

# MOUNT FOREST MINOR HOCKEY ASSOCIATION

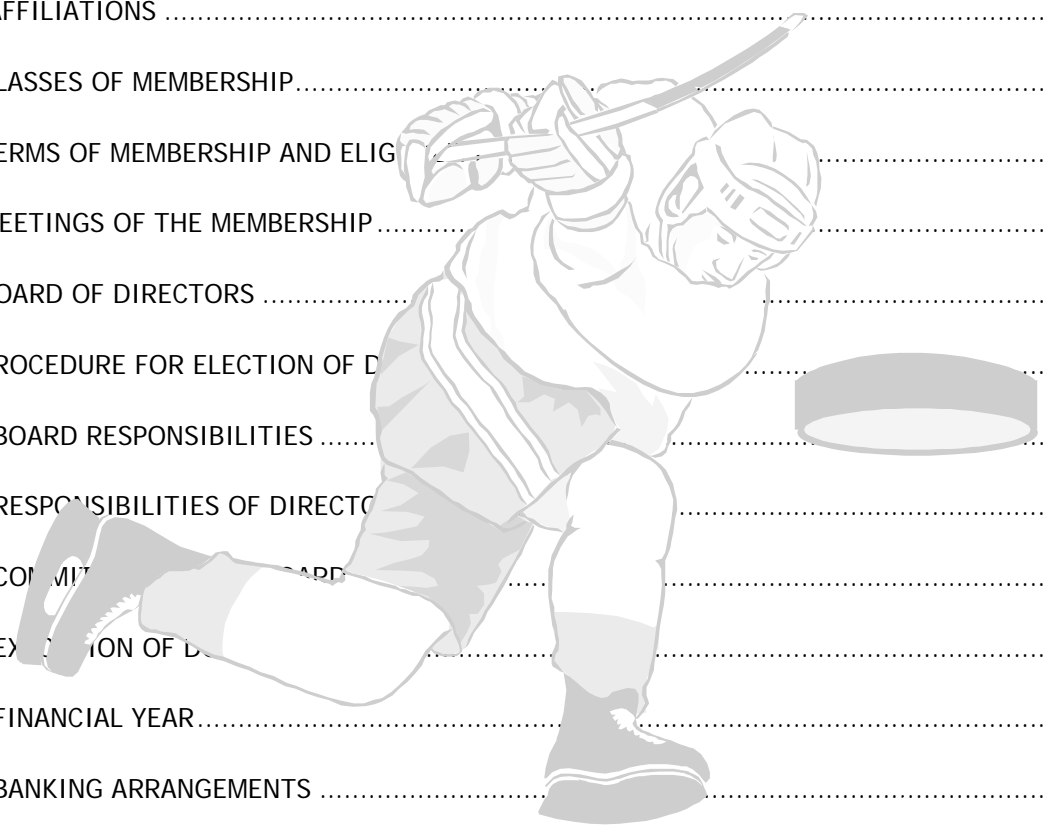
## CONSTITUTION

March 03, 2008.

# CONSTITUTION

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# MOUNT FOREST MINOR HOCKEY ASSOCIATION

## CONSTITUTION NO. 1

A constitution relating generally to the conduct of the affairs of the MOUNT FOREST Minor Hockey Association.

BE IT ENACTED as a constitution of MOUNT FOREST Minor Hockey Association as follows:

### 1. DEFINITIONS

1.1 In this Constitution and all other Constitutions and Resolutions of the Association, unless the context otherwise requires:

- (a) "Association" means MOUNT FOREST 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) "HC" means Hockey Canada (or such other name as the HC may in the future legally adopt);
- (d) "Director" means an individual who has been elected to the Board of Directors of the Association;
- (e) "Executive" mean the individuals who hold the Executive Office enumerated in Article 11;
- (f) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- (g) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
- (h) "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.
- (i) "MFMHA" means Mount Forest Minor Hockey Association
- (j) "Members" means all classes of membership in the Association as provided for in section 5.
- (k) "WOAA" means Western Ontario Athletic Association
- (l) "OWHA" means Ontario Women's Hockey Association
- (m) "Member in Good Standing within the Association" means that the

member;

- I. has met all his or her financial obligations to MFMH;
- II. is not be under any MFMH, OMHA, OHF or HC suspension;
- III. has no outstanding property of MFMH after being requested to return such property;
- IV. has submitted all required financial statements pertaining to MFMH activities (i.e. team operations committees, etc.)

