



SOUTHWEST MINOR HOCKEY ASSOCIATION

## CONSTITUTION AND BY-LAWS

Adopted and approved by the Board of Directors  
for SouthWest Minor Hockey Association (SWMHA)  
on June 14th, 2012

# SOUTHWEST MINOR HOCKEY ASSOCIATION

## CONSTITUTION AND BY-LAWS (By-Law #1)

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# SOUTHWEST MINOR HOCKEY ASSOCIATION

## BY-LAW NO. 1

A by-law relating to the conduct of the affairs of the Southwest Minor Hockey Association. Southwest Minor Hockey Association was incorporated by letter of patent issued by the Lieutenant Governor of Ontario on the 10<sup>th</sup> day August, 2012

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

### 1. DEFINITIONS

- 1.1 In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:
- (a) "Association" means Southwest Minor Hockey Association (or such other name as the Association may in the future legally adopt);
  - (b) "Board" means the Board of Directors of the Association;
  - (c) "CHA" means the Canadian Hockey Association (or such other name as the CHA may in the future legally adopt);
  - (d) "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;
  - (e) "Director" means an individual who has been elected to the Board of Directors of the Association;
  - (f) The term "Letters Patent" means the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
  - (g) The term "Officers" means the individuals who hold the offices enumerated in Article 11;
  - (h) The term "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
  - (i) The term "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
  - (j) The term "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
  - (k) the term "SWMHA" means Southwest Minor Hockey Association
  - (l) The term "Members" means all classes of membership in the Association as provided for in section 5.
  - (m) The term "OWHA" means Ontario Women Hockey Association.
- 1.2 All terms defined in the Corporations Act have the same meaning in this By-law and all other Bylaws and Resolutions of the Association.

## 2. REGISTERED OFFICE/BOUNDRY AND SEAL

- 2.1 The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.
- 2.2 The registered head office of the Association shall be in the Municipality of Southwest Middlesex, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.
- 2.3 The boundary of the Association is geographically.
- 2.4 The seal, which is impressed hereon, shall be the corporate seal of the Corporation.

## 3. MISSION OF THE ASSOCIATION

- 3.1 The purpose of the Association is to organize, develop and promote minor ice hockey for youth of the Municipality of Southwest Middlesex and the community of Bothwell including:
  - a) The opportunity for all eligible individuals to participate in recreational house 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 instill in all players, coaches, managers and members associated with the ASSOCIATION 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.

## 4. AFFILIATIONS

- 4.1 The Association shall have the following affiliations:
  - (a) The Association shall be a member of the OMHA, OWHA, OHF and CHA.
  - (b) The Association shall operate in cooperation with the Parks and Recreation Department of the municipality of Southwest Middlesex and Chatham Kent

## 5. CLASSES OF MEMBERSHIP

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

## 6. TERMS OF MEMBERSHIP AND ELIGIBILITY

### 6.1 Terms and Eligibility

#### (a) Active Membership:

Active Members shall include all elected or appointed Directors or officers, and all convenors, coaches, managers and trainers appointed for the current season, and all registered players who are at least 18 years of age. Members in this classification will be allowed one vote per person.

#### (b) Parent/Guardian Membership:

Parent/Guardian members shall include all parents and or legal guardians of registered players in good standing where the registered player is under the age of eighteen (18) years. Each custodial couple or single parent shall have one vote per family (regardless of the number of players registered under eighteen (18) years of age) and may attend meetings of the General Membership and by invitation, meetings of the Board and of the Committees of the ASSOCIATION.

#### (c) Honorary Lifetime Membership:

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

Honorary Members will have no vote but may attend all meetings of the General Membership and by invitation, meetings of the Board of Directors and Committees of the ASSOCIATION.

Former Past Presidents upon completion of their term of office shall become permanent honorary lifetime members, containing all the rights herein mentioned of a lifetime member.

