

# ESSA MINOR HOCKEY ASSOCIATION



## *Forward:*

Essa Minor Hockey Association is committed to providing the best possible minor hockey program for its players and members, in a spirit of cooperation with associations and organizations with whom it conducts its hockey business.

The Association values minor hockey and will strive:

- *To protect and serve mutual interest of all members and to place the players and the game of hockey in the forefront.*
- *To foster, promote and teach amateur hockey and to provide maximum opportunity for all eligible individuals to participate equitably.*
- *To develop and encourage sportsmanship and good fellowship among all participants.*
- *To enhance the positive value of our hockey programs by providing leadership and initiatives to develop better citizens, to encourage and direct the fostering of a strong sense of community pride.*
- *To develop coaches, officials and volunteers to carry out the expressed goals of our members.*
- *To work with the Provincial (OMHA) and Local (Georgian Bay) Hockey Associations to promote cooperative development of hockey programs and their effective administration for the benefit of all.*

## **Rev. 1 April 7, 2006**

### **Synopsis of Change**

Revision 1 is issued to clarify specific dates and terms used in the By-Law 1. The revision does not alter the essence of By-Law 1 ratified by vote but simply serves as clarification to pre-existing text.

#### **Revisions**

In the definition section of By-Law One, the term “Operating Year” had been defined but not used elsewhere throughout the document. This has been corrected by inserting Operating Year as **Article 15** (and consequently renumbering the remaining articles). In addition, the period of the Operating Year was changed from 01 July – 30 June to 1 May to 30 April. The change in definition has been included on page 2 of By-Law 1. This change in the period more accurately reflects the natural operating cycle of the Association.

With respect to Article 8 “Executive Committee”, specifically 8.2, the text refers to term of office for members of the Executive Committee. The term of office is election to election however, EMHA does not have a specific date each year for it’s AGM and subsequent elections. Consequently, if strictly applied, turnover of the Executive could occur at anytime during the month and change from year to year. In order to provide consistency and eliminate possible confusion, “term” has been further defined to mean the period of 01 April to 31 March annually. To reflect the definition, paragraph **8.2 (e)** has been added to By-Law 1.

## **Rev. 2 May 17, 2007**

### **Synopsis of Change**

Revision 2 is issued to reflect a change in position name at the request of the OMHA for the OMHA Convenor and Local League Convenor. These positions are renamed OMHA Centre Contact and Local League Centre Contact (used interchangeably with Local League Contact herein). None of the duties or responsibilities have changed, only the name. The name change is driven by the OMHA who have requested member centres refrain from using the word Convenor as that position name is used to identify specific positions with the OMHA itself and thus has the potential to create confusion when member centres use it also.

**Rev. 3**  
**March 26/09**

**Synopsis of Change**

Revision 3 have been issued to reflect the acceptance of the majority vote of the Membership at the March 26, 2009 Annual General Meeting. These changes include job descriptions & titles of Executive Committee Members including the renumbering to reflect the deletion & merging of the Privacy Officer with the Risk Management Officer (Article 8.1 c & 11.1 b-t) as there was duplication of duties shared by these and other positions. Executive Committee Members have been renumbered to better reflect the sequence of those who are to be voted & those who are appointed to their positions. The order of succession has also been reflected in the renumbering of the positions.

March 26, 2009

By-Law Number One

## By-Law Number One

### CONTENTS

<i>ARTICLE No.</i>	<i>DESCRIPTION</i>	<i>PAGE No.</i>
1	DEFINITIONS	2
2	REGISTERED OFFICE, BOUNDARIES AND SEAL	3
3	MISSION OF THE ASSOCIATION	4
4	AFFILIATIONS	4
5	CLASSES OF MEMBERSHIP	4
6	TERMS OF MEMBERSHIP AND ELIGIBILITY	4
7	MEETINGS OF THE MEMBERSHIP	6
8	EXECUTIVE COMMITTEE	9
9	PROCEDURE FOR ELECTION AND APPOINTMENT OF EXECUTIVE	11
10	EXECUTIVE RESPONSIBILITIES	12
11	OFFICERS & DIRECTORS RESPONSIBILITIES	15
12	COMMITTEES OF THE EXECUTIVE	22
13	EXECUTION OF DOCUMENTS	25
14	FINANCIAL YEAR	25
15	OPERATING YEAR	25
16	BANKING ARRANGEMENTS	25
17	BORROWING BY THE ASSOCIATION	26
18	NOTICE	26
19	PASSING AND AMENDING BY-LAWS	27
20	REPEAL OF PRIOR BY-LAWS	27
21	EFFECTIVE DATE	28

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

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

**ARTICLE 1 - DEFINITIONS**

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

- (a) "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;
- (b) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
- (c) "HC" means Hockey Canada (or such other name as HC may in the future legally adopt);
- (d) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- (e) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
- (f) "EMHA" means Essa Minor Hockey Association;
- (g) "Association" means Essa Minor Hockey Association (or such other name as the Association may in the future legally adopt);
- (h) "Executive" means elected Officers and Appointed Directors of the Association;
- (i) "Officers" mean the individuals who have been elected by EMHA members to hold the offices enumerated in Article [8.1 \(c\)](#);
- (j) "Director" means an individual who has been appointed to the Executive of the Association to fulfil a specific position described [8.1 \(d\)](#) herein;
- (k) "Chair, Chairperson" means the Association President or their designated representative;
- (l) "Committee" means two or more persons assembled under the provisions of [Article 12](#) to consider, investigate, take action on, or report on the subject matter for which they were assembled;
- (m) "AGM" means Annual General Meeting;
- (o) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Executive Committee of the Association;
- (p) Operating Year, means 01 May to 30 April of each calendar year (ref. 15.0);
- (q) "Insignia" means the distinguishing symbol, or figure adopted and used by EMHA as an identifying mark;
- (r) "Prime Time Practice" means practice ice allocated to teams where the start time is between the hours of 9:00 AM and 8:00 PM;

