

# Southern Tier Admirals Hockey Corporation

Bylaw #1 of the Corporation



Doug Thomson: Revision Date: May 25, 2016

## SCHEDULE "A"

### SOUTHERN TIER ADMIRALS HOCKEY CORPORATION BY-LAW NO.1

A by-law relating generally to the conduct of the affairs of the Southern Tier Admirals Hockey Corporation

BE IT ENACTED as a by-law of the Southern Tier Admirals Hockey Corporation as follows:

#### ARTICLE 1 - DEFINITIONS

1.1. The following terms, when used in this document, shall have the following meanings:

- 1.1.1. "Act" means the *Corporations Act*, R.S.O. 1990, c.38, as amended, or its successor legislation;
- 1.1.2. "AGM" means annual general meeting of the Members;
- 1.1.3. "Associate Director" means an individual who has been appointed by the Board to assist in the various duties of any Director;
- 1.1.4. "Association" means Southern Tier Admirals Hockey Corporation. (or such other name as the Association may in the future legally adopt);
- 1.1.5. "Board" means Board of Directors of the Association;
- 1.1.6. "Centre" means a minor hockey association within the OMHA;
- 1.1.7. "Centre Participants" shall mean those Centre's within the Zone;
- 1.1.8. "CDMHA" shall mean the Cayuga and District Minor Hockey Assoc.
- 1.1.9. "Director" means an individual who has been elected or appointed to the Board;
- 1.1.10. "DMHA" shall mean The Dunnville Minor Hockey Association.
- 1.1.11. "GFEMHA" Shall mean the Greater Fort Erie Minor Hockey Association.

- 1.1.12. "HC" means Hockey Canada (or such other name as Hockey Canada may in the future legally adopt);
- 1.1.13. "Letters Patent" means the constating documents, and all amendments thereto, for the Association;
- 1.1.14. "Members" means all classes of membership in the Association as more particularly set out in Article 5;
- 1.1.15. "Meeting of Members" means any meeting of the classes of membership set out in Article 6, either separately or in concert;
- 1.1.16. "NFMHA" Shall mean Niagara Falls Minor Hockey Association
- 1.1.17. "OMHA" means The Ontario Minor Hockey Association;
- 1.1.18. "PMHA" shall mean The Pelham Minor Hockey Association;
- 1.1.19. "PCMHA" shall mean The Port Colborne Minor Hockey Association;
- 1.1.20. "Policies" means written statements governing issues affecting the affairs of the Association which have been considered and approved by the Board, from time to time, including any applicable code of conduct;
- 1.1.21. "Registered Player" means a player registered with the Association, paid-up to date and playing with the Association;
- 1.1.22. "Special Resolution" means a resolution requiring 66.7% of votes cast to pass;
- 1.1.23. "SCTA" Shall Mean South Central Triple Association
- 1.1.24. "TAAA" shall mean The Thorold Amateur Athletic Association;
- 1.1.25. "TWMHA" shall mean The Town of Wainfleet Minor Hockey Association;

- 1.1.26. "Volunteer" is someone who give of His /Her Time to the Zone Association
- 1.1.27. "WMHA" shall mean The Welland Minor Hockey Association;
- 1.1.28. "Zone" shall mean the Southern Tier Admirals Hockey Corporation triple "A" hockey as designated by the OMHA, from time to time;

## **ARTICLE 2 - PURPOSE AND OBJECTS**

- 2.1 The purpose and intention of the Association is to organize, develop and promote AAA amateur hockey in the Zone with each Member participating and exercising their right to vote with a view to the best interests of the Association irrespective of the Member's affiliation with any Centre Participant.
- 2.1 Subsequent to the date hereof, any additional Centre added to the Zone by the OMHA shall be subject to the provisions of this By-law No.1.
- 2.2 The Association shall promote, administer and improve organized AAA amateur hockey in the Zone by:
- a) Fostering and encouraging the sport of hockey within the territory under its control;
  - b) Fostering community spirit among its members and all supporters;
  - c) Having and exercising a general care, supervision and direction over all participating Association activities; and
  - d) Promoting keen sportsmanship and the development of healthy minds and bodies.

## **ARTICLE 3- REGISTERED OFFICE AND SEAL, FISCAL YEAR**

- 3.1 The registered head office of the Association shall be 501 King Street Welland Ontario and thereafter as the Association may decide, from time-to-time, at the discretion of the Board of Directors.

3.2 The corporate seal of the Association shall be in a form that the Board may by resolution adopt from time to time.

3.3 The fiscal year of the Association shall be from March 31 to April 1.

#### **ARTICLE 4 - AFFILIATIONS**

4.1 The Association shall have the following affiliations:

4.1.1. HC, OHF, OMHA, SCTA;

4.1.2. CDMHA, DMHA, GFEMHA, NFMHA, PMHA, PCMHA, TAAA, TWMHA, and the WMHA;

4.1.3. The Association shall operate in cooperation with the recreation, parks department and arena associations, as the case may be, of the Centre Participants.

