

# CENTRE WELLINGTON MINOR HOCKEY ASSOCIATION

## BY-LAWS

FINAL – Approved at CWMHA AGM, May 2009

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## **By-Law Number One**

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**CENTRE WELLINGTON MINOR HOCKEY ASSOCIATION  
BY-LAW NO. 1**

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

BE IT ENACTED as a by-law of Centre Wellington 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 Centre Wellington Minor Hockey Association (or such other name as the Association may in the future legally adopt);
- b) "CWMHA" means Centre Wellington Minor Hockey Association;
- c) "Board" means the Board of Directors of the Association;
- d) "Director" means an individual who has been elected or appointed to the Board of Directors of the Association;
- e) "Executive Committee" means elected directors of the Association.
- f) "Officers" means the individuals who hold the offices enumerated in Article 11;
- g) "Members" means all classes of membership in the Association as provided for in section 5;
- h) "Member in Good Standing" means a member who has paid their registration and fundraising requirements, all property belonging to CWMHA has been returned, and have no sanction or disciplinary action against them and meets the membership criteria described in Article 6.1;
- i) "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;
- j) "Letters Patent" means the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
- k) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association;
- l) "AGM" means annual general meeting;

- m) "Governing Bodies" means any hockey organizations with whom Centre Wellington Minor Hockey Association chooses to affiliate;
- n) "HC" means the Hockey Canada (or such other name as the CHA may in the future legally adopt);
- o) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- p) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);

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

## **2. REGISTERED OFFICE/BOUNDARIES AND SEAL**

2.1 --The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.

2.2 --The registered head office of the Association shall be in the Township of Centre Wellington, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.

2.3 --The boundaries shall be based upon those that are established by the governing bodies.

## **3. MISSION OF THE ASSOCIATION**

3.1 --The purpose of the Association is to provide wholesome recreation through participation in the hockey program including:

- a) To instil in all players, team officials, and members associated with CWMHA good sportsmanship, fair play, citizenship, and respect for all others.
- b) the Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or assets of the Association shall be used solely for the purposes of the Association and for the promotion of its objects.
- c) it is the belief that this atmosphere will provide the greatest enjoyment, sense of achievement and wholesome experience for all concerned.

#### 4. AFFILIATIONS

4.1 --The Association shall have the following affiliations:

- a) The Association shall be a member of the OMHA;
- b) The Association shall operate in cooperation with the Recreation and Parks Department of the Township of Centre Wellington.

#### 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 Lifetime Membership.

#### 6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 --Terms and Eligibility

- a) Active Membership: Active Members shall include all elected or appointed Directors or officials, and all convenors, coaches, managers and trainers appointed for the current season, and all registered players who are at least 18 years of age. Members in this classification will be allowed one vote per person.
- b) Parent/Guardian Membership: Parent/Guardian members shall include all parents and or legal guardians of registered players in good standing. **Each custodial parent or single parent shall have one vote and may attend members meetings and by invitation, meetings of the Board and of the Committees of CWMHA.**  
**Note: Place of player residence will determine voting qualification of parent.**
- 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 will have a vote and may attend members meetings and by invitation, meetings of the Board and Committees of CWMHA. *Honorary Life Members will include the honorary life members identified by both the Elora and District Minor Hockey Association and Fergus Minor Hockey Inc. prior to the amalgamation of the two centres along with the founding members of the CWMHA ( amalgamation committee members)*

- 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 Board shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary Lifetime Members. This list shall be kept at the head office and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

## 6.3 --Membership Year

Unless otherwise determined by the Board, every Membership, other than Honorary Lifetime Memberships, shall terminate on the 31<sup>st</sup> day of May next following the date on which such Membership commenced.

## 6.4 --Termination

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

at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

#### 6.5 --Membership Fees

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

#### 6.6 --Right to Vote

All Active Members, Parent/Guardian Members and Honorary Lifetime Members shall be entitled to notice of and to vote at all General 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 no later than the fifteenth of May, at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- a) approval of the agenda;
- b) approval of the minutes of the previous AGM of the Membership;
- c) receiving reports of the activities of the Association during the preceding season;
- d) receiving information regarding the planned activities of the Association for the upcoming season;
- e) receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;
- f) appointment of the Auditor for the ensuing year;
- g) consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- h) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 6:00 p.m. on April 1st, immediately preceding the Annual General Meeting;
- i) election of the new Executive Committee.

