposes of understanding and familiarizing themselves with the business, records and accounts of the Association,
- for the term immediately preceding the Meeting at which such Member seeks election as Treasurer, unless the Board waives such term requirement in its sole discretion.
- (xiv) For greater certainty and for the avoidance of doubt, nothing in this Section 14(d) shall be construed or interpreted as granting the President, the Secretary, or any Director a veto over any Prospective Director's candidacy for the Board, including, without limitation, such Prospective Director's stated candidacy to run for election for their stated desired Board position.
  - (xv) The provisions of this Section 14(d) shall apply, with necessary modification, in the event of the election of Directors at any Special Meeting.



(e) Directors' Meetings

- (i) The Board shall meet as often as is required to properly perform and discharge their duties and to exercise the powers and authorities vested in the Board pursuant to the articles of the Association and these Bylaws. Notwithstanding the foregoing:
  - (A) during each calendar year, the Board shall meet at least once per calendar month between August and May, inclusive, and if and as required in June and July. Such meetings:
    - (1) will be called by the President;
    - (2) will be held in person or by electronic means using any audio and/or video conferencing communications platforms or applications;
    - (3) will be organized by the President and the Secretary; and
    - (4) the Secretary shall provide the Directors not less than forty-eight (48) hours' prior written notice of the Board meeting; and
  - (B) the Board or a committee thereof may also meet at any other time determined necessary or desirable by any Director. Such unscheduled meetings:
    - (1) may be called by any Director;
    - (2) will be held in person or by electronic means using any audio and/or video conferencing communications platforms or applications;
    - (3) will be organized by the requisitioning Director and the Secretary; and
    - (4) the Secretary shall provide the Directors or committee members, as applicable, not less than forty-eight (48) hours' prior written notice of the Board or committee meeting.
- (ii) Notwithstanding Section 14(e)(i), the Board or a committee thereof may establish agreed upon dates and times in advance for Board or committee meetings to be held each calendar year and such dates and times may be changed by the President or the Committee chair, as applicable, in consultation with the Secretary upon not less than forty-eight (48) hours' prior written notice to the Directors.



- (iii) The President shall chair all Board meetings. In the absence of the President, a Vice President may chair a Board meeting.
- (iv) A quorum for any Board meeting shall be a majority of Directors present in person.
- (v) Except as otherwise provided in these Bylaws, all decisions of the Board or a Board committee shall be made by resolution passed by a majority of those present and voting on the resolution at such Board or Board committee meeting. A resolution in writing, signed by all of the Directors entitled to vote on that resolution at a Board or Board committee meeting, is as valid as if it had been passed at a Board or Board committee meeting.
- (vi) A Director may participate in a Board or committee meeting by electronic means, telephone or other communication facilities that permit all individuals participating in the meeting to hear each other and a director participating in a Board or committee meeting by those means is deemed for the purposes of these Bylaws to be "present in person" at that Board or Board committee meeting.
- (vii) A Director may in any manner waive a notice of a Board or Board committee meeting, and attendance of a Director at a Board or Board committee meeting is a waiver of notice of the meeting, except when a Director attends a Board or Board Committee meeting for the express purpose of objecting to the transaction of any business on the grounds that the Board or Board committee meeting is not lawfully called.
- (viii) No error or omission in giving the notice of any Board meeting or Board committee meeting or any adjournment thereof shall invalidate such Board or Board committee meeting or make void any proceedings or decisions made by the Board or Board committee at such meeting unless such error or omission was caused by the willful or grossly negligent conduct of the Director who prepared the notice of meeting.
- (ix) An act of a Director is valid notwithstanding an irregularity in the Director's election or appointment.
- (x) Minutes of all Board meetings will be taken by the Secretary, or a delegate thereof, and shall be kept in the Minute Book of the Association.

(f) Conflicts of Interest

- (i) Any Director shall fully disclose and declare any conflict of interest with the Association and shall not be eligible to vote on any resolution of the Directors that is related to the conflict of interest. For the purposes of this Section 14(f), the President may determine whether a conflict of interest exists, and if the matter involves a conflict for the President, then the matter may be determined by the Vice Presidents or a majority vote of the remaining Directors.



