

SOUTH BRUCE MINOR HOCKEY ASSOCIATION

PRESIDENT CENTERED BY-LAW

May 2019



SOUTH BRUCE MINOR HOCKEY ASSOCIATION

BY-LAWS

CONTENTS

1.	Definitions	Page 3
2.	Registered Office/Boundaries and Seal	Page 4
3.	Mission of the Association	Page 4
4.	Affiliation	Page 5
5.	Classes of Membership	Page 5
6.	Terms of Membership and Eligibility	Page 5
7.	Meetings of the Membership	Page 7
8.	Board of Directors	Page 9
9.	Procedure for Elections of Directors.....	Page 10
10.	Board Responsibilities	Page 14
11.	Officers & Responsibilities	Page 17
12.	Committees of the Board	Page 17
13.	Execution of Documents	Page 21
14.	Financial Year	Page 21
15.	Banking Arrangements	Page 21
16.	Borrowing by the Association	Page 22
17.	Notice	Page 23
18.	Passing and Amending By-laws	Page 23
19.	Repeal of Prior By-laws	Page 24
20.	Rules of Procedure	Page 24
21.	Effective Date	Page 24

SOUTH BRUCE MINOR HOCKEY ASSOCIATION

BY-LAW NO.1

A by-law relating generally to the conduct of the affairs of the South Bruce Minor Hockey Association,
BE IT ENACTED as a by-law of South Bruce Minor Hockey Association as follows:

1. DEFINITIONS

- 1.1 In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:
- (a) "Association" means South Bruce Minor Hockey Association (or such other name as the Association may in the future legally adopt);
 - (b) "Board" means the Board of Directors of the Association;
 - (c) "CHA" means the Canadian Hockey Association (or such other name as the CHA may in the future legally adopt);
 - (d) "Corporations Act" means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;
 - (e) "Director" means an individual who has been elected to the Board of Directors of the Association;
 - (f) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
 - (g) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
 - (h) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
 - (i) "WOAA" means Western Ontario Athletic Association (or such other name as the WOAA may in the future legally adopt);
 - (ii) "OWHA" Ontario Women's Hockey Association (or such other name as the OWHA may in the future legally adopt)
 - OI "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
 - (k) "SBMHA" means South Bruce Minor Hockey Association
 - (l) "Members" means all classes of membership in the Association as provided for in section 5.

- (m) Member In Good Standing;
 - i. Paid Registration
 - ii. No Outstanding Equipment on Loan
 - iii. No Outstanding Sanctions
 - iv. No Legal Action Against Association

1.2 All terms defined in the Corporations Act have the same meaning in this By-law and all other By-laws and Resolutions of the Association.

2. REGISTERED OFFICE/BOUNDARIES AND SEAL

- 2.1 The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.
- 2.2 The registered head office of the Association shall be in the in the Municipality of South Bruce in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.
- 2.3 The Center point of the South Bruce Minor Hockey Association is Concession 4 and B Line, South Bruce.

3. MISSION OF THE ASSOCIATION

- 3.1 The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of the Municipality of South Bruce including:
 - a) the opportunity for all eligible individuals to participate in recreational house league ice hockey, and to provide community based programs, which will allow a player to participate In an environment for fun, physical exercise and fair play;
 - b) the development of and participation in representative ice hockey and provide the opportunity to participate at the highest competitive level;
 - c) to instill in all players, coaches, managers and members associated with the South Bruce Minor Hockey Association, good sportsmanship, correct and proper behaviour on and off the ice, respect for authority and team play;
 - d) the Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objects.

4. AFFILIATIONS

- 4.1 The Association shall have the following affiliations:
- (a) The Association shall be a member of the OMHA, OWHA, WOAA; and,
 - (b) The Association shall operate in conjunction with the Recreation Department of Municipality of South Bruce re: ice and facilities.

5. CLASSES OF MEMBERSHIP

5.1 There shall be two (2) classes of Membership in the Association:

- (a) Active Membership;
- (b) Parent/Guardian Membership;

6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

(a) Active Membership:

Active Members shall include all elected or appointed Directors or officials, and all convenors, coaches, managers and trainers appointed for the current season, and all registered players who are at least 18 years of age. Members in this classification will be allowed one vote per person.