#### (d) One Person – One Class of Membership:

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

#### (e) Affiliated Membership:

An elected officer of the Association shall not be a member of the board of directors/executive or have any voting privileges with any minor hockey association, registered with any other OHF partner. A current or newly elected officer shall have reasonable time (30) days to resign from any post held with any member partner(s) and such acceptance of nomination shall constitute to do so in their election.

### 6.2 Membership List:

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



### 6.3 Membership Year

Unless otherwise determined by the Board, every Membership, other than Honorary Lifetime Memberships shall commence on or after April 1st in each year, and shall lapse and terminate on the 31<sup>st</sup> day of March next following the date on which such Membership commenced.

### 6.4 Termination

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

### 6.5 Membership Fees

Registration fees shall be established annually by the Budget Committee and resolved by the Board. Board of Directors may grant a request for a refund. Any refund request prior to tryouts is 100% less \$25 admin fee. Refund request prior to October 1st, 75% refund less \$25 admin fee. Refund request prior to Nov. 1st is 50% less \$25 admin fee and \$35 insurance. Refund request prior to Dec. 1st is 25% less said fees. No refunds allowed for requests being received after Dec. 1st.

### 6.6 Right to Vote

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

### 6.7 Record Date

Individuals, who are Members of the Association at least 30 days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 30 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

## 7. MEETINGS OF THE MEMBERSHIP

### 7.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year prior to or no later than April 30th each year, at a time, and place determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- a) Approval of the agenda;
- b) Approval of the minutes of the previous Annual 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 April 1<sup>st</sup>, immediately preceding the Annual General Meeting;
- i) Election of the new Board.

### 7.2 Additional General Meetings of Members

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

### 7.3 Notice

- a) Annual General Meeting;

Notice of the Annual General Meeting to be held in April 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 made aware to all Members. Such notice shall be posted in all Association Arenas and placed on the website 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 emailed to all Members at the last known address recorded in the records of the Association. Such notice shall be posted in all Association Arenas and placed on the website 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.

#### 7.4 Quorum

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

#### 7.5 Voting Procedures:

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

#### 7.6 No Proxies:

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

#### 7.7 Adjournments

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

#### 7.8 Chair:

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

## 8. BOARD OF DIRECTORS

### 8.1 Composition

#### a) Eligibility

A Director:

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

#### b) Number of Directors;

The affairs of the Association shall be managed by a Board, which consists of eighteen (18) elected Directors. Directors shall be elected to a three (3) year term so that approximately one-third (1/3) of the board must be re-elected each year. Six (6) directors shall be elected in each year. For the first term, half will be from Glencoe, half from Bothwell.

#### c) Term of Office;

i) The Directors shall be eligible to be elected or appointed for three (3) consecutive terms of (3) three-years each and shall not be eligible for election or appoin Members of the Association duly called and held at Royal Canadian Legion Reg Lovell BR , McRae, Newbury in the Municipality of Southwest Middlesex, Ontario, and at which a quorum was present on the day of , 2012.

ment to the same Director position for a forth (4<sup>th</sup>) consecutive (3) three-year term.

ii) The term of all incumbent Directors at the date of adoption of this Bylaw shall expire and terminate by special resolution of the Board following the Annual General Meeting prior to April 30<sup>th</sup> that follows said meeting.

#### d) Change in Number of Directors;

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

## 9. PROCEDURE FOR ELECTION OF DIRECTORS

### 9.1 Nominations:

The election of Directors shall take place at the Annual General Meeting of the Membership. Nominations for positions on the board shall be accepted at the Annual General Meeting.