- (ii) Notwithstanding the foregoing, the following circumstances shall be deemed to be a conflict of interest for any Director of the Association:
  - (A) any decision to be made by the Board with respect to a Director or an immediate family member of a Director;
  - (B) a Director, directly or indirectly, having an actual or potential management, financial, ownership or investment relationship or interest, whether personally, through business entities or otherwise, with or in any individual or entity, as applicable, which has negotiated or is negotiating a material transaction or other arrangement with the Association; and
  - (C) a Director having any compensation arrangement, including, without limitation, any direct or indirect remuneration, gifts or favours of any kind, that is not insubstantial, with any individual or entity with has negotiated or is negotiating a material transaction or arrangement with the Association.
- (iii) Any Director with a conflict of interest or a deemed conflict of interest shall abstain from voting on any matter in any way relating to such conflict of interest, but may be counted as part of the quorum at any Board meeting at which the Board is considering such matter.

(g) Committees

- (i) The Board may establish Board committees as provided for in these Bylaws or as it otherwise determines to be necessary or desirable, in its sole discretion.
- (ii) The Board may establish Board committees for any purpose whatsoever as it determines appropriate.
- (iii) The Board may delegate its authority to any Board committee as permitted by the Act or these Bylaws.
- (iv) All Board committees shall have not less than three (3) Directors as members. Board committees may also include Members who are not Directors, but such Members shall not be permitted to vote on any formal business of such Board committee.
- (v) The Board shall establish and set the original charter, mandate, purpose and objectives of each Board committee upon the creation thereof and may consider amendments thereto if and as requested by the members of such Board committee.
- (vi) The Board shall appoint a chairperson for each Board Committee. The appointed chairperson shall chair all meetings of the Board committee. In the absence of the committee chairperson at any Board committee meeting, any



other member of the Board committee may serve as the chair of such Board committee meeting in place of the chairperson. The chairperson shall appoint a secretary for each Board committee meeting from among the Directors present at such Board committee meeting.

- (vii) A quorum for any Board committee meeting shall be a majority of Directors on such Board committee present in person.
- (viii) Except as otherwise provided for in this Section 14(g), the provisions of Section 14(e) relating to the conduct of Board meetings shall apply, with necessary modification, to the conduct of Board committee meetings.
- (ix) All Board committees established by the Board shall answer to and be accountable to the full Board.
- (x) Minutes of all Board committee meetings will be taken by the secretary of the Board committee, or a delegate thereof, and shall be kept in the Minute Book of the Association.

## **15. Officers**

Except as otherwise may be provided for in these Bylaws, each officer of the Association (each, an "Officer") shall be the Director elected into such office by Members at the last Annual General Meeting or, in the event of a vacancy in any such office between Annual General Meetings for any reason, shall be another Current Director or another Member appointed to the Board to fill such vacancy in accordance with these Bylaws. The Officers shall be as follows and shall perform the following duties and responsibilities on behalf of the Association:

### **(a) President**

The President shall:

- (i) co-ordinate the overall functioning of the Board and the Association;
- (ii) be an ex-officio member of all Board committees;
- (iii) serve as chairperson of all Meetings and Board meetings attended thereby;
- (iv) oversee and assist, as required, all Officers of the Association;
- (v) represent the Association as its delegate at all meetings of Hockey Calgary, Hockey Alberta and Hockey Canada, or appoint another duly qualified Director to assume such responsibilities on behalf of the Association;
- (vi) communicate with Members or Participants on behalf of the Board or authorize any other officer or duly qualified Director to assume such responsibilities on behalf of the Association; and



- (vii) perform such other duties and responsibilities as set forth in these Bylaws or as requested by the Board from time to time.

(b) 1<sup>st</sup> Vice President

- (i) The 1<sup>st</sup> Vice President shall perform such duties and responsibilities as is requested by the President or the Board from time to time.

