



South West Zone Hockey Association of Edmonton

Incorporated under the Societies Act of the Province of Alberta
March 2, 1982

Objects of South West Zone Hockey Association of Edmonton

The objects of the society are to:

- (a) organize, administer, and promote minor hockey programs in South West Edmonton, a geographical area in the City of Edmonton as defined by Hockey Edmonton;
- (b) provide sound representation to other civil, provincial and national organizations concerned with, or providing, minor hockey programs;
- (c) take any steps deemed necessary to safeguard the interests of the participants of South West Edmonton in respect of their minor hockey program;
- (d) promote quality of coaching of minor hockey programs;
- (e) promote safety within minor hockey programs in which youth from South West Edmonton participate;
- (f) promote sportsmanship, fair play, and skill of performance of youth in minor hockey programs;
- (g) promote enthusiasm and good spectator conduct of parents of youth in the minor hockey program;
- (h) provide a medium for the organization of League, Exhibition and Tournament play for participants of South West Edmonton minor hockey programs; and
- (i) provide leadership within the communities within the geographical boundaries of South West Edmonton.

By-Laws of South West Zone Hockey Association of Edmonton

Amended and Restated May 21, 2020

1. Name

1.1. The name of the society is “South West Zone Hockey Association of Edmonton”.

2. Definitions

2.1. “Act” means the *Societies Act* (Alberta), RSA 2000, c.S-14, as amended from time to time.

2.2. “Annual General Meeting” means the annual meeting of the Members required pursuant to the Act.

2.3. “Association” or “SWZ” means the South West Zone Hockey Association of Edmonton.

2.4. “By-Laws” means these by-laws, as amended from time to time.

2.5. “Board of Directors” means all persons who are Directors.

2.6. “Community Association” means Confederation Hockey Club (“Confed”) and SWAT Hockey Association (“SWAT”), and any other Community Associations deemed by Hockey Edmonton to be within SWZ boundaries.

2.7. “Director” means any person elected as a director of the Association pursuant to the By-Laws.

2.8. “Executive Committee” has the meaning ascribed by Section 9.4.1 of the By-Laws.

2.9. “Finance Committee” has the meaning ascribed by Section 10.2 of the By-Laws.

2.10. “Fiscal Year” has the meaning ascribed by Section 13.1 of the By-Laws.

2.11. Hockey Edmonton means the Edmonton Minor Hockey Association, operating under the name of Hockey Edmonton, or any successor organization.

2.12. “Nomination Committee” has the meaning ascribed by Section 9.5.1 of the By-Laws.

2.13. “Member” has the meaning ascribed by Section 3 of the By-Laws.

2.14. “Objects of the Association” means the objects filed with the Registrar.

2.15. “Officer” has the meaning ascribed by Section 9.4.2 of the By-Laws.

2.16. “Program Year” has the meaning ascribed by Section 13.2 of the By-Laws.

2.17. “Quorum” has the meaning ascribed thereto in Section 8 of the By-Laws.

2.18. "Registrar" has the meaning ascribed thereto pursuant to the *Business Corporations Act* (Alberta), RSA 2000, c.B-9, as amended from time to time.

2.19. "Special Meeting" has the meaning ascribed thereto in Section 6.3 the By-Laws.

2.20. "Special Resolution" means a vote of not less than 75% of those Members entitled to vote and present at an Annual General Meeting or a Special Meeting validly called for that purpose.

Members

3. Member of the Association

3.1. A Member of the Association means a person who is:

3.1.1. A hockey player (represented by one parent of their immediate family or a legal guardian as the case may be) who registered with the Association for the current Program Year and who is in good standing.

3.1.2. A Director or Officer of the Association.

3.1.3. Any person who has previously been involved with hockey programs, or who is presently active, may become a Member upon approval by a two-thirds majority vote of the Board of Directors.

