

# 2022 HOCKEY ALBERTA ANNUAL GENERAL MEETING



THURSDAY, DECEMBER 1, 2022  
VIRTUAL VIA ZOOM

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- Members:** Airdrie MHA, Beaumont MHA, Blackfalds MHA, Bow Island MHA, Delburne MHA, Foremost MHA, Fort McMurray MHA, Fort Saskatchewan MHA, High Country MHA, Hockey Calgary, Hockey Edmonton, Kneehill MHA, Lacombe MHA, Lamont MHA (Elk Island), Lloydminster MHA, Marwayne MHA, New Sarepta MHA, Okotoks MHA, Plamondon MHA, Sherwood Park MHA, Slave Lake MHA, Spruce Grove MHA, St. Albert MHA, Sturgeon Hockey Club, Sylvan Lake MHA, Westlock MHA, Edmonton Sled Hockey, Wolverines Wheelchair Sports Association, International Hockey Academy, Capital Junior Hockey League, North Central Hockey League
- Board Members:** Len Samletzki, Allan Mowbray, Fran Zinger, Francois Gagnon, Al-Amin Vira, K. Jewell, K. Lee
- Voting Scrutineer:** Steve Indig, Robin Witty (Sport Law & Strategy Group)
- Recording Secretary:** Katrina Papke
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## 1.0 **CALL TO ORDER – L. Samletzki**

L. Samletzki called the meeting to order at 7:05PM on Thursday, December 1, 2022, welcoming everyone to the 115<sup>th</sup> Annual General Meeting (AGM). L. Samletzki thanked the members, volunteers, and staff for bringing hockey back to the many communities across Alberta.

The Board of Directors continues to focus on diversity of the Board and continues to support the work of the Equity, Diversity, and Inclusion (EDI) Committee. L. Samletzki thanked the EDI Committee and its Chair, Anton Joseph.

Hockey Alberta continues to work with Hockey Canada on their governance processes and action plan. Many of the recommendations provided by Justice Cromwell to Hockey Canada around governance have been implemented in Alberta.

L. Samletzki introduced Robin Witty from the Sport Law & Strategy Group as the voting scrutineer for today's meeting. R. Witty will be acting as our voting administrator and all voting will take place on the online voting platform Simply Voting, which has been used in previous AGM's. Steve Indig, from the Sport Law & Strategy Group, will assist the Chair and the members in following the identified parliamentary procedure, which is Robert's Rules of Order.

L. Samletzki noted that today's video meeting is being recorded and that any member who does not wish to be on the recording may choose to leave the meeting at their discretion.

## 2.0 **ROLL CALL OF VOTING DELEGATES**

L. Samletzki called upon K. Macrae to provide a report on voting members in attendance.

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K. Macrae displayed a listing of the registered voting delegates in attendance, showing the weighted votes of each member. It was reported that 26 Minor Hockey Associations, 2 Junior/ Senior Leagues, 1 Accredited School, and 2 Para Hockey Associations are in attendance to vote, for a total of 31 voting delegates and 345 total votes present.

L. Samletzki stated that as per Section 4.6 of the Hockey Alberta Bylaws, twenty (20) Members in good standing and deemed eligible to vote shall form a quorum at any General Meeting and hereby declares that there is a quorum, and this meeting of the Hockey Alberta members is in session.

### **3.0 PRESENTATION OF THE 2021 AGM MINUTES**

The Minutes of the 2021 AGM have been circulated to each registered member prior to this meeting. L. Samletzki asked the membership if there are any corrections to the minutes. No errors or omissions declared; thus, the Minutes of the 2021 Annual General Meeting are approved.

### **4.0 REPORTING OF THE AUDITED FINANCIAL STATEMENTS**

The 2021-2022 Audited Financial Statements have been circulated to each registered member in advance of this AGM. A more detailed report on finances will be provided during the organizational update portion of today's meeting upon adjournment of the AGM.

