

# HAWKS ATHLETIC CLUB

## BYLAWS

### 1.0 DEFINITIONS AND INTERPRETATION

#### 1.1 Definitions

For the purposes of these Bylaws the following terms have the meanings below assigned to them:

- a. "Act" - means the *Societies Act of Alberta*, R.S.A. 1980, c. S-18 as amended from time to time;
- b. "Annual General Meeting" - means the Annual General Meeting of the Members;
- c. "Board" - means the Board of Directors of the Association, as defined in Section 6.2.1;
- d. "Board Members" - means members of the Board of Directors of the Association;
- e. "Association" - means the Hawks Athletic Club or HAC;
- f. "Board of Directors" - the elected Executive, and the appointed Board Members;
- g. "Bylaws" - means the Bylaws of the Association, as amended from time to time;
- h. "EFHC" - means the Edmonton Federation Hockey Council;
- i. "HE" - means Hockey Edmonton;
- j. "Executive" - means collectively the President, Vice-President – Hockey Operations, Vice- President – Evaluations, Tiering and Development, Vice- President – Organization and Communication, and Vice- President - Finance.
- k. "Executive Director" – the senior staff person hired by HAC to oversee daily operations of the club as well as leading the volunteers in carrying out the objectives of the Board and Executive.
- l. "Member" - means an individual granted membership by the Association in accordance with the provisions of Section 3.1;
- m. "Members" - means collectively all of the members of the Association as defined in Section 3.1;
- n. "Membership Fee" - means the annual membership fee payable by the Members, and will be the registration fee for each individual hockey player registered with the Association, to be established by the Executive prior to the commencement of each hockey season;
- o. "NWZHA" - means the North West Zone Hockey Association;
- p. "Ordinary Resolution" - means a resolution passed by a simple majority (more than 50%) of the total valid votes cast by the parties being entitled to vote on the question;

- q. "Special General Meeting" - means a general meeting of the Members other than the Annual General Meeting;
- r. "Special Resolution" - means a special resolution as that term is defined in the Act;
- s. "HAC" - means the Hawks Athletic Club;
- t. "HAC Boundary" - means the northwest geographic area within the City of Edmonton, Alberta, as outlined by Hockey Edmonton and the Northwest Zone Hockey Association.

## **1.2 Number, Gender**

In these Bylaws, words importing the singular number or the masculine gender will include the plural number or the feminine gender, as the case may be, and vice versa.

## **2.0 ORGANIZATION**

### **2.1 Organization**

This Association is the governing body for all EFHC minor hockey in the HAC Boundary. Edmonton Federation of Community League members offering hockey programs at the EFHC level within the HAC Boundary will be subject to these Bylaws and the policies and procedures of the Association and must be in good standing with Hockey Edmonton.

### **2.2 Governing Bodies**

The Association is subject to the bylaws, rules and regulations of the NWZHA, EFHC, HE, Hockey Alberta and Hockey Canada.

## **3.0 MEMBERSHIP**

### **3.1 Members**

Subject to these Bylaws, the Executive will admit as a Member of the Association:

- a. Any parent or legal guardian, eighteen (18) years of age or older, of a player registered with the HAC for whom the membership fee has been paid;
- b. Any coach, assistant coach or manager that is officially registered with HAC;
- c. Any person holding a position on the Executive Committee of the HAC or in a ratified position of the HAC;
- d. Any volunteer who has previously been a Member of the HAC under Article 3.1(a) or 3.1(b) and who is approved by the Executive Committee to be a Member;
- e. Any registered player.

### **3.2 Withdrawal of Members**

Any Member wishing to withdraw from the Association may do so upon written notice to the office of the Association. The effective date of withdrawal will be the date on which the office receives the Notice of Withdrawal.

