

2020 HOCKEY ALBERTA ANNUAL GENERAL MEETING



SATURDAY, NOVEMBER 21, 2020
VIRTUAL VIA ZOOM

- Members:** Airdrie MHA, Bashaw MHA, Bassano MHA, Bow Island MHA, Brooks MHA, Calmar MHA, Chestermere MHA, Cochrane MHA, Cold Lake MHA, Fort McMurray MHA, Fort Saskatchewan MHA, Hockey Calgary, Hockey Edmonton, Holden MHA, Lac La Biche MHA, Lamont MHA, Leduc MHA, Maskwacis MHA, Medicine Hat MHA, Paradise Valley MHA, Peace River MHA, Pembina MHA, Provost MHA, Red Deer MHA, Redwater MHA, Rimbey MHA, Sherwood Park MHA, Smoky River MHA, Spruce Grove MHA, St. Albert MHA, Stettler MHA, Strathcona MHA, Sturgeon Hockey Club, Thorhild MHA, Thorsby MHA, Thunderstars MHA, Tofield MHA, Wetaskiwin MHA, Whitecourt MHA
- Board Members:** Len Samletzki, Allan Mowbray, Terry Engen, Fran Zinger, Michael Bates, Francois Gagnon, D. Gallant,
- Voting Scrutineer:** Jason Robinson (Sport Law & Strategy Group)
- Recording Secretary:** Katrina Papke
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1.0 CALL TO ORDER – L. Samletzki

L. Samletzki called the meeting to order at 1:25PM, welcoming everyone to the 113th Annual General Meeting and thanked the members for being dedicated volunteers of Hockey Alberta.

L. Samletzki introduced J. Robinson from the Sport Law & Strategy Group as the voting scrutineer for today's meeting. J. Robinson will be acting as our voting administrator and all voting will take place on the online voting platform Simply Voting, which is a credible and authenticated third-party voting platform.

J. Robinson ensured that all registered voters are entered on the system, and that weighted voting is properly accounted for and tabulated within the system. J. Robinson is also a Certified Parliamentarian and will assist the Chair and the members in following our identified parliamentary procedure, which is Robert's Rules of Order.

L. Samletzki noted that today's video meeting is being recorded and that any member who does not wish to be on the recording may choose to leave the meeting at their discretion.

2.0 ROLL CALL OF VOTING DELEGATES

L. Samletzki called upon K. Macrae to provide a report on voting members in attendance.

K. Macrae displayed an updated listing of the registered voting delegates in attendance, showing the weighted votes of each member. It was reported that zero Member Teams and 36 local minor hockey associations are in attendance to vote, for a total of 203 total votes present (this was corrected to 35 MHAs and 200 total votes present after it was determined that one MHA was indeed not present).

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K. Macrae confirmed with J. Robinson that four registered voting delegates were not currently in attendance and the weighted voting system was updated accordingly.

L. Samletzki stated that as per Section 4.5 of the Hockey Alberta Bylaws, Twenty (20) Members in good standing and present in person or by proxy shall form a quorum at any General Meeting and hereby declares that there is a quorum and this meeting of the Hockey Alberta members is in session.

3.0 PRESENTATION OF THE 2019 AGM MINUTES

The Minutes of the 2019 Annual General Meeting have been circulated to each registered member prior to this meeting. L. Samletzki asked the membership if there are any corrections to the minutes. No errors or omissions declared, thus the Minutes of the 2019 Annual General Meeting are approved.

4.0 REPORTING OF THE AUDITED FINANCIAL STATEMENTS

The 2019-2020 Audited Financial Statements have been circulated to each registered member in advance of this AGM. A more detailed report on finances will be provided during the Management Update portion of today's meeting.

L. Samletzki shared the process that Hockey Alberta uses in preparing its finances. There is an Audit & Risk Committee (ARC) comprised of three Board members who work with management to ensure policies are in place and process is followed. This includes our appointed Director of Finance position.

L. Samletzki reported that this year Hockey Alberta had a clean audit with no concerns or risks identified by RSM Canada. The Board feels that Management did an excellent job during the difficult times that COVID has brought upon us.