#### **ARTICLE 5 - CLASSES OF MEMBERSHIP, TERMS AND ELIGIBILITY**

There shall be three (3) classes of Membership in the Association:

5.1.1. Active Membership;

Active Members shall consist of all Directors, Associate Directors, conveners, coaches, managers and trainers appointed for the current season, and all registered volunteers who are at least eighteen (18) years of age. Subject to Section 5.8, Members in this classification shall be entitled to one vote per person at any Meeting of the Members.

5.1.2. Parent/Guardian/Player Membership;

Parent/Guardian/Player Members shall consist of all parents or legal guardians of players registered on the Zone teams, under the age of eighteen (18) years of age and all registered players who are at least eighteen (18) years of age. Members in this classification shall be permitted to attend any Meeting of the Members in order to receive information.

Parent/Guardian/Player Members shall have no vote, unless they have helped by volunteering their time to the Zone association.

### 5.1.3. Honorary Membership

May be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated by any Member at a Meeting of the Members or of the Board and such nomination to have effect, must be confirmed by a majority vote of the Board or the Members (where such nomination is proposed at a Meeting of Members. Honorary Members shall have a vote at the AGM only.

## 5.2 Membership List

A list of current Members and volunteers shall be maintained 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 Members.

## 5.3 Membership Year

Unless otherwise determined by the Board, every Membership, other than Honorary, shall commence on or after the 1<sup>st</sup> day of May in each year, and shall lapse and terminate immediately after the AGM held in the year next following the year on which such Membership commenced. Notwithstanding the foregoing, during the Inaugural Year, the Membership year shall commence on the date the within bylaws have been approved and adopted and shall lapse immediately following the termination of the AGM held at the end of the Inaugural Year.

## 5.4 Termination

- 5.4.1. Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death;
- 5.4.2. Members whose fees are in arrears for a period of three (3) months shall be suspended from Membership and shall not be permitted to vote or hold office in the Association. The Secretary shall inform those concerned of this suspension, in writing;
- 5.4.3. Members whose conduct is considered, by the Board, to be detrimental to the Association shall be expelled from the Association. The Secretary shall inform those concerned of this expulsion, in writing

## 5.5 Membership Fees

Registration fees shall be prescribed by the Board. Fees for any unexpired term are non-refundable, subject to the discretion of the Board.

## 5.6 Record Date

Individuals who are Members of the Association at least 35 days in advance of any AGM are entitled to notice of the AGM and, subject to their classification are entitled to vote at such AGM. Any person who is not a Member of the Association at least 35 days in advance of the AGM is not entitled to notice of said AGM or to vote at such AGM, for which the record date has been established

## 5.7 Right to Vote

All Members shall be entitled to receive notice of and an invitation to attend the AGM. Only Active Members shall be entitled to vote at the AGM or such special Meeting of the Members, which may be called by the Board on its own motion or through a requisition of the Members, pursuant to Section 6.3.2 herein.

# ARTICLE 6 - MEETINGS OF THE MEMBERSHIP

## 6.1. Annual General Meeting

The AGM shall be held each year on the Last Wednesday in May at a time, place and day determined by the Board.

## 6.2. Business to be Transacted

The following business shall be transacted at the AGM:

6.2.1. Approval of the agenda;

6.2.2. Approval of the minutes from the previous meeting of the Membership;

6.2.3. Receiving written reports of the activities of the Association for the preceding year;

- 6.2.4. Receiving information regarding the planned activities of the Association for the current year;
- 6.2.5. Receiving and approving the report of the accountant of the Association from the previous year and a projected financing position for the current year;
- 6.2.6. Appointment of the accountant for the next ensuing year;
- 6.2.7. Consideration of any proposed amendments to the Letters Patent or By-Laws of the Association; and
- 6.2.8. Any other matter properly referred to the Secretary in writing by any Member on or before 6 p.m. no later than 30 days prior to the date of the AGM, unless otherwise authorized by the President.
- 6.2.9. Election of the Executive Directors.
- 6.2.10. Election of the Director of Hockey Operation,
- 6.2.11. Election of the Assistant Director of Hockey Operation
- 6.2.12. Election of Director of Fundraising
- 6.2.13. Election of Director of Registration
- 6.2.14. Election of Director of Risk Management Director

### 6.3 Passing and Amending By-laws



- 6.3.1 The Board and any Member in good standing may recommend amendments to the By-laws of the Association to the Members from time to time. A By-law or amendment to a By-law recommended by the Board shall be presented for adoption at the next AGM of the Association. The notice of such AGM shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the AGM.
- 6.3.2 All Members in good standing shall have access to any proposed amendments to the By-laws twenty (20) days prior to the AGM at a place as stated in the original meeting notice.
- 6.3.3 A motion to amend the By-laws recommended by the Board or proposed by a Member at a Meeting of Members called for that purpose must be approved by a two-thirds (2/3) majority vote of the eligible voting Members present and voting at such Meeting of Members.
- 6.3.4 Any proposed 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 at least thirty (30) days prior to the AGM. Any amendment must be accompanied by a written reason supporting the change.

