

ONTARIO MINOR HOCKEY ASSOCIATION



PRESIDENT CENTERED BY-LAW TEMPLATE

GUIDELINES FOR MEMBER ASSOCIATIONS

March 2004

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Director Prevention Services, OMHA



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FLESHERTON MINOR HOCKEY ASSOCIATION

Constitution No. 1

FLESHERTON MINOR HOCKEY ASSOCIATION

CONSTITUTION AND BY-LAWS

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FLESHERTON MINOR HOCKEY ASSOCIATION

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the Flesherton Minor Hockey Association.

BE IT ENACTED as a by-law of Flesherton Minor Hockey Association as follows:

1. DEFINITIONS

1.1 In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:

- (a) "Association" means Flesherton Minor Hockey Association (or such other name as the Association may in the future legally adopt);
- (b) "Executive" means the Board of Directors of the Association;
- (c) "HC" means Hockey Canada (or such other name as HC may in the future legally adopt);
- (d) "Director" means an individual who has been elected to the Board of Directors of the Association;
- (e) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
- (f) "Officers" mean the individuals who hold the offices enumerated in Article 11;
- (g) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- (h) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
- (i) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Executive of the Association.
- (j) "FMHA" means Flesherton Minor Hockey Association.
- (k) "Members" means all classes of membership in the Association as provided for in section 5.
- (l) "Member-in-good-standing" is a member that meets the following criteria:
 - * no outstanding sanctions or suspensions by the association or its league affiliates
 - * all fees paid
 - * no outstanding property of the association

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

2. REGISTERED OFFICE AND BOUNDARIES

- 2.1 The registered head office of the Association shall be in the in the Village of Flesherton, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.
- 2.2 The boundaries of the Association are in accordance with OMHA guidelines and approval.

3. MISSION OF THE ASSOCIATION

- 3.1 The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of the Village of Flesherton and surrounding area within our boundaries including:
- a) the development of and participation in representative ice hockey and provide the opportunity to participate at the highest competitive level;
 - b) the opportunity, if numbers warrant, to offer local league ice hockey to eligible individuals
 - c) to instil in all players, coaches, managers and members associated with the FMHA good sportsmanship, correct and proper behaviour on and off the ice, respect for authority and team play;
 - d) ***the Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association.***

4. AFFILIATIONS

- 4.1 The Association shall have the following affiliations:
- (a) The Association shall be a member of the OMHA; and,
 - (b) The Association shall operate in cooperation with the Recreation Committee of the Village of Flesherton, within the Municipality of Grey Highlands.

5. CLASSES OF MEMBERSHIP

- 5.1 There shall be three (3) classes of Membership in the Association:
- (a) Active Membership;
 - (b) Parent/Guardian Membership;
 - (c) Honorary Membership.

6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

(a) Active Membership:

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

(b) Parent/Guardian Membership:

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

(c) Honorary Membership:

Honorary Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Members by any Member of the Association and the granting of Honorary Memberships must be confirmed by a majority vote of the Executive.

(d) One Person – One Class of Membership:

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

6.2 Membership List:

Subject to Section 6.7 herein, the Secretary of the Executive shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary Members. This list shall be updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

6.3 Membership Year

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

6.4 Termination

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

6.5 Membership Fees

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

6.6 Right to Vote

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

6.7 Record Date

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

7. MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year, in either April or May, at a time, place and day determined by the Executive, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- a) approval of the agenda;
- b) approval of the minutes of the previous Meeting of the Membership;
- c) receiving reports of the activities of the Association during the preceding year;
- d) receiving information regarding the planned activities of the Association for the current year;
- e) receiving and approving the report of the Treasurer of the Association from the previous year and a projected financial position for the current year;
- f) appointment of the Treasurer for the ensuing year;
- g) consideration of any proposed amendments to the Constitution of the Association;
- h) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing, immediately preceding the Annual General Meeting;
- i) election of the new Executive

