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CONSTITUTION & BY-LAWS
OF
RICHMOND JETS MINOR HOCKEY ASSOCIATION

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RICHMOND JETS MINOR HOCKEY ASSOCIATION
CONSTITUTION

1. The society shall be known as “RICHMOND JETS MINOR HOCKEY ASSOCIATION” (herein referred to as the “Society”, the “Association” or “RJMHA”).
2. The Purposes of the Association are:
 - (a) To promote and encourage amateur hockey, and to develop the highest possible standard of sportsmanship and citizenship for the youth of the City of Richmond.
 - (b) To maintain and increase the interest in hockey in the City of Richmond and to encourage competition and good fellowship, not necessarily for the most proficient but rather for all participants.
 - (c) To develop and foster among its members, supporters and teams, a greater community spirit.

RICHMOND JETS MINOR HOCKEY ASSOCIATION

BY-LAWS

PART 1 - INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires, importing the singular number or the masculine gender shall be considered to include the plural number or the feminine gender as the case may be, and vice versa, and to persons shall be considered to include firms and corporations. Whenever reference is made to any statute or section thereof, such reference shall be considered to extend and apply to any amendment to such statute or section, as the case may be.

1.2 The following words or phrases have the following corresponding meanings:

“**AGM**” or “**Annual General Meeting**” means the annual meeting of the Members of the Association held in accordance with Part 3;

“**Association**” or “**Society**” or “**RSMHA**” means Richmond Jets Minor Hockey Association;

“**BCAHA**” or “**BC Hockey**” means the British Columbia Amateur Hockey Association;

“**Board**” or “**Board of Directors**” or “**Directors**” means the directors of the Association as may be appointed from time to time;

“**Executive**” means a director of the Association or Officer of the Association who has been appointed or elected to an Executive Position and any person designated as the Executive Director;

“**Executive Positions**” means those positions outlined in Part 8;

“**Former Societies**” mean Seafair Minor Hockey Association and The Richmond Minor Hockey Association as in existences as of the date immediately prior to the formation of the Association;

“**General Meeting**” means a meeting of the Members of the Association; whether as an Annual General Meeting or Special General Meeting;

“**HC**” or “**Hockey Canada**” means the Canadian Hockey Association, which conducts itself under the business name of Hockey Canada;

“**Member**” means a member of the Association as defined in Part 2;

“**Officer**” means a Member appointed to a position outlined in Part 8;

“**Ordinary Resolution**” means either of:

- (i) a resolution carried by at least a simple majority (50% plus one) of the votes cast at a General Meeting which has been properly constituted and of which notice specifying the intention to propose the ordinary resolution has been duly given; or

- (ii) a resolution consented to in writing, after being sent to all of the Members, by at least two-thirds of the Members;

“**PCAHA**” means the Pacific Coast Amateur Hockey Association;

“**Special General Meeting**” means a meeting of the Members of the Association other than an AGM; and

“**Special Resolution**” means a resolution carried by at least a two-thirds majority of the votes cast at a General Meeting of the Society which has been properly constituted and of which notice specifying the intention to propose the resolution as an Special Resolution has been duly given.

PART 2 - MEMBERSHIP

2.1 The Members of the Society are the subscribers of the Constitution and Bylaws, and include every other person who is subsequently admitted into membership and who continues to meet the requirements of a Member from time to time.

2.2 There shall be two classes of Members, namely ordinary Members and life Members.

- (a) *Ordinary Members*

The following persons shall be ordinary Members of the Society:

- (i) all parents or guardians of players registered with the Association and for whom all prescribed fees have been paid,

or

- (ii) all players who are the age of majority and who are registered with the Association and for whom all prescribed fees have been paid.

Upon acceptance of a player’s registration and receipt of all applicable fees, such parent or guardian shall become a Member, or such player who is of the age of majority shall become a Member to the exclusion of his or her parents or guardians; and

- (iii) every head coach or assistant coach of any team in the Association whether or not such coach is the parent and/or legal guardian of a registered player; and
- (iv) any person who has contributed or undertaken to contribute to the Association his or her services by voluntarily performing such duties, and is recognized by resolution of the Board as a Member.

Subject to Part 3, ordinary Members shall be entitled to notice of and one vote per Member at all General Meetings of the Association, and shall be entitled to be nominated for, be appointed to, and to be elected as a Director and to hold an executive position within the Association.

