



**BY-LAWS OF CAPE BRETON BLIZZARD FEMALE HOCKEY ASSOCIATION ("the Association")**  
**As Amended July 7, 2021**

**PART 1 – DEFINITIONS AND INTERPRETATION**

**1.1 In these By-Laws:**

- a. "**Act**" means the Societies Act of Nova Scotia as amended from time to time;
- b. "**Acceptance**" means a majority vote in favor of an application for Membership or otherwise
- c. "**Board**" means the Board of Directors of the Association;
- d. "**Director**" means a member of the Board
- e. "**Executive Committee**" means the Officers of the Board.
- f. "**Member(s)**" means those individuals who qualify for membership under Part 2 of these Bylaws
- g. "**Officers**" means the President, Vice President, Secretary and Treasurer of the Association, whose roles are more accurately described in Appendix A attached hereto.
- h. "**Registrar**" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- i. "**Special Resolution**" means a resolution passed by not less than two thirds of such Members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

**1.2 Definitions in Act Apply**

The definitions in the Act apply to these By-Laws.

**1.3 Conflict with Act**

If there is a conflict between these By-laws and the Act, the Act shall prevail.

**1.4 Powers of Society**

The powers of the Association are as set out in Section 10 of the Societies Act, Chapter 435, Revised Statutes of Nova Scotia, 1989, as amended from time to time.

**PART 2 - MEMBERS**

- 2.1 The Association shall have the power to fix and determine the basis and terms of Membership in the Association, including the development of policies regarding the manner in which a Member

may be admitted or expelled from Membership, Membership fees, or any other basis of financial participation.

## 2.2 Application for Membership

A person may apply to the Board for Membership in the Association. Upon acceptance by majority person becomes a Member on the Board's acceptance of the application.

## 2.3 Membership in the Association is **not transferable**.

## 2.4 Duties of Members

Every Member must uphold the Memorandum of Association of the Association and must comply with these by-laws.

## 2.5 Terms of admission of Members

The board shall determine in its absolute discretion whether an applicant for membership shall be admitted as a member, pursuant to the following eligibility criteria for Membership:

- a) the minimum of 5 subscribers to the Memorandum of Association,
- b) those who support the objects of the Association,
- c) those who are admitted to Membership,
- d) those whose name and address is written in the Register of Members by the secretary,
- e) those who pay an annual fee in an amount, if any, to be determined by the board,
- f) those whose name is written in the Register of Members as parents and guardians of registered players in good standing,
- g) those who serve as a coach, manager, team official or volunteer listed on the Hockey Canada roster of any Cape Breton Blizzard team.

## 2.6 Members' Rights and Obligations

- a) The Association is ultimately accountable to the Members of the Association.
- b) Every Member is entitled to attend any Members' Meeting of the Association.
- c) Any Member of over the age of 18, or with their guardian's written consent, is entitled to hold any office or vote at any meeting.

## 2.7 Conditions Under Which Membership Ceases

Membership in the Association shall cease:

- a) upon death, or
- b) if the Member resigns by written notice to the Association, or
- c) if the Member ceases to qualify for Membership in accordance with these bylaws, or if, by a vote of the majority of the Members of the Association or a majority vote of the Directors of

the Association at a meeting duly called and for which notice of the proposed action has been given, the Member's Membership in the Association has been terminated.

2.8 Suspension of Members

The board shall have authority to suspend or expel any Member from the Association for any one or more of the following grounds:

- a) violating any provision of the memorandum of association, by-laws, or written policies of the Association;
- b) carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion.
- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

### **PART 3 – MEMBERS’ MEETINGS**

3.1 Time and place of meetings

- a) All meetings shall take place at a location decided upon by the President and Secretary of the Association.
- b) All other meetings that are not an Annual General Meeting or Special Meeting shall be held at a date and time decided upon by the President and Secretary. For other meetings, the President and Secretary will make best efforts to accommodate a date and time that works for the most possible Members.
- c) The President, or in his/her absence, the Vice-President, or in the absence of both of them, any Member appointed by the President, shall preside as Chair at Members’ meetings.
- d) The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the Members.

3.2 Preparation and Custody of Minutes of Members’ Meetings

The Secretary will have responsibility for the preparation and custody of the minutes of Members’ meetings.

3.3 Annual General Meetings

Annual General Meeting shall be held within three (3) months after every fiscal year end. At the Annual General Meeting of the Association the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:

- a) Approve the minutes of the previous meeting,
- b) Consideration of the annual report of the Directors,
- c) Consideration of the annual financial report of the Association,

- d) Appoint an auditor, if any, for the ensuing year, and
- e) Election of Directors and other Board Members

### **3.4 Mode and Time of Calling of Annual General Meetings**

Notice to Members is required for the Annual General Meeting. The notice must:

- a) Specify the date, place and time of the meeting,
- b) Be given to the Members thirty (30) days prior to the meeting,
- c) Be given to the Members by e-mail to the Association's active Members list and posted to the Association's social media accounts and website,
- d) Specify the nature of the business, such as the intention to propose a special resolution, and
- e) The non-receipt of notice by any Member shall not invalidate the proceedings.

### **3.5 Special Meetings**

Special meetings of the Members may be held at any time and shall be called:

- a) If requested by the president, or
- b) If requested by a majority of the Directors, or
- c) If requested in writing by at least 50 Members or 20 percent of the Members of the Association, whichever is the lesser number.

### **3.6 Mode and Time of Calling Special Meetings**

Notice to Members is required for special meetings. The notice must:

- a) Specify the date, place and time of the meeting,
- b) Be given to the Members seven (7) days prior to the meeting,
- c) Be given to the Members by e-mail to the Association's active Members list and posted to the Association's social media accounts and website,
- d) Specify the nature of business, such as the intention to propose a special resolution, and
- e) The non-receipt of notice by any Member shall not invalidate the proceedings.