#### 6.4 Special Meeting of Members

In addition to the AGM referred to herein, a special meeting of the Members may be called at any time by:

6.4.1 The Board; or

6.4.2 On requisition to the Board, signed by at least 5% of all Members of the Association, specifying the nature of the business to be discussed at such Special meeting. Within ten (10) days of receiving such requisition, the Board shall provide notice to the Membership of time, date and place of such special meeting.

#### 6.5 Business at Special Meeting

Only the business specified in the notice of the special meeting shall be transacted at that meeting.

#### 6.6 Notice

Notice of any Meeting of Members shall, at least twenty (20) days prior to the AGM, notice of time, date, place and agenda of such meeting shall be:

6.6.1 posted at arenas in which the Centre Participants run their minor hockey programs; and

6.6.2 Sent out to all Members, by the Secretary electronically, to the last email address provided by the Member to the Association.

6.7 Error or Omission in Notice

No error or omission in giving such notice for a Meeting of Members shall invalidate or make void any proceedings taken or had at such meeting and any Member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had there at.

6.8 Quorum

A quorum for any Meeting of Members shall be a minimum of fifteen (15) Members eligible to vote and present in person. In the absence of a quorum, no business shall be transacted except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess

6.9 Voting Procedure

6.9.1 A majority of the votes cast by Members entitled to vote, unless otherwise required by the by-laws of the Association, shall decide every question proposed for consideration at Meetings of Members;

6.9.2 The Chair presiding at a meeting of Members, shall be entitled to one vote, and in the event of a tie, have a second and casting vote;

6.9.3 At meetings of Members and unless otherwise specified herein, every question shall be decided by a show of hands, unless a specific vote count or 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, 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 of votes recorded in favor or against the motion.

6.10 **Voting and Proxy Procedures**

The Southern Tier Admirals are electing and voting on motion during the Annual General Meeting and Special meeting and Elections. The STA will allow proxy voting. All Active Membership have right to vote. The Voting Member of the Hockey Corp must be eligibility to vote by proxy. The eligible voting member include the STA President (or his/her proxy) and  
The primary STA Representative (or his/her proxy)  
The voting delegates must be STA members in good standing (dues paid in full for the current year.

In order to be certified to participate and vote in the election for the Board position. Proctor<sup>1</sup> shall certify eligible voters who include STA Presidents and STA Representatives or their proxies<sup>2</sup>. The Proctor or Secretary will verify STA membership using the membership lists provided by the Director.

In order to ensure certification of proxies *should* be presented to the Election Proctor or Secretary 7 days prior to the call to order of

This will allow sufficient time for the Election Proctor  
And delegate/proxy holder to verify the membership and eligibility of the delegate/proxy. A certified delegate

The proxy shall be written, preferably on the Southern tier Admiral's Proxy form, and include the following:

- Date which the proxy was written and date of election.
- Name of the principal delegate.
- Name of the individual who shall receive the proxy.
- Circuit election for which the proxy is being given.
- Signature of the principal delegate.
- Signature of the individual receiving the proxy.

The proxy may be faxed or emailed only if the Proctor can verify (via the email address the STA has on record  
For the STA or the Rep) that the sender of the proxy is actually the STA President or STA Representative.

#### 6.11 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 as might have been transacted at the original meeting, from which the adjournment took place.

#### 6.12 Chair

In the absence of the President and Vice-President, the Members present and entitled to vote at any Meeting of Members, 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.

## **ARTICLE 7 - BOARD OF DIRECTORS**

### **7.1. Composition**

7.1.1. Eligibility: A Director shall:

7.1.1.1. Be at least eighteen (18) years of age;

7.1.1.2. Not be an undischarged bankrupt or of unsound mind;

7.1.1.3. Be a Member in good standing of the Association or a member of one of the Centre Participants (as that term is defined in their respective bylaws or constitutions, as the case may be) ;

7.1.1.4. Remain a Member in good standing of the Association throughout his term of office; and

7.1.1.5. Shall receive a clear police screening report from the police force having jurisdiction where the Director resides.

7.1.1.6. The Centre participant rep is a Coach of one of the AAA team she/he will not have a vote at the board meeting.

### **7.2 Number of Directors**

The affairs of the Association shall be managed by a Board which shall consist of (19) Directors including the Immediate Past President, Registrar, Director of Fundraising.

One Centre Participant Director shall be appointed by each of the Centre Participants for a total of nineteen (19) Centre Participant Directors and four (4) will be elected to be Executive Directors by the Membership at the AGM. The four (4) elected Executive Directors will be the President, the Vice President, the Secretary, and the Treasurer. Should the number of Centre Participants increase or decrease beyond or below Nine (9), the number of appointed Directors will increase or decrease commensurately.