### **3.3 Removal of Members**

- a. Any Member of the Association who does not conduct him or herself in accordance with the rules and regulations of the Alberta Amateur Hockey Association (Hockey Alberta), Hockey Canada or either the Bylaws or policies and procedures of this Association can, upon Special Resolution of the Executive taken at a duly convened Executive meeting, be expelled as a Member of the Association for the remainder of the then present hockey year or such longer period of time as the Executive may decide, up to and including permanent expulsion.
- b. Any Member who in respect of any dispute or issue with the Association, seeks recourse to any other sport governing body, commission or the Courts of any jurisdiction prior to exhausting all of the Members rights and remedies pursuant to the Bylaws and policies and procedures of the Association, and thereafter all of the Members rights and remedies through Hockey Edmonton, Hockey Alberta and Hockey Canada, will be deemed to be in violation and be deemed to be in breach of the Bylaws and policies and procedures of the Association and will be immediately suspended until further notice from the Executive as a Member of the Association.
- c. A Member suspended pursuant to Article 3.3(b) will, as a pre-condition of consideration by the Association for reinstatement of Membership in the Association, reimburse the Association for all expenses incurred by the Association and/or its officers, and any other organization in which the Association is a member, to address and deal with any such actions taken in contravention of Article 3.3(b).
- d. The Executive claims the right, as the rental contract carrier for all facility usage by the Association, to prohibit and expel any Member who is suspended pursuant to the provisions of the Bylaws and policies and procedures of the Association from any or all facilities where the Association functions, including but not restricted to facilities where meetings, games and practices are taking place for the benefit of the Association.

## **4.0 RIGHT OF MEMBERSHIP**

### **4.1 Notice of and Attendance at Meetings**

Members in good standing will be provided notice of each meeting of the Members in the form as provided in these Bylaws and will be entitled to attend meetings of the Members.

## **4.2 Voting at Meetings**

- a. In the case of membership as specified in Article 3.1(a), voting rights are restricted to persons eighteen years of age or older and will be one vote per family.
- b. Voting rights for the Members identified in Articles 3.1(b) and/or 3.1(c), but who are not Members as specified in Article 3.1(a), will be one vote per member.
- c. Members as identified in Articles 3.1(d) and 3.1(e) do not have the right to vote.
- d. No person attending any meeting will be entitled to more than one vote on each motion.
- e. No Member will be allowed to vote by proxy.

## **4.3 Voting**

At any meeting of the Members, every question will be decided by an Ordinary Resolution, unless the Act or these Bylaws otherwise provide. Such voting will be carried out in the following manner:

- a. if, before a vote is taken, no demand for a secret ballot is made by a voting delegate, every question will be decided by a show of hands; or,
- b. if, before a vote is taken, a Member demands a secret ballot, and such demand is not withdrawn prior to the casting of the vote, the question will be decided by secret ballot.

## **4.4 Voting by Secret Ballot**

Voting by secret ballot will be conducted in such manner as the chair of the Meeting of the Members will direct and the results of such vote by secret ballot will be deemed the decision of the Members in the meeting upon the matter in question. Prior to the conducting of the secret ballot, the demand for a vote by secret ballot on a particular question may be withdrawn by the Member who first demanded such vote by secret ballot.

## **4.5 Inspection of Books and Records**

Each member in good standing will be entitled to inspect the books and records of the Association during normal business hours at the offices of the Association or such other locations at which the books and records of the Association may be kept.

## **5.0 MEETINGS OF MEMBERS**

### **5.1 Presiding Officer**

The President chairs every General Meeting of the Association and every Special General Meeting of the Association. A Vice-President will chair in the absence of the President.

## **5.2 Annual General Meeting**

The Annual General Meeting of the Members will be held no later than 15 months after the previous Annual General Meeting of the Association at such time, place and date as the Executive may determine after consultation with the Board.

## **5.3 Notice of Annual General Meeting**

Notice of the Annual General Meeting will be deemed to be effectively given to the Members through the placement of a Notice of the Annual General Meeting by the Association on the Association website for a period of forty-five (45) days prior to the meeting date of the Annual General Meeting. Notice of the Annual General Meeting will set out the time, place, date and agenda for such Annual General Meeting.

