

**CONSTITUTIONAL BY-LAW  
FOR THE  
LONDON REP HOCKEY ASSOCIATION INC.**

**November 14 2017**

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## **BY LAW NUMBER 1**

A By-Law Relating Generally to the Transaction of the  
Affairs of the LONDON REP HOCKEY ASSOCIATION INC.

### **ARTICLE 1**

#### **NAME, HEAD OFFICE AND SEAL**

- a) The name of the Corporation shall be the LONDON REP HOCKEY ASSOCIATION INC. (hereinafter called the “Corporation”).
- b) The head office of the Corporation shall be in the City of London, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.
- c) The Corporation shall have a corporate seal, an impression of which is stamped in the margin of this document.
- d) The Corporation shall operate under a name as designated by the Board of Directors.

### **ARTICLE 2**

#### **AFFILIATIONS**

The Corporation shall have the following affiliations:

- a) The Corporation shall be a member of the Minor Hockey Alliance of Ontario (MHAO) and the Ontario Hockey Federation (OHF) under the auspices of the Canadian Hockey Association (CHA).
- b) The Corporation may also affiliate with any other organization which is also affiliated with the Canadian Hockey Association (CHA).

### **ARTICLE 3**

#### **PURPOSES AND OBJECTIVES**

The purposes and objectives of the Corporation shall be:

- a) To promote, organize and develop organized amateur hockey programs for youths for the development of representative teams with high levels of competency;
- b) To help develop good character among players, and other members, by promoting and teaching the importance of the values of physical competition, physical activity, good sportsmanship, inter-community understanding and good fellowship, and the fair treatment of others (with respect to the latter, there shall be no place in the London Rep Hockey Association Inc. for discriminatory behaviour with respect to race, place of origin, family circumstance, gender or creed);
- c) To protect and serve a mutual interest of all its members;

- d) To encourage a strong sense of community pride and participation;
- e) To foster among its members, supporters and teams, a general community spirit, good sportsmanship and fellowship;
- f) To nurture an understanding of the importance of dedication and commitment both in sports and in life as individuals and as members of a group, or team.

#### **ARTICLE 4**

##### **MEMBERSHIP**

Membership in the Corporation is purely voluntary, but application for or acceptance of membership entails agreeing to and signing the Hockey Code of Conduct, acceptance of the binding authority of all the rulings and decisions of Board of Directors and acceptance of the governing authority of the Corporation, subject to properly conducted protests and appeals.

The membership of the Corporation shall consist of three categories of individuals as follows:

- a) Active Members shall include all individuals involved in the administration of the Corporation as elected or appointed Directors or Officials and all team Officials registered on CHA approved rosters for the season under way.
- b) Parent Members shall include one parent/guardian from each family registered in the Corporation provided said parent/guardian is at least eighteen (18) years of age.

Parent Members shall be entitled to vote at the Corporation's Annual General Meeting only. Where the member is not in good standing with the Corporation the voting privileges shall be revoked. Parent membership shall cease when the registered player no longer plays for a London Rep Hockey Association Inc. team, or immediately following the season-ending OHF/Hockey Canada Championships.

- c) Honourary Members shall include any individual, who in the opinion of the Board of Directors and general membership warrants this designation because he/she has rendered extraordinarily distinguished service to the Corporation or to the sport of hockey. This category of membership is intended to be reserved for those very few individuals who have made exceptional contributions to representative hockey in the City of London. Honourary members shall be nominated through a majority vote of the Board of Directors. They then must be affirmed through a majority vote on the matter at the Annual General Meeting.

#### **ARTICLE 5**

##### **REGISTRATION OF MEMBERSHIP**

- a) Each Convenor within the Corporation shall have the ongoing duty of submitting to the Vice President-Administration the names of all CHA Roster Team Officials involved in their areas of purview. The same shall be done by the President for Directors and for other Officials appointed by the Board of Directors. These submissions shall be made each year no later than the 10<sup>th</sup> day of

January, so that the Vice President-Administration may maintain a completed master list of current Active Members.

b) A list of current Parent Members shall be available from the minor hockey registration materials collected by the Vice President-Administration.

c) The Vice President-Administration shall keep a current list of Honourary Members, based on the minutes of the Annual General Meetings. To date these include Charlie Clarke, Pauline McCallum, Jim Vautour, Brad Ostrom, Joe O'Neil, Mark Hunter.