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

2.2 The registered head office of the Association shall be in the in the Town of Mount Forest, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.

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

3.1 The purpose of the Association is to organize, develop and promote MFMHA for the youth of the Town Of Mount Forest 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 instil in all players, coaches, managers and members associated with the MFMH 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 missions.

## **4. AFFILIATIONS**

4.1 The Association shall have the following affiliations:

- (a) The Association shall be a member of the WOAA; and,
- (b) The Association shall operate in cooperation with the Recreation Department of the Township of Wellington North.

## 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

## 6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

(a) Active Membership in good standing:

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

(b) Parent/Guardian Membership:

Parent/Guardian members shall include each custodial couple or single parent in good standing where the registered player is under the age of eighteen (18) years. Each Parent/Guardian member of a registered player shall be entitled to vote and may attend membership meetings of the Board and Committees of the Association.

(c) Honorary Membership in good standing:

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 Board of Directors.

Honorary Members will have no vote but may attend members meetings and by invitation, meeting of the Board of Directors of MFMHA.

(d) Volunteer Membership in good standing:

Volunteer Membership shall be granted to an individual who is not otherwise a Member, who is at least eighteen (18) years of age and who has met the minimum requirements of 30 volunteer hours to MFMHA, which must be completed annually prior to April 1<sup>st</sup>. Members in this classification will be allowed one vote per person and may attend Membership meetings.

### One Person – One Class of Membership

Although it is possible for a member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) class of membership.

It is therefore mandatory that each member shall declare himself/herself prior to the start of any meeting of the membership and advise the chairperson of the membership class he/she wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.

## 6.2 Membership List:

Subject to Section 6.7 herein, the Secretary of the Board shall prepare and maintain a list of current Active Members, Parent/Guardian Members, Volunteers and Honorary 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 Memberships shall commence on or after September 1 in each year, and shall lapse and terminate on the 31st day of August next following the date on which such Membership commenced.

## 6.4 Termination

- (a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.
- (b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn notifies the appropriate Board members.
- (c) 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

The Board Directors shall establish registration fees annually. Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

## 6.6 Right to Vote

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

## 6.7 Record Date

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

## 7. MEETINGS OF THE MEMBERSHIP

### 7.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year within sixty (60) days of fiscal year end (April 30), at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- approval of the agenda;
- approval of the minutes of the previous Meeting of the Membership;
- receiving reports of the activities of the Association during the preceding year;
- receiving information regarding the planned activities of the Association for the current year;
- consideration of any proposed amendments to the Constitutions of the Association;
- 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 30th, immediately preceding the Annual General Meeting;
- election of the new Board.

### 7.2 Additional General Meetings of Members

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

### 7.3 Notice

#### (a) Annual General Meeting:

Notice of the Annual General Meeting to be held within (60) days of the end of the fiscal period in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. Such notice shall be posted in the Arena and posted 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 conveyed to all Members recorded 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.

#### 7.4 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of Sixteen (16) Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

#### 7.5 Voting Procedures:

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

#### 7.6 No Proxies:

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

#### 7.7 Adjournments

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

#### 7.8 Chair:

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

## **8. BOARD OF DIRECTORS**



## 8.1 Composition

### (a) Eligibility

A Director:

- I. shall be eighteen (18) or more years of age;
- II. shall not be 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:

- I. The affairs of the Association shall be managed by a Board, which consists up to a maximum of 15 elected Directors and 1 appointed Director.

### (c) Term of Office:

- I. The Directors shall be eligible to be elected or appointed for terms of one (1) year each.
- II. The term of all incumbent Directors at the date of adoption of this Constitution shall expire and terminate by special resolution of the Board following the Annual General Meeting prior to June 30th that follows said meeting.

### (d) Change in Number of Directors:

- I. 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.

9.2 Board Positions: The Board shall consist of the following;

- (a) Past President - (immediate)
- (b) President - Elected - one (1) year term
- (c) Vice President - Elected - one (1) year term
- (d) Treasurer - Elected - one (1) year term
- (e) Secretary - Elected - one (1) year term
- (f) MFMHA Executive (max 14) including Directors

9.3 Election Procedures:

The Nomination Committee will post a Notice requesting applications for members to be considered as a director for MFMHA. This notice must be posted at least 60 days prior to the annual meeting. The notice is to be posted at the arena and on the MFMHA website.

