

HOCKEY ALBERTA

BYLAWS

As amended on November 21, 2020

**BYLAWS
of the
ALBERTA AMATEUR HOCKEY ASSOCIATION
(HOCKEY ALBERTA)**

**ARTICLE 1
INTERPRETATION**

1.1 Headings

The insertion of headings is for convenience of reference only and shall not affect the construction or interpretation hereof.

1.2 Terms

The terms "Bylaws", "hereof", "herein", "hereunder" and similar expressions refer to these Bylaws taken as a whole and not to any particular Bylaw or section and include any document or instrument which amends or is supplementary to these Bylaws.

1.3 Singular, Plural, Gender

Words importing the singular number include the plural and vice versa, and words importing the use of any gender include all genders.

1.4 "Person"

"Person" and other references to "persons" include any individual, firm, company, corporation, unincorporated body of persons or association.

1.5 "In Writing"

"In writing" or "written" include printing, typewriting, or any electronic means of communication by which words are capable of being visibly reproduced at a distant point of reception, including but not limited to email, telecopier (fax), telex or telegraph.

1.6 Notice

Whenever a period of notice is required under these Bylaws, the day on which notice is given shall not be counted as part of the notice period, but the day appointed by the notice for the event to which the notice relates shall be counted as part of the notice period.

1.7 Definitions

Unless the subject matter or context requires a different interpretation, the following words and phrases shall, in these Bylaws, have the following meanings:

- (a) "Amateur" shall have that meaning as defined by Hockey Canada from time to time;
- (b) "Annual Meeting" means the General Meeting of the Members as provided for in section 4.1;
- (c) "Associate Member" will have the meaning given to it in Section 2.2;

- (d) "Board" means the board of Directors of Hockey Alberta;
- (e) "Bylaws" means the Bylaws of Hockey Alberta as amended from time to time;
- (f) "Chair" means the individual elected by the Members to be the Chair of the Board for Hockey Alberta;
- (g) "Director(s)" means a director of Hockey Alberta;
- (h) "Division" or "Divisions" and any reference **to them shall have the meaning given by Hockey Canada from time to time;**
- (i) "Chief Executive Officer" means the Chief Executive Officer of Hockey Alberta appointed by the Board from time to time;
- (j) "Female Hockey Committee" shall have the meaning given to it in the Regulations;
- (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;
- (l) "Financial Statements" means the financial statements of Hockey Alberta prepared according to generally accepted accounting principles established by the Canadian Institute of Chartered Accounts from time to time, consistently applied;
- (m) "Fiscal Year" shall have that meaning as defined in section 9.1;
- (n) "General Meeting" means any general meeting of the Members;
- (o) "Hockey Alberta" shall mean The Alberta Amateur Hockey Association;
- (p) "Hockey Canada" means the Canadian Amateur Hockey Association;
- (q) "Hockey Team" will have the meaning given to it in the Regulations;
- (r) "Junior "A" Hockey Committee" shall have the meaning given to it in the Regulations;
- (s) "Junior "B/C" Hockey Committee" shall have the meaning given to it in the Regulations;
- (t) "League" shall have that meaning defined by Hockey Canada from time to time;
- (u) "Life Member" will have the meaning given to it in section 2.3;
- (v) "Member" shall mean a regular member as described in Article 2;
- (w) "Member Team" shall have that meaning as set out in subsection 2.1(a)(i);
- (x) "Member's Representative" means the individual that is duly authorized by a Member to vote on behalf of the Member at a meeting of Members;
- (y) "Minor Hockey" shall have that meaning as defined from time to time by Hockey Canada;