### **3.7 Quorum at Members' Meetings**

Quorum for the transaction of business shall consist of 3 voting Members or 10 per cent of the voting Members whichever is greater. No business shall be conducted at any meeting unless a quorum is present to open the meeting and before any vote.

### **3.8 Quorum Not Present at Members' Meetings**

If within 30 minutes from the time set for holding the meeting quorum is not present -or - if, at any time during a meeting, there ceases to be a quorum of voting Members present, all conversations, votes, or business then in progress must be suspended.

- (a) In the case of a meeting convened on the requisition of Members, the meeting is terminated

- (b) In any other case, the meeting stands adjourned to the same date in the next week, at the same time and place, and if at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting Members who are present constitute a quorum for that meeting.

### 3.9 Voting Rights at Members' Meetings

- a) Every Member may vote at any Members' meeting of the Association after they have attended at least one previous Members' meeting.
- b) Every Member shall have one vote and no more and there shall not be proxy voting.
- c) Except when voting on special resolutions as defined in Section 1.1 of these by-laws, every question shall be determined by a majority of the votes cast on the question. Where there is an equality of votes the motion shall be lost.
- d) The chair of the meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- e) At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three Members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

## **PART 4 - DIRECTORS**

### 4.1 Eligibility and Election of Directors

- a) Subject to the articles, the property, business and affairs of the Association shall be managed by the Board. The Board shall be comprised of individuals who are Members of the Association and are elected by the members at the Annual General Meeting of Members.
- b) The Directors of the Association shall retire in rotation. At each annual meeting of members individuals shall be elected to fill the positions of those Directors whose term of office has expired.
- c) Any Member of the Association shall be eligible to be elected a Director of the Association.

### 4.2 Number of Directors

The number of Directors shall be no fewer than 5 and no more than 15.

### 4.3 Appointment of Directors

- a) Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than 10% of Members entitled to vote at the meeting at which the proposal is to be presented. This proposal shall be presented at each Annual General Meeting.
- b) The management of the Association shall be vested in the Board.
- c) The descriptions of the roles of the elected Members of the board of Directors are described in Appendix A of these By-Laws

- d) The voting for the Directors and Officers of the Board shall require separate ballots. Election requires a majority of fifty (50%) plus one (1) of the votes cast. If more than two (2) candidates are seeking election for one (1) position, then the candidate who obtains the fewest votes is declared defeated. Voting continues until the required majority is obtained.

#### 4.4 Term of Elected Directors

- a) At the first election of Directors following the approval of these By-Laws, each Director of the Board shall be elected pursuant to Article 7 of the Constitution and following these Bylaws, for a term of two (2) years (the “Initial Term”). If any Director(s) resign(s) his/her office or ceases to be a Member of the Association before the end of the Initial Term, there shall be a vote for election of a Director for a new two (2) year term, beginning at the Annual General Meeting at which the new Director(s) is/are elected.
- b) Any Member may re-offer for their Director and/or Officer position at the end of their term. There shall be no limit to the number of times a Member may re-offer for their Director and/or Officer position. If there is more than one candidate for either position, then there shall be a vote pursuant to Article 7 of the Constitution and following these Bylaws.
- c) With the exception of the first election of Directors following the approval of these By-Laws, a Director must serve at least one (1) two (2)-year term to be eligible to stand for election as an Officer of the Board.

#### 4.5 Board Vacancies

If a Director or Officer resigns his/her office or ceases to be a Member in the Association, his/her office as Director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board of Directors from among the Members of the Association.

#### 4.6 Duties and powers

The management of the Association is the responsibility of the Directors. In particular, the Directors may engage a General Manager, and determine his/her duties, responsibilities and remuneration.

The Directors may appoint an Executive Committee and other committees as they see fit.

#### 4.7 Conflict of Interest

Directors who have, or could reasonably be seen to have, a conflict of interest, (such as having actual or indirect influence over selection of their child for a particular team), have a duty to declare this interest. The declaration should be made to the Members:

- a) Upon nomination, and
- b) If serving as a Director, when the possibility of a conflict is realized.
- c) A conflict of interest does not prevent a Member from serving as a Director provided that he/she withdraws from the decision making on matters pertaining to that interest.
- d) The withdrawal should be recorded in the minutes.

#### 4.8 Removal of Directors

The Members may, by special resolution, remove any Director and appoint another person to complete the term of office.

#### 4.9 Director and Officer Liability Insurance

- a) As provided by the Hockey Canada insurance package, the Association shall maintain insurance against any liability incurred by any Director or Officer of the Association in the individual's capacity as a Director or an Officer of the Association; or in the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request.
- b) In the event that a Director or Officer should receive an action against him or her, Hockey Nova Scotia's head office must be advised immediately so that proper steps can be taken to investigate and defend the case.
- c) Directors' and Officers' Liability relates to the legal obligation to manage the affairs of the Association with honesty, loyalty, care, skill, in good faith and with due diligence. If a Director or Officer has not acted with honesty, loyalty, care, skill, in good faith and with due diligence in fulfilling their duties or using their powers, or in doing anything whatsoever, the right to or extent of coverage under the Hockey Canada insurance package may be waived or effected.

#### 4.10 Indemnity to Directors and Officers

Every Director and Officer of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association to the maximum extent permitted by the Act, subject only to the limitations set out in ss. 151(3) of the Act.