### 9.2 Board Positions:

The Board shall consist of the following;

- a) Past President - (immediate)
- b) 2 Co Presidents - one from Glencoe, one from Bothwell - Elected - (2) two-year term
- c) Vice President Travel - Elected - (2) two-year term
- d) Vice President of Local League – Elected – (2) two-year term
- e) Vice President of Girls Hockey (AE) – Elected – (2) two-year term.
- f) Treasurer - Elected - (2) two-year term
- g) Secretary - Elected - (2) two-year term

- h) OMHA Contact person – Elected – (1) one-year term
- i) Communications and Human Relations (coach coordinator) – Elected - (1) one- year Term.
- j) Equipment Manager – Appointed – (2) two-year term
- k) Ice Manager – Appointed – one (2) one-year term
- l) Director of Education and Development (Clinics)– Appointed – (1) one-year term
- m) Ways and Means Director – Appointed- (1) one-year term
- n) Referee in Chief – Appointed- (1) one-year term
- o) Bylaws and Operations Coordinator – Appointed – (1) one-year term
- p) Tournament Coordinator – Appointed – (1) one-year term.
- q) Registrar – Appointed – (2) 2 - year term

### 9.3 Vacancies:

- a) Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite applications from the Membership for appointment to the vacancy on the Board. The Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated.
- b) If any of the elected positions (see 9.2) of the executive cannot be filled with current board members, the president may present a selected individual to the board, for approval, to fill the executive position from outside the board. The individual filling the position will be afforded all the rights of a regular board member for the duration of the appointment. The office would be held for the balance of the current year and vacated effective the dissolution of the board at the next Annual General Meeting or until such time that the individual resigns the position; which ever comes first. The individual who filled the vacancy for the balance of the year may choose to allow their name to stand for election to the board using the same protocol for any member of the board running for reelection.

### 9.4 Termination

- (a) Removal of Director by Membership
 

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

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings or the absence of a Director from four (4) out of any twelve (12) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board. This is at the discretion of the board.
- (c) Resignation
 

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

## 10. BOARD RESPONSIBILITIES

### 10.1 Governance:

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

### 10.2 Board Meetings

#### (a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than eleven (11) times per year. Regular meetings of the board will be held on the 2<sup>nd</sup> Wednesday of each month at 7pm in alternating centres or, in the event of a conflict on such date the board appoints, at a place and time to be named, no further notice of the regular meeting need be given. The Board shall hold a meeting within thirty (30) days following the annual general meeting of the corporation for the purpose of organization, the election and appointment of officers and the transaction of other business.

#### (b) Special Board Meetings

Special Board Meetings may be called by the President or Vice-Presidents in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

### 10.3 Notice of Board Meetings

(a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association;

(b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.

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

### 10.4 Error in Notice

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

### 10.5 Adjournment of Board Meetings

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment.

#### 10.6 Quorum

A quorum for a Board Meeting shall be the smallest whole number that is not less than 50% plus one (1) not inc of a quorum. This being 10 persons. luding the Chairperson. No business of the Board shall be transacted in the absence

#### 10.7 Voting Rights

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

#### 10.8 Voting Procedures

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

#### 10.9 Remuneration

- a) Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association; provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.
- b) From time to time the Board will award honorariums based on merit and duties preformed by members of the executive in compensation for time and expenses incurred. In extra ordinary conditions.

#### 10.10 Conflict of Interest

- (a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.
- (b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.
- (c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- (d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- (e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

#### 10.11 Indemnification of Directors

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

- (a) All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.
- (c) The Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.
- (d) The directors for the time being, except such of the corporation 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 as shall have been submitted to and authorized or approved by the Board.

#### 10.12 Confidentiality

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

### 11. OFFICERS AND RESPONSIBILITIES OF OFFICERS

#### 11.1 Elected/Appointed Directors:

- a) The Elected Directors shall be the President, Vice-President of Travel, Vice President of Local League, Vice President of Girls Hockey, Treasurer, Secretary, and Communication and Human Relations (Coach Coordinator).
- b) The Appointed Directors shall be the Referee Liaison and the Director of Development Education (Clinics), OMHA Contact Person, Ice Manager, Equipment Manager and Ways and Means Director shall be appointed following the Annual General Meeting.
- c) Except by special resolution of the Board of Directors, a Director shall not hold more than one Office, nor hold the same Office for more than four (4) consecutive years.

#### 11.2 Assistants to Officers

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



### 11.3 Eligibility for Office:

- a) The President and Vice President must have served on the Board for at least (2) two-years immediately prior to election to either of these positions.
- b) The Association shall endeavour to nominate as Treasurer a Director who has experience and skills in accounting procedures.