- (b) *Life Members*

Those persons who were life members of either Former Association as of the date of formation of the Association, will continue to be life members of the Association.

Life membership may be bestowed by the Board of Directors on any current or past Member of the Society who has rendered distinctive service to the Society for a period of at least ten years. Nominations for Life Membership must be made by a Director, and such nomination must be approved by the Board of Directors.

Life Members shall be entitled to notice of and one vote per Member at all General Meetings, and shall be entitled to be nominated for, be appointed to, and to be elected as a Director and to hold an executive position within the Association.

2.3 A Member is in good standing with the Society unless:

- (i) any registration fees or other amounts are due and owing to the Society; and such Member is not in good standing so long as the debt remains unpaid;
- (ii) he or she tenders a resignation in writing to the Society; upon receipt of which the Member shall cease to be a Member of the Society;
- (iii) being qualified by virtue of being the parent or guardian of a registered player with the Society and for whom all fees have been paid, ceases to hold such qualification; and immediately upon such event occurring the Member shall cease to be a Member of the Society;
- (iv) upon the player ceasing to be registered with the Society; whereupon the player or parent/guardian, as applicable, will immediately cease to be a Member of the Society; or
- (v) he or she is expelled from the Society by the Board or a Special Resolution of the Members; and immediately upon such event occurring the Member shall cease to be a Member of the Society.

PART 3 - MEETINGS

3.1 *Annual General Meetings.* The Annual General Meeting of the Society shall be held in each year following the 31st day of January, but not later than the 30th day of April. The Secretary shall give notice (in accordance with section 5.1 below) to all Members of the time and place of the AGM at least 14 days prior to the holding of the AGM.

3.2 *Special General Meetings.* If at the discretion of the Board of Directors there is cause to hold a Special General Meeting of the Society, notice of the time and place of the Meeting and the general nature of the business to be transacted shall be communicated in the manner permitted by these Bylaws to each Member at least 14 days prior to the holding of the Meeting. A Special General Meeting shall be convened by the Board at least 28 days following receipt by it of a written request of either at least 10% of the Membership or at least 150 Members, whichever is the lesser.

3.3 *Quorum.* A quorum for all General Meetings of the Members shall be the lesser of (i) 10% of the Members; or (ii) 25 Members.

3.4 *Means of Voting.* The Directors may determine the manner in which meetings of Members shall be held, as permitted by the Societies Act and these Bylaws; and when calling a meeting of the Members, the Directors may determine:

- a) that such meeting will be held partially or entirely by means of telephonic or other communications medium provided that all participants shall be able to communicate with each other during the meeting;
- b) whether indirect, proxy or delegate participation is permitted during the meeting; and
- c) whether voting by mail, facsimile, electronic mail, Internet, or third party providers will be permitted.

All Members participating in a meeting indirectly through a proxy or by telephonic or other communications medium, or having voted previously by way of mail, facsimile, electronic mail, Internet, or third party providers, in accordance with these Bylaws shall be deemed to be present, constitute part of a quorum, and shall be entitled to vote as set forth herein.

3.5 *Voting.* Each Member shall be entitled to receive notice of and to attend all Meetings of the Society. A maximum of two ordinary Members shall be entitled to vote at a General Meeting with respect to any one registered player. For a Member who has more than one player registered with the Association, such Member shall still be limited to one vote.

At all General Meetings every question shall be decided by either an Ordinary Resolution or Special Resolution by the Members having voting rights present in person unless otherwise required by these Bylaws or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Member. Upon a show of hands, every Member having voting rights shall have one vote and unless a poll is demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the General Meeting shall be sufficient evidence of the facts without proof of the number or proportion of the votes accorded in favor of or against such resolution.

The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by the requisite majority of votes given by the Members having voting rights present in person and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be considered the decision of the Members at the General Meeting upon the matter in question.

The Chair shall not have a vote, whether upon a show of hands or on a poll, except in case of an equality of votes, whereupon he shall be required to make a casting vote.

3.6 *Chair.* The President, or, failing him/her the Vice-President, shall preside as Chair of every General Meeting of Members. Should there be no President or Vice-President present within 15 minutes after the time appointed for holding the meeting, or if the President and Vice-President are unwilling to act as the chair, the Members present must choose one of their number to be the Chair.

