

# CONSTITUTION AND BY-LAWS

## NIAGARA NORTH AAA ZONE ASSOCIATION Incorporated March 25, 2011

REVISED May 26 2021

### BY-LAW NO.1

A by-law relating generally to the conduct of the affairs of the Niagara North AAA Zone.

BE IT ENACTED as a by-law of the Niagara North AAA Zone as follows:

#### ARTICLE 1: DEFINITIONS

- 1.1 The following terms, when used in this document, shall have the following meanings:
  - 1.1.1. "Act" means the *Corporations Act*, R.S.O. 1990, c.38, as amended, or its successor legislation;
  - 1.1.2. "AGM" means annual general meeting of the Members;
  - 1.1.3. "Association" means Niagara North AAA Zone (or such other name as the Association may in the future legally adopt and register);
  - 1.1.4. "Board" means Board of Directors of the Association;
  - 1.1.5. "Centre" means a minor hockey association within the OMHA;
  - 1.1.6. "Centre Participants" shall mean those Centres within the Zone;
  - 1.1.7. "Zone" shall mean the Niagara North AAA Zone as designated by the OMHA, from time to time;
  - 1.1.8. "GCMHA" means Garden City Minor Hockey Association;
  - 1.1.9. "WNMHA" means West Niagara Minor Hockey Association
  - 1.1.10. "NOTLMHA" means Niagara-on-the-Lake Minor Hockey Association
  - 1.1.11. "JMHA" means Jordon Minor Hockey Association

- 1.1.12 “OMHA” means Ontario Minor Hockey Association;
- 1.1.13 “HC” means Hockey Canada (or such other name as Hockey Canada may in the future legally adopt);
- 1.1.14 “Director” means an individual who has been elected or appointed to the Board;
- 1.1.15 “HC” means Hockey Canada (or such other name as Hockey Canada may in the future legally adopt);
- 1.1.16 “Letters Patent” is the legal document prepared for government approval, which approval when granted gives “life” (corporate status) to the Association;
- 1.1.17 “Members” means all three classes of membership in the Association as more particularly set out in Article 6;
- 1.1.18 “Meeting of Members” means any meeting of the classes of membership set out in Article 7, either separately or in concert;
- 1.1.19 “Policies” means written statements governing issues affecting the affairs of the Association which have been considered and approved by the Board, from time to time, including any applicable code of conduct;
- 1.1.20 “Registered Player” means a player registered with the Association, paid up to date and playing with the Association;
- 1.1.21 “Special Resolution” means a resolution requiring 66.7% of votes cast to pass;

## ARTICLE 2: PURPOSE AND OBJECTS

- 2.1 The purpose and intention of the Association is to organize, develop and promote AAA amateur hockey in the Zone with each Member participating and exercising their right to vote with a view to the best interests of the Association irrespective of the Member's affiliation with any Centre Participant.
- 2.1 Subsequent to the date hereof, any additional Centre added to the Zone by the OMHA shall be subject to the provisions of this By-law No.1.
- 2.2 The Association shall promote, administer and improve organized AAA amateur hockey in the Zone by:
- a. Having and exercising a general care, supervision and direction over all participating Association activities; and
  - b. Fostering and encouraging the sport of hockey within the territory under its control;
  - c. Fostering community spirit among its members and all supporters;
  - d. Promoting the Association to other hockey organizations and affiliates, community sponsors, civic leaders and the community at large, and
  - e. Promoting keen sportsmanship and the development of healthy minds and bodies.

### 2.2.1 **Mission**

The Niagara North AAA Zone exists for the organization, administration and development of a AAA hockey program for the benefit of eligible resident players in which:

- 2.2.1.1 Eligible resident players have the opportunity to try out for AAA teams at the appropriate age level.
- 2.2.1.2 Rostered players have the opportunity to develop their hockey skills and athletic ability and compete at the highest level possible for their age group.
- 2.2.1.3 The Niagara North AAA Zone Hockey Association is recognized as an exemplary standard of good sportsmanship, high performance and fair treatment.