- (s) "Empty Ice" means ice that has been allocated for use by a specific team which has not been used as allocated and sits unused (empty) for the entire period of the allocation;
- (t) "Members" means all classes of membership in the Association as provided for in Article 5;
- (u) "Meeting of the Members" means meetings where all categories of membership are to attend;
- (v) "Member in Good Standing" means a member who:
  - (i) does not owe monies to the EMHA;
  - (ii) is not under suspension by the EMHA and/or OMHA;
  - (iii) does not hold any outstanding property of the EMHA and OMHA which shall include documents, equipment and Personal Information as defined in the Privacy Act.
- (w) "ROO" means Rules of Operation;
- (x) "Team Official" means a person occupying any of the following positions on any EMHA Team: Coach; Trainer; Manager; Assistant Coach and Assistant Trainer.

Note: References to the word "he" shall indicate "he/she"

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.

## **ARTICLE 2 - REGISTERED OFFICE, BOUNDARIES AND SEAL**

- 2.1 The Corporate Seal of the Association shall be in the form as the Executive may by resolution from time to time adopt, and shall be entrusted to the Legal Council of the Association for its use and safekeeping.
- 2.2 The registered head office of the Association shall be in the in the Town of Angus, 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 Executive may deem expedient by resolution.
- 2.3 The boundaries of the Association shall encompass the Township of Essa and CFB Borden subject to stipulations and exclusions as set out by and on record with the OMHA.

**ARTICLE 3 - MISSION OF THE ASSOCIATION**

- 3.1 The purpose of the Association is to organize, develop and promote minor ice hockey for the youth within the Association's boundaries including:
- (a) the opportunity for all eligible individuals to participate in recreational Local League ice hockey, and to provide community based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play;
  - (b) the development of and participation in representative ice hockey and provide the opportunity to participate at the highest competitive level;
  - (c) to instil in all players, Team Officials and members associated with the EMHA 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 and for the promotion of its objects.

**ARTICLE 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 be a member of the Georgian Bay League;
  - (c) The Association shall be a member of the Georgian Bay Triangle League.

**ARTICLE 5 - CLASSES OF MEMBERSHIP**

- 5.1 There shall be four (4) classes of Membership in the Association:
- (a) Active Membership;
  - (b) Parent/Guardian Membership;
  - (c) Honorary Membership;
  - (d) Volunteer Membership.

**ARTICLE 6 - TERMS OF MEMBERSHIP AND ELIGIBILITY**

6.1 Terms and Eligibility

- (a) Active Membership:

Active Members shall include all elected or appointed Directors or Officers, and all 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 custodial couple or single parent shall have one vote per player registered and may attend members meetings and by invitation, meetings of the Executive and of the Committees of EMHA.

(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 Membership must be confirmed by a majority vote of the Executive. Honorary Members will have no vote but may attend members meetings and, by invitation, meetings of the Executive and Committees of EMHA.

(d) Volunteer Membership:

A Volunteer Membership shall include all individuals who have personally volunteered their services to EMHA whereby the services rendered by the individual totals twenty (20) hours or more in a single operating year and has occurred within the past two operating years. Volunteer members shall be allowed one vote per person and may attend membership meetings and, by invitation, meetings of the Executive and Committees of the Association.

(e) 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 6.7 herein, the Association Registrar shall prepare and maintain a list of current Active Members, Parent/Guardian Members, Honorary Members and Volunteer Members. This list shall be kept with the other records held by the Secretary and updated as necessary and made available to all Executive. 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<sup>st</sup> in each year, and shall lapse and terminate on the 31<sup>st</sup> 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, death, or where the membership has lapsed as described in 6.3.

- (b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn shall notify the Executive.
- (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 OMHA Code of Conduct and/or 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 and resolved annually 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 Volunteer Members shall be entitled to notice of and to vote at all Meetings of Members of the Association providing the member is a "Member in Good Standing" with the Association.

6.7 Record Date

Individuals, who are Members of the Association at least thirty-five (35) days in advance of any General Meeting of 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.

**ARTICLE 7 - MEETINGS OF THE MEMBERSHIP**

7.1 Annual General Meeting of Members

The Annual General Meeting shall be held prior to the end of March in each year, 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 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 February 10th, immediately preceding the Annual General Meeting;
- (i) election of the new Executive.

7.2 Information Session

A general information session will be held each year prior to the 30<sup>th</sup> day of November. This meeting will:

- (a) Introduce the Current Executive;
- (b) Provide status reports from the Current Executive;
- (c) Provide an opportunity for Members to direct questions to the Chair that are pertinent to the business of the Association.

This meeting will only help to provide information to the Membership; it is not a Voting meeting. Notice of the member Information Session shall comply with 7.4 c) as stated herein.

7.3 Additional General Meetings of Members

In addition to the Annual General Meeting 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.