3.7 *Adjournments.* If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed, the Members present shall constitute a quorum.

Any General Meeting may be adjourned to any time and from time to time and any remaining business may be transacted at such adjourned meeting. No additional notice of any such adjournment is required and such adjournment may be made notwithstanding no quorum being present.

3.8 *Rules of Order.* Any procedure not provided for in these Bylaws shall, to the extent reasonably possible, be in accordance with Robert's Rule of Order, as revised from time to time.

PART 4 – AMENDING THE CONSTITUTION AND BYLAWS

4.1 The Constitution and Bylaws shall not be altered or added to except (i) by the Board to correct such incidental errors as may be required to give proper effect to the spirit and intent of thereof; or (ii) by Special Resolution at a General Meeting.

4.2 Proposed amendments to the Constitution and/or Bylaws must be received by the Board at least four weeks prior to the date of the General Meeting at which the same will be voted on by the Members

PART 5 – PROVIDING NOTICE

5.1 Whenever notice is required to be given under the provisions of these Bylaws to a Member or all Members, such notice may be given either personally, by facsimile or electronic mail, by posted mail (if to a Member at his or her address as shown in the records of the Society), or by one advertisement placed in a Richmond newspaper of general circulation.

5.2 Provided the Society has in excess of 250 Members, notice of a General Meeting may be given to all Members if notice of the time, date and location of the meeting:

- (a) has been sent to every Member who has provided an email address to the Society, by email to that email address; and
- (b)
 - (i) is published, at least once in each of the three weeks immediately before the meeting in a Richmond newspaper of general circulation, or
 - (ii) is posted throughout the period commencing at least 21 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 of the Members.

5.3 A notice or other document so sent by mail shall be considered to be received four business days following the date it was deposited at a post office or public letter box; or if sent by facsimile or electronic mail shall be considered to be received 24 hours after the time it was sent; or if delivered shall be considered to be received at the time of delivery; or if by advertisement, on the day such advertisement is published. For the purpose of sending any notice the address of any Member shall be his last address as shown in the records of the Society.

5.4 No error or omission in giving notice of any General Meeting, or any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat; and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

PART 6 – DIRECTORS AND OFFICERS

6.1 *Directors.* The business and affairs of the Society shall be managed by a Board of Directors, consisting of at least nine and not more than 15 persons. The Directors shall exercise all such powers and do all such acts and things as may be exercised or done by the Society that are not by these Bylaws or by

law expressly directed or required to be done by the Society at a General Meeting of the Members or otherwise.

6.2 *Conditions to Appointment as Director.* No person may be elected, appointed or hold office as a Director:

- (a) unless he or she is a Member of the Society,
- (b) if he or she is an executive member of another Minor Hockey Association, Team, Club, or Union affiliated with BCAHA or PCAHA; or
- (c) if his or her spouse is an executive member of any other Minor Hockey Association, Team, Club, or Union affiliated with BCAHA or PCAHA.

6.3 *Conditions to Appointment as President.* To be eligible as a candidate for election to the position of President of the Association, the nominated person must have served as an Executive with the Association or a Former Association for at least one year.

6.4 *Term.* The President shall hold office for a one year term from the date of his or her election. A current President or a Past-President shall be eligible for re-election as President. All other Directors shall hold office for a two year term from the date of their election; and to the extent possible, the terms of one-half of the Directors will expire each year. Any Director shall be eligible for re-election.

6.5 *Voting.* Subject to 6.8 below, Directors are generally appointed by election of the Members at an Annual General Meeting. At all General Meetings for the election of Directors, the President shall be elected by a separate vote; and the other Directors may be elected individually or as a group. An election may be by acclamation, otherwise it must be by ballot. The Executive may put forward a slate of directors for consideration and election at each meeting; and nominations may be made from the floor.

In the event that three or more persons are nominated for the position of President, the successful candidate shall be required to poll at least 50% of the total votes cast for the position. If necessary, this will be established by elimination voting whereby the nominee receiving the least votes shall be dropped successively until a nominee shall have the required 50% vote.

6.6 *Transition.* Each Director shall continue in office until his successor has been duly elected, appointed or otherwise designated in accordance with these Bylaws. The previous Executive will carry over for at least one month in transition with the new Executive.