## 7.2 --Additional General Meetings of Members

In addition to the Annual General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

## 7.3 --Notice

### a) Annual General Meeting;

Notice of the Annual General Meeting to be held no later than May 15<sup>th</sup> in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. Notice of the AGM, inclusive of the time and place for the meeting, shall be supplied to all Members of the Association at their last known address recorded for such Members in the records of the Association. The time and the place of the Meeting shall be posted in the Centre Wellington Arena(s) at least thirty (30) days prior to the date of the Meeting.

### b) Additional General Meetings of the Membership;

Notice of any Additional General Meetings of the Membership shall be posted at the Centre Wellington Arena(s) at least fifteen (15) days prior to the date of the Meeting.

### c) Error or Omission in Notice;

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

## 7.4 --Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of twenty (20) members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

## 7.5 --Voting Procedures

a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the By-laws of the Association, shall decide every question proposed for consideration at Meetings of the Membership;

b) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;

c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a

question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

- d) Directors should be willing to accept and defend the positions taken by the majority of the board members.

#### 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, the Vice-President, and the Past 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.
- (v) shall be a member of the Association in good standing.

b) Number of Directors

The affairs of the Association shall be managed by a Board, which consists of 9 (nine) elected Directors and by a number of appointed Directors as deemed necessary by the Board. Appointments by the Executive Committee are acceptable to fill any mid-term vacancies of any Board position.

c) Term of Office

i) Elected Directors shall serve in their position for two (2) consecutive years. Appointed Directors shall serve in their position for a one (1) year term. Some vacancies may be filled for a one year term, at the discretion of the Board of Directors

ii) A number of Directors equal to the number of Directors whose term is ending shall be elected to the Board for two (2) year terms each (alternatively the President, Treasurer, 1 (ONE) Rep Team Director and 1 (one) Local League Director in odd numbered years and the Vice President, Secretary, 1 (one) Rep Team Director, 1 (one) Local League Director and the Risk Management Director in even number years.

In the first year of operation of CWMHA (commencing 2009), the President, Treasurer, 1 (one) Rep Team Director, 1 (one) Local League Director will be elected for a two year term. The Vice President, Secretary, 1 (one) Rep Team Director, 1 (one) Local League Director and the Risk Management Director will be elected for a 1 (one) year 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

The election of Directors shall take place at the Annual General Meeting of the Membership. Nomination forms shall be available each year from the Secretary. These forms must be completed by any Member who is standing for nomination for an Elected Director's position. The nomination form must be completed by the Nominee and two (2) Nominators who are also Members of the Association. Such completed form must be delivered to the Secretary twenty-one (21) days prior to the AGM. The secretary will post a list of nominations in all CWMHA arenas 15 days prior to the AGM. ***For the first Annual General Meeting of the CWMHA a member will include all current and honorary members of EDMHA and FMHA.***

## 9.2 --Election Procedures

- a) All elections shall take place at the AGM. This meeting shall be scheduled no later than May 15th of any year.
- b) Elections shall be by secret ballot. To be considered valid, a ballot must have the exact number of marks as there are positions to be elected.
- c) Elections shall be administered by 2 (two) appointees of the board of directors.
- d) All members in good standing with Centre Wellington Minor Hockey Association are eligible to vote.
- e) All duties and voting privileges of the newly elected directors begin immediately following the AGM.

## 9.3 --Board of Directors – Elections

- i) The immediate Past President automatically becomes a voting member of the Board of Directors.
- ii) New Directors will be elected for a 2-year term (except as stipulated in 8.1c). Some vacancies may be filled for a one year term, at the discretion of the Board of Directors.

