

Edmonton Female Hockey Alliance Association

Bylaws

Version 1.0
February 5, 2024

**Edmonton Female Hockey Alliance Association
Bylaws**

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Table of Contents

Bylaw No. 1: Governance and Operations	1
Definitions and Conventions.....	1
Not-for Profit Operation.....	2
Offices	2
Membership.....	2
Meetings of Members	3
Board of Directors	5
Board Authority	6
Board Meetings.....	6
Indemnities to Directors and Others.....	7
Officers of the Board	7
Duties of Officers	7
Committees.....	8
Borrowing Powers	8
Loans.....	8
Insurance.....	8
Books and Records.....	8
Auditors	8
Execution of Documents.....	9
Seal of the Alliance.....	9
Amendment of Bylaws.....	9
Dissolution.....	9
Signatures.....	10

Edmonton Female Hockey Alliance Association

Bylaw No. 1: Governance and Operations

1. Bylaw number 1: A bylaw relating to the governance and conduct of the affairs of Edmonton Female Hockey Alliance Association (the "**Alliance**"), a private, non-profit society. This bylaw was last revised on February 5, 2024.

Definitions and Conventions

2. In this bylaw and all other bylaws of the Alliance, unless the context otherwise specifies or requires:
 - a. "**Act**" means the Alberta Societies Act including the Regulation made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - b. "**AGM**" means the Annual General Meeting of the members of the Alliance;
 - c. "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Alliance;
 - d. "**Board**" means the board of directors of the Alliance;
 - e. "**body corporate**" means companies, partnerships, syndicates, trusts, societies, associations, organizations, and any number or aggregate of individuals and bodies corporate;
 - f. "**bylaw**" means this bylaw and any other bylaws of the Alliance as amended and which are, from time to time, in force;
 - g. "**director**" means a member of the board of directors of the Alliance;
 - h. "**Edmonton region**" means the geographic area of Hockey Edmonton and Edmonton Federation Hockey League, as defined by Hockey Alberta.

- i. "**fiscal year**" means the 12 months ending May 31;
 - j. "**good standing**" means having all fees paid in full for the current year, fulfilling the requirements of the role, and not having resigned or been expelled;
 - k. "**hockey**" means ice hockey;
 - l. "**individual**" means a single human being, and does not include bodies corporate;
 - m. "**member**" means any individual that has been accepted by the Board to membership of the Alliance;
 - n. "**officer**" means the Board President, Vice President Governance and Administration, Vice President Operations, or Vice President Finance;
 - o. "**ordinary resolution**" means a resolution passed by a simple majority of not less than 50% plus 1 of the votes cast on the resolution;
 - p. "**Regulation**" means the regulation made under the Act, as amended, restated or in effect from time to time; and
 - q. "**special resolution**" means a resolution passed by a majority of not less than 75% of the votes cast on that resolution.
3. In this bylaw and all other bylaws of the Alliance:
 - a. All terms contained in the bylaws of the Alliance, and which are defined in the Act or the Regulations, have the meanings given to such terms in the Act or the Regulation;
 - b. Headings and paragraph numbers are inserted for reference and do not form part of, nor modify or define, the terms of a bylaw;
 - c. The singular includes the plural, and the plural includes the singular; and
 - d. The neuter gender is used and includes all genders.

Not-for Profit Operation

4. The Alliance operates on a not-for-profit basis. All income generated by the Alliance is used to further Alliance objectives.
5. The Alliance reserves the right to levy membership fees and other fees at the times and in the amounts determined by the Board.
6. The Alliance is not permitted to issue shares, nor pay any dividends. No part of the property, income, or resources of the Alliance are payable to, or otherwise available for, the personal benefit of any member, director, officer, or employee of the Alliance, or of any person concerned in the organization or administration of the Alliance or its activities.

Offices

7. The Alliance maintains a registered office in Edmonton, Alberta.

Membership

8. Membership is restricted to individuals. No body corporate is permitted to be a member of the Alliance.
9. There are four (4) classes of membership in the Alliance, as follows:
 - a. "voting",
 - b. "non-voting",
 - c. "affiliate", and
 - d. "honourary".
10. Voting membership is restricted to
 - a. female athletes aged 18 to 21 years who play hockey in the Edmonton region,
 - b. the parent or legal guardian of a female athlete who is aged 17 years or less who plays hockey in the Edmonton region, and
 - c. directors duly elected to the Board.