## **ARTICLE 6**

### **TERMINATION OF MEMBERSHIP**

a) Any member may resign from the Corporation by mailing written notice of resignation to the Vice President-Administration accompanied by payment of all monies owing to the Corporation.

b) Members may be censured, suspended or expelled for breach of the By-laws, or Rules and Regulations of the Corporation.

c) Termination of membership, whether by resignation, expulsion or otherwise, shall forthwith remove all rights within the Corporation of the member, but shall not be deemed to discharge any financial obligation of the member to the Corporation accrued prior to the date of such termination and not then fulfilled.

d) All matters respecting censure, suspension and expulsion of members and termination of membership shall be under the ultimate control and direction of the Board of Directors and its Grievance and Appeals Committee, as specified by this Constitutional By-law.

## **ARTICLE 7**

### **ANNUAL AND OTHER MEETINGS OF THE MEMBERS**

a) **ANNUAL GENERAL MEETINGS:** The Annual General Meetings of the Corporation shall be open to all members and to the general public. One such meeting is to be held on the second Wednesday in November at such place and time in the City of London as determined by Board of Directors.

b) **Special General Meetings:** A Special General Meeting of members may be called at the discretion of the Board of Directors as determined by majority vote.

c) **Notice of Meetings:** Notice of any General Meetings, whether annual or special, must be posted on the Corporation's official website. This notice shall appear at least thirty one (31) days before the meeting is to take place. Notice of any Special General Meeting shall specify the purpose for which it is being called. The notices of Annual General Meetings shall contain invitations to submit nominations for positions on the Board of Directors, for election at the Meeting.

d) Quorum of Members: A quorum for the transaction of business at any Annual or Special General Meeting shall consist of not less than fifty (50%) of members of the Board and not less than fifteen (15) Active and Parent members in total.

e) Voting at Annual General or Special General Meetings: All Active members, Parent members and Honourary members in good standing who are in attendance at an Annual or Special General Meeting shall be entitled to vote on any issue to be determined at such meeting. No person shall have more than one (1) vote. There shall be no proxy voting permitted. All persons voting must be at least eighteen (18) years of age. All questions shall be decided by a majority of votes, and in case of a tie-vote the Chairperson shall be permitted to cast a deciding vote. Any election of Officers shall be by secret ballot. Beyond this, voting may be either by a show of hands or by secret ballot; but the latter will be used whenever it is so requested by any member. The Secret vote count shall be made public at the request of any candidate.

f) Rules for Conducting Meetings: The following rules shall govern all Annual or Special General Meetings of the Corporation:

1. If there is no quorum within thirty (30) minutes of the time fixed for the meeting to begin the Chair shall declare that there can be no meeting on this occasion;
2. Parliamentary procedure, as specified in Robert's Rules of Order Revised, shall be followed at all meetings;
3. The Chair shall have the right to require that any motion or resolution be presented in writing before the meeting;
4. The Chair shall decide all questions of order, in accordance with the Rules of Order;

g) Order of Business at Annual General Meetings: Normally the order of business at all Annual General Meetings of the Corporation shall be as follows:

1. Opening of the meeting and explanation of procedural rules governing meetings;
2. Reading of the minutes of the previous Annual General/Special Meeting;
3. Business arising from the minutes;
4. Treasurer's report;
5. President's address;
6. Election of Directors;
7. Reports of standing committees;
8. Reports of special committees;
9. Amendments to the By-laws of the Corporation, if any;

10. Unfinished business; and

11. New business.

The order of business may be altered by a two-thirds (2/3's) vote of members present at the meeting.

h) Order of Business at Special General Meetings:

The Chair shall determine the order of business at any Special General Meeting.

## **ARTICLE 8**

### **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a fifteen (15) member Board of Directors, each of whom has a voting membership, with the exception of the Past President. The Board of Director's time will be spent running the competitive program. It will concern itself with its own program and procedures, basically the day to day operations of the Representative Hockey program. This board will therefore implement policies and administer programs. The Board of Directors may grant or refuse application for membership in the Representative Hockey.