### 11.4 Term of Office

The elected Officers shall hold Office until the Annual General Meeting corresponding to the office end of term held in April of each year approximately one-year after the Officers are elected.

### 11.5 Termination of Officers

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

- (b) **Resignation**

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

### 11.6 Vacancies in Office

If a vacancy occurs in any Office, or if for any reason an Officer is unable or unwilling to act in that capacity, a Board Meeting shall be held within:

- a) Thirty-one (31) days for the purpose of selecting a replacement Officer for a vacated elected position from among the current Board of Directors.
- b) Next regular meeting of the board of directors for the purpose of selecting a replacement officer for a vacated appointed position from among the general membership.
- c) The Board shall fill vacancies in other Offices for the balance of the unexpired terms from among those eligible to serve.
- d) Until such time the vacant position is filled, the president will assume the responsibilities for the vacant position.

### 11.7 Responsibilities of Directors

- a) **Past President - (immediate)**

The Past President shall:

- i. Shall attend all the Association meetings;
- ii. Chair the Nominations and Elections Committee;
- iii. Be available to assist any Director requiring assistance in the completion of his or her functions;
- iv. Shall form a Planning Committee.
- v. Carry out other duties as assigned by the Board, Executive Committee, or the President.

b) President - Elected - (2) two-year term

The President shall have served on the Board as an appointed or elected member of the Board one of the last two (2) years to his nomination and shall have power to:

- i. Act as Chair of the Board, the Executive Committee, and at all Meetings of the Membership.
- ii. Lead in the continuing development of the Association's philosophy and assist in continuing development of coaching and hockey skills of the association.
- iii. Act as a representative of the Association to OMHA, OWHA or other recognized governing bodies.
- iv. Act as a representative of the Association in the community.
- v. Sign as signing officer for the Association.
- vi. Exercise general supervision of the Association in accordance with Policies determined by the Board;
- vii. Be a Ex-officio (non-voting) Member of all committees, standing committees and sub-committees of the Association,
- viii. Report regularly to the Board on matters of interest;
- ix. Designate necessary tasks to be fulfilled by appropriate members of the board. "Delegate tasks as necessary".
- x. Call board meetings as required to ensure all committees are functioning.
- xi. Chair the Ethics and Discipline committee formally referred to as the Risk Management Committee.
- xii. Use their background and knowledge in a position of arbitrator or problem solver for the association.
- xiii. Shall act as the director of Risk Management and perform the following:

1. Shall be in charge of assembling a panel to address any written, signed and dated complaints received by the of the Association concerning the various codes of conduct relating to players, parents/guardians, coaches/team officials, referees, spectators, directors or executive.

2. Recruit panel members for the consisting of one member of the Association executive and two other members who may or may not be members of the Association.

3. Ensure that a full review of the compliant is completed and the panel's decision is communicated to all within seven (7) days of the complaint being forward by the President or 1<sup>st</sup> Vice President.

c) Vice President Travel - Elected - (2) two-year term

The Vice-President shall:

- i. Serve as the contact person for all Rep (representative) teams and attend all Rep league meetings representing the Association,
- ii. Shall schedule ice times for all the Association travel (rep) teams, in association with the Ice Coordinator;
- iii. Assume the duties of the President in the absence for any reason of the President;
- iv. Monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
- v. Be available to assist any Travel Coaches requiring assistance in the completion of his or her functions;
- vi. Be the primary contact between the Association and Travel Coaches.