- (z) "Minor Hockey Association" means an association, registered as a body corporate in the Province of Alberta which has adopted bylaws and regulations that are consistent with the Bylaws and Regulations of Hockey Alberta and are approved by the Board and operates a program in Minor Hockey **with one or more Hockey Teams**.
- (aa) "Minor Hockey Zones" shall have that meaning set out in the Regulations;
- (bb) "Officer(s)" means an officer of Hockey Alberta as provided for in Article 7;
- (cc) "Past Chair" means the individual who was the Chair for the term immediately prior to the election of a new Chair;
- (dd) "Officials Committee" shall have the meaning given to it in the Regulations;
- (ee) "Regulations" means those regulations of Hockey Alberta as made and amended from time to time;
- (ff) "Rules" means those rules of the game as made and amended from time to time, by Hockey Canada;
- (gg) "Senior Hockey Committee" shall have the meaning given to it in the Regulations;
- (hh) "Special Meeting" shall mean a meeting of the Members as referred to in section 4.3;
- (ii) "Special Resolution" shall mean a resolution passed by a majority of not less than three-fourths (3/4) of the Members entitled to vote as are present in person at a meeting of Members of which notice specifying the intention to propose a resolution as a special resolution has duly been given; and
- (jj) "Vice-Chair" means the individual elected by the Members to be the Vice-Chair of the Board for Hockey Alberta.

ARTICLE 2 MEMBERSHIP

2.1 Regular Membership

- (a) Subject to the conditions precedent set out herein and compliance with these Bylaws and the Rules and Regulations, regular membership in Hockey Alberta is open to the following:
- (i) an Amateur Hockey **League** of the Junior, Senior, **College or University Division**, that is not within or a part of a Minor Hockey Association, that satisfies the requirements of the Board from time to time for regular membership and is **located in Alberta and registers players with Hockey Alberta**;
 - (ii) a Minor Hockey Association **that satisfies the requirements of the Board from time to time for regular membership and is located in Alberta and registers players with Hockey Alberta**, provided that Hockey Alberta will only recognize one Minor Hockey Association for each city, town, village or hamlet;
 - (iii) **an Accredited School program, that is not within or a part of a Minor Hockey Association, that satisfies the requirements of the Board from time to time for regular membership and is located and registers players with Hockey Alberta**;
 - (iv) **a Provincial or Regional organization that operates an amateur hockey program for Adapted Hockey or Recreational Hockey, that is not within or a part of a Minor Hockey Association, that satisfies the requirements of the Board from time to time for regular membership and is located and registers players with Hockey Alberta.**
- (b) As a condition precedent to membership in Hockey Alberta, each prospective Member shall agree that:
- (i) Hockey Alberta is the supreme authority concerning Amateur hockey in the Province of Alberta, subject only to the right of appeal to Hockey Canada;
 - (ii) it shall unconditionally obey and abide by:
 - (A) the Bylaws, Regulations and policies of Hockey Alberta; and
 - (B) the Rules and the bylaws and regulations of Hockey Canada;and any amendments thereto as are in force from time to time; and
 - (iii) it will abide by the interpretation of the Board with respect to such Bylaws, Regulations and policies of Hockey Alberta and the Rules and the bylaws and regulations of Hockey Canada, subject only to the rights of appeal as provided for by the bylaws of Hockey Canada.
- (c) Membership may be acquired by application to the Board, in a form reasonably acceptable to the Board together with the following:
- (i) the annual dues for Members as determined in section 3.1;

- (ii) a copy of the applicant's constitution, objectives, bylaws and regulations;
 - (iii) a complete list of the names, addresses and phone numbers of the applicant's officers, which shall consist of at least a president and secretary; and
 - (iv) the address of the applicant for notice, including, but not limited to, an email address if the applicant wishes to provide one.
- (d) The constitution, bylaws and regulations of the applicant may be more restrictive, but not less restrictive and, in the case of any conflict or inconsistency, must be subject to the Bylaws, Regulations and policies of Hockey Alberta.
 - (e) The Board shall have the sole and absolute right to accept or refuse an application for membership in Hockey Alberta.
 - (f) Membership in Hockey Alberta shall take effect upon the acceptance of the application by the Board.
 - (g) Each Member shall notify Hockey Alberta of any amendments to its bylaws and regulations and of any changes of its directors and officers, immediately following any such change.