(c) 2<sup>nd</sup> Vice President

- (i) The 2<sup>nd</sup> Vice President shall perform such duties and responsibilities as is requested by the President or the Board from time to time.

(d) Treasurer

The Treasurer shall:

- (i) be an accounting or finance professional having the qualifications, experience, expertise or skills necessary to manage and oversee all of the financial affairs of the Association;
- (ii) prepare and maintain the books and financial records of the Association;
- (iii) prepare the annual financial statements of the Association as required by the Act and submit such annual financial statements to the Registrar of Corporations for Alberta as required under the Act;
- (iv) present a full detailed account of receipts and disbursements of the Association and a financial report to the Board when requested;
- (v) present the annual financial statements of the Association to Members at each Annual General Meeting as required by these Bylaws;
- (vi) arrange for the audit of the annual financial statements of the Association and liaise with the auditors on behalf of the Association during the course of such audit, which audit shall be undertaken by an auditor appointed by Members pursuant to Section 11(d)(ii) and which shall be undertaken not less than once per calendar year;
- (vii) receive and deposit all funds received by the Association in the bank designated and approved by the Board;
- (viii) be responsible for all banking transactions, safety deposit boxes, cash assets, bonds and other assets;
- (ix) be responsible for the preparation of an annual budget for the Association;
- (x) ensure all disbursements are properly authorized prior to payment, prepare cheques and obtain the required authorized signatures;



- (xi) pay, or submit for payment, all invoices received and duly authorized by the Association;
- (xii) prepare or oversee the preparation of any necessary documentation required to apply for any general, operation or capital grants that may be available to the Association;
- (xiii) communicate with those Members whose Membership Fees, or other dues and charges levied by the Board, are past due; and
- (xiv) perform such other duties and responsibilities as set forth in these Bylaws or as requested by the President or the Board from time to time.

(e) Secretary

The Secretary shall:

- (i) keep accurate minutes for all Meetings and Board meetings;
- (ii) keep and maintain, or cause to be kept and maintained, the Register;
- (iii) send all Notice of Meetings as required by, and in accordance with, these Bylaws;
- (iv) send and receive correspondence on behalf of the Association as requested by the President or the Board from time to time; and
- (v) perform such other duties and responsibilities as set forth in these Bylaws or as requested by the President or the Board from time to time.

(f) Operations Administrator

- (i) The individual serving in the Operations Administrator role of the Association (the "Operations Administrator") shall be an officer of the Association. The Operations Administrator shall not be a director of the Association. Notwithstanding the foregoing, if the Operations Administrator resigns from office, the roles and responsibilities of the Operations Administrator shall be temporarily performed by one or more Directors, or their designates, as required until another individual is hired into that office with the requisite qualifications, experience, expertise and skills necessary to perform the roles and responsibilities of the Operations Administrator as set forth in these Bylaws and as determined by the Board in its sole discretion.
- (ii) the Operations Administrator shall:
  - (A) oversee and be primarily responsible for the registration of Participants into the Hockey Program;



- (B) operate, maintain and manage the registration system software employed by the Association from time to time;
- (C) assist the Secretary in the maintenance of the Register;
- (D) serve as the ice scheduler for the Association; and
- (E) perform such other duties and responsibilities as set forth in these Bylaws or as requested by the President, the Vice Presidents or the Board and agreed to by the Operations Administrator from time to time.