11. Non-voting membership is restricted to
 - a. female athletes aged 17 or less who play hockey in the Edmonton region, or
 - b. the parent or legal guardian of a female athlete aged 18 or more who plays hockey in the Edmonton region.
12. Affiliate membership is available to any individual aged 18 or more who does not qualify to be a voting member or a non-voting member and who seeks to support the objectives of the Alliance.
13. Honourary membership is bestowed upon an individual by an ordinary resolution of the voting members, in recognition of the individual's past or ongoing contribution to the objectives of the Alliance.

Member Rights and Obligations

14. Members are required to pay fees and otherwise maintain their membership in good standing.
15. Members are required to comply with Alliance articles, bylaws, written policies, and directives.
16. Members serve without remuneration.
17. All members have the right to attend the meetings of members.
18. Voting members have the right to vote on the business matters presented at such meetings.
19. No member is liable in their own capacity for any debt or liability of the Alliance.
20. Membership is not transferable by a member to any other body corporate or individual.
21. No individual is a member until they have been accepted as a member by the Board, in its sole discretion. The Alliance refunds fees paid by any individual whose membership application is not accepted by the Board.

Cessation of Membership

22. A membership expires when a member fails to pay fees or otherwise fulfill the conditions of membership.
23. Members resign by providing notice in writing to the Alliance. A resignation is effective when it is accepted by the Alliance, or at the time specified in the notice, whichever is later.
24. Any member can be expelled by a special resolution at a meeting of the Board. Former members so removed have no right of appeal. Expulsion is effective upon the passing of the special resolution.
25. All rights of membership cease upon resignation, expiration, or expulsion from the Alliance. Upon cessation membership, all outstanding fees due to the Alliance by the former member become due and payable.

Member Register

26. The Board keeps a register of Alliance members at its registered office. Upon request, any member is permitted to view the register of members at the Alliance registered office, on a day and time that is mutually convenient. Upon request, the Alliance will provide any member with a copy of the register of members, or excerpt thereof, provided the intended use of the member register complies with the conditions prescribed in the Act for the protection of personal information.

Dispute Resolution

27. When a dispute arises out of the affairs of the Alliance between members of the Alliance, or between the Alliance and (a) a member or (b) a former member who has for not more than six (6) months ceased to be a member, the parties are permitted to each appoint one representative who will endeavor to settle the dispute by informal mediation. When such a dispute cannot be resolved by mediation, the parties agree to resolve any disputes in the Courts of Alberta, Canada.

Meetings of Members

28. Meetings of the members of the Alliance are held at any place in Alberta the Board may determine, and on such day and time as the Board appoints.
29. Voting members participate in meetings in their individual capacity; no proxy is permitted.
30. Meetings of members are live and synchronous. Meetings are held in-person, via electronic means, or via a combination of the two aforementioned methods of meeting.
31. The Board President, or in their absence the Vice-President Governance and Administration, presides over all meetings of members.
32. Meetings of the members are not open to the public. Attendance at meetings of members is restricted to members and Board-invited guests.
33. The Board sets the agenda for each meeting of members. Voting members are permitted to make motions to amend an agenda.
34. Quorum for any meeting of members is five (5) directors and twelve (12) voting members in good standing.

Annual General Meetings of Members

35. An annual general meeting of the members is held within six (6) months of the end of the Alliance's fiscal year. The purpose of an annual general meeting is to:
 - a. approve the minutes of the previous annual general meeting;
 - b. receive the audited financial statements of the Alliance for the previous fiscal year of the Alliance; and
 - c. transact any other business pertinent to the interests of the membership, and which may properly come before the members.

Special General Meetings of Members

36. Special general meetings of the members are permitted to be called at any time by the Board President, by an ordinary resolution of the Board, or by petition signed by at least one-third (1/3) of voting members in good standing. The business transacted at a special general meeting is limited to that specified in the notice calling the meeting.

