



LEAGUE BY-LAWS

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Heritage Hockey League

By-Law No. 1

BY-LAW NO. 1

RE-ENACTED SEPTEMBER 25, 2006

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF THE HERITAGE HOCKEY LEAGUE (CALGARY) ASSOCIATION

BE IT ENACTED and it is hereby enacted as By-Law No. 1 of Heritage Hockey League (Calgary) Association as follows:

ARTICLE 1 - DEFINITIONS

1.1 Definitions

(a) In all By-Laws of the Society, unless the context otherwise specifies or requires:

- (i) "Act" means the **Societies Act**, R. S. A. 1980, c. 5-18, as from time to time amended, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any reference in the By-Laws shall be read as referring to the amended or substituted provisions therefor;
- (ii) "Board" means the board of Directors of the Society;
- (iii) "By-Laws" means this by-law and all other by-laws of the Society from time to time in force and effect;
- (iv) "Disciplinary Committee" means the Committee set out in Article 4.6 consisting of the President and all Divisional Directors;
- (v) "Member Team" means a Team admitted to membership in the Society in accordance with Article 2.1(a)(i) hereof;
- (vi) "Members" means collectively, persons admitted to membership in the Society in accordance with Article 2.1 hereof and who continue to be members of the Society;
- (vii) "Officers" means all of the officers of the Society and includes the offices of the President, each Divisional Director, the Secretary/Treasurer, and the past officer (President);



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- (viii) "Registrar" means the Registrar of Corporations;
- (ix) "Rules and Regulations" means the rules and regulations adopted by the Officers from time to time;
- (x) "Society" means the Heritage Hockey League (Calgary) Association;
- (xi) "Team" means a group of individuals who comply with the Regulations;
- (xii) All terms contained in the By-Laws which are defined in the Act shall have the meanings given to such terms in the Act;
- (xiii) Words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine or neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any other number or aggregate of person, unless the sex or context otherwise requires.

ARTICLE 2 - MEMBERSHIP

2.1 Classes of Membership

(a) Membership in the Society shall be of the following classes:

(i) Team Membership

A team shall be admitted to membership in the Society only upon the unanimous approval of the Officers. Each Member Team shall have one vote to be exercised in accordance with the voting procedure set out in the By-Laws.

(ii) Player Membership

Individuals meeting the Regulations who wish to play hockey and who meet the requirements of and agree to abide by the Regulations and By-Laws may become members. Player Members admitted to membership shall have no voting rights or privileges.

(iii) Officer Membership

Each duly elected Officer shall be a Member and shall have one vote to be exercised in accordance with the voting procedure set out in the By-Laws.



2.2 Conditions of Membership

- (a) All Members shall agree to abide by the Regulations and By-Laws and shall conduct themselves at all times in accordance with the Regulations and By-Laws.
- (b) Members who fail or refuse to abide by the Regulations and the By-Laws may be asked to withdraw from membership in the Society or may be suspended or expelled from membership in the Society. Any Member may withdraw its membership in the Society upon notice to the Officers. In the event of withdrawal, suspension or termination of membership in the Society, no fees shall be refunded.
- (c) No one shall be denied membership in the Society on the basis of his sex, race, religion or national origin.

2.3 Annual League Fees

- (a) The officers may, from time to time by Regulation, fix annual league fees payable by the Members. The secretary/treasurer shall notify the Members of the fees which at any time are payable by them and the date which those fees are payable on. Any Members in default shall thereupon cease to be Members, at the sole discretion of the Officers, but any such Members may on payment of all unpaid dues of fees be reinstated as Members, in the sole discretion of the Officers.

ARTICLE 3 - MEETINGS OF MEMBERS

3.1 Annual Meetings

- (a) The annual meeting of the Members required by the Act shall be held at such place within Calgary, Alberta, on such day in each year and at such time as the Officers may by resolution determine but in any event, such annual meeting shall be held prior to the first day of September in every fiscal year.
- (b) At the annual meeting, there shall be presented a financial statement of the Society, and the auditors' report thereon as required by the Act, and such other information or reports relating to the society's affairs as the Officers may determine.