- vii. Ensure that the Communications and Human Relations (Coaches coordinator) receives enough copies of the Referees rulebook and OMHA Manual of Operations for distribution to all coaches.
  - viii. Carry out duties as assigned by the Board, the Executive Committee or the President;
  - ix. May attend all Coaches meetings.
  - x. Shall attend All Board meetings.
  - xi. Shall have the authority to enforce the rules, regulations and guidelines established by SWMHA
  - xii. To acquire ice time from the Association before the beginning of each season for league operations.
  - xiii. and report to the Board on all travel operations;
  - xiv. Prepare all league game and practice schedules for respective divisions.
- d) Vice President of Local League – Elected – (2) two-year term
- i. Serve as the contact person for all Local league teams and attend all Local League meetings representing the Association,
  - ii. Shall schedule ice times for all the Association Local League teams, in association with the Ice Coordinator;
  - iii. Be available to assist any Local League Coaches requiring assistance in the completion of his or her functions;
  - iv. Be the primary contact between Association and Local League Coaches.
  - v. Shall attend all Board meetings.
  - vi. Carry out duties as assigned by the Board, the Executive Committee or the President;
  - vii. Will assume duties of president in the absence of both the President and the Vice President of Travel.
  - viii. Shall have the authority to enforce the rules, regulations and guidelines established by the Association.
  - ix. To acquire ice time from the Association before the beginning of each season for league operations.
  - x. Shall report to the Board on all local league operations;
  - xi. Prepare all league game and practice schedules for respective divisions.
- e) Vice President of Girls Hockey – Elected – (2) two-year term.
- i. Shall guide the Girls Hockey league and shall ensure that the committees are operational.
  - ii. Shall attend all Board meetings.
  - iii. To assume any other duties as delegated by the President.
  - iv. To provide all By-laws and Team rules and regulations to all Girls Hockey.
  - v. Shall co-chair any tournaments.
  - vi. Shall assume the duties of the President in the absence of the following officers; the President, the Vice President of Travel, Vice President of Local League and the Vice President of AE.
  - vii. Shall have the authority to enforce the rules, regulations and guidelines established by the Association.
  - viii. To acquire ice time from the Association before the beginning of each season for league operations.
  - ix. and report to the Board on all Girls Hockey league operations;
  - x. Prepare all league game and practice schedules for respective divisions.

f) Treasurer - Elected - (2) two-year term

- i. Shall attend all the Association meetings;
- ii. Ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- iii. Ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;
- iv. 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;
- v. Evaluate, review and recommend financial policy to the Executive Committee and to the Board;
- vi. Chair the Budget Committee;
- vii. Chair the Sponsorship Committee;
- viii. Carry out duties assigned by the Board, the Executive Committee or the President.
- ix. Shall keep a record of all monies received and disbursed, shall deposit monies in a bank or trust company.
- x. Shall pay all accounts by cheque signed by himself and the President or Secretary.
- xi. Shall maintain an updated account of all the Association's assets.
- xii. Shall monitor finances and make aware the executive of any late season potential cash flow problems.
- xiii. Shall ensure all expenditures exceeding \$200.00 be approved by the board and recorded in the minutes of the meeting at which approval is given.
- xiv. Ensure that all necessary and appropriate insurance has been purchased;

g) Secretary - Elected - (2) two-year term

- i. Record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and Executive Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Board or by the Membership;
- ii. Shall make minutes of each meeting of the association available for posting to the association's website
- iii. Shall keep a record of all properly proposed amendments to the constitution and provide copies of each to the members of the board of directors 2-weeks prior to the annual meeting.
- iv. Ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- v. Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- vi. Recommend policy to the Board regarding internal and external communications of the Association;
- vii. Shall be responsible for the insurance and claims between the OMHA and CHA.
- viii. Maintain the membership list referred to in Section 6.2;
- ix. Carry out duties as assigned by the Board, the Executive Committee or the President.
- x. Shall pick up and distribute the mail

- h) OMHA Contact person – Elected – (1) one-year term
- i) Shall be the liaison between the Ontario Hockey Federation and its Branches and SWMHA
  - ii) Shall work closely with all Vice Presidents and Directors.
  - iii) Shall obtain and process all player registration cards and team rosters.
  - iv) Shall attend all League Meetings, which the Association is involved, or appoint a representative on their behalf.
  - v) Shall attend all Board meetings
  - vi) Shall keep the board up to date on all branch information.
  - vii) Will meet with the Vice Presidents and the Ice Manager at the beginning of the season to assign ice time for the year's programs and forward to the board their recommendations for approval.

