

ST. JAMES ASSINIBOIA MINOR HOCKEY ASSOCIATION INC.

BY-LAW NO.1

Being a general by-law relating to the regulation of the business and affairs of the St. James-Assiniboia Minor Hockey Association Inc. (the "Association").

1. Interpretation

1.1 In this and all other by-laws of the Association:

1.1.1 "Act" shall mean the Corporations Act, R.S.M. 1987. c. C225, as amended from time to time, or any act that may hereafter be substituted therefor;

1.1.2 "Board" shall mean the board of directors of the Association,

1.1.3 "Community Centre" shall mean the Assiniboia West Recreation Centre, Bord Aire Community Centre, Bourkevale Community Centre, Deer Lodge Community Centre, Heritage-Victoria Community Centre, Kirkfield Westwood Community Centre, Sturgeon Heights Community Centre, and Woodhaven Community Centre.

1.1.4 HW means Hockey Winnipeg, formerly known as "W.M.H.A" which meant Winnipeg Minor Hockey Association Inc.

1.2 Any other word or term contained in this and in any other by-law of the Association which is defined in the Act shall have the meaning given thereto in the Act.

1.3 Where the context so requires, the singular shall include the plural; the plural shall include the singular; the masculine shall include the feminine; and the word "person" shall include firms, unincorporated associations and corporations.

2. Registered Office. Unless changed by specific resolution, the registered office of the Association shall be in the place specified in the Articles and at such address within such place as the directors may from time to time.

3. Directors

3.1 Number and Composition. Until changed by resolution of the members, the Board shall consist of seventeen (17) directors comprised as follows:

3.1.1 nine (9) ex-officio directors being:

3.1.1.1 one (1) representative from each of the eight (8) Community Centres, which representative shall be the Hockey Director of the subject Community Centre or, if there be none, the President of the Community Centre (the "Community Centre Directors"); and

3.1.1.2 the immediate past president (the "past President");

3.1.2 Executive Directors. Nine (9) elected directors (the "Executive Directors") shall be elected to fill the following offices:

3.1.2.1 President

3.1.2.2 Vice-President "A" Hockey – Winnipeg West League

3.1.2.3 Vice-President (Finance)

3.1.2.4 Vice President (House League)

3.1.2.5 Vice-President ("A" Hockey Direct Entry)

3.1.2.6 Vice-President ("AA" Hockey)

3.1.2.7 Vice President (Officials)

3.1.2.8 Vice President (Female Hockey)

3.1.2.9 Registrar

3.2 Term of Office of Community Centre Directors. Each Community Centre Director holds office as a director from the date notice of his or her appointment is given by the subject Community Centre and shall cease when notice is given by the Community Centre of the appointment of another individual in his or her place.

3.3 Term of Office of Executive Directors. At each Annual meeting, the members shall elect the Executive Directors to hold office for a term of one year expiring at the close of the next annual meeting of members or until their successors

are elected. At the annual meeting of members, Executive Directors then in

Office shall retire, but if qualified shall be eligible for re-election. No Executive Director shall be removed from office as a director or officer of the Association prior to the expiry of his or her term except at a special meeting of members called for that purpose. Any vacancy occurring in the Executive Directors may be filled for the remainder of the term by the directors then in office.

3.4 Powers and Responsibility of Directors. Without limiting the powers of the Board under the Act to manage and administer the affairs of the Association and to exercise all of its powers, the Board shall have the same powers and authority to govern and administer minor hockey in the St. James-Assiniboia area (the "Area") as is vested in the Executive Committee of HW, subject to necessary modification, including, without limitation, the power to enact Rules and Regulations of HW and to provide for the appointment of officials, boards and committees as many be required for the administration of minor hockey in the Area.

4. Meetings of Directors.

4.1 Quorum. A majority of the Board if present, which majority shall include at least 5 of the Community Centre Directors, shall constitute a quorum at any meeting of directors.

4.2 Place of meeting. Meetings of the Board may be held at any place in the City of Winnipeg as the directors may from time to time determine.

4.3 Notice.

4.3.1 A meeting of directors may be convened on at least two days notice by the President or any two directors or by the Secretary on the direction or authorization of the President or any two directors. The notice may be in writing and delivered or may be given by telephone or facsimile transmission and need not specify the purpose of business to be transacted at the meeting except where any matter

referred to in 5.110(3) of the Act is to be dealt with at such meeting.
If notice is mailed a minimum of seven days is required.

4.3.2 A meeting of the Board may be held and duly constituted at any time without notice if all the directors are present or, if any be absent, those absent waived notice or signified their consent in writing to the meeting being held in their absence.

4.3.3 For the first meeting of the Board to be held immediately following the election of directors by the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a Quorum of directors be present.

4.4 Participation by telephone or other communication facilities. If all the directors consent, a director may participate in a meeting of directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in the meeting by that means is deemed, for the purposes of the Act, to be present at the meeting.