## 9.4 --Executive – Elections/Appointments

- i) Nomination forms must be submitted to the Secretary in advance of the AGM for those seeking an appointment to the Board of Directors.
- ii) Appointed Directors shall be chosen prior to the first Board meeting of the new term. Only Elected Directors are eligible to vote for these appointments.
- iii) Elected Directors will consist of the following positions: President, Vice President, Secretary, Treasurer, 2 (two) Rep Team Directors, 2 (two) Local League Directors and Risk Management Director,
- iv) The President and Vice President of the association shall be elected for a term of two (2) years. Re-election in the 2nd year of that term is not required. A newly elected President must have served on the Board of Directors for a minimum of two (2) years in any position. A newly elected Vice President must have previously served on the Board of Directors.
- v) One Local League Director will be elected based on choosing the Elora & District Community Centre as their home arena.
- vi) One Local League Director will be elected based on choosing the Centre Wellington Community Sportsplex (Fergus) as their home arena.

vii) Appointed Directors may consist of any of the following positions and/or any other deemed necessary by the Executive Committee: Fundraising and Sponsorship, Registration, Special Events, Off-ice Officials, Referee-in-Chief, Ice Scheduler, OMHA Rep Hockey Convenor, two (2) Equipment Managers, Technical Director, Media Relations Director, Tyke & Mite Directors, Directors at Large (any number as deemed necessary), and Past President.

viii) We will endeavor to have equal representation from each of the prior membership lists of the Elora and District Minor Hockey Association and Fergus Minor Hockey Inc.

#### 9.5 --Vacancies

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

#### 9.6 --Termination of Directors

##### (a) 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.

##### (b) Resignation

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

##### (c) 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.

## **10. BOARD RESPONSIBILITIES**

#### 10.1 --Governance

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

#### 10.2 --Board Meetings

##### (a) Regular Board Meetings:

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than eleven (11) times per year.

(b) Special Board Meetings:

Special Board Meetings may be called by the President or 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 ten (10) 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 and the minutes of the prior Board meeting in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.

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

10.4 --Error in Notice

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

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 greater than 50 percent of the Directors. No official business of the Board shall be transacted in the absence of a quorum although sharing of information is acceptable.

10.7 --Voting Rights

Each Director, present at a Board Meeting, excluding the Chair, shall be entitled to one vote. The Chair shall have a vote only in the event of a tie vote.

## 10.8 --Voting Procedures

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

## 10.9 --Remuneration

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

## 10.10 --Conflict of Interest

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

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

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

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

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

(f) By majority vote, the Board of Directors has the power to declare any member in conflict, regardless if that member does or does not declare a conflict.

#### 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 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.

#### 10.13 --Rules of Operation

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

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 amending by-laws, which matters are more properly dealt with in the By-laws. Rules of Operation should deal with operational matters directly affecting the member teams and players such as Governance; Eligibility and Registration; Equipment and Uniforms and Colors; Player Movement; Conduct and Discipline; Coaches/Managers/Trainers; Officials; Subsidization; Fundraising; Sponsorship and Games, Playoffs, Tournaments, Exhibitions.

## 11. ELECTED DIRECTORS & RESPONSIBILITIES

### 11.1 --Responsibilities

(a) The President shall:

- i) represent the Association in the Community;
- ii) act as Chair of the Board, the Executive Committee, and at all meetings of the Membership;
- iii) exercise general supervision of the Association in accordance with Policies determined by the Board;
- iv) be a non-voting Member of all committees and sub-committees of the Association; report regularly to the Board on matters of interest;
- v) delegate tasks as necessary.

(b) The Vice President shall;

- i) assume alternatively the duties of the President in the absence for any reason of the President;
- ii) monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
- iii) be available to assist any Director requiring assistance in the completion of his or her functions;
- iv) carry out duties as assigned by the Board, the Executive Committee or the President;

c) The Treasurer shall:

- i) maintain complete and accurate bank and financial records and complete a financial report that will be available on request by any member in good standing;
- ii) ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- iii) ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;

iv) be responsible for the presentation of 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;

v) evaluate, review and recommend financial policy to the Executive Committee and to the Board;

vi) be responsible for the coordination and preparation of the annual budget;

vii) carry out duties assigned by the Board, the Executive Committee or the President.

