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**BARRIE AAA ICEMEN Inc.**

**Constitution and By-Laws**  
Amended May 2010

**BYLAW #3**

BARRIE AAA ICEMEN INC.  
CONSTITUTION AND BY-LAWS

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### **BY-LAW NO. 3**

A by-law relating generally to the conduct of the affairs of the Barrie AAA Icemen Inc.

BE IT ENACTED as a by-law of Barrie AAA Icemen Inc 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 Barrie AAA Icemen Inc.(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 appointed to the Board of Directors of the Association;
  - (f) "Letters Patent" means the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
  - (g) "Officers" means the individuals who hold the offices enumerated in Article 11;
  - (h) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
  - (i) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
  - (j) "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) "Members" means all classes of membership in the Association as provided for in section 5.
  - (l) "the BGC Executive Committee" means the Board of Directors of the corporation, delegates appointed by a centre, the officers of the corporation and those appointed to the positions as set out in section 11.
  - (m) "AAA hockey" means the highest level of minor hockey available to those playing hockey within a center at a level below junior hockey;
  - (n) "Barrie AAA Zone" or "Barrie Zone" means the geographic zone established by the OMHA as amended from time to time for the playing of AAA hockey;

- (o) "Center" or "Centers" refers to those accredited OMHA hockey associations that the OMHA designates as being within the Barrie AAA Zone now or at any time in future;
  - (p) "Centre Representative" is the person appointed by each member Association to represent them on the Executive Committee.
  - (q) "Registered player" is a player qualified to play in the Barrie Zone by OHF and OMHA regulations and has, in addition, completed and maintained all registration requirements of the Association.
- 1.2 All terms defined in the Corporations Act have the same meaning in this By-law and all other By-laws and Resolutions of the Association.

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

- 2.1 The Corporate Seal of the Association shall be in such form as the Board may by resolution from time to time adopt, and shall be entrusted to the Past Chairperson of the Association for its use and safekeeping.
- 2.2 The registered head office of the Association shall be in the in the City of Barrie, 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.

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

- 3.1 To promote, foster and encourage the development of AAA hockey among all its centers by establishing policies by which AAA hockey will be operated in the Barrie Zone consistent with the objects of the Corporation.
- 3.2 To create and maintain a foundation conducive to the continual support and development of the highest competitive level of youth hockey and team oriented life skills;
- 3.3 To recognize the integrity of the Centers playing within the Zone and to confirm their authority over players playing within their boundaries, except as amended by this bylaw except that any center not appointing a delegate to the BGC Executive Committee will nevertheless be subject to the rules of the OMHA, the OHF, this bylaw and the policies and procedures established by the BGC Executive Committee as they relate to the registration fees and play of AAA hockey in the Barrie Zone.
- 3.4 To facilitate communication, goodwill and co-operation among all centers within the zone.
- 3.5 To provide an opportunity and to encourage all players of all centers to play AAA hockey.
- 3.6 To encourage volunteers in all centers to participate as coaches, managers, trainers, parents and generally promoters of AAA hockey within the zone.
- 3.7 To instil in all players, coaches, managers and members associated with the Barrie AAA Icemen good sportsmanship, correct and proper behaviour on and off the ice, respect for authority and team play;

- 3.8 To ensure that the rules and regulations of the OMHA and the OHF are observed and, in particular, that all team officials, players and centers abide by the AAA Zone Governing Policy of the OMHA.
- 3.9 The Association shall be operated without the purpose of financial 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 objective.

#### **4. AFFILIATIONS**

- 4.1 The Association shall have the following affiliations:
- (a) The Association shall be a member of the OMHA; and,
  - (b) (b) The Association shall operate in affiliation with the member centres that consist of the Barrie Zone: Barrie, Beeton, Essa, Innisfil, Stayner and New Tecumseth (TNT).

#### **5. CLASSES OF MEMBERSHIP**

- 5.1 There shall be six (6) classes of Membership in the Association:
- (a) Active Membership;
  - (b) Parent/Guardian Membership;
  - (c) Honorary Lifetime Membership.
  - (d) Past previous executive committee.
  - (e) Centre Rep's.
  - (f) Registered player.