### **ARTICLE 3: REGISTERED OFFICE AND SEAL, FISCAL YEAR**

- 3.1 The registered head office and mailing address shall be PO Box 20023 Grantham, St Catharines, Ontario, L2M 7W7 and thereafter as the Association may decide, from time-to-time, by Special Resolution of the Members.
- 3.2 The corporate seal of the Association shall be in a form that the Board may by resolution adopt from time to time.
- 3.3 Unless otherwise ordered by The Board of Directors, the financial year of the Association shall terminate on the 31st day of March of each and every year.

### **ARTICLE 4: AFFILIATIONS**

- 4.1 The Association shall have the following affiliations:
  - 4.1.1 Hockey Canada (HC), Ontario Hockey Federation (OHF), Ontario Minor Hockey Association (OMHA);
  - 4.1.2 Garden City Minor Hockey Association (GCMHA), West Niagara Minor Hockey Association (WNMHA), Niagara-on-the-Lake Minor Hockey Association (NOTLMHA), Jordan Minor Hockey Association (JMHA)
  - 4.1.3 The Association shall operate in cooperation with the recreation, parks department and arena associations, as the case may be, of the Centre Participants.

### **ARTICLE 5: FINANCES**

#### **5.1 Revenues**

Association revenues shall be acquired through methods approved by the Executive which may include:

- 5.1.1 fees for player registrations;
- 5.1.2 periodic dues for members;
- 5.1.3 assessments for teams and/or members;
- 5.1.4. revenues from sale of products with the Association trade -marks and/or symbols;

5.1.5. revenues from fund raising events/programs;

5.1.6. revenues from Sponsors & for Sponsorship programs — both Corporate and Private;

5.1.7. revenues from donations/bequests; and/or

5.1.8 any other method approved by the Executive.

## **5.2 Audit**

Proper financial records shall be maintained by the Treasurer and may submitted to an independent Chartered Accountant who may be retained to provide an audit opinion on the financial statements which shall be subject to approval by the Executive and a quorum of members in attendance at the Annual General Meeting (AGM).

## **ARTICLE 6 - CLASSES OF MEMBERSHIP, TERMS AND ELIGIBILITY**

There shall be three (3) classes of Membership in the Association:

### **6.1 Active Membership**

Active Members shall consist of all Directors, conveners, coaches, managers and trainers appointed for the current season, and all registered players who are at least eighteen (18) years of age. Subject to Section 6.7, Members in this classification shall be entitled to one vote per person at any Meeting of the Members.

### **6.2 Parent/Guardian Membership**

Parent/Guardian Members shall consist of all parents or legal guardians of players registered on the Zone teams, under the age of eighteen (18) years of age. Subject to Section 6.7, Members in this classification shall be entitled to one vote per eligible registered player at any Meeting of the Members. Where an eligible registered player has two parents or legal guardians, only one (1) vote shall be cast with respect to said eligible registered player.

### **6.3 Honourary Membership**

May be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated by any

Member at a Meeting of the Members or a meeting of the Board and such nomination to have effect, must be confirmed by a majority vote of the Board or the Members (where such nomination is proposed at a Meeting of Members. Honourary Members shall have no vote.

#### 6.4 **Membership List**

A list of current Members shall be maintained 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 Members.

#### 6.5 **Membership Year**

Unless otherwise determined by the Board, every Membership, other than Honourary, shall commence on or after the 1<sup>st</sup> day of May in each year, and shall lapse and terminate immediately after the AGM held in the next year following the year on which such Membership commenced.

#### 6.6 **Termination**

Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death;

Members whose fees are in arrears for a period of three (3) months may be suspended from Membership and shall not be permitted to vote or hold office in the Association. The Treasurer shall inform those concerned of this suspension, in writing;

Members whose conduct is considered, by the Board, to be detrimental to the Association shall be expelled from the Association. The President shall inform those concerned of this expulsion, in writing by email AND registered mail.

#### 6.7 **Membership Fees**

Registration fees shall be prescribed by the Board. Fees for any unexpired term are non-refundable, subject to the discretion of the Board.

#### 6.8 **Record Date**

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

## 6.9 **Right to Vote**

All Members shall be entitled to receive notice of and an invitation to attend the AGM. Only Active and Parent/Guardian Members/Current season coaches shall be entitled to vote at the AGM or such special Meeting of the Members, which may be called by the Board on its own motion or through a requisition of the Members, pursuant to Section 7.4.2 herein. One vote shall be given per family. In the case where a family has 2 or more players, the family shall be given a maximum of two votes.

