



Bylaws

By-Laws - 2016
Recreational Hockey Association of Calgary

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ARTICLE 1: NAME OF THE SOCIETY

1.1 The name of the Society is the Recreational Hockey Association of Calgary, which may also be known or referred to as "RHC" or the "Association".

ARTICLE 2: DEFINITIONS AND INTERPRETATION

2.1 Effect of Societies Act: When interpreting these By-laws, reference shall be made to the Societies act, and the words and expressions used in these By-laws will, unless the context otherwise requires, have the same meaning as the words and expressions have in the Societies Act.

2.2 "Annual General Meeting or AGM" means the annual meeting of the Members of RHC required by the Societies Act (Alberta).

2.3 "Association" or "RHC" means the Recreational Hockey Association of Calgary.

2.4 "Board" means the Board of Directors of RHC.

2.5 "Director or Board Member" means a person elected or appointed to the Board of RHC in accordance with these By-laws.

2.6 "Fiscal Year" means the twelve (12) calendar months commencing May 1st of a particular year and ending April 30th of the following year.

2.7 Gender: Where the male gender is used, it shall be interpreted to include the female gender.

2.8 "Hockey Calgary", "HC", or "M.H.A.C." means the Minor Hockey Association of Calgary.

2.9 "Hockey Program" means the ice hockey program conducted by RHC.

2.10 "Hockey Program Fees, Membership fees or Registration fees" means the annual fee set by the Board for each Participant.

2.11 "Member" means a person in good standing meeting all the requirements contained in Article 5 of these By-laws.

2.12 "Participant" means a person who is a player in the Hockey Program.

2.13 "Policies and/or Procedures" means the rules set out and approved by the Board of Directors. These rules guide the Association's day to day activities. These rules are not Bylaws and may be changed periodically as needed to fit the growth and development of the

Association. Any policies or procedures changes must be voted on. A change can be passed by a minimum of five (5) votes.

2.14 “Societies Act” means the Societies Act contained in the Revised Statutes of Alberta, as amended from time to time or any Act passed in amendment or substitution for it.

2.15 “Special General Meeting” means a meeting of the Members of RHC called by the President by his choosing or in response to receiving a petition pursuant to Article 9.2 of these by-laws.

2.16 “Special Resolution” means:

(1) a resolution passed

(a) at a general meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, or

(b) by the vote of not less than seventy-five percent (75%) of those Members who are entitled to vote in person or by proxy.

(2) a resolution proposed and passed at a general meeting of which less than 21 days’ notice has been given, if all the Members entitled to attend and vote at the general meeting so agree, or

(3) a resolution consented to in writing by all the Members who would have been entitled, at a general meeting, to vote on the resolution.

ARTICLE 3: ASSOCIATION’S PHILOSOPHY and OBJECTIVES

3.1 Recreational Hockey Calgary was created in response to a need for a less competitive playing environment and a less demanding time commitment than exists in community hockey. The philosophy of RHC is to provide opportunities for players’, ages 11 to 20 to play hockey that is affordable, fun and safe with moderate time commitments. The organization encourages and supports good sportsmanship, fair play, friendship, and respect. Body checking and aggressive behavior will not be tolerated.

3.2 The objectives of RHC include:

(a) To provide and administer the Hockey Program for the involvement and enjoyment of all Members and Participants.

(b) To encourage maximum city wide participation in the Hockey Program.

(c) To encourage fun, sportsmanship, involvement and team play with fair and equal opportunity.

(d) To foster the proper conduct of all who participate in, or are involved in, the Hockey Program.

ARTICLE 4: BOUNDARIES AND AFFILIATION

4.1 The geographical boundaries of RHC are all lands within the boundaries of MHAC.

4.2 RHC is a member of MHAC and will adhere to the general rules and regulations set out by MHAC, as they pertain to RHC at the discretion of the Board.

ARTICLE 5: MEMBERSHIP

5.1 **Categories of Members:** There are 4 categories of Members in RHC:

- (a) Parent Members
- (b) Athlete Members
- (c) Volunteer Members
- (d) Honorary Members

Only individual persons are eligible for membership.