7.2 Additional General Meetings of Members

In addition to the Annual General Meeting and the April/May General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the Executive. 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 April or May in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting, and such notice shall be conveyed to all Members. Such notice shall be posted in the arena if the season is still in session, at the banquet, and in the local newspaper.
- b) Additional General Meetings of the Membership:
Notice of any Additional General Meetings of the Membership shall be conveyed to all Members, through postings, phone calls, and/or newspaper ads. Such notice shall be given within at least seven days prior to the date of the Meeting.
- c) Error or Omission in Notice:
No inadvertent error or omission in giving notice of any Annual General Meeting or Additional General Meeting of Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

7.4 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of 10 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

7.5 Voting Procedures:

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

7.6 No Proxies:

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

7.7 Adjournments

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

7.8 Chair:

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

8. BOARD OF DIRECTORS

8.1 Composition

(a) Eligibility

A Director:

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

b) Number of Directors:

The affairs of the Association shall be managed by the Executive, which consists of a President, Vice-President, Secretary, and Treasurer, and a minimum of 6 / maximum of 12 elected Directors and two (2) appointed Directors.

c) Term of Office:

- i) The Directors shall be eligible to be elected or appointed for four (4) consecutive terms of one (1) year each and shall not be eligible for election or appointment to the same Director position for a fifth (5th) consecutive one (1) year term.
- ii) The term of all incumbent Directors at the date of adoption of this Constitution shall expire and terminate by special resolution of the Executive following the Annual General Meeting prior to June 30th that follows said meeting.

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:

The election of Directors shall take place at the Annual General Meeting of the Membership. No election or appointment of an Executive Member is effective without consent prior to the election or appointment. A proposed Slate of Directors will be shared with members at the banquet preceding the AGM, and written or verbal nominations will be accepted up to 48 hours before that AGM by the secretary. Nominations will be accepted from the floor at the AGM only when there are not any prior nominations for that position.

9.2 Executive Positions:

The Executive shall consist of the following;

- a) Past President - (immediate)
- b) President - Elected - one (1) year term
- c) Vice President - Elected - one (1) year term
- d) Treasurer - Elected - one (1) year term
- e) Secretary - Elected - one (1) year term

- f) Registration Director - Elected - one (1) year term
- g) Director of Fundraising - Elected - one (1) year term
- h) Local League Hockey Director - Elected - one (1) year term
- i) Representative Hockey Director - Elected - one (1) year term
- j) Referee in Chief - Appointed - one (1) year term
- k) (optional) Risk Management and/or Technical Director - Appointed - one (1) year term

9.3 Election Procedures:

The Chair of the Nominations and Elections Committee shall post at the banquet a listing of all individuals who have been nominated for election to the Executive. Such listing shall identify what position each nominee is seeking election for. Members are entitled to add nominations to these listings at the banquet or by contacting the secretary up to 48 hours prior to the AGM.

9.4 Vacancies:

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

9.5 Termination

(a) Removal of Director by Membership

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

(b) Absenteeism

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

(c) Resignation

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

10. EXECUTIVE RESPONSIBILITIES

10.1 Governance:

The Executive shall govern the Association in compliance with the objects, powers, Constitution and Policies of the Association, Rules of Operation and all applicable laws and regulations.

10.2 Executive Meetings

(a) Regular Executive Meetings

Except as otherwise required by law, the Executive 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 Executive shall meet not less than nine (9) times per year.

(b) Special Executive Meetings

Special Executive 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 at a Special Executive Meeting shall be limited to that specified in the notice calling the Meeting.

10.3 Notice of Executive 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 Executive 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 Executive Meeting and shall specify the business to be conducted in the case of a Special Executive Meeting.

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

10.4 Error in Notice

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

10.5 Adjournment of Executive Meetings

Any Executive 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 an Executive Meeting shall be 50% of the total number of Directors, plus one more Executive member. No business of the Executive shall be transacted in the absence of a quorum.

10.7 Voting Rights

Each Director, present at a Executive Meeting, including the Chair, shall be entitled to one vote. The Chair shall have a second vote in the event of a tie vote.

10.8 Voting Procedures

A majority of votes of the Directors present at an Executive Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

10.9 Remuneration

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

10.10 Conflict of Interest

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

(b) The declaration of a conflict of interest shall be made at the Executive 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 Executive Meeting interested in the proposed contract or transaction or other matter, at the next Executive Meeting held after the Director assumes the office.