L. Samletzki shared the process that Hockey Alberta uses in preparing its finances. There is an Audit & Risk Committee comprised of three Board members who work with management to ensure policies are in place and process is followed. This includes our appointed Director of Finance position.

Hockey Alberta's 2021-2022 Audit was completed by RSM Canada. RSM met with the Audit & Risk Committee to review the detailed statements. Hockey Alberta had a clean audit with no concerns or risks identified.

L. Samletzki requested it be noted in the minutes that the members have received the 2022 Audited Financial Statements.

### **5.0 APPOINTMENT OF THE AUDITOR**

L. Samletzki indicated that the Board, with management, identified members prior to the meeting to move and second each motion to make the proceedings more efficient.

**Moved by: Capital Junior Hockey League**

**Seconded by: Fort McMurray MHA**

That the firm of RSM Canada of Red Deer be appointed as the Hockey Alberta Auditors for the 2022-2023 fiscal year.

**CARRIED UNANIMOUSLY**

# 2022 HOCKEY ALBERTA ANNUAL GENERAL MEETING



THURSDAY, DECEMBER 1, 2022  
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## 6.0 NOTICES OF MOTION

L. Samletzki stated that there are two proposed Bylaw amendments that have been submitted to the members in advance of the AGM. In accordance with Article 9.5 of the Bylaws, this motion must be approved by Special Resolution (a majority of not less than three-fourths (3/4) of the Members present).

If adopted, these changes to the Bylaws shall not take effect until they have been registered by the Registrar of Corporations in accordance with the laws of the Province of Alberta.

L. Samletzki stated that for the sake of efficiency in this virtual setting, the Notice of Motions will not be read in full, but the full motion is included in the Annual Meeting Package and the motion will refer to the Notice of Motion language.

### a) **N.O.M. #1 Article 5 “Nominations”**

This motion is related to ‘Nominations’ and has been submitted by the Board of Directors.

**Moved by: Blackfalds MHA**

**Seconded by: Slave Lake MHA**

To revise Section 5.2 of the Hockey Alberta Bylaws with the proposed wording as outlined in the attached Notice of Motion.

**CARRIED UNANIMOUSLY**

### b) **N.O.M. #2 Article 1, 5, 7 “Board Positions”**

This motion is related to ‘Board positions’ and has been submitted by the Board of Directors.

**Moved by: Hockey Calgary**

**Seconded by: North Central Hockey League**

To revise Sections 1.7, 5.1 and Article 7 of the Hockey Alberta Bylaws with the proposed wording as outlined in the attached Notice of Motion.

**CARRIED UNANIMOUSLY**

## 7.0 ELECTIONS

L. Samletzki called upon Fran Zinger to conduct the elections.

The Chair and Vice Chair positions are both open for election this year. Each position will serve a three-year term. F. Zinger stated that in anticipation of Notice of Motion #2 being passed, the Nominations Committee was asked to recruit a candidate for the new Director at Large position. This position will take effect after the amended Bylaws are approved by the Registrar of Corporations and will serve a three-year term. Members can refer to the last page of the Meeting Package for the detailed Nominations Report.

# 2022 HOCKEY ALBERTA ANNUAL GENERAL MEETING



THURSDAY, DECEMBER 1, 2022  
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F. Zinger announced the following terms remaining for Board members:

- Al-Amin Vira, Director at Large, has 1 year to serve.
- Frances Zinger, Director at Large, has 1 year to serve.
- Kirstan Jewell, Director at Large, has 2 years to serve.
- Karen Lee, Director at Large, has 2 years to serve.
- Bill Gourley, Director at Large, has 2 years to serve.
- The Director of Finance is an annually appointed position and Francois Gagnon has been appointed by the Board for the 2022-2023 fiscal year.

The Board has brought forward for election, **Len Samletzki for Chair of the Board and Allan Mowbray for Vice Chair**. No other candidates are seeking election for these positions.

**Moved by: Fort McMurray MHA**

**Seconded by: Hockey Edmonton**

To approve the election of Len Samletzki for Chair and Allan Mowbray for Vice Chair to the Hockey Alberta Board of Directors.