(b) Parent/Guardian Membership:

Parent/Guardian members shall include all parents and or legal guardians of registered players in good standing where the registered player is under the age of eighteen (18) years. Each Parent/Guardian member of a registered player shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association. Votes are limited to two (2) per family.

(c) One Person One Class of Membership:

Although it is possible for a member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) class of membership. It is therefore mandatory that each member shall declare himself/herself prior to the start of any meeting of the membership and advise the chairperson of the membership class he/she wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.

6.2 Membership List:

Subject to Section 6.7 herein, the Secretary of the Board shall prepare and maintain a list of current Active Members, Parent/Guardian Members. This list shall be kept at the head office and

updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

6.3 Membership Year

Unless otherwise determined by the Board, every Membership shall commence on or after September 1st in each year, and shall lapse and terminate on the 31st day of August next following the date on which such Membership commenced.

6.4 Termination

- a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.
- b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn notifies the appropriate Board members.
- c) Members in good standing shall be those admitted to Membership and who have paid all required membership fees to the Association. Members whose Membership fees are in arrears for a period of three (3) months shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Secretary shall inform those concerned of this suspension in writing.
- d) Members whose conduct is considered by the Board to be contrary to the stated Code of Conduct and the purposes of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

6.5 Membership Fees

Registration fees shall be established annually and resolved by the Board. Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

6.6 Right to Vote

All Active Members and Parent/Guardian Members shall be entitled to notice of and to vote at all Meetings of Members of the Association.

6.7 Record Date

Individuals, who are Members of the Association at least 35 days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 35 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

7. MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year within the last ten (10) days of May at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- a) approval of the agenda;
- b) approval of the minutes of the previous Meeting of the Membership;
- c) receiving reports of the activities of the Association during the preceding year;
- d) receiving information regarding the planned activities of the Association for the current year;
- e) receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;
- f) appointment of the Auditor for the ensuing year;
- g) consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- h) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing fourteen (14) days prior to the date of the Annual General Meeting (AGM)
- i) election of the new Board.

7.2 Additional General Meetings of Members

In addition to the Annual General Meeting, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

7.3 Notice

- a) Annual General Meeting:
Annual General Meeting: Notice of the Annual General Meeting to be held within the last ten (10) days of May in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting and such notice shall be delivered by email or by telephone to all Members at the last known email address recorded for such Members in the records of the Association. Such notice shall be posted on the SBMHA Website at least thirty (30) days prior to the date of the Meeting.
- b) Additional General Meetings of the Membership;

Notice of any Additional General Meetings of the Membership shall be delivered by email or by telephone to all Members at the last known email address recorded for such Members in the records of the Association. Such notice shall be posted in all Association Arenas within at least fifteen (15) days prior to the date of the Meeting.

- c) Error or Omission in Notice;
No inadvertent error or omission in giving notice of any Annual General Meeting or Additional General Meeting of Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

7.4 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of 13 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

7.5 Voting Procedures:

- a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the By-laws of the Association, shall decide every question proposed for consideration at Meetings of the Membership;
- b) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;
- c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.6 No Proxies:

Proxies will not be permitted. Members must be present in person at Additional General Meetings and Annual General Meetings of the Membership in order to exercise their voting rights in relation to matters coming before an Additional General Meeting or an Annual General Meeting of the Membership.

7.7 Adjournments

Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.

7.8 Chair:

In the absence of the President and the Vice-President, the Members entitled to vote and present at any Meeting of the Membership shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair.