### **PART 5 – DIRECTORS’ MEETINGS**

#### 5.1 Frequency of Directors’ Meetings

- a) The Board of Directors shall meet no less than four times each year.
- b) The President or, in his/her absence, the Vice-President or, in the absence of both of them, any Director appointed from among the Directors shall preside as Chair of the board.

#### 5.2 Preparation and Custody of Minutes of Directors’ Meetings

The Secretary will have responsibility for the preparation and custody of the minutes of Directors' meetings.

#### 5.3 Mode and Time of Calling Directors’ Meetings

- a) A Directors' meeting may be called by the President or by a written request signed by any 3 other Directors.
- b) If a vacancy for an Officer's position, due to the expiration of an Officer's term or otherwise, exists, a meeting of Directors may be held at the close of every Annual General Meeting without notice for the purpose of electing Officers.
- c) For all Board meetings that are not an Annual General Meeting, notice is required and must:
  - i. Specify the date, place and time of the meeting,
  - ii. Be given to the Directors seven (7) days prior to the meeting,
  - iii. Be given to the Directors by e-mail to the address they have provided to the Secretary,
  - iv. The non-receipt of notice by any Director shall not invalidate the proceedings
  - v. Notice can be waived for Board meetings with the written approval of three-quarters (3/4) of a quorum of the Board

#### **5.4 Quorum at Directors' Meetings**

Quorum shall consist of a majority of the Directors. No business shall be conducted at any meeting of the board of Directors unless a quorum is present to open the meeting and before any vote.

#### **5.5 Voting Rights at Directors' Meetings**

Every Director shall have one vote at Directors' meetings. Where there is an equality of votes the motion shall be lost.

### **PART 6 - OFFICERS**

#### **6.1 Appointment of Officers**

- a) If a vacancy for an Officer's position, due to the expiration of an Officer's term or otherwise, exists, one or all (as the case may be) of the following Officer positions shall be elected by a vote of Board members pursuant to Article 7 of the Constitution of the Association and applicable Parts of these Bylaws at the Annual General Meeting.
- b) The offices of the Association, if designated and if Officers are appointed are as follows and shall have the duties and powers as outlined in Appendix A attached hereto:
  - i. President
  - ii. Vice-President
  - iii. Treasurer
  - iv. Secretary
- c) The offices of Treasurer and Secretary may be combined and assigned to one individual.
- d) **Vacancy in Office**  
In the absence of a written agreement to the contrary, the Board of Directors may remove, whether for cause or without cause, any Officer or Director of the Association. Unless so removed, an Officer shall hold office until the earlier of:
  - i. The Officer's successor being appointed,
  - ii. The Officer's resignation,
  - iii. Such Officer ceasing to be a Director (if a necessary qualification of appointment) or

- iv. Such Officer's death.
- e) If the office of any Officer or Director of the Association shall be or become vacant between Annual General Meetings, the Directors may, by resolution, appoint a person to fill such vacancy.

## **6.2 Officers Duties and Responsibilities**

- a) The Board may restrict or supplement the Officers' powers and duties described in Appendix A attached hereto.
- b) The President is responsible for the effectiveness of the Board and shall perform other duties as assigned by the Members or the Directors.
- c) The Vice-President shall perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.
- d) The Secretary has responsibility for the preparation and custody of all books and records including:
  1. The minutes of Members' meetings,
  2. The minutes of Directors' meetings,
  3. The register of Members,
  4. Filing the annual requirements with the office of the Registrar, and
  5. File with the Registrar:
    - i. Within fourteen (14) days of their election or appointment, a list of Directors with their addresses, occupations, and dates of appointment or election;
    - ii. A copy of every special resolution within fourteen (14) days after the resolution is passed, and
    - iii. Have other duties as assigned by the board.
- e) In the absence of the secretary from a meeting, the board must appoint another individual to act as secretary at the meeting.
- f) The Treasurer shall have responsibility for the custody of all financial books and records of the Association and carry out all other duties assigned by the board.

## **PART 7 – DIRECTOR AND OFFICER REMUNERATION**

Directors and Officers shall serve without remuneration and shall not receive any profit or be paid for being Directors or Officers. However, Directors and Officers may receive reasonable remuneration for other services that they provide to the association as approved by the Members. A Director or Officer may be paid reasonable expenses incurred in the performance of his/her duties.

## **PART 8 – FINANCE**

### **8.1 Funds of the Association**

No funds of the Association shall be paid to or be available for the personal benefit of any Member.

#### **8.2 Financial Year End**

The fiscal year end of the Association shall be the last day of May.

#### **8.3 Audit of Accounts**

An auditor of the Association may be appointed by the Members at the Annual General Meeting and, if the Members fail to appoint an auditor, the Directors may do so.

#### **8.4 Annual Financial Statements**

- a) At the annual meeting, the Directors shall present to the Members a written report on the financial position of the Association. The report shall be in the form of:
  - i. a balance sheet showing its assets, liabilities and equity, and
  - ii. a statement of its income and expenditures in the preceding fiscal year.
- b) A copy of the financial report shall be signed by the auditor or by two Directors.
- c) A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

### **PART 9 – CORPORATE SEAL**

The Association may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Association shall be the custodian of the corporate seal which may be affixed to any document upon resolution of the board.

### **PART 10 – SIGNING AUTHORITY**

Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the board of Directors.

### **PART 11 – BORROWING POWER**

The Association may only borrow money as approved by a special resolution of the Members. The Association shall not make loans, guarantee loans or advance funds to any Director.

### **PART 12 – INSPECTION OF BOOKS AND RECORDS**

The Members may inspect the annual financial statements and minutes of Members' and Directors' meetings at the registered office of the Association with one week's notice. All other books and records of the Association may be inspected by any Member at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Association.