## **5.4 Business to be transacted at an Annual General Meeting**

At every Annual General Meeting, in addition to other business that may properly be transacted, the following business will be included in the agenda for such meeting:

- a. Presentation and approval of minutes for the previous Annual General Meeting;
- b. Business arising from the Minutes of the previous Annual General Meeting;
- c. Presentation of the financial statements of the Association;
- d. Appointment or waiver of the appointment of the auditor, and authority for the Executive to determine the auditor's remuneration;
- e. Presentation of the reports of the Executive and Board of Directors; and
- f. Election of the Executive with respect to offices the terms of which have expired or for vacancies in offices as may have arisen since the previous Annual General Meeting.

## **5.5 Special General Meeting**

A Special General Meeting of the Members will be convened by the Association either upon the direction of the Executive or upon the written requisition therefore signed by twenty percent (20%) of the Members of the Association who are in good standing, which requisition must contain sufficient information to permit the Members to form a reasoned judgment on the matters to be considered. Within fifteen (15) days of direction by the Executive or receipt of the requisition of the Members, the Association must place notice on the Association website of a Special General Meeting to be held no earlier than twenty one (21) days and no later than forty five (45) days following the

giving of such notice.

## **5.6 Notice of Special General Meeting**

A notice of any Special General Meeting will advise of the time, place and date of such meeting as determined by the Executive. Notice of any meeting where special business will be transacted will contain the agenda of such meeting along with sufficient information to permit the Members to form a reasoned judgment on the matters considered. Notice will be deemed to be effectively given to the Members through the placement of a Notice of the Special General Meeting on the Association website for a period of twenty one (21) days prior to the meeting date of the Special General Meeting.

## **5.7 Quorum**

A quorum for the transaction of business of any meeting of Members will consist of twelve (12) Members who are present in person at the meeting of the Members and are eligible to cast a vote.

## **5.8 Record of Meetings of Members**

Minutes of the meetings of the Members will be recorded, and minutes thereof will be presented to the next Annual General Meeting or Special General Meeting, as may be appropriate. Upon approval of the minutes at such General Meeting, such minutes will be placed in the formal records of the Association. All minutes of the meetings of the Members will be circulated to the Executive forthwith after approval of the minutes by the Members. Approved minutes may be circulated to such other person as the Executive may, by resolution, direct.

## **5.9 Rules of Procedure**

Meetings of the Members will follow Robert's Rules of Order, unless stated otherwise in these bylaws.

## **6.0 THE GOVERNANCE OF THE ASSOCIATION**

### **6.1 EXECUTIVE OF THE ASSOCIATION**

#### **6.1.1 Composition**

The Executive will consist of five (5) members, comprised of the following:

- a. President,
- b. Vice-President - Hockey Operations,

- c. Vice-President – Evaluations, Tiering and Development,
- d. Vice-President – Organization and Communication, and
- e. Vice-President – Finance.

#### **6.1.2 Ex-Officio Executive**

Each former President, from the date of expiration or termination of their most recent term in office until the following Annual General Meeting, will be an ex-officio Executive and will be entitled to notice of and to attend all Executive and Board Meetings.

#### **6.1.3 Eligibility as an Executive Member**

In order to qualify to become or to act as a member of the Executive, a person must:

- a. be a citizen or permanent resident of Canada;
- b. not be less than eighteen (18) years of age;
- c. not be an undischarged bankrupt;
- d. have the capacity under law to contract;
- e. have obtained an approved police check; and,
- f. be a Member in good standing.

#### **6.1.4 Eligibility as the President**

In order to qualify to become or to act as the President, a person must, in addition to the condition set out in Article 6.1.3, have previously served as a member of the Board of Directors for one consecutive year immediately preceding the year in which they are nominated for or appointed to the position of President of the Association. In the event that no current member of the Board is willing to accept a nomination for President, the Executive will nominate a Member of the Association.