#### **6. TERMS OF MEMBERSHIP, ELIGIBILITY and VOTING ELIGIBILITY**

6.1 Terms and Eligibility

(a) Active Membership:

Active Members shall include, all elected or appointed Directors or officials, and all convenors, coaches, managers and trainers appointed for the current year, 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 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 and, by invitation, meetings of the Board and 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 members meetings and by invitation, meeting of the Board and Committees of the Barrie AAA Icemen Inc.

(d) Past Previous Executive Committee

Those who were members of the immediately preceding BGC Executive Committee are members of the Association for the immediately succeeding year and, unless otherwise a member, for no period beyond the immediately succeeding year.

(e) Centre Rep's:

Each center will appoint a person as its delegate who is or who will make themselves familiar and fully cognizant of the rules and regulations governing AAA hockey as established by the OMHA and the OHF. The delegate will then be a member of the BGC Executive Committee.

(f) Registered Players

For purposes of this by-law a parent/guardian of a registered player may not vote at any meeting of the association unless the registered player is in good standing with the Association at the time of such vote.

6.2 Membership List:

Subject to Section 6.7 herein, the Administrator 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 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 Administrator 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 Administrator 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. 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 and Parent/Guardian Members shall be entitled to notice of and to vote at all Meetings of Members of the Association.

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 themselves 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.

#### 6.7 Record Date

Individuals, who are Members of the Association at least 35 days in advance of any General Meeting (which includes the Annual 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 not later than June 15th, 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;

- a) approval of the agenda;
- b) approval of the minutes of the previous Meeting of the Membership;
- c) receiving reports of the activities of the Association during the preceding year;
- d) receiving information regarding the planned activities of the Association for the current year;

- e) receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;
- f) appointment of the Auditor for the ensuing year;
- g) consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- h) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Administrator in writing on or before 6:00 p.m. on April 15th, 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 as set 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 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 posted in at least one (1) newspaper or on the Barrie AAA Zone Hockey website at least ten (10) 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 posted in at least one (1) newspaper or on the Barrie AAA Zone Hockey website within at least ten (10) 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 15 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 Chairperson and the Vice-Chairperson(s), 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 bankrupt or of unsound mind;
  - (iii) shall be a Member of the Association at the time of his or her election or appointment;
  - (iv) shall remain a Member of the Association throughout his or her term of office.
- b) Number of Directors:  
The affairs of the Association shall be managed by a Board, which consists of four (4) elected Officers and appointed Directors.
- c) 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 OFFICERS

### 9.1 Nominations:

The election of Officers shall take place at the Annual General Meeting of the Membership. No election or appointment of a Board Member is effective without consent given in writing prior to the election or appointment. A nomination will be accepted in writing to the Nomination Committee Chairperson.

### 9.2 Board Positions:

The Board shall consist of the following;

- a) Past Chairperson - (immediate)
- b) Chairperson - Elected - two (2) year term
- c) Vice Chairperson Hockey Operations - Elected - two (2) year term
- d) Vice Chairperson Administration - Elected - two (2) year term
- e) Vice Chairperson Finance & Registration - Elected two (2) year term
- f) Appointed Directors
- g) Centre Representatives
- h) Executive Director

Note : The Chair and Vice Chair Administration will be elected in one year and the Vice Chair Hockey Operations and Vice Chair Finance will be elected in alternating years

### 9.3 Election Procedures:

A listing of individuals who have been nominated will be posted at the AGM prior to the election. Nominations may also come from the floor at the Annual General Meeting.

### 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.

### 9.5 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 Special 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 eight (8) consecutive Board

Meetings shall be deemed to be a resignation of the said Director from the Board.

(c) Resignation

A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the Chairperson 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 Chairperson or, in his or her absence, the Vice-Chairperson, 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 Chairperson or a Vice-Chairperson in the absence of the Chairperson or on petition in writing to the Administrator 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 2/3 of 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 a minimum of either:

- a) six (6) board members or
- b) all elected officers.