2.2 Associate Memberships

- (a) An Associate Membership may be acquired by application in writing to the Board and such membership shall take effect upon the approval by the Board.
- (b) The Board shall have the sole and absolute right to accept or refuse an application for Associate Membership in Hockey Alberta.
- (c) Associate Members shall not be voting members, but shall be entitled to attend and take part in meetings of the Members.
- (d) Associate Members shall be entitled to the usual services provided to other Members, including the right to send representatives to clinics and schools conducted by Hockey Alberta.

2.3 Life Memberships

- (a) Life membership is the highest honour which may be bestowed by Hockey Alberta. It is to be awarded to individuals only for very distinctive services those individuals have provided to Hockey Alberta. Nominations for Life Membership must be forwarded to the Board in writing thirty (30) days prior to the 1st day of June in each year, with the endorsement of at least four (4) Members on the nominating papers for each proposed Life Member. Life Members shall act in an advisory capacity to the Board, exercising all of the privileges of Directors (except where otherwise restricted in the Bylaws, Regulations and Rules) but shall not be eligible to vote on any issue.
- (b) The Board shall appoint Life Members as per Policy.
- (c) Expenses of the Life Members attending a General Meeting or a Special Meeting shall be paid by Hockey Alberta.

2.4 Ceasing to be Member

(a) Resignation or Withdrawal

Any Member, Associate Member or Life Member may resign or withdraw from membership in Hockey Alberta by submitting its resignation in writing to the Board. Upon such resignation becoming effective, such member shall forfeit its rights and privileges in Hockey Alberta, but will remain liable for any financial obligations that are outstanding at the time of resignation.

(b) Expulsion

- (i) A Member, may be expelled from membership in Hockey Alberta by a resolution passed by two-thirds (2/3) of the Members at a Special Meeting called for that purpose. No Member, Associate Member or Life Member shall be expelled without being notified of the complaint against it or without having first been given an opportunity to be heard by the Members at the aforesaid meeting.
- (ii) The Board may, by a vote of two-thirds (2/3) of the Directors, expel any Member who has failed to pay any membership dues required by the Board to be paid in order to remain a member of Hockey Alberta.

(c) Loss of Membership

A Member shall cease to be a Member by resignation, withdrawal or expulsion.

ARTICLE 3 DUES

- 3.1 The annual dues for Members shall be determined annually by the Board prior to the Annual Meeting each year, subject to the approval of the Members.
- 3.2 All annual dues for Members as determined by the Board shall be due and payable with the Membership registration at the Annual Meeting.
- 3.3 A Member shall not be in good standing unless it has paid the annual dues as determined by the Board.
- 3.4 Associate Members and Life Members shall not be required to pay annual dues.
- 3.5 Upon payment of the required annual dues, a Member shall not be entitled to a refund, except in the case where the Members do not approve the annual dues determined by the Board, in which case the annual dues will remain as they were the last time they were approved by the Members, and any annual dues paid over and above that amount will be refunded to the Members.

ARTICLE 4 MEETINGS OF MEMBERS AND VOTING

4.1 Annual Meeting

The Annual Meeting shall be held **(in-person or remotely by the use of technology as approved by the Board)** within six (6) months after the conclusion of the fiscal year end (hereinafter referred to as the "Annual Meeting").

4.2 Order of Business

At every Annual Meeting, in addition to any other business that may be transacted, the following business shall be conducted:

- (a) the election of two Directors, each for a term of three years, subject to Section 5;
- (b) the presentation of the audited financial statements and report of the auditor;
- (c) the appointment of the auditor for the ensuing fiscal year; and
- (d) the report of the Directors, if any.

4.3 Special Meetings

Other meetings of the Members (hereinafter called "Special Meetings") shall be convened for any time and place in Alberta **(either in-person or remotely by the use of technology as approved by the Board)** by a majority vote of the Directors. The Board, upon receipt of a written request for a Special Meeting signed by twenty (20) Members in good standing, shall convene a Special Meeting within sixty (60) days of the receipt of the request. A Special Meeting may be called for any purpose for which a meeting of the Members may be called for under these Bylaws.