4. Admission for Membership

4.1. Application for membership shall be in writing. Applications can be submitted by mail or electronic communications, presented in person at a regular meeting of the Association or Directors or, in the case of player registration, submitted online using the Association's website.

4.2. Applicants must subscribe to and abide by the Act and By-Laws, and support the Objects of the Association. Membership granted via registration of a hockey player pursuant to Section 3.1.1 must be accompanied by payment in full, or by a deposit and agreement to pay overtime, the prescribed dues or assessments for membership for the current Program Year.

4.3. An applicant who is not a registered hockey player must be at least 18 years of age. The Board of Directors shall, in its sole and unfettered discretion, determine the eligibility of any applicant.

5. Rights and Obligations of Members

- 5.1. Subject to Sections 5.2 and 5.3, all Members have equal rights and privileges.
- 5.2. All Members age 18 or older have the right to hold elective office.
- 5.3. A family with multiple registered hockey players is entitled to only one (1) vote on matters requiring a vote at the Annual General Meeting or a Special Meeting. Members under the age of eighteen (18) are not entitled to vote at any meetings of the Association.
- 5.4. Membership is not assignable.
- 5.5. Members must remain in good standing with these By-Laws at all times.
- 5.6. Members must maintain confidentiality of all matters of the Association obtained through involvement in Board of Directors or any SWZ committee activities or as directed by the Board, other than those matters lawfully required to be disclosed as part of a civil or criminal proceeding.
- 5.7. Members must act in accordance with the best interests of the Association at all times.
- 5.8. Members must pay all dues and assessments when due. Any Member not paying his or her dues or assessments by the due date shall receive written notice from the Association and must pay the amount payable as stated on the notice in full within sixty (60) days from the date printed on the notice.
- 5.9. Members must comply with all policies of the Association as determined by the Board of Directors from time to time.

6. Meetings of Members of the Association

- 6.1. An annual meeting of Members (the "Annual General Meeting") shall be held no later than the 31st day of May in each year, at such time and location as designated by the Directors.
- 6.2. Written notice of the Annual General Meeting ("Notice of the Annual General Meeting") shall be delivered to each Member by personal service, mail or electronic communication at least twenty-one (21) days prior to the Annual General Meeting.
- 6.3. A meeting of Members (a "Special Meeting") may be called at any time by the President or by resolution of the Board of Directors.
- 6.4. Notice of a Special Meeting shall be delivered to each Member by personal service, mail or electronic communication at least seven (7) days prior to the meeting or verbally on twenty-four (24) hours notice and such notice shall indicate the business to be considered at that time. The business to be transacted at a Special Meeting shall be stated in the notice thereof, and no other business may be considered at that time.
- 6.5. The President, with approval of the Executive Committee may call a Special Meeting on twenty-four (24) hours notice, if notice is given by telephone or electronic communication and a quorum is present, and the meeting by resolution dispenses with longer notice.

- 6.6. Seven (7) Members in addition to any two (2) Members of the Executive Committee present shall constitute a quorum for the conduct of Association business at any Annual General Meeting or Special Meeting.
- 6.7. Subject to the limitations in Sections 3.1.1 and 5.3, any Member shall be entitled to speak to any resolution placed before an Annual General Meeting or Special Meeting, and any Member shall be entitled to cast one vote on any issue to be voted on.
- 6.8. The location of any Annual General Meeting or Special Meeting may include a virtual or electronic location at the discretion of the Executive Committee.
- 6.9. The procedures and rules of conduct governing all meetings of the Association shall be 'Robert's Rules of Order Revised' 1915 edition with Modern Guide and Commentary.

7. Membership Dues and Fees

- 7.1. Annual dues and all other fees payable by Members shall be determined from time to time by the Board of Directors,
- 7.2. All dues and fees shall be payable within thirty (30) days of notice.
- 7.3. Dues of Members are not transferable from one Member to another. No refund shall be made to Members who resign or are declared ineligible before the end of the Program Year. Pro-rated dues of Members admitted after the beginning of the Program Year shall be determined from time to time at the discretion of the Directors.
- 7.4. During such time as a Member's dues are in arrears, said Member is not eligible to vote on any issue at any meeting of the Association.