3.2 General Meetings

- (a) General meetings of the Members may be convened by order of the Officers to be held at any time and date and at any place within Calgary, Alberta as the Officers may determine.



3.3 Notice

- (a) Unless otherwise required by the Act, written or verbal notice stating the day, hour and place of the meeting and the general nature of the business to be transacted shall be given to each Member entitled to vote at least seven (7) days before the date of every meeting, provided always that a meeting of Members may be held for any purpose at any date and time and at any place within Calgary, Alberta without notice if all the Members are present in person or if all absent Members entitled to notice of such meeting shall have signified their assent in writing to such meeting being held and such assent may be validly given either before or after the meeting to which such assent relates.
- (b) The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

3.4 Voting

- (a) Every question submitted to any meeting of Members shall be decided in the first instance by a majority of votes given on a show of hands and in the case of an equality of votes, the chairman of the meeting shall have a second or casting vote in addition to the vote to which he is entitled as a Member.
- (b) At any meeting unless a poll is demanded, a declaration by the chairman of the meeting that a motion 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 carriage or non-carriage of that motion without proof of the number of or proportion of votes recorded in favour of or against the motion.
- (c) At the commencement of each meeting, each Member Team shall submit to the chairman of the meeting the name of an individual authorized to represent and vote for such Member Team at the meeting, to the satisfaction of the chairman of the meeting.

3.5 Adjournment

- (a) The chairman may, with the consent of any meeting adjourn the same from time to time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.



3.6 Quorum

- (a) A quorum shall consist of a majority of the Members entitled to vote at any such meeting.

ARTICLE 4 - DIRECTORS, OFFICERS AND COMMITTEES

4.1 Management

- (a) The affairs of the Society shall be managed by the Officers who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the By-Laws or any special resolution of the Society or by statute expressly directed or required to be done by the Society at a general meeting of the Members.

4.2 Amendment of By-Laws

- (a) The Officers may propose a repeal, amendment or re-enactment to these By-Laws, but every such repeal, amendment or re-enactment shall be sanctioned by a special resolution of the Society, at a general meeting of the Society and shall only have force or effect when registered by the Registrar.

4.3 Directors

- (a) Every Director shall be twenty-one (21) or more years of age.
- (b) Directors shall be elected by the Members at the March general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. All Directorships shall be automatically vacated at the beginning of the March general meeting and shall be refilled by elections to be held at the March general meeting. Retiring Directors shall be eligible for re-election if otherwise qualified and retiring Directors shall continue in office until their successors shall have been duly elected or appointed.
- (c) From time to time in the event of any vacancy, however caused, occurring in an office such vacancy may be filled by the Officers from among qualified individuals if they shall see fit to do so and any Director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy; otherwise such vacancies shall be filled at the next annual general meeting of the Members.
- (d) The office of a Director of the Society shall be vacated:
 - (i) if an order is made declaring him to be a mentally incompetent person or incapable of managing his own affairs;



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- (ii) if by notice in writing to the secretary/treasurer of the Society he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- (iii) if he becomes bankrupt or a receiving order is made against him or he makes an assignment under the Bankruptcy Act.

4.4 Officers

- (a) Every Officer shall be twenty-one (21) or more years of age.
- (b) The Officers shall be elected by the Members at the annual meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. All officerships shall be automatically vacated at the beginning of the annual meeting and shall be refilled by elections to be held at the annual meeting. The past officer (President) position shall be non-mandatory and will only be filled as requested by the members. Retiring Officers shall be eligible for re-election if otherwise qualified and retiring Officers shall continue in office until their successors shall have been duly elected or appointed.
- (c) From time to time in the event of any vacancy by any Officer, however caused, such vacancy may be filled by the Officers from among qualified individuals if they shall see fit to do so and any person appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Officer who ceased to be an Officer and who caused such vacancy; otherwise such vacancies shall be filled at the next annual meeting of the Members.
- (d) The office of an Officer of the Society shall be vacated:
 - (i) if an order is made declaring him to be a mentally incompetent person or incapable of managing his own affairs:
 - (ii) if by notice in writing to the secretary/treasurer of the Society he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
 - (iii) if he becomes bankrupt or a receiving order is made against him or he makes an assignment under the Bankruptcy Act.