4.5 Voting. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chairman of the meeting shall not have a second or casting vote in addition to his original vote although he may move, second and/or vote upon any resolution or bylaw or any other matter or thing whatsoever as if he were a director only and not chairman of the meeting.

5. Committees.

5.1 Committees of the Board. The Board may by resolution appoint committees from among its members and delegate to such committee any of the powers of the Board except those which under the Act must be

exercized by the Board itself, provided that any such delegation shall not limit the ability of the Board to make decisions on the subject matter so delegated. These committees may be dissolved, and the members of such committees shall hold their offices at the pleasure of the Board. The procedures of any such committee shall, except as otherwise determined by the Board, be those applicable to the Board.

5.2 Nominating Committee. There shall be a Nominating Committee chaired by the Past President and convened by him whenever a vacancy occurs which is required to be filled by the Board or a meeting of members.

5.3 Arena Committee. If the Association contracts to manage any hockey arena, the Board may by resolution appoint a committee of such individuals and number, not less than four (4), as the Board shall determine and the Board may delegate to such committee such authority, duties and responsibilities in respect of the management of the arena as the Board may determine.

6. Officers.

6.1 Election and Appointment. At the annual meeting of members, the members shall elect the following officers: President; Vice-President "A" Hockey - Winnipeg West League; Vice-President (Finance); Vice-President (House League); Vice-President ("A" Hockey Direct Entry); Vice-President ("AA" Hockey); Vice-President (Officials); Vice-President (Female Hockey) and Registrar. The Board shall appoint the Secretary, who may but need not be one of the directors. If an officer resigns prior to the next annual meeting, the Board may appoint another individual to that office for the remainder of the term.

6.2 Term of Office. The officers of the Association shall hold office until their successors are elected or appointed or until removed from office as provided in these by-laws.

6.3 Remuneration and removal. The remuneration (if any) of all officers appointed by the Board shall be determined from time to time by resolution of the Board. An officer who is a director or member of the Association shall

not be disqualified from receiving such remuneration as may be determined. The Board may suspend any officer of the Association at any time for cause, and assign his or her duties to another officer, but officers who are Elected Directors may only be removed as officers and directors at a special meeting of members.

6.4 Powers and duties.

6.4.1 President - The President shall preside at all meetings of the members and the Board. He shall be the chief executive officer and shall be charged with the general supervision, subject to the authority of the Board, of the business and affairs of the Association. The President shall attend and represent the Association whenever attendance and representation is required at a meeting of HW, except as otherwise provided by the Board. The President shall be ex-officio a member of all committees.

To exercise the power of the Board in case of emergency. To suspend teams, team officials or players in consultation with any two non-associated members of the Board and shall report the suspension to the next Board meeting.

6.4.2 Vice-President "A" Hockey - Winnipeg West League - The Vice-President "A" Hockey - Winnipeg West League shall perform the duties of the President in the absence or disability of the President and such other duties as the Board may determine. He shall be charged with responsibility for the general administration and coordination of the Winnipeg West League program and the age convenors.

6.4.3 Vice-President (House League) - The Vice-President (House League) shall be charged with responsibility for the general administration and coordination of the house league program and its director, along with the Initiation Program and its director.

- 6.4.4 Vice-President (“A” Hockey Direct Entry)** - The Vice-President ("A" Hockey Direct Entry) shall direct, formulate and coordinate the administrative functions of the Male "A" Hockey Program.
- 6.4.5 Vice-President ("AA" Hockey)** - The Vice-President ("AA" Hockey) shall direct, formulate and coordinate the administrative functions of the AA Hockey Program and AA Committee.
- 6.4.6 Vice-President (Officials)** - The Vice-President (Officials) shall have and exercise, subject to the authority of the Board, all the powers of directing, formulating and coordinating the administrative functions of hockey officials and referees within the jurisdiction of the Association. The Referee-in-Chief, Referee Development Director and the Officials' Assignor shall report to the Vice-President (Officials).
- 6.4.7 Vice-President (Finance)** - The Vice-President (Finance) shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Association and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association; he shall render to the Board at the meetings thereof, or whenever required of him an account of all his transactions as Vice-President (Finance) and of the financial position of the Association; and he shall perform such other duties as may from time to time be prescribed by the Board.
- 6.4.8 Vice President (Female Hockey)** – The Vice President Female Hockey shall direct, formulate & coordinate the administrative functions of the Female Hockey program.
- 6.4.9 Registrar** - The Registrar shall direct, organize and coordinate hockey registrations according to the Rules and Regulations and subject to the authority of the Board.
- 6.4.10 Secretary** - The Secretary shall give, or cause to be given, all notices required to be given for all meetings of the Board, all committees of directors, if any, and all meetings of members. He shall attend all

meetings of directors. Committees and members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meeting; he shall have charge of the corporation records (other than accounting records) which the Association is required to prepare and maintain by provisions of the Act, including maintaining a register of directors, officers and members.