At all times Directors should support the overall objectives of the Minor Hockey Alliance of Ontario (MHAO) and of any other hockey organization to which the Corporation is affiliated as long as the philosophy, constitution, rules and procedures of the Corporation are not compromised.

It is the duty of the Director to attend all directors' meetings and to accept any appointment, if qualified and available, to chair committees or act on committees if requested to do so by the President.

The Board shall be comprised of the following:

#### **a) PRESIDENT**

The President of the London Rep Hockey Association Inc. shall not be a Coach/Manager or any carded official with any Representative Hockey team under the London Rep Hockey Association Inc. umbrella. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The incumbent will be the Corporation's representative at all meetings of the Minor Hockey Alliance of Ontario (MHAO). The President, with the Secretary, or other officer appointed by the Board for purpose shall sign all by-laws of the Corporation. During the absence or inability of the President, his duties and powers may be exercised by the Vice President-Hockey Operations, or such other member as the Board may, from time to time, appoint for the purpose. The President shall be a member ex-officio of all standing committees set up or created under the provisions hereinafter contained.

#### **b) VICE PRESIDENT-HOCKEY OPERATIONS**

The Vice President-Hockey Operations shall be responsible to monitor hockey operations and, shall not be a Coach/Manager or any carded official with any Corporation team. It is the duty of the Vice President to generally ensure proper development of the Corporation team's, players, coaches, managers, and trainers in concert with the development provided by the Minor Hockey Alliance of

Ontario (MHAO). He or she shall recommend and present development criteria, as well as policy recommendations to the Board of Directors for approval. The incumbent shall be a member of the Budget Committee and report anticipated costs of operations to the Treasurer. The incumbent shall chair the Coaches Selection Committee.

#### c) VICE PRESIDENT-ADMINISTRATION

The Vice President-Administration shall not be a Coach/Manager or any carded official with any Representative Hockey team under the London Rep Hockey Association Inc. umbrella and shall be responsible to monitor hockey statistics. The incumbent shall be responsible for the registration of all players in their various categories. At the December Director's meetings the Vice President-Administration shall submit a complete list of all players registered to date, to the representative convenors and treasurer. The incumbent shall ensure Team lists are appropriately filed. The Vice President – Administration will be responsible for the issue and return of all of the Corporation's equipment, maintenance of same, and whenever possible, provide storage facilities. The incumbent shall be responsible for keeping records of issue and return, and will require coaches, managers or trainers to sign for all inventory and present same to the Board of Directors upon request. He/She recommends to the Board of Directors any purchases required. He/She shall negotiate the best deal possible on equipment purchases, and manage the Corporation's equipment and team supplies. During the absence or inability of the President, his or her duties and powers may be exercised by the Vice President-Administration, and if the Vice President, or such other member of the executive, as may from time to time have been appointed for the purpose, exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

#### d) PAST PRESIDENT

The retiring President shall automatically assume the position of Past President. He/She shall act in an advisory capacity to the Board of Directors. He/She shall perform any other functions directed by the Board of Directors. This position may be filled with the current London Rep Hockey Association Inc.'s Board of Directors Past President or President should he/she he not return for re-election. The Past President shall not be a voting member of the Board of Directors.

#### e) SECRETARY

The Secretary of the London Rep Hockey Association Inc. shall not be a Coach/Manager or any carded official with any Representative Hockey team under the London Rep Hockey Association Inc. umbrella. He/She shall be an ex officio clerk of the Board, and as such, shall attend all meetings of the Board, and record all acts and minutes of all proceedings in the books kept for that purpose, and shall give all notices required to be given to the members and to the Board. He/She shall be custodian of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which he or she shall delivery up only when authorized by a resolution of the Board to do so, and to such person or persons as may, from time to time, be determined by the Board.