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

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

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

10.11 Indemnification of Directors

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

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

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

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

10.12 Confidentiality

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

10.13 Rules of Operation

Notwithstanding any other provision contained in this Constitution, the Executive shall have the power to pass without any confirmation or ratification by the members of the Association all necessary rules and regulations as they deem expedient related in any way to the operations of the Association, including, without limitation, the conduct of members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with this Constitution.

The Rules of Operation should not deal with such things as: qualification, admission, transfer, classes and termination of memberships; qualification and election of directors; meetings of directors and/or members; appointment and duties of officers; execution of documents; establishment of and procedures for committees; auditors and fiscal year-end; and constitutional amendments, which matters are more properly dealt with in the Constitution.

Rules of Operation should strictly deal with only those day-to-day matters directly affecting the member teams and players such as fees and dues, hockey jerseys, tournaments, player and parent conduct and discipline, harassment and abuse, referees and officials, player release, equipment and ice time to name a few.

11. OFFICERS & RESPONSIBILITIES OF OFFICERS

11.1 Elected/Appointed Directors:

- a) The Elected Directors shall be the President, Vice-President, Treasurer, Secretary, Director of Fundraising, Representative and Local League Hockey Directors, and Registration Director.
- b) The Appointed Directors shall be the Referee in Chief and the Technical and/or Risk Management Director and shall be appointed following the Annual General Meeting.
- (b) A Director should not hold more than one Office, nor hold the same Office for more than four (4) consecutive years.

11.2 Assistants to Officers

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

11.3 Eligibility for Office:

- a) The President and Vice President must have served on the Executive for at least one (1) year immediately prior to election to either of these positions.
- b) The Association shall endeavour to nominate as Treasurer a Director who has employment experience and skills in accounting procedures.

11.4 Term of Office

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

11.5 Termination of Officers

(a) Removal for Cause

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

(b) Resignation

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

11.6 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, an Executive Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Officer from among the current Directors.

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

11.7 Responsibilities of Directors

a) President:

The President shall:

- i) represent the Association in the Community;
- ii) act as Chair of the Executive and at all Meetings of the Membership;
- iii) exercise general supervision of the Association in accordance with Policies determined by the executive;
- iv) be a voting Member of all committees and sub-committees of the Association;
- v) report regularly to the Executive on matters of interest;
- vi) oversee major committees (registration, ice scheduling, risk management);
- vii) delegate tasks as necessary.

b) Vice President:

The Vice-President shall:

- i) assume the duties of the President in the absence for any reason of the President;
- ii) monitor adherence by the Executive to all existing Policies and inform the Executive with respect to any inconsistencies between existing Policies and a proposed policy;
- iii) be available to assist any Director requiring assistance in the completion of his or her functions;
- iv) ensure that each convenor receives a copy of the Referees rule book and OMHA Manual of Operations.
- v) carry out duties as assigned by the Executive Committee or the President;

c) Treasurer:

The Treasurer shall:

- i) ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- ii) ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;
- iii) present a Report of the Auditor from the previous year and a projected financial position for the current year to the Membership at the Annual General Meeting;
- iii) evaluate, review and recommend financial policy to the Executive Committee and to the Board;
- v) prepare monthly financial reports for monthly Executive meetings;
- vi) ensure that all necessary and appropriate insurance has been purchased;
- vii) carry out duties assigned by the Executive Committee or the President.

d) Secretary:

The Secretary shall:

- i) record or delegate the recording of the minutes of General Meetings of the Membership, Executive Meetings and/or 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, this Constitution, and the Policies and procedures established by the Executive or by the Membership;
- ii) be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- iii) recommend policy to the Executive regarding internal and external communications of the Association;
- iv) maintain the membership list referred to in Section 6.2;
- v) carry out duties as assigned by the Executive Committee or the President.

e) Past President:

The Past President shall:

- i) chair the Nominations and Elections Committee;
- ii) be available to assist any Director requiring assistance in the completion of his or her functions;
- iii) carry out other duties as assigned by the Executive Committee, or the President

f) Director of Fundraising:

The Director of Fundraising shall:

- i) chair any ad-hoc committees (eg. Split Rail, Chocolates) related to fundraising;
- ii) oversee all other projects, as approved by the Executive;
- iii) carry out other duties as assigned by the Executive Committee, or the President

g) Risk Management and/or Technical Director:

The Risk Management Director shall:

- i) implement and enforce all OMHA Risk Management Programs;
- ii) establish and maintain procedures with respect to clearance of all volunteers required to complete a police report;
- iii) carry out volunteer screening as per policy and guidelines;
- iii) assist as requested with implementation of Risk Management Programs;
- iv) carry out other duties as assigned by the Executive Committee, or the President.