8. Retirement or Removal of Members

- 8.1. Any Member of the Association may withdraw from membership by submitting a written resignation to the Board of Directors with such resignation becoming effective upon receipt.
- 8.2. The Board of Directors may terminate the membership of any Member without further notice where that Member has failed to pay his or her dues and assessments within the time limits in provided in Section 5. A Member who has been terminated under this provision may be reinstated only upon submission of a written application to the Board of Directors, and upon payment in full of all dues and assessments owing at that time.
- 8.3. The Board of Directors may terminate the membership of any Member for cause.
- 8.4. On receipt of a written complaint lodged against a Member, the Board of Directors, or a committee appointed by the Executive Committee, shall investigate the complaint in a timely and impartial manner. The Member shall be provided with a copy of the written complaint and given reasonable opportunity to respond to the complaint in writing or in person at a meeting of the Board of Directors. Following the investigation, the Board of

Directors is entitled to take any action it considers necessary to deal with the complaint including, but not limited to, dismissal of the complaint, imposition of sanctions against the Member, or termination of the Member's membership.

Directors

9. Directors

9.1. The governance, management and control of the Association and its affairs shall be vested in the Directors.

9.2. Directors shall be elected by the Members as provided herein.

9.3. Only a Member in good standing with the Association or a Community Association may stand for election as a Director.

9.4. The office of Director shall consist of the following:

President	Registrar Director
Past President (ex officio)	SW Area 1 - Confed Director
First Vice-President	SW Area 2 – SWAT Director
Second Vice-President	Midget Director
Secretary	Bantam Director
Treasurer	Junior B Director
Director at Large 1	Junior C Director
Director at Large 2	Minor Hockey Week Director
Referee Director	Power Skating Director
Ice Allocator Director	Equipment Director
Hockey School and Player Development Director	
Coach Development Director	

9.4.1. The following Directors will form the Executive Committee:

President	Past President (ex officio)
Secretary	Treasurer
First Vice-President	Second Vice-President
Registrar Director	

9.4.2. The following Directors will be Officers of the Association:

President	Secretary
Treasurer	

9.4.3. Additional temporary Director positions can be created upon approval by a two-thirds majority vote of the Board of Directors. The term of these positions will end at the Annual General Meeting following the year they were created.

- 9.5. A Director shall be elected by the following process:
- 9.5.1. A nominating committee (the "Nomination Committee") comprised of the Immediate Past President, who shall act as chairman of the Nomination Committee, the incumbent President, and two (2) other members of the Executive Committee, subject to the approval of the Board of Directors, shall compile a list of nominees and submit the list to the Board of Directors for their review.
 - 9.5.2. The list of nominees will be circulated to the Members by attaching it to the Notice of Annual General Meeting at least twenty-one (21) days prior to the Annual General Meeting. Additional nominations for Directors may be made by Members, provided that such nominee(s) has given their consent and the nomination(s) is filed with the Chairman of the Nominating Committee at least fourteen (14) days prior to the Annual General Meeting. The Members shall be notified by the Nominating Committee of such nominee(s) at least seven (7) days prior to the Annual General Meeting by personal service, mail or electronic communication.
 - 9.5.3. The election of Directors shall take place at the Annual General Meeting. Where only one nominee is seeking to fill a position by election that person is elected by acclamation. If there is more than one nominee for any position to be filled by election. The nominee receiving the greatest number of votes for the office shall be declared elected. A tie vote shall be decided by the Chairman of the Annual General Meeting.
 - 9.5.4. Directors shall take office at the termination of the Annual General Meeting at which they are elected or ratified.
 - 9.5.5. Directors shall serve for a term of one (1) year or until their successors are elected. Any eligible Director may be re-elected.
 - 9.5.6. The President may not serve more than four (4) consecutive one (1) year terms in this position. Under extenuating circumstances, and in accordance with Hockey Edmonton policy, the President may be eligible to serve one (1) further term as President (i.e. a fifth consecutive term).
- 9.6. A meeting of the Directors shall be held immediately following each Annual General Meeting, without notice.
- 9.7. Other meetings of the Directors may be called by the President or a Vice-President, or any five (5) Directors. Notice of meeting of the Directors shall be given at least seven (7) days before the meeting by mail or electronically. Meetings may be held on shorter notice with agreement of Directors unable to attend.
- 9.8. At any meeting of the Directors, seven (7) Members in addition to any two (2) Members of the Executive Committee shall constitute a quorum for the transaction of business of the Association, and any such business thus transacted shall be valid. Providing it is affirmatively passed upon by a majority of those present.
- 9.9. Voting rights of a Director shall not be delegated to another without a proxy.
- 9.10. A vacancy among the Directors may be filled by a Member upon majority vote of the Directors until the next Annual General Meeting.