#### f) TREASURER

The Treasurer of the London Rep Hockey Association Inc. shall not be a Coach/Manager or any carded official with any Representative Hockey team under the London Rep Hockey Association Inc. umbrella. He/She shall keep full and accurate accounts of all receipts and disbursements of the Corporation in the proper books of account, and shall deposit all monies and other valuables effects

in the name and to the credit of the Corporation. This position shall act as the Chairman of the Budgeting Committee. The Treasurer shall be responsible for reviewing the books of any Committee responsible for raising money or handling any financial matters pertaining to the Corporation. The incumbent shall audit team finances on an ongoing basis. He/She shall also perform such duties as may from time to time be determined by the Board. This portfolio, where possible, should be filled with a person with an accounting designation or a business background in accounting.

g) DIRECTOR OF FUNDRAISING

The Director of Fundraising shall not be a Coach/Manager or any carded official with any Representative Hockey team under the London Rep Hockey Association Inc. umbrella. The Director of Fundraising shall co-ordinate and is responsible for funds raised through the running of the 50/50 draws at the Budweiser Gardens, any fundraising activities identified by the board and act as a liaison for fundraising activities conducted by JR Knight Teams. Funds raised by the association during these functions shall be applied in accordance with the applicable legislation. The incumbent shall also be responsible for the review, signing and issuing of permits for team fundraising events and insuring such events meet with the team fundraising criteria set by the Board. The Director of Fundraising shall be responsible for recruiting volunteers and establishing personnel for each event and ensuring the successful completion of each event. He/She shall report the activities of all such committees to the Board of Directors and enlist their support for any project they wish to pursue. The incumbent he or she shall perform any other functions as directed by the Board of Directors.

h) CONVENOR – BANTAM, MIDGET, PEEWEE, ATOM

The Convenors of the London Rep Hockey Association Inc. shall not be a Coach/Manager or any carded official with a Corporation Hockey team. The incumbent shall report to the Board of Directors on the operations of their respective Teams, and shall liaise with the Vice President-Hockey Operations for all matters pertaining to the Minor Hockey Alliance of Ontario (MHAO). The Convenor provides ongoing coaching assessments, and generally ensures proper development of representative team players through head coaches, assistant coaches and managers. The Convenor negotiates required ice time from the Ice Convenor, and represents their respective team management to the Board of Directors. The incumbent shall recommend policy changes to the Board and present all coaching staff for their teams to the Board of Directors for approval before carding can be completed. He or she shall perform such other duties as may, from time to time, be determined by the Board.

i) DIRECTOR AT LARGE ADMINISTRATION

The Director at Large Administration shall not be a Coach/Manager or any carded official with any Representative Hockey team under the London Rep Hockey Association Inc. umbrella. He/She shall be responsible for maintaining CRC (Criminal Record Checks), updating the Junior Knights website, assisting the VP Administration of London Rep Hockey Inc and assist in keeping records of the Corporations hockey inventory. The incumbent shall be responsible for attending registration sessions, collecting registrations, marking attendance at tryouts or other events, coordinating distribution of documentation and equipment to players and coaching staff, as required and detailing of inventory records. The incumbent shall perform any other functions as directed by the Board of Directors.



j) DIRECTOR AT LARGE COMMUNICATION/SPONSORSHIP

The Director at Large Communications shall not be a Coach/Manager or any carded official with any Representative Hockey team under the London Rep Hockey Association Inc. umbrella. He/She shall be the Web Site Administrator and shall coordinate information to “promote” the direction and goals of the Corporations representative hockey program. The Director is to also coordinate “publicity” to encourage support of the Alliance or Corporations representative hockey events. The Director shall also liaise, coordinate and follow up on sponsors for the AAA or AA teams and report to the Board on acquired sponsors. The incumbent will develop communications and rapport between the sponsors and the London Rep Hockey Association Inc. He/she shall report the activities of all such committees to the Executive Board of Directors at their General Meetings and enlist their support for any project they wish to pursue. The incumbent he or she shall perform any other functions as directed by the Board of Directors.

k) DIRECTOR AT LARGE EVENTS/VOLUNTEERS (2)

The Director at Large Events /Volunteers shall not be a Coach/Manager or any carded official with any Representative Hockey team under the London Rep Hockey Association Inc. umbrella. He/She shall co-ordinate with the tournament chairperson, or act as the Board’s representative on all tournaments and events involving the London Rep Hockey Association Inc. An event is any function decided on by the Board that may occur as a week, weekend, day or evening. The Director shall be responsible for recruiting volunteers, chairpersons and for establishing committees for each event and ensuring the successful completion of each event. He or she shall report the activities of all such committees to the Board of Directors at their monthly meetings and enlist their support for any project they wish to pursue. The incumbent shall perform any other functions as directed by the Board of Directors.

l) EXCEPTION

Notwithstanding any provision to the contrary, a Director who has been carded as a “Coach at Large” or “Trainer at Large” may, where circumstances require, temporarily assume the role and duties of a Coach, Manager, Trainer or other carded official with a Corporation team.