The Technical Director shall:

- i) for purposes of establishing, implementing and evaluating on ice and off ice technical development programs liaise with the House League Hockey Director and the Representative Hockey Director;
- ii) recruit and train volunteers to perform the functions required for technical development;
- iii) liaise with the Referee In Chief;
- iv) liaise with the OMHA concerning the coach mentor program;
- v) carry out other duties as assigned by the Executive Committee, or the President.

h) Referee In Chief:

The Referee In Chief shall:

- i) ensure there are enough referees in place to officiate all games;
- ii) liaison with the President and League Directors to estimate fees for the upcoming year;
- iii) ensure refereeing complaints are addressed and solved in a timely fashion;
- iv) recruit, train, monitor and evaluate performance of referees;
- v) schedule referees maintaining accurate records for payment;
- vi) carry out other duties as assigned by the Executive Committee, or the President.

k) Representative Hockey Director:

The Representative Hockey Director shall:

- i) be the primary contact for the OMHA
- ii) prepare and report to the Executive all Rep hockey league operations;
- iii) complete all playoff schedules for these teams;
- iv) carry out other duties as assigned by the Executive Committee, or the President.

j) Local League Hockey Director:

The Local League Hockey Director shall:

- i) be the primary contact for the GBLL;
- ii) prepare and report to the Executive all LL operations;
- iii) complete all playoff schedules for these teams;
- iv) carry out other duties as assigned by the Executive Committee, or the President.

12. COMMITTEES OF THE EXECUTIVE

12.1 Standing Committees:

The following committees could be Standing Committees of the Executive:

- a) Executive Committee;
- b) Representative Hockey Operations Committee;
- c) Budget Committee;
- d) Nominations and Elections Committee;
- e) Ice Scheduling Committee;
- f) Purchasing and Equipment Committee;
- g) Registration Committee;
- h) Sponsorship Committee.
- i) Discipline/Complaints Committee;
- j) Parent Liaison Committee

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

12.3 All possibly relevant descriptions have been maintained here for future reference, but minutes and/or Executive records will indicate which committees are established each season.

12.4 Executive Committee:

a) The Executive Committee shall be chaired by the President, and shall consist of the Vice-President, the Secretary, the Treasurer, the Past President and the Risk Management Director and shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.

b) The Executive Committee shall:

i) during the intervals between the Executive Meetings, take action in relation to any matter of any nature within the power and the authority of the Executive, which requires immediate attention before the date of the next Executive Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Executive for ratification at the next Executive Meeting;

ii) review recommendations and proposals prior to such recommendations or proposals being submitted to the Executive for Resolution;

iii) present a report regarding the activities of the Executive Committee to the Executive;

iv) submit to the Budget Committee an estimate of revenues and expenditures of the Executive Committee for the next fiscal year of the Association;

v) recommend policy to the Executive regarding management and administrative issues related to the Association;

vi) deal with any other matters assigned to it by the Executive or by the President.

12.5 Representative OR Local League Hockey Operations Committee:

a) The Representative OR Local League Hockey Operations Committee shall consist of the Representative OR LL Hockey Director, as Chair, and shall consist of the Representative Hockey Team Managers and the Vice-President or President.

b) The Representative OR LL Hockey Operations Committee shall:

i) operate the Representative Hockey Program pursuant to the Policies of the Association;

ii) establish and monitor Policies relating to Representative Hockey Operations provided that such Policies shall be and remain consistent with all other Policies of the Association and approved by the Executive;

- iii) recruit and train volunteers to perform the functions required to operate the Representative Hockey Operations, including team personnel;
- iv) represent and promote the interests of the Association in relation to any Representative Hockey involvement of the Association with any other local minor hockey associations or leagues;
- v) submit to the Budget Committee in each year an estimate of revenues and expenditures of the Representative Hockey Operations Committee for the next fiscal year of the Association;
- vi) present a report regarding Representative Hockey Operations to the Executive;
- vii) select Ad-Hoc committees as required;
- viii) recommend policy to the Executive regarding Representative Hockey Operations.