8. BOARD OF DIRECTORS

8.1 Composition

(a) Eligibility

A Director:

- (i) shall be eighteen (18) or more years of age;
- (ii) shall not be an undischarged bankrupt or of unsound mind;
- (iii) shall be a Member of the Association at the time of his or her election or appointment;
- (iv) shall remain a Member of the Association throughout his or her term of office.

b) Number of Directors:

The affairs of the Association shall be managed by a Board, which consists of 12 (6 from each centre) elected Directors and two (2) appointed Directors

c) Initial Board (for two year transitional period)

The initial Board of Directors for the two year trial period of Amalgamation will be comprised Of 7 members from Teeswater Minor Hockey Association and 7 members from Mildmay Minor Hockey Association. Each Association will be responsible to select the seven representatives from the membership at the time of Amalgamation approval. The terms of these directors will be for two years starting immediately after the each Association has completed their individual Annual General Meetings. The term will end in May after the second Annual General Meeting of the Amalgamated Executive.

The first act of the newly amalgamated executive will be to elect amongst themselves the board positions listed in Section 9.2 within 30 days of suspending the individual Associations operation.

Assuming that the amalgamation trial would start in 2013 and end after the second AGM in 2015 future Boards after amalgamation would be as follows:

d) Future Board 2015-2016

At the Annual General Meeting in May of 2015, based on running the Association as an Executive Centred Model and establishing a rotating or staggered two year term, the following executives will be elected:

- i 7 (seven) Directors elected for 2 (two) years
- ii 7 (seven) Directors elected for 1 (one) year

e) Future Board 2016-2017

At the Annual General Meeting in May of 2016, based on running the Association as an Executive Centred model the following executives will be elected:

- i. 7 (seven) directors elected for 2 (two) years

f) Term of Office;

i. The Directors shall be eligible to be elected or appointed for two (2) consecutive terms of two (2) year each and shall not be eligible for election or appointment to the same Director position for a third consecutive two (2) year term. This can be extended upon a majority vote of the directors.

ii. The term of all incumbent Directors at the date of adoption of this Bylaw shall expire and

terminate by special resolution of the Board following the Annual General Meeting prior to May 30th that follows said meeting

- g) Change in Number of Directors:
The Association may by special resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations.

9. PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations:

The election of Directors shall take place at the Annual General Meeting of the Membership. No election or appointment of a Board Member is effective without consent given in writing prior to the election or appointment. Nomination Forms for the Board shall be available each year from the Secretary by January 31". A Nomination Form must be completed by all nominees and two (2) nominators who are Members of the Association. Such completed form must be delivered to the Secretary prior to the election.

9.2 Board Positions:

The Board shall consist of the following;

- a) President-Elected One (1) year term
- b) Past President- Elected- one (1) year term
- c) 1" Vice President- Elected- one (1) year term
- d) 2" Vice President- Elected- one (1) year term
- e) Secretary- Elected- one (1) year term
- f) Treasurer- Elected -two (2) year term
- g) Centre Contact OMHA- Elected -two (2) year term
- h) OWHA Centre Contact -Elected- two (2) year term
- i) Ice Manager -Elected -two (2) term
- j) Registrar- Elected - two (2) year term
- k) Technical Director- Appointed- one (1) year term
- l) Local League Convenor -Elected- two (2) year term
- m) Rep/AE Convenor -Elected- Two (2) year term
- n) One (1) Directors -at-Large- Appointed (1) one year term

9.3 Election Procedures:

The Chair of the Nominations and Elections Committee shall post on the SBMHA Website a listing of all individuals who have been nominated for election to the Board on or before the fifteenth (15th) day of April in each year. Such listing shall identify what position each nominee is seeking election for.

9.4 Vacancies:

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite applications from the Membership for appointment to the vacancy on the Board. The Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated.

9.5 Termination

(a) Removal of Director by Membership

Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of the Association, by a resolution passed by at least 2/3 of the votes cast at a General Meeting of Members may remove any Director before the expiration of his or her term of office, and, by a majority of the votes cast at that Meeting, may elect any person in his or her stead for the remainder of his or her term.

(b) Absenteeism

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board.

(c) Resignation

A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the Association.

9.6 Assistants to Directors

The Board of Directors may appoint such assistant(s) to Officers of the Association as the Board may determine by Resolution from time to time.