**ARTICLE 9**

**ELECTION, TERMS ELIGIBILITY AND TERMINATION OF BOARD MEMBERS**

a) Method of Election of Board Members:

1. Nominations for members of the Board of Directors must be submitted in writing to the Chair of the Nominating Committee, within twenty one (21) days prior to the date of Annual General Meeting after which date nominations shall be deemed closed. Nominations must be for a person who meets the criteria for the position for which he/she is nominated as provided herein. Each nomination must contain the written consent of the nominee, and it must be signed by the nominator. The latter shall also be a member in good standing of the Corporation. Each year, a member can stand for nomination for no more than one (1) position.

2. After receiving nominations, the Nominating Committee shall present a list of all duly nominated persons to stand for election at the next Annual General Meeting. This may include both nominations from the membership at large and nominations by committee members. The presentation of the set of names shall be done via the Corporation's official website, by at least the Wednesday prior to the meeting.

3. At the Annual General Meeting, the Chair shall determine from the number of nominations submitted for each position whether or not a formal election is required for that position. Where an election is not called for with respect to a position, acclamation by a show of hands shall be deemed sufficient for election to the position. For positions where a formal election is required, voting shall be by secret ballot only, and ties shall be broken by secret ballot. There shall be no voting by proxy.

b) Length of the Terms of Board Positions:

The positions of President, Vice President-Administration shall be for a two (2) year renewable through election, in odd years elections. The Positions of Vice President-Hockey Operations and Treasurer shall be for a two (2) year renewable election, in even year's elections. All other positions on the Board of Directors shall have a term of one (1) year renewable through election.

c) Eligibility for Board Positions:

1. Candidates for President must have served as a member of the Board of Directors for not less than one (1) year immediately prior to nomination. However, if no candidates are available through this criteria the Board can recruit a candidate as required.

2. Normally a new Past President shall have been the President in the immediately preceding one year period. If the relevant person cannot assume the Past President role for whatever reason, the Board may appoint any other former President of the Corporation to the position, provided the former President completed his/her term. Should this not be possible, the position shall stand vacant until it is assumed by the current President after his/her term.

3. Candidates for other positions need not be members of the Corporation at the time of nomination.

d) Vacancies on the Board of Directors:

Vacancies on the Board of Directors, howsoever caused, may, so long as a quorum of Directors remains in office, be filled by appointment by the Board of Directors. Otherwise, such vacancy shall be filled at the next Annual General Meeting. If there is not a quorum of Directors in office, the remaining Directors shall call a meeting of the members to fill the vacancies.

e) Discipline of Board of Members:

1. A member of the Board of Directors may be censured, suspended, expelled or removed from the Board of Directors for:

i. Breach of the By-laws or Rules and Regulations of the Corporation;

- ii. Failing in his/her fiduciary obligation to act honestly, in good faith and in the best interest of the Corporation and its members;
  - iii. Failing to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
  - iv. Failure to attend three consecutive regularly scheduled monthly Board of Directors Meetings.
2. A motion to discipline a member of the Board of Directors may not take place unless a special meeting of the Board of Directors has been called.
3. A vote of two-thirds of the votes cast is required to enforce discipline of a member of the Board of Directors.

## **ARTICLE 10**

### **MEETINGS OF THE BOARD**

#### a) Meetings of the Board of Directors:

1. Regular meetings of the Board of Directors shall be held on the first Monday of each month (or Tuesday if the first Monday is a statutory holiday) at such a place or places within the City of London as from time to time to determined by the Board. No notice of such meetings shall be required.
2. Special meetings of the Board of Directors may be called also, by the President or, in his/her absence, one of the Vice-Presidents. Notice of such special meetings must be delivered or telephoned to all Directors not less than one day before the meeting is to take place.
3. A Directors' meeting may be held without notice immediately following the Annual Meeting of the Corporation.
4. Directors may consider or transact any business either special or general at any meeting of the Board.
5. Motions arising at any meeting of the Directors shall be decided by a majority of votes of Board members with the Chair having a tie-breaking vote.
6. Parliamentary procedure, as specified in Robert's Rules of Order Revised, shall be followed at all meetings of the Board of Directors.