7. Indemnification of Directors and Officers. Except as otherwise provided in s. 119 of the Act, each director and officer of the Association, former director or officer of the Association or a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a member or creditor, and his heirs and legal representatives, shall be indemnified against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Association or body corporate.

8. Members.

8.1 Qualification and Class. There shall be three classes of membership in the Association as follows:

8.1.1 Class A Members;

8.1.2 Class B Members; and

8.1.3 Ordinary Members

8.2 Class A Members. The Class A Members are the Community Centre Directors who remain members until a successor is appointed by the subject Community Centre. Each shall have two (2) votes at a meeting of members and may vote by proxy.

8.3 Class B Members. The Class B Members are the Past President and the Executive Directors who remain members until a successor is elected or appointed. Class B Members shall each have one vote at meetings of members, and may vote only if personally present at a meeting of members.

8.4 Ordinary Members. Ordinary members are those individuals who occupy hockey offices or positions as provided for under the Rules and Regulations. They remain members until removed by resolution of the Board from such office. They may attend and have voice at meetings of members but shall have no vote.

8.5 Resignation. Any member of the Association may resign as a member of the Association by letter addressed to the Secretary of the Association at the registered office of the Association. The Board may, by resolution passed by a majority vote, request any Ordinary Member to resign.

9. Meetings of Members.

9.1 Annual Meeting. The annual meeting of the members shall be held in the City of Winnipeg, in Manitoba, on such day in each year and at such time as the directors may by resolution determine.

9.2 Special Meetings. Special meetings of the members may be convened at any time by order of the President or of the Board to be held in the City of Winnipeg, in Manitoba.

9.3 Quorum. The quorum for the transaction of business at any meeting of members shall consist of not less than 5 of the Class A Members and 3 of the Class B Members personally present, except that a Class A Member may be represented by proxy. No business shall be transacted at any meeting unless a quorum be present at the commencement of business.

9.4 Notice. At least 14 days notice of a meeting of members shall be given to the members, and shall be in writing and delivered or mailed to members. Notice need only specify the general nature of the business to be transacted at the meeting of members.

9.5 Voting.

9.5.1 Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the chairman of the meeting shall not have, both on a show of hands and on a

poll, a second or casting vote. Each member of a class shall be entitled to such votes if present at a meeting in person or by proxy as are prescribed for members of his or her class. At any meeting, unless a poll is demanded, a declaration by the chairman that a resolution has been carried, or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.5.2 If at any meeting a poll is demanded on the election of a chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

9.5.3 If an Elected Director is elected and/or appointed to more than one (1) office, he may not cast more than one vote.

9.6 Procedure.

9.6.1 In the absence of the President and the Vice-President ("A" Winnipeg West League), the members present entitled to vote shall choose another director as chairman and, if no director be present or if all the directors decline to take the chair, then the members present shall choose one of their number to be chairman.

9.6.2 If at any meeting a poll is demanded on the election of a chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, it shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment, as the chairman directs.

9.6.3 The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

10. General.

10.1 Notices. A notice required by the Act to be sent to a member or director of the Association shall be sent in the manner and within such period of time as may be set out in the Act or in this by-law.

10.2 Computation of time. In computing the date when notice must be given under any provision or the Act or this by-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

10.3 Omissions and errors. The accidental omission to give a notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon, unless otherwise provided in the Act.

10.4 Cheques, drafts and notes. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Association and in such manner as the Board may from time to time designate.

10.5 Banking. The banking business of the Association, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on behalf of the Association by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided including, but without restricting the generality of the foregoing, the operation of the accounts of the Association; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for

payment of money; the giving of receipts for and orders relating to any property of the Association; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on behalf of the Association to facilitate such banking business.

10.6 Execution of instruments.

10.6.1 Contracts, documents or instruments in writing requiring the signature of the Association may be signed by the President and anyone (1) of the Vice-Presidents and all contracts, documents or instruments in writing so signed shall be binding on the Association without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or any other 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.

10.6.2 The Corporate seal of the Association, if any, may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Board.

10.6.3 The terms "contract, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures or other securities and all other paper writings.

10.7 Corporate seal. The Association shall have a seal, the impression of which is stamped in the margin hereof. Such seal may be used in the execution of any instrument of the Association whenever so authorized by a resolution of the directors.

10.8 Fiscal year. The fiscal year of the Association shall terminate on the 30th day of April in each year or on such other date as the directors may from time to time by resolution determine.

11. Rules and Regulations. Rules and Regulations passed by the Board may be amended by the Board provided that such amendment shall not take effect until after notice thereof is given to the members.

12. Effective Date.

12.1 Coming into force. This by-law and the accompanying Rules and Regulations shall come into force upon, and only upon, being confirmed by the members entitled to vote thereon in accordance with the Act.

12.2 Repeal. The Constitution/By-law of the Association shall be repealed as of the effective date of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, purpose, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

ENACTED by the Board the 13th ____ day of June _____, 2011.

Dwayne Schmidt President

Bob King Secretary

CONFIRMED the 13th day of June _____ 2011, by the members in accordance with the Act.