5.1.1 Parent Members

To become a Parent Member, a person must:

- (a) be a parent or legal guardian of an Athlete Member
- (b) apply for membership through the registration process
- (c) pay the annual registration fee for Athlete Members.

5.1.2 Athlete Members

To become an Athlete Member, a person must:

- (a) have paid ,or had paid on their behalf, the annual registration fee for an Athlete participating in RHC, which fee will include the membership fee for Athlete Members
- (b) be not younger than the age of 11 years, nor older than the age of 20 years by December 31 of their registration year
- (c) completed and submitted the registration form prior to the upcoming ice hockey season.

5.1.3 Volunteer Members

To become a Volunteer Member, a person must:

- (a) support the goals and objectives of RHC
- (b) not be eligible to be a Parent Member or an Athlete Member
- (c) be 18 years of age or older
- (d) make written application for membership to the Board
- (e) there will be no fee charged to Volunteer Members.

5.1.4 Honorary Members

(a) a person may become an Honorary Member if the Voting Members at an AGM pass a resolution to that effect in recognition of the person's significant contributions to RHC.

(b) there will be no fee charged to Honorary Members.

5.2 All members are obligated during RHC activities to conduct themselves according to the Policies and Procedures and By-laws of the Society.

5.3 Membership

5.3.1 The membership year is from May 1st to April 30th of the following year.

5.3.2 Membership Fees

5.3.2.1 The Board shall set the annual membership fees for each category of Athlete Member. The registration fee includes a fee for administration purposes.

5.3.2.2 Registration fees are due prior to the athlete playing their team's first game. The only exception will be those players applying for financial assistance programs.

5.3.2.3 Any member in arrears for fees and assessments will not be allowed to register in the Association or play in the Association in subsequent years until delinquent amounts have been settled to the satisfaction of the Board of Directors.

5.4 Membership Rights and Privileges of Members

5.4.1 All members and parents or legal guardians of Athlete Members, who are in good standing, may attend any General or Special Meeting of RHC and may upon being recognized by the Chair of the meeting, speak to any issue properly placed on the agenda.

5.4.2 The only categories of members who have voting rights are Athlete Members, Volunteer Members and Honorary Members (collectively "Voting Members"). Parent Members do not have voting rights apart from those that they may exercise on behalf of an Athlete Member. There will be only one vote for each Athlete Member. If an Athlete Member is less than 18 years of age or if an Athlete Member is 18 years of age or greater and a parent or legal guardian of an Athlete Member paid the registration fee for the Athlete Member, then the parent or legal guardian of the Athlete Member is the one who may exercise the right to vote on behalf of the Athlete Member. In the case of a dispute as to who paid the registration fee, the Parent Member is deemed to be the person who paid the registration fee for the Athlete Member as recorded in the records of RHC. This shall be determined by the Treasurer/Registrar, whose decisions in this regard are final, binding, and not open to question or review by any tribunal or Court. If an Athlete Member paid his or her own registration fee and is 18 by the date of the AGM or Special Meeting, then they may exercise the Voting Right and his or her parents or legal guardians will have no voting rights.

5.4.3 A Volunteer Member may stand for election and attend Board, AGM or Special Meetings. They will have no voting privileges unless they hold an elected or appointed position that has a vote associated.

5.4.4 An Athlete Member may not be on the Board of Directors.

5.4.5 Votes at the AGM or Special meeting must be made in person and not by proxy or otherwise.

5.4.6 A Member in good standing may inspect the books and records of RHC with prior arrangement at any regularly scheduled Board meeting, at the Annual General Meeting, or with an Officer of RHC.

5.5 Membership in Good Standing

5.5.1 A Member is in good standing when:

- (a) the membership fee for the current year has been paid
- (b) the member has not been suspended from RHC.

5.6 Suspension of Membership

5.6.1 Decision to Suspend or Expel

The Board, at a meeting of the Board called for such a purpose, may suspend or expel a Member's membership for a period of time deemed appropriate by the Board, if the Board determines that the Member has:

- (a) failed to abide by these By-laws
- (b) disrupted meetings or functions of the Association
- (c) done anything judged by the Board to be harmful to the Association or its membership.

5.6.2 Notice to Member

5.6.2.1 The Board will provide the affected Member with at least 14 days' advance written notice of the Special Board Meeting referred to in paragraph 6.6.1.