7.2.1 The affairs of the Association shall be managed by a Board of Eighteen (19) individuals, made up of (14) Directors and (2) Appointed positions.

The thirteen (14) Directors shall have one (1) vote each and shall consist of the following:

- President
  - Past President
  - First Vice President
  - Treasurer
  - Secretary
- 
- Director Cayuga
  - Director Dunnville
  - Director Fort Erie
  - Director Niagara Falls
  - Director Pelham
  - Director Port Colborne
  - Director Thorold
  - Director Wainfleet
  - Director Welland
  - Director of Registration
  - Director of Fundraising
  - Director of Risk Management
- 
- Director of Hockey Operation
  - Assistant Director of Rep Hockey

The one (2) appointed position shall have No vote.

- Ice Manager
- Referee-In-Chief

Accordingly, there would be nineteen (19) voting members.

Each Participating Centre would be entitled to be represented by Two (2) representatives at meetings of the Directors but only be entitled to one (1) vote.

- The Board of Directors must approve all appointed positions, before such appointed person would have the right to sit at the board.

### 7.3 Eligibility for executive Position

- (a) The President, Vice-President, and Treasurer, Secretary, must have served on the Board for at least one year prior to the election as an Officer and the President must have been a member of the Board within a five year period Before his election as President

### 7.4 Eligibility for Hockey operation

- (a) Director of Hockey Operation, and Assistant Director of Hockey Operation–  
.Must have served on a Hockey Board for at least one year prior to the election as an Director of the Board. Also been a member of the Southern tier Admirals board table  
or  
Volunteer of STAHC.

### 7.5 Term of Office

- 7.5.1 Unless removed by the Members pursuant to a Special Resolution pursuant to Article 7.6, each elected Executive Director shall hold office for a period of two (2) years and shall cease to be an Executive Director at the AGM held on or about the second (2<sup>nd</sup>) anniversary date of the Executive Director's election. All other Appointed Directors shall hold office for one year.
- 7.5.2 The term of all incumbent Directors and Executive Directors at the date of adoption of this By-law shall expire and terminate on the Appointment of the Board of Directors and the election of the Executive Directors at the AGM held at the completion of the Inaugural Year.
- 7.6 In order to establish a rotation of elected Executive Directors following the completion of the Inaugural Year, the Vice-President and Secretary shall be the subject matter of an election at the next AGM, while the President and the Treasurer shall serve for a further one (1) year. At each successive AGM, two (2) elected Director's positions shall be the subject matter of an election causing the President and Treasurer to be elected in odd numbered years while the Vice President and Secretary would be elected in even numbered years.

## 7.7 Consecutive Terms

No elected Executive Director shall hold any one office for more than three (3) consecutive terms of two years, except in the event that there are insufficient candidates to elect a complete slate of Executive Directors as contemplated by this By-law.

## 7.8 Removal

A Director may be removed from the Board, prior to the end of his/her term, by Special Resolution passed at a special meeting of the Board.

## 7.9 Vacancies

If an elected Executive Director resigns or is otherwise removed, the Board shall appoint a replacement Executive Director. The replacement Executive Director shall serve out the balance of the originally elected Executive Director's term. Notwithstanding the foregoing, if a Centre Participant Director resigns or is otherwise removed, such Centre Participant Association shall immediately appoint a replacement Director.

## **ARTICLE 8 - PROCEDURE FOR ELECTION OF DIRECTORS**

### 8.1. Nominations

Nominations or Intentions to Stand for Election for elected Executive positions and Director of Hockey Operation and the Assistant of Hockey operation also Director of Fundraising and Director of Registration and Risk Management Director on the Board of Directors shall be submitted to the Association Secretary (30) thirty days prior to the date of the Annual General Meeting. If at the AGM, there are an insufficient number of nominees to fill the Executive positions up for election; nominees can be solicited from the Centre Participant Directors present at the AGM.

### 8.2. Elections

The election of Executive Directors and Director of Hockey Operation and the Assistant of Hockey operation also Director of Fundraising and Director of Registration and Risk Management Director shall be by secret ballot, unless the number of nominees is less than or equal to the number of positions to be filled at the AGM, in which case such nominees shall be acclaimed as Executive Directors.

The results of the election shall be communicated to the Members by the Chair. The results of the election shall be recorded by the Secretary and maintained in the Association's records.

## ARTICLE 9 - BOARD GOVERNANCE AND PROCEDURE

### 9.1 Board Meetings

#### 9.1.1 Regular Meetings

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

#### 9.1.2 Special Meetings

A special meeting of the Board may be called:

9.1.2.1 By the President, who may convene a special meeting of the Board on providing no less than four (4) days written notice to all Directors, which notification shall specify the nature of the business to be transacted at such meeting;

9.1.2.2 On written requisition to the Secretary of three (3) Directors, which requisition shall specify the nature of the business to be transacted at such meeting. Upon such receipt of such requisition, the Secretary shall convene on no less than four (4) days written notice to all Directors, which notification shall specify the matters contained in the requisition.