7.4 Notice

(a) Annual General Meeting

Notice of the Annual General Meeting to be held prior to the end of March 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 mailed to all Members at the last known address recorded for such Members in the records of the Association. Such notice shall be posted in all Association Arenas 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 mailed to all Members at the last known address recorded by the Registrar in the records of the Association. Such notice shall be posted in all Association Arenas within 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.

7.5 Quorum

A quorum for an Annual General Meeting or General Meeting shall be majority of the Members present that are eligible to vote and present in person.

7.6 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 vote 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.

7.7 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.

7.8 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.

7.9 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 Officer as Chair and, if no Officer is present or if all the Officers present decline to act as Chair, the Members present shall choose another Director as Chair. If no Director is present or all Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair.

**ARTICLE 8 - EXECUTIVE COMMITTEE**

8.1 Composition

(a) Eligibility

An Executive Member:

- 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) To be eligible for the office of President or Vice President, a candidate must have served as a member of the EMHA Executive Committee at least once within the preceding two (2) years and completed one operating year as defined in Article 1.7.

(b) Number of Executive Members

The affairs of the Association shall be managed by the Executive, which consists of 11 elected Officers and eight (8) appointed Directors.

(c) Elected Officers

The elected Officers will consist of President, Vice President, Secretary, Treasurer, OMHA Centre Contact, Local League Centre Contact, Referee-in-Chief, Association Head Coach, Junior Coordinator, and Risk Management Officer, all of whom will serve on the Executive Committee.

(d) Appointed Officers

The appointed Officers will consist of Directors to fill the positions of: Equipment Manager, Tournament Director, Timekeeping Director, Ice Convenor, Fundraising Director, Canteen Manager, Registrar and Public Relations Director, all of whom shall serve on the Executive Committee.

(e) Honorary Executive Member

An Honorary Executive Member may be the immediate past President, Vice President or a paid position. Honorary Executive Members will have no vote but may attend members meetings and meetings of the Executive for the purpose of providing opinion and or comment with respect to proposed EMHA activities.

8.2 Term of Office

- (a) The positions of President, Vice President, OMHA Centre Contact, Local League Centre Contact and Junior Coordinator shall be for a three (3) year term.
- (b) All other elected Officers shall be elected for a two (2) year term.
- (c) All appointed Directors shall be appointed for a one (1) year term.

- (d) The past President and/or Vice President, in their capacity as an Honorary Member, may stay on the Executive as an Honorary Member for a period of 2 years, without voting privileges. In the case of a paid position, they shall remain an Honorary Member until such time as they are no longer working in the paid position.
- (e) For the purpose of this Article, a term is the period 1 April to 31 March of each calendar year.

8.3 Duties

All Officers and Directors must fill at least one (1) of the appointed jobs as described in Article 11. If two (2) or more of the Directors are interested in the same position, the elected Officers will decide which position they will fill.

8.4 Change in Number of Executive Committee

The Association may by special resolution increase or decrease the number of its Executive. Any change in the number of Executives shall be in compliance with prevailing Ontario laws and regulations.

8.5 Termination of Officer or Director

(a) Removal

The EMHA Executive Committee may make a recommendation for discharge:

- i) of an elected member from the Executive Committee. The recommendation will be brought before the Association Membership meeting, whereby a two-thirds (2/3) majority vote of the attending members will be required for discharge; and,
- ii) of an appointed member of the Executive Committee. The recommendation will be brought before the Executive Committee, whereby a two-thirds (2/3) majority vote of Executive members will be required for discharge. All members of the Executive Committee are required to cast a vote in such circumstances.

(b) Removal for Cause

The Executive, by resolution approved by two-thirds (2/3) of those present, may immediately suspend any Officer or Director for cause. Removal of the Officer or Director shall be in accordance with article 8.5 (a).

(c) Absence

Any member of the Executive, who misses two consecutive regular meetings of the Executive without just cause, may cease to be a member of the Executive. The presiding Executive Committee shall determine just cause.

(d) Resignation

An Executive of the Association may resign his or her Office by submitting a letter of resignation to the President of the Association and sending the Vice President a copy for information purposes.

**ARTICLE 9 - PROCEDURE FOR ELECTION AND APPOINTMENT OF EXECUTIVE**9.1 Nominations

The election of Officers shall take place at the Annual General Meeting of the Membership. No election or appointment of an Executive Member is effective without consent given verbally or in writing prior to the election or appointment. Nomination Forms for the Executive shall be available each year from the Secretary by January 31<sup>st</sup>. A Nomination Form must be completed by all nominees and two (2) nominators who are Members of the Association. Such completed form must be delivered to the Secretary prior to the 1<sup>st</sup> day in March each year.

9.2 Executive Positions/Term of Office

- (a) To be eligible for election or appoint to any of the position of the Executive, the individual must be a Member in Good Standing as described in 1.1(v).
- (b) Elected Officers and appointed Directors shall hold Office for the term described at [8.2](#):

9.3 Election Procedures

- (a) The Association Secretary shall post in all Association arenas a listing of all individuals who have been nominated for election to the Executive on or before the first (1<sup>st</sup>) day of March in each year. Such listing shall identify what position each nominee is seeking election for.
- (b) The election of Officers to the Executive Committee, for positions whose term of office is due to expire at the conclusion of that operating year, will be held at the Annual General Meeting. Nominees must be present to be elected or submit in writing, to the Secretary, their consent to stand for election. All nominations are to be seconded. A simple majority vote of the membership in attendance is sufficient to pass or defeat a nomination.