L. Samletzki requested it be noted in the minutes that the members have received the 2019 Audited Financial Statements.

5.0 APPOINTMENT OF THE AUDITOR

L. Samletzki indicated that the Board, with management, identified members prior to the meeting to move motions as well as seconders of each motion to make the proceedings more efficient.

Moved by: Red Deer MHA

Seconded by: Sherwood Park MHA

That the firm of RSM Canada of Red Deer be appointed as the Hockey Alberta Auditors for the 2020-2021 fiscal year.

CARRIED UNANIMOUSLY

6.0 NOTICES OF MOTION

L. Samletzki stated that there are five proposed Bylaw amendments that have been submitted to the members in advance of the AGM. In accordance with Article 9.5 of the Bylaws, these motions must be approved by Special Resolution (a majority of not less than three-fourths (3/4) of the Members present).

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If adopted, these changes to the Bylaws shall not take effect until they have been registered by the Registrar of Corporations in accordance with the laws of the Province of Alberta.

L. Samletzki stated that for the sake of efficiency in this virtual setting, the Notices of Motion will not be read in full, but the full motions are included in the Annual Meeting Package and the motions will refer to the Notice of Motion language.

a) N.O.M. #1 Article 1 1.7 (h), (z) “Age Divisions”

This motion is related to the definitions of a ‘Division’ and has been submitted by the Board of Directors.

Moved by: Hockey Calgary

Seconded by: Bow Island MHA

To revise Sections 1.7.h and 1.7.z of the Hockey Alberta Bylaws to read:

(h) "Division" or "Divisions" and any reference to them shall have the meaning given by Hockey Canada from time to time;

(z) "Minor Hockey Association" means an association, registered as a body corporate in the Province of Alberta which has adopted bylaws and regulations that are consistent with the Bylaws and Regulations of Hockey Alberta and are approved by the Board and operates a program in Minor Hockey with one or more Hockey Teams.

CARRIED UNANIMOUSLY

b) N.O.M. #2 Article 2 2.1 (a) “Regular Membership”

This motion is related to the definitions of membership types and has been submitted by the Board of Directors and the Ad-hoc Membership Committee.

Moved by: Sherwood Park MHA

Seconded by: Hockey Calgary

To revise Sections 2.1.a.i and 2.1.a.ii of the Hockey Alberta Bylaws to read:

2.1 Regular Membership

(a) Subject to the conditions precedent set out herein and compliance with these Bylaws and the Rules and Regulations, regular membership in Hockey Alberta is open to the following:

(i) an Amateur Hockey League of the Junior, Senior, College or University Division, that is not within or a part of a Minor Hockey Association, that satisfies the requirements of the Board from time to time for regular membership and is located in Alberta and registers players with Hockey Alberta;

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(ii) a Minor Hockey Association that satisfies the requirements of the Board from time to time for regular membership and is located in Alberta and registers players with Hockey Alberta, provided that Hockey Alberta will only recognize one Minor Hockey Association for each city, town, village or hamlet;

(iii) an Accredited School program, that is not within or a part of a Minor Hockey Association, that satisfies the requirements of the Board from time to time for regular membership and is located and registers players with Hockey Alberta;

(iv) a Provincial or Regional organization that operates an amateur hockey program for Adapted Hockey or Recreational Hockey, that is not within or a part of a Minor Hockey Association, that satisfies the requirements of the Board from time to time for regular membership and is located and registers players with Hockey Alberta.

CARRIED UNANIMOUSLY

c) N.O.M. #3 Article 4 4.6 (a), (b) “Right to Vote at Members Meeting”

This motion is related to the membership voting structure and has been submitted by the Board of Directors and the Ad-hoc Membership Committee.

Moved by: Sherwood Park MHA

Seconded by: Hockey Calgary

To revise Sections 4.6.a and 4.6.b of the Hockey Alberta Bylaws to read:

4.6 Right to Vote at Member’s Meetings

(a) Subject to subsection 4.6(b), at each General Meeting or Special Meeting, any Regular Member in good standing shall be entitled to:

(i) one vote for the first one hundred players, or part thereof, registered in the previous season;

(ii) one vote for each additional one hundred players, or part thereof, registered in the previous season;

(iii) have all its votes cast whether it be represented by one or all of its delegates, or by a proxy holder in a manner and to the extent and with the authority conferred by the proxy.