Requests to be considered as a director will be closed 30 days prior to the Annual meeting.

The nominating committee will have a list of members whom wish to run for director for MFMHA. This list will be put forth at the annual meeting.

If there are more members, on the list, running for positions than the number required, as per 9.2, then voting will be required to fill the positions.

If there is the exact number of members, on the list, running for positions as are required, as per 9.2, they shall be acclaimed.

If there are fewer members, on the list, running for positions than the number required as per 9.2, they shall be acclaimed. At that time additional nominations may be taken from the floor. Voting will be done, if required, for these additional nominations only.

9.4 Vacancies:

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.

9.1 Termination

(a) Absenteeism

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

(b) Resignation

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

## **10. BOARD RESPONSIBILITIES**

## 10.1 Governance:

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

## 10.2 Board Meetings

### (a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than ten (10) times per year.

### (b) Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business 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 and previous past meeting minutes 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 50% plus one Directors. No business of the Board shall be transacted in the absence of a quorum.

## 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

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.

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

#### 10.12 Confidentiality

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

#### 10.13 Rules of Operation

Notwithstanding any other provision contained in this Constitution, the Board shall have the power to pass without any confirmation or ratification by the members of the Association all necessary rules and regulations as they deem expedient related in any way to the operations of the Corporation, including, without limitation, the conduct of its members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with this Constitution. Such prescribed rules and regulations shall have force and effect until the next Annual General Meeting when they shall be confirmed. In the event of default of confirmation at such Annual General Meeting the regulations shall, at and from that time, cease to have force and effect.

#### 10.14 Bankruptcy

Any director who declares bankruptcy or who is an undischarged bankrupt, while a director, shall disclose this to the Board of Directors at the next regularly scheduled Board meeting. If this director is unable to attend the next regularly scheduled Board meeting they must contact the President in advance of that meeting. Failure to disclose the bankruptcy or status as an undischarged bankrupt may result in removal as a director from the Board.

A director while in the process of bankruptcy or as an undischarged bankrupt will not be able to hold any position, either within the association or on the Board, that involves the handling of money or control of the associations assets. This includes, but is not limited to, President, Vice-President, Secretary, Treasurer, Gate and Timekeeper Assignor.

Once the director becomes a discharged bankrupt they need to show the appropriate paperwork to the President so that the Board may be notified of the change in status.

### 11. RESPONSIBILITIES OF DIRECTORS

#### 11.1 Elected/Appointed Directors:

- (a) The Elected Directors shall be the President, Vice-President, Treasurer, Secretary, Ice Scheduler, Town Contact Boys, and Town Contact Girls.
- (b) If unable to fill above positions, the Board of directors may appoint outside the Board.

#### 11.2 Assistants to Directors

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

#### 11.3 Eligibility for Director

- (a) The President and Vice President must have served on the Board for at least two (2) years immediately prior to election to either of these positions.

- (b) The Association shall endeavour to nominate as Treasurer a Director who has employment experience and skills in accounting procedures.

#### 11.4 Term of Office

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

#### 11.5 Termination of Directors

(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

A Director 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 a Director is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Director from among the current Board of Directors.

The Board shall fill vacancies in other Offices for the balance of the unexpired terms from among those eligible to serve.

## 12. COMMITTEES OF THE BOARD

#### 12.1 Standing Committees

The following committees shall be Standing Committees of the Board:

- Executive Committee
- Tournament
- Nominations and Elections Committee
- Registration Committee
- Fundraising Committee
- Coaching Committee
- Grievance Committee

12.2 Nothing in this constitution shall be construed to limit the ability of the Directors and Membership of the Association from abolishing or creating Standing Committees by resolution 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-President, the Secretary, the Treasurer, and the Past President and shall be responsible

for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.

(b) The Executive Committee shall:

- I. during the intervals between the Board Meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board Meeting;
- II. review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for Resolution;
- III. present a report regarding the activities of the Executive Committee to the Board;
- IV. recommend policy to the Board regarding management and administrative issues related to the Association;
- V. deal with any other matters assigned to it by the Board or by the President.