9.4 Appointment Procedures:

Candidates for the position of Director may be nominated or volunteer from the floor at the Annual General Meeting, but the elected officers of the Executive Committee shall make the appointment. This appointment must be made within thirty (30) days of the Annual General Meeting. If two or more of the Directors are interested in the same position, the Elected Officers will decide which position they will fill.

9.5 Vacancies

- (a) If a vacancy occurs in any Office, or if for any reason an Executive is unable or unwilling to act in that capacity, the Executive shall advise the membership of any such vacancies. Members of the Executive Committee may appoint a member in good standing of EMHA to fill the vacancy until the next Annual General Meeting.
- (b) Any vacancy occurring on the Executive Committee may, by Resolution of the Executive then in office, be filled as needed but only until the next immediate AGM. The Executive Committee will invite applications from the Membership for appointment to the vacancy on the Executive. The Executive Committee shall appoint a replacement Executive Member within thirty (30) days after the Executive position was vacated provided a Member accepts appointment.

**ARTICLE 10 - EXECUTIVE RESPONSIBILITIES**

10.1 Governance

The Executive Committee shall govern the Association in compliance with the objects, powers, By-Laws, Rules of Operation, Policies of the Association 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 twelve (12) times per year.

(b) Special Executive Meetings

Special Executive 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 four (4) Members of the Executive. Business transacted 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 Executive Members at least seven (7) days in advance of the Meeting, unless all Executives 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 Executive Members 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 Executive Member 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 fifty-one percent (51%) or more of voting Executive Members. No business of the Executive shall be transacted in the absence of a quorum.

10.7 Voting Rights

Each Executive Member shall have only one vote. The Chair shall vote only in the event of a tie vote.

10.8 Voting Procedures

A majority of votes of the Executive 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 an Executive Member 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

Executive Committee Members shall serve without remuneration and no Executive Committee Member 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 the Executives for reasonable expenses incurred in the performance of their duties as Executives of the Association. This article does not apply to members occupying paid positions of the Association and subsequently serving as Honorary Executive members.

10.10 Conflict of Interest

- (a) A Conflict of Interest arises when:
  - i) the issue before the Executive Committee or any Committee established pursuant to Article 12, directly impacts, or in any way relates to, a Committee members child, spouse or team;
  - ii) an Executive or Committee member directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association;
  - iii) Any person entrusted to purchase or tender any item for the Association is employed by anyone wishing to submit tenders.
- (b) Where a conflict of interest exists or, appears to exist, the member shall immediately make a full and fair declaration of the nature and extent of the interest at an Executive or Committee meeting.
- (c) Where a conflict of interest is confirmed by the Executive Committee to exist, the member shall be removed from the situation and have no standing or influence on the outcome of the issue(s) before the Committee.
- (d) Any breach of this article may result in disciplinary measures including the loss of privileges which come with membership such as, voting privileges, and the opportunity to participate in EMHA activities and events, both present and future. Where a member of the Executive, or any Committee established pursuant to Article 12, has benefited from pecuniary gain, that Member shall account to and

reimburse the Association for all profits realized, directly or indirectly, from such contact or transaction or other matter.

#### 10.11 Indemnification of Executives

Every Executive 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 Executive 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 an Executive, he or she has achieved complete or substantial success as a defendant.
- (c) Directors' and Officers' Liability insurance shall be effected by EMHA and maintained in force throughout the duration of each operating year in an amount for a limit of liability NOT LESS THAN \$1,000,000 per loss and \$1,000,000 in the aggregate.

#### 10.12 Confidentiality

- (a) Every Director, Officer and Committee member of the Association shall not discuss or disclose matters brought before the Executive with any person outside of the Executive, unless required to do so as an action item determined by the Executive. In such event, the matter shall be discussed only with those on a "need to know basis".
- (b) Every Director, Officer and Committee member must protect the privacy of information and matters brought before the Executive whose unauthorized disclosure could in anyway be prejudicial to the Association or any member thereof.
- (c) Failure to adhere to this provision of confidentiality, as determined by the Executive Committee, shall be grounds for removal from the Executive and without the two-thirds (2/3) of votes required in Article 8.5 (a).

#### 10.13 Rules of Operation

- (a) Notwithstanding any other provision contained in this By-Law, the Executive shall have the power to pass without any immediate 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 the letters patent of the Association or this By-Law.

- (b) Any member in good standing may propose changes or amendments to the Rules of Operation at any time throughout the operating year. Such proposals will be considered by the Executive at the next regular Executive Meeting. If accepted by the Executive, the proposal shall be incorporated into the Rules of Operation.
- (c) Such prescribed Rules and Regulations and/or changes thereto, shall have force and effect only until the next AGM when they shall be confirmed and in default of confirmation at such AGM shall, at and from that time, cease to have force and effect.

