

GREATER HAMILTON AAA
HOCKEY CLUB



Pride and Passion Unleashed

By-Law No. 1

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A By-law relating generally to the conduct of the affairs of the Greater Hamilton AAA Hockey Club Inc. be it enacted as a by-law of The Hamilton Junior Bulldogs AAA Zone Inc. as follows:

DEFINITIONS

- 1.1 In this By-law and all other By-law and Resolutions of the Association unless the context otherwise requires
- a. “Affiliation” means to attach (to) or unite (with) as a member of an organization, club, etc.
 - b. “Association” means Hamilton Junior Bulldogs AAA Zone Inc.(or such other name as the Association may in the future legally adopt);
 - c. “Board” means the Board of Directors of the Association;
 - d. “CHA” means the Canadian Hockey Association (or such other name as the CHA may in the future legally adopt);
 - e. “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;
 - f. “Director” means an individual who has been elected to the Board of Directors of the Association by the members to be an officer;
 - g. “Letters Patent” means the Letter Patent incorporating the Association, as may from time to time be amended by Supplementary Letters Patent;
 - h. “Members” means all classes of membership in the Association as provided for in Article 5;
 - i. “Officers” means the individuals who hold the offices enumerated in Article 11;
 - j. “OHF” means the Ontario Hockey Federation (or such other name as the OHF may in future legally adopt);
 - k. “OMHA” means the Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
 - l. “Policies” means written statements governing issues affecting the affairs of the Association which have been considered and approved by the Board of Directors.
 - m. “Zone” means the following OMHA centres: Ancaster, Caledonia, Glanbrook, Hagersville, Stoney Creek, Dundas, and Flamborough;
 - n. “Regular” means September 15 through March 31.
- 1.2 Subject to the foregoing, all terms defined in the Corporations Act have the same meanings when used in this By-law and all other By-laws and Resolutions of the Association.

2. REGISTERED OFFICE 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 at the place within Ontario from time to time specified in the Letters Patent 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 in Canada as the Board may deem expedient by resolution.

3. MISSION OF THE ASSOCIATION

- 3.1 The purpose of the Association is to organize, develop, and promote AAA ice hockey for the Youth of the following OMHA centres including: Ancaster, Caledonia, Glanbrook, Hagersville, Stoney Creek, Dundas, and Flamborough.
- a. The opportunity for all Zone youth to participate in AAA league ice hockey; and
- b. 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 affiliation
- a. The Association shall be a member of the OMHA.
- b. The Association shall operate as a conjoined membership with the Hamilton Jr. Bulldogs OMHA Zone Centres of Ancaster, Caledonia, Glanbrook, Hagersville, Stoney Creek, Dundas, and Flamborough.
- c. The Association shall operate in cooperation with the Recreation and Parks Department of The City of Hamilton and Zone OMHA centers.

5. CLASSES OF MEMBERSHIP

- 5.1 There shall be five (5) classes of Membership in the Association :
- a. Active Membership
- b. Parent / Guardian Membership

- c. Honorary Lifetime Membership
- d. Zone Liaison Membership
- e. Player 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, coaches, managers and trainers appointed for the current season, and all registered players who are at least 18 years of age. Each Member in this classification shall be entitled to one vote at the Annual General Meeting and additional General Meetings.

b. Parent / Guardian Membership :

Parent/Guardian Members shall include all parents and / or legal guardians of registered players where the registered player is under the age of 18 years. Each custodial couple jointly or single parent alone shall be entitled to one vote at the Annual General Meeting and other General Meetings per player registered. They may attend Members meetings and, by invitation, meetings of the Board and of the Committees of the Zone.

c. Honorary Lifetime Membership :

Honorary Lifetime Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Lifetime Members by any Member of the Association and the granting of Honorary Lifetime Membership must be confirmed by a majority vote of the Board of Directors. Honorary Members shall not be entitled to vote, but may attend Members meetings and, by invitation, meetings of the Board and Committees of the Zone.