- i) Communications and Human Relations (coach coordinator) – Elected - (1) one- year Term.

It is required that the chair person not be an active coach within the Association.

- i) To ensure the proper flow of information and or concerns from the general membership to the Association Board.
- ii) To document the Association and general membership points of concern, speak to all applicable parties and be prepared to speak knowledgeably to the concerns.
- iii) To make all necessary press releases as instructed by the SWMHA Board.
- iv) Shall be responsible for distribution of any and all material received from the OMHA and its branch organizations.
- v) Shall advertise for, interview and select all coaches.
- vi) To attend all board meetings.
- vii) Shall report to the board of directors for all coaches.
- vii) Shall review with the registration committee the number of registered players for each division and present team composition prior to the OMHA registration deadline in June each year.

- j) Equipment Manager – Appointed – (2) two-year term

- i) Shall work closely with all directors and Vice Presidents of the Association.
- ii) Shall recommend equipment needs to the board for approval based on quality and cost.
- iii) Any expenditure between Two Hundred Dollars (\$200.00) and One Thousand
- iv) Any expenditure over One Thousand Dollars (\$1000.00) must have the board's approval prior to the purchase.
- v) Shall advise the Association of equipment inventory, arrange handling, storage, repairing and cleaning of equipment, plus necessary insurance.
- vi) Shall form a purchasing committee that consists of: Vice Presidents, Treasure and Equipment Manager.
- vii) Shall attend all board meetings

- k) Ice Manager – Appointed – one (2) one-year term

- i) Prior to the start of each hockey season must submit to the Municipality the required ice applications for spring ice from (April – August), submitted in January of each season, submit for regular season ice (September – March), submitted on or near June of each year.
- ii) Prior to season meet with all Vice Presidents and the OMHA Contact person to submit recommendations for upcoming season ice allotment.

- iii) Shall Chair the Ice Allotment Committee.
- iv) Shall keep accurate records on all ice allotments used and submit cost, separated by league and division, associated to the Association treasure.
- v) Shall maintain correspondence between local municipality recreation office and SWMHA
- vi) Shall take part in all ice negotiations between the Association and the municipality recreation office.
- vii) Shall attend all board and travel meetings when required.

l) Director of Education and Development (Clinics)– Appointed – (1) one-year term

- i) For purposes of establishing, implementing and evaluating on ice and off ice technical development programs liaise with the Vice;
- ii) Recruit and train volunteers to perform the functions required for technical development;
- iii) Liaison with the Referee In-Chief;
- iv) Liaison with the OMHA concerning the coach mentor program; Dollars (\$1000.00) must have the board's approval prior to the purchase. SMHA.
- v) Carry out other duties as assigned by the Board, Executive Committee, or the President.
- vi) Shall provide a yearly budget for training and development needs for the upcoming season.
- vii) Prior to the start of each season shall be responsible for the recruiting qualified nstructors for the Association's power skating, clinics and goalie training programs, for both travel and house leagues. Prior to the program starting present thecandidates to the Association board for approval.

m) Ways and Means Director – Appointed- (1) one-year term

- i) Shall be in charge of all fund raising activities, bingo's and others, that have been approved by the board;
- ii) Shall collect and turn over all revenue from fund raising events to the treasurer to be distributed by the board of directors.
- iii) Shall report monthly on the activities of all fund raising events for the Association to the board.
- iv) Shall procure all licenses required all fund raising activities as approved by the board.
- v) Shall attend all board meetings.
- vi) Shall chair the fund raising committee.

n) Referee Liaison – Appointed- one (1) one-year term

- i) Ensure there are enough referees in place to officiate all games;
- ii) Liaison with the Technical Director and Budget Committee to estimate fees for the upcoming year;
- iii) Ensure refereeing complaints are addressed and solved in a timely fashion;
- iv) Recruit, train, monitor and evaluate performance of referees;
- v) Schedule referees maintaining accurate records for payment;
- vi) Recruit, train, monitor and evaluate scorers and timekeepers for all home games.
- vii) Schedule scorers and timekeepers for all home games.
- viii) Carry out other duties as assigned by the Board, Executive Committee, or the President.