**CARRIED UNANIMOUSLY**

The Board has brought forward **Danielle Paradis** for election as Director at Large and no other candidates are seeking election.

**Moved by: Lloydminster MHA**

**Seconded by: St. Albert MHA**

To approve Danielle Paradis for election as Director at Large to the Hockey Alberta Board of Directors.

**CARRIED UNANIMOUSLY**

L. Samletzki announced that F. Zinger is stepping down from the Board of Directors at the conclusion of this meeting. A video message that was created to assist in recognizing her time with Hockey Alberta was shared with the membership. L. Samletzki thanked F. Zinger for the time she has invested in hockey in Alberta.

## 8.0 ADJOURNMENT

L. Samletzki acknowledged and thanked S. Indig and R. Witty from the Sport Law & Strategy Group for their support in setting up and operating this meeting as well as acting as the Voting Administrator and Scrutineer. L. Samletzki asked S. Indig to destroy all the voting ballots.

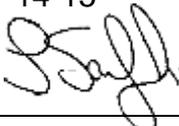
As we have concluded all matters of business on the agenda, L. Samletzki declared that the 115<sup>th</sup> Hockey Alberta Annual Meeting is adjourned.

The meeting is adjourned at 7:43pm.



## NOTICE OF MOTION

**N.O.M. #:** 1  
**BYLAW #:** Article 5  
**SUBMITTED BY:** Board of Directors

**PAGE #:** 14-15  
**SIGNATURE:** 

### CURRENT WORDING (if applicable):

#### **5.2 Nominations**

The Directors will appoint a nominating committee, which will be charged with the task of preparing a suggested slate of Directors and Officers who are to be nominated for election at the Annual General Meeting. The suggested slate will be submitted to the Directors together with the recommendation of the nominating committee, the written nomination of each individual by a Member in good standing and the qualifications and written consent of the suggested individual candidates. The Directors may approve a recommended slate of Directors and Officers, after considering the recommendation of the nominating committee and accompanying information, which will be delivered to the Members with the notice of the Annual General Meeting each year.

Nominations received too late for the nominating committee to consider in their recommendation to the Directors, but which are received in time to be sent with the notice of the Annual General Meeting or the supplemental materials, as described below, will not be accompanied by the recommendation of the Directors.

Any Member in good standing may nominate an individual to stand for election as a Director or Officer, provided the individual is properly qualified and has provided their written consent to act as a Director or Officer. Such nomination, together with the qualifications of the individual and their written consent must be delivered to the head office of Hockey Alberta by midnight on the 14th day preceding the Annual General Meeting. Nominations after such date will not be allowed, including nominations from the floor at the Annual General Meeting, unless there are not enough nominations to fill the positions that are up for election at that Annual General Meeting. All nominations received in sufficient time before delivering notice of the Annual General Meeting will be sent to the Members with the notice of the Annual General Meeting. All nominations received after notice of the Annual General Meeting has been sent, will be delivered to the Members by way of supplemental materials as soon as is reasonably practical following the expiry of 14 days before the Annual General Meeting. The supplemental materials will include the nomination and the nominee's qualifications and written consent.

If there are no nominees other than the slate recommended by the Directors, the slate will be declared elected at the meeting. If there is more than one nomination for any position to be filled, an election will be held for that position at the Annual General Meeting.

Directors and Officers elected or appointed pursuant to these bylaws will take office, and the prior Directors and Officers will cease to hold office, commencing at the conclusion of the meeting at which they were elected or appointed.



