

Bylaws

Of

The Hinton Pond Hockey Association

Article 1 - Preamble

1.1 The Society

The name of the society is the Hinton Pond Hockey Association, which may also be known or referred to as HPHA or the Association.

1.2 The Bylaws

The following articles set forth Bylaws of the Hinton Pond Hockey Association.

Article 2 - Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings:

2.1.1 Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 Annual General Meeting or AGM means the annual general meeting described in Article 5.1.

2.1.3 Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society.

2.1.4 Bylaws means the Bylaws of this Association as amended.

2.1.5 Director means any person elected or appointed to the Board.

2.1.6 Member means a Member of the Association.

2.1.7 Officer means any Officer listed in Article 6.2.

2.1.8 Registered Office means the registered office for the Association.

2.1.9 Register means the register maintained by the Board of Directors containing the names of the Members of the Association.

2.1.10 Association means the Hinton Pond Hockey Association.

2.1.11 Special Meeting means the special meeting described in Article 5.2.

2.1.12 Special Resolution means:

- a. a resolution passed at a General Meeting of the membership of this Association. There must be twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;**
- b. a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice . All the Voting Members eligible to attend and vote at the General Meeting must agree;
or**
- c. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.**

2.1.13 Voting Member means a Member entitled to vote at the meetings of the Association.

2.2 Interpretation

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

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Corporation: words indicating persons also include corporations.

2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

Article 3 – Objects of the Association

3.1 The objects of the Association are detailed in the Articles of Incorporation.

Article 4 – Membership

4.1 Membership requirements:

4.1.1 - Parents or legal guardians of registered players (Parental Members)

- Be a parent or legal guardian of a pond hockey player currently registered and not terminated or suspended with the Association,
- Register as the parent or legal guardian of the pond hockey player with the registration of the child in Hinton Pond Hockey or by email request, and
- Provide a valid email address to receive communication from HPHA

4.1.2 - Non-parent or legal guardian of registered players (Non-Parental Members)

- Be approved by a majority of the current Board
- Provide a valid email address to receive communication from HPHA

4.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.1 and requesting membership by email to the general email address of HPHA or, in the case of registering a pond hockey player, by requesting membership by indicating this choice on the player registration form, if available. The individual will be entered as a Member under the appropriate category in the Register of Members.

4.3 Membership year

The membership year is from September 1 to August 31.

4.4 Membership fees

There are no membership fees.

4.5 Rights and Privileges of Members

Any Member not suspended as a Member as provided for under Article 4.6. is entitled to:

- a. receive notice of meetings of the Association;**
- b. attend any meeting of the Association;**
- c. speak at any general meeting of the Association;**
- d. vote at general meetings of the Association; and**
- e. exercise other rights and privileges given to Members in these bylaws.**

4.6 Suspension of Membership

4.6.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for any time frame determined by the board, but not exceeding the current membership year, for one or more of the following reasons:

- a. if the Member has failed to abide by the Bylaws;**
- b. if the Member has been disloyal to the Association;**
- c. if the Member has disrupted meetings or functions of the Association; or**
- d. if the Member has done or failed to do anything judged to be harmful to the Association.**

4.6.2 Notice to the Member

4.6.2.1 The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.

4.6.2.2 The notice will be sent by email to the last known email address of the Member shown in the records of the Association. The notice may also be delivered by an Officer of the Board.

4.6.2.3 The notice will state the reasons why suspension is being considered.

4.6.3 Decision of the Board

4.6.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.6.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

4.6.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.6.3.4 The decision of the Board is final.

4.7 Termination of Membership

4.7.1 Resignation

4.7.1.1 Any Member may resign from the Association by sending or delivering a written notice to the Secretary or President of the Association.

4.7.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.7.2 Death

The membership of a Member is ended upon his death.

4.7.3 Expulsion

4.7.3.1 The Association may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Association.

4.7.3.2 This decision is final.

4.7.3.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.7.4 Expiration

4.7.4.1 Members who are parents or legal guardians of players cease to be members of the Society at the end of the membership year unless the Member is a member of the Board. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.7.4.2 No notice needs to be given to members who are removed from the Register of Members for expiration.

4.8 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Association.

4.9 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Association at the date of ceasing to be a Member.

4.10 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Association.

Article 5 – Meetings of the Association

The Association can provide meeting notices, conduct meetings and hold votes using digital technology.

5.1 The Annual General Meeting

5.1.1 The Association holds its Annual General Meeting no later than October 15 of each calendar year, in Hinton, Alberta. The Board sets the place, date, time and manner of the meeting.

5.1.2 The Secretary, sends notice to each Member at least twenty one (21) days before the Annual General Meeting. This notice states the place, date and time and manner of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. considering the President's report;
- d. reviewing the audited financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor's report;
- e. electing the President;
- f. electing the Members of the Board;
- g. considering matters specified in the meeting notice;
- h. other specific motions that any members have given notice of before the meeting is called.

5.1.4 Quorum Attendance by 3 of the Members at the Annual General Meeting is a quorum.

5.2 Special Meeting of the Association

5.2.1 Calling of Special Meeting

A Special Meeting may be called at any time:

- a. by a resolution of the Board of Directors to that effect; or
- b. on the written request of at least three (3) Directors. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or
- c. on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.

5.2.2 Notice

The Secretary mails, emails or delivers a notice to each member at least twenty one (21) days before the Special Meeting. This notice states the place, date, time, manner and purpose of the Special Meeting.

5.2.3 Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

5.2.4 Procedure at the Special Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (refer to 5.3.5.1.)

5.3 Proceedings at the Annual or a Special Meeting

5.3.1 Attendance by the Public. General Meetings of the Association are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.3.2 Failure to Reach Quorum

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If canceled, the meeting is rescheduled at a time and place determined by the President. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.3 Presiding Officer

5.3.3.1 The President chairs every General Meeting of the Association.

5.3.3.2 If the President is not present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Members to chair.

5.3.4 Adjournment

5.3.4.1 The Presiding Officer may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

5.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.3.4.3 The Association must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

5.3.5 Voting

5.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. Other reasonable alternatives to a show of hands may be allowed by the President. A ballot is used if at least five (5) voting Members request it.

5.3.5.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.3.5.3 A Voting Member may not vote by proxy.

5.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.3.5.5 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

5.3.5.6 Five Voting Members may request a ballot vote. In such cases, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

5.3.5.7 Members may withdraw their request for a ballot.

5.3.5.8 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.3.6 Failure to Give Notice of meeting

No action taken at a General meeting is invalid due to:

- A. accidental omission to give any notice to any Member;
- B. any Member not receiving any notice; or
- C. any error in any notice that does not affect the meaning.

5.3.7 Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General meeting. It is not necessary to give notice or to call a General meeting. The date on the resolution is the date it is passed.

Article 6 – The Governance of the Association

6.1. The Board of Directors

6.1.1 Governance and Management of the Association

The Board governs and manages the affairs of the Association and is both the policy making body and the administrative body.

6.1.2 Powers and Duties of the Board

The Board has the powers of the Association, except as stated in the Societies Act.

The powers and duties of the Board include:

- a. Promoting the objects of the Association;
- b. Promoting membership in the Association;
- c. Maintaining and protecting the Association's assets and property;
- d. Approving an annual budget for the Association;
- e. Paying all expenses for operating and managing the Association;
- f. Paying persons for services and protecting persons from debts of the Association;
- g. Investing any extra monies;
- h. Financing the operations of the Association, and borrowing or raising monies;

- i. Making policies for managing and operating the Association;
- j. Approving all contracts for the Association;
- k. Maintaining all accounts and financial records of the Association;
- l. Appointing legal counsel as necessary;
- m. Making policies, rules and regulations for operating the Association and using its facilities and assets;
- n. Selling, disposing of, or mortgaging any or all of the property of the Association;
and
- o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Association.

6.1.3 Composition of the Board

6.1.3.1 The Board of Directors consists of the Officers of the company.

6.1.3.2 The Board may have up to two members who are not Officers.

6.1.6 Meetings of the Board

6.1.6.1 The Board holds meetings as needed, as determined by the President.

6.1.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

6.1.6.3 Ten (10) days' notice for Board meetings is emailed to each Board member. There may be five (5) days' notice by telephone or text message.

6.1.6.12 A Director may waive formal notice of a meeting.

6.1.6.4 A Board member may attend a Board meeting by telephone or virtually with the approval of the President. Directors who participate by telephone or virtually are considered present for the meeting.

6.1.6.4 A majority of the Directors present, not counting any vacant positions, at any Board meeting is a quorum.

6.1.6.5 If there is no quorum, the President adjourns the meeting to a time, place, and date selected by the President approximately one week after the original meeting date, or at a time agreed to by a majority of the Directors.

6.1.6.6 Each Director has one (1) vote.

6.1.6.7 The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

6.1.6.8 Meetings of the Board are open to Members of the Association, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

6.1.6.9 All Directors may agree to a resolution sent by email or electronic message. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

6.1.6.10 A meeting of the Board may be held by a conference call or virtual meeting. Directors who participate in this conference call or virtual meeting are considered present for the meeting.

6.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.2 Officers

6.2.1 The following Officers of the Association are elected at the Annual General Meeting.

1. President
2. Secretary
3. Treasurer
4. Registrar
5. On-Ice Coordinator

6.3 Duties of the Officers of the Association

6.3.1 The President:

- Supervises the affairs of the Board,
- When present, chairs all meetings of the Association and the Board
- Acts as the spokesperson for the Association;
- Carries out other duties assigned by the Board.

6.3.2 The Secretary:

- Attends all meetings of the Association and the Board
- Keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Makes sure all notices of various meetings are sent;
- If the Association has a Seal, keeps the Seal of the Association;
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

6.3.4 The Treasurer:

- Makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting;
- Arranges payment for all Hinton Pond Hockey expenditures including refunds; and
- Carries out other duties assigned by the Board.

6.3.5 The Registrar

- **Makes sure a record of names and addresses of all Members of the Association is kept;**
- **Makes sure an effective player & parent/legal guardian, Hinton Pond Hockey registration system is in place and manages and maintains that system;**
- **Maintains the Hockey Canada Registry for Hinton Pond Hockey players and on-ice supervisors;**
- **Liaises with the Canadian Tire Jumpstart program; and**
- **Carries out other duties assigned by the Board.**

6.3.6 The On-Ice Coordinator

- **Recruits, qualifies and manages the On-Ice Supervisors;**
- **Acts as a liaison between the Board and the On-Ice Supervisors;**
- **Cancels practice when necessary;**
- **Maintains the on-ice equipment and locker; and**
- **Carries out other duties assigned by the Board.**

6.1.4 Election of the Officers and Appointments to the Board

At each Annual General Meeting of the Board, Voting Members elect all Officers. The elected Officer automatically becomes a member of the Board.

6.2.3 The Board Members and Officers hold office, each serving a term starting on the September 1st immediately following the Annual General Meeting at which these Officers were elected and finishing the following August 31.

6.1.4.2 Voting members may re-elect any Officer.

6.1.4.3 There are no limits to the number of terms an Officer may serve.

6.1.5 Resignation, Death or Removal of a Director or Officer

6.1.5.1 A Director or Officer including the President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

6.1.5.2 Voting Members may remove any Director or Officer including the President, before the end of his term. There must be a majority vote at a Special Meeting called for this purpose.

6.1.5.3 If there is a vacancy on the Board or an Officer vacancy, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the

term. Alternatively, the remaining Directors may appoint an existing director to fill that vacancy in addition to his or her original position.

Article 7 – Finance and Other Management Matters

7.1 The Registered Office

The Registered Office of the Association is located in Hinton, Alberta. Any change in the registered address may be established by resolution of the Board, as long as this change is communicated to Corporate Registry.

7.2. Finance and Auditing

7.2.1 The fiscal year end of the Association ends on May 31 of each year.

7.2.2 There must be an audit of the books, accounts and records of the Association at least once each year. A qualified accountant may do this audit. The audit may be conducted by any two agreed upon members of the Association, neither of whom holds the position of Treasurer. At each Annual General Meeting of the Association, the treasurer submits the auditors statement of the books for the previous year.

7.3 Seal of the Association

7.3.1 The Board may adopt a seal as the Seal of the Association.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Association can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques and Contracts of the Association

7.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques. The persons signing the cheques must be unrelated either by marriage or blood.

7.4.2 All contracts of the Association must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.5 The Keeping and Inspection of the Books and Records of the Association.

7.5.3 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statute or laws.

7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

7.5.2 The Secretary keeps the original Minute Books of the Association. This record contains minutes from all meetings of the Association and the Board.

7.5.4 A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Secretary of the Association of his intention to do so.

7.5.5 Such inspection will take place only at a location and time agreed to by the President or the Secretary of the Association.

7.5.6 Other records of the Association are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

7.6 Borrowing Powers

7.6.1 The Association may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

7.6.2 The Association may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Association.

7.7. Payments

7.7.1 No Member, Director or Officer of the Association receives any payment for his services as a Member, Director or Officer.

7.7.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

7.8 Protection and Indemnity of Directors and Officers

7.8.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Director or Officer for acts of fraud , dishonesty, or bad faith.

7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.

7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 8 – Amending the Bylaws

8.1 These Bylaws may be canceled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Association.

8.2 The twenty-one (21) days' notice of the Annual General or Special Meeting of the Association must include details of the proposed resolution to change the Bylaws.

8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

Article 9 – Distributing Assets and Dissolving the Association

9.1. The Association does not pay any dividends or distribute its property among its Members.

9.2. If the Association is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that has objects similar to those of the Hinton Pond Hockey Association

9.3. Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Association.

DATED at the Town of Hinton, in the Province of Alberta, this 17 day of AUGUST, 20 22
(Signatures of five (5) incorporators plus witnesses are needed)

Incorporator

Ferenc Scobie

Printed Name



Signature

145 Reimer Drive, Hinton, AB, T7V 1K1

Street/Postal Address

Witness

Patricia Scobie

Printed Name



Signature

145 Reimer Drive, Hinton, AB, T7V 1K1

Street/Postal Address

Incorporator

Dave Boychuk

Printed Name



Signature

Box 83, Brule, AB, T0E 0C0

Street/Postal Address

Witness

Patricia Scobie

Printed Name



Signature

145 Reimer Drive, Hinton, AB, T7V 1K1

Street/Postal Address

Incorporator

Gina Boychuk

Printed Name



Signature

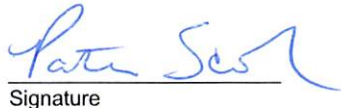
Box 83, Brule, AB, T0E 0C0

Street/Postal Address

Witness

Patricia Scobie

Printed Name



Signature

145 Reimer Drive, Hinton, AB, T7V 1K1

Street/Postal Address

Incorporator

Matt D'Angelo

Printed Name



Signature

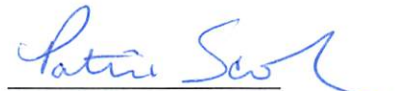
126 Muldoon Cres., Hinton, AB, T7V 0A1

Street/Postal Address

Witness

Patricia Scobie

Printed Name



Signature

145 Reimer Drive, Hinton, AB, T7V 1K1

Street/Postal Address

Incorporator

Kim D'Angelo

Printed Name



Signature

126 Muldoon Cres., Hinton, AB, T7V 0A1

Street/Postal Address

Witness

Patricia Scobie

Printed Name



Signature

145 Reimer Drive, Hinton, AB, T7V 1K1

Street/Postal Address