Notice of Meetings

37. Members are notified of annual general meetings and special general meetings by email at least twenty-one (21) calendar days in advance of such meeting. Notice of any meeting is required to contain sufficient information to permit members to form a reasoned judgement on the decisions to be taken.
38. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Alliance invalidates such meeting or make void any proceedings taken thereat.
39. Any voting member may, at any time, waive notice of any meeting and may ratify, approve, or confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of the member, director, or officer is their last email address recorded on the books of the Alliance.

Meeting Rules

40. For all matters regarding conduct of meetings of members that are not specifically addressed by this bylaw or by applicable legislation are conducted in accordance with the procedures contained in the current edition of Robert's Rules of Order.
41. Any voting member that has a conflict of interest with any motion is required to declare that conflict to the meeting chairperson before debate begins. The voting member is required to then act accordingly during the debate and abstain from the vote if they so choose, or if directed to

do so by the members present via ordinary resolution.

42. No unauthorized electronic audio or video recording of any kind is permitted during a meeting of the members.

Voting

43. Each voting member present at a meeting has the right to exercise one vote, except where they have a conflict of interest. In the situation where a voting member is the parent or legal guardian of two or more non-voting members, they are permitted to cast the number of votes on any question equal to the number of non-voting members they are the parent or guardian of.
44. In meetings of the members voting is conducted by a show of hands, by an electronic polling application, or by a combination of these two voting methods.
45. Neither proxy voting nor mail-in ballots are permitted in any election, referendum, or any other voting process conducted by the Alliance.
46. A majority of the votes cast by the voting members present and carrying voting rights determines the questions in meetings, except where the vote or consent of a greater number of members is required by the Act or this bylaw. In the event of a tie vote, the chairperson presiding at the meeting casts a second, deciding, vote.

Adjournment

47. The chairperson of a meeting is permitted, for just cause, to adjourn the meeting to a fixed time and place. No notice of such adjournment is required to be given to the members. Any business is permitted to be brought before or dealt with at an adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Board of Directors

Mandate

48. The property and business of the Alliance is directed by a board of directors. The Board oversees the governance of the Alliance.

Eligibility and Composition

49. Individuals, and not bodies corporate, are permitted to serve as directors.
50. The Board is comprised of nine (9) directors. The number of directors and the composition of the Board is permitted to be modified by a special resolution of the Board.
51. Employees of the Alliance or their immediate family are not permitted to serve as a director.

Election and Term

52. Directors are elected to the Board via ordinary resolutions of the members, at an AGM.
53. Directors serve a term of two (2) years. Directors are permitted to serve consecutive terms, if so elected, to a maximum of six (6) consecutive years of service. Having served the maximum number of consecutive years, a former director is not permitted to stand for reelection until the next AGM, that is: until approximately one (1) year has passed, more or less.

Requirements of Directors

54. Directors are required to:
- prepare for, attend, and participate fully in all meetings of the Board and
 - comply with Alliance bylaws and policies.
55. Directors are volunteers and serve without remuneration. The Alliance is permitted to reimburse directors the reasonable expenses incurred by them in the performance of their duties.
56. Nothing contained herein is construed to preclude any director from serving the Alliance as an officer, consultant, or in any other capacity, and receiving compensation therefore, as approved by an ordinary resolution of the Board.

57. A director can be expelled from the Board for acts or omissions incompatible with Board membership, including:
- missing Board meetings,
 - noncompliance with an Alliance bylaw or policy, or directive, or
 - noncompliance with Hockey Alberta or Hockey Canada rules or directives.

Vacating of Office

58. The office of a director is vacated when:
- a director has resigned office by delivering a written resignation to the Vice President Operations of the Alliance;
 - they cease to be, or represent, a member in good standing of the Alliance;
 - at a Board meeting, a resolution is passed by special resolution of the Board members present at the meeting that the director be expelled from office; or
 - the director dies.
59. When a vacancy occurs for any reason contained in the preceding paragraph, the Board, by ordinary resolution, is permitted to appoint a member of the Alliance to temporarily serve on the Board until a successor director is elected by the members.
60. A retiring director remains in office until the dissolution or adjournment of the AGM in the year their term ends, regardless of their membership status that year.