6.7 *Executive Positions.* Appointed members of the Executive will be appointed their positions by the Board prior to the beginning of each season.

6.8 *Filling Vacancies.* Any vacancy on the Board of Directors or Executive position may be filled by the Board appointing a Member to hold such vacant office until the next AGM. If any Director resigns his position either as a Director or Executive; or without reasonable excuse absents himself/herself from three or more Meetings of the Board of Directors; or is suspended or expelled from the Society; or ceases to be a Member in the Society, the Board of Directors may declare his office vacated and may appoint a successor in his place to hold office until the next Annual General Meeting.

6.9 *Removal of a Director.* The Members may by Special Resolution at any General Meeting remove any Director from office before the expiration of his term of office, and may by Ordinary Resolution appoint any other qualified person to fill such vacancy so created, and the person so appointed

to fill such vacancy shall be subject to retirement at the same time as the person in whose place he was appointed Director.

6.10 *Remuneration.* No Director may receive remuneration for acting as such, but shall be reimbursed for all reasonable expenses approved by the Treasurer or the Board of Directors and incurred by such Director in acting as such. Executives may receive remuneration for acting as such, to the extent and in the manner approved by the Board.

6.11 *Indemnity.* Every Director shall assume office on the express understanding, agreement and condition that he and his heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless by the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of the duties of his or their office and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own act or omission or default.

PART 7 – MEETINGS OF DIRECTORS

7.1 *Meetings.* Meetings of the Board of Directors shall be held at least once per month at such places as the Board of Directors may from time to time determine. Additional meetings may be convened by the President or any two Directors at any time. Notice of each meeting shall be communicated to each Director not less than two days (exclusive of the day on which the notice is given) before the meeting is to take place. Meetings of the Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice, or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any Director. Any Member who has notified the Chair in advance may attend the meeting as an observer. The Chair may, at any time, determine that all or a portion of a meeting shall be closed to observers.

7.2 *Quorum.* Seven (7) directors (excluding the President and Past-President) shall form a quorum for the transaction of business.

7.3 *Validity of Meetings.* No errors or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any future meeting.

7.4 *Voting.* Questions arising at any meeting of the Directors shall be decided upon by a simple majority of votes; each Director entitled to one vote. The Chair shall not have a vote except in the case of an equality of votes whereupon he shall be required to make a casting vote.

7.5 *Consent Resolutions.* Unless objection is made by one or more Directors, a resolution in writing signed by at least 75% of the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

7.6 *Interest in Matters.* A Director who is directly or indirectly interested in a proposed resolution, matter, contract or transaction with the Society shall disclose fully and promptly the nature and extent of such Director's interest to the Board, and shall abstain from voting on the matter.

PART 8 – OFFICERS AND EXECUTIVE

8.1 *Executive.* The Executive of the Society shall consist of such positions as are required by PCAHA and BCAHA rules and regulations from time to time, and such other positions as the President or the Board may determine from time to time. A person may hold more than one Executive Position. The following Executive Positions shall be required:

(a) *Past-President.* If at any General Meeting of the Society the Members elect a new President, the retiring President shall assume the title of Past-President, until such time as the then current President retires. The immediate Past-President shall serve in an advisory capacity for the benefit of the Executive; and be entitled to receive notice of and to attend all meetings of the Board of Directors of the Society, but shall not be entitled to vote on any matters arising thereat.

(b) *President.* The President shall preside at all General Meetings and chair all meetings of the Directors; shall assume those duties as required under the rules and regulations of PCAHA, BCAHA and HC; and shall act as official representative of the Society.

(c) *Vice-President.* One or more Vice-Presidents shall assist the President in the performance of his duties. In the event that the President is absent or should resign or be unable to remain in office for any reason, a Vice-President shall assume those duties

(d) *Coach Coordinator.* The Coach Coordinator shall be responsible for recruiting head and assistant coaches for each team; presenting all coaching nominees to the Board for consideration and approval; plan and supervise training programs for all coaches; act as a liaison in regards to problems involving coaches, and refer any unresolved problems to the Board of Directors for direction or decision.

(e) *Ice Scheduler.* The Ice Scheduler shall be responsible for the negotiation, scheduling, and allocation of ice times for all uses involving the Association.