9.7 Eligibility for Office:

- a) The President and Vice President must have served on the Board for at least two (2) years immediately prior to election to either of these positions.
- b) The Association shall endeavour to nominate as Treasurer a Director who has employment experience and skills in accounting procedures.

9.8 Responsibilities of Directors

a) President:

The President shall:

- i) Represent the Association in the Community;
- ii) Act as Chair of the Board and at all Meetings of the Membership;

- iii) Exercise general supervision of the Association in accordance with Policies determined by the Board;
- iv) Be a non-voting Member of all committees and sub-committees of the Association;
- v) Report regularly to the Board on matters of interest;
- vi) Delegate tasks as necessary;
- vii) Attend monthly board meetings.

b) Past President

The Past President shall:

- i) Chair the Nomination Committee;
- ii) Be available to assist any Director requiring assistance in the completion of his or her functions;
- iii) Carry out duties assigned by the Board or the President;
- iv) Attend monthly board meetings.

c) 1st Vice President:

The Vice-President shall:

- i) Assume the duties of the President in the absence for any reason of the President;
- ii) Monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
- iii) Be available to assist any Director requiring assistance in the completion of his or her functions;
- iv) Carry out duties as assigned by the Board or the President;
- v) Chair of the Discipline Committee;
- vi) Attend monthly board meetings.

d) 2nd Vice President:

- i) perform such duties as the 1st Vice President;
- ii) Chair the Risk Management Committee;
- iii) Chair Tournament Committee ;
- iv) Carry out duties assigned by the Board or the President;
- v) Attend monthly board meetings.

e) Secretary:

The Secretary shall:

- i) Record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Board or by the Membership;
- ii) Ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents ;
- iii) Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- iv) Recommend policy to the Board regarding internal and external communications of the Association;
- v) Oversee the Web Administrator ;
- vi) Carry out duties assigned by the Board or the President;

vii) Attend monthly board meetings;

f) Treasurer:

The Treasurer shall:

- i) Ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- ii) Ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;
- iii) Present a Report of the Auditor from the previous year and a projected financial position for the current year to the Membership at the Annual General Meeting;
- iv) Evaluate, review and recommend financial policy to the Executive Committee and to the Board;
- v) Carry out duties assigned by the Board or the President;
- vi) Attend monthly board meetings.

g) Centre Contact OMHA:

OMHA Centre Contact shall:

- i) Monitor adherence by the Board to all existing Policies and inform the board with respect to any inconsistencies between existing Policies and a proposed policy;
- ii) Be available to assist any Director requiring assistance in the completion of his or her functions;
- iii) Be the primary contact to/from OMHA and WOAA including attendance at mandatory meetings, clarifications of procedures/rules, general inquiries, suspension confirmations;
- iv) Ensure all correspondences are distributed to the appropriate person(s) including Manuals, Rule books, schedules;
- v) Ensure that all players are registered with the OMHA and WOAA;
- vi) Complete team rosters as teams are selected as per WOAA/OMHA deadlines;
- vii) Ensure team officials are registered and rostered accordingly and communicate any discrepancy regarding role certification;
- viii) Add affiliated players to rosters as requested as per deadlines;
- ix) Ensure team rosters are submitted for approval as per deadlines;
- x) Distribute approved team rosters to coaches and other appropriate board member members;
- xi) Attend monthly board meetings.

h) OWHA Centre Contact:

OWHA Centre Contact shall:

- i) Monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between Policies and proposed policy
- ii) Be the primary contact for OMHA and WOAA for women's hockey
- iii) Registered teams and rosters
- iv) Liaise with coaches of the girl's teams
- v) Completes paperwork for Play downs
- vi) Carry out duties assigned by the Board or the President
- xi) Attend monthly board meetings and carry out duties as assigned by the Board

i) Ice Manager

The Ice Manager shall:

- i) Assess the ice requirements for the Association and shall enter negotiation with the Municipality to meet these needs;
- ii) Apportion the ice and times in a fair and equitable manner;
- iii) Work with the Board in determining the ice budget;
- iv) Present a report regarding Ice Scheduling to the Board;
- v) Recommend policy to the Board regarding Ice Scheduling;
- vi) Carry out duties as assigned by the Board or the President;
- vii) Attend monthly board meetings.