9.2 No error or omission in giving such notice for a meeting of Directors shall invalidate or make void any proceedings taken or had 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.

### 9.3 Public Meetings

Subject to Article 9.5 below, notice of all Board meetings and an invitation to Members to attend shall be made by the Secretary by posting notices at arenas in which Centre Participants run their minor hockey programs, and by email to the last address provided email address, or by going to the Zone Website. All Board meetings shall be open to Members and such other persons who may be invited by the Board.



#### 9.4 In Camera Meetings

Notwithstanding the foregoing, the Board may recess to an in camera session to:

- 9.4.1 entertain and discuss and decide business matters and transactions which affect the character and/or reputation of a Member or other person; or
- 9.4.2 if the decision required is based on the character or reputation of a Member or other persons; or
- 9.4.3 When the business is such that the Association could be prejudiced by reporting of the business discussed in the private session.

No party, other than the Board, or a non-Board Member with the invitation of the Board, may attend an in camera session. At such in camera session, the Board shall appoint as recording secretary, one of its Members, and all notes and recordings shall be maintained by said appointed Director, until the business matter is concluded and a resolution of the Board is made respecting same. All notes and records arising from such in camera session shall be assembled in one file and sealed and thereafter, be provided to the Secretary of the Association, for safe-keeping.

#### 9.5 Confidentiality

Every Director shall respect the confidentiality of matters brought before the Board in camera.

#### 9.6 Quorum

A quorum for a Board meeting shall be a simple majority of the Directors. No business shall be transacted in the absence of a quorum.

#### 9.7 Voting

Each Director, present at a Board meeting, shall be entitled to one vote. The Chair shall be entitled to a second and deciding vote in the event of a tie. A majority of the Directors present at a Board meeting shall decide every question. Every question shall be decided by a show of hands, unless a secret ballot is required by a Director present. A declaration by the Chair that a motion has been carried or defeated and an entry 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 favor or against such motion.

## 9.8 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of the Director or for any service rendered to the Association, provided however, that the Directors shall be entitled to be reimbursed for their reasonable expenses incurred in the performance of their duties as Directors.

## 9.9 No Conflict of Interest

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 at which the question of entering into the contract or transaction or other matter is first raised. If the affected Director is either not a Director at the time such contract, transaction or other matter is first raised, then at the first meeting at which the affected Director is first in attendance.

After making such declaration the affected Director shall not vote on such a contract or transaction or other matter, nor shall he/she be counted in the quorum in respect of such a contract, transaction or other matter.

If the affected Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Article, the affected Director is not accountable to the Association for any profit realized from the contract, transaction or other matter. If the affected Director fails to make such declaration, he/she shall be accountable to the Association and reimburse it for all profits realized from such contract, transaction or other matter.

## 9.10 Indemnification

Every Director shall be indemnified and saved harmless by the Association from and against all costs, charges and expenses whatsoever that he/she sustains in or arising out of any action, suit or proceeding that is brought, commenced or prosecuted against him/her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her in or arising out of the execution of the duties of his/her office. Notwithstanding the foregoing, no Director shall be entitled to such indemnification for matters occasioned by his/her own willful misconduct or gross misconduct.

## 9.11 Insurance

The Association shall purchase Directors and Officers errors and omissions liability insurance, in such amounts as the Board may from time to time determine.

## 9.12 Regulations and Rules

Subject to the Act, Letters Patent and this by-law, and the applicable HC, OHF and OMHA bylaws, regulations, policies and guidelines, the Board shall have the power to pass, without any confirmation or ratification by the Members of the Association, policies, regulations and rules dealing with the following matters:

9.12.1 creation and appointment of permanent and/or *ad-hoc* committees, including the composition and mandate of those committees;

9.12.2 Regulation of the play of AAA hockey within the Zone including the development of governing policies and protocols;

9.12.3 Coach qualification and selection for all AAA teams within the Zone;

9.12.4 Player and team official registration;

9.12.5 Third party contracts, concessions and Zone sponsorships;

9.12.6 Team name and uniforms (on and off ice). The Association's Inaugural Board shall hold a competition to name the Association's team. Such competition shall be open to all Members of the Centre Participants;

9.12.7 Discipline (player and team official);

9.12.8 Dressing room protocol;

9.12.9 Player and team official registration;

9.12.10 Third party contracts, concessions and Association sponsorships;  
And

9.12.11 Such further and other matters as the Board, acting reasonably,  
Shall advise.

## ARTICLE 10 - DIRECTORS AND RESPONSIBILITIES

### 10.1 Executive Directors:

10.1.1 The Executive Directors shall be the President, Vice-President, Secretary and Treasurer.

10.1.2 The Executive Directors shall be all elected Directors and any Associate Directors and the Referee-in-Chief shall be appointed by the Board of Directors.