**ARTICLE 11 - OFFICERS & DIRECTORS RESPONSIBILITIES**

11.1 Responsibilities of Officers

- (a) All Elected Officers shall:
  - i) serve a member of the Executive Committee;
  - ii) report breaches of the Code of Conduct;
  - iii) prepare annual operating objectives in support of the organizational objectives established by the President.
- (b) President  
The President shall:
  - i) represent the Association in the Community;
  - ii) act as Chair of the Executive Committee, and at all Meetings of the Membership;
  - iii) exercise general supervision of the Association in accordance with Policies determined by the Executive;
  - iv) report regularly to the Executive on matters of interest;
  - v) delegate tasks as necessary;
  - vi) provide leadership, direction and vision in consultation and with input from the Executive Committee and Membership;
  - vii) establish by the 15<sup>th</sup> of May each year Operating Objectives for the upcoming operating year;
  - viii) be responsible for calling all EMHA meetings;
  - ix) have the authority to assume the duties of any member of the Executive when such member is unable to act;
  - x) appoint sub-committees and shall be empowered to call meetings of these sub-committees at their discretion;
  - xi) implement disciplinary action upon recommendation of a Disciplinary Committee;
  - xii) vote to break a tie as the Chairperson of the Executive Committee;
  - xiii) be one of the signing Officers of the Association.
- (c) 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 member of the Executive which may require assistance in the completion of his or her responsibilities;

- iv) ensure that each Contact receives a copy of the Referees rulebook and OMHA Manual of Operations;
- v) adhere to all relevant Federal and Provincial legislative privacy requirements as put forward in the Federal Personal Protection and Electronic Documents Act (PIPEDA) or equivalent;
- vi) ensure that EMHA follows all OMHA Privacy Policies;
- vii) be one of the signing Officers of the Association.
- viii) carry out duties as assigned by the Executive Committee or the President;

(d) OMHA Contact

The OMHA Contact shall:

- i) fulfil all duties of the Vice President in their absence or inability to act;
- ii) act as the Convenor of Representative Teams and as Contact Officer on behalf of the EMHA with the OMHA;
- iii) have the authority to suspend any member of the Coaching Staff as deemed necessary until a meeting of the Executive Committee to discuss the matter of the suspension;
- iv) inform the Referee-in-Chief of all requirements for the Game Officials and the Timekeeping Director of all timekeeping requirements;
- v) work with the Ice Convenor and Local League Contact with respect to ice schedule;
- vi) have the right to be a member of the Coach Selection Committee with respect to Representative Teams;
- vii) ensure OMHA and EMHA requirements with regards to Team Registration Rosters and Player Cards are carried out;
- viii) be responsible for the allocation of all game times to all of the Representative divisions;
- ix) carry out other duties as assigned by Executive Committee or the President.

(e) Local League Contact

The Local League Contact shall:

- i) act as the Delegate for all EMHA Local League Teams;
- ii) have the right to be a member on the Coach Selection Committee with respect to Local League Teams;
- iii) have the authority to suspend any member of the Coaching Staff as deemed necessary until a meeting of the Executive Committee to discuss the matter of the suspension;
- iv) be responsible for allocation of game times to all Local League Divisions;
- v) inform the Referee-in-Chief of all requirements for Game Officials and the Timekeeping Director of all timekeeping requirements;
- vi) represent the Association at all meetings of the governing body, Local League and/or Referees;
- vii) work with the Ice Convenor and OMHA Contact with respect to ice schedule;
- viii) ensure OMHA requirements with regards to Roster and Players Cards are met;
- ix) carry out other duties as assigned by the Executive Committee or the President.

(f) 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;
- iv) evaluate, review and recommend financial policy to the Executive Committee;
- v) provide a proposed operating budget at the beginning of each financial year;
- vi) at each Executive Meeting provide a written comparison of actual expenditure and actual revenue with a proposed operating budget;
- vii) keep accurate records and accounts of EMHA receipts and reimbursements in proper books of account;
- viii) develop procedures for the deposit of all monies in the name of and to the credit of EMHA in such Bank as may be designated by the Executive;
- ix) be one of the signing Officers of the Association;
- x) be responsible to the EMHA Executive for ensuring that EMHA has proper insurance coverage and that said coverage is renewed prior to the hockey season;
- xi) ensure that EMHA has Directors' and Officers' Liability insurance coverage and that said coverage is renewed annually;
- xii) may be a paid position and in such instances will be deemed an Honorary position;
- xiii) inform the Executive Committee, at each meeting of the Executive, of any member who is not a member in good standing because of an outstanding financial debt to the Association;
- xiv) carry out duties assigned by the Executive Committee or the President.

(g) Secretary

The Secretary shall:

- i) record or delegate the recording of the minutes of General Meetings of the Membership and Executive Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-Laws and the Policies and procedures established by the Executive or by the Membership;
- ii) ensure the proper custody of the Association's 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 Executive regarding internal and external communications of the Association unless specifically noted elsewhere;
- v) maintain evidence that all necessary and appropriate insurance has been purchased;
- vi) distribute minutes of EMHA meetings within 10 days of the Meeting;
- vii) give notice of meeting to EMHA members as required;
- viii) post the Minutes, exclusive of Financial Statements, which may be made available upon request;
- ix) provide information packages to the Mayors of Essa and Base Borden;
- x) receive a written summary within ten (10) days of all incidents dealt with by a Disciplinary Committee;
- xi) responsible for determining storage criteria of correspondence and records;

- xii) Retain Police Record Check forms, which contain no record of offence, for a period of three years from August 31st in the year in which the check was conducted;
- xiii) carry out duties as assigned by the Executive Committee or the President.

