

**NOTICE OF ANNUAL GENERAL MEETING OF
ST. ALBERT RAIDERS HOCKEY CLUB**

Location: TBD

Date: Sunday, April 2, 2023

Time: 9:00 AM

AGENDA:

- 1) Introduction by President Kevin Porter**
- 2) Approval of Agenda**
- 3) Approval of Minutes from 2022 AGM**
- 4) Financial**
- 5) Special Resolutions (Motion to adopt annexed Bylaws to replace old)**
- 6) Election of Officers and Directors:**
 - Vice-President for a two-year term expiring 2025**
 - Treasurer for a two-year term expiring 2025**
 - Directors (Keith Waldbillig, Graham Tanner, Ian McKinley, Ken Shelton and Janice Foster for two-year terms expiring in 2025)**
- 7) General Discussion**
- 8) Adjournment**

**MINUTES OF THE ANNUAL GENERAL
MEETING OF THE MEMBERS OF
ST. ALBERT RAIDERS HOCKEY CLUB**

**HELD at The ST. ALBERT INN
ST. ALBERT, ALBERTA
ON MAY 1, 2022 10:00 A.M.**

FORMALITIES

Kevin Porter, Director and President, called the Meeting to order and acted as Chairman. Joe Kueber acted as recording Secretary for the Meeting. The Agenda was reviewed and unanimously approved by all present.

ATTENDANCE

Kevin Porter, Graham Tanner, Russ Stevenson, Janice Foster, Tim Marples, Serena Childs, Keith Waldbillig, Ken Shelton and Joe Kueber, all Directors of the St. Albert Raiders Hockey Club (hereafter "SARHC") were in attendance. Gill Hermanns, Ian McKinley and Brian McConkey, Past President, were absent. Shauna Hudec, SAMHA President, and seventeen Members, and some guests were in attendance. There were no other Members of SARHC in attendance.

CONSTITUTION OF MEETING

The Chairman confirmed that the Notice of this Meeting had been duly given to all Members of SARHC in accordance with its Bylaws and all requirements of law and that there was a quorum present and that the Meeting was duly constituted for the transaction of business.

MINUTES OF JUNE 13, 2021 AGM

The Minutes of the June 13, 2021 AGM were reviewed. Upon motion duly moved, seconded, and unanimously carried by all Members at the Meeting, it was resolved that the June 13, 2021 AGM Minutes were approved and ratified.

REPORTS

Janice Foster provided a report to all present regarding the successes and season for the Female teams. The teams had significant community involvement. Tim Marples provided a report to all present regarding all U18 and U16 teams. The teams were very competitive at all levels. Keith Waldbillig provided a report to all present regarding the U15 teams. All teams were successful and the Sabres efforts saw them crowned as Provincial

Champions. Serena Childs provided a report to all present regarding the U13AA program and teams. Ken Shelton provided a report to all present regarding branding and communications. Each Director also provided a report on the plans for the upcoming tryouts and season. Coach selection was discussed as were the volunteer requirements for the John Reid Memorial Tournament.

BYLAWS

Joe Kueber reported that Corporate Registry required a Resolution confirming that, after the changes to the Bylaws made by three Special Resolutions at the June 13, 2021 AGM, there would be replacement of the previous Bylaws with the new revised ones. Upon motion duly moved, seconded, and unanimously carried by all Members at the Meeting, it was resolved that the SARHC Bylaws were thus repealed and replaced with a complete set of Bylaws incorporating those changes made at the June 13, 2021 AGM.

RATIFICATION OF ACTIONS OF DIRECTORS

Upon motion duly moved, seconded and unanimously carried by all Members at the Meeting, it was resolved that:

1. The actions of the Directors and Officers for the period from the incorporation of SARHC to this Annual General Meeting are ratified and approved.