5.6.2.2 The notice shall be sent by single registered mail to the last known address of The Member as shown in the records of RHC, and shall be deemed to be received by the Member on the third business day after being mailed.

5.6.2.3 The notice will state the reasons that the Board is considering suspending the Member.

5.6.3 Decision of the Board

5.6.3.1 The Member will have an opportunity to appear before the Board and to address the matter. The Board may allow another person to accompany the Member and to make

submissions on behalf of the Member. The Board may limit the time given to the Member and his representative for their submissions. The Board will exclude the Member and his representative from its discussion of the matter and from the deciding majority vote. The Board may exercise the right to expel the member, at this time at its discretion rather than suspend membership. These decisions are final, binding, and not open to question or review.

5.7 Termination of Membership

5.7.1 A Member's membership is terminated by any of the following:

- (a) written notice of their resignation delivered to the Secretary and shall be refunded fees in an amount determined by the Board
- (b) death
- (c) failure to pay their annual membership fee for the current year
- (d) expulsion from membership by the Board at a special meeting for any cause which is deemed sufficient in the interests of the Association. This decision is final, binding, and not open to question or review.

ARTICLE 6: GOVERNING STRUCTURE

6.1 General Principles

RHC shall be governed by its Members through a Board of Directors, which shall be elected annually at the AGM by the Voting Members of RHC. The Board of Directors shall be responsible to the general membership and shall have full control and management of the Association within the by-laws to serve the best interests of the membership and be responsive to the philosophy of the Association. Only the "consensus of majority" obtained from a quorum of the Elected Directors, collectively, shall be interpreted or enforced as an executive authority of the Board of Directors.

6.2 The Board of Directors

6.2.1 Powers and Duties of the Board

Except where otherwise limited by the Societies Act, the Board has all the powers of the Association as a whole. The powers and duties of the Board include:

- (a) Adhere at all times to all structural, organizational committee meeting and financial procedural requirements established within the registered Bylaws by the Association's members.
- (b) Take all actions necessary to run the Association's Hockey program.
- (c) Promote the objectives and philosophy of RHC.
- (d) Promote membership in RHC.

(e) Hire and dismiss employees, together with setting the terms of their employment, including job duties and salaries.

(f) Maintain and protect the assets and property of RHC.

(g) Approve the annual budget and execute all financial affairs of the Association.

(h) Follow prudent fiscal management, including the investment of funds, paying expenses, and operating and managing RHC.

(i) Develop terms of reference for committees; assign or appoint chairmen and Committee members to each committee; make each committee aware of their responsibilities in the Association's total decision-making process and in all policy situations.

(j) Forward annually to the Registrar of Companies, the Association's Financial Audit, the names, addresses and positions of the newly elected Board.

(k) Review the Internal Rules and the Association Bylaws annually with the members and make whatever recommendations may be necessary in to keep these policies or terms of reference as criteria for the Association's current and future operations.

(l) Have the authority to make and amend regulations governing any or all matters relating to the objects of RHC, finances, elections, procedure and administration of RHC, in addition to the discipline, suspension and expulsion of the Officers, Directors, Members, and Participants enrolled in the Hockey Program in keeping with the overriding guidelines documented in the most current Hockey Calgary Regulations. Such regulations shall be in force when made, unless they are rescinded, amended or replaced at a general meeting.

(m) Have the authority to make and publish rules respecting the conduct of the Members and Participants as may from time to time be necessary and any such rules shall be binding on all Members.

(n) Have the power to rescind, alter or add to the RHC Policy & Procedure Manual as the need arises. Changes shall be approved by a majority of not less than seventy-five percent (75%) of such Board members entitled to vote as are present, in person, at the RHC Board meeting, provided that a notice of the changes is received by the President, in writing, at least 21 (twenty-one) days prior to the day of the meeting.

The Quorum for such meetings shall be a minimum of 50 percent (50%) of the members of the Board.

6.2.2 Composition of the Board

6.2.2.1 The Board shall consist of a minimum of 5 and a maximum of 15 Directors.

6.2.2.2 The Officers of the Board shall be the President, Vice-President, Secretary, Treasurer, and the Immediate Past President. Collectively, the Officers shall form the Executive Committee.