d. Zone Liaison Membership :

The Zone Liaison Directors shall be appointed by their respective Associations for a period of one year should there not be an elected Director from their Centre on the Board of Directors. A Zone Liaison Director will be entitled to one vote at all Board meetings and the Annual General Meeting and other General Meetings when their Association at a minimum, provides at least seven (7) players and provides weekly ice during the regular season according to the following formula, "NUMBER OF PLAYERS PROVIDED BY THE CENTRE DIVIDED BY 6.5".

e. Player Membership :

Each player who has not reached the age of 18 shall be a player member. Player members shall not be entitled to attend meetings or vote, but are subject to the same responsibilities and governed by the same codes of conduct as all other members.

6.2 Membership List

Subject to section 6.7 herein the Secretary of the Association shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary Lifetime Members, and such list of Members shall be used to determine eligibility to attend and vote at the Annual General Meeting and any other meeting of the Members.

6.3 Membership Year

Unless otherwise determined by the Board, every Membership (other than Honorary Lifetime Memberships and Active Memberships) Parent/Guardian Membership and Player Membership shall commence upon signing an Offer of Player Commitment (or other such document amended or enacted in substitution therefore) on or before April 30th for the upcoming season and shall lapse and terminate on the first day of Spring Try-outs. Active Memberships: (i) elected Directors shall hold office and remain Members until the May Annual General Meeting held approximately two years after the Directors are elected; (ii) Coaching Staff and Assistants to the Directors shall remain a Membership as long as their appointment/contract is current.

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 Association.
- 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 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. Player members not in good standing will not be permitted to participate in any capacity in association activities both on and off the ice.
- d. Members whose conduct is considered by the Board to be contrary to the stated OMHA Code of Conduct and 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 have the options of declaring the member to be "not of good standing" by majority vote of the Board until such time that the issue is resolved or, give proper notice of motion, to be considered at the next general 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 motion shall require a two-thirds 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.
- e. Honorary memberships may be revoked by 2/3 majority vote of the Board for conduct detrimental to the reputation of the organization.

- f. OMHA Zone Centres may resign from the Association by submitting a resignation in writing to the Association 90 days before the Annual General Meeting.

6.5 Membership Fees

Membership fees shall be established from time to time by Resolution of the Board. Fees for any unexpired term of membership are normally not refundable but the Executive Committee may, in its sole discretion, grant a request for such are found in extenuating circumstances. A player who sustains a season-ending injury will be entitled to receive a prorated refund based on the percentage of regular season and tournament games played. Any refund will be subject to an administration fee of \$50 which will be deducted from the calculated refund. Any Major Midget player who is selected to the team and subsequently leaves the Association as a result of signing with a Junior team shall be entitled to a prorated refund of the Association fee based on the percentage of regular season and tournament games played. Any refund will be subject to an administration fee of \$50 which will be deducted from the calculated refund.

6.6 Right to Attend Meetings

Subject to the voting rights set forth in section 6.1, all Active Members, Parent / Guardian Members, Zone Liaison Members, and Honorary Lifetime Members shall be entitled to notice of and attend all Meetings of the Membership 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 vote at such General Meeting of Members. The exception would be Parent/Guardian Membership and Player Membership whose membership has commenced upon signing an Offer of Player Commitment on or before April 30th for the upcoming season – they will be entitled to attend any General Meeting of the Association and vote. Any individual who is not a Member at least 35 days in advance of a General Meeting is not entitled to notice of or 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 of Members 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:

- i. Approval of the minutes of the previous Annual General Meeting.
- ii. Receiving reports of the activities of the Association during the preceding year.
- iii. Receiving information regarding the planned activities of the Association for the current year.