j) Registrar

The Registrar shall:

- i) Maintain the membership list referred to in Section 6.2;
- ii) Carry out duties assigned by the Board or the President;
- iii) Chair the Registration Committee;
- iv) Attend monthly board meetings.

k) Technical Director:

The Technical Directors shall:

- i) For purposes of establishing, implementing, and evaluating on ice and off ice technical development programs
- ii) Recruit and train volunteers to perform the functions required for skill development;
- iii) Liaise with the Referee in Chief;
- iv) Liaise with the OMHA/OWHA concerning the Coach Mentor Program and Trainer's program;
- v) Carry out other duties as assigned by the Board or the President;
- vi) Chair the Coaches Committee;
- vii) Chair the Equipment Management Committee;
- viii) Chair the Referee in Chief Committee;
- ix) Organize clinics such as body checking, power skating etc.;
- x) Attend monthly board meetings.

l) Local League Convenor:

The Local League Convenor shall:

- i) Oversee equipment management;
- ii) Organize and supervise the tryout process each season;
- iii) Liaison with the Technical Director;
- iv) Act as a member of the Coaches Committee;
- v) Carry out duties as assigned by the Board or President;
- vi) Attend monthly board meetings.

m) Rep/AE Convenor:

The Rep/Ae Convenor shall:

- i) Oversee equipment management;
- ii) Organize and supervise the tryout process each season;
- iii) Liaison with the Technical Director;
- iv) Act as a member of the Coaches Committee;

- v) Carry out duties as assigned by the Board or President;
- vi) Attend monthly board meetings.

n) Director at Large:

The Director at Large Shall:

- i) Chair the Booth Committee
- ii) Chair the Fund Raising Committee
- iii) Oversee the Year End Banquet
- iv) Carry out duties assigned by the Board or the President;
- v) Attend monthly board meetings.

10. BOARD RESPONSIBILITIES

10.1 Governance:

The Board of Directors shall govern the Association in compliance with the objects, powers, by-laws and Policies of the Association, Rules of Operation and all applicable laws and regulations.

10.2 Board Meetings

(a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than ten (10) times per fiscal year (May 1 -April 30).

(i): Directors are required to submit an Operational Report, minimum of forty-eight (48) hours prior to any General Meeting; for review and approval by the Board at the subsequent meeting.

(b) Special Board Meeting

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

10.3 Notice of Board Meetings

(a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association;

(b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.

(c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.

10.4 Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken or had thereat.

10.5 Adjournment of Board Meetings

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment.

10.6 Quorum

A quorum for a Board Meeting shall be 9 Directors. No business of the Board shall be transacted in the absence of a quorum.

10.7 Voting Rights

Each Director, present at a Board Meeting, not including the Chair, shall be entitled to one vote. The Chair shall have a vote in the event of a tie vote.

10.8 Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion 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 recorded in favour or against such motion.

10.9 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association; provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

10.10 Conflict of Interest

(a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.

(b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.

(c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.

(d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.

(e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

10.11 Indemnification of Directors

Every Director of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:

(a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and

(b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.

(c) the Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

10.12 Confidentiality

Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera.

10.13 Rules of Operation

Notwithstanding any other provision contained in this By-law, the Board shall have the power to pass without any confirmation or ratification by the members of the Corporation all necessary rules and regulations as they deem expedient related in any way to the operations of the Corporation, including, without limitation, the conduct of its members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Corporation or this By-law. Such prescribed rules and regulations shall have force and effect until the next AGM when they shall be confirmed. In the event of default of confirmation at such AGM the regulations shall, at and from that time, cease to have force and effect.

11. RESPONSIBILITIES OF DIRECTORS

11.1 Elected/Appointed Directors:

- a) Refer to 9.2 (Board Positions) for Elected Directors
- b) Refer to 9.2 (Board Positions) for Appointed Directors

11.2 Term of Office

The elected Officers shall hold Office until the May General Meeting held approximately one year after the Officers are elected.