### **PART 13 – MANNER OF MAKING, ALTERING AND RECINDING BY-LAWS**

The Members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.



# **CONSTITUTION OF CAPE BRETON BLIZZARD FEMALE HOCKEY ASSOCIATION**

**(“the Association”)**

## **ARTICLE 1 – NAME**

The organization shall be known as the Cape Breton Blizzard Female Hockey Association (Hereinafter referred to as the “Association”).

Any future teams within the Hockey Nova Scotia Cape Breton Female zone shall bear the name Cape Breton Blizzard in its title.

## **ARTICLE 2 – REGISTERED OFFICE**

The registered office of the Association shall be situated at an address on Cape Breton Island in the Province of Nova Scotia.

## **ARTICLE 3 – BOUNDARIES**

The legal boundaries of the Association include the Female Cape Breton Zone as defined by Hockey Nova Scotia.

## **ARTICLE 4 – OBJECTIVES**

### Mission Statement

All actions and objectives of the Association are made on a volunteer and non-profit basis. The Association is dedicated to the instruction and advancement of female minor hockey and promoting the development and personal growth of all participants through progressive leadership, by ensuring meaningful and equal opportunities for young females to participate in the game of hockey, while providing enjoyable experiences in a safe and respectful environment.

### The Objectives of the Association are as follows:

- (a) grow the sport of amateur female hockey throughout the Female Cape Breton Zone and support the efforts of other FHA's and zones across the province
- (b) work to ensure that girls of all ages and levels of play have a place to play hockey.
- (c) build a program that is capable of producing best-in-class athletes through a strong development program.
- (d) show female players the path forward for a lifelong enjoyment of hockey
- (e) develop partnerships in the community that support a 5 year growth goal of over 250 registered players by the 2025 season.

## **ARTICLE 5 – AMENDMENTS**

The Constitution of the Association shall not be altered except at an Annual General Meeting (“AGM”), and notice of the proposed alterations shall be given to the Secretary, in writing, at least two weeks before the day of the meeting, and he/she shall forthwith notify the Board of the proposed changes. An amendment to the Constitution shall be made only at an AGM and by three-fourths majority of the members voting therein. A copy of the Constitution and By-Laws of the Association shall be posted on the Association website.

## **ARTICLE 6 – MEMBERSHIP**

Membership to the Association shall consist of:

- (a) A minimum of 5 subscribers to the Memorandum of Association,
- (b) Those who support the objects of the Society,
- (c) Those aged 18 and over who are admitted to membership,
- (d) Those whose name and address is written in the Register of Members by the secretary,
- (e) Those who pay an annual fee in an amount, if any, to be determined by the board,
- (f) Those whose name is written in the Register of Members as parents and guardians of registered players in good standing,
- (g) Those who serve as a coach, manager, team official or volunteer listed on the Hockey Canada roster of any Cape Breton Blizzard team.

## **ARTICLE 7 – VOTING**

- (a) As is described in more detail in Article 6 hereof, any Member (Parent, Guardian, Coach, Trainer, Team Manager, Referee, or Board Member registered with the Association, eighteen (18) years of age and over and residing within the boundaries as specified in Article 3 hereof) shall have the right to vote with the exception of any Member who has been suspended by the Board and/or Hockey Nova Scotia.
- (b) Voting pertaining to the election of Board Members shall be by ballot for the election of individuals to fill specific Board positions. Each Member shall have one vote. Voting shall not be for the purpose of group election of an entire Board or other group of people from which individual Board positions are later chosen.
- (c) Voting pertaining to all other general matters shall be by hand vote or other method as agreed upon by a majority of a meeting constituting a quorum of Board Members
- (d) No Member shall participate in the debate or vote on a motion at Board meeting if it is considered to be a conflict of interest. The Board Chair will determine a conflict of interest when necessary. His/her decision will be final. If the chair is also in conflict of interest, then the Chair of the Discipline Committee will make the determination.
- (e) There shall be no proxy votes.

## **ARTICLE 8 – NOMINATIONS**

- (a) The Executive shall appoint a Nomination Committee which shall present a proposed slate of candidates for election at the Annual General Meeting.
- (b) A call for Nominations shall be made 60 days prior to the Annual General Meeting, with nominations closing 30 days prior to the Annual General Meeting.
- (c) If the Nominating Committee is unsuccessful in filling the slate of candidates by the nomination closing date, then nominations will be made from the floor of the Annual General Meeting. All nominations from the floor shall require a seconder. The nominees presented by the Nominating committee and any other nominations made from the floor of the Annual General Meeting will be voted on by the members present at the Annual General Meeting.
- (d) Only voting members of the Association who are qualified to become a volunteer with the Association shall be elected as directors. All candidates will have 1 minute to speak prior to the election taking place.
- (e) The Association shall consist of the following Board Members all of whom shall be voting members in good standing of the Association and shall consist of five Executive (Officer) positions and up to ten (10) Director Positions, for a total of up to fifteen (15) board members, which will be made up of the following:
  - (1) President;
  - (2) Past President;
  - (3) Vice President;
  - (4) Secretary;
  - (5) Treasurer;
  - (6) Director of Coach and Team Officials;
  - (7) Director of Player Development;
  - (8) Registrar;
  - (9) Equipment Manager;
  - (10) Director of Risk Management;
  - (11) Referee Co-Ordinator/Ref-In-Chief;
  - (12) Scheduler and Ice Allocator;
  - (13) Diversity and Growth Co-Ordinator;
  - (14) League Co-Ordinator
  - (15) Fundraising Co-Ordinator
- (f) The President, Immediate Past President, Vice President, Secretary, and Treasurer are the Officers of the Board of Directors and shall be known as the “Executive”.
- (g) The President, Vice President, Treasurer, and the Secretary will be nominated and elected at the AGM by members of the Association.
- (h) The President, Vice President, Secretary, and Treasurer position will be elected for a two year period and are eligible for re-election at the end of the two year term. In order to be elected to the Executive, an individual must have spent at least one (1) two-year term as a Director before being elected to the Executive. The immediate Past President shall be a one year, non-voting term. Executive Members shall be known as the “Executive” or “Executive Board”.