12.6 Budget Committee:

- a) The Budget Committee shall be chaired by the Treasurer and shall consist of one (1) director and one (1) member of Representative OR LL Hockey Operations Committee.
- b) The Budget Committee shall:
 - i) prepare a budget for the Association for the next fiscal year for submission to the Executive for approval;
 - ii) liaise with all Committees of the Executive to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the Executive
 - iii) finalize schedule of budget submissions from all committees on an annual basis;
 - iv) recommend policy to the Executive regarding financial budgeting and planning.

12.7 Nominations and Elections Committee

- a) The Nominations and Elections Committee shall be chaired by the Past President and shall consist of one (1) director and one (1) member of the Representative OR LL Hockey Operations Committee.
- b) The Nominations and Elections Committee shall:
 - i) solicit nominations for each Executive position, which is to become vacant including nominations for each Annual General Meeting;
 - ii) be responsible for conducting the annual election of Directors in accordance with the provisions contained in this Constitution;
 - iii) submit to the Budget Committee each year an estimate of revenues and expenditures of the Nominations and Elections Committee for the next fiscal year of the Association;
 - iv) present a report regarding Nominations and Elections to the Executive;
 - v) recommend policy to the Executive regarding Nominations and Elections.

12.8 Ice Scheduling Committee:

- a) The Ice Scheduling Committee shall be chaired by the President and shall consist of one (1) director and one (1) member of Representative OR Hockey Operations Committee.

- b) The Ice Scheduling Committee shall:
 - i) assess the ice requirements for the Association and shall enter negotiation with the village to meet these needs;
 - ii) apportion the ice and times in a fair and equitable manner;
 - iii) work with the Director of Local League Hockey Operations and the Director of Representative Hockey Operations in determining the ice budget;
 - iv) present a report regarding Ice Scheduling to the Executive;
 - v) recommend policy to the Executive regarding Ice Scheduling.

12.9 Purchasing and Equipment Committee:

- a) The Purchasing and Equipment Committee shall be chaired by an appointed director and shall include one (1) member of Representative Hockey Operations Committee.
- b) The Purchasing and Equipment Committee shall:
 - i) recruit and train volunteers to perform the functions required for purchasing and equipment;
 - ii) maintain an inventory of all equipment owned by the Association;
 - iii) collect rental fees and security deposits for all goalie equipment leased;
 - iv) solicit bids and purchase hockey equipment, as required;
 - v) maintain and repair all equipment owned by the Association;
 - vi) solicit bids and arrange the purchase of awards;
 - vii) act as the Purchasing Agent for the Association with respect to all Association purchases;
 - viii) submit to the Budget Committee in each year an estimate of revenues and expenditures of the Purchasing and Equipment Committee for the next fiscal year of the Association;
 - ix) present a report regarding purchasing and equipment to the Executive;
 - x) recommend policy to the Executive regarding purchasing and equipment.

12.10 Registration Committee

- a) The Registration Committee shall be chaired by the President and shall consist of one(1) director and one (1) member of Representative Hockey Operations Committee.
- b) The Registration Committee shall:
 - i) recruit and train volunteers to perform the functions required for registration;
 - ii) establish registration forms and procedures;
 - iii) 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 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 Directors of Representative Hockey Operations and Local League 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 Directors or other individuals who are affected by such change;
- ix) submit to the Budget Committee in each year an estimate of revenues and expenditures of the Registration Committee for the next fiscal year of the Association;
- x) present a report regarding Registration Operations to the Executive;
- xi) recommend policy to the Executive regarding registration;

12.11 Sponsorship Committee:

- a) The Sponsorship Committee shall be chaired by the Treasurer and shall consist of one (1) director and one (1) member of Representative Hockey Operations Committee.
- b) The Sponsorship Committee shall:
 - i) recruit and train volunteers to perform the functions required for sponsorship for the Association;
 - ii) set up an accurate recording system covering income and disbursements relating to sponsorship for delivery to the Treasurer;
 - iii) actively pursue new sponsorship projects;
 - iv) manage and supervise current sponsorship endeavours;
 - v) submit to the Budget Committee in each year an estimate of revenues and expenditures of the Sponsorship Committee for the next fiscal year of the Association;
 - vi) present a report regarding sponsorship to the Board;
- vi) recommend policy to the Board regarding sponsorship.