6.2.2.3 The other Directors shall be known as Coordinators and they shall each have responsibility for a specific program or service provided by RHC.

6.2.3 Election and Removal of Directors

6.2.3.1 The Voting Members shall elect Directors at the AGM. All Directors shall be elected for a two-year term that begins at the conclusion of the meeting where they are elected and ends immediately following the second AGM at which these Directors were elected. In order to stagger the terms of the Directors, the Voting Members may reduce the term of a Director to one year, or extend the term of a Director to three years. The goal and intent of this paragraph is that the Members should elect approximately one half of the Directors at each AGM.

6.2.3.2 The Voting Members may re-elect a Director for an additional term.

6.2.3.3 A Director may resign by giving notice in writing to the Secretary or President and the resignation is effective on the date specified in the notice.

6.2.3.4 The Board may, by an affirmative vote by two-thirds of its members, remove from office any Director who, in the opinion of those so voting, has been or is being remiss or neglectful in fulfilling their duties as a Director.

6.2.3.5 Any Director who fails to attend three (3) consecutive meetings of the Board, without prior reasonable written excuse, may be removed from office by an affirmative vote by a majority of the board. The question of whether an excuse is reasonable shall be determined by a majority of the Board. The written excuse shall be provided by letter or by email, and shall be submitted to the President, except where the absent Director is the President, in which case it shall be submitted to the Secretary.

6.2.3.6 Voting Members may remove a Director from office by means of a majority vote at a Special Meeting called for that purpose.

6.2.3.7 If there is a vacancy on the Board, the remaining Directors may appoint a Voting Member in good standing or the parent or guardian of an Athlete Member in good standing to fill the vacancy until the next AGM. This does not apply to the position of Immediate Past President. This position remains vacant until the next AGM.

6.2.3.8 No Director may vote in a matter in which he has a conflict of interest. He must declare his conflict and remove themselves from the meeting until that agenda item has been determined.

6.2.4 Meetings of the Board

6.2.4.1 The Board shall hold a monthly meeting from September to June of each hockey season.

6.2.4.2 The President calls the meetings. In addition, the President must call a meeting if two Directors make a request in writing and state the business to be considered at the meeting.

6.2.4.3 A minimum of 7 days' notice for Board meetings shall be given to each Director. Notice shall be given by the President, and may be given in person, or by telephone, or by email.

6.2.4.4 The quorum for a Board meeting is 40% of the total number of elected Directors or a minimum of 5 elected Directors (whichever number is greater).

6.2.4.5 Each Director has 1 vote. The President has a deciding vote in the case of a tie vote. A motion is carried by a simple majority vote. Voting shall be indicated by the raising of a hand or secret ballot, if requested. The Secretary shall document the votes and report them as necessary. Voting shall only be considered official where all of the requirements for Quorum were achieved.

6.2.4.6 Meetings of the Board are not open to Members of RHC.

6.2.5 Removal of Officers

6.2.5.1 Officers may be removed from office in the same manner as Directors, as provided in section 7.2.3.4 of these Bylaws.

6.3 Committees

6.3.1 Committees are established and dissolved by the Board.

6.3.2 At least one Board Member shall sit on each Committee, but does not need to chair the Committee.

6.3.3 The chair of each Committee calls its meetings. Each Committee:

- (a) records minutes of its meetings;
- (b) distributes the minutes to the Committee members
- (c) provides reports to each Board meeting concerning the Committee's activities.

6.4 The Executive Committee

6.4.1 The Executive Committee consists of the Officers of RHC. It is responsible for carrying out emergency and unusual business between Board meetings. It must report at the next Board meeting to the Board on any actions it takes.

6.5 The Discipline Committee

6.5.1 The Discipline Committee, chaired by the Vice-President, consists of the President and the appropriate Division Coordinator. The Referee Liaison shall participate in an advisory capacity to the Disciplinary Committee. Its function is to immediately advise Hockey Calgary Game & Conduct of any incident that falls under the Hockey Calgary Minimum Suspension Guideline for an “indefinite” suspension, and assist in the collection of all necessary information as required to process the incident through both the Hockey Calgary and Hockey Alberta suspension review and hearing process. This may involve representing RHC at all Hockey Calgary disciplinary hearings. In addition, the discipline committee will review all RHC discipline issues of players and coaches and inform the participants of any subsequent ruling. Hockey Calgary Game & Conduct email address is gameandconduct@hockeycalgary.com.