#### **6.1.5 Executive Term**

Subject to Articles 6.1.13, 6.1.14 and 6.1.15, each member of the Executive will be elected for a term of (2) years, provided however that no person will hold the same Executive position for more than four (4) consecutive years. A person may not be elected to the Executive for more than three (3) consecutive full terms and will not be eligible to stand for election or appointment to the Executive for a period of two (2) consecutive years immediately following the completion of having served 6 consecutive years on the Executive.

#### **6.1.6 Nominations of Executive**

- a. The Executive will be entitled to nominate candidates for Executive offices of the terms of which have expired, or for vacancies in Executive offices as may have

arisen since the last Annual General Meeting, and will circulate such nominations to the Members at least twenty-one (21) days prior to the date of the Annual General Meeting.

- b. Any Member may nominate one (1) or more candidates for Executive office provided that such Member provides notice to the Executive advising of the names of such candidates not less than thirty (30) days prior to the date of the Annual General Meeting. The Executive will circulate such nominations to the Members at least twenty-one (21) days prior to the date of the Annual General Meeting.
- c. Nominations for Executive positions must include a brief biographical sketch of the candidate and the written consent of the candidate to let their name stand.
- d. Nominations from the floor at an Annual General Meeting or any other meeting held for such purposes will not be allowed for the election of Executive officers.

#### **6.1.7 Remuneration and Expenses**

Executive, board members and committee members will not receive any remuneration for their services, but will be reimbursed for reasonable expenses incurred in connection with their attendance at Executive meetings or otherwise incurred in connection with their services as Executive officers, board members or as committee members of the Association.

#### **6.1.8 Duties of the President**

The President will chair all meetings of the Members, all Executive meetings and all Directors meetings. The President will be an ex-officio member of all committees appointed or established by the Executive. The President may, in case of emergency, exercise the powers of the Executive without the approval of the Executive, provided, however, that such actions taken in an emergency situation must be ratified by the Executive at the next ensuing Executive meeting, failing which such actions and directions will be automatically rescinded. The President, or his designate, will attend all meetings to which the Association is entitled to have a representative present. Without restricting the generality of the foregoing the President will take all actions as directed from time to time by the Executive or as further outlined in the rules and regulations and policies and procedures of the Association as published and amended from time to time by the Association.

#### **6.1.9 Duties of the Vice-President - Hockey Operations**

The Vice-President - Hockey Operations will be responsible for, but may delegate to an employee or volunteer of the Association, all aspects of hockey operations within the Association as directed from time to time by the Executive or as further outlined in the policies and procedures of the Association as published and amended from time to time by the Association. The Vice-President – Hockey Operations will assume the duties of



the President in the absence of the President, or as requested by the President.

#### **6.1.10 Duties of the Vice-President – Evaluations, Tiering and Development**

The Vice-President – Evaluations, Tiering and Hockey Development will be responsible for, but may delegate to an employee or volunteer of the Association, all aspects of player evaluation, tiering and hockey development within the Association as directed from time to time by the Executive or as further outlined in the policies and procedures of the Association as published and amended from time to time by the Association. The Vice-President – Evaluations, Tiering and Development will assume the duties of President in the absence of the President or Vice-President – Hockey Operations, or as requested by the President.

#### **6.1.11 Duties of the Vice-President – Organization and Communication**

The Vice-President – Organization and Communication will be responsible for, but may delegate to an employee or volunteer of the Association, all aspects of organization, policy, and communication of the Association as directed from time to time by the Executive or as further outlined in the policies and procedures of the Association as published and amended from time to time by the Association. The Vice-President – Organization and Communication will assume the duties of President in the absence of the President or Vice-President – Hockey Operations, or as requested by the President.

#### **6.1.12 Duties of the Vice-President – Finance**

The Vice-President – Finance will be responsible for, but may delegate to an employee or volunteer of the Association:

- a. the maintenance and keeping of such financial records, including books of account, as are necessary to comply with the Act;
- b. the preparation and provision of the financial statements of the Association to the Executive, Directors, Members and others when required; and,
- c. other duties and responsibilities as directed from time to time by the Executive or as further outlined in the policies and procedures of the Association as published and amended from time to time by the Association.
- d. the duties of President in the absence of the President or Vice-President – Hockey Operations, or as requested by the President.