(f) *Secretary.* The Secretary shall keep a full and complete record and minutes of all meetings of Members and Directors, and of all business and correspondence transacted thereat. The Secretary will ensure that all statements, lists or other reports are filed as required.

(g) *Treasurer.* The Treasurer shall be responsible for all monies handled by the Society. He shall maintain proper accounting records which at all times must be kept up to date. He shall present for approval details of all expenditures to the Board of Directors at each scheduled monthly Meeting of the Board. He shall liaise with the auditor, and ensure that financial statements are presented to the Members at each AGM.

(h) *Registrar.* The Registrar shall maintain a permanent record of all Players and Members of the Society. He shall be responsible for the annual registration of players with PCAHA, BCAHA and HC as required.

(i) *Referee-in-Chief.* The Referee-in-Chief or RIC shall be responsible for assigning referees and linesmen for all hockey games played under the jurisdiction of the Society. He shall ensure that a high standard of officiating is maintained. He shall ensure that all referees and linesmen are registered and accredited with BC Hockey.

(j) *Tournament Director.* The Tournament Director shall be responsible for overseeing and supervising all tournaments hosted by RJMHA, for coordinating the same with PCAHA and BC Hockey; and for ensuring RJMHA teams comply with PCAHA and BC Hockey rules and regulations when entering tournaments hosted by other associations.

(k) *Director of Risk Management.* The Director of Risk Management shall be responsible for implementing, administering and evaluating the Society's risk management program, including Hockey Canada Safety Programs, speak-out clinics, injury reports, and team first aid kits.

8.2 *Executive Director.* The Board may appoint a person to act as Executive Director, on such terms and for such remuneration as the Board may determine. The Executive Director must be engaged by way of written contract setting out plainly the duties, responsibilities and limitations of the Executive Director.

8.3 *Transition.* Each officer or Executive shall turn over all files, communications and documents pertaining to the affairs of the Society to his successor.

8.4 *No Conflict.* No member of the Executive shall be allowed to hold the position of Head Coach or Manager of a team within the Society at either the Rep or 'C' league level, without permission of the Board of Directors.

8.5 *Agents.* The Board of Directors may from time to time appoint such officers and agents and authorize the engagement and remuneration of such other persons as they consider necessary or desirable to carry out the objectives of the Society, and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

8.6 *Other Appointments.* The Executive will also be responsible for appointing all head coaches and assistant coaches (based on recommendations of the Coach Coordinator) for each team; Division Managers for each level or division of teams; and equipment managers. These persons will not be entitled to notice of or to attend any Meetings of the Board unless requested by the Board.

Each Division Manager shall have general responsibility for the structuring, organization and balancing of teams and the scheduling of games in his division. Each Division Manager shall ensure that each team coach and team manager within his division is aware of the policies of the Society and shall take the necessary steps to see that such policies are followed. No Division Manager shall coach or manage a team within the Society without the approval of the Board.

The Equipment Manager(s) shall be responsible for the purchase, maintenance and repair of all Association equipment and trophies, as well as issuing the equipment and trophies to each division and keeping an accurate record as to their whereabouts. It will be his responsibility to receive and store all equipment and trophies distributed at the end of each season. He shall also liaise with PCAHA and BC Hockey in regards to trophies won by the Association.

All team coaches and managers will work in coordination with their Divisional Managers, and be under the operational supervision of their Divisional Director and the Coach Coordinator. Appointments by the Board shall be made after reviewing the applications and recommendations from the Coach Coordinator.

PART 9 – FINANCES, AUDITORS

9.1 *Operating Account.* The Society shall maintain a current operating account and such other savings, gaming and trust accounts with any recognized Canadian financial institution as designated by the Directors.

9.2 *Receipts and Expenditures.* All current operating receipts shall be deposited to the current operating account, from which current operating expenses shall be paid; provided that no expenditure shall be made in excess of such amount set by the Directors and reviewed and revised from time to time.

9.3 *Material Financial Matters.* All material financial transactions shall be ratified by the Board at duly called Director's meetings.

9.4 *Signing Authorities.* Each bank account and all cheques will require at least two signing authorities, who will include the Treasurer and the President, and such other Executives designated from time to time by the Board of Directors.

9.5 *Investing Funds.* Any excess funds of the Society may be invested in securities designated by the Board of Directors.