#### **16. Rules, Regulations and Policies**

- (a) The Board may, from time to time, adopt or amend any rules, regulations or policies of the Association as the Board considers necessary or appropriate for the operation, regulation or governance of the activities of the Association, its Members, its Participants or the Hockey Program, provided any such rules, regulations or policies are not inconsistent with these Bylaws.
- (b) Any rules, regulations or policies adopted or amended by the Board will have effect from and after the time they are approved by the Board.
- (c) The adoption or amendment of any rules, regulations or policies by the Board shall be approved by a resolution passed by a majority of the votes cast by the Directors who vote in respect of that resolution at a duly called Board meeting.
- (d) Any Member in good standing may propose to the Board amendments to the rules, regulations or policies of the Association for consideration by the Board (a "Member Amendment"). Any proposed Member Amendment shall be submitted by the Member to the Board in writing.
- (e) The Board may adopt a Member Amendment if approved by a resolution passed by a majority of the votes cast by the Directors who vote in respect of that resolution at a duly called Board meeting. Notwithstanding the foregoing, if the Board has received less than thirty (30) days' prior written notice of such Member Amendment prior to the next scheduled Board Meeting, the Member Amendment shall not be considered at such Board meeting but shall be deferred and considered by the Board at the next following Board meeting. In the event of approval of the Member Amendment by the Board, the Member Amendment will have effect from and after the time that such Member Amendment is approved by the Board.
- (f) If the Member Amendment fails to get the necessary approval of the Board, the Member may request and require that the Board submit the Member Amendment to a vote of the Members at the next scheduled Meeting. The Member Amendment shall be approved by Members by a special resolution passed by a majority of not less than 66.66% of the votes cast by Members who vote in respect of that resolution at the Meeting. If approved by Members at the Meeting, the Member Amendment will have effect from and after the date of such Meeting.



## 17. Miscellaneous

### (a) Springbank Rockies Logo

The Springbank Rockies logo adopted and used by the Association from time to time is the sole and exclusive property of the Association. No Member of the Association shall use the Springbank Rockies logo for any purposes whatsoever other than carrying on the sanctioned and official business of the Association on behalf of the Board, including, without limitation, affixing the logo to any apparel or other items not arranged, offered or purchased through the Association's official apparel supplier, without the express prior written consent of the President.

### (b) Inspection of Books and Records

The books and records of the Association shall include the Minute Book, the Register and the financial records of the Association. Subject to Section 7(d), the Minute Book, the Register and the financial records of the Association may be inspected by any Member in good standing at any time upon giving reasonable notice to, and arranging a reasonable time satisfactory with, the Secretary, Treasurer or the Operations Administrator, as applicable. The Directors and Officers shall at all times have reasonable access to the Minute Book, the Register and the financial records of the Association maintained by the Secretary, Treasurer or the Operations Administrator.

### (c) Execution of Instruments

Contracts, documents or instruments in writing requiring execution by the Association may be signed by the President or a Vice-President and either the Secretary or the Treasurer, and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any other Officer or Officers or any other person or persons on behalf of the Association to sign and deliver contracts, documents or instruments in writing generally or to sign either manually or by electronic signature and deliver specific contracts, documents or instruments in writing. The term "contracts, documents or instruments in writing" as used in these Bylaws shall include, without limitation, deeds, mortgages, charges, conveyances, powers of attorney, transfers and assignments of property of all kinds (including, without limitation, transfers and assignments of shares, warrants, bonds, debentures or other securities), bonds, debentures and other securities or security instruments of the Association and all other writings. Cheques issued by the Association shall require the signature of the Treasurer, or in the Treasurer's absence, the Secretary and the President or a Vice-President.

### (d) Fiscal Year

The fiscal year end of the Association shall be April 30th of each year.



(e) Borrowing

The Association may, for the purpose of carrying out the general purposes of the Association or for capital purposes, from time to time, borrow sums of money provided that any borrowing is first approved by an extraordinary resolution passed by a majority of not less than 75% of the votes cast by Members who vote in respect of that resolution at a Meeting duly called for that purpose.

(f) Amendment

These Bylaws may be amended from time to time by the Board, subject to ratification of the amendment by a special resolution passed by a majority of not less than 75% of the votes cast by Members who vote in respect of that resolution at a Meeting duly called for that purpose. The special resolution shall be considered by Members no later than the next scheduled Meeting. Any approved and authorized amendments to these Bylaws shall be filed and registered with the Registrar of Corporations for Alberta in accordance with the Act. Any amendment of these Bylaws shall have full force and effect at the time it has been registered with the Registrar of Corporations for Alberta.