11.3 Termination of Officers

(a) Removal for Cause

The Board, by resolution approved by two-thirds (2/3) of the Directors present, may remove any Officer for cause before the expiration of his or her term of Office.

(b) Resignation

An Officer of the Association may resign his or her Office by submitting a letter of resignation to the President of the Association.

11.4 Vacancies in Office

If a vacancy occurs in any Office, or if for any reason an Officer is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Officer from among the current Board of Directors.

- (a) The Board shall fill vacancies in other Offices for the balance of the unexpired terms from among those eligible to serve.

12. COMMITTEES OF THE BOARD

12.1 Standing Committees

The following committees shall be Standing Committees of the Board:

- a) Executive Committee
- b) Nominations
- c) Discipline
- d) Risk Management
- e) Equipment Management
- f) Coaches
- g) Fund Raising
- h) Website & Communications
- i) Registration
- j) Tournaments
- k) Referee in Chief Committee

12.3 Nothing in this by-law shall be construed to limit the ability of the Directors and Membership of the Association from abolishing or creating Standing Committees by by-law or from establishing such ad hoc committees or subcommittees by Directors' Resolution as may be desired or required from time to time.

12.4 Executive Committee:

- a) The Executive Committee shall be chaired by the President, and shall consist of the Vice-President, the Secretary, the Treasurer, the Past President and the 2nd Vice President and shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.
- b) The Executive Committee shall:
 - i) during the intervals between the Board Meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board Meeting;
 - ii) review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for Resolution;
 - iii) present a report regarding the activities of the Executive Committee to the Board;

12.5 Nominations Committee

- a) The Nominations Committee shall be chaired by the Past President and shall consist of the 1st and 2nd Vice Presidents
- b) The Nominations Committee shall:
 - i) Solicit nominations for each Board position, which is to become vacant including nominations for each Annual General Meeting;
 - ii) Be responsible for conducting the annual election of Directors in accordance with the provisions contained in this By-Law;
 - iii) Present a report regarding Nominations to the Board;
 - iv) Recommend policy to the Board regarding Nominations and Elections.

12.6 Equipment Management Committee:

- a) The Equipment Management Committee shall be chaired by the Technical Director
- b) Equipment Management Committee shall:
 - i) Recruit and train volunteers to perform the functions required for purchasing of equipment;
 - ii) Maintain an inventory of all equipment owned by the Association;
 - iii) Solicit bids and purchase hockey equipment, as required, upon Board approval
 - iv) Maintain and repair all equipment owned by the Association;
 - v) Submit to the Board in each year an estimate of expenditures of the Equipment Management Committee for the next fiscal year of the Association;
 - vi) Present a report regarding equipment to the Board;
 - vii) Recommend policy to the Board regarding equipment.

12.8 Risk Management Committee:

- i) Implement and enforce all OMHNOWHA Risk Management Programs;
- ii) Establish and maintain procedures with respect to clearance of all volunteers required to complete a police report;
- iii) Carry out volunteer screening as per policy and guidelines;
- iv) Assist as requested with implementation of Risk Management Programs;
- v) Carry out other duties as assigned by the Board or the President.

12.9 Referee in Chief Committee:

- i) Ensure there are enough referees in place to officiate all games;
- ii) Liaison with the Technical Director to estimate fees for the upcoming year;
- iii) Ensure refereeing complaints are addressed and solved in a timely fashion;
- iv) Schedule referees
- v) Carry out other duties as assigned by the Board or the President.