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

10.10 A: No member of any board or committee and no member of the Association entitled to vote on a matter, may vote if such member has a conflict of interest as defined by this subsection in the subject matter pertaining to the vote. A conflict of interest is deemed to arise for a voting participant in any of the following cases:

- a) In making a decision on any matter, the board or committee would affect a financial or economic interest of that voting participant, not common to the membership as a whole,
- b) a decision made would directly or indirectly affect a team for which his child plays to the exclusion of other teams;
- c) a decision made would directly or indirectly affect the voting participant's child but not affect all other children in the Association;

- d) if the BGC Executive Committee determines by majority vote that such member has a conflict of interest in any matter concerning which the member has a right to vote.

10.10 B Conflicts of interest will be dealt with as follows:

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.

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.

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.

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.

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.

10.12 Confidentiality

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

**11. OFFICERS & DIRECTORS RESPONSIBILITIES**

11.1 Elected/Appointed Directors:

a) The Elected Officers of the corporation are the Chairperson, the Vice Chairperson of Hockey Operations, the Vice Chairperson of Finance/Registration and the Vice Chairperson of Administration who will also act as Administrator of the Association until the Board appoints an administrator. If elected pursuant to this by-law, the Officers so elected are deemed to be duly elected Officers of the Corporation.

b) The Appointed Directors shall be the Hockey Technical Director, Ice Convenor, Treasurer, Registrar, Sponsorship, Equipment Manager, Risk Management and any others as deemed necessary by a 2/3 majority of the BOD They should be appointed by the BGC Executive Committee following the Annual General Meeting.

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.

The Board may hire and pay an Executive Director whose responsibilities and terms of employment are set out in this Bylaw. The terms of the employment contract including hours of work, compensation, benefits, duties, job performance reviews, and all matters pertaining to the employment of the Executive Director will be as set by the Executive Committee.

In addition the Board may hire consultants or specialists on an as required basis to complete work of a temporary nature.

11.3 Eligibility for Office:

a) To be eligible to run for election to the position of Chairperson, unless otherwise provided in this bylaw, a candidate must have been a member of the BGC Executive Committee in at least one of the two previous seasons.

b) To be eligible to run for election to the position of a Vice Chairperson, a candidate must have one of the following qualifications:

i) In any of the previous two (2) seasons, they must have been a member of the BGC Executive Committee;

ii) In any one (1) of the previous two (2) seasons, they must have been a Manager or a carded Coach of a hockey team of the Association.

11.4 Term of Office

The elected Officers and appointed Directors shall hold Office until the Annual General Meeting held approximately two (2) years 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 Chairperson 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 thirty (30) days for the purpose of selecting a replacement Officer from among the current Board of Directors.

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

11.7 Responsibilities of Officers & Directors

a) Chairperson:

The Chairperson shall:

- i) represent the Association in the Community;
- ii) act as Chair of the Board, the Executive Committee, and at all Meetings of the Membership;
- iii) exercise general supervision of the Association in accordance with Policies determined by the Board;
- iv) be a non-voting Member of all committees and sub-committees of the Association,;
- v) report regularly to the Board on matters of interest;
- vi) delegate tasks as necessary.
- vii) be the primary contact for the OMHA

b) Vice Chairperson Hockey Operations:

The Vice-Chairperson Hockey Operations shall:

- i) assume the duties of the Chairperson in the absence for any reason of the Chairperson;
- ii) 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;
- iii) be available to assist any Director requiring assistance in the completion of his or her functions;
- iv) be the primary contact for the OMHA.;
- v) ensure that each convenor receives a copy of the Referees rule book and OMHA Manual of Operations.
- vi) carry out duties as assigned by the Board, the Executive Committee or the Chairperson;

c) Vice Chairperson Finance:

- i) To conduct and oversee all proper procedures and policies followed in relation to all financial matters pertaining to the Association including but not limited to banking, financial records, budgets, setting of registration fees, tryout fees, fundraising budgets for all teams and any other fiscal or financial matter;