### 10.2 Term

Except as may otherwise be provided for herein, the elected Executive Directors shall hold office until the close of the AGM held approximately two (2) years after the Executive Directors were elected. All other Appointed Directors shall be appointed by the Centre Participant Centre Associations yearly. Associate Directors shall be appointed, re-appointed and/or dismissed as deemed necessary by the Board.

### 10.3 Qualification

The Association shall Endeavour to nominate an individual as Treasurer who has an accounting designation, employment experience or skills in accounting practice and procedures.

### 10.4 Duties

#### 10.4.1 President

The President shall:

10.4.1.1 Represent the Association in the community, the OMHA, the OHF, HC and such other organizations with which the Association is affiliated;

10.4.1.2 Act as chair of the Board, the Executive Committee and at all

Meetings of the Members;

- 10.4.1.3 Exercise general supervision of the Association in accordance with its by-laws and such policies, regulations and rules as determined by the Board;
- 10.4.1.4 Be an ex-officio Member of all committees (permanent and *ad-hoc*) of the Association;
- 10.4.1.5 Report regularly to the Board on matters of interest;
  
- 10.4.1.6 Delegate tasks as necessary;
- 10.4.1.7 Suspend teams, team officials or players, subject to ratification by the Board, which meeting shall be convened within three (3) days of suspension. The suspended team's officials or players shall be notified in writing of the suspension by the Secretary by means of fax, email or registered mail within forty-eight (48) hours of the suspension, the reason for the suspension, which notice shall include the appeal rights and the procedure to be followed. The OMHA Regional Executive Member for the individual or team so suspended, shall also be notified by the Secretary; and
- 10.4.1.8 Assist in the transition of duties to the incoming President; and
- 10.4.1.9 Such further and other matters as may be ancillary to the duties as set out above.

10.4.2 Vice-President

The Vice-President shall:

- 10.4.2.1 Assume the duties of the President in the absence for any reason of the President or should the position of President become vacant during the President's term. In such case, the Vice-President shall fill the position of President for the remainder of the President's term. In such case, the Board shall appoint a new Vice-President;
- 10.4.2.2 Be the alternate delegate for the OMHA, and attend as many meetings as possible;
- 10.4.2.3 Oversee the complete operation of all Association teams;
- 10.4.2.4 Preside at all meeting of teams groups, which shall include Referee-

in-Chief, and all coaches and managers from the Association teams;

10.4.2.5 Be the liaison between the Association teams and the Board;

10.4.2.6 Prepare and report to the Board on the operations of the Association teams at all regularly scheduled Board meetings;

10.4.2.7 Ensure that each team receives a copy of the Official Rule Book of HC and the OMHA Manual of Operations;

10.4.2.8 Enforce the Association's policies, rules and regulations;

10.4.2.9 Recommend to the President the suspension of teams, players and team officials, when such action may be required;

10.4.2.10 Inform the Referee in Chief, of the Association team requirements;

10.4.2.11 Assist in the transition of duties to the incoming Vice President; and

10.4.2.12 Carry out other duties as assigned by the Board or the President; and

10.4.2.13 Such further and other matters as may be ancillary to the duties as set out above.

### 10.4.3 Treasurer

The Treasurer shall:

10.4.3.1 Ensure adherence to and implementation of financial policies in the financial administration of the Association;

10.4.3.2 Ensure the submission of the books of account to the auditor of the Association at the end of the financial year;

10.4.3.3 Present a report of the auditor from the previous year and a projected financial position for the current year to the Membership at the AGM;

10.4.3.4 Provide financial statements at monthly Board Meetings;

- 10.4.3.5 Coordinate and keep records of player registration;
- 10.4.3.6 Provide a list of registered Members in good standing to the Secretary;
- 10.4.3.7 Evaluate, review, and recommend financial policy to the Board;
- 10.4.3.8 Ensure that all necessary and appropriate insurance has been purchased;
- 10.4.3.9 Assist in the transition of duties to the incoming Treasurer; and
- 10.4.3.10 Such further and other matters as may be ancillary to the duties as set out above.

#### 10.4.4 Secretary:

The Secretary shall:

- 10.4.4.1 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 of law, the Letters Patent and By-Laws and the policies and procedures established by the Board or by the membership;
- 10.4.4.2 Post all minutes, once passed by the Board, on the Association website and in the arenas in which Centre Partners fund their minor hockey programs;
- 10.4.4.3 Post any changes to the Association's By-Laws, policies or procedures;
- 10.4.4.4 Ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- 10.4.4.5 Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- 10.4.4.6 Recommend policy to the Board regarding internal and external communications of the Association;

- 10.4.4.7 Maintain the membership and team lists;
- 10.4.4.8 Assist in the transition of duties to the incoming Secretary; and
- 10.4.4.9 Such further and other matters as may be ancillary to the duties as set out above.

#### 10.4.5 Immediate Past President:

The Immediate Past President shall:

- 10.4.5.1 Chair the Nominations and Elections Committee;
- 10.4.5.2 Be available to assist any Director requiring assistance in the completion of his or her functions;
- 10.4.5.3 Such further and other matters as may be ancillary to the duties as set out above.
- 10.4.5.4 Shall have a vote at the Board of Directors level.

