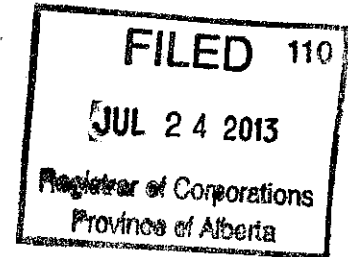
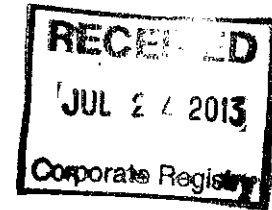


The Societies Act

Bylaws of

South East Athletic Club (SEAC)



1. SOCIETY NAME

1.1 Society Name

The name of the Society is *South East Athletic Club (SEAC)*.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions:

In these Bylaws of the Association, unless otherwise stated, the following terms shall have the meanings prescribed for each of the terms:

a. Act

Act shall mean the Societies Act of Alberta and the regulations thereto or its successor or replacement legislation;

b. Annual General Meeting

Annual General Meeting shall mean the annual general meeting of the Members;

c. Associate Member

Associate Member shall mean a person who is an Associate Member of the Association in accordance with Section 3.10 of these Bylaws;

d. Association

Association shall mean the South East Athletic Club (SEAC);

e. Bylaws:

Bylaws shall mean the Bylaws of the South East Athletic Club (SEAC) as rescinded, altered, amended or added to from time to time;

f. Due Notice

Due Notice shall mean that sufficient information about the item or event has been given through at least two of the following media:

- i) The Association website;
- ii) At least one Medicine Hat, Alberta newspaper;
- iii) Email to appropriate individuals; or
- iv) Written letter to appropriate individuals;

g. **Executive**

Executive shall mean all of the Executive Members together;

h. **Executive Meeting**

Executive Meeting shall mean a meeting of the Executive;

i. **Executive Member**

Executive Member shall mean a person who is an Executive Member of the Association in accordance with Sections 3.10, 8.1 and 8.2 of these Bylaws;

j. **Hockey Alberta**

Hockey Alberta shall mean The Alberta Amateur Hockey Association;

k. **Hockey Canada**

Hockey Canada shall mean the Canadian Amateur Hockey Association;

l. **In Writing**

In Writing shall mean electronic or hardcopy, hand written or typewritten;

m. **Medicine Hat Minor Hockey Association**

Medicine Hat Minor Hockey Association shall mean the Medicine Hat Minor Hockey Association;

n. **Meeting**

Meeting shall mean any Annual General Meeting or Special Meeting of the Members;

o. **Member Data**

Member Data shall mean information about a Member required or deemed necessary or beneficial to the Association for management of the affairs of the Association;

p. **Paid in Full**

Paid in Full shall mean that full payment has been made or an acceptably post-dated cheque written for the membership fee by the date determined by the Association;

q. **Player**

Player shall mean each individual who plays hockey and has registered with and been accepted by the Association;

r. **Resolution**

Resolution shall mean a motion that was moved and seconded;

s. **Player Data**

Player Data shall mean information about a Player required or deemed necessary or beneficial to the Association for management of the affairs of the Association;

t. **Special Meeting**

Special Meeting shall mean any meeting of the Members that is not the Annual General Meeting or an Executive Meeting; and

u. **Special Resolution**

Special Resolution shall mean a Resolution passed at a General Meeting:

- i) Of which not less than 21 days Due Notice has been given specifying the intention of the Resolution; and
- ii) By a vote of not less than 75% of the Members thereat entitled to vote at the Meeting.

2.2 **Headings**

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

2.3 **Singular, Plural, Gender**

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

2.4 **Terms**

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

2.5 Notice

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

3. MEMBERSHIP

3.1 Membership

As a condition precedent to membership in Association, each prospective member shall in Writing agree to unconditionally obey and abide by:

- a. the bylaws, regulations and policies of Hockey Alberta and any amendments or replacements thereto as are in force from time to time;
- b. the rules and the bylaws and regulations of Hockey Canada and any amendments or replacements thereto as are in force from time to time;
- c. these Bylaws and the policies, rules and procedures of the Association and any amendments or replacements thereto as are in force from time to time; and
- d. the interpretation of the Executive with respect to these Bylaws and the policies, rules and procedures of the Association and any amendments or replacements thereto as are in force from time to time.