(b) In order for a Member to qualify for voting privileges at a General Meeting or Special Meeting, the Member must:

(i) have had Players registered with Hockey Alberta, in the year immediately preceding the said meeting, which were involved in active competition;

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(ii) pay the required annual dues payable for the forthcoming year if the meeting is an Annual Meeting;

(iii) have appointed a Member's Representative and established the authority of the Member's Representative to represent the Member to the satisfaction of the Board; and

(iv) be otherwise in good standing with the Board.

CARRIED UNANIMOUSLY

d) N.O.M. #4 Article 4 4.1, 4.3, 4.5, 4.7 "Meetings, Quorum and Voting"

This motion is related to the allowance and processes for electronic meetings and has been submitted by the Board of Directors.

Moved by: Hockey Edmonton

Seconded by: Fort Saskatchewan MHA

To revise Sections 4.1, 4.3, 4.5, and 4.7 of the Hockey Alberta Bylaws to read:

4.1 Annual Meeting

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

4.3 Special Meetings

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

NEW Remote Participation / Meetings

(a) Any person entitled to attend a meeting of Members may participate in the meeting remotely by the use of technology as approved by the Board. A person so participating in a meeting is deemed to be present at the meeting.

(b) The Board may determine that an entire meeting be held remotely by the use of technology that permit all participants to communicate adequately with each other during the meeting.

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4.5 Quorum

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

4.7 Voting

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

CARRIED UNANIMOUSLY

e) N.O.M. #5 Article 5 5.15 (b) "Remuneration"

This motion has been submitted by the Board of Directors and is related to the government's requirement that the organization does not grant honorariums to Directors.

Moved by: Hockey Edmonton

Seconded by: Red Deer MHA

To insert a new Section 5.15 to the Hockey Alberta Bylaws to read:

5.15 Remuneration

(a) Directors shall be paid such sums in respect of their out-of-pocket expenses incurred in attending Board, Committee or Member meetings or otherwise in respect of the performance by them of their duties, as the Board may from time to time determine

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(b) No member of the Board of Directors (Directors or Officers) shall receive any remuneration for his/ her services.

CARRIED UNANIMOUSLY

7.0 ELECTIONS

L. Samletzki recognized Brock Harrington who is stepping down from the Board of Directors. On behalf of the Board of Directors and the members of Hockey Alberta, please accept our gratitude for the time you have invested in hockey in Alberta.

There are two (2) Director at Large positions open for election this year. Each position will serve a three-year term. Members can refer to the last page of the Meeting Package for the detailed Nominations Report.

L. Samletzki announced the following terms remaining for Board members:

- Len Samletzki, Chair of the Board, has 2 years to serve.
- Allan Mowbray, Vice Chair of the Board, has 2 years to serve.
- Francois Gagnon, Director at Large, has 1 year to serve.
- Michael Bates, Director at Large, has 1 year to serve.
- Wilson Gemmill, Director at Large, has 1 year to serve.
- Director of Finance, is an annually appointed position; Donna Gallant has been appointed by the Board for the 20-21 fiscal year.

The Board has brought forward **Frances Zinger and Al-Amin Vira** for election and no other candidates are seeking election.

Moved by: Peace River MHA

Seconded by: Fort Saskatchewan MHA

To approve Frances Zinger and Al-Amin Vira for election as Directors at Large to the Hockey Alberta Board.

CARRIED UNANIMOUSLY

8.0 ADJOURNMENT

L. Samletzki acknowledged and thanked Jason Robinson from the Sport Law & Strategy Group for all of his support in setting up and operating this meeting as well as acting as the Voting Administrator and Scrutineer today. L. Samletzki asked J. Robinson to destroy all the voting ballots.

As we have concluded all matters of business on the agenda, L. Samletzki declared that the 113th Hockey Alberta Annual Meeting is adjourned.

The meeting is adjourned at 2:04pm.