#### **6.1.13 Vacancy of Executive Officer Positions**

In the event of any vacancy occurring among the Executive during the term of that office, the Executive may appoint an acting Executive officer until the next Annual General Meeting, at which time an Executive officer will be elected to serve the balance of the term of that office.

#### **6.1.14 Automatic Vacation of Office**

The office of an Executive will be automatically vacated:

- a. if the Executive officer has resigned their office by delivering a written resignation to the office of the Association;
- b. if the Executive officer is found by a court to be of unsound mind or otherwise loses their capacity under law to contract;
- c. if the Executive officer becomes bankrupt or suspends payment or compounds with their creditors; or
- d. on the death of the Executive officer.

#### **6.1.15 Removal of Executive Officer**

The office of an Executive will be automatically vacated if a resolution for that purpose is passed by 75% of the Executive officers present and entitled to vote at an Executive meeting called for that purpose or the Members pass a Special Resolution at a Special General Meeting called for that purpose that such Executive officer be removed from office.

### **6.2 BOARD OF DIRECTORS**

#### **6.2.1 Composition**

The Members of the Board of Directors will be appointed by the Executive, and will consist of:

- a. The members of the Executive;
- b. The category directors and/or coordinators for each age division of hockey managed by the Association, which positions will be appointed by the Executive; and
- c. Other Members, as determined by the executive.

#### **6.2.2 Eligibility as a Board Member**

In order to qualify to become or to act as a member of the Board, a person must:

- a. be a citizen or permanent resident of Canada;
- b. not be less than eighteen (18) years of age;
- c. not be an undischarged bankrupt;
- d. have the capacity under law to contract;
- e. have obtained an approved police check; and
- f. be a Member in good standing.

### **6.2.3 Term of Directors Office**

The term of office of a Director of the Association shall be no more than one (1) year, and the term will expire at the next Annual General Meeting.

### **6.2.4 Remuneration and Expenses**

Directors will not receive any remuneration for their services, but will be reimbursed for reasonable expenses incurred in connection with their attendance at Board of Directors meetings or otherwise incurred in connection with their services as Directors of the Association.

### **6.2.5 Automatic Vacation of Office**

The office of a Director will be automatically vacated:

- a. if the Director has resigned their office by delivering a written resignation to the office of the Association;
- b. if the Director is found by a court to be of unsound mind or otherwise loses their capacity under law to contract;
- c. if the Director becomes bankrupt or suspends payment or compounds with their creditors; or
- d. on the death of the Director.

### **6.2.6 Removal of Director**

The office of a Director will be automatically vacated if a resolution for the removal of such Director is passed by 75% of the Executive officers present and entitled to vote at an Executive Meeting held for such purposes or by the Members at a Special General Meeting called for that purpose of the removal of such Director from office.

## **6.3 THE EXECUTIVE DIRECTOR**

**6.3.1** The Board may hire an Executive Director to carry out assigned duties. The hiring or termination will be upon a two-thirds majority vote of the Executive.

**6.3.2** The Executive Director reports to and is responsible to the Executive, and acts as an advisor to the Executive, Board and to all Board Committees. The Executive Director does not vote at any meeting.

**6.3.3** The Executive Director acts as the administrative officer of the board in:

- a. Attending and taking minutes at board, and other meetings, as required;

- b. Hiring, supervising, evaluating and releasing all other paid staff;
- c. Interpreting and applying the Board's policies;
- d. Keeping the Board informed about the affairs of the Association;
- e. Maintaining, in collaboration with the VP Finance, the Association's books;
- f. Preparing budgets, in collaboration with the VP Finance, for Board approval;
- g. Planning programs and services based on the Board's priorities; and
- h. Carrying out other duties assigned by the Board.