Membership in the Association may be acquired by prospective members by application in Writing to the Executive together with the membership fee for Members. The Executive shall have the sole and absolute right to accept or refuse an application by a prospective member for membership in the Association. Membership in the Association shall take effect upon the acceptance of the prospective member's application by the Executive.

3.2 Membership Categories

The categories of membership are as follows:

- a. The parents or guardians of one or more Players who will not be 18 years of age by December 31st in that calendar year;
- b. A Player who will be 18 years of age by December 31st in that calendar year;
- c. A person who is an Executive Member, which shall automatically include, but not limited to, all persons who incorporated the Association under the Act;
- d. A person who is an Associate Member accepted by the Executive to be an Associate Member; and

- e. A person who is accepted by the Executive to fulfill the role of Team Staff as that term is defined by Hockey Alberta's bylaws.

3.3 Member

A Member of the Association is a person:

- a. Who qualifies for at least one of the membership categories set out in Section 3.2 of these Bylaws and has been accepted as a Member as set out in Section 3.1 of these Bylaws;
- b. Whose membership fee is Paid in Full; and
- c. Who abides by the policies, rules and procedures, if any, of the Association and any amendments or replacements thereto as are in force from time to time.

3.4 Rights of Members

Members of the Association shall have the right to:

- a. Vote in all matters at Annual General Meetings and at any Special Meetings; and
- b. Inspect and access the books and records of the Association.

3.5 Obligations of Members

Members of the Association shall be obligated to:

- a. Provide moral, physical and financial support to the Association as and when requested to do so, insofar as is possible;
- b. Attend Annual General Meetings or any Special Meetings whenever possible; and
- c. Assist the Executive in conducting Association business when requested insofar as is possible.

3.6 Member Fees

The membership fee, if any, in the Association shall be determined, from time to time, by the Executive at an Executive Meeting and may be described by one or more component fees at one time or more times and vary among the Association's different membership categories.

3.7 Withdrawal of Members

Any Member wishing to withdraw as a Member of the Association may do so by application in writing to the Executive. The Executive shall have the sole and absolute right to accept or refuse any Member's application to withdraw.

3.8 Suspension of Member on Financial Grounds

If any membership fee is not Paid in Full for any fiscal year, the Member and any Players they are financially responsible for shall be automatically suspended and shall thereafter be entitled to no membership privileges or powers in the Association. The suspension ends when the membership fee has been Paid in Full to the Association.

3.9 Suspension of Members

The membership in the Association of any Member may, at the discretion of the Executive, be suspended with or without conditions, for any cause at any time, the duration of which suspension shall be at the sole and absolute discretion of the Executive.

3.10 Associate Members

An Associate Member is a person who acquires membership as an Associate Member by application In Writing to the Executive and such membership shall take effect upon the approval by the Executive. The Executive shall have the sole and absolute right to accept or refuse an application by a person to be an Associate Member in Association. Associate Members shall be entitled to the usual services provided to other Members. Associate Members shall automatically be Executive Members and be entitled to attend and take part in Executive Meetings. Associate Members shall be a voting Member of the Association. Associate Members shall have not voting rights or powers at Executive Meetings and will be non-voting Executive Members at all Executive Meetings. Notwithstanding anything else herein, Associate Members shall pay no membership fees.

3.11 Team Staff

Team Staff is a person who is involved in the coaching, instruction, care or supervision of Players, or in the operation of a team of Players, and includes, but is not necessarily limited to, person(s) who are *Team Staff* as that term is defined and prescribed by Hockey Alberta and acquires membership as Team Staff by application In Writing to the Executive and such membership shall take effect upon the approval by the Executive.

To become Team Staff, a person must:

- a. meet the minimum skill requirements prescribed by the Executive;
- b. meet the security requirements prescribed by the Executive; and
- c. be approved by the Executive.

Team Staff may, at the sole and absolute discretion of the Executive, be removed from their involvement with the team(s) of Players that they are involved with for any cause.

The conditions of the removal shall be at the sole and absolute discretion of the Executive.