(h) Association Head Coach

The Association Head Coach shall:

- i) be responsible for requesting, organizing and promoting OMHA Certification Programs and Clinics in harmony with the Risk Management Officer;
- ii) organize and promote in-house Coaching Programs ensuring adequate training of coaching personnel, these programs maybe instituted prior to the season and may involve instruction from people outside the Minor Hockey structure;
- iii) establish and Chair the Coach Selection Committee;
- iv) liaise between the EMHA Executive and the Coaches;
- v) liaise with the Referee In Chief;
- vi) liaise with the OMHA concerning the coach mentor program;
- vii) ensure that the Manager or Coach of each team in EMHA has an up-to-date copy of the EMHA By-Law and Rules of Operation at the start of each season;
- viii) ensure that the Coaches are aware of and adhere to the EMHA By-Laws and Rules of Operation;
- ix) ensure the EMHA Executive is aware of any concerns or problems Coaches are incurring with the Association Policies;
- x) develop an ongoing program of Coaches Evaluations and be part of a committee responsible for interviewing all coaches prior to the coach being assigned a team;
- xi) assist Coaches with team selection, team balancing and Player Evaluations, as well as facilitate meetings for support and feedback in an advisory capacity;
- xii) arrange with the Ice Convenor the necessary ice time for on-ice clinic sessions;
- xiii) coordinate the evaluation of coaches a minimum of once a year;
- xiv) have the authority to suspend any member of the Coaching Staff as deemed necessary until a meeting of the Executive Committee has been convened to discuss the matter of the suspension;
- xv) carry out other duties as assigned by the Executive Committee or the President.

(i) Risk Management Director

The Risk Management Director shall:

- i) identify, assess, and prioritize any real or potential issue, with respect to a future event that threatens the well being of the association, executive, members, volunteers, sponsors, property, equipment, materials, revenues and/or the association's reputation/stature in the community;
- ii) implement and enforce all OMHA Risk Management Programs;
- iii) identify, prioritize and rate potential probability of hazards, that may be associated with the organization's fundraising events;
- iv) recommend policies and procedures that insulate the association from liability or hazards with respect to the conduct of its business and on ice hockey affairs;
- v) shall maintain and enhance procedures with respect to screening volunteers to protect the association, members and players from harm ;

- vi) serve as Association safety resource person and assure documentation and record-keeping of regulated programs, materials and injuries;
- vii) act as a liaison between the EMHA Executive and the Team Trainers with respect to safety and Trainer issues;
- viii) periodically inspect local facilities (arenas) and property for safety issues that may present a hazard to players and members and to assure compliance with safety regulations;
- ix) be responsible for requesting, organizing and promoting OMHA Certification Programs and Clinics in harmony with the Association Head Coach;
- x) distribute On Ice Volunteer Forms to all coaches at the beginning of the season;
- xi) be aware of changes and procedures as they relate to safety and risk management in hockey;
- xii) adhere to all relevant Federal and Provincial legislative privacy requirements as put forward in the Federal Personal Protection and Electronic Documents Act (PIPEDA);
- xiii) shall make recommendations to EMHA Executive for ensuring that EMHA has proper insurance coverage and that said coverage is renewed prior to the hockey season;
- xiv) distribute, collect and retain Criminal Record Check forms as set out by the Executive Committee;
- xv) carry out other duties as assigned by the Executive Committee or the President.

(j) Referee In Chief

The Referee In Chief shall:

- i) be responsible for the preparation and distribution of a duty roster for the Referees and Minor Officials for all Local League games;
- ii) be responsible to coordinate with district OMHA Referee-in-Chief for assignment of Referees for OMHA Representative games;
- iii) be the advisor to EMHA on all matters pertaining to rules & regulations;
- iv) recommend and organize Referee Clinics as required and by the Executive of EMHA;
- v) carry out other duties as assigned by the Executive Committee or the President.

(k) Junior Coordinator

The Junior Coordinator shall:

- i) be responsible for the Initiation Program;
- ii) be responsible for the Tyke Division in conjunction with the Local League Contact;
- iii) have the right to be a member on the Coach Selection Committee with respect to the Initiation Program and the Tyke Divisions;
- iv) have the authority to suspend any member of the Coaching Staff as deemed necessary until a meeting of the Executive Committee has been convened to discuss the matter of the suspension;
- v) work with the Ice Convenor, OMHA Contact and Local League Contact with respect to ice schedule;
- vi) ensure the EMHA Initiation Program conforms to the 'current' OMHA Rules, Regulations and Guidelines;
- vii) carry out other duties as assigned by the Executive Committee or the President.

(l) Registrar

The Registrar shall:

- i) shall be responsible for organizing player registration at the start of each season;
- ii) be responsible to make available, all printed forms for each registration (registration forms, EMHA Constitution, By-Laws, and Operating Procedures, newsletters, etc.) and coaching applications;
- iii) be a member of the EMHA Registration Committee;
- iv) coordinate all registrations;
- v) establish and maintain an Association membership list;
- vi) provide the EMHA Membership with the EMHA Privacy Policy;
- vii) carry out other duties as assigned by the Executive Committee or the President.

(m) Ice Convenor

The Ice Convenor shall:

- i) review the past season's ice requirements, forecast next season's ice requirements and present it at an Executive meeting prior to the Annual General Meeting;
- ii) prepare a list of EMHA ice requirements and present it to the Arena Board(s). The list should be prepared prior to the Arena Board's ice allocation meeting;
- iii) assist the Tournament Director in establishing ice allocation all EMHA tournaments;
- iv) be responsible for the buying and cancellation of all EMHA ice rentals;
- v) ensure the accuracy of all invoices of all ice rentals and a timely submission of invoices;
- vi) be liaison with Arena Manager(s);
- vii) be required to post weekly schedules at both arenas;
- viii) arrange ice for mid August "try outs" prior to June 30<sup>th</sup>. If not available locally, will seek alternate ice location(s);
- ix) establish means of monitoring "empty ice";
- x) report all "empty ice" to the Executive Committee monthly;
- xi) carry out other duties as assigned by the Executive Committee or the President.