ELECTION OF DIRECTORS

Joe Kueber explained the number and process for new Directors, providing history of the changes to the Bylaws to the present. There were then elections of Directors. Upon motion duly moved, seconded and unanimously carried by all Members at the Meeting, the following Directors were, having been duly nominated, elected as Directors, each for two-year terms ending at the 2024 AGM:

- 1) Kevin Porter (also President)
- 2) Joe Kueber (also Secretary)
- 3) Gill Hermanns
- 4) Russ Stevenson
- 5) Paul Reid (parent)
- 6) Colin Ludwig (parent)
- 7) Ian Bogart (parent)
- 8) Jennifer Desranleau

Each of Directors, Graham Tanner, Janice Foster, Ken Shelton, Keith Waldbillig, and Ian McKinley have one year left in their terms, expiring at the 2023 AGM.

ELECTION OF OFFICERS

Upon motion duly moved, seconded and unanimously carried by all Members at the Meeting, Officers were duly nominated and elected as follows:

-- **Kevin Porter** elected **President** by acclamation (for a two-year term ending at the 2024 AGM)

-- **Joe Kueber** elected **Secretary** by acclamation (for a two-year term ending at the 2024 AGM)

Graham Tanner and **Ian McKinley** each have one year remaining on their terms as **Vice President** and **Treasurer**, and each will be due for re-election at the 2023 AGM.

Serena Childs, Tim Marples, Kevin Pennington, Lyle Battenfelder, Brian McConkey, Larry Mitchell and **Jason Reynolds** continue to be former Directors and Members.

APPOINTMENT OF AUDITORS

Upon motion duly moved, seconded and unanimously carried by all Members at the Meeting, it was resolved that:

1. The appointment of Ellis Group LLP, duly qualified accountants, as auditor was approved for the fiscal year ended May 31, 2022 and for the upcoming fiscal year ending May 31, 2023.

REVIEW OF FINANCIAL STATEMENTS

Joe Kueber presented the financial statements and report of the Treasurer. Upon motion duly moved, seconded and unanimously carried by all Members at the Meeting, it was resolved that:

1. The reading of the financial records and accounts ("Financial Statements") for the SARHC fiscal year ended May 31, 2021 is dispensed with.

2. The Financial Statements of SARHC for the year ended May 31, 2021 are hereby acknowledged as received, adopted, and approved.

CONCLUSION

The next AGM was tentatively scheduled for April 23, 2023 at 10:00AM or such other date as may be agreed. There being no further business, and upon motion duly moved, seconded and unanimously carried by all Members at the Meeting, the Meeting was concluded.

ST. ALBERT RAIDERS HOCKEY CLUB

ANNUAL GENERAL MEETING 2023

BY-LAW SPECIAL RESOLUTION

By-Laws: complete replacement

Moved by: Joe Kueber

Seconded by: Graham Tanner

Current Wording:

Repeal and replace current wording in its entirety with attached.

Proposed Change:

Replace current wording in its entirety with attached wording.

Rationale for Change:

Circumstances have changed significantly since last year.

AGM Result:

Date	WITHDRAWN	TABLED	CARRIED	CARRIED (AS AMENDED)	DEFEATED
RESULT					

ALBERTA

THE SOCIETIES ACT

BY-LAWS

**CONSUMER AND
CORPORATE AFFAIRS
CORPORATE REGISTRY**

BY-LAWS OF THE ST. ALBERT RAIDERS HOCKEY CLUB

NAME

The name of the Society shall be the **ST. ALBERT RAIDERS HOCKEY CLUB**
(the "Society")

MEMBERSHIP

1. GENERAL:

The Society shall consist of four types of members:

- Regular Membership
- Honourary Membership
- Life Membership
- Honourary Life Membership

The annual membership fees of the Society, if any, shall be set by the Executive, who shall have the power to alter these fees as they may decide from time to time.

Membership in the Society shall be open to all individuals who are not employed either full or part time by the Society.

No member of the Society in his or her individual capacity shall be liable for any debt or liability of the Society.

- **REGULAR MEMBERSHIP:**

Regular Membership shall not be available to any parent(s) or legal guardian(s) of an Elite male or Elite female hockey player registered with St. Albert Minor Hockey Association. The Society recognizes that at times there will be a parent or legal guardian that merits recognition as a Regular Member and, as such, may accept proposals for same, and can elect and accept a maximum of two parents or legal guardians to be Regular Members.