(g) Remuneration

Unless otherwise authorized by a special resolution passed by a majority of not less than 66.66% of the votes cast by Members who vote in respect of that resolution at a Meeting duly called for that purpose, and from which any impacted Director shall abstain, no Director shall receive any remuneration for their services. With prior approval of the Board, any Director or Officer shall be reimbursed for any reasonable out-of-pocket costs incurred by such Director or Officer in carrying out their authorized duties.

(h) Indemnification

- (i) The Association shall, subject to Section 17(h)(iii) below, indemnify, defend and save harmless each Director or Officer, each former Director or Officer (the "Indemnified Parties") and each of such Indemnified Party's heirs and legal representatives to the fullest extent permitted by applicable law from and against all Expenses (as defined below) sustained or incurred by the Indemnified Party or the Indemnified Party's heirs or legal representatives in respect of any civil, criminal, administrative, investigative or other Proceeding (as defined below) to which the Indemnified Party is made a party by reason of being or having been a Director or an Officer of the Association.
- (ii) For the purposes of this Section 17(h):
  - (A) "Expenses" means all costs, charges, damages, awards, settlements, liabilities, fines, penalties, statutory obligations, professional fees and retainers and other expenses of whatever nature or kind, provided that any such costs, charges, professional fees and other expenses shall be reasonable; and



- (B) "Proceeding" will include a claim, action, demand, suit, proceeding, inquiry, hearing, discovery or investigation, of whatever nature or kind, whether anticipated, threatened, pending, commenced, continuing or completed, and any appeal, whether or not brought by the Association.
- (iii) The indemnification contemplated above will, subject to applicable law, apply without reduction to an Indemnified Party and such Indemnified Party's heirs and legal representatives provided that:
  - (A) the Indemnified Party acted honestly and in good faith with a view to the best interests of the Association; and
  - (B) in the case of a criminal or administrative Proceeding that is enforced by a monetary penalty, the Indemnified Party had reasonable grounds for believing the Indemnified Party's conduct was lawful.
- (iv) To the extent that prior court approval is required in connection with any indemnification obligation of the Association hereunder, the Association will seek and use all reasonable efforts to obtain that approval as soon as reasonably possible in the circumstances.

(i) Reliance on Experts

Directors or Officers may rely on the accuracy of any statement or report prepared by the Association's auditor. Directors and Officers shall not be liable for any damage, loss, cost or expense resulting from such Director or Officer's reliance on any such statement or report.

(j) Winding-Up

If the Association is dissolved, any funds or assets remaining after paying off all debts of the Association shall be paid to a registered charitable organization selected by the Members by a special resolution passed by a majority of not less than 66.66% of the votes cast by Members who vote in respect of that resolution at a Meeting duly called for that purpose. Under no circumstances shall any Members receive, directly or indirectly, any funds or assets of the Association upon dissolution of the Association.

(k) Seal

The Association shall not adopt a seal.

(l) Invalidity

The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

(m) Other Matters



In the event that these Bylaws do not adequately cover any situation or item of concern with respect to the governance, oversight or operation of the Association, the Board shall reference the Act for guidance, which shall be the supreme authority under which any action or activity relating to the governance, oversight or operation of the Association shall be determined. In the event that the Act does not adequately determine the issue, reference shall then be made to the *Business Corporations Act* (Alberta) for guidance or determination of such matter, with necessary modifications as determined by the Board in its sole discretion.

(n) Interpretation

The following rules of interpretation shall be applied in interpreting these Bylaws:

- (i) words importing the singular number only shall include the plural and vice versa;
- (ii) words indicating the masculine, feminine or neutral or other genders shall include all other genders;
- (iii) a capitalized derivative of a defined term shall have the same corresponding meaning as the defined term;
- (iv) any reference to a specific number of days prior to a Meeting or Board meeting shall not include the day of the applicable meeting; and
- (v) headings are for convenience of reference only and not affect the interpretation of these Bylaws.