Board Authority

61. The Board is authorized to prescribe policies relating to the governance, management, and operation of the Alliance, as it deems required, in its sole discretion.
62. The Board is authorized to approve expenditures on behalf of the Alliance.
63. The Board is authorized 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 benefit of the Alliance in accordance with such terms as the Board may prescribe.

Employees and Agents

64. The Board is authorized to appoint the agents and engage the employees it deems necessary from time to time. Such persons have the authority to perform the duties prescribed by the Board at the time of their appointment.
65. The Board hires and oversees the performance of a General Manager. In the absence or incapacitation of the General Manager the Board is authorized to administer the affairs of the Alliance.

Board Meetings

66. The Board meets at least four times each fiscal year, at a time and place determined by the Board.
67. The Board President calls a meeting of the Board:
 - a. as required by an Alliance bylaw;
 - b. when, in their sole discretion, they deem it necessary; or
 - c. when any two (2) directors jointly request a meeting by writing to the Board President and state the business to be considered.
68. Board meetings are private. Only directors and Board-invited guests are permitted to attend a Board meeting.
69. Board meetings are live and synchronous. Meetings are held in-person, via electronic

means, or via a combination of the two aforementioned methods.

70. No unauthorized electronic audio or video recording of any kind is permitted during a Board meeting.

Notice of Meetings

71. Directors are notified of upcoming Board meetings via email, at least seven (7) calendar days in advance.
72. No error or omission in giving notice of any meeting of the Board, or any adjourned meeting of the Board, invalidates such meeting or makes void any proceedings taken thereat.
73. Any director may at any time waive notice of any such meeting and may ratify, approve, or confirm any or all proceedings taken or had thereat.

Quorum

74. Quorum for any meeting of the Board is half the number of directors in office at the time of the meeting. Any meeting of the Board at which a quorum is present is permitted to exercise all or any of the authorities, powers, and discretions by or under the bylaws of the Alliance.

Motions and Voting

75. Any director that has a conflict of interest with any motion is required to declare that conflict to the chairperson before debate begins. The director is then required to then act accordingly during the debate and abstain from the vote if they so choose, or if directed to do so by the directors present via ordinary resolution.
76. Each director is permitted to exercise one vote on each motion.
77. Only directors present at a meeting are permitted to vote. Directors unable to attend a meeting are not permitted to vote via a proxy.
78. Voting is conducted by a show of hands, by an electronic polling application, by email, or by a combination of these voting methods.

79. A vote conducted solely via an electronic polling application or via email, and with all the Directors casting a vote or stating their abstention, is valid and effectual as if it had been passed at a meeting of the Board duly called, and constituted and is recorded as such.

Minutes

80. The minutes of Board meetings are internal to the Alliance. Board meeting minutes are not made available to the public, except where required by law.

Indemnities to Directors and Others

81. Every director of the Alliance and their heirs, executors and administrators, and estate and effects, respectively, is from time to time and at all times, indemnified and saved harmless out of the funds of the Alliance, from and against:

- a. all costs, charges, and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced, or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
- b. all other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

82. There is no protection for directors for acts of fraud, dishonesty, or bad faith.

Officers of the Board

83. The officers of the Board are a Board President, a Vice President Governance and Administration, a Vice President Finance, and a Vice President Operations, and any such other officers as the Board may determine.

84. Officers are elected from the ranks of the directors.

Duties of Officers

Board President

85. The Board President is responsible to:

- a. supervise the affairs of the Board;
- b. chair all meetings of the Alliance and the Board, when present;
- c. be an ex officio member of all committees;
- d. be the primary public spokesperson for the Alliance; and
- e. perform other duties assigned by the Board.

Vice President Governance and Administration

86. The Vice President Operations is responsible to:

- a. give or cause to be given notices for all meetings of the Membership and all meetings of the Board of Directors when directed to do so;
- b. keep or cause to be kept accurate minutes of all meetings of the Alliance members, Board, and Board committees;
- c. ensure the proper maintenance of all records of the Alliance;
- d. supervise all Board correspondence;
- e. ensure that the Alliance's corporate seal and all Alliance documents are appropriately maintained in the Alliance's registered office; and
- f. file the Alliance's Annual Return.