- ii) To oversee all fundraising activities of the Association in accordance with all policies and procedures including but not limited to souvenir purchases, team apparel sales, and any other type or kind of fundraising activity undertaken by the Association;
  - iii) to attend and vote at all meetings of the BGC Executive Committee.
- d) Vice Chairperson Administration:
- i) to ensure that all player and team registrations are completed and filed with the OMHA, the ETA and all member centres and that all appropriate registration fees are collected and remitted in relation to same;
  - ii) to conduct any other business or administration of the Association as directed by the BGC Executive Committee from time to time in accordance with its policies and procedures.
  - (iii) to attend and vote at all meetings of the BGC Executive Committee.
- e) Treasurer:
- The Treasurer shall:
- i) ensure adherence to and implementation of financial Policies in the financial administration of the Association;
  - ii) ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;
  - iii) present a Report of the Auditor from the previous year and a projected financial position for the current year to the Membership at the Annual General Meeting;
  - iii) evaluate, review and recommend financial policy to the Executive Committee and to the Board;
  - v) chair the Budget Committee;
  - vi) carry out duties assigned by the Board, the Executive Committee or the Chairperson.
- c) Administrator:
- The Administrator shall:
- 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) ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
  - iii) be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
  - iv) recommend policy to the Board regarding internal and external communications of the Association;
  - v) ensure that all necessary and appropriate insurance has been purchased;
  - vi) maintain the membership list referred to in Section 6.2;
  - vii) carry out duties as assigned by the Board, the Executive Committee or the Chairperson.

e) Past Chairperson:

The Past Chairperson shall:

- i) chair the Nominations and Elections Committee;
- ii) be available to assist any Director requiring assistance in the completion of his or her functions;
- iii) carry out other duties as assigned by the Board, Executive Committee, or the Chairperson.
- iv) The past chairman will be a voting member of the BGC Executive Committee and be entitled to attend all meetings of the Association and the BGC Executive Committee

f) Risk Management Director:

The Risk Management Director shall:

- i) implement and enforce all OMHA Risk Management Programs;
- ii) establish and maintain procedures with respect to clearance of all volunteers required to complete a police report;
- iii) carry out volunteer screening as per policy and guidelines;
- v) assist as requested with implementation of Risk Management Programs;
- vi) carry out other duties as assigned by the Board, Executive Committee, or the Chairperson.

g) Hockey Technical Director:

The Technical Director shall:

- i) be responsible for establishing, implementing and evaluating on ice and off ice technical development programs;
- ii) recruit and train volunteers to perform the functions required for technical development;
- iii) act as the Head Coach of the Association and be responsible for the procedures of recruiting, interviewing and recommending coaches and other team staff for all teams of the Association;
- iv) liaise with the Referee In Chief;
- v) liaise with the OMHA concerning the coach mentor program;
- vi) carry out other duties as assigned by the Board, Executive Committee, or the Chairperson.

## **12. COMMITTEES OF THE BOARD**

### **12.1 Standing Committees:**

The following committees shall be Standing Committees of the Board:

- a) Executive Committee;
- b) Hockey Operations Committee;
- c) Budget Committee;
- d) Nominations and Elections Committee;
- e) Ice Scheduling Committee;
- f) Purchasing and Equipment Committee;
- g) Registration Committee;
- h) Sponsorship Committee,
- i) Risk Management Committee
- j) Special Projects
- k) Referee 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 Chairperson, shall consist of the Vice-Chairpersons, the Directors 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) 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 Chairperson.

12.4 Hockey Operations Committee:

- a) The Hockey Operations Committee shall consist of the Vice Chairperson Hockey, as Chair, and shall consist of the Team Coaches and such others as the Vice Chairperson Hockey recommends to the Board and the Board approves.
- b) The Hockey Operations Committee shall:
  - i) operate the Hockey Program pursuant to the Policies of the Association;
  - ii) establish and monitor Policies relating to Hockey Operations provided that such Policies shall be and remain consistent with all other Policies of the Association and approved by the Board;
  - iii) recruit and train volunteers to perform the functions required to operate the Hockey Operations;
  - ii) represent and promote the interests of the Association in relation to any Hockey involvement of the Association with any other local minor hockey associations or leagues;
  - iii) submit to the Budget Committee in each year an estimate of revenues and expenditures of the Hockey Operations Committee for the next fiscal year of the Association;
  - iv) present a report regarding Hockey Operations to the Board;
    - i) select Ad-Hoc committees as required;
    - ii) recommend policy to the Board regarding Hockey Operations.