## **7.0 POWERS OF THE EXECUTIVE AND THE BOARD OF DIRECTORS**

### **7.1 Executive of the Association**

The Executive of the Association will administer the affairs of the Association in all things and make or cause to be made for the Association and in its name, any kind of contract which the Association may lawfully enter into and do all such other acts and things as the Association is, by its letters patent or otherwise, authorized to exercise and do. Without restricting the generality of the foregoing, the Executive may employ such employees as are necessary to administer the business of the Association.

### **7.2 Powers of the Executive**

Without in any way detracting from the foregoing, and in addition to any other powers which they possess under these Bylaws or otherwise, the Executive is expressly empowered, from time to time:

- a. To take such steps as it may deem requisite to enable the Association to acquire, accept, solicit or receive donations and benefits of any kind for the purpose of furthering the objects and purposes of the Association;
- b. to make expenditures for the purpose of furthering the objects of the Association, subject to any limitations or directions placed upon it by the Members at a meeting of the Members;
- c. to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the furtherance of any or all of the purposes and objects of the Association in accordance with such terms and conditions as may be agreed with such a trust company;
- d. to appoint at its' discretion such a committee or committees to be designated by such name or names as it may decide and to change the membership of such committees from time to time as it may decide. The members of such committees need not be members of the Executive or Board of Directors;
- e. to authorize expenditures on behalf of the Association and to delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees of the Association;
- f. to appoint a representative to any governing bodies for which the Association is

- entitled to have a representative present, which representative may or may not be a current member of the Executive or Board of Directors;
- g. to vote on the admission of Members, as defined in Article 3.1(d), to the Association; and
  - h. for the purpose of carrying out its objectives, borrow or raise or secure payment of money in any manner it thinks fit, and in particular issue debentures, provided however that the issuance of debentures will be subject to the prior approval of the Members by way of a Special Resolution.

### **7.3 Policies and Procedures**

The Executive may prescribe policies and procedures not inconsistent with these Bylaws relating to the management and operation of the Association.

### **7.4 Suspension and Expulsion from the Association**

The Executive, upon its own initiative, or upon the substantiated charge of any Member or Members in good standing, may suspend or expel any Director or Executive officer as a disciplinary measure for conduct detrimental to the best interests of the Association, by a resolution to that effect passed by 75% of the Executive officers present and entitled to vote at any Executive meeting called for that purpose.

### **7.5 Powers of the Board of Directors**

The Board of Directors will:

- a. Where directed by the Executive or the Members by way of resolution, discuss and give advice and direction to the Executive on matters of concern and interest to the Executive and the Members with respect to the administration and delivery of the sport of minor hockey within the HAC boundaries by the Association and all organizations to which the Association is a member;
- b. Present to the Executive when and as required advice and directions with respect to matters of concern and interest to the Members regarding the administration and delivery of the sport of minor hockey within the HAC boundaries by the Association and all organizations to which the Association is a member; and
- c. To disseminate and communicate to the constituents of the individual Directors the information, decisions and directions of the Association as determined by the Executive and communicated to the Directors.

## **8.0 MEETINGS OF THE BOARD OF DIRECTORS AND OF THE EXECUTIVE**

### **8.1 Presiding Officer**

The President chairs every Meeting of the Board of Directors and every Meeting of the Executive. A Vice-President will chair in the absence of the President.

## **8.2 Notice**

- a. The Board of Directors will meet not less than eight (8) times per year at a place to be determined by the President provided that notice in writing of not less than five (5) days prior to the date for such Board meeting has been sent to the Board Members. Notice may be waived by the unanimous consent of the Board Members. A special meeting of the Board will be called upon the written requisition therefore signed by any of six (6) Board Members which requisition must contain sufficient information to permit the Board to form a reasoned judgment on the matters to be considered.
- b. The Executive will meet at a place to be determined by the President provided that notice in writing of not less than five (5) days prior to the date for such Executive meeting has been sent to the Executive officers. Notice may be waived by the unanimous consent of the Executive officers. A special meeting of the Executive will be called upon the written requisition therefore signed by any of three (3) Executive officers which requisition must contain sufficient information to permit the Executive to form a reasoned judgment on the matters to be considered.