4. MEETINGS

4.1 Annual General Meeting

The Annual General Meeting shall be held prior to the 30th day of April in each and every calendar year, at such time and place as the Executive shall fix unless 30 days Due Notice is given before the 30th day of April for the deferral of the date of the Annual General Meeting. A deferred Annual General Meeting shall be held before the 30th day of June of the same year.

The business the Association shall conduct at its Annual General Meeting includes, but is not necessarily limited to:

- a. Present the audited financial statements of the Association;
- b. Present the reports of the Executive Members.

In the event that any of the above items is not presented at the Annual General Meeting, the Executive will call a Special Meeting at the Annual General Meeting to address the missing items.

4.2 Special Meetings

The President of the Association shall convene a Special Meeting within 30 days of receipt of a petition setting forth the reason for calling the Special Meeting. The petition must be signed by at least one fifth of the Members eligible to vote at the Special Meeting. Special Meetings may also be called from time to time as deemed necessary by the Executive.

4.3 Notice of Meetings

At least 30 days Due Notice stating the time and place shall be given for the Annual General Meeting. At least ten days advance Due Notice stating the time, place, and purpose shall be given for Special Meetings.

5. PROCEEDINGS AT MEETINGS

5.1 Quorum

No business shall be transacted at any Meeting unless at least seven Members are present at the meeting, at least three of which must be Executive Members, one of those which must be the President or Vice President.

5.2 Right to Vote

Every Member present at a Meeting shall be entitled to one vote on any issue for which a vote is called.

5.3 Proxies

A proxy may not vote.

5.4 Resolutions

At any Meeting a Resolution shall be carried in the event of a simple majority of votes unless the Resolution is a Special Resolution.

5.5 Vote by Show of Hands

At any Meeting, a Resolution voted upon at the Meeting shall be decided on a show of hands.

6. EXECUTIVE MEETINGS

6.1 Number of Meetings

Executive Meetings shall be held as often as may be required, but at least once every three months, and shall be called at the discretion of the President of the Association. An Executive Meeting will also be called by the President of the Association on receipt of a request from any two Executive Members provided the request is In Writing and states the purpose of the business to be dealt with. Executive Meetings shall not be open to all Members, but only Executive Members and Associate Members.

6.2 Notice

At least three days advance verbal or written notice shall be given to each Executive Member for an Executive Meeting.

6.3 Waiver of Notice

An Executive Meeting may be held without notice if a quorum is present provided, however, that any business transactions at such meeting shall be null and void unless ratified at the next called Executive Meeting with proper notice, which next called

Executive Meeting with proper notice must be called within seven days of the Executive Meeting held without notice.

7. PROCEEDINGS AT EXECUTIVE MEETINGS

7.1 Quorum

No business shall be transacted at any Executive Meeting unless at least three Executive Members entitled to vote at an Executive Meeting are present at the Executive Meeting, one of which must be the President or Vice President.

7.2 Right to Vote

Every Executive Member entitled to vote at an Executive Meeting present at an Executive Meeting shall be entitled to one vote on any issue for which a vote is called.

7.3 Proxies

A proxy may not vote.

7.4 Resolutions

Except as provided for otherwise by these Bylaws, at an Executive Meeting, a Resolution shall be carried in the event of a simple majority of votes.

7.5 Vote by Show of Hands

At an Executive Meeting, a Resolution voted upon at the Executive Meeting shall be decided on a show of hands.

8. EXECUTIVE MEMBERS

8.1 Executive Members

The Executive of the Association shall be made up of all Associate Members, a Past President, Secretary and the following elected officers:

- a. President;
- b. Vice President;
- c. Treasurer; and
- d. up to 5 Directors at large.

Notwithstanding anything else herein, in order to establish the Executive initially for the purposes of these Bylaws, the President of the Medicine Hat Minor Hockey Association and all of the other persons who incorporate the Association under this Act shall automatically be the Executive Members of the Association as follows:

- e. Aaron Burghart as President;
- f. Terry Bartman as Vice President;
- g. Les Posnikoff as Secretary;
- h. Robert Kinch as Treasurer; and
- i. Kent Smith as Director at large.

8.2 Election of Elected Executive Members

Except for the initial Executive established in accordance with 8.1 of the Bylaws, the elected officers of the Executive shall be elected annually at an Executive Meeting by the current Executive thereat entitled to vote commencing in 2014 except for the positions of Secretary and Past President.