- (i) All other members of the Board shall be known as Directors as noted above and will be nominated and elected at an AGM by members of the Association. The Directors shall be elected for a two-year term at the AGM and are eligible for re-election at the end of the term.
- (j) The criteria stated above will officially apply following the first year of the Association approval by Hockey Nova Scotia. The first established Board may have members with less than the required experience. For all other Annual General Meetings, the criteria will be followed. The only exception is if there are no nominations that meet the one (1) term experience criteria or if the Vice-President is unable to move into the President position. If this occurs, the Board will accept nominations from the floor for the Secretary, and Treasurer with less than the required board experience. However, if the Vice President is unable to assume the role of President, the Board will engage the nominating committee and identify potential candidates for the members to vote for. Nominations for the position of President will not be accepted from the floor at an AGM.
- (k) Any vacancy occurring in the Executive shall be filled by appointment by the Board of Directors that remain in office, up until the next available Annual General Meeting.
- (l) Executive and board members may serve as head coach of one (1) team per season. Said members can hold other coaching duties under special Executive authorization only.

## **ARTICLE 9 – ALLOCATION OF PROPERTY**

- (a) The income and property of the Association whencesoever's derived shall be applied solely towards the promotion of the objectives of the Association as set forth in this Articles of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association; provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any out of pocket expenses incurred on behalf of the Association and with the approval of the Association's Treasurer.
- (b) All correspondence, bulletins, billings or anything pertaining to the Association that shall come to the Association's board for consideration or decision or clarification shall be considered property of Cape Breton Blizzard Hockey and not held by any person, unless specifically instructed to do so and thereby permitting any following Executive Board access to their knowledge and information.
- (c) For further clarification, this would also include any correspondence received by any member of the Board of Directors that was duly received because that person was a member of the Board of Directors of the Association.

## **ARTICLE 10 – BOARD OF DIRECTORS AUTHORITY**

- (a) The administration of the Association will be vested in the Board directly which shall meet as often as necessary to run the affairs of the Association. The Board shall include those positions as listed herein in Article 8.
- (b) The Board shall approve the appointment of an Assistant Coordinator for each age division, which shall be answerable to the League Coordinator on the Board of Directors. The Assistant Coordinators are non-voting. They will meet with the League Coordinator as necessary. The Board shall invite these appointed individuals to board meetings for discussion purposes as necessary.

## **ARTICLE 11 – MEETINGS**

- (a) The Annual General Meeting shall be held within three (3) months after every fiscal year end;
- (b) The meetings of the Board shall be four times annually at a minimum and at the call of the President, except as outlined under item (c) listed below;
- (c) At the request of three Board Members, the President shall call a special meeting with notice outlining the issues to be discussed. No subject shall be discussed or considered at any such special meeting, except that specified in the notice.
- (d) Special General Meetings may be called if requested by the president, or if requested by a majority of the Board of Directors, or if requested in writing by at least 50 members or 20 percent of the members of the society whichever is the lesser number.
- (e) Special General Meetings must be held by the Board within two (2) weeks after a valid written request is received.

## **ARTICLE 12 – CLASS OF MEMBERSHIP**

### **LIFE MEMBERS:**

Life membership is the highest honor that can be bestowed by the Association, and is awarded only for a very distinctive service to the Association. Life members shall be nominated by an individual member at the AGM of the Association and approved by three-fourths majority of the members voting therein. A Life member shall have full voting rights at all regular and annual meetings.

## **ARTICLE 13 – POWERS OF THE BOARD OF DIRECTORS**

The Board shall have the power to do all such things, as in their opinion, may be necessary or expedient to carry out effectively the objectives of the Association, as set out in the Constitution, and in particular, without limiting the foregoing. The Board shall have powers as follows:

- i. To delegate all or any of its powers to its duly appointed committees;
- ii. To impose penalties on members for any infringements of the Association's Code of Conduct, the rules of hockey, or of the rules and regulations of the Association, or for any act or practice which in the opinion of the Board is detrimental to the interest of the sport;
- iii. All members of the Board must attend regular scheduled meetings. If a member fails to attend meetings on a regular basis, or if they fail to attend three meetings in a row, the board shall suspend the member for the balance of his/her term through a majority vote of a quorum of the Board;
- iv. A majority (over and not equal or less than 50% of the total Board members) of the Board, shall constitute a quorum and its decision is binding;
- v. Any Director vacancies on the Board must be filled by the Board for the balance of the terms;

- vi. Any mid-term Executive vacancies may or may not be filled until the next AGM.
- vii. Role descriptions and responsibilities for each position on the Board are as outlined in Appendix A of the By-Laws.

## **ARTICLE 14 – CONDUCT, PARENTS AND GUARDIANS**

If any parent or guardian breaches the Association's documented Code of Conduct or interferes in any manner with an official, coach or player of the Association or with the playing of a game, the Board may suspend that parent/guardian from the Association and the incident may be reviewed for further action.

Parents and Guardians are expected to familiarize themselves with the Association's Code of Conduct and parents and guardians are to abide by these rules.

## **ARTICLE 15 – AUDITS**

The Board may appoint an Auditor of the Association who will perform an audit on the affairs of the Association and report to the Board, or a committee appointed by the board, who in turn will report to the Members at the AGM.