ARTICLE 7: DUTIES AND RESPONSIBILITIES OF DIRECTORS

7.2.5 Duties of the Officers of RHC

7.2.5.1 The President:

- (a) supervises, coordinates, and mediates the business of the Board;
- (b) chairs all meetings of the Board, the Executive Committee and RHC, when present and able to do so;
- (c) is the spokesman for RHC;
- (d) is an ex-officio member of all Committees; and
- (e) carries out other duties as assigned by the Board.

7.2.5.2 The Vice-President:

- (a) chairs any meetings if the President is absent or unable to preside;
- (b) substitutes for the President at any function when requested to do so by the President;
- (c) ensures that any policies of insurance required by the Board are maintained in full force; and
- (d) carries out other duties as assigned by the Board.

7.2.5.3 The Secretary:

- (a) records accurate minutes of all meetings of RHC, the Board, and the Executive Committee, and distributes copies of the same to Board members;

- (b) makes sure that an accurate record is kept of the names and addresses of all Members of the RHC;
- (c) is in charge of maintaining the Board's correspondence;
- (d) makes sure that all documents required by the Societies Act are filed in a timely fashion;
- (e) ensures that the required notices to the Members of the AGM and Special General Meeting are properly made; and
- (f) carries out other duties as assigned by the Board.

7.2.5.4 The Treasurer:

- (a) makes sure all funds paid to RHC are deposited in a financial institution approved by the Board;
- (b) makes sure a detailed account of revenues and expenses is presented to the Board at its meetings;
- (c) makes sure an audited statement of the financial position of RHC is prepared and presented to the AGM; and
- (d) carries out other duties as assigned by the Board.

7.2.5.5 The Past President:

- (a) shall serve as a resource person to provide continuity and stability; and
- (b) carries out other duties as assigned by the Board.

ARTICLE 8 : MEETINGS OF THE ASSOCIATION

8.1 Annual General Meeting

8.1.1 RHC will hold its Annual General Meeting ("AGM") after the hockey season no later than May 31st in each year. The Board sets the place, day and time of the AGM, but it shall be held in Calgary, Alberta.

8.1.2 The Secretary shall announce the AGM at least 21 days in advance by placing a Notice stating the place, date, and time of the AGM on the RHC website and by other most expedient means possible. No error or omission in giving notice of an AGM invalidates the meeting or makes void any proceeds.

8.1.3 The AGM deals with the following matters but not limited to:

- (a) declaration of a quorum
- (b) approval of agenda
- (c) reading by the Secretary for acceptance of the Minutes of the previous AGM and any General or Special Meeting of the Members held since the last AGM.
- (d) presentation of written and verbal reports from the various Board Members and Committees.

The order of reports will be at the discretion of the President.

(e) presentation of the Association's financial statement and auditor's report on all the financial involvements in the name of the Association during the past year

(f) appointment of auditors

(g) election of Officers and other members of the Board for the ensuing term.

Nominations from the floor for position as a Director shall be accepted.

(h) consider other business that has properly come before the AGM. This new business must have been sent to the Board in writing twenty-one (21) days in advance of the AGM. Matters will not be added to the Agenda or voted on at the AGM after the meeting has been called to order.

(i) motion of adjournment.

8.1.4 The President, on their sole discretion, may limit discussion on business at the AGM to ensure a timely and orderly completion of the AGM.

8.1.5 The President shall chair the AGM. In the absence of the President, the Vice President shall chair the meeting.

8.1.6 Provided that proper notice of the AGM has been given as set out in Article 10.1.2, the quorum at the AGM is 10 Voting Members of RHC in good standing. After the AGM has been called to order, the departure of Voting Members from the meeting does not have the effect of removing the quorum. The AGM will continue until properly adjourned. If a quorum is not in attendance prior to 20 minutes of the appointed start time for the AGM, a quorum is to be considered those present after 15 minutes of the scheduled start.