- iv. Receiving and approving the financial statements and the report of the auditor of the Association;
- v. Appointment of the auditor for the ensuing year;
- vi. Consideration of any proposed amendments to the Letters Patent or By-laws of the Association.
- vii. Election of the new Board of Directors of the Association.
- viii. Consideration of any proposed amendments to the Letters Patent or By-laws of the Association.
- ix. Transaction of any business which relates to the business of the Meeting referred to above, the notice and particulars of which have been received by the Secretary of the Association in writing on or before 6pm 45 days before the Annual General Meeting.

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 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

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 Annual General Meeting, and the time and place of the Annual General Meeting. The notice shall be posted on the Zone website at least forty-five (45) days prior to the date of such Annual General Meeting.

b. Additional General Meetings

Notice of any Additional General Meetings of Members of the Association shall be posted on the Zone website within at least fifteen (15) days prior to the date of such Additional General Meetings.

c. Error or Omission in Notice

No inadvertent error or omission in giving notice of any Annual General Meeting or General Meeting, 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 five (5) members including the Board of Director 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 recess.

7.5 Voting Procedures

- a. A majority of votes cast by Members eligible to vote, unless otherwise required by the Corporations Act or the By-laws of the Association, shall decide every question proposed for consideration at Meetings of Members.
- b. The Chair presiding at Meetings of Members shall have a vote only in the event of a tie.
- c. At all Meetings of Members, 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 voting Member. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested, 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 or against the motion.

7.6 No Proxies

Proxies will not be permitted. Members of the Association must be present in person at General Meetings and Annual General Meetings of the Association in order to exercise their voting rights in relation to matters coming before a General Meeting or an Annual General Meeting, except for the advance voting for the election of Directors as set out in paragraph 9.3(b) of this By-law.

7.7 Adjournment

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 or Vice-Presidents, Members entitled to vote and present at any Meeting of the 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 the Chair.

8. BOARD OF DIRECTORS

8.1 Composition

- a. Eligibility :
 - i. Shall be eighteen (18) years of age or older.
 - 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.
 - iv. Shall remain a member of the association throughout his or her term of office.
 - v. The President, Vice-President Administration, and Vice-President Hockey Operations must have served as a director for a period of one or more years to be eligible for the position.

- b. **Number of Directors**
The affairs of the Association shall be managed by a Board consisting of six (6) elected Directors, one (1) appointed Technical Director, and appointed Zone Liaison Directors limited to one (1) per Zone centre.
- c. **Term of Office**
The Directors shall each be elected for a term of 2 years and will be elected to the following terms of office:
- i. On the odd years the following positions will be elected: Vice-President of Administration, Secretary-Treasurer and Tournament Director.
 - ii. On the even years the following positions will be elected: President, Vice-President of Hockey Operations and Purchasing and Sponsorship Director.
 - iii. In any year, a vacated Director position may be elected for the duration of the term.
- d. **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

Nominations to the Board of Directors from the Members of the Association shall be made in written notice no later than 5:00pm fifteen days (15) prior to the Annual General Meeting by completing the Nomination Form found on the Association's website and submitting it to the Secretary.

9.2 Vacancies

Any vacancy occurring on the Board, other than at the time of the Annual General Meeting, may be filled only for the remainder of the current vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite application from the Members of the Association for appointment to the vacancy on the Board, and the Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated.

9.3 Termination

a. Removal of Director by Membership

Provided that notice specifying the intention to pass such a resolution has been given with the notice of meeting, eligible voting Members of the association, by a resolution passed by at least two-thirds (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 eligible person in his or her stead for the remainder of the 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 or Acting President of the Association.

10. BOARD RESPONSIBILITIES

10.1 Governance

The Board of Directors shall govern the Association in compliance with the object, powers, By-laws, and Policies of the Association and all applicable laws and regulations.

10.2 Board Meetings

- a. 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 twelve (12) times per year. A schedule of the Meeting dates will be distributed by the President, or the Vice-President Administration at the first Board Meeting.
- b. 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 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 there at.

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 four (4) 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, including the Chair, shall be entitled to one (1) vote. The Chair shall not have a second vote in the event of a tie.