## **ARTICLE 16 – GENERAL**

Anything not covered by this Constitution and the Association By-Laws will be left to the discretionary powers of the Board. This Constitution shall come into force and take effect upon enactment by the Board of the Association.

## **ARTICLE 17 – DISSOLUTION OF ASSOCIATION**

If, on the dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association, but shall be given or transferred to some other institution, organization, or Association, to be determined by the Executive Board of the Association at or before the time of dissolution or, in default thereof, by such Judge of the Supreme Court of Nova Scotia, as may have or acquire jurisdiction the matter.

# **Appendix A**

## **ROLES AND DUTIES OF THE OFFICERS OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS**

### **OFFICERS OF THE BOARD OF DIRECTORS**

#### **1. President**

##### **Duties include but are not limited to:**

- 1) Decide location of and preside at all meetings of Cape Breton Blizzard FHA. The President shall generally perform the duties as prescribed in the by-laws and Constitution of the Association;
- 2) Be a voting Member of the Board of Directors;
- 3) In the case of emergency or extenuating circumstance, may exercise all the duties and powers of any of the Board of Directors, but such action shall be referred within fifteen (15) days to the Board of Directors for decision;
- 4) Administer the applicable policies of the association;
- 5) The President may suspend any Member/volunteer under the jurisdiction of Cape Breton Blizzard FHA to include but not limited to: player, parent, team official, league volunteer/board Member, association volunteer/board Member, coach or referee for any breach or violation of the provisions of the By-Laws and Playing rules; of any decision or ruling of the Board of Directors; involving unsportsmanlike conduct on or off the ice; involving abusive language to any of the officials; or involving an alleged infraction of the amateur definition, provided that the President or designate is satisfied that such player, coach, manager, team Member or individual has committed such breach or violation. Such suspension will be automatically and continuously effective until dealt with by the Board of Directors who shall review the suspension within seven (7) days and render a decision;
- 6) All Cape Breton Blizzard FHA teams will recognize such suspensions and the President or designate shall notify those necessary of such suspensions and penalties. Any person so suspended shall have the right to appeal to Hockey Nova Scotia;
- 7) The President may convene a Complaints Committee of one Officer and two Members of the Board of Directors to investigate and recommend complaint or conflict resolutions to the Board of Directors for issues that arise within Cape Breton Blizzard FHA;
- 8) The President is an ex-officio Member of all committees and shall have signing authority with any one of the designated signing Officers approved by the Board of Directors;
- 9) The President oversees the acquisition of ice times and ice contracts with arenas;
- 10) The President oversees the negotiation of sponsorships and partnerships with other entities: individuals, Associations, associations or charities;
- 11) The President is the official spokesperson and representative of the Cape Breton Blizzard FHA;
- 12) The President administers the applicable policies of the association; and
- 13) The President shall be the official representative to Hockey Nova Scotia and shall attend the General and Special Meetings of Hockey Nova Scotia as well as Female Council Meetings.

## **2. Past President (one-year)**

The Past President position can only be held by an individual who has completed their term as President naturally and not by removal or resignation.

### **Duties:**

- 1) Be a non-voting Member of the Board of Directors;
- 2) Chair the By-Law Committee;
- 3) Chair the Nominating Committee to elect a new President.
- 4) Serve on committees as directed by the Board of Directors or President;
- 5) Perform other duties as assigned by the President;
- 6) In the event there is not a Past President, the President shall assume these duties and delegate them if required.

## **3. Vice-President**

### **Duties include but are not limited to:**

- 1) In the absence of the President, shall exercise all the powers and duties of the President and shall also perform all duties assigned and performed by the President;
- 2) Be a voting Member of the Board of Directors;
- 3) Be responsible for the Hockey operations of Cape Breton Blizzard FHA including rules, regulations and policies;
- 4) Serve on Risk Management Committee, unless in a conflict of interest;
- 5) Chair or serve on other committees as required;
- 6) Administer the applicable policies of the association; and
- 7) Other duties as assigned by the President.

## **4. Secretary**

### **Duties include but are not limited to:**

- 1) There shall be a Secretary of the Association who shall keep the minutes of the meetings of Members and Directors and shall perform such other duties as may be assigned by the Members.
- 2) The Secretary shall be responsible for ensuring notification to the Membership of all General and Special meetings of the Association.
- 3) Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association and of the Board of Directors shall be the responsibility of the Secretary.
- 4) The Secretary shall have custody of the corporate seal and shall affix the same on all contracts and instruments.
- 5) Be a voting Member of the Board of Directors;
- 6) Supplying copies of the minutes of all meetings as expeditiously as possible to the Members of the Board of Directors and such other persons as authorized by the Executive Committee. The minutes, will be reviewed at the next meeting and when approved shall be noted in the minutes of that meeting;

- 7) Along with the President, decide the location of meetings;
- 8) Produce meeting agenda from items submitted by Members and vetted by the President. Put out a call for agenda items one (1) week prior to Board and Executive Committee meetings;
- 9) Request Director reports prior to meetings and circulate them to the board Members for review before all General and Executive Committee meetings;
- 10) Administer the applicable policies of the association; and
- 11) Perform other duties as assigned by the President.