12.12 Discipline Committee

- a) The Discipline Committee shall be chaired by the Risk Management Director and shall consist of at least one (1) non-FMHA member, and one other member of the executive.
- b) This committee shall
 - i) work in accordance with the OMHA policies surrounding it, as contained in those pertinent OMHA documents.
 - ii) report all findings to the executive

12.13 Parent Liaison Committee

- a) This group will encompass at least one (1) non-executive, non-rostered representative from each FMHA team, and their sole function is to attend monthly meetings as a communication link between the members of the organization and the executive. They will not vote.

12.1.2 Standing Committee Procedure

- (a) All Standing Committees shall comply with the constitution and its 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, HC, and, if applicable, any other hockey organizations with which Association teams are participating.

(b) Meetings:

Each Standing Committee shall meet at the call of the Chair but shall meet not less than two times per year, upon creation of the specific committee.

(c) Notice:

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

(d) Quorum:

A quorum for a Standing Committee shall be a majority of the Members of the Standing Committee.

(e) Voting Rights:

Each Member of a standing committee present at a Meeting shall be entitled to one vote; In the case of an equality of votes, the Chair shall have a second or casting vote.

(f) Minutes:

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

(g) Annual Report:

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

12.1.3 Sub-Committees and Ad Hoc Committees

The Standing Committee procedure also shall govern the procedure of all sub-committees and ad hoc committees of the Association.

13. EXECUTION OF DOCUMENTS

13.1 Execution of Documents:

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

14. FINANCIAL YEAR

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

15. BANKING ARRANGEMENTS

15.1 Banking Resolution:

The Executive 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 Executive has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

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

15.2 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Executive. 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 Executive, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Executive shall be fully protected in acting in accordance with the directions of the Executive and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

16. BORROWING BY THE ASSOCIATION

16.1 Borrowing Power:

Subject to the limitations set out in the Constitution or Policies of the Association, the Executive may by Resolution authorize the Association to:

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

16.2 Borrowing Resolution:

From time to time, the Executive 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, and to give such additional security as the Executive 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 Constitution requiring a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.

17.2 Omissions and Errors:

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

17.3 Method of Giving Notice:

Whenever under the provisions of this Constitution of the Association, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, 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 aforesaid. For the purposes of sending any notice, the address of any Member, Director or Officer shall be his or her last address in the records of the Association.

18. PASSING AND AMENDING BY-LAWS

- 18.1 The Executive **and a member in good standing** may recommend amendments to the Constitution of the Association from time to time, to the Membership.

- 18.2 If the Executive intends to discuss amendment of the Constitution of the Association at an Executive Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the Constitution may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend the Constitution shall be given.
- 18.3 (a) A Constitutional Amendment recommended by the Executive shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the Constitutional amendment(s) to be presented at the Meeting of the Members.
- (b) A motion to amend the Constitution recommended by the Executive or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.
- (c) The Members at the General Meeting of Members may confirm the proposed addition or amendment to the Constitution as presented or amend or reject the proposed addition or amendment.
- (d) **Any Amendment to the Constitution by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association fifteen (15) days prior to the Annual General Meeting.**
- (e) **All members in good standing shall have access to any proposed amendments to the Constitution, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.**

19. REPEAL OF PRIOR BY-LAWS

19.1 Repeal:

All prior Constitutions of the Association, including the document entitled the "Constitution" of the Association are hereby repealed.

19.2 Proviso:

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

20. RULES OF PROCEDURE

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

21. EFFECTIVE DATE

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

The foregoing Constitution No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at _____ in the Village of Flesherton, Ontario, and at which a quorum was present on the _____ day of _____, 200_.

Chair

Secretary