4.5 Duties of Officers

- (a) **President.** The President shall be the chief executive officer of the Society and shall discharge all duties imposed on him by the By-Laws and the Regulations or as may be required by the Officers from time to time. He shall have charge of the operations, general supervision and direction of the Society and shall hear and finally decide any



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dispute between Member Teams. The President shall have the power and authority to issue orders, regulations and memoranda in connection with all or any matters for which he is responsible or in connection with all or any duties with which he is charged, the provisions of which said orders, regulations and memoranda shall be binding on all Member Teams, their players, coaches and executives unless altered or terminated at the next general meeting. The President shall officially chair and be the chairman at all general meetings. He shall call such general meetings as may be necessary to properly carry out the business and affairs of the Society. He shall coordinate the efforts and activities of various committees and appoint chairmen of such special committees as may be necessary to carry out special projects including, but not limited to, statistics and annual banquets.

- (b) **Divisional Directors.** The Director of each division shall perform all duties when called upon by the President to do so, and shall deal with all general matters arising with respect to that division of the Heritage Hockey League (Calgary) Association. Without limiting the generality of the foregoing, he shall deal with all disciplinary matters in that division save for Serious Misconduct and, in the absence of the President, carry out the duties of the President.
- (c) **Secretary/Treasurer.** The Secretary/Treasurer shall record proceedings of all annual meetings, meetings of the Officers and general meetings. He shall accumulate and properly file such documents, records, notes and accounts as may be required to properly reflect the business of the Society and to pass on to his successor such records to assure continuity and fidelity of Society operations. He shall prepare and dispatch such correspondence as is required to adequately perform duties as assigned by the President. He shall also receive and, under the direction of the Officers, disburse and fully account for all monies paid to and for the account of the Society, including issuing receipts for all monies received by the Society. He shall keep complete and adequate account at all times of receipts and disbursements. He shall prepare a complete statement of receipts and disbursements and submit it to all Members at each general meeting and, in the absence of the President and all divisional Directors, carry out the duties of the President.
- (d) The past officer (President) shall assist the society in any and all matters as deemed necessary by the members.

4.6 **Disciplinary Committee**

- (a) There shall be a Disciplinary Committee of the Society consisting of the President and all Divisional Directors.



4.7 Special Committees

- (a) There shall be such special committees as may be required from time to time to carry out the business and affairs of the Society. Such committees shall be appointed in accordance with the direction of the President.

4.8 Remuneration

- (a) The Directors and Officers of the Society shall serve without remuneration and no Director or Officer shall directly or indirectly receive any profit from his position as such, provided that a Director or Officer may be paid reasonable expenses incurred by him in performance of his duties.

4.9 Meetings of the Officers

- (a) Meetings of the Officers may be held at any place within Calgary, Alberta.
- (b) A meeting of the Officers may be convened at any time by any two (2) of the Officers. Notice of any meeting of the Officers stating the day, hour and place of the meeting shall be given to each of the Officers at least three (3) business days before the meeting is to take place; provided always that meetings of the Officers may be held at any time without formal notice if all the Officers are present or those absent have waived notice or have signified their consent to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Officer and such waiver may be validly given either before or after the meeting to which such waiver relates.
- (c) A majority of the Officers shall constitute a quorum for the transaction of business. Questions arising at any meeting of the Officers shall be decided in first instance by a majority of votes given by a show of hands and in case of an equality of votes, the chairman of the meeting in addition to his original vote shall have a second or casting vote.

ARTICLE 5 – FINANCES

5.1 Funding Powers

- (a) The Officers shall be authorized to borrow or raise money in such manner as it thinks fit for the purposes of the Society.

5.2 Deposit of Monies

- (a) All current monies belonging to the Society shall be deposited in its name in one or more bank accounts of a Canadian chartered bank or trust company.