Vice President Operations

87. The Vice President Governance and Administration is responsible to:

- a. assist the Board President with the performance of their duties
- b. preside at all meetings in the absence of the Board President;
- c. supervise Alliance employees; and
- d. assume such other duties as the Board President delegates from time to time.

Vice President Finance

88. The Vice President Finance is responsible to:
- a. exercise general supervision of the financial affairs of the Alliance;
 - b. oversee the proper accounting of all funds of the Alliance;
 - c. provide a full account of receipts and disbursements to the Membership and Board of Directors as required; and
 - d. provide for presentation to the Annual General Meeting a duly-audited statement of the financial position of the Alliance and submit a copy of same for the records of the Alliance.

Committees

89. The Board is permitted to appoint committees, whose members will hold their offices at the will of the Board. The Board determines the duties of such committees. Committee members need not be members of the Board or the Alliance. The Board is permitted to set by ordinary resolution any remuneration to be paid to a committee's members.

Borrowing Powers

90. For the purposes of carrying out its objects, the Alliance is permitted to:
- a. borrow funds upon the credit of the Alliance, from any reputable Canadian financial institution, upon such terms, covenants, and conditions at such times, in such sums, to such an extent and in such manner as the Board in its sole discretion may deem required;
 - b. limit or increase the amount to be borrowed; and
 - c. secure any such loan by mortgage, hypothec, charge, or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Alliance.

91. In no case is the Alliance permitted to issue a debenture without a special resolution of the members, as required by the Act.

Loans

92. The Alliance is not permitted to make any loan to any individual or entity, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for any purpose.

Insurance

93. The Alliance maintains insurance suitable to the nature, scale, and risks of its operations.

Books and Records

94. The Board sees that all necessary books and records of the Alliance required by the bylaws of the Alliance or by any applicable statute or law are regularly and properly kept.
95. Upon request, the Alliance will provide any voting member with a copy of a book or record that has previously been presented, provided, or made available to all members of the Alliance. With the exception of officers and directors and in the course of their duties, or where provided for elsewhere in this bylaw, no member has the right to access or inspect any other Alliance book or record.

Auditors

96. On an annual basis, the Board appoints an auditor to audit the accounts and annual financial statements of the Alliance. The auditor is required to be a professional accounting firm registered under the Chartered Professional Accountants Act and who is authorized to perform an audit engagement. The auditor remains the auditor of record of the Alliance until they are replaced by the Board.

Execution of Documents

97. The Board President and the Vice President Governance and Administration signs contracts, documents, or any instruments requiring the signature of the Alliance. All contracts, documents and instruments so signed is binding upon the Alliance without any further authorization or formality.
98. The Board is permitted to, by ordinary resolution, appoint employees of the Alliance to sign specific contracts, documents, and instruments.
99. Documents are permitted to be signed by hand or by electronic signature via a secure electronic document signing software application.

Seal of the Alliance

100. The seal of the Alliance is maintained at its registered office, in the custody of the Vice President Governance and Administration. Together with any other officer, the Vice President Governance and Administration is permitted, but not required, to affix the seal to contracts, documents, or other instruments executed by the Alliance.

Amendment of Bylaws

101. Bylaws of the Alliance are permitted to be added to, cancelled, altered, edited, repealed, or replaced only by a special resolution of the members. The amended bylaws take effect upon their registration by Alberta's Registrar of Corporations.

Dissolution

102. Upon dissolution of the Alliance its assets, if any exist after the payment of all liabilities, are donated to one or more suitable registered Canadian charities, or otherwise disposed of as required by law.

Signatures

President

Name

Address

x _____
Signature

Vice President, Governance and Administration

Name

Address

x _____
Signature

Vice President Operations

Name

Address

x _____
Signature

Vice President Finance

Name

Address

x _____
Signature

Director

Name

Address

x _____
Signature

Witness

Name

Address

x _____
Signature

Dated this _____ day of _____, 2024.