## **ARTICLE 7 - MEETINGS OF THE MEMBERSHIP**

### 7.1. **Annual General Meeting**

The AGM shall be held each year within the 1<sup>st</sup> fifteen days in May at a time, place and day determined by the Board.

#### 7.1.1 Business to be Transacted at the Annual General Meeting

7.1.1 The following business shall be transacted at the AGM:

7.1.2 Approval of the agenda;

7.1.3 Approval of the minutes from the previous meeting of the Membership;

7.1.4 Receiving written reports of the activities of the Association for the preceding year;

7.1.5 Receiving information regarding the planned activities of the Association for the current year;

7.1.6 Consideration of any proposed amendments to the Letters Patent or By-Laws of the Association; and

7.1.7 Any other matter properly referred to the Secretary in writing by any Member on or before 6 p.m. no later than 30 days prior to the date of the AGM, unless otherwise authorized by the President.; and

7.1.8 Election of the new Board.

### 7.2 **Passing and Amending By-laws**

- 7.2.1 The Board and any Member in good standing may recommend amendments to the By-laws of the Association to the Members from time to time. A By-law or amendment to a By-law recommended by the Board shall be presented for adoption at the next AGM of the Association. The notice of such AGM shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the AGM.
- 7.2.2 All Members in good standing shall have access to any proposed amendments to the By-laws twenty (20) days prior to the AGM at a place as stated in the original meeting notice.
- 7.2.3 A motion to amend the By-laws recommended by the Board or proposed by a Member at a Meeting of Members called for that purpose must be approved by a two-thirds (2/3) vote of the Members present and voting at such Meeting of Members.
- 7.2.4 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 at least thirty (30) days prior to the AGM. Any amendment must be accompanied by a written reason supporting the change.

### 7.3 **Special Meeting of Members**

In addition to the AGM referred to herein, a special meeting of the Members may be called at any time by The Board or:

- 7.3.1 On requisition to the Board, signed by at least 10% of all Members of the Association, specifying the nature of the business to be discussed at such Special meeting. Within ten (10) days of receiving such requisition, the Board shall provide notice to the Membership of time, date and place of such special meeting.

#### 7.3.2 Business at Special Meeting

Only the business specified in the notice of the special meeting shall be transacted at that meeting.

### 7.4 **Notice**

Notice of any Meeting of Members shall, at least twenty (20) days prior to the AGM, notice of time, date, place and agenda of such meeting shall be:



7.4.1 Posted on the Niagara North website

## 7.5 **Error or Omission in Notice**

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

## 7.6 **Quorum**

A quorum for any Meeting of Members shall be a minimum of ten (10) Members eligible to vote and present in person. In the absence of a quorum, no business shall be transacted except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess

## 7.7 **Voting Procedure**

7.7.1 A simple majority (50% +1) of the votes cast by Members entitled to vote, unless otherwise required by the Act or the by-laws of the Association, shall decide every question proposed for consideration at Meetings of Members;

7.7.2 The Chair presiding at a meeting of Members, shall not be entitled to a second and casting vote; A tie vote, therefore, is deemed to be negative.

7.7.3 At meetings of Members and unless otherwise specified herein, every question shall be decided by a show of hands, unless a specific vote count or 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, 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 of votes recorded in favour or against the motion.

## 7.8 **Proxies**

Proxies will not be permitted. Members must be present in person at any Meeting of Members in order to exercise their voting rights in relation to matters coming before any Meeting of Members.

## 7.9 **Adjournments**

Any meeting of The Association may be adjourned at any time. Such business that may have been transacted at the original adjourned meeting may be transacted at the proceeding meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made because no quorum is present.

## 7.10 **Chair**

In the absence of the President and Vice-President, the Members present and entitled to vote at any Meeting of Members, 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.

## **ARTICLE 8: BOARD OF DIRECTORS**

### 8.1. **Composition**

Eligibility: A Director shall:

- 8.1.1 Be at least eighteen (18) years of age;
- 8.1.2 Not be an undischarged bankrupt or of unsound mind;
- 8.1.3 Be a Member in good standing of the Association or a member of one of the Centre Participants (as that term is defined in their respective bylaws or constitutions, as the case may be);
- 8.1.4 Remain a Member in good standing of the Association throughout his term of office; and
- 8.1.5 Shall receive a clear police screening report from the police force having jurisdiction where the Director resides.