## NOTICE OF MOTION

### PROPOSED WORDING:

#### 5.2 Nominations

The Directors will appoint a nominating committee, which will be charged with the task of preparing a suggested slate of Directors ~~and Officers~~ who are to be nominated for election at the Annual General Meeting. **Potential candidates must apply to the head office of Hockey Alberta by midnight on the 30<sup>th</sup> day preceding the Annual General Meeting. Nominations after such date will not be allowed, including nominations from the floor at the Annual General Meeting.** The suggested slate will be submitted to the Directors together with the recommendation of the nominating committee, ~~the written nomination of each individual by a Member in good standing~~ and the qualifications ~~and written consent~~ of the suggested individual candidates. The Directors may approve a recommended slate of Directors ~~and Officers~~, after considering the recommendation of the nominating committee and accompanying information, which will be delivered to the Members with the notice of the Annual General Meeting each year.

~~Nominations received too late for the nominating committee to consider in their recommendation to the Directors, but which are received in time to be sent with the notice of the Annual General Meeting or the supplemental materials, as described below, will not be accompanied by the recommendation of the Directors.~~

~~Any Member in good standing may nominate an individual to stand for election as a Director or Officer, provided the individual is properly qualified and has provided their written consent to act as a Director or Officer. Such nomination, together with the qualifications of the individual and their written consent must be delivered to the head office of Hockey Alberta by midnight on the 14th day preceding the Annual General Meeting. Nominations after such date will not be allowed, including nominations from the floor at the Annual General Meeting, unless there are not enough nominations to fill the positions that are up for election at that Annual General Meeting. All nominations received in sufficient time before delivering notice of the Annual General Meeting will be sent to the Members with the notice of the Annual General Meeting. All nominations received after notice of the Annual General Meeting has been sent, will be delivered to the Members by way of supplemental materials as soon as is reasonably practical following the expiry of 14 days before the Annual General Meeting. The supplemental materials will include the nomination and the nominee's qualifications and written consent.~~

~~If there are no nominees other than the slate recommended by the Directors, the slate will be declared elected at the meeting. If there is more than one nomination for any position to be filled, an election will be held for that position at the Annual General Meeting.~~

Directors ~~and Officers~~ elected or appointed pursuant to these bylaws will take office, and the prior Directors ~~and Officers~~ will cease to hold office, commencing at the conclusion of the meeting at which they were elected or appointed.



## NOTICE OF MOTION

### **RATIONALE FOR CHANGE:**

Removal of the term 'Officers' within this bylaw is housekeeping and a result of the fact that the nomination and election processes do not use this term. Individuals are nominated and elected as a Director or a specific position and the term 'Officer' refers to their specific role within the Board after being elected.

Removal of the ability for a candidate to put their name forward without being assessed by the nominating process ensures all candidates are properly vetted and follow the same process.

The requirement for an individual to be nominated by a member to stand for election has also been removed. The rationale is that the membership vote for the candidates for election at the AGM and the nominating committee completes background checks prior to putting forward the slate. Having a member nominate an individual for election does not provide any additional assurance or credibility given the nominating process that is in place. Good candidates for the Board have the potential to be left out of the process with the current bylaw simply because they may not have a connection to a specific member organization. This change would allow the nomination to be completed and does not affect the election process in any manner.

Adjustment of the deadline for nominations to 30 days prior to the Annual Meeting provides more time for the Members to properly review the slate of nominees and be prepared to vote at the meeting. This also allows the nominating committee sufficient time to assess any candidate whom puts their name forward.



**NOTICE OF MOTION  
AMENDMENT TO BYLAWS**

**N.O.M. #:** 2

**BYLAW #:** Article 1, 5, 7

**PAGE #:** 7-8, 14, 18-19

**SUBMITTED BY:** Board of Directors

**SIGNATURE:**

**CURRENT WORDING (if applicable):**

**Article 1 – Interpretation**

**1.7 Definitions**

- (k) "Finance Director" for the Board of Hockey Alberta shall mean the individual appointed annually by the Board of Directors after completion of a recruitment and selection process led by the Board
- (cc) "Past Chair" means the individual who was the Chair for the term immediately prior to the election of a new Chair
- (jj) "Vice-Chair" means the individual elected by the Members to be the Vice-Chair of the Board for Hockey Alberta

**Article 5 – Directors and Directors Meetings**

**5.1 Board**

- (a) The Board shall be comprised of nine (9) individuals being the Past Chair and eight (8) Directors (including the Chair, the Vice-Chair, the Finance Director and five (5) Directors at large). The Chair, the Vice-Chair, and the five (5) Directors at large are elected by the Members. Each Director will serve a term of three years from the date of election to the Board by the Members. The Chair may serve a maximum of two three-year terms as Chair.