Every candidate for **Regular Membership** shall be proposed by a member in good standing and seconded by another member in good standing. Every proposal for regular membership shall be in writing signed by the proposer and seconder and shall be on a membership nomination form properly completed with the appropriate application fee attached. Every candidate for regular membership will be required to submit in writing his or her reasons for wanting to become a member of the Society. Every proposal for membership shall be submitted to the Executive, who shall proceed to the election or rejection of such candidate at its next meeting following the receipt of the application by the Executive. A candidate for regular membership shall be elected by a simple majority of the Executive present and voting.

The Executive, through its Secretary, will then bring a motion to the floor of the next general meeting of the Society for approval of the new member by a simple majority vote. Upon said approval, the candidate shall thereupon become a new member of the Society and entitled to all the rights and privileges of a Regular Member. The Executive, through its Secretary shall inform each applicant for membership in writing of the decision of the Executive and the membership.

To be eligible to vote on the election of officers and directors at the Annual General Meeting, a Regular Member, in good standing, must have attended a minimum of two (2) general meetings of the Society in the twelve months prior to the Annual General Meeting.

- **HONOURARY MEMBERSHIP:**

The Executive may at any Executive meeting appoint **Honourary Membership** to a member who shall be entitled to all the rights and privileges of regular members except the rights of voting and being elected to the Executive of the Society.

- **LIFE MEMBERSHIP:**

The Executive shall grant a **Life Membership** to any member serving five (5) years of continuous service to the St. Albert Raiders Hockey Club ("SARHC"), provided that the said member has paid his or her annual membership fees, if any, in full for each and every consecutive year during that five (5) year period and no further membership fees are to be charged to that member. A Life Member shall retain all the rights and privileges of his or her former regular membership, including the right to vote.

To be eligible to vote on the election of officers and directors at the Annual General Meeting, a Life Member in good standing must have attended a combination of two (2)

meetings of the Society or the SARHC Alumni in the twelve months prior to the Annual General Meeting.

- **HONOURARY LIFE MEMBERSHIP:**

The Executive may from time to time at any Executive meeting appoint **Honourary Life Membership** to a member in good standing who has made continuous outstanding contributions to the St. Albert Raiders Hockey Club however has not met the criteria for Life Membership. An Honourary Life Member shall retain all the rights and privileges of his or her former regular membership, including the right to vote.

To be eligible to vote on the election of officers and directors at the Annual General Meeting, an Honourary Life Member in good standing must have attended a combination of two (2) meetings of the Society or the SARHC Alumni in the twelve months prior to the Annual General Meeting.

2. WITHDRAWAL AND TERMINATION OF MEMBERSHIP

Any member may withdraw from the Society at any time by written notice thereof to the Executive, through its Secretary, at the Society Post Office Box, presently at 359, 3 – 11 Bellerose Drive, St. Albert, Alberta, T8N 5C9

The members of the Executive shall have the power to reprimand, discipline, suspend or expel any member who infringes any rules of the Society, or whose conduct, in the opinion of the Executive render him/her unfit for membership, but no member shall be expelled or suspended without first being summoned before the Executive to explain his or her conduct, nor unless a majority of two thirds of the members thereof then present shall vote for his or her suspension or expulsion. Any member so summoned shall receive at least three days notice in writing from the Secretary, which notice shall contain a statement of the charge brought against him/her. Any member suspended or expelled shall have the right to appeal to a general meeting within fourteen days after suspension or expulsion. The President shall also have the power to reprimand, discipline, suspend, or expel any member who infringes any rules of the Society, or whose conduct, in the opinion of the President, render him/her unfit for membership, provided however, that the decision of the President must be brought to and either ratified or revoked by the Executive within 48 hours of such decision.

Any member failing to pay his or her annual membership fees or dues, if any, within ninety days after the same becomes due shall automatically cease to be a member and thereafter shall not be entitled to any membership privileges or powers in the Society.

The Secretary may e-mail notice to Regular members advising them that membership fees, if any, must be received by the Society not later than **August 31** of that year in order for the said Regular Member to maintain his or her Regular Member status.

Individuals who fail to pay their membership fee or any other dues within ninety days after the same becomes due may re-apply for regular membership of the Society provided that they follow the required application for regular membership procedures.