5.3 **Audit**

- (a) The books, accounts, and reports of the secretary/treasurer shall be audited as soon as may be practicable after the close of each fiscal year by a duly qualified chartered accountant or person holding such other accounting designation as is recognized in Canada designated for the purpose by the Officers and a report of such audit shall be circulated at or before the annual meeting of the Society next following the close of such fiscal year.

5.4 **Fiscal Year**

- (a) The fiscal year of the Society shall end July 31 in each calendar year.

5.5 **Inspection of Books and Records**

- (a) The books and records of the Society shall be available for review by the voting Members at the annual meeting and shall be made available at any meeting of the Officers upon request of the President.

ARTICLE 6 – REGULATIONS

6.1 **Regulations**

- (a) The Officers may make Regulations prescribing any matter required or authorized by this By-Law.

ARTICLE 7 - NOTICES

7.1 **Notices**

- (a) Any notice to be given to any Member, Director or Officer shall be given either verbally or personally or by sending it through the post in a prepaid envelope or wrapper or by telegram or facsimile transmission to such Member, Director or Officer addressed to him at his address as the same appears in the books of the Society or, if no address is given therein, then addressed to the last address of such Member, Director or Officer known to the secretary/treasurer of the Society. With respect to every notice sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a post office or into a post office box.
- (b) Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period, but the day for which notice is given shall be so counted.



ARTICLE 8 - CHEQUES, DRAFTS, NOTES, RECEIPTS, ETC.

8.1 Cheques, Drafts or Orders

- (a) All cheques, drafts, or orders for the payment of money of the Society shall be signed by the President and the secretary/treasurer.

ARTICLE 9 - HEAD OFFICE

9.1 Location of Head Office

- (a) The officers may from time to time by resolution fix the location of the head office of the Society within Calgary, Alberta.

ARTICLE 10 - EXECUTION OF CONTRACTS

10.1 Execution of Contracts

- (a) Contracts, documents or instruments in writing requiring execution by the Society shall be signed by any two(2) of the Officers and all contracts, documents or instruments in writing so signed shall be binding upon the Society without any further authorization or formality. Notwithstanding the generality of the foregoing, the Officers are authorized from time to time by resolution to appoint any person or persons on behalf of the Society either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- (b) The terms "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or there obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.
- (c) In particular, without limiting the generality of the foregoing, the Officers are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Society and to sign and execute all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purposes of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants, or other securities.

ARTICLE 11 - MEMBER TEAMS

11.1 Member Teams



- (a) Each Member Team shall:
 - (i) maintain a chequing account for that Member Team;
 - (ii) support all Society sanctioned sponsors and functions;
 - (iii) delegate responsible Team managers to assure proper representation and management; and
 - (iv) keep all Team players informed of Society matters, By-laws, Regulations and of the contents of all meetings of the Society.

ARTICLE 12 - AUDITORS

12.1 Auditor

- (a) The Society, at each annual meeting shall appoint one or more auditors to hold office until the close of the next annual meeting and, if any appointment is not so made, the auditor in office shall continue in office until a successor is appointed.
- (b) The auditor shall make such examination as will enable him to report to the Members as required under Section 12.2.

12.2 Auditor's Report

- (a) The auditor shall make a report to the Members on the financial statements to be laid before the Society at the annual general meeting during his term of office and shall state in his report whether in his opinion the financial statements referred to therein present fairly the financial position of the Society and the results of its operations for the period under review in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.
- (b) The auditor in his report shall make appropriate statements in any case where:
 - (i) the financial statements of the Society are not in agreement with the accounting records; or
 - (ii) the financial statements of the Society are not in accordance with the requirements of the Act; or
 - (iii) he has not received all the information and explanations that he has required; or
 - (iv) proper accounting records have not been kept, so far as appears from his examination.



12.3 Auditor's Right of Access

- (a) The auditor of the Society has right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors and the Officers of the Society such information and explanations as in his opinion may be necessary to enable him to report as required by Section 12.2.
- (b) The auditor of the Society is entitled to attend any meeting of Members of the Society at which any accounts which have been examined or reported on by him are to be laid before the Members for the purpose of making any statement or explanation he desires with respect to the accounts.