#### b) Quorum for Directors' Meetings:

1. Fifty (50) per cent of the members of the Board of Directors shall constitute a quorum for transaction of business provided that two (2) of these Directors are in attendance – Past President, President, Vice-President and Treasurer.

#### c) Representations to the Board:

1. Generally the meetings of the Board of Directors shall be open to any members who are interested in observing the deliberations. It may be decided that portions of some meetings should be held in camera. This shall occur whenever, in the judgement of the Chair, circumstances to be discussed require confidentiality (e.g., where delicate matters having to do with specific individuals are on the agenda).

2. Permission to give representations to the Board meetings may be requested by individuals or groups. Such representations to the Board must be requested in writing with the topic(s) specified. Requests should be sent to the Secretary of the Corporation who will forward them to the President. The latter shall then extend the sender(s) an invitation to attend an up-coming meeting. Wherever possible, this will be the next Board meeting; and this should be especially possible if the request for representation is received fourteen (14) days before the meeting.

3. The Board shall have the right to set a reasonable time limit for such representations, although efforts shall be made to see that everyone has an opportunity to be fully heard.

4. A written reply to the representation shall be sent within forty-eight (48) hours of the meeting.

5. Written representations may also be submitted to the Board through the Secretary. Such representations shall be dealt with at the next meeting of the Board, provided that they are submitted fourteen (14) days before the meeting. A written reply shall then be sent to the sender(s) of the representation within forty-eight (48) hours.

d) Minutes of the Board of Directors Meetings:

Minutes of any regular and special meetings of the Board shall be available on request from the Secretary. The minutes will be available in a reasonable time after each meeting. Material deemed confidential in nature will be deleted from those minutes provided for general distribution.

## **ARTICLE 11**

### **REMUNERATION, CONFLICTS OF INTEREST AND PROTECTION OF DIRECTORS AND OFFICIALS**

a) Remuneration of Directors and Active Members:

The Directors of the Corporation shall serve without remuneration. No Director shall directly or indirectly receive any profit from their position, but they may be reimbursed for reasonable expenses incurred in the performance of their duties, by decision of the Board.

b) Conflicts of Interest:

A Director or other Active Member shall declare that he/she has a conflict of interest wherever they or one of their family members is directly or indirectly involved in a matter before the committee/Board of which they are a member (e.g., when one of their children is a player involved in the situation under consideration). Once a conflict of interest has been declared, said Director or member shall withdraw from the meeting while discussion and voting takes place on the matter in question.

c) Disclosure of Interests in Contracts:

Every Director or other Active Member who is directly or indirectly interested in an existing contract or proposed contract with the Corporation shall declare his/her interest and absent himself/herself from decisions on the contract. A general notice given to the Board or relevant committee shall be a sufficient disclosure of interest. If a member has made a declaration of his/her interest in a proposed contract he/she is not accountable to the Corporation or to any of its members or creditors for any profit realized from the contract, and the contract is not voidable by reason only of his/her holding office or of the fiduciary relationship established thereby.

d) Protection and Directors and Other Active Members:

Every Director or Other Active Member of the Corporation and their heirs, executors, and administrators, who has undertaken a liability on behalf of the Corporation, shall at all times be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties for the Corporation, save and except willful acts, neglects or defaults.

No Member of the Corporation shall be liable for the acts, neglects or defaults of any other member, unless through his/he willful act, neglect or default.

e) Responsibility for Acts:

The Directors and other Active Members shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors.

## **ARTICLE 12**

### **STANDING COMMITTEES**

The Board of Directors may by resolution establish any committees which in its opinion are necessary or advisable.

## **ARTICLE 13**

### **APPOINTED OFFICIALS**

The Board of Directors shall appoint and/or contract officials which in its opinion are necessary or advisable.

A person may not be a Director serving on the Board of Directors and hold a contract position simultaneously.