3. MODE AND TIME FOR CALLING GENERAL MEETING, SPECIAL MEETING, ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING OF SOCIETY

A general meeting of the Society shall be held monthly on such dates as may be set by the Executive, provided however, that the Executive may suspend the calling of not more than two consecutive monthly meetings. Meetings may be held virtually or in person. Special meetings may be called by the President or Secretary upon receipt by either of them of a written request signed by two members in good standing, setting forth the reasons for calling such special meeting. Notice of special meetings shall be given by letter to each voting member in good standing at his or her last known address, by facsimile, by telephone, or by e-mail at least two (2) days before such meetings or such lesser time as the members may agree.

There shall be an Annual General Meeting of the Society that will be held no later than one hundred twenty days after the end of each fiscal year as the Executive may decide from time to time. Special General Meetings may be called by the President or Secretary upon receipt by either of them of a written request signed by two members in good standing, setting forth the reasons for calling such Special General Meeting.

Notice of the Annual General Meeting or a Special General Meeting shall be given by e-mail or by letter, facsimile, or telephone to each voting member in good standing at his or her last known e-mail or mailing address, at least twenty-one (21) days before such meetings or such lesser time as the members may agree. Notice of each Annual General Meeting or Special General Meeting may also be posted on the St. Albert Raiders Hockey Club (SARHC) web site.

Four voting members in good standing shall form a quorum at any general meeting, special meeting, Annual General Meeting, or Special General Meeting.

The Executive shall establish a specific date to be known as the "year end" which date may be changed by the Executive from time to time.

4. VOTING

Each Regular Member, Life Member and Honourary Life Member in good standing shall have the right to vote at any meeting as described in these By-laws. Voting shall only be allowed in person and by a show of hands (or secret ballot if a majority of the members present agree) or by electronic voting as defined below. No person attending any meeting shall be entitled to more than one vote on a matter at such meeting. Proxies shall not be recognized. Except in the case of a Special Resolution (which requires at least a 75 % vote in favour by those voting members in attendance), all motions shall be adopted by a majority vote of those voting members in attendance at a meeting. Decisions and voting may be made at any meeting via conference call, facsimile, e-mail, or similar electronic process ("electronic voting"). Any reference in these Bylaws to meeting, voting, or making decisions of the Society, its Executive, Board or its Members may occur and be completed via this electronic process. Any such electronic voting shall be recorded in the Minutes of the next Regular Meeting.

5. DIRECTORS AND OFFICERS

The Society shall be managed by a committee of members who shall be known as the **Executive** and shall consist of the following Officers and Directors:

--Past President

--President

--Vice President

--Secretary

--Treasurer

--no less than Four (4) Directors

One member may hold the combined office of Secretary and Treasurer, which combined office, shall follow the election procedure set out for the Secretary.

The Officers and Directors shall be elected at the Annual General Meeting of the Society as follows:

- **PRESIDENT** shall be elected for a two (2) year term on even numbered years (2022, 2024, etc.);
- **VICE PRESIDENT** shall be elected for a two (2) year term on odd numbered years (2023, 2025, etc.);
- **SECRETARY** shall be elected for a two (2) year term on even numbered years (2022, 2024, etc.);
- **TREASURER** shall be elected for a two (2) year term on odd numbered years (2023, 2025, etc.);
- **DIRECTORS** shall be elected for a two year term at the first AGM following their appointment and every two years thereafter.
- **PAST PRESIDENT** shall be the person who has served the previous term as the President;

Any officer or director who is absent without cause from four (4) consecutive Executive Meetings shall, ipso facto, vacate his or her office. Any officer or director may be removed from office upon a majority vote of all voting members in good standing for any cause which the Society deems reasonable.

The Executive may fill any casual vacancies occurring in the Executive.

The Executive may make provisions for remuneration, or reimbursement of any officer or director as it may direct from time to time.

6. POWERS OF OFFICERS AND DIRECTORS

The President shall be an ex officio a member of all committees. He shall, when present, preside at all meetings of the Society and the Executive. In his or her absence, the Vice President shall preside at any such meetings. In the event that both the President and Vice President are absent, a Chairperson may be elected by those voting members present at the meeting to preside over it. The President may exercise the powers of the Executive, if in the President's opinion, an emergency (defined as where immediate action is required in the best interest of the members and the Society) requires it. Such exercise of power must subsequently be ratified by the Executive within forty-eight (48) hours of the President exercising such powers. The President shall also have the power to reprimand, discipline, suspend, or expel any member who infringes any rules of the Society, or whose conduct, in the opinion of the President, render him/her unfit for membership, provided however, that the decision of the President must be brought to and either ratified or revoked by the Executive within forty-eight (48) hours of such decision.