9.11. A Director may be removed before the expiration of his or her term by resolution by the Board of Directors, or if he or she has been absent from three (3) consecutive meetings of the Board of Directors without reason determined by the Board of Directors to be acceptable.

9.12. Every Director and his or her heirs, executors and administrators and estate and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges, and expenses whatsoever for or in respect to any act or deed made or done by him or her in the execution of the duties of his or her office, except such costs or charges or expenses sustained as a result of his or her own willful neglect or default.

9.13. No Director of the Association shall receive any remuneration for his or her services unless notice of the intention to propose such remuneration is circulated to all Directors with the notice of meeting, and such remuneration is authorized by majority vote at the meeting.

9.14. The Board of Directors may appoint such agents and engage such employees as it deems necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment or engagement, and thereafter. The remuneration of all agents and employees shall be fixed by the Executive Committee.

Executive Committee

10. Executive Committee

10.1. An Executive Committee shall consist of the Directors set forth in Section 9.4.1 of the By-Laws. The Executive Committee shall be initiated to exercise all the powers of the Board of Directors when the Board of Directors is not sitting, provided that the exercise of such powers is not contrary to the By-Laws or any orders of the Board of Directors.

10.2. The Executive Committee shall act as the Finance Committee of the Association and shall be responsible for reporting to the Board of Directors at the Annual General Meeting of the financial affairs of the Association.

10.3. At any meeting of the Executive Committee, three (3) Directors shall constitute a quorum for the transaction of business of the Executive Committee, and any such business transacted shall be valid, providing it is affirmatively passed upon by a majority of those present.

Officers

11. Duties of the Officers

11.1. The duties of the President (Chairman), Secretary, Treasurer and others shall be such as their titles by general usage would indicate, or as may be specified by the Board of Directors, or assigned to them from time to time, and such as may be required by law. In case of the inability of the President to attend a meeting of the Board of Directors or Executive Committee, or perform a duty, a Vice-President, or failing them, a Director, shall act in his stead. The President shall serve as Chairman of both the Board of Directors and the Executive Committee.

11.2. Should the office of the President become vacant, it shall be filled by the First Vice President. Vacancies in other offices shall be filled by simple majority appointment of the Board of Directors for the unexpired term.

12. Removal from Office

12.1. Any Director or Officer may be removed from office for cause by a 50% majority vote of the Board of Directors.

12.2. Any committee chairman (other than the Executive Committee Chairman) may be removed from his or her position by a unanimous decision of the Executive Committee.

12.3. Cause for removal from office may include, but is not limited to:

12.3.1. where, the individual contravenes the By-Laws, or policies or orders of the Association.

12.3.2. where, the individual conducts themselves in a manner contrary to the best interests of the Association.

12.3.3. where, for any reason, the individual is ineffectual in carrying out the activity of his or her responsibility.