## **5. Treasurer**

**The duties of the Treasurer include but are not limited to:**

- 1) Be a voting Member of the Board of Directors;
- 2) Responsible for all aspects related to finance including business planning, policy development and the treasurer duties;
- 3) Responsible for budget development and maintenance and all aspects of financial support to ensure the effective operation of Cape Breton Blizzard FHA;
- 4) Keep proper records of expense and revenue accounts;
- 5) Present to the Annual General Meeting and/or the Special General Meeting of Cape Breton Blizzard FHA an Annual Report showing the results of the yearly operation of Cape Breton Blizzard FHA, including an annual budget and such other financial reports and matters as may appear to be of interest to Cape Breton Blizzard FHA.
- 6) The Treasurer shall be charged with the supervision of all financial interests of the Association and shall render to the Association an accurate account of the financial condition of the Association and perform any such other duties as may be assigned by the Members.
- 7) Receive, in the name of Cape Breton Blizzard FHA, all monies which shall be deposited in one or more chartered banks of Cape Breton Blizzard FHA, and payout of the funds of Cape Breton Blizzard FHA any costs, charges and expenses involved in the administration and operation of Cape Breton Blizzard FHA;
- 8) Invest money in the name of Cape Breton Blizzard FHA in accordance with any resolutions of the Board of Directors;
- 9) If directed by the Membership at an AGM or the Board, ensure the accounts of Cape Breton Blizzard FHA are audited and reported upon by an auditor licensed pursuant to the Public Accountants Act, as part of the cost of administration of Cape Breton Blizzard FHA;
- 10) Serve on committees as required by the Board of Directors or the President;
- 11) Coordinate payment of all invoices and accounts in a prompt and orderly manner, include them in the financial statements circulated to the Board of Directors monthly;
- 12) Work with the Association's Registrar to ensure all fees are paid and accounted for;
- 13) Be responsible for the identification of delinquent accounts and in consultation with the Registrar, take appropriate action to correct the situation;
- 14) Administer the applicable policies of the association; and
- 15) Such other duties as may be assigned by the President.

## DIRECTORS

### **1. Director of Coaching and Team Officials**

**The duties of the Director of Coaching and Team Officials include but are not limited to:**

- 1) Be a voting Member of the Board of Directors;
- 2) Oversee the process of the selection and appointment of all team Head Coaches and Managers and oversee team leadership business accordingly;
- 3) Submit to the Board for approval: all head coach recommendations, and subsequently the head coach's selections for bench staff;
- 4) Organize and oversee the tryout process;
- 5) Be the Board of Director's liaison and responsible for the monitoring and reporting on coaching certification and dressing room supervision;
- 6) Organize and hold a minimum of two (2) Coaches and Managers Meetings;
- 7) Administer and track coaching certification requirements, communicate certification opportunities, and advise head coaches of team staff who are not in compliance with certification requirements as determined by Hockey Nova Scotia;
- 8) Serve on other committees as required;
- 9) Administer the applicable policies of the association; and
- 10) Such other duties as may be assigned by the President.

### **2. Director of Player Development**

**The duties of the Director of Player Development include but are not limited to:**

- 1) Be a voting Member of the Board of Directors;
- 2) The Director of Player Development is responsible for the management of the Association's development program.
- 3) Liaise with Hockey Nova Scotia's Development personnel and the Association's hockey development volunteers;
- 4) Assist the League Coordinator with player placement;
- 5) Provide the leadership within the Association to achieve the development program objectives;
- 6) Ensure the participation of skills coaches, skating instructors, goaltending instructors and other special guests at development ice sessions;
- 7) Administer the applicable policies of the association; and
- 8) Perform other duties as assigned by the President.

### **3. Registrar**

**The duties of the Registrar include but are not limited to:**

- 1) Be a voting Member of the Board of Directors;
- 2) Be the Board of Director's liaison and responsible for the monitoring of all player and team official registration with Hockey Canada, Hockey Nova Scotia and insurance compliance;
- 3) Maintain detailed listing of active players' names, addresses, and parents/guardians contact information to ensure player account information is accurate;
- 4) Organize, supervise and control all registration procedures and supply registration lists on an ongoing basis to Board Members as required;
- 5) Maintain player account records and work closely with the Treasurer to ensure all funds are collected and accounted for;
- 6) With the Executive, maintain the confidentiality of player account information;
- 7) In conjunction with the President and Treasurer, establish a pro-rata refund of Association fees based upon individual circumstances for cases partial Membership when the Member cannot participate for a full season and wishes to withdraw as per association policy; and
- 8) In conjunction with the President and Treasurer, make decisions on player fees, rebates and financial assistance;
- 9) Administer the applicable policies of the association; and
- 10) Perform other duties as assigned by the President.

### **4. Equipment Manager**

**The duties of the Equipment Manager include but are not limited to:**

- 1) Be a voting Member of the Board of Directors;
- 2) With the Registrar, maintain an up-to-date inventory of all jerseys and equipment distributed and attribute to each player;
- 3) Issue all jerseys and equipment at the start of the season, or throughout the season and ensure all jerseys and equipment are returned and accounted for at the end of season;
- 4) Manage orders of team socks and subsequent cost recovery;
- 5) Arrange for the repair of jerseys and equipment where necessary. Advise the Treasurer in advance to seek approval for associated costs to Cape Breton Blizzard FHA;
- 6) Manage group orders of Blizzard apparel through Board of Directors approved suppliers;
- 7) Maintain an Equipment Management policy, approved by the board annually and posted on the Association's website;
- 8) Under the direction of the Board, provide recognition to corporate team sponsors by ensuring that advertising crests are attached to the team jerseys appropriately;
- 9) Administer the applicable policies of the association; and

10) Perform other duties as assigned by the President.