#### 12.4 Nominations and Elections Committee

(a) The Nominations and Elections Committee shall consist of three Directors members as appointed by the Board.

(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 Constitution;
- III. present a report regarding Nominations and Elections to the Board;
- IV. recommend policy to the Board regarding Nominations and Elections.

#### 12.5 Equipment Committee:

(a) The Purchasing and Equipment Committee shall be chaired by the Equipment Chairperson and shall consist of two (2) Directors as appointed by the Board.

(b) The Equipment Committee shall:

- I. maintain an inventory of all equipment owned by the Association;
- II. solicit bids and purchase hockey equipment, as required;
- III. maintain and repair all equipment owned by the Association;



- IV. solicit bids and arrange the purchase of awards;
- V. present a report regarding purchasing and equipment to the Board;
- VI. recommend policy to the Board regarding purchasing and equipment.

#### 12.6.1 Tournament Committee:

- (a) The Tournament Committee shall be chaired by the Tournament Chairperson and shall consist of any Directors as appointed by the Board.
- (b) The Tournament Committee shall:
  - I. recruit and train volunteers to perform the functions required for the tournaments for the Association
  - II. convene all OMHA sanctioned Tournaments
  - III. establish a tournament schedule
  - IV. submit a financial statement to the Treasurer following each Tournament
  - V. recommend policy to the Board regarding Tournaments

#### 12.7 Coaches Committee:

- (a) The Coaches Committee shall be chaired by the Coaches Chairperson and shall consist of three (3) Directors as appointed by the Board.
- (b) The Coaches Committee shall:
  - I. be responsible for receiving coaches applicants and selection of coaches
  - II. ensure all coaches have up to date certification credentials
  - III. receive and resolve any complaints and disputes to the satisfaction of the Board
  - IV. recommend policy to the board regarding Coaching

#### 12.8 Grievance Committee:

- (a) The Grievance Committee shall consist of three (3) appointed Directors of the Board.
- (b) The Grievance Committee shall:
  - I. preside over all written grievances as referred to it by the Board
  - II. resolve disputes to the satisfaction of the Board
  - III. recommend policy to the Board

#### 12.9 Fundraising Committee:

- (a) The Fundraising Committee shall be chaired by the Fundraising Chairperson and shall consist of any additional Director members appointed by the Board.
- (b) The Fundraising Committee shall:
  - I. recruit and train volunteers to perform the functions required for fundraising for the Association;
  - II. set up an accurate recording system covering income and disbursements relating to fundraising for delivery to the Treasurer;
  - III. actively pursue new fundraising projects;
  - IV. manage and supervise current fundraising endeavours;
  - V. present a report regarding fundraising to the Board;
  - VI. recommend policy to the Board regarding fundraising.

#### 12.10 Standing Committee Procedure

- (a) All 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 HC, the WOAA, the OWHA 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 as required during the 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.

#### 12.11 Sub-Committees and Ad Hoc Committees

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

## **13. EXECUTION OF DOCUMENTS**

### **13.1 Execution of Documents:**

The 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.

### **13.2 Books and Records:**

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

## **14. FINANCIAL YEAR**

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

## **15. BANKING ARRANGEMENTS**

### **15.1 Banking Resolution:**

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, 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.

### **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 Constitutions 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 Constitution requiring a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.

### **17.2 Omissions and Errors:**

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director 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 of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

### **17.3 Method of Giving Notice:**

Whenever under the provisions of this Constitution of the Association, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or Member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address of any Member, Director or Officer shall be his or her last address in the records of the Association.

## **18. PASSING AND AMENDING CONSTITUTIONS**

- 18.1 The Board **and a member in good standing** may recommend amendments to the Constitutions of the Association from time to time, to the Membership.
- 18.2 If the Board intends to discuss amendment of the Constitutions 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 Constitutions 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 Constitutions shall be given.

## **19. REPEAL OF PRIOR CONSTITUTIONS**

### 19.1 Repeal:

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

### 19.2 Proviso:

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

## **20. RULES OF PROCEDURE**

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

## **21. EFFECTIVE DATE**

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

The foregoing Constitution No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at in the Town of Mount Forest, Ontario, and at which a quorum was present on the sixteenth day of April, 2008.

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President  
Derek Bridgwater

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Secretary  
Kim Francis