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, unless a secret ballot is demanded by a Director present. A declaration by the Chair that a 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' reasonable expenses incurred in the performance of their duties as Directors of the Association. The Technical Director and Ice Scheduler may each be paid a stipend if so voted by the board on an annual basis, subject to a cap as determined by the Board and limited to a maximum 5% annual increase thereafter.

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, the declaring Director shall not 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 a conflict of 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 directly, from such contract, transaction or other matter.
- e. If a Director fails to make a declaration of conflict 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 from such contract, transaction, or other matter.

10.11 Indemnification of Directors

- a. 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 :
 - i. 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 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;
 - ii. All other cost, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs there of 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, suitor 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.
- b. 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. Each Director (Board Member) shall sign a Non-Disclosure Agreement (NDA) at the first board meeting each year. Failure to comply with the terms of the NDA shall result in a suspension of not less than two weeks (from all association activities including games and practices) for a first offense. Subsequent infractions shall result in dismissal from the board and any other sanctions the board deems appropriate based on the codes of conduct specified herein.

11. OFFICERS AND RESPONSIBILITIES OF OFFICERS

11.1 Elected Officers

- a. The Elected Officers of the Association shall be the President, Vice-President of Administration, Vice-President of Hockey Operations, Secretary-Treasurer, Purchasing and Sponsorship Director and Tournament Director. The Officers shall be elected at the Annual General Meeting of the Members of the Association.
- b. Immediately following the AGM, the elected Officers will appoint one (1) Director of Technical Operations on the basis of technical skill and ability with hockey experience.
- c. Each Zone Centre will be allowed one representative to sit on the Board of Directors. All individuals meeting the requirement of 11.1 (a), (b), (c) will form the Board of Directors.
- d. A Director shall not hold more than one office.

11.1 Assistants to Officers

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.

11.2 Eligibility for Office

The Membership shall endeavour to elect a Treasurer of the Association, who has employment experience and skills in accounting procedures.

11.3 Term of Office

The elected Officers shall hold office until the May Annual General Meeting held approximately two years after the officers are elected.

11.4 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 resignation to the President of the Association.

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

11.6 Director Responsibilities

a. President

The President shall:

- i. Represent the association in the Community.
- ii. Act as Chair of the Board, Executive Committee, and at all Meeting of the Membership of the Association.
- iii. Exercise general supervision of the Association in accordance with Policies determined by the Board.
- iv. Be a member of all committees and sub-committees of the Association other than the Nominations and Elections Committee.

b. Vice President of Administration

The Vice-President of Administration shall:

- i. Assume the duties of the President in the absence for any reason of the President and shall carry out such other duties as are assigned by the Board or the President.
- ii. Monitor adherence by the Board of Directors to all existing Policies of the Association and to inform the Board of Directors with respect to any inconsistencies between existing Policies of the Association and a proposed Policy for the Association.

- iii. Establish and maintain procedures with respect to clearance of all volunteers required to complete a police report and carry out volunteer screening as per policy and guidelines.
- iv. Recommend policy to the Board of Directors regarding the nomination and election Directors of the Association, and the organization and conduct of General Meeting of the Members of the Association.
- v. Carry out such duties as are assigned by the Board, the Executive Committee, or the President. Recruit and train volunteers to perform the functions required for registration.
- vi. Establish registration forms and procedures.
- vii. Conduct registration for all applicants eligible to participate in Association Ice Hockey programs.
- iv. Maintain a register of receipts regarding all registration fees received by the Association and to forward all monies promptly to the Treasurer for deposit to the credit of the Association.
- v. Maintain a current registration list of all players including mailing addresses, telephone numbers and Parent/Guardian name(s).
- vi. Supply to the Vice-President of Hockey Operations current registration information in a timely fashion.
- vii. Ensure that all players are registered with the OMHA.
- viii. Communicate any changes in registration immediately to such other Directors or other individuals who are affected by such change.
- ix. Submit to the Treasurer on or before January 15 in each year an estimate of revenues and expenditures for Registration for the next fiscal year of the Association.
- x. Present a monthly report regarding Registration to the Board of Directors.
- xi. Recommend policy to the Board of Directors regarding registration.