4.4 Remote Participation / Meetings

- (a) **Any person entitled to attend a meeting of Members may participate in the meeting remotely by the use of technology as approved by the Board. A person so participating in a meeting is deemed to be present at the meeting.**
- (b) **The Board may determine that an entire meeting be held remotely by the use of technology that permit all participants to communicate adequately with each other during the meeting.**

4.5 Notice and Address for Notice

- (a) Notice of the time and place of all General Meetings and Special Meetings, the general nature of the business to be transacted, and sufficient information for the Members to make an informed decision with respect to any decisions they are to make at the meeting shall be given to the auditor and each Director, Member, Associate Member and Life Member at least thirty (30) days prior to the meeting. The notice of the meeting shall be deemed to be given if sent by regular mail to the last known address of the auditor and each Director, Member, Associate Member and Life Member postmarked thirty (30) days prior to the date of the meeting. The notice and supporting material may be delivered by any other means, including personal delivery and delivery by electronic means that can be verified to any address that is provided by the auditor Director, Member, Associate Member or Life Member from time to time.

- (b) All Directors, Members, Associate Members, Life Members and the auditor shall notify Hockey Alberta in writing of any change in their address for notice. Until such notice has been received by Hockey Alberta, the address on the books and records of Hockey Alberta at the time will be considered the address for notice to such members for all purposes under these Bylaws.

4.6 Quorum

Twenty (20) Members in good standing and **deemed eligible to vote** shall form a quorum at any General Meeting or Special Meeting. In the event that twenty (20) Members are not **in attendance** within one (1) hour of the hour given in the Notice of the said meeting, the chairman of the meeting shall adjourn the meeting to a date and time not less than twenty-one (21) days from the date of the original meeting. The Chief Executive Officer shall give seven (7) days written notice to the auditor and each Director, Member, Associate Member and Life Member of the date and place to which the meeting has been adjourned. The quorum for the adjourned meeting shall be those Members in attendance.

4.7 Right to Vote at Member's Meetings

- (a) Subject to subsection 4.6(b), at each General Meeting or Special Meeting, **any Regular Member in good standing shall be entitled to:**
- (i) **one vote for the first one hundred players, or part thereof, registered in the previous season;**
 - (ii) **one vote for each additional one hundred players, or part thereof, registered in the previous season;**
 - (iii) **have all its votes cast whether it be represented by one or all of its delegates, or by a proxy holder in a manner and to the extent and with the authority conferred by the proxy.**
- (b) In order for a Member to qualify for voting privileges at a General Meeting or Special Meeting, the Member must:
- (i) **have had Players registered** with Hockey Alberta in the year immediately preceding the said meeting which were involved in active competition;
 - (ii) pay the required annual dues payable for the forthcoming year if the meeting is an Annual Meeting;
 - (iii) have appointed a Member's Representative and established the authority of the Member's Representative to represent the Member to the satisfaction of the Board; and
 - (iv) be otherwise in good standing with the Board.

4.8 Voting

At all General Meetings and Special Meetings, every question shall be decided by a majority of the votes of the Member's Representatives present **(in person or remotely by the use of technology as approved by the Board)** unless otherwise required by law. Unless a poll is demanded by a Member's representative or the meeting chairman, every question shall be decided in the first instance by a show of hands (having regard to the right of multiple votes of the Members) and a declaration by the meeting chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes cast by the Member's Representatives present **(in person or remotely by the use of technology as approved by the Board)**, and such poll shall be taken in such manner as the chairman shall direct and the result of such poll shall be deemed the decision of the Members upon the matter in question.

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.
- (b) Reference to a year or a term in subsection 5.1(a) will mean the time between Annual Meetings.
- (c) The Board delegates to the Chief Executive Officer, subject always to the overriding authority of the Board, the authority to manage and direct the business and affairs of Hockey Alberta.

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.