## **8.3 Meetings by Telephone Conference**

Meetings may be conducted by telephone conference call, conducted by the President or an Executive officer designated by him.

## **8.4 Resolutions Without Meetings**

Resolutions of the Board and/or Executive may be passed in writing, without meeting, upon the unanimous consent of the Board (or Executive) members, which consent may be endorsed upon the resolution in writing by counterpart. For the purpose of circulation of such resolutions, the resolutions may be delivered for endorsement by fax or e-mail, and receipt by the office of the Association of a faxed or e-mail transmission of the resolution and the signature of the Board (or Executive) Member will constitute proof of the consent to the resolution of each such Board (or Executive) Member.

## **8.5 Quorum**

- a. Quorum for Board of Directors Meetings will be a number equal to a majority of Board Members entitled to vote at such Board Meetings.
- b. Quorum for Executive Meetings will be three (3) Executive officers entitled to vote at such Executive Meeting.

## **8.6 Voting**

- a. Each Board Member, except for ex-officio Executive officers who will be non-voting, is entitled to one (1) vote and, except where a resolution of 75% of the Board present and entitled to vote at a Board meeting is required by these Bylaws, all proceedings of the Board will be determined by an Ordinary Resolution of the Board Members entitled to vote at such Board Meeting. In the event of a tie, the President does not have a casting vote and the resolution will be defeated.
- b. Each member of the Executive, except for ex-officio Executive officers, who will be non-voting, is entitled to one (1) vote and, except where a resolution of 75% of the Executive officers present and entitled to vote at an Executive meeting is required by these Bylaws, all proceedings of the Executive will be determined by an Ordinary Resolution of the officers of the Executive entitled to vote at such Executive meeting. In the event of a tie, the President does not have a casting vote and the resolution will be defeated.

## **8.7 Record of Board of Directors' and Executive Minutes**

Meetings will be recorded, and minutes thereof will be presented for approval at the next Meeting. If *in camera* business is conducted at any meeting in accordance with the provisions of Article 8.8 hereof, that fact, together with a description of the general nature of such business, will be recorded in the minutes. Upon approval of the said minutes, such minutes will be made available to the Board members in the case of Board meetings, or to the Executive members in the case of Executive meetings, each of whom will receive a copy of the minutes.

## **8.8 In Camera Business**

The Board and/or Executive, upon resolution, may consider business *in camera*, if the business to be considered deals with:

- a. Matters concerning any Board Member, Executive or Member;
- b. The expulsion or suspension from any office of the Association or from membership in the Association of any person or Member, as the case may be;
- c. The employment and appointment of personnel;
- d. The acquisition of property; or
- e. The preparation or planning for the presentation of a competitive bid quote or similar activity which is of a confidential nature.

### **8.1.9 Conduct of In Camera Business**

In the event that the Board Members and/or Executive members will conduct business *in camera* in accordance with the provisions of these Bylaws, minutes of such *in camera*

meeting will be kept and recorded, confidentially, and will be released from confidence to the Members at such time as the Executive may direct, or as the Members may direct by special resolution passed at an Annual General Meeting.

#### **8.10 Procedure**

Meetings of the Members will follow Robert's Rules of Order, unless stated otherwise in these bylaws.

### **9.0 DISCIPLINARY MATTERS**

**9.1** All disciplinary matters of the Association will be dealt with in accordance with the disciplinary provisions contained in the policies and procedures manual of the Association as published and amended from time to time by the Association.

### **10.0 FINANCIAL RECORDS AND AUDITING**

#### **10.1 Banking**

All funds of the Association will be deposited in an accredited banking institution, authorized by the Executive, to an account in the name of the Association.

#### **10.2 Signing Authorities**

The signing authorities on all Association bank accounts will be any two (2) members of the Executive specifically authorized by the Executive and all contracts, documents and instruments in writing so signed will be binding upon the Association without any further authorization or formality. Notwithstanding the foregoing, the Executive may, from time to time by resolution, appoint any other officer or officers or person or persons on behalf of the Association as signing authorities on all Association bank accounts.