c. Vice-President of Hockey Operations

The Vice-President of Hockey Operations shall:

- i. Assume the duties of the President in the absence, for any reason, of the President and Vice- President of Administration and shall carry out such other duties as are assigned by the Board or the President.
- ii. Oversee the hockey programs pursuant to the Policies of the Association.
- iii. Establish and monitor Policies relating to Hockey Operations provided that such policies shall be and remain consistent with the Policies of the Association.
- iv. Recruit and train volunteers to perform the functions required to operate the Hockey Operations.
- v. Select an OMHA representative.
- vi. Represent and promote the interests of the Association in relation to any involvement of the association with any other local minor hockey associations or leagues.
- vii. Submit to the Treasurer on or before January 15 in each year an estimate of the revenues and expenditures of the Hockey Operations Committee for the next fiscal year of the Association.
- viii. Present a monthly report regarding Hockey Operations to the Board of Directors.
- ix. Recommend policy to the Board of Directors regarding Hockey Operations.

d. Secretary-Treasurer

The Secretary-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 and present the financial statements to the Membership at the Annual General Meeting of Members.

- iii. Evaluate, review and recommend financial policy to the Board of Directors.
 - iv. Carry out such duties as are assigned by the Board, the Executive Committee or the President.
 - v. Prepare a budget for the Association not later than February 15 in each year for the next fiscal year for submission to the Board of Directors for approval.
 - vi. Liaise with all committees and members of the Board of Directors to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the budget.
 - vii. Record the Minutes of the General Meetings of Members, Board Meetings, and Executive Committee 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 Policies and procedures established by the Board or by the Members of the Association.
 - viii. Ensure the proper custody of the Association's corporate seal, corporate Minutes and Resolutions and other corporate records and documents.
 - ix. Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association.
 - x. Recommend policy to the Board of Directors regarding financial budgeting and planning for the Association.
 - xi. Recommend policy to the Board of Directors regarding internal and external communications of the Association.
 - xii. Carry out other duties as are assigned by the Board, the Executive Committee or the President.
- e. **Tournament Director**
The Tournament Director shall:
- i. Recruit and train volunteers to perform the functions required to assist with all Association sponsored tournaments.
 - ii. Set up an accurate recording system covering income and disbursements relating to fundraising for delivery to the Treasurer.
 - iii. Act as a liaison/contact for all Association tournaments via OMHA and Hockey Canada.
 - iv. Present a monthly report regarding Tournaments to the Board of Directors.
 - v. Submit to the Treasurer on or before January 15 in each year an estimate of revenues and expenditures for Tournaments for the next fiscal year.
- f. **Purchasing and Sponsorship Director**
The Purchasing and Sponsorship Director shall:
- i. Recruit and train volunteers to perform the functions required to obtain sponsorship.
 - ii. Solicit and maintain sponsors for all Association teams.
 - iii. Act as a liaison/contact for all Association sponsorships.
 - iv. Solicit new donors and recommend new sources of revenue (i.e. Fundraising and Special Events) for the Association.
 - v. Act as the Purchasing Agent for the Association with respect to all Association purchases and solicit bids and purchase hockey equipment, awards, etc. as required.
 - vi. Act as liaison for all non-corporate fundraising and special events activities
 - vii. Recruit and train volunteer to perform the functions required for purchasing.
 - viii. Present a monthly report regarding Purchasing and Sponsorship to the Board of Directors.
 - ix. Present a monthly report regarding fundraising and special events to the Board of Directors
 - x. Submit to the Treasurer on or before January 15 in each year an estimate of revenues and expenditures for Purchasing and Sponsorship and for Fundraising and Special Events for the next fiscal year
 - xi. Recommend policy to the Board of Directors regarding purchasing, sponsorship, fundraising and special events.