## **ARTICLE 14**

### **THE DEVELOPMENT, IMPLEMENTATION AND COMMUNICATION OF RULES AND REGULATIONS**

- a) Rules and Regulations may be established from time to time by the Board of Directors of the Corporation.
- b) The Board may suspend any player or volunteer with their teams who is in contravention of the By-laws, Rules or Regulations of the Corporation or approved team rules.
- c) The Board of Directors can at any regular meeting or at a special meeting called pursuant to Article 10 herein, suspend or confirm the suspension of any Convenor, Coach, Manager, player, parent or other member for breach of the By-laws, Rules or Regulations.
- d) All By-laws, Rules and Regulations of the Corporation shall be available to the members upon request. Any additional Rules and Regulations which are developed by Convenors, Coaches or Managers for their specific teams shall be distributed in writing to all members (players and/or parents, and Coaches, Managers, and other volunteers) for whom the Rules and Regulations apply.

## **ARTICLE 15**

### **GRIEVANCES AND APPEALS**

The Board shall develop and implement policies and procedures in regard to grievances and appeals and shall post the Policies of the Corporation on our website.

## **ARTICLE 16**

### **AMENDING THE BY-LAWS**

- a) Amendments may be made to the Constitution of the Corporation, subject to notification of all members by posting to the website (7) days before the Annual Meeting, with not less than two-thirds (2/3) of the Board of Directors present at this meeting, and directions shall be given to amend this Constitution by a two-thirds (2/3) vote. Amendments to change the Constitution may be submitted by a member of the Corporation only, to the Board of Directors in writing, twenty-one (21) days prior to the holding of said meeting, and a copy of the proposed amendments shall be posted on our website.
- b) All approved amendments to the Constitution or Policies and Procedures shall take effect immediately and shall remain in effect for a period of at least one (1) year, unless specified otherwise by time.
- c) Notwithstanding the foregoing, the Board of Directors at its regular meetings, by majority affirmative vote of 2/3 of its voting members may establish or amend the Constitution or Policies and Procedures governing inter alia conduct of meetings, conditions of membership, playing rules, tournaments, conduct and conditions of appeals and protests and without limiting the generality of the foregoing, establish or amend the Constitution or Policies and Procedures and playing rules to meet emergency or unusual situations as properly fall within the jurisdiction of Corporation, provided such is ratified at the first Annual General Meeting following such change(s).

d) No decision shall be made by the Board of Directors by way of adoption or amendments when such decision so made shall constitute a breach of any CHA, OHF, or MHAO By-law, Regulation or playing rule.

e) Any change in the Constitution or Policies and Procedures which have been adopted, amended or revised in the manner herein set forth, shall not be negated by reason of error or omission which may occur in the period transcription or printing thereof.

## **ARTICLE 17**

### **BANKING AND EXECUTION OF DOCUMENTS**

a) Any cheques, bills or exchange or other orders for payment of money, notes or other evidences of indebtedness assured in the name of the Corporation, shall be signed by two of the following: the President, Vice President-Administration, Treasurer of the Corporation, or such other Director as the Board shall designate, in such manner as shall from time to time be determined by resolution of the Board of Directors, and any two of such officers agents, may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "For Deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose.

b) Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President, Vice President-Administration, or the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

c) Contracts in the ordinary course of the Corporations operations may be entered into on behalf of the Corporation by any person authorized by resolution of the Board, may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity of as trustee or otherwise, and may accept in the name and on behalf of the Corporation the transfers of shares, bonds, or other securities from time to time transferred to the Corporation and may affix the Corporate seal to any such transfers or acceptance of transfers, and may take, execute, or deliver under the Corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of the Corporation.

d) Notwithstanding any provision to the contrary contained in the By-laws of the Corporation, the Board of Directors may at any time by resolution, direct the manner in which, and the person or person who, any particular instrument, contract or obligation of the Corporation may or shall be executed.

e) The Corporation has the power to, and may by resolution of the Board, invest monies of the Corporation not immediately required for its objects, in investments permitted for registered insurance companies by the Canadian and British Insurance Companies Act or any act which may be substituted therefore.

**ARTICLE 18**

**FISCAL YEAR**

The fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of March in each year. An audited statement will be presented to the membership by the Treasurer at each Annual Meeting. The membership shall appoint Auditors annually.

**INTERPRETATION**

In these By-Laws and in all other By-Laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number of the masculine gender, shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include form and corporations.

ENACTED by the Membership and sealed with Corporate Seal the 14<sup>th</sup> day of November 2017.

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CHAIRPERSON

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SECRETARY