### 8.2. **Number of Directors**

The affairs of the Association shall be managed by a Board which shall consist of three (3) elected Directors, the Immediate Past President and four (4) appointed Directors, one to be appointed by each of the Centre Participants. Should the

number of Centre Participants increase or decrease beyond or below four (4), the number of appointed Directors will increase or decrease commensurately.

Each Participant Centre may appoint an alternate to represent the participant centre in order to ensure representation at each meeting. If a Participant Centre appoints an alternate, the appointed Director and the alternate have only one vote.

The Registrar, Treasurer and Director of Development are appointed positions with full voting rights.

### 8.3. **Term of Office**

8.3.1. Unless removed by the Members pursuant to a Special Resolution pursuant to Article 7.6, each elected Director shall hold office for a period of two (2) years and shall cease to be a Director at the AGM held on or about the second (2<sup>nd</sup>) anniversary date of the Director's election. An appointed Director shall cease to hold office at such time as their replacement has been appointed by their respective Centre Participant.

8.3.2 The President shall be subject to election every **EVEN** year, ie 2020. The Vice President and Secretary shall be subject to election every **ODD** year, ie 2021.

### 8.4. **Consecutive Terms**

No elected Director shall hold office for more than three (3) consecutive terms of two years, except in the event that there are insufficient candidates to elect a complete slate of Directors as contemplated by this By-law.

### 8.5. **Removal**

A Director may be removed from the Board, prior to the end of his/her term, if he has failed to fulfill his individual responsibilities of office or fails to actively pursue and promote the Objects and Mission of the Association.

Further and having established such an unacceptable circumstance of 'neglect of duty' the Executive shall, by Special Resolution moved, seconded and carried, with 66.7% of votes cast, at a special meeting of the Board—move a vote of no confidence and request the resignation of the member. The member so requested, who does not submit his/her resignation within 14 days, and does not appeal this decision to the Executive, through the secretary within 14 days of receiving notice, the Executive may at it's next meeting by motion — moved, seconded and carried, declare the position vacant and subsequently fill the position with a member who is qualified and willing to serve.

## 8.6. **Vacancies**

If an elected Director resigns or is otherwise removed, the Board may appoint a replacement Director. The replacement Director shall serve out the balance of the originally elected Director's term. This "serving out" term shall NOT count as one term served.

Notwithstanding the foregoing, if a Director appointed by a Centre Participant resigns or is otherwise removed, **ONLY** the Centre Participant shall have the authority to appoint a replacement Director. If the Centre Participant does not appoint a replacement, the seat shall remain vacant.

## **ARTICLE 9: PROCEDURE FOR ELECTION OF DIRECTORS**

### 9.1. **Nominations**

Nomination forms for the Board shall be available each year from the Secretary sixty (60) days prior to the AGM. A nomination form must be completed by all nominees and signed by two (2) nominators, who are Members of the Association. Nomination forms must be delivered to the Secretary no later than thirty (30) days prior to the AGM. If at the AGM, there are an insufficient number of nominees to fill the positions up for election; nominees can be solicited from the floor of the AGM.

### 9.2. **Nominees Listed**

Twenty (20) days prior to the AGM, the Secretary shall post on the Association website, an alphabetical list of all individuals who have been nominated for election to the Board together with the positions for which they have been nominated.

All such nominees shall be alphabetically listed on the ballot for election at the AGM. In the event nominations for Director are received from the floor at the AGM their names shall be added to the ballot prior to the election of the Directors.

All nominees must meet the eligibility requirements for Directors as outlined in Article 8.1.

### 9.3. Elections

The election of Directors shall be by secret ballot or by a show of hands as determined by the Chair, unless the number of nominees is less than or equal to the number of positions to be filled at the AGM, in which case such nominees shall be acclaimed as Directors.

The results of the election shall be communicated to the Members by the Chair. The results of the election (i.e. the votes cast in favour of each nominee) shall be recorded by the Secretary and maintained in the Association's records.

In the EVEN year when the President is up for election, the Past-President, if available, shall run the election for President.