8.2 **Special General Meetings**

8.2.1 A Special General Meeting may be called at any time for any matter that can not wait for the next officially scheduled AGM of the Association:

(a) by a resolution of the Board

(b) on the written request of at least 3 Directors or at least 25 voting Members.

The request must: (i) be directed to the President; (ii) state the clear reason for the Special General Meeting; (iii) set out the motion(s) intended to be submitted to the meeting.

8.2.2 The Secretary shall provide notice of a Special General Meeting in the same way as set out in paragraph 10.1.2 for the AGM. In addition, the notice for a Special General Meeting shall state the matter to be brought forward at the meeting.

8.2.3 Only the matter(s) set out in the notice for the Special General Meeting may be considered at the Special General Meeting unless the President shall in his discretion, allow it.

8.2.4 Any Special General Meeting has the same voting, quorum requirements and procedures as the AGM.

8.3 Board Meetings

See Article 6.2.4

8.4 Voting at Annual General Meetings and Special General Meetings

8.4.1 Each Voting Member shall be entitled to one vote. A Voting Member or the individual voting on behalf of a Voting Member shall have attained their eighteenth (18th) birth date.

8.4.2 A show of hands decides every vote at any General Meeting, unless at least 3 Voting Members request a written ballot, in which case written ballots shall be used.

8.4.3 The Chair of the Meeting has a deciding vote in the case of a tie vote.

8.4.4 Voting Members may not vote by proxy.

8.4.5 A majority of the votes cast at any Meeting decides each issue and resolution, unless the issue needs to be decided by a Special Resolution. In calculating the number of votes, abstentions shall not be included.

8.5 Notice Requirements

8.5.1 The accidental or inadvertent failure to give proper notice of any AGM, General Meeting, Special Meeting, or Directors meeting, or of any such adjourned meeting, does not invalidate such meeting or make void any proceedings that were taken at that meeting. Any Member, Director or member of the Executive may at any time waive notice of any such meeting and may ratify approval and confirm any or all proceedings taken or had as such meeting. For the purpose of sending notice to any Member, Director, or Executive for any meeting, the address of such person shall be his or her last known address as recorded in the books of the Association.

8.5.2 If any Member, Director or Executive is of the opinion that a failure to give proper Notice was deliberate, as opposed to accidental or inadvertent, he may submit his objection in writing to the Board which shall hear and determine the matter. If the Board finds that the failure to give notice was deliberate, the Board may cancel or invalidate any or all proceedings taken at the meeting that was held where notice was not properly given.

ARTICLE 9: FINANCE AND OTHER MANAGEMENT MATTERS

9.1 The fiscal year of RHC ends on the 30th day of April in each year. The fiscal year is May 1-April 30 unless otherwise altered by the Board of Directors.

9.2 There must be an audit of the books, accounts and records of RHC at least once each financial year. The audit shall be conducted by a qualified accountant who must be approved at

the AGM. At each AGM, the Treasurer shall present the complete and proper submitted audited financial statements of the previous fiscal year for review by the Members. The auditor's report shall be submitted to the Societies Act (Alberta) as required. The Treasurer will also provide a financial report of the past financial year from the data collected for the next audit.

9.3 All payments shall be made in the form of cheques drawn on the appropriate account of the Association. The cheques issued by RHC shall be signed by the Treasurer and one additional Officer or by another person specifically authorized to do so by resolution of the Board. These persons are generally the President and Vice-President.

9.4 All contracts, leases, agreements and financial transactions made out in the name of the Association must be signed by any two of the President, Vice-President or Treasurer of the Association.

9.5 RHC may borrow or raise funds to carry out its objectives or carry on operations. The Board shall decide the amounts and ways to raise money in such a manner as they see fit provided approval of members is obtained.

9.6 No Board Member of RHC may receive any payment for services rendered. A Member or Director may be reimbursed for reasonable expenses incurred while carrying out duties on behalf of RHC.

9.7 The Board may adopt a Seal of the Association. The Seal shall be kept at the Registered Office of RHC, unless otherwise decided by the Board. The Seal may only be used by Officers, as authorized by the Board.

9.8 The Books and Records of the Association shall include the Minute Book and Financial Records of the Association and these may be inspected by any member of the Association in good standing at the Annual General Meeting or at any time upon giving reasonable written notice and reason and arranging a time satisfactory to the Secretary and Treasurer. The Association will have the right to establish a fee for copies provided. Directors shall at all times have reasonable access to the books and records of the Association maintained by the Secretary or Treasurer.