8.3 Term

Except for the positions of Secretary and the Past President, the term for each position the Executive shall be two years. The terms of elected Executive will be staggered by electing half of the Executives as follows:

| | |
|----------------------|---------------------|
| Even Numbered Years: | Odd Numbered Years: |
| President | Directors at large |
| Vice President | |
| Treasurer | |

In order to implement this staggering of electing half of the Executives, the initial term of the President, Vice President and Treasurer shall be 3 years.

Notwithstanding anything else herein, the Secretary of the Association shall automatically be the person who is serving the current term as President of the Medicine Hat Minor Hockey Association and shall have voting power at Executive Meetings.

Notwithstanding anything else herein, except for the initial Executive for which there will be no Past President, the Past President of the Association shall automatically be the person who has served the previous term as the President of the Association and shall have voting power at Executive Meetings.

8.4 Vacancies

Except for the positions of Secretary and Past President, any Executive Member position vacant shall be filled by Executive appointment until the next Meeting where the office shall be filled by election for the balance of the term.

8.5 Removal from Office

An Executive Member may, upon the passage of a Resolution at an Executive Meeting by not less than 75% of the Executive thereat entitled to vote at the Executive Meeting, be removed from office for any cause.

8.6 Directors

The Directors of the Association shall consist of the elected officers of the Executive Association as set out in Section 8.1 of these Bylaws.

9. POWERS AND DUTIES OF EXECUTIVE MEMBERS

9.1 General Powers

Except as otherwise provided in the Act or these Bylaws, the Executive shall have full control and management of the affairs of the Association and may delegate any of its powers, duties and functions.

The Executive may make, replace and amend policies, rules and procedures for managing the affairs of the Association in accordance with the Act and these Bylaws, shall ensure members adhere to these policies, rules and procedures and shall ensure directions from Meetings and Executive Meetings are carried out.

The Executive may make, replace and amend policies, rules and procedures relating to the discipline of the Members and participants in the Association's programs and shall have the authority to discipline Members and participants in the Association's programs in accordance with such policies, rules and procedures.

The Executive may make, replace and amend policies, rules and procedures relating to the drug testing of the Players, Members and participants in the Association's programs and shall have the authority to drug test Players, Members and participants in the Association's programs in accordance with such policies, rules and procedures.

The Executive may make, replace and amend policies, rules and procedures relating to the management of disputes within the Association and all disputes shall be dealt with in accordance with such policies, rules and procedures.

The Executive may employ or engage under contract such persons as it deems necessary to carry out work of the Association, provided that any employee of the Association or contractor to the Association shall not have voting rights as a Member of the Association.

The Executive may borrow money upon the credit of the Association, as it deems necessary.

The Executive shall determine who will perform the audit set out in Section 10.1 for the ensuing year.

Except for the positions of Past President and the Vice President, the Executive shall determine who will be the Executive Members as set out in Section 8.1 for the ensuing year.

The Executive may establish committees of persons as it deems necessary for any purpose whatsoever from time to time to carry out work of the Association.

The Executive shall determine who are the Association's Executive Members and Associate Members and how many Directors at large there will be of the Executive from time to time, up to a maximum of 5 Directors at large.

9.2 **General Duties**

It is the duty of all Executive Members to:

- a. Carry out their responsibilities to the Association as interpreted by the individuals of the Executive;
- b. Represent the Players and act in their best interest;
- c. Perform any other duties for the betterment of the Association; and
- d. Attend scheduled Executive Meetings.

9.3 **Past President**

It is the additional duty of the **Past President** to support and advise the President and assist the President in any way needed.

9.4 **President**

It is the additional duty of the **President** to:

- a. Act as Chairman at all Meetings and Executive Meetings;
- b. Exercise general supervision over the affairs of the Association;

- c. Be a signing authority, together with the Treasurer, for the Association depository account(s); and
- d. Ensure that Due Notice is given for all Meetings and Executive Meetings as required.

9.5 Vice President

It is the additional duty of the *Vice-President* to:

- a. When the President is not able, attend meetings or fulfill the role of President;
- b. Keep a record of Member Data for all Members;
- c. Keep a record of Player Data for all Players and register them with Hockey Alberta using the method prescribed by Hockey Alberta; and
- d. Ensure that all membership fees assessed are collected.

