

**PROVINCE OF BRITISH COLUMBIA**

**SOCIETY ACT**

**BY-LAWS OF**

**THE NANAIMO OLDTIMERS HOCKEY LEAGUE  
REVISED May 16, 2010**

**Part 1. - Interpretation**

1. (1) In these by-laws, unless the context otherwise requires,
  - (a) "directors" means the directors of the Society for the time being;
  - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) "registered address" of a member means his address as recorded in the register of members;
  - (d) "Society" means The Nanaimo Oldtimers Hockey League.
- (2) The definitions in the Society Act on the date these by-laws become effective apply to these by-laws;
2. Words importing the singular include the plural and vice versa and words importing a male person include a female person and a corporation.

**Part 2. - Membership**

3. The members of the Society shall be the members listed in the records of the unincorporated association known as The Nanaimo Oldtimers Hockey League who have consented to membership, and other persons who subsequently become members, in accordance with these by-laws and, in either case, have not ceased to be members.
4. A person, not being a member of the Society, being the full age of majority, may apply to the directors for membership in the Society and on acceptance by the directors shall be a member. It shall be a condition of membership that all members be registered with the Canadian Amateur Recreational Hockey Association ("CARHA")
5. Every member shall uphold the constitution and comply with these by-laws.
6. The amount of the annual membership dues for any year shall be determined by the directors.
7. A person shall cease to be a member of the Society:

- (a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
- (b) on his death or in the case of a corporation on dissolution, or
- (c) on being expelled, or
- (d) on having been a member not in good standing for 3 consecutive months,
- (e) on having failed to be registered with CARHA for 3 consecutive months.

8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

A player shall remain ineligible if he owes any member team unpaid dues and must satisfy the debt before he can play.

### Part 3. - Meetings of Members

10. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.

11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12. The directors may, whenever they think fit, convene an extraordinary general meeting.

13. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

14. An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4. - Proceedings at General Meetings

15. Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business that is transacted at an annual general meeting, except,
  - (i) the adoption of rules of order,
  - (ii) the consideration of the financial statements,
  - (iii) the report of the directors,
  - (iv) the report of the auditor, if any,
  - (v) the election of directors,
  - (vi) the appointment of the auditor, if required, and
  - (vii) such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

16. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is the greater of 10% of the members or 3 members present or such greater number as the members may determine at a general meeting.

17. 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, shall be terminated; but in any other case, it shall 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 for the meeting, the members present constitute a quorum.

18. Subject to By-law 19, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.

19. If at a general meeting

- (a) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the president and all the other directors present are unwilling to act as chairman,

the members present shall choose one of their number to be chairman.

20. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

21. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

(2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

22. (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands or by ballot.

(3) Voting by proxy is not permitted.

23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be regarded as a member for all purposes with respect to a meeting of the Society.

#### Part 5. - Directors

24. (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of

- (a) all laws affecting the Society,
  - (b) these by-laws, and
  - (c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
- (2) No rule, made by the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- (3) that the directors of the society approve the terms and conditions of the contract of the league administrator at a general meeting.

25. Each team (herein referred to as a “team”) operating an active franchise in the hockey league operated by the Society shall be entitled to nominate one (1) director (a “team director”) who shall serve on the board. Each team shall submit the name of its team director to the secretary of the Society at least ten days prior to the date of an annual general meeting. Each team shall be responsible for determining its own procedure for electing its team director. In addition to team directors, there shall be four additional directors who will be elected from the membership at large at each annual general meeting.

26. (1) Each director shall serve for a term commencing on the date of the annual general meeting at which such director was elected and ending on the date of the annual general meeting held in the year following the annual general meeting at which such director was elected.

(2) Separate elections shall be held for each at large position referred to in Section 25 of these by-laws

(3) An election may be by acclamation, otherwise it shall be by ballot.

(4) If no successor is elected the person previously elected or appointed continues to hold office.

27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

28. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

(2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

29. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

#### Part 6. - Proceedings of Directors

31. (1) The directors may meet together at such places as they think fit for the despatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.