#### 10.4.6 Referee In Chief

The Referee-In-Chief shall be responsible to:

- 10.4.6.1 Shall be an Associate Director
- 10.4.6.2 Ensure that there are qualified referees in place to officiate all games;
- 10.4.6.3 Ensure refereeing complaints are addressed and resolved in a timely fashion;
- 10.4.6.4 Recruit, train, monitor and evaluate performance of referees in conjunction with the OMHA Supervisor of Referees;
- 10.4.6.5 Coordinate with the referee associations of the Centre Participants to schedule referees for games and tournaments;
- 10.4.6.6 Maintain a current knowledge of all OMHA rules and advise coaches and Directors on interpretations or issues and of new rules;
- 10.4.6.7 Prepare and report to the Board on the rule changes and



issues at the monthly meetings;

10.4.6.8 Assist in the transition of duties to the incoming Referee In Chief; and

10.4.6.9 Such further and other matters as may be ancillary to the duties as set out above.

10.4.7 Director of Representative Hockey Operation:

10.6.7.1 Attend SCTA meeting and set up all coach Meeting

10.6.7.2 All Assistant Director of Rep Hockey report to Director of Representative hockey and he will report to the Executive Board

10.6.7.3 Ensure all paperwork is complete and proper fill out and handed to Registrar

10.6.7.4 Assist all Executive Directors as required.

10.6.8 Centre Participant Appointed Directors:

Centre Participant Appointed Directors shall:

10.6.8.1 Act as a liaison between his home centre and the Association and report on matters of mutual interest to the Board and his home centre;

10.6.8.2 Facilitate the registration requirements of players from his home centre;

10.6.8.3 Assist the Secretary by posting notices required by this By-Law at the arenas used by his home centre for its minor hockey program; and

10.6.8.4 Assist all Executive Directors as required.

10.6.9.1 Ice Scheduler Appointed

The Ice Scheduler shall:

- 10.6.9.2 Assess the ice requirements for the Association and shall enter negotiation with the parks, recreation departments and arena associations of each of the Centre Participants, and such other private operators as are present within the Zone, to meet these needs;
- 10.6.9.3 Apportion the ice and times in a fair and equitable manner among Association teams;
- 10.6.9.4 Work with the Treasurer and Vice President, President in determining the ice budget;
- 10.6.9.5 Submit to the Treasurer in each year an estimate of revenues and expenditures of the Scheduler for the next fiscal year of the Association;
- 10.6.9.6 Present a report regarding ice scheduling to the Board;
- 10.6.9.7 Recommend policy to the Board regarding ice scheduling.

## **ARTICLE 11- STANDING COMMITTEES**

### Establishment of Standing Committees

- 11.1 The following standing committees shall be established:
  - 11.1.1 Coaches Selection Committee;
  - 11.1.2 Public Relations and Fund Raising Committee;
  - 11.1.3 Nominating and Elections Committee;

11.1.4 In addition to the foregoing, the Board shall have the right to establish *ad-hoc* or permanent standing committees to address such issue or issues as it may from time-to-time deem necessary and appropriate.

## 11.2 Committee Mandates & Composition

All committee appointments shall be proposed by the President and reviewed by and approved by the Board. All committees shall have the right to set their own internal rules and procedures in the carrying out of the mandates as set out below

## 11.3 Coaches Selection Committee

The Coaches Selection Committee shall:

11.3.1 Be Appointed by the Board

11.3.2 Review all applications submitted for head coaching positions of a Representative Team, together with the applicant's experience, qualifications, previous coaching record and history;

11.3.3 After reviewing all applications together with an interview of selected applicants, the committee shall nominate a candidate for the head coaching position of a Representative Team to the Board. The Board shall thereafter approve such recommendation, unless in the opinion of the Board, the recommended candidate will not uphold the stated objectives of the Association. In the event the Board fails to approve the nominee proposed by the committee, the committee shall provide the name of a further nominee for consideration.

11.3.4 Any Member of the Coaches Selection Committee That has a Child Playing cannot be a part of the Decision for his Son or Daughter age group and age group above. The Member must remove him or herself from these Two (2) age Group.

#### 11.4 Public Relations and Fundraising Committee:

The Public Relations and Fundraising Committee shall:

- 11.4.1 Recruit and train volunteers to perform the functions required for sponsorship for the Association;
- 11.4.2 Set up an accurate recording system covering income and disbursements relating to mandate of this committee for delivery to the Treasurer;
- 11.4.3 Actively pursue new sponsorship projects;
- 11.4.4 Manage and supervise current sponsorship endeavors;
- 11.4.5 Submit to the Treasurer in each year an estimate of revenues and expenditures of the committee for the next fiscal year of the Association;
- 11.4.6 Present a report regarding public relations and sponsorship to the Board;
- 11.4.7 Recommend policy to the Board regarding public relations and sponsorship;
- 11.4.8 Be responsible for the contents of the Association's website, artwork, flyers and forms required by the Association or its various committees;
- 11.4.9 Be responsible for content and publication of the Association's newsletters to its Membership and coaching staff;
- 11.4.10 Organize and arrange banquets in conjunction with the Vice-President and President;
- 11.4.11 Source and order awards, trophies, etc.