- o) Bylaws and Operations Coordinator– Appointed – (1) one-year term.
  - i) Accept proposed bylaws, amendments to the bylaws and operation manual submitted by the board or members in good standing.
  - ii) Work with the secretary to ensure proper notice is given for board meetings where proposed bylaws and amendments are to be discussed (refer to section 18.2).
  - iii) Prepare and maintain a list of board approved bylaws and proposed amendments for presentation and voting at the Annual General Meeting.
  - iv) Once approved, prepare and make available amended bylaws document for distribution to the membership.
  - v) Ensure all previous copies of the bylaws, for example in the Association office at the arena, are collected and destroyed.
  - vi) Presented amendments to the operations manual to the Board of Directors for approval.
  - vii) Ensure the intention to approve an amendment to the operations manual is included on the agenda for the next board meeting.
  - viii) Inform membership of all amendments to the operations manual once approved.
  - ix) Prepare and make available an updated manual of operations for distribution to the membership.
  - x) Ensure all previous copies of the operations manual (for example in the Association office at the arena) are collected and destroyed.
  
- p) Tournament Coordinator – Appointed – (1) one-year term.
  - i) Attend all the Association regular board meetings;
  - ii) Prepare and report to the Board on the status of all tournaments;
  - iii) A standing member of all team tournament committees;
  - iv) Tournament director will be the Association contact listed on the OMHA website of tournaments.
  - v) Direct all communication from external sources to proper internal tournament organization committee.
  - vi) Ensure that all teams are working to plan, fill and run their tournament.
  - vii) Attempt to make rules and game scheduling consistent between Association tournaments.
  - viii) Approach the Board of Directors before cancelling a tournament or to get preauthorization to cancel if minimum conditions are not met.
  - ix) Ensure that tournament sanction forms are posted for every tournament.
  - x) Be available or appoint a designate during the tournament and if possible attend all or a portion of the tournament.
  - xi) Complete the tournament reconciliation forms and return them with the game sheets to the OMHA.
  - xii) Prepare and present to the board and treasurer a financial statement for every tournament.

## 12. COMMITTEES OF THE BOARD

### 12.1 Standing Committees:

The following committees shall be Standing Committees of the Board:

- a) Executive Committee;
- b) Budget Committee;
- c) Nominations and Elections Committee;
- d) New Membership (Player) Committee;
- e) Sponsorship Committee.
- f) Ethics and Discipline (Risk Management) Committee

12.2 Nothing in this by-law shall be construed to limit the ability of the Directors and Membership of the Association from abolishing or creating Standing Committees by by-law or from establishing such ad hoc committees or subcommittees by Directors' 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 the Vice-Presidents, the Secretary, the Treasurer and the Past President which shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.

b) The Executive Committee shall:

- i. During the intervals between the Board Meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board Meeting;
- ii. Review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for Resolution;
- iii. Present a report regarding the activities of the Executive Committee to the Board;
- iv. Submit to the Budget Committee an estimate of revenues and expenditures of the Executive Committee for the next fiscal year of the Association;
- v. Recommend policy to the Board regarding management and administrative issues related to the Association;
- vi. Deal with any other matters assigned to it by the Board or by the President.

### 12.4 Budget Committee:

c) The Budget Committee shall be chaired by the Treasurer and shall consist of President, Vice Presidents, Development of Education, Equipment Manager and Ice Manager.

d) The Budget Committee shall:

- i) prepare a budget for the Association for the next fiscal year for submission to the Board for approval;
- ii) Liaise with all Committees of the Board to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the Budget;
- iii) Finalize schedule of budget submissions from all committees on an annual basis;
- iv) Recommend policy to the Board regarding financial budgeting and planning.