g. Technical Director

The Technical Director (appointed) shall:

For the purposes of establishing, implementing and evaluating on ice and off-ice technical development programs, liaise with all teams of the Association:

- i. Recruit and train volunteers to perform the functions required for technical development.
- ii. Liaise with the OMHA concerning the coach mentor program.
- iii. Establish and maintain on-ice and off-ice technical development programs in conjunction with all teams.
- iv. Establish and maintain an evaluation program for all coaches, trainers, and managers.
- v. Establish the Coaches Selection Sub-Committee.
- vi. Recommend to the Board of Directors policies and procedures for each of the coaches selection.
- vii. Submit to the Budget Committee on or before January 15 in each year an estimate of revenues and expenditures of the Technical Development Committee for the next fiscal year of the Association.
- viii. Present a monthly report regarding technical development to the Board of Directors.
- ix. Recommend policy to the Board of Directors regarding Technical Development.
- x. Carry out other duties as assigned by the Board, Executive Committee, or the President.

h. Zone Liaison Director (Qualification)

The Zone Liaison Director shall:

- i. Attend all Board of Director's Meetings.
- ii. Act as liaison between the Association and the Zone Centre they represent.
- iii. Assist the VP of Hockey Operations and the Technical Director and; monitor the policy of player movement between the Association and Zone Centres.
- iv. Assist the VP of Hockey Operations and the Technical Director and monitor the policy of player movement between the Association and Zone Centres.

12. COMMITTEES OF THE BOARD

- 12.1 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 adhoc committees or sub-committees by Director's Resolution as may be desired or required from time to time.
- 12.2 All Standing Committees shall comply with all by-laws, 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, the OHF, Hockey Canada and, if applicable, any other hockey organizations with which Association teams are participating.
- 12.3 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. 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 Officer or Officers 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.

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 contractor agreements are filed for safekeeping.

14. FINANCIAL YEAR END

The financial year of the Association shall terminate on the 30th day of March 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 there solution including, unless otherwise restricted, the power to:

- a. Operate the accounts of the Association with a bank or 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 safe keeping 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 officer or officers, 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 there of.

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.
- 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.
- d. The Board may not by resolution authorize any borrowing to fund operational expenses.

16.2 Borrowing Resolution

From time to time, the Board may authorize any Director or Officer 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 of any loan, and as to the security 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 there at.

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 give neither personally or by telephone or by depositing same in a post office or public letter box, in a postage paid sealed envelope addressed to the Director, Officer 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 afore said. For the purposes of sending any notice, the address of any Member, Director or Officer shall be at his or her last address in the records of the Association.

18. PASSING AND AMENDING OF BY-LAWS

18.1 Computation of Time

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 never the less be moved at the Meeting and discussion and voting there on adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.

18.3 If the Board intends to discuss amendment of the By-laws of the Association at a Board meeting :

- a. A new By-law or amendment to a By-law recommended by the Board shall be presented for adoption at the next General Meeting of the Association. The notice of such 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 pass a new By-law or amend the By-laws recommended by the Board 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 shall be in writing, signed by the Member in good standing and received by the Secretary of the Association at least 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 at least ten (10) days prior to the Annual General Meeting at a place as stated in the original notice calling the meeting.

19. REPEAL OF PRIOR BY-LAWS

- i. Repeal
All prior By-laws of the Association, including the document called "Constitution" of the Association are hereby repealed.
- ii. Proviso
The repeal of all prior By-laws of the Association shall not impair in anyway the validity or act or thing done pursuant to any such repealed By-law.

20. 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 By-laws or other governing documents or laws affecting the Association.

21. EFFECTIVE DATE & ADMINISTRATIVE SIGNATORIES

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 Les Chater Hamilton YMCA Hamilton Mountain in the City of Hamilton, Ontario at which a quorum was present on the 30th day of May 2018.

President,
Neil Skirving

Vice-President of Hockey
Operations
Adam Syring

Vice-President of
Administration
Genevieve Hladysh