13. Fiscal Year

13.1. The Fiscal Year of the Association shall commence on May 1 and end on April 30 of the immediately following calendar year.

13.2. For clarity, the Program Year of the Association shall coincide with the Fiscal Year of the Association, commencing on May 1 and ending on April 30 of the immediately following calendar year, or in the alternative, the period specified by Hockey Edmonton.

14. Audit and Reporting

14.1. The financial statements of the Association for each Fiscal Year shall be audited by a designated professional accountant.

14.2. The financial statements and auditors report for the preceding Fiscal Year shall be made available to all Members at the Annual General Meeting.

14.3. In accordance with the Societies Act, the Association will file an annual report.

15. Bonding of Directors and Officers

15.1. The Directors may, at any time, require that any or all Directors, Officers or employees of the Association furnish an appropriate surety bond, the premium for which is to be paid by the Association.

16. Execution of Documents

16.1. The execution of all documents and the signing of all cheques and negotiable instruments in connection with the administration and operations of the Association shall be done in such a manner and by such persons as the Directors may determine from time to time.

17. Committees

17.1. The President, with the advice and consent of the Directors, shall establish such committees as the Board of Directors or the Executive Committee may consider necessary to carry out the business of the Association and shall appoint or remove the chairman thereof. The chairmen of a committee may establish sub-committees with the approval of the President.

17.2. Committees shall carry out such functions as are determined by the Board of Directors, and shall hold meetings, conduct business and report as and when required by the Board of Directors. Terms of reference shall be clearly set forth by the Board of Directors at the time of establishment.

17.3. The Board of Directors may appoint or remove trustees to oversee a particular function or activity of the Association. The terms of reference and powers of such trustees, as established by the Board of Directors, shall be subject to ratification by the Members at the next Annual General Meeting.

18. Minutes and Financial Records

18.1. The Secretary shall keep correct minutes of the proceedings at each meeting of the Association, and these shall be presented by the Secretary at the ensuing meeting if the Members so elect. The Secretary shall also keep correct minutes of all meetings of the Directors and of Committee of the Directors.

18.2.The Secretary shall have charge of the Minute Book and financial records of the Association.

18.3.The financial records of the Association shall always be open to inspection by any Director of the Association.

18.4.Except as by statute provided or letter of authority signed by at least four (4) Directors, no Member shall have any right to inspect the minutes and financial records of the Association. Where the statute or letter of authority grants the right of inspection to any Member, the time and place for such inspection shall be arranged by the Secretary and shall take place within forty-eight (48) hours of notice being given to the Secretary.

18.5.Any Member who engages in the inspection of the minutes or financial records of the Association is subject to the confidentiality terms of the Association as specified in Section 5.6 of the By-Laws.

18.6.Under no circumstances shall a Member be given the right to inspect the minutes or financial records of the Association where such inspection will create unreasonable hardship for the Secretary.

19. Borrowing Powers

19.1.For the purpose of carrying out its objects, the Association may borrow, or raise, or secure the payment of money in such a manner as it thinks fit and in particular by the sponsoring of fund raising events or by the issue of debentures, but this power shall be exercised only under the authority of a 75% majority of all Members present at an Annual General Meeting or Special Meeting called for the purpose of considering same.

20. Seal

20.1.The seal of the Society shall be in the custody of the Treasurer, but shall not be affixed to any document unless authorized by the Board of Directors and in the presence of such officers of the Association as shall be appointed to attest the sealing.

21. By-Laws Governance

21.1.At a minimum of every three (3) years, the Board will conduct a formal review of its By-Laws to ensure the presence of sound governance practices and compliance with applicable legislation and the mandatory policies of the Association's governing bodies.

21.2.On an annual basis, a committee of the Board will review the Association's By-Laws for the purposes of ensuring alignment with the Association's polices and operating practices.

22. Amendment of By-Laws

22.1. These by-laws may be amended, rescinded or altered by Special Resolution.