**Article 7 – Officers**

**7.1 Officers**

The Officers of Hockey Alberta shall be and consist of the following:

- (a) Chair;
- (b) Vice-Chair;
- (c) Finance Director;

**7.2 Chair**

The Chair shall preside and chair all General Meetings and Special Meetings and meetings of the Board and shall represent Hockey Alberta at all Hockey Canada meetings.

**7.3 Vice-Chair**

The Vice-Chair shall, in the absence or inability of the Chair, assume the duties of the Chair and shall, in that event, have all the powers, authority and restrictions of the Chair.

**7.4 Finance Director**

The Finance Director will be responsible for ensuring that proper books and records are kept and maintained and that audited financial statements for Hockey Alberta are prepared and available to the Members.



## NOTICE OF MOTION AMENDMENT TO BYLAWS

### PROPOSED WORDING:

#### 1.7 Definitions

- ~~(k) "Finance Director" for the Board of Hockey Alberta shall mean the individual appointed annually by the Board of Directors after completion of a recruitment and selection process led by the Board;~~
- ~~(cc) "Past Chair" means the individual who was the Chair for the term immediately prior to the election of a new Chair;~~
- ~~(jj) "Vice Chair" means **the Director internally appointed by the Board** to be the Vice-Chair of the Board for Hockey Alberta.~~

#### 5.1 Board

- (a) The Board shall be comprised of nine (9) individuals **being the Chair and eight (8) Directors. The Chair and the Directors are elected by the Members, pursuant to nomination and election procedures set out herein.** Each Director shall serve a term of three years from the date of election to the Board by the Members. The Chair may serve a maximum of two three-year terms as Chair.

### Article 7 – Officers

#### 7.1 Officers

**A minimum of three (3) Officers of Hockey Alberta shall be appointed by the Board of Directors.**

~~The Officers of Hockey Alberta shall be and consist of the following:~~

- ~~(d) Chair;~~
- ~~(e) Vice-Chair;~~
- ~~(f) Finance Director;~~

#### **7.2 Chair**

~~The Chair shall preside and chair all General Meetings and Special Meetings and meetings of the Board and shall represent Hockey Alberta at all Hockey Canada meetings.~~

#### **7.3 Vice-Chair**

~~The Vice-Chair shall, in the absence or inability of the Chair, assume the duties of the Chair and shall, in that event, have all the powers, authority and restrictions of the Chair.~~

#### **7.4 Finance Director**

~~The Finance Director will be responsible for ensuring that proper books and records are kept and maintained and that audited financial statements for Hockey Alberta are prepared and available to the Members.~~

*If approved, this amendment would require adjustments to the numbering within 1.7 Definitions and the term 'Officers' would have to be removed from Bylaws 5.2 and 5.15.*



**NOTICE OF MOTION  
AMENDMENT TO BYLAWS**

**RATIONALE FOR CHANGE:**

This amendment includes the removal of the position of Past Chair as well as the titles of Vice Chair and Finance Director. The total composition of the Board would remain at nine (9) individuals by adjusting these two appointed and one elected position to three Director positions that are all elected by the Members.

The role of the Past Chair would be removed as it does not provide significant value to the organization and the Board believes having that position filled by another elected Director is more beneficial. The Vice Chair position would be removed as this position does not have any official duties outlined within the Bylaws that cannot be performed by any other Director.

The Finance Director position was previously appointed to guarantee the individual had the necessary skill set to lead the Board's financial duties. Changes to the Nominations Process have resulted in identifying the required skill sets of the Board, guaranteeing that an individual with financial acumen will always be on the Board to provide the expertise and lead the necessary duties.