## 11.5 Nominating and Elections Committee

The Nominating and Elections Committee shall:

11.5.1 Be Chaired by the Past President or a Board approved designate.

11.5.2 Solicit nominations from Centre Participant Appointees for each Executive Board position, which is to become vacant for election within the Board prior to and for approval at the AGM;

11.5.3 Be responsible for conducting the annual election of Executive Directors in accordance with the provisions contained in this By-Law;

11.5.4 Present a report regarding Nominations and Elections of the Board;

11.5.5 Recommend policy to the Board regarding Nominations and Elections

## **ARTICLE 12- TRANSACTION OF THE AFFAIRS**

### 12.1 Execution of Documents:

The Board may from time to time appoint any Director or Directors or 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.

### 12.2 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 with the Secretary of the Association. At the conclusion of the year-end of the financial reports, committee reports, and Board minutes are to be filed in the Association's office.

### 12.3 Banking Resolution:

The Board shall designate, by resolution, the Directors (minimum of two (2)) and other persons authorized to transact the banking business of the Association or any part thereof, with the bank, trust company, or other financial institution 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:

12.3.1 Operate the accounts of the Association with a bank or a trust company;

12.3.2 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;

12.3.3 Issue receipts for and orders relating to any property of the Association;

12.3.4 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.

### 12.4 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.

### 12.5 Rules of Procedure

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 Bylaws or other governing documents or laws affecting the Association.

## **ARTICLE 13 - BORROWING BY THE ASSOCIATION**

### **13.1 Borrowing Power**

Subject to the limitations set out in the Act, the regulations hereunder, Letters Patent, Supplementary Letters Patent, By-Laws, policies or procedures of the Association, as the case may be, the Board may by resolution authorize the Association to:

13.1.1 Borrow money on the credit of the Association;

13.1.2 Issue, sell or pledge securities of the Association; or

13.1.3 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.

### **13.2 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 to 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.

## **ARTICLE 14 - EFFECTIVE DATE**

14.1 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, sanctioned, confirmed and approved without variation by the affirmative vote of the Initial Members held in the City of Welland this 1<sup>st</sup> day of June, 2011.

Bylaw 1 amended May 30/2012

- Removed all reference to the Inaugural Year structure.

Bylaw 1 amended May 29/2013

- ARTICLE 6 MEETINGS OF THE MEMBERSHIP Regulation No. New 6.2.10 and 6.2.11
- ARTICLE 7 - BOARD OF DIRECTORS Regulation No. 7.2 Number of Directors
- ARTICLE 7 -BOARD OF DIRECTORS Regulation No. New 7.3 Eligibility for executive Position  
New 7.4 Eligibility for Hockey operation
- ARTICLE 8 PROCEDURE FOR ELECTION OF DIRECTORS Regulation No. 8.1 and 8.3

Bylaw 1 amended May 28/2014

- By-Law One, Article ARTICLE 1 -DEFINITIONS  
Regulation No. 1-1-10 and 1-1-16
- By-Law One, Article ARTICLE 4 - AFFILIATIONS  
Regulation No 4-1-2



- By-Law One, Article ARTICLE 6 - MEETINGS OF THE MEMBERSHIP  
Regulation No. 6.10 Proxies
  
- By-Law One, Article ARTICLE 7 - BOARD OF DIRECTORS  
Regulation No. 7.2 Number of Directors

Bylaw 1 amended May 25/2016

MOTION FORM # 1

Amendment to:  By-Law One, Article 3- REGISTERED OFFICE AND SEAL,  
FISCAL YEAR, NOT-FOR-PROFIT CORPORATION

Regulation No. 3.3

3.3 The fiscal year of the Association shall be from March 31 to April 1.

MOTION FORM # 2

Amendment to:  By-Law One, Article ARTICLE 6 - MEETINGS OF THE MEMBERSHIP

Regulation No. New 6.2.10 and 6.2.11  
Election of Director of Risk Management Director

MOTION FORM # 3

Amendment to:  By-Law One, Article ARTICLE 7 - BOARD OF DIRECTORS

Regulation No. 7.2 Number of Directors

Added Director of Risk Management

MOTION FORM # 4

Amendment to:  By-Law One, Article ARTICLE 8 PROCEDURE FOR ELECTION OF DIRECTORS

Regulation No. 8.1 and 8.3

**ARTICLE 14 - EFFECTIVE DATE**

15.1 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, sanctioned, confirmed and approved without variation by the affirmative vote of the Initial Members held in the City of Welland this 25 day of May, 2016.

DATED THIS 25 DAY OF May 2016

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