12.10 Discipline Committee:

- i) Be Chaired by the 1st Vice President
- ii) Will consist of 5 appointed board members
- iv) Will not deal with any complaints unless in writing, signed and presented to any committee member
- v) Any committee member involved in dispute may not vote on the said matter only and will be requested to leave the room.
- vi) Will govern all issues outside of the OMHA and OWHA guidelines

12.11 Coaches Committee:

- i) Coaches Committee to be chaired by the Technical Director
- ii) Committee will consist of 1st Vice President, Local League and Rep/AE Convenors and 2 appointed members
- iii) Be responsible for soliciting and interviewing prospective coaches

- iv) Bring recommendations of head coaches to the executive and Board
- v) Review Coaching staff and bring to Executive for approval
- vi) Be responsible for conducting coaches meeting
- vii) Responsible for dealing with issues of Coaches Conduct

12.12 Fund Raising Committee

- i) Will be chaired by the Director at Large
- ii) Responsible for fund raising events and projects
- iii) Establish a Committee to organize the year end banquet
- iv) Responsible for compiling all financial details and promptly forwarding money to the Treasurer

12.13 12.14 Website & Communications Committee

- i) Maintain and update website
- ii) Establish contact with web provider'
- iii) Post all information forwarded from the various Committees and Board
- iv) Will be chaired by the Secretary

12.14 Registration Committee

- i) Chaired by the Registrar
- ii) Will assist Registrar with all duties as assigned

12.15 Tournament Committee:

- i) Chaired by the 2nd Vice President
- ii) Responsible for organizing, promoting and operating tournaments
- iii) Communicate with the Centre Contact to ensure all necessary documentation is completed as per deadlines.
- iv) Responsible for compiling all financial details and promptly forwarding money to the Treasurer

12.16 Standing Committee Procedure

(a) All Standing Committees shall comply with all bylaws, guidelines, Policies and procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OMHA, OWHA the OHF, the CHA, and, if applicable, any other hockey organizations with which Association teams are

participating.

(b) Meetings:

Each Standing Committee shall meet at the call of the Chair but shall meet not less than four times per year.

(c) Notice:

Notice of all Meetings of Standing Committees shall be communicated to all Members of the standing committee at least seven (7) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Standing Committee.

(d) Minutes:

Standing Committees shall maintain and keep minutes of their Meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.

(e) Annual Report:

Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Membership at the Annual General Meeting of the Association.

13. EXECUTION OF DOCUMENTS

13.1 Execution of Documents:

The Board may from time to time appoint any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

13.2 Books and Records:

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

14. FINANCIAL YEAR

14.1 The financial year of the Association shall terminate on the 30th day of April in each year.

15. BANKING ARRANGEMENTS

15.1 Banking Resolution:

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the accounts of the Association with a bank or a trust company;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Association;
- (d) authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

15.2 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such director or directors, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

- 15.3 All cheques written by the Association shall be signed by the Treasurer and one other Director either President or Vice Presidents of the Association.

16. BORROWING BY THE ASSOCIATION

16.1 Borrowing Power:

Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, By-laws or Policies of the Association, the Board may by Resolution authorize the Association to:

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge securities of the Association; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

16.2 Borrowing Resolution:

From time to time, the Board may authorize any Director of the Association or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

17. NOTICE

17.1 Computation of Time:

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.

17.2 Omissions and Errors:

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

17.3 Method of Giving Notice:

Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or electronic mail or by telephone or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director or Member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address of any Member or Director shall be his or her last address in the records of the Association.

18. PASSING AND AMENDING BY-LAWS

- 18.1 The Board and a member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.
- 18.2 If the Board intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than fourteen (14) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.
- 18.3 (a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.
- (b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.
- (c) The Members at the General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.

(d) Any Amendment to the By-laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association 30 days prior to the Annual General Meeting.

(e) All members in good standing shall have access to any proposed amendments to the By-laws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.

19. REPEAL OF PRIOR BY-LAWS

19.1 Repeal:

All prior By-laws of the Association, including the document entitled the "Constitution" of the Association are hereby repealed.

19.2 Proviso:

The repeal of all prior By-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

20. RULES OF PROCEDURE

- 20.1 The Rules contained in the most current edition of "Procedures for Meetings and Organizations" by M.K. Kerr and Hubert W. King shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

21. EFFECTIVE DATE

- 21.1 This By-law shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at in the Municipality of South Bruce, Ontario, and at which a quorum was present on the 23rd day of May, 2019.

Signed and Dated May 23, 2019

Secretary

President