9.9 In the event that these bylaws do not adequately cover any situation or item of concern to the Executive, Directors or Members, reference shall be made to The Societies Act, which shall be the supreme authority whereby the action and activities of the Association are managed and controlled.

9.10 The Board must approve all un-budgeted expenditures of over \$500.00.

9.11 Any expenditure may be approved by acceptance of a budget, but the total of such expenditure must not exceed that budget without additional approval of the Board.

9.12 The Board shall approve an annual budget and set the membership fees for each upcoming season at the end of the prior season.

9.13 Any member that is in arrears for fees or assessments may have such membership privileges or renewals suspended or rescinded until such arrears are paid, with penalty.

9.14 A reasonable contingency fund from the annual gross revenues shall be maintained and carried forward to the next year to cover unforeseen and/or emergency items.

9.15 Protection and Indemnity of Directors and Officers.

9.15.1 Each Board Member shall be deemed to have assumed an office on the Board upon election at the AGM. The Member shall be deemed to have accepted the position, on the express understanding, agreement and condition that he and his heirs, executors and administration shall, from time to time and at all times, be indemnified and saved harmless out of the funds of, and by RHC from and against all costs, charges, actions, causes of action, damages, judgment, claims, liabilities and expenses whatsoever, including but without limitation, his costs on a solicitor/client basis and any amount reasonably paid by him to settle any action, cause of action, claim or liability or to satisfy any judgment, which he suffers, sustains or incurs:

(a) in or from any action, suit or proceedings which is brought, commenced or Prosecuted against him for or in respect of any act, deed, omission, matter or thing whatsoever made, done, omitted to be done or permitted by him or any other Board Member Director in or about the execution of their office; and,

(b) in or from or in relation to the affairs of RHC; provided that such costs, charges, actions, causes of action, damages, judgments, claims, liabilities and expenses are occasioned without any fraud or bad faith on his part and RHC shall so indemnify and save harmless each such Board Member.

9.15.2 No Director, Officer, Coordinator, Coach, Committee, Member or Volunteer of RHC shall be liable for the acts, receipts, neglects or default of any other Director, Officer, Coordinator, coach, committee, member or volunteer. No Director or Officer is responsible or liable for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with RHC. No Director or Officer is liable for any loss or damage due to an oversight or error in judgment, or by an act or omission in his role as Director or Officer, unless the act or omission is due to fraud, dishonesty, or bad faith.

9.15.3 RHC shall indemnify and save harmless each and every coach or other volunteer in the Hockey Program (including all volunteers who are appointed to and agree to serve on committees) from and against all costs, charges, causes of action, damages, judgments, claims, liabilities and expenses whatsoever, including but without limitation, his costs on a solicitor/client basis which he suffers or incurs as a result of his participation in the Hockey Program of RHC.

9.15.4 Directors and Officers can rely on the accuracy of any statement or report prepared by the auditor for RHC. Directors and Officers are not liable for any loss or damage as a result of relying upon that statement or report

ARTICLE 10: AMENDING THE BY-LAWS

10.1 These by-laws may be rescinded, altered, or added to by a Special Resolution at any AGM or Special General Meeting of RHC held for that purpose which receives a 75% approval of those present at the meeting and voting.

10.2 Any rescinded, altered, or added by-laws will take effect after approval of the Special Resolution and their acceptance by the Corporate Registry of the Province of Alberta.

10.3 The twenty-one (21) DAYS NOTICE OF THE Annual General Meeting or the Special General Meeting of the Association must include details of the proposed resolution to change the Bylaws.

ARTICLE 11: DISSOLUTION AND DISTRIBUTING ASSETS

11.1 If the Association is dissolved, any funds or assets remaining after paying debts shall be distributed to one or more registered charitable organizations with objectives and philosophy similar to those of RHC. The members of the association shall select the organization(s) by Special Resolution. In no event shall any members receive either directly or indirectly any funds or assets of the Association upon dissolution of RHC.

11.2 RHC does not pay any dividends or distribute its property amongst its Members.