ARTICLE 13 - SEAL

13.1 Seal

- (a) The seal of the Society shall be maintained at the registered office of the Society.

13.2 Use of Seal

- (a) Any person approved by the Officers may affix the seal of the Society to any contract, document or instrument requiring the same, but no contract, document or instrument is invalid merely because the seal of the Society is not affixed thereto.

DATED this ___ day of August, 2006.



ARTICLE 14 - DISCIPLINARY PROCEDURE FOR SERIOUS MISCONDUCT

14.1 Serious Misconduct

- (a) For the purposes of this article, "Serious Misconduct" may include any conduct which, in the sole discretion of the Disciplinary Committee, consists of:
 - (i) Any failure or refusal of a Member or Member Team to abide by the By-laws or the Rules and Regulations of the Society which failure is, in the sole opinion of the Disciplinary Committee or Appeals Committee, a violation of generally accepted practice and policy of senior men's amateur ice hockey;
 - (ii) Any violation of the Rules and Regulations which is reviewable by the Disciplinary Committee pursuant to the Rules and Regulations;
 - (iii) Any violation of the By-laws or Rules and Regulations of the Society which carries a maximum penalty of indefinite or permanent suspension or expulsion from the Society of any Member or Member Team;
 - (iv) Consumption of alcohol in public places where such consumption is prohibited or banned by the City, the arena or through any other policy, rule, regulation or other order, including hockey dressing rooms; or
 - (v) Such further and other conduct which, in the sole discretion of the Disciplinary Committee, consists of serious misconduct contrary to the By-Laws or Rules and Regulations or which brings reputation of the Society into disrepute.
- (b) The Disciplinary Committee shall determine the penalty to be imposed for serious misconduct, up to and including indefinite or permanent suspension or expulsion.
- (c) The determination as to whether to invoke the disciplinary procedure for serious misconduct lies in the sole discretion of the Disciplinary Committee and nothing in this Article shall be read to limit the Disciplinary Committee's ability to discipline Members or Teams without recourse to the procedure set out in this Article, save and except that no penalty in excess of a one year suspension shall be imposed unless the disciplinary procedure for serious misconduct has been followed.

14.2 Disciplinary Committee Rulings

- (a) The Disciplinary Committee, as constituted by these By-laws, has the sole discretion to initiate investigations into Members and Member Teams, based upon reasonable information that an incident of Serious Misconduct may have occurred.



- (b) As part of its investigation, the Disciplinary Committee will notify all Members and Member Teams who are alleged to have committed Serious Misconduct. Such notice shall set out in writing the particulars of the alleged Serious Misconduct. All Members and Member Teams who receive notice from the Disciplinary Committee shall be provided 5 days to respond in writing to the Disciplinary Committee.
- (c) The Disciplinary Committee shall meet and render a decision not sooner than 6 days after notice of the alleged Serious Misconduct has been sent to all subject Players, Members and Member Teams. The decision of the Disciplinary Committee is to include reasons, be in writing, and is to be sent to all subject Members and Member Teams in any manner authorized by Article 7 of this By-law.

14.3 Appeals Committee and Appeals

- (a) An Appeal Committee of no fewer than three (3) Members shall be formulated to consider any appeals of the Disciplinary Committee decisions on matters involving Serious Misconduct.
- (b) The members of the Appeal Committee shall not consist of any Disciplinary Committee members, nor will it include team members of the Members or Teams facing discipline.
- (c) Any decision rendered by the Disciplinary Committee will also include notice to the subject Members and Member Teams that an appeal may be taken against the decision of the Disciplinary Committee if notice is received in writing by the Disciplinary Committee within 5 days of receipt of such notice, with full particulars of the basis for the appeal.
- (d) The Appeal Committee shall review any written appeal which is received within the 5 day period provided for in paragraph 14.3(c), and the information which was before the Disciplinary Committee, and has the ability to substitute its decision for that of the Disciplinary Committee
- (e) The Appeal Committee shall provide a written decision to the subject Member and Member Team, and to the Disciplinary Committee, within 5 days of receipt of the appeal.
- (f) The decision of the Appeal Committee is final and is not subject to further review.