#### **10.3 Restriction of Signing Authority**

No one with signing authority on Association bank accounts will sign a cheque payable to himself or herself.

#### **10.4 Restriction of Expenditures**

No member of the Executive, Committee Chairperson, Director or Member will expend or incur any indebtedness in excess of five hundred (\$500.00) Dollars on behalf of the Association without having first obtained the written authority for doing so from the Executive.



## **10.5 Fiscal Year End**

The fiscal year end of the Association will be May 31.

## **10.6 Annual Financial Audit**

The books, accounts and records of the Association will be audited on an annual basis by a chartered accountant or such other professional as the Members at the Annual General Meeting may direct.

## **11.0 ASSOCIATION SEAL AND SIGNATURE AND CERTIFICATION OF DOCUMENTS**

### **11.1 The Seal**

The seal of the Association will be in such form as will be prescribed by the Executive and will have the words "Hawks Athletic Club" endorsed thereon, and will be held in custody at the head office of the Association or any such office as the Executive may determine from time to time.

### **11.2 Contracts, Documents and Instruments**

Contracts, documents and any instruments in writing requiring the signature of the Association must be signed by two (2) members of the Executive specifically authorized by the Executive and all contracts, documents and instruments in writing so signed will be binding upon the Association without any further authorization or formality. Notwithstanding the foregoing, the Executive may, from time to time by resolution, appoint any other officer or officers or person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. The seal of the Association may, when required, be affixed to any such contracts, documents or instruments in writing signed as aforesaid, or by any officer or officers appointed by resolution of the Executive.

## **12.0 INDEMNITY**

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

**12.2** The Association will indemnify the Executive, Directors, employees, their heirs, and legal representatives and assigns from and against any and all claims, costs, charges, expenses and losses including payment of legal fees on a solicitor and client basis necessary to settle or defend an action or satisfy a Judgment reasonably incurred by such person as a result of them having been an Executive member, Director or employee in those cases where they were acting in the course and scope of their duties for the Association and acted honestly and in good faith with the view to the best

interests of the Association.

**12.3** The Association will indemnify formally recognized volunteers of the Association their heirs, and legal representatives and assigns from and against any and all claims, costs, charges, expenses and losses including payment of legal fees on a solicitor and client basis necessary to settle or defend an action or satisfy a Judgment reasonably incurred by such a person as a result of them having been a formally recognized volunteer of the Association in those case where they were acting in the course of their duties for the Association and acted honestly and in good faith with the view to the best interests of the Association.

### **13.0 AMENDMENTS**

**13.1** These Bylaws may be amended at an Annual General Meeting or Special General Meeting by Special Resolution.

**13.2** Notwithstanding the foregoing, no amendment will be enforced or acted upon until it has received the approval of Corporate Registry (or such successor responsible for administration of the Act) if such approval is required pursuant to the Act.

### **14.0 DISSOLUTION**

#### **14.1 Dissolution of the Association**

The Association will not be dissolved except by a Special Resolution at a Special General Meeting, and notwithstanding any other provision contained in these Bylaws, where a Special General Meeting is called to consider a motion for the dissolution of the Association, then in such event the quorum at such Special General Meeting will be fifty-one (51%) percent of the Members of the Association. When Corporate Registry has accepted the surrender of the Certificate of Incorporation and cancelled it, and fixed a date from which the Association will be dissolved, any assets remaining at such date will be distributed in accordance with the terms and conditions of the resolution for the dissolution of the Association.

### **15.0 INTERPRETATION**

#### **15.1 Interpretation by Chair**

The Chair of a meeting of the Executive, the Board or the Members will interpret these Bylaws, as the case may be, subject to the right of procedural challenge of the ruling of such Chair by the Executive, the Directors or Members, as the case may be. The ruling of the Chair may be overturned by a Special Resolution of the votes cast by those Executive, Directors or Members who, being entitled to do so, vote at such meeting of the Executive, Board or Members, as the case may be.