d) The Secretary shall:

i) record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and Executive Committee Meetings and ensure that Association records are regularly and properly kept and the filing of these minutes in a formal Association Minutes Book” and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Board or by the Membership;

ii) ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;

iii) be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;

iv) recommend policy to the Board regarding internal and external communications of the Association; maintain the membership list in conjunction with the Registrar referred to in Section 6.2;

v) carry out duties as assigned by the Board, the Executive Committee or the President.

e) 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;

iv) assist as requested with implementation of Risk Management Programs;

v) carry out other duties as assigned by the Board, Executive Committee, or the President.

f) two (2) Rep Team Directors shall jointly:

- i) oversee the Representative Hockey Operations for all age groups
- ii) ensure that each coach receives a copy of the OMHA Manual of Operations and the Official Playing Rules book;
- iii) be available to assist any Director requiring assistance in the completion of his or her functions;
- vi) carry out duties as assigned by the Board, the Executive Committee or the President;

g) One Local League Director shall:

- i) oversee the Local League Hockey Operations based on registered players selecting the Elora and District Community Centre as their home arena;
- ii) ensure that each coach receives a copy of the OMHA Manual of Operations and the Official Playing Rules book;
- iii) carry out duties as assigned by the Board, the Executive Committee or the President;

h) One Local League Director shall:

- i) oversee the Local League Hockey Operations based on registered players selecting the Centre Wellington Community Sportsplex (Fergus) as their home arena;
- ii) ensure that each coach receives a copy of the OMHA Manual of Operations and the Official Playing Rules book;
- iii) carry out duties as assigned by the Board, the Executive Committee or the President;

## 12. DUTIES OF APPOINTED DIRECTORS

12.1 -- The Past President shall:

- i) chair the Nominations and Elections Committee;
- ii) be available to assume the duties of the President in the absence for any reason of the President and the Vice President; ***For the first two (2) years of the creation of the Centre Wellington Minor Hockey Association the past presidents of both Elora and District Minor Hockey Association and Fergus Minor Hockey Inc. will be available to act in the capacity of past president (jointly if necessary).***

12.2 --The remaining appointed Directors shall be selected by the elected directors in a fair manner to ensure that there is equal representation from the member lists of Elora and District Minor Hockey Association and Fergus Minor Hockey Inc. prior to amalgamation.

12.3 --The remaining appointed Directors may wish to form committees of interested members to assist them. Appointed Directors are expected to maintain records that would be of assistance to individuals fulfilling those roles in the future.

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

12.5 --The Executive Committee

a) The Executive Committee shall be chaired by the President, and shall consist of the President, Vice President, Treasurer, Secretary, two (2) Rep Team Directors, 2 (two) Local League Directors 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 Board Meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board Meeting;

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

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

iv) recommend policy to the Board regarding management and administrative issues related to the Association;

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

12.6 -- See Appendix A for Responsibilities of Appointed Directors

### **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 contracts or agreements are filed for safekeeping.

### **14. FINANCIAL YEAR**

The financial year of the Association shall terminate on the 31st day of May 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, credit union, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the accounts of the Association with a bank, credit union 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, credit union 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, credit union, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such 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 thereof.

## **16. BORROWING BY THE ASSOCIATION**

### **16.1 --Borrowing Power**

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

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

### **16.2 --Borrowing Resolution**

From time to time, the Board may authorize any Director 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 Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

## **17. NOTICE**

### **17.1 --Computation of Time**

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

### **17.2 --Omissions and Errors**

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

### 17.3 --Method of Giving Notice

Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or shall be posted in all Centre Wellington Arena(s) or by electronic mail or by fax or by local newspaper 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 Board and/or 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 ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.

### 18.3 – Amendments

(a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.

(b) A motion to amend the By-laws recommended by the Board or proposed by a Member at an Annual 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 Annual General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.

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

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

## **19. REPEAL OF PRIOR BY-LAWS**

### 19.1 --Repeal

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

### 19.2 --Proviso

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

## **20. RULES OF PROCEDURE**

The Rules contained in the most current edition of "Roberts Rules Of Order by Henry M. Robert III and William J. Evans" 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**

This By-law shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out. The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at the Centre Wellington Community Sportsplex (Fergus), in the township of Centre Wellington, Ontario, and at which a quorum was present on the \_\_\_\_\_ day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
Chair Secretary