5.3 Qualifications

- (a) The following persons are disqualified from being a Director of Hockey Alberta:
- (i) anyone who is less than 18 years of age;
 - (ii) anyone who
 - (A) is a represented adult as defined in the *Adult Guardianship and Trusteeship Act* or is the subject of a certificate of incapacity that is in effect under the *Public Trustee Act*,
 - (B) is a formal patient as defined in the *Mental Health Act*,
 - (C) is the subject of an order under *The Mentally Incapacitated Persons Act*, RSA 1970 c.232, appointing a committee of the person or estate, or both, or
 - (D) has been found to be a person of unsound mind by a court elsewhere than in Alberta;
 - (iii) a person who is not an individual;
 - (iv) a person who has the status of bankrupt.
- (b) A person who is elected or appointed a Director is not a Director unless:
- (i) the person was present at the meeting when the person was elected or appointed and did not refuse to act as a Director, or
 - (ii) if the person was not present at the meeting when the person was elected or appointed:
 - (A) the person gave written consent to act as a Director before the person's election; or
 - (B) the person has acted as a Director pursuant to the election or appointment.
- (c) For the purpose of this subsection, a person who is elected or appointed to be a Director and refuses or fails to consent to or act as a Director is deemed not to have been elected or appointed a Director.

5.4 Resignation

A Director may resign from office upon giving notice thereof in writing to the Board and such resignation becomes effective in accordance with its terms or upon acceptance by the Board, whichever may be the earlier date.

5.5 Removal

- (a) The Members may, by resolution passed by a majority of the votes cast at a General Meeting or Special Meeting duly called for that purpose, remove any Director before the expiration of his term of office and may, by a majority of votes cast at the meeting, elect any person in his stead for the remainder of the term of the Director so removed.
- (b) The Board may remove a Director for failing to carry out his or her duties or for conduct that, in the sole opinion of the Board, reflects poorly on the Board or Hockey Alberta. A Director who fails to attend Board Meetings on two (2) consecutive occasions, without just cause, which shall be determined in the sole discretion of the Board, will be considered to have failed to carry out his or her duties.

5.6 Vacation of Office

The office of a Director is vacated if he or she:

- (a) resigns from the Board;
- (b) is removed from the Board; or
- (c) ceases to have the necessary qualifications.

5.7 Vacancies

Where a vacancy occurs in the Board or, in the event that the Members fail to elect a Director, the Directors then in office may appoint a person to fill the vacancy for the remainder of the term. If there are fewer than five Directors in office at any time, the Director or Directors then in office shall forthwith call a Special Meeting to fill the vacancies and, in default or if there are no Directors then in office, the meeting may be called by any Member.

5.8 Place of Meetings

Meetings of the Board may be held at the head office of Hockey Alberta or at any other place within Alberta as determined by the Board from time to time.

5.9 Meetings by Telephone or Teleconference

Directors may participate in a meeting of the Board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and a Director participating in a meeting pursuant to this subsection shall be deemed for the purposes of these Bylaws to be present in person at the meeting.

5.10 Calling of Meetings

Meetings of the Board shall be held at such time and on such day as the Chair or any three (3) Directors may determine. The Chair shall call meetings when directed or authorized by any three (3) Directors. Notice of every meeting so called shall be given to each Director not less than forty eight (48) hours (excluding any part of a Sunday and of a holiday as defined by the *Interpretation Act*) before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all the Directors are present or if those absent have waived notice of or otherwise signified their consent. Notice of the meeting may, but unless otherwise required by these Bylaws, need not state the business which is to be conducted at the meeting.

5.11 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.

5.12 Quorum

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

5.13 Votes to Govern

Each Director present at a meeting of the Directors shall have one (1) vote. At all meetings of the Board, decisions shall be decided by a majority of the votes cast in favour of the decision; and in case of an equality of votes, the chairman of the meeting shall be entitled to a second vote to break the tie.

5.14 Disclosure of Interests in Contracts

Every Director who has, directly or indirectly, any interest in any contract or transaction to which Hockey Alberta is or is to be a party, other than a contract or transaction limited solely to his remuneration as a Director, officer or employee, shall declare his interest in such contract or transaction at a meeting of the Directors and shall at that time disclose the nature and extent of such interest.