9.6 *Borrowing.* For the purpose of carrying out the objectives of the Society the Board may borrow or raise or secure the payment of money in such manner as they think fit, and in particular by the issue of debentures. However no secured debt or debentures may be issued unless prior approval is received by way of Special Resolution.

9.7 *Loans.* The Society shall not loan any funds to any Director, officer, Executive or Member, unless such is incidental to that person carrying on the business of the Society.

9.8 *Auditors.* The Board of Directors shall from time to time appoint an auditor or firm of auditors to review or audit the financial statements of the Society for such a period and for such remuneration as the Directors may determine. The auditors will undertake an audit or lesser review of the Society's financial statements, as directed by the Board each year. The auditors must be independent of the Society as determined in accordance with the Societies Act.

9.9 *Annual Report by Auditors.* The auditors shall make a report to the Members and to the Board of Directors on the accounts and financial statements examined by them. Their report shall state (i) whether or not they have obtained all the information and explanations they have required, (ii) whether the statements have been prepared in accordance with Generally Accepted Accounting Practices; (iii) the nature of their review of the financial statements; and (iv) if applicable, whether in their opinion the financial statements present fairly the financial position of the Society and the results of its operations for the period under review and in a manner consistent with those of the preceding period.

9.10 *Access to Records.* The auditor shall have access at all reasonable times to all records, books, documents, accounts and vouchers of the Society and may require from the Directors and officers of the Society such information and explanation as may be necessary for the performance of the duties of the Auditors. The auditors may attend any General Meeting of Members of the Society at which any accounts that have been examined or reported on by them are to be presented to the Members for the purpose of making any statement or explanation they desire with respect to the accounts.

9.11 *Place.* The Society's books of accounts shall be kept at such place in Richmond, British Columbia as the Board of Directors shall think fit and shall be at all times open to inspection by the Board

of Directors.

9.12 *Fiscal Year End.* The fiscal year of the Society shall terminate on March 31st of each year; and the financial statement of the Society's affairs for presentation to the Members at the Annual General Meeting shall be made up to that date for the prior year.

PART 10 - COMMITTEES

10.1 The Board of Directors may from time to time at their discretion establish any Committee and any subcommittee thereof.

10.2 Each Committee shall in all respects be subject to the direction and authority of the Board of Directors which shall decide all questions as to their composition, duties, power, and jurisdiction, and may at any time control their actions.

PART 11 – MISCELLANEOUS

11.1 *Signing of Agreements.* Contracts, instruments and obligations on behalf of the Society shall be signed by any two of the President, Vice-President, Executive Director and Secretary. Alternatively, the Board of Directors may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligation of the Society may or shall be executed.

11.2 *Books and Records.* The Board of Directors shall see that all necessary books and records of the Society required by these Bylaws or by any applicable statute or law are regularly and properly kept.

The books and records of the Society may be inspected by any Member at the Annual General Meeting of the Society. The Board of Directors shall from time to time determine whether and to what extent and at what other times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of Members, not being Directors, and no Member (not being a Director) may inspect any account or book or document of the Society except as conferred by law or authorized by the Bylaws or by the Board of Directors or by resolution of the Members, whether previous notice thereof has been given or not.

11.3 *Confidentiality.* No Member of the Society, a Director or any Committee or Committee member may discuss publicly any findings or recommendations before the subject matter has been fully dealt with by the Directors.

11.4 *Court Proceedings.* No Member may pursue any recourse in the courts of any jurisdiction prior to exhausting all rights, remedies and rights of appeal under these Bylaws and Operating Policies of the Society, PCAHA, BC Hockey, or Hockey Canada, if applicable. Any Member who proceeds with a court action against the Society shall be liable for all legal costs and disbursements, on a solicitor-client basis, should the court rule in favour of the Society.

11.5 *Indemnity.* The indemnity provisions of section 6.11 above shall extend to all Executives, Executive Directors, committee members and volunteers of the Society.

11.6 *Unforeseen Circumstances.* The Board shall have the final decision on any matters not provided for in these Bylaws.

11.7 *Operating Policies.* The Board of Directors shall establish rules and operating policies for the implementation of procedures and programs pertaining to the operation of the Society; and may by resolution of the Board of Directors supplement or amend the same from time to time.