(n) Public Relations Director

The Public Relations Director shall:

- i) be responsible for co-ordinating all advertisements for EMHA events and activities including the Parent Information Meeting and Annual General Meeting;
- ii) be responsible for co-ordinating articles for publication;
- iii) be liaison between all EMHA sponsors;
- iv) coordinate the annual EMHA Team and Individual photos and distributes the Sponsors' photo(s) to the Team Managers for presentation to their team sponsor;
- v) be responsible to obtain sponsors for all EMHA teams and so submit copies to Secretary;
- vi) ensure each sponsor of EMHA teams receive a letter advising the sponsor fee for the upcoming season and so submit copies to the Secretary;
- vii) be responsible for supplying a Team schedule and names of Coaches and Managers to sponsors prior to the first scheduled game;
- viii) carry out other duties as assigned by the Executive Committee or the President.

(o) Equipment Manager

The Equipment Manager shall:

- i) be responsible for all EMHA equipment;

- ii) be responsible for the buying and repairing of all equipment for EMHA with the approval of the Executive Committee, in accordance with EMHA Rules of Operation and specifically section 14.0;
- iii) ensure that all equipment borrowed from EMHA is signed out and properly recorded;
- iv) ensure that equipment not returned and which has impact on the status of a "member in good standing", is brought to the attention of the Association Registrar and Executive Committee;
- v) ensure surplus equipment is disposed of with the approval of the Executive Committee;
- vi) be responsible for creating and maintaining a complete and detailed inventory list which will include the details of equipment allocation;
- vii) carry out other duties as assigned by the Executive Committee or the President.

(p) Fundraising Director

The Fundraising Director shall:

- i) organize or coordinate all fundraising activities pertaining to EMHA;
- ii) ensure that all fundraising activities are within OMHA guidelines and do not conflict with team sponsors;
- iii) update the Executive Committee of all fundraising activity for their approval;
- iv) carry out other duties as assigned by the Executive Committee or the President.

(q) Timekeeping Director

The Timekeeping Director shall:

- i) be responsible for the organization of all timekeepers for EMHA;
- ii) monitor timekeepers' performance;
- iii) pay all EMHA timekeepers;
- iv) carry out other duties as assigned by the Executive Committee or the President.

(r) Tournament Director

The Tournament Director shall:

- i) be responsible for coordinating all EMHA Tournaments;
- ii) be responsible for updating the Executive Committee of all EMHA tournaments including a written financial statement at the end of all tournaments;
- iii) ensure all EMHA Tournaments are registered with the OMHA and receive OMHA approval;
- iv) ensure that the OMHA Tournament List is in the Coaches package at the beginning of each season. Will also make it known how to obtain an updated list as the season progresses;
- v) carry out other duties as assigned by the Executive Committee or the President.

(s) Canteen Manager

The Canteen Manager shall:

- i) be the Manager of the EMHA concession at the host Arena and must report monthly to the Treasurer;
- ii) have the authority to pay individuals to work in the canteen. The Executive Committee must approve the hourly wage;
- iii) be the direct liaison with the host or organization for scheduling, trouble calls and support to EMHA as they relate to Canteen Operations;

- iv) ensure that the canteen is staffed properly at all times through use of paid staff;
- v) with the assistance of the Treasurer, be responsible to pay all suppliers and canteen expenses;
- vi) may be a paid position and in such instances will be deemed an Honorary Member;
- vii) carry out other duties as assigned by the Executive Committee or the President.

**ARTICLE 12 - COMMITTEES OF THE EXECUTIVE**

12.1 (a) Standing Committees

The following committee shall be a Standing Committee of the Executive:

- i) Executive Committee;
- ii) Other Committees:

(b) The Executive Committee shall, at their discretion, appoint the following Committees when necessary:

- i) Discipline Committee;
- ii) Tournament Committee;
- iii) By-Law and Rules of Operation Committee;
- iv) Appeals Committee;
- v) Coach Selection Committee

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

12.3 Executive Committee:

- a) The Executive Committee shall be chaired by the President, and shall consist of Elected Officers and Appointed Directors as listed in 8.1 (c) and (d) 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) take action in relation to any matter of any nature within the power and the authority of the Executive, which requires immediate attention;
  - ii) review recommendations and proposals prior to such recommendations or proposals being submitted to the Executive for Resolution;
  - iii) prepare an estimate of revenues and expenditures of the Executive Committee for the next fiscal year of the Association;
  - iv) enforce policy of the Executive regarding management and administrative issues related to the Association;
  - v) deal with any other matters assigned to it by the Membership or by the President.

12.4 Discipline Committee

- (a) Where the Executive Committee is advised or considers that a Member has:

- i) breached, failed, refused or neglected to comply with a provision of the By-Laws, Rules of Operation or any resolution or determination of Executive; or,
- ii) acted in a manner prejudicial to the objects and the interests of the Association and/or Hockey; or,
- iii) brought the Association or Hockey into disrepute;

the Executive may commence disciplinary proceedings against that Member which may result in loss of privileges which come with membership including playing privileges, coaching privileges, voting privileges, and the opportunity to participate in EMHA activities and events, both present and future.

- (b) All cases involving breaches of:
  - i) discipline by players and Members; and
  - ii) safety issues/requirements,

must be brought before a Discipline Committee for review.