9.6 Secretary

It is the additional duty of the *Secretary* to:

- a. Attend all Meetings and Executive Meetings and record accurate minutes of those Executive Meetings and Meetings;
- b. Be responsible for maintenance of Bylaws and policies and procedures of the Association; and
- c. Maintain books and records appropriate for the operation of the Association.

9.7 Treasurer

It is the additional duty of the *Treasurer* to:

- a. Be a signing authority of the Association depository account(s) together with the President;
- b. Properly account for all funds of the Association and keep such books and records;
- c. Pay all legitimate bills received by the Association;
- d. Prepare budgets as requested by the Executive;
- e. Supply a report on the financial status of the Association at all Executive Meetings;
- f. Ensure the Association's annual return and any Special Resolution or required notices, returns or Resolutions are filed with the appropriate authority in accordance with the Act;

- g. Make the books and records and the audited financial statements available at an Annual General Meeting for any Member to view or as provided for by these Bylaws; and
- h. Receive all money paid to the Association and be responsible for the deposit of that money into the Association's depository account(s).

10. AUDITING/ANNUAL RETURN/BOOKS AND RECORDS

10.1 General

A duly qualified chartered accountant or two Members elected as auditors by the Executive at an Executive Meeting shall audit the books, accounts, and records of the Association and prepare an audited financial statement for the Association at least once each year.

10.2 Timing

A complete and proper statement of the standing of the books for the previous year shall be submitted to an Executive Meeting within six months of the fiscal year end and at the next following Annual General Meeting.

10.3 Fiscal Year

The fiscal year of the Association in each year shall be April 1st to March 31st.

10.4 Inspection of Books and Records

The books and records of the Association may be inspected by any Member at the Annual General Meeting or at any other time upon arranging a time satisfactory to the Treasurer of the Association. Each Executive Member shall at all times have access to such books and records.

11. GENERAL POWERS

11.1 General Powers

- a. The Association may acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary buildings.
- b. The funds and property of the Association shall be used and dealt with for its legitimate objects only and in accordance with these Bylaws.

12. BORROWING POWERS

12.1 Borrowing

For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution.

13. GENERAL

13.1 Principal Office

The principal office for the transaction of business of the Association is as fixed and located by the Executive in the Province of Alberta. The Executive may at any time or from time to time change the location of the principal office from one location to another in the Province of Alberta.

13.2 Amendment

These By-Laws may be rescinded, altered, amended or added to by a Special Resolution of the Association.

13.3 Seal

The seal of the Association will be in the custody of the Association and will be used as deemed necessary.

13.4 Liability

No Member shall, in their individual capacity, be liable for any debt of the Association.

13.5 Remuneration

Unless authorized at an Executive Meeting, no Member, including an Executive Member, shall receive any remuneration for their services to the Association.

(The remainder of this page is intentionally left blank)

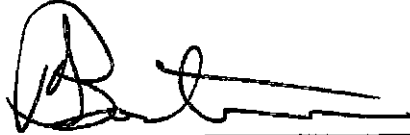
Filings

The Treasurer of the Association shall file every notice, return or Resolution required to be filed under the Act with the appropriate authority.

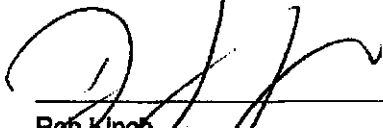
DATED July 23, 2013



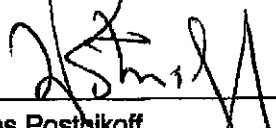
Aaron Burghardt
557 - 7 Street NE
Medicine Hat, AB T1A 5P9



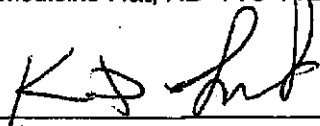
Terry Bartman
#426, 2800 - 13 Avenue SE
Medicine Hat, AB T1A 3P9



Rob Kinch
485 Perry Crescent NE
Medicine Hat, AB T1C 1X2



Les Postnikoff
90 Gehring Road SE
Medicine Hat, AB T1B 4W1



Kent Smith
427 - 11 Street
Dunmore, AB T1B 0K4



Witness name: Todd E. Herter
Address: 499 - 1st Street SE
Medicine Hat, AB T1A 0A7