5.15 Remuneration

- (a) Directors shall be paid such sums in respect of their out-of-pocket expenses incurred in attending Board, Committee or Member meetings or otherwise in respect of the performance by them of their duties, as the Board may from time to time determine.
- (b) No member of the Board of Directors (Directors or Officers) shall receive any remuneration for his/ her services.**

5.16 Indemnity of Directors and Officers

Except in respect of an action on behalf of Hockey Alberta to procure a judgment in its favour, Hockey Alberta shall indemnify a Director or Officer and his heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of being or having been a Director or Officer of Hockey Alberta, if he acted honestly and in good faith with a view to the best interests of Hockey Alberta and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

ARTICLE 6 POWERS OF DIRECTORS

6.1 Powers of Board

For the purpose of carrying out the objects of Hockey Alberta, the Board shall manage the business and affairs of Hockey Alberta and shall exercise all of the powers and do all such acts and things as may be exercised or done by Hockey Alberta and are not by these Bylaws expressly directed or required to be done at a meeting of the Members or otherwise. The powers and duties of the Board includes, without limiting the generality of the foregoing, the power to borrow, raise or secure the repayment of money in such manner and upon such terms and conditions as the Board deems fit and, in particular, by the issue of bonds, debentures, security agreements, mortgage, charge or other security on the whole or any part of the present and future property (both real and personal) of Hockey Alberta, subject to the approval of the Members by way of Special Resolution.

6.2 Committees

The Board may create such committees with such mandate, authority and direction as it determines to be necessary or useful in the discharge of its duties and obligations.

6.3 Delegation of Authority

The Board may delegate authority to individuals, committees and others as it determines is in the best interests of Hockey Alberta subject to these Bylaws and the laws of Alberta.

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.

ARTICLE 8 RULES AND REGULATIONS

8.1 Rules and Regulations

The Board may from time to time create rules, regulations and policies, or delegate the authority to create rules, regulations or policies for the betterment of Amateur hockey in the Province of Alberta including, without limiting the foregoing, the better government, organization and administration of Amateur hockey as the Board, in its sole and absolute opinion and discretion, may consider desirable.

ARTICLE 9 GENERAL

9.1 Fiscal Year

The Fiscal year end of Hockey Alberta shall be determined by the Board of Directors from time to time.

9.2 Books and Records

The Chief Executive Officer will maintain a record of the decisions and proceedings of the Members and the Directors in the form of minutes and will maintain such minutes together with its financial statements, auditor's reports and other books and records at the head office of Hockey Alberta. To the extent to which Members are entitled to inspect the books and records of Hockey Alberta, they will be available for inspection by Members on reasonable notice during regular business hours at the head office of Hockey Alberta.

9.3 Audit and Auditors

- (a) The Financial Statements of Hockey Alberta shall be audited annually by an auditor appointed by the Members (the "Auditor") each year at the Annual Meeting.
- (b) The Auditor shall report to the Members at the Annual Meeting regarding the Financial Statements of Hockey Alberta and shall state in his report whether in his opinion the Financial Statements presents fairly the financial position of Hockey Alberta 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.

- (c) The Auditor, in his report, shall also make appropriate statements in any instance that:
- (i) the Financial Statements of Hockey Alberta are not in agreement with the accounting records, or
 - (ii) it has not received all the information and explanations that it had required, or
 - (iii) proper accounting records have not been kept, so far as appears from its examinations.
- (d) The Auditor shall have access at all times to all records, documents, books, accounts and vouchers of Hockey Alberta and is entitled to require from the Directors and Officers such information and explanations as may be necessary for the performance of its duties as Auditor.

9.4 Custody and Use of the Seal

- (a) The Board shall adopt a corporate seal which shall be kept by the Chief Executive Officer at the head office of Hockey Alberta.
- (b) The Board shall determine the appropriate use of corporate seal from time to time.

9.5 Amendments to Bylaws

Subject to compliance with the requirements of the laws of the Province of Alberta, the Bylaws may be rescinded, altered or added to by a Special Resolution. The change or changes to the Bylaws that are approved by Special Resolution shall not take effect until they have been registered by the Registrar of Corporations in accordance with the laws of the Province of Alberta.

9.6 Hockey Canada Membership

Hockey Alberta is a member of Hockey Canada and subject to the Constitution, Bylaws, Rules and Regulations of Hockey Canada.