The Vice President will assume responsibilities and duties of the President upon delegation or in the absence of the President, have signing authority for the Society, oversee day to day operations, both internally and externally, arrange for attendance at various meetings, report to the President and undertake such other duties as may be assigned by the President.

The Executive shall, subject to the By-laws, and as provided by the By-laws, and to any direction given them by a majority vote of the Society at any meeting thereof properly called and constituted, have full control and management of the operations, administration, business and affairs of the Society. Without limiting the generality for the foregoing, the Executive has the power and authority to create and implement operational policies and procedures, rules and governing directives, both as to its operations and administration and that of its members and to hire, employ or contract the services of, and delegate to, individuals, corporations, organizations or associations to assist or carry out the Society's administration and operation.

Meetings of the Executive shall be held as often as the business of the Society shall require, and at least once every three (3) months, and shall be called by the President. Meetings of the Executive shall be called by two (2) days notice in writing mailed or e-mailed to each officer and director, provided however that should any emergency situation arise, a one hour's notice by telephone call shall be deemed to be sufficient notice of the Executive meeting. Any four (4) members of the Executive present shall constitute a quorum.

7. COMMITTEES

The Executive of the Society may appoint committees from time to time for any special purpose, subject always to the objectives of the Society and may delegate authority to any such committee, provided that any such committee shall be subject to the regulation and control of the Executive.

8. SECRETARY

It shall be the duty of the Secretary or Secretary Treasurer to attend all meetings of the Society, and of the Executive, and to keep accurate minutes of the same. He or she shall also be responsible for the preparation and keeping of all other necessary books and records of the Society. He or she shall also have charge of the seal of the Society, which seal whenever used shall be authenticated by the signature of the Secretary or Secretary Treasurer and the President, or in the absence of either, by the remaining one, and the Vice President. In case of the absence of the Secretary his or her duty shall be discharged by such member of the Executive as may be appointed by the Executive. The Secretary shall also keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and shall collect and receive the annual membership fees levied by the Society, such monies to be promptly turned over to the Treasurer or Secretary Treasurer for deposit in a chartered bank as hereinafter required.

9. TREASURER

The Treasurer or Secretary Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in such bank as the Executive may order. He or she shall properly account for all the funds of the Society and keep such books as may be directed. He shall present a full detailed account of the receipts and disbursements of the Society to the Executive whenever requested, and shall prepare for submission to the Annual General Meeting, a statement duly audited as hereinafter set forth of the financial position of the Society, and submit a copy of same to the Secretary for the records of the Society.

10. AUDIT

An auditor for the financial records and accounts of the Treasurer or Secretary Treasurer shall be appointed at the Annual General Meeting of the Society and an audit (official examination of the Society's financial records or review of a transaction of the Society by an accredited person or recognized audit authority) shall be submitted at the Annual General Meeting. The recognized audit authority "auditor" may be a duly qualified accountant, or two members of the Society designated for such purpose at the Annual General Meeting of the Society.

The fiscal year of the Society shall be that date known as the "year end" which date shall be as the Executive may decide from time to time.

11. BORROWING POWERS

The borrowing powers of the Society may be exercised by the Executive thereof. For the purpose of carrying out its objects, the Society 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 Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

12. INSPECTION OF RECORDS

The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each of the Executive shall at all times have access to such books and records.

13. BYLAWS

No amendment of or addition to the By-laws shall be made except by a Special Resolution of the members of the Society at a meeting of the members of the Society called for that purpose.

No individual may hold the position of President of the Society who holds an elected or appointed office with any other group associated with the Society.

Special Resolution means a resolution passed at such a meeting of which not less than twenty-one (21) days notice, specifying the intention to propose the resolution, has been duly given, and by the vote of not less than 75% of those voting members, in good standing, entitled to vote in person.