## ARTICLE 10: BOARD GOVERNANCE AND PROCEDURE

### 10.1. Governance

The Board shall govern the Association in compliance with the objects, powers, by-laws and policies of the Association.

### 10.2 Board Meetings

#### 10.2.1 Regular Meetings

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

#### 10.2.2 Special Meetings

A special meeting of the Board may be called:

- 10.2.2.1 By the President, who may convene a special meeting of the Board on providing no less than four (4) days written notice to all Directors, which notification shall specify the nature of the business to be transacted at such meeting;

10.2.2.2 On written requisition to the Secretary of three (3) Directors, which requisition shall specify the nature of the business to be transacted at such meeting. Upon such receipt of such requisition, the Secretary shall convene on no less than four (4) days written notice to all Directors, which notification shall specify the matters contained in the requisition.

10.2.3 No error or omission in giving such notice for a meeting of Directors shall invalidate or make void any proceedings taken or had 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.

### 10.3 **Notice of Meetings**

Notice of all Board meetings be made by the Secretary by email to all Board members and posted on the Niagara North website. All Board meetings shall be open to Members and such other persons who may be invited by the Board.

### 10.4 **In Camera Meetings**

Notwithstanding the foregoing, the Board may recess to an in-camera session to:

10.4.1 Entertain and discuss and decide business matters and transactions which affect the character and/or reputation of a Member or other person; or

10.4.2 If the decision required is based on the character or reputation of a Member or other persons; or

10.4.3 When the business is such that the Association could be prejudiced by reporting of the business discussed in the private session.

No party, other than the Board, or a non-Board Member with the invitation of the Board, may attend an in-camera session. At such in camera session, the Board shall appoint as recording secretary, one of its Members, and all notes and recordings shall be maintained by said appointed Director, until the business matter is concluded and a resolution of the Board is made respecting same. All notes and records arising from such in camera session shall be assembled in one file and sealed and thereafter, be provided to the Secretary of the Association, for safe-keeping.

10.4.4 Every Director shall respect the confidentiality of matters brought before the Board in-camera.

#### 10.5 **Quorum**

A quorum for a Board meeting shall be a simple majority of the Directors. No business shall be transacted in the absence of a quorum.

#### 10.6 **Voting**

Each Director, present at a Board meeting, shall be entitled to one vote. The Chair shall not be entitled to a second or casting vote. A tie vote, therefore, is deemed to be negative.

A majority of the Directors present at a Board meeting shall decide every question. Every question shall be decided by a show of hands, unless a secret ballot is required by a Director present. A declaration by the Chair that a motion has been carried or defeated and an entry 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.

#### 10.7 **Remuneration**

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of the Director or for any service rendered to the Association, provided however, that the Directors shall be entitled to be reimbursed for their reasonable expenses incurred in the performance of their duties as Directors.

#### 10.8 **No Conflict of Interest**

Every committee member or director of a who directly or indirectly has an interest in a proposed contract or transaction with the Association shall make a full and fair declaration of the nature and extent of the interest at the meeting, and will refrain from voting or speaking in debate on such contract or transaction; and will refrain from influencing the decision on such contract or transaction. Further, the Director shall not be counted in the quorum in respect of such a contract, transaction or other matter.

The declaration of a conflict of interest shall be made at the 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 that Board Meeting, his declaration of a conflict of interest shall be made at the next meeting held or after the committee member or director assumes the office.

If the affected Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Article, the affected Director is not accountable to the Association for any profit realized from the contract, transaction or other matter. If the affected Director fails to make such declaration, he/she shall be accountable to the Association and reimburse it for all profits realized from such contract, transaction or other matter.

#### 10.9 **Indemnification**

Every Director shall be indemnified and saved harmless by the Association from and against all costs, charges and expenses whatsoever that he/she sustains in or arising out of any action, suit or proceeding that is brought, commenced or prosecuted against him/her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her in or arising out of the execution of the duties of his/her office. Notwithstanding the foregoing, no Director shall be entitled to such indemnification for matters occasioned by his/her own willful misconduct or gross misconduct.

#### 10.10 **Insurance**

The Association shall purchase Directors and Officers errors and omissions liability insurance, in such amounts as the Board may from time to time determine.