## 12.5 Nominations and Elections Committee

- a) The Nominations and Elections Committee shall be chaired by the Past President and shall consist of Vice Presidents.
- b) The Nominations and Elections Committee shall:
  - i) Solicit nominations for each Board position, which is to become vacant including nominations for each Annual General Meeting;
  - ii) Be responsible for conducting the annual election of Directors in accordance with the provisions contained in this By-Law;
  - iii) Submit to the Budget Committee each year an estimate of revenues and expenditures of the Nominations and Elections Committee for the next fiscal year of the Association;
  - iv) Shall present a report regarding Nominations and Elections to the Board;
  - v) Recommend policy to the Board regarding Nominations and Elections.

## 12.6 Registration Committee

- i) The Registration Committee shall be chaired by the Secretary and shall consist of the Registrar, Director of Communications and Human Relations, and the Treasurer.

## 12.7 The New Membership Committee shall:

- i) Recruit and train volunteers to perform the functions required to increase new membership (player) registration;
- ii) Present a report of new membership (player) recruitment activities;
- iii) Recommend policy to the Board regarding new membership (player) recruitment;

## 12.8 Ethics and Discipline (Risk Management) Committee

- i) Deal with any issues concerning various codes of conduct relating to players, parents/guardians, coaches/team officials, referees and spectators.
- ii) The committee should consist of at least three (3) individuals comprised of one officer of the Association and two other individuals which may be from outside the Association.

## 12.9 Standing Committee Procedure

### (a) Standing Committees:

Shall comply with all bylaws, guidelines, Policies and procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OMHA, the OHF, the CHA, and, if applicable, any other hockey organizations with which Association teams are participating.

### (b) Meetings:

Each Standing Committee shall meet at the call of the Chair but shall meet not less than four times per year.

(c) Notice:

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

(d) Quorum:

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

(e) Voting Rights:

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

(f) Minutes:

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

(g) Annual Report:

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

12.10 Sub-Committees and Ad Hoc Committees

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

### 13. EXECUTION OF DOCUMENTS

13.1 Execution of Documents:

(a) The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

(b) All cheques, drafts or orders for the payment of money and all notes acceptances and bills of exchange shall be signed by any two of the treasurer, one of the co-presidents or the secretary.

13.2 Books and Records:

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

### 14. FINANCIAL YEAR

14.1 The financial year of the Association shall begin on the 1st day of April in each year and terminate on the 31st day of March the following year.

## 15. BANKING ARRANGEMENTS

### 15.1 Banking Resolution:

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in 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.
- (e) Execute any agreement relating to any banking business and defining the rights and power of the parties thereto.

### 15.2 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## 16. BORROWING BY THE ASSOCIATION

### 16.1 Borrowing Power:

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

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

### 16.2 Borrowing Resolution:

From time to time, the Board may authorize any Director or Officer of the Association or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

## 17. NOTICE

### 17.1 Computation of Time:

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

### 17.2 Omissions and Errors:

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

### 17.3 Method of Giving Notice:

Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or by email 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.

## 18. PASSING AND AMENDING BY-LAWS

18.1 The Board and a member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.

18.2 If the Board intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.

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

(b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.

(c) The Members at the General Meeting of Members may confirm the proposed 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 35 days prior to the Annual General Meeting.

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

## 19. REPEAL OF PRIOR BY-LAWS

### 19.1 Repeal:

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

### 19.2 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.

## 20. RULES OF PROCEDURE

- 20.1 The Rules contained in the most current edition of "Robert's Rules of Order" by Henry M. Robert III (Author), William J. Evans (Author), Daniel H. Honemann (Author), Thomas J. Balch (Editor) shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

## 21. EFFECTIVE DATE

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

The foregoing By-law is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at Royal Canadian Legion Reg Lovell BR 252, Newbury in the Municipality of Chatham Kent, Ontario, and at which a quorum was present on the 14<sup>th</sup> day of June, 2012.

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Co-President  
Brian Wright

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Co President  
Bob Thirlwall

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Secretary  
Roland McAlpine

Revised June 20, 2012  
Posted Oct. 29, 2012