12.5 Budget Committee:

- a) The Budget Committee shall be chaired by the Treasurer and shall consist of one (1) member of the Hockey Operations Committee.
- b) 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.

12.6 Nominations and Elections Committee

- a) The Nominations and Elections Committee shall be chaired by the Past Chairperson and shall consist of one (1) member of the Hockey Operations Committee.
- 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) present a report regarding Nominations and Elections to the Board;
  - v) recommend policy to the Board regarding Nominations and Elections.

12.7 Ice Scheduling Committee:

- a) The Ice Scheduling Committee shall be chaired by the Director of Ice Operations and shall consist of one (1) member of the Hockey Operations Committee.
- b) The Ice Scheduling Committee shall:
  - i) assess the ice requirements for the Association and shall enter negotiation with suppliers to meet these needs;
  - ii) apportion the ice and times in a fair and equitable manner;
  - iii) work with the Director of Hockey Operations in determining the ice budget;
  - iv) present a report regarding Ice Scheduling to the Board;
  - v) recommend policy to the Board regarding Ice Scheduling.

12.8 Purchasing and Equipment Committee:

- a) The Purchasing and Equipment Committee shall be chaired by the Director of Equipment and shall consist of one (1) other member of the Executive Committee.
- b) The Purchasing and Equipment Committee shall:
  - i) recruit and train volunteers to perform the functions required for purchasing and equipment;

- ii) maintain an inventory of all equipment owned by the Association;
- iii) collect rental fees and security deposits for all goalie equipment leased;
- iv) solicit bids and purchase hockey equipment, as required;
- v) maintain and repair all equipment owned by the Association;
- vi) solicit bids and arrange the purchase of awards;
- vii) act as the Purchasing Agent for the Association with respect to all Association purchases;
- viii) submit to the Budget Committee in each year an estimate of revenues and expenditures of the Purchasing and Equipment Committee for the next fiscal year of the Association;
- ix) present a report regarding purchasing and equipment to the Board;
- x) recommend policy to the Board regarding purchasing and equipment.

#### 12.9 Registration Committee

- a) The Registration Committee shall be chaired by the Registrar and shall consist of one (1) other member of the Executive Committee.
- b) The Registration Committee shall:
  - i) recruit and train volunteers to perform the functions required for registration;
  - ii) establish registration forms and procedures;
  - iii) conduct registration for all applicants eligible to participate in Association Ice Hockey Programs;
  - iv) maintain a register of receipts regarding all registration fees received by the Association and forward all monies promptly to the Treasurer for deposit to the credit of the Association;
  - v) maintain a current registration list of all players including mailing addresses, telephone numbers and Parent/Guardian name(s);
  - vi) supply to the Director of Hockey Operations current registration information in a timely fashion;
  - vii) ensure that all players are registered with the OMHA;
  - viii) communicate any changes in registration immediately to Directors or other individuals who are affected by such change;
  - ix) submit to the Budget Committee in each year an estimate of revenues and expenditures of the Registration Committee for the next fiscal year of the Association;
  - x) present a report regarding Registration Operations to the Board;
  - xi) recommend policy to the Board regarding registration;

#### 12.10 Sponsorship Committee:

- a) The Sponsorship Committee shall be chaired by the Treasurer and shall consist of one (1) other member of the Executive Committee.
- b) The Sponsorship Committee shall:
  - i) recruit and train volunteers to perform the functions required for sponsorship for the Association;
  - ii) set up an accurate recording system covering income and disbursements relating to sponsorship for delivery to the Treasurer;
  - iii) actively pursue new sponsorship projects;
  - iv) manage and supervise current sponsorship endeavours;
  - v) submit