#### 10.11 **Regulations and Rules**

Subject to the Act, Letters Patent and this by-law, and the applicable HC, OHF and OMHA bylaws, regulations, policies and guidelines, the Board shall have the power to pass, without any confirmation or ratification by the Members of the Association, policies, regulations and rules dealing with the following matters:

- 10.11.1 Creation and appointment of permanent and/or *ad-hoc* committees, including the composition and mandate of those committees;
- 10.11.2 Regulation of the play of AAA hockey within the Zone including the development of governing policies and protocols;
- 10.11.3 Coach qualification and selection for all AAA teams within the Zone;
- 10.11.4 Player and team official registration;
- 10.11.5 Third party contracts, concessions and Zone sponsorships;
- 10.11.6 Team name and uniforms (on and off ice);



- 10.11.7 Discipline (player and team official);
- 10.11.8 Dressing room protocol;
- 10.11.9 Player and team official registration;
- 10.11.10 Third party contracts, concessions and Association sponsorships; and
- 10.11.11 Such further and other matters as the Board, acting reasonably, shall advise.

## **ARTICLE 11: DIRECTORS' AND OFFICERS' RESPONSIBILITIES**

The Board shall be comprised of the following:

### **11.1 Officers**

The officers of the Association shall be: President, Vice-President, Secretary Treasurer; and Immediate Past President (the Association's most recent previous President).

### **11.2 Directors**

Four (4) Directors, one appointed from each of the Centre Participants

### **11.3 Elected Officers/Appointed Directors:**

11.3.1 The Elected Officers shall be the President, Vice-President, and Secretary.

11.3.2 The Appointed Directors shall be the appointees from each of the Centre Participants, the Registrar and the Director of Development.

### **11.4. Term**

Except as may otherwise be provided for herein, the elected Directors shall hold office until the close of the AGM held approximately two (2) years after the Directors were elected. Appointed Directors shall have no term limits.

## 11.5. Qualification for President and Treasurer

11.5.1 To qualify to run for President, the Member shall be currently serving or have previously served on the Niagara North Board for a minimum of two years prior to seeking election to be President.

11.5.2 The Association shall endeavour to nominate an individual as Treasurer who has an accounting designation, employment experience or skills in accounting practice and procedures.

## 11.6. Duties

### 11.6.1 President

The President shall:

11.6.1.1 Represent the Association in the community, the OMHA, the OHF, HC and such other organization with which the Association is affiliated;

11.6.1.2 Act as chair of the Board, the Executive Committee and at all Meetings of the Members;

11.6.1.3 Exercise general supervision of the Association in accordance with its bylaws and such policies, regulations and rules as determined by the Board;

11.6.1.4 Be an ex-officio Member of all committees (permanent and *ad-hoc*) of the Association;

11.6.1.5 Report regularly to the Board on matters of interest;

11.6.1.6 Delegate tasks as necessary;

11.6.1.7 Suspend teams, team officials or players, subject to ratification by the Board, which meeting shall be convened within three (3) days of suspension. The suspended team's officials or players shall be notified in writing of the suspension by the Secretary by means of fax, email or registered mail within forty-eight (48) hours of the suspension, the reason for the suspension, which notice shall include the appeal rights and the procedure to be followed. The OMHA Regional Executive Member for the individual or team so suspended, shall also be notified by the Secretary; and

11.6.1.8 Assist in the transition of duties to the incoming President; and

11.6.1.9 Such further and other matters as may be ancillary to the duties as set out

above.

## 11.6.2 **Vice-President**

The Vice-President shall:

- 11.6.2.1 Assume the duties of the President in the absence for any reason of the President or should the position of President become vacant during the President's term. In such case, the Vice-President shall fill the position of President for the remainder of the President's term. In such case, the Board shall appoint a new Vice-President;
- 11.6.2.2 Serve as the alternate delegate for the OMHA, and attend as many meetings as possible;
- 11.6.2.3 Oversee the complete operation of all Association teams;
- 11.6.2.4 Preside at all meeting of teams groups, which shall include all coaches and managers from the Association teams;
- 11.6.2.5 Serve as the liaison between the Association teams and the Board;
- 11.6.2.6 Prepare and report to the Board on the operations of the Association teams at all regularly scheduled Board meetings;
- 11.6.2.7 Assist in the scheduling and rescheduling of all games and practices;
- 11.6.2.8 Ensure that each team receives a copy of the Official Rule Book of HC and the OMHA Manual of Operations;
- 11.6.2.9 Enforce the Association's policies, rules and regulations;
- 11.6.2.10 Recommend to the President the suspension of teams, players and team officials, when such action may be required;
- 11.6.2.11 Inform the Ice Scheduler of the Association team requirements;
- 11.6.2.12 Assist in the transition of duties to the incoming Vice President; and
- 11.6.2.13 Carry out other duties as assigned by the Board or the President; and
- 11.6.2.14 Such further and other matters as may be ancillary to the duties as set out above.

### 11.6.3 **Treasurer**

The Treasurer shall:

- 11.6.3.1 Ensure adherence to and implementation of financial policies in the financial administration of the Association;
- 11.6.3.2 Ensure the submission of the books of account to the auditor of the Association at the end of the financial year;
- 11.6.3.3 Present a report of the auditor from the previous year and a projected financial position for the current year to the Membership at the AGM;
- 11.6.3.4 Provide financial statements at monthly Board Meetings;
- 11.6.3.5 Provide a list of registered Members in good standing when requested;
- 11.6.3.6 Evaluate, review, and recommend financial policy to the Board;
- 11.6.3.7 Ensure that all necessary and appropriate insurance has been purchased;
- 11.6.3.8 Assist in the transition of duties to the incoming Treasurer; and
- 11.6.3.9 Such further and other matters as may be ancillary to the duties as set out above

### 11.6.4 **Secretary**

The Secretary shall:

- 11.6.4.1 Record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute of law, the Letters Patent and By-Laws and the policies and procedures established by the Board or by the membership;
- 11.6.4.2 Post all minutes, once passed by the Board, on the Association website
- 11.6.4.3 Post any changes to the Association's By-Laws, policies or procedures;
- 11.6.4.4 Ensure the proper custody of the Association's corporate seal,

corporate minutes and resolutions and other corporate records and documents;

- 11.6.4.5 Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- 11.6.4.6 Recommend policy to the Board regarding internal and external communications of the Association;
- 11.6.4.7 Assist in the transition of duties to the incoming Secretary; and
- 11.6.4.8 Such further and other matters as may be ancillary to the duties as set out above.

11.6.5 **Registrar**

The Registrar shall:

- 11.6.5.1 Maintain the membership and team lists;
- 11.6.5.2 Register players with OMHA, HC and create and submit approved rosters to the Regional Director Member of the OMHA;
- 11.6.5.3 With the assistance of coaches and team managers, submit to the OMHA the Affiliated Players' Lists for each team and the Coaches-At-Large Roster for the Association;
- 11.6.5.4 Ensure that all bench staff are certified with HC through roster approval;
- 11.6.5.5 Coordinate and keep records of player registration;
- 11.6.5.6 Assist in the transition of duties to the incoming Registrar; and
- 11.6.5.7 Such further and other matters as may be ancillary to the duties as set out above.

11.6.6 **Immediate Past President**

The Immediate Past President shall:

- 11.6.6.1 Chair the Election of the President; if unavailable, the Vice President or another Director may Chair the Election of the President
- 11.6.6.2 Be available to assist any Director requiring assistance in the completion of his or her functions;
- 11.6.6.3 Such further and other matters as may be ancillary to the duties as set out above.

11.6.7 **Centre Participant Appointees**

Centre Participant Appointees shall:

- 11.6.7.1 Act as a liaison between his home centre and the Association and report matters of mutual interest to the Boards of both his home centre and the Association;
- 11.6.7.2 Facilitate the registration requirements of players from his home centre; and
- 11.6.7.3 Assist the Secretary/ Registrar by forwarding notices required by this By-Law to be distributed by his/her home centre for its minor hockey program.
- 11.6.7.4 Promote the zone to players and coaches in their respective centre.
- 11.6.7.5 Assist in the nominations of coaches and administrators for the Zone Board.

**ARTICLE 12: STANDING COMMITTEES**

12.1 **Establishment of Standing Committees**

The Board shall have the right to establish *ad-hoc* or permanent standing committees to address such issue or issues as it may from time-to-time deem necessary and appropriate.

12.2 **Committee Mandates & Composition**

All committee appointments shall be proposed by the President and reviewed by and approved by the Board. All committees shall have the right to set their own internal rules and procedures in the carrying out of the mandates as set out below.

- 12.2.1 The Board of Directors shall determine the authority and jurisdiction of each committee.
- 12.2.2 Save and except where authorized by The Board of Directors, no committee shall have the power to act for or on behalf of The Association or otherwise commit or bind The Association to any course of action. Committees shall only have the power to make recommendations to The Board of Directors, or to the members, as the board may, from time to time, direct.
- 12.2.3 Where a team/committee manages, receives, disburses or maintains any funds, the funds shall be set aside by the team/committee in a bank account operated by the team/committee, but such funds are at all times the property of The Association, for which the team/committee is at all times accountable to The Treasurer of The Association and which funds by special resolution of The Board of Directors shall be transferred to The Treasurer of The Association within ten (10) days of the date of special resolution.

### **12.3 Coaches Selection Committee**

The Coaches Selection Committee shall:

- 12.3.1 Be Chaired by the Vice President. Members shall include the Director of Development and at least two Members as determined by the Chair
- 12.3.2 Review all applications submitted for head coaching positions of a Representative Team, together with the applicant's experience, qualifications, previous coaching record and history;
- 12.3.3 Send out and review the parent questionnaire and the coaching staff evaluation. Based on the foregoing together with an interview with each applicant, the committee shall nominate a candidate for the head coaching position of a Representative Team to the Board. The Board shall thereafter confirm such recommendation, unless in the opinion of the Board, the recommended candidate will not uphold the stated objectives of the Association. In the event the Board fails to confirm the nominee proposed by the committee, the committee shall provide the name of a further nominee for consideration.

## **ARTICLE 13: TRANSACTION OF THE AFFAIRS**

### **13.1 Execution of Documents**

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

### **13.2 Books and Records**

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping with the Secretary of the Association. At the conclusion of the yearend of the financial reports, committee reports, and Board minutes are to be filed in the Association's office.

### **13.3 Banking Resolution**

The Board shall designate, by resolution, the Directors (minimum of two (2)) and other persons authorized to transact the banking business of the Association or any part thereof, with the bank, trust company, or other financial institution 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:

- 13.3.1 Operate the accounts of the Association with a bank or a trust company;
- 13.3.2 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;
- 13.3.3 Issue receipts for and orders relating to any property of the Association;
- 13.3.4 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.

### **13.4 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 Director or Directors, 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.

### **13.5 Rules of Procedure**

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 Bylaws or other governing documents or laws affecting the Association.

## **ARTICLE 14: BORROWING BY THE ASSOCIATION**

### **14.1 Borrowing Power**

Subject to the limitations set out in the Act, the regulations hereunder, Letters Patent, Supplementary Letters Patent, By-Laws, policies or procedures of the Association, as the case may be, the Board may by resolution authorize the Association to:

14.1.1 Borrow money on the credit of the Association;

14.1.2 Issue, sell or pledge securities of the Association; or

14.1.3 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.

### **14.2 Borrowing Resolution**

From time to time, the Board may authorize any Director 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 to 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.

## **15. Dissolution**

If at any time, The Association shall cease to carry out the aims and objectives as herein stated, all assets and property held by it, whether in trust or otherwise, shall, after payment of its liabilities, revert to the succeeding minor hockey association; or, if no organization is in existence at that time, such assets shall be sold by public auction and the net proceeds from the sale shall be paid to such charitable organization as The Board of Directors may in their sole and absolute discretion decide upon.

**ARTICLE 16: EFFECTIVE DATE**

16.1 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 No. 1, is hereby enacted, sanctioned, confirmed and approved without variation by the affirmative vote of the Members held this 6<sup>th</sup> Day of May 2020.

\_\_\_\_\_SEAL

Name: Jim Craig

Title: President  
Niagara North AAA Zone Hockey Association

\_\_\_\_\_SEAL

Name: Kathy Ditto

Title: Secretary  
Niagara North AAA Zone Hockey Association Hockey

\_\_\_\_\_SEAL

Name: Luke Pignataro

Title: Treasurer  
Niagara North AAA Zone Hockey Association