## **5. Director of Risk Management**

**The duties of the Risk Management Coordinator include but are not limited to:**

- 1) Provide advice to the Executive Board on actions required to mitigate the Associations' risk;
- 2) Be a voting Member of the Board of Directors;
- 3) In the event that a discipline or conduct matter is referred to the Board of Directors or in the event of a conflict of interest, the Director of Risk Management shall organize an ad hoc discipline committee consisting of three (3) Members, including one Vice-President or Past President as chairperson, and two Members of the Board of Directors as selected by the Risk Management Director in the event of a conflict of interest. The committee will meet those involved with the disciplinary matter and report back to the Board of Directors with their recommendations. The President will call a meeting, either in person or via conference call, of the board to obtain agreement on the recommendation.
- 4) Prepare and submit documentation of meetings and acquire affidavits of occurrences. File documentation with the Secretary regarding all matters reviewed by the Director of Risk Management. Ensure the documentation is properly dated.
- 5) With the Director of Coaching and Team Officials, review and track player or team official suspensions;
- 6) Manage the distribution of Hockey Canada Medical Forms to head coaches and attend Coaches and Managers meetings with the Director of Coaching and Team Officials,
- 7) Lead investigations or review panels when required and advise the President and Vice-President on the outcome and recommended action;
- 8) Distribute resource materials that will be used in the promotion of Risk and Safety Management in Hockey Nova Scotia program;
- 9) Promote the Respect in Sport Program;
- 10) Recommend appropriate training courses and first aid courses for coaches where appropriate;
- 11) Administer the applicable policies of the association; and
- 12) Perform other duties as assigned by the President.

## **6. Referee Coordinator / Referee-in-Chief**

**The duties of the Referee Coordinator / Referee-in-Chief include but are not limited to:**

- 1) Be a voting Member of the Board of Directors;
- 2) The Referee Coordinator / Referee-in-Chief preferably should have a minimum of 3-5 years of experience as an official.
- 3) Recruit and organize training opportunities for qualified on ice officials, with an emphasis on female officials, for employment by the Association;

- 4) Coordinate the scheduling of Officials within the Association;
- 5) With the treasurer and scheduler, ensure the prompt and accurate of payment of officials,
- 6) Recommend an officials' fee schedule to the Executive for inclusion in the annual budget which will take effect at the beginning of the next hockey season.
- 7) Maintain a work log of all on-ice officials which may be requested from time to time by the Executive;
- 8) Keep records of complaints and report to the Executive;
- 9) Administer the applicable policies of the association; and
- 10) The Referee-In-Chief or Referee Coordinator cannot be a Head Coach, Assistant Coach or Trainer in the Association.

## **7. Ice Scheduler**

**The duties of the Ice Scheduler include but are not limited to:**

- 1) Be a voting Member of the Board of Directors;
- 2) Liaise with the Executive in the preparation of the recommended ice schedule and budget;
- 3) Maintain a listing of all of the association's booked ice times and manage cancellations and rescheduling in coordinating with teams and league schedulers;
- 4) Maintain a detailed log of all ice times billed to the Association which may be requested from time to time by the Executive;
- 5) Responsible to oversee the maintenance of schedule and statistics on official schedule pages. Aspects of this responsibility may be delegated to team managers;
- 6) With the Treasurer, review ice bills to ensure accuracy before payment;
- 7) Oversee the scheduling of clock officials / timekeepers and maintain a work log of all off-ice officials which may be requested from time to time by the Executive;
- 8) Act as a liaison with Hockey Nova Scotia and the appropriate Female Hockey leagues and ensure the Association acts in compliance with the rules, regulations and policies of those bodies;
- 9) Administer the applicable policies of the association; and
- 10) Perform other duties as assigned by the President.

## **8. Diversity and Growth Coordinator**

**The duties of the Diversity and Growth Coordinator include but are not limited to:**

- 1) Be a voting Member of the Board of Directors;
- 2) Conduct outreach to historically excluded communities to introduce them to hockey;
- 3) Conduct marketing campaigns and events to grow the game of female hockey; and
- 4) Administer the applicable policies of the association.

## **9. League Coordinator**

**The duties of the League Coordinator include but are not limited to:**

- 1) Be a voting Member of the Board of Directors;
- 2) Appoint a committee of division Assistant Coordinators (one per division). The Board shall approve an Assistant Coordinator for each age division, which shall report to the League Coordinator. The Assistant Coordinators are non-voting. They will meet with the League Coordinator as necessary, however, monthly at a minimum. The Board may invite these appointed individuals to board meetings for discussion purposes as necessary.
- 3) The League Coordinator, with the assistance of the Director of Player Development, will propose player team assignments for non-tryout teams and adjust when deemed necessary;
- 4) Appeals of the decisions of the League Coordinator can be made in writing to the Board of Directors;
- 5) Assist coaches of non-tryout teams in navigating opportunities to attend tournaments, manage their budgets and deliver a positive playing experience to their players;
- 6) The assistant coordinators will recommend to the League Coordinator, for approval by the Board, the names of individuals willing to serve as coaches and team officials for the upcoming year.
- 7) The League Coordinator assists coaches by managing a pool of interested players available to fill in as spare players or goalies in the event a team is shorthanded;
- 8) Administer the applicable policies of the association; and
- 9) Perform other duties as assigned by the President.

## **10. Fundraising Co-Ordinator**

**The duties of the Fundraising Co-Ordinator include but are not limited to:**

- 1) Be a voting Member of the Board of Directors;
- 2) Oversee and administer, and grant permission for fundraising activity proposals of players and teams;
- 3) Maintain a Fundraising policy, approved by the board annually and posted on the Association's website;
- 4) With the Executive, maintain the confidentiality of player account information;
- 5) Inform teams of their fundraising opportunities such as an even-split program, in game even-splits, and approved additional fundraisers.
- 6) Appeals of the decisions of the Fundraising Co-ordinator can be made in writing to the Board of Directors;
- 7) Administer the applicable policies of the association; and
- 8) Perform other duties as assigned by the President.