- (c) The Chairperson shall:
  - i) for Representative Teams, be convened and Chaired by the OMHA Contact and consist of four (4) Executive Members;
  - ii) for Local League Teams, consist of the Local League Contact and four (4) Executive Members;
  - iii) if required, call any advisor to interpret rules and regulation and that person will not be a voting participant;
  - iv) provide a written summary of all incidents dealt with by the Committee;
  - v) provide a written summary within ten (10) days of all incidents dealt with by the Committee and forward to the Privacy Officer.
- (d) All cases involving breaches must be reported, in writing by a Team Official, to the EMHA Executive Committee within twenty-four (24) hours of occurrence.

12.5 Tournament Committee

- a) The Tournament Committee shall under the direction of the Tournament Director be responsible to organize and coordinate all Minor Hockey Tournaments sanctioned by EMHA.
- b) The Committee shall be responsible for the finances connected with these tournaments under the direction and control of the Treasurer.

12.6 By-Law and Rules of Operation Committee

- (a) The By-Law and Rules of Operation Committee shall be chaired by the President to review annually the By-Laws and Rules of Operations passed in the current year for presentation to the Members at the Annual General Meeting.
- (b) The Committee shall meet and have prepared a notice of motion ready for the AGM to be held in March.

12.7 Appeals Committee

The Appeals Committee shall be chaired by the OMHA Contact and shall consist of EMHA President (or Vice President), Local League Contact (s) and two (2) EMHA Executive Committee Members or current Coaches, as selected by the Appellant.

12.8 Coach Selection Committee

- (a) A Committee appointed by the Executive, with each member of the appointed Committee having an equal voice and vote, shall carry out the selection process. Any member of the Committee cannot vote on the particular team for which he/she has applied for, nor has a child eligible to participate. Coach Selection will be carried out in accordance with EMHA Rules of Operation.
- (b) Any unsuccessful applicant for any coaching position may submit an appeal if they feel the selection process was flawed or unfair. The applicant may submit an appeal in accordance with EMHA Rules of Operation.

12.9 Committee Procedure

- (a) All Committees shall comply with all bylaws, Rules of Operation, guidelines, Policies and procedures of the Association as determined by the Executive Committee or the Membership of the Association, from time to time, and also shall comply with all requirements of the OMHA, the OHF, the CHA, and, if applicable, any other hockey organizations with which Association teams are participating.
- (b) Notice  
Notice of all Meetings of Committees shall be communicated to all Members of the committee at least seven (7) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Committee.
- (c) Quorum
  - i) A quorum for an Executive Meeting shall be fifty-one percent (51%) or more of voting Members. No business of the Executive shall be transacted in the absence of a quorum;
  - ii) A quorum for all other Committees shall be a majority of the Members of the Committee.
- (d) Voting Rights  
Each Member of a committee present at a Meeting shall be entitled to one vote; In the case of an equality of votes, the Chair shall cast a vote.
- (e) Minutes  
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.

12.10 Sub-Committees and Ad Hoc Committees

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

**ARTICLE 13 - EXECUTION OF DOCUMENTS**

13.1 Execution of Documents

The Executive Committee Members may from time to time appoint any Executive Member 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 Committee 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.

**ARTICLE 14 - FINANCIAL YEAR**

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

**Article 15 – OPERATING YEAR**

15.0. The operating year is the period of time which represents the Association's natural operating cycle. The operating year for EMHA is 01 May to 30 April of each calendar year

**ARTICLE 16 - BANKING ARRANGEMENTS**

16.1 Banking Resolution

The Executive Committee shall designate, by resolution, the Executive Member 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.

16.2 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 Committee. 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 Committee, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Executive Committee shall be fully protected in acting in accordance with the directions of the Executive Committee and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

16.3 Bonding

All authorized signing Officers and Executive Directors shall be bonded in an appropriate amount at the expense of the Association.

**ARTICLE 17 - BORROWING BY THE ASSOCIATION**

17.1 Borrowing Power

Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, By-laws or Policies of the Association, the Executive Committee may, with a favourable two-thirds (2/3) majority vote of the Association Membership:

- (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.
- 17.2 The two-thirds (2/3) majority vote of Association Membership stipulated at 16.1 above shall be obtained at a General Meetings of the Membership as provided for at Article 7.2 and 7.3.

**ARTICLE 18 - NOTICE**

18.1 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.

18.2 Omissions and Errors

The accidental omission to give notice of any Meeting of the Executive Committee 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.

18.3 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 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 letterbox 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.

**ARTICLE 19 - PASSING AND AMENDING BY-LAWS**

- 19.1 The Executive Committee may recommend amendments to the By-laws of the Association from time to time, to the Membership.

- 19.2 If the Executive Committee intends to discuss amendment of the By-laws of the Association at an Executive Meeting, written notice of such intention shall be sent by the Secretary to each Executive Committee Member 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.
- 19.3 (a) A By-law or an amendment to a By-law recommended by the Executive Committee 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 Executive Committee or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds (2/3) vote of the Members present at such General Meeting.
- (c) The Members at the General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.
- (d) Any Amendment to the By-laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association thirty (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.

#### **ARTICLE 20 - REPEAL OF PRIOR BY-LAWS**

20.1 Repeal


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

20.2 Proviso

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

#### **ARTICLE 21 - EFFECTIVE DATE**

- 21.1 This By-Law shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.
- 21.2 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 derived from a secret ballot vote of the Members of the Association duly called and held in the Town of Angus, Ontario, on the 19<sup>th</sup> day of November, 2005.



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Mike Symes  
EMHA President



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Kim McNamara  
EMHA Secretary