(3) The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

32. (1) The directors may delegate any, but not all, of their powers to committees including, without limitation, to the Executive.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

33. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

34. The members of a committee may meet and adjourn as they think proper.

35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the

directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.

36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, facsimile, telegram, telex, or cable, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

- (a) no notice of meetings of directors shall be sent to that director, and
- (b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

37. (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.

- (2) In case of an equality of votes the chairman has a second or casting vote.

38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at meeting of directors.

#### Part 7. - Executive

40. (1) The Society shall be administered by an Executive which shall be comprised of the following offices:

- (a) President
- (b) Secretary
- (c) Treasurer
- (d) Vice-President Rec Division
- (e) Vice-president 35+ division
- (f) Vice-president 45+ division

(g) Vice-president 55+ division

(h) Immediate Past President

(2) The directors shall elect the Executive of the Society annually at a meeting of the directors to be held immediately following the conclusion of each annual general meeting of the Society.

41. (1) The president shall preside at all meetings of the Society and of the directors.

(2) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

42. The secretary shall carry out the duties of the president during his absence.

43. The secretary shall

- (a) conduct the correspondence of the Society,
- (b) issue notices of meetings of the Society and directors,
- (c) keep minutes of all meetings of the Society and directors,
- (d) ensure the property keeping and maintenance of all records and documents of the Society except those required to be kept and maintained by the treasurer,
- (e) have custody of the common seal of the Society, and
- (f) maintain the register of members.

44. The treasurer shall

- (a) oversee the receipt and disbursement of all monies on behalf of the Society,
- (b) ensure that such financial records, including books of account, as are necessary to comply with the Society Act are kept, and
- (c) render financial statements to the directors, members and others when required.

45. The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

46. In the absence of the secretary from a meeting, the chairman shall appoint another person to act as secretary at the meeting.

47. The Immediate Past President shall be a non-voting member of the Executive and need not be a director.

48. The Vice President elected in respect of each a age division shall be responsible for ensuring all aspects of the operations of their respective divisions.

#### Part 8. - Seal

49. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

50. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

#### Part 9. - Borrowing

51. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures and other debt security instruments.

52. No debenture or other debt security instrument shall be issued without the sanction of a special resolution.

53. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

#### Part 10. - Auditor

54. This Part applies only where the Society is required or has resolved to have an auditor.

55. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

56. At each annual general meeting, the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

57. An auditor may be removed by ordinary resolution.

58. An auditor shall be informed forthwith in writing of appointment or removal.

59. No director and no employee of the Society shall be auditor.

60. The auditor may attend general meetings.

Part 11. - Notices to Members and Directors

61. Any notice or other communication required to be given to a member or director pursuant to these by-laws may be given:

- (a) by prepaid, first-class mail addressed to the address of the member or director as shown in the records of the Society. In such case, the notice or other communication will be deemed to have been received two (2) days after mailing;
- (b) by personal delivery to the address of the member or director as shown in the records of the Society. In such case, the notice or other communication will be deemed to have been received on the date of delivery
- (c) by facsimile to the facsimile number of the member or director as shown in the records of the Society. In such case, the notice or other communication shall be deemed to have been received on the date of the transmission of the notice or other communication by facsimile; or
- (d) by electronic mail (“email”) to the email address of the member or director as shown in the records of the Society. In such case, the notice or other communication shall be deemed to have been received on the date of transmission.

62. (1) Notice of a general meeting shall be given to

- (a) every member shown on the register of members on the day notice is given, and
- (b) the auditor, if Part 10 applies.

(2) No other person is entitled to receive a notice of general meeting.

Part 12. - By-laws

63. On being admitted to membership, a member is entitled to and the Society shall give him, without charge, a copy of the constitution and by-laws of the Society.

64. These by-laws shall not be altered or added to except by special resolution.

Part 13. – Rules and Regulations

65. The directors may make rules and regulations from time to time governing the conduct of members, the operation of the business and affairs of the Society. It shall be a condition of membership in the Society that all members agree to be bound by, observe and be subject to all such rules and regulations, as instituted and amended from time to time by the directors. Each member shall be provided with a copy of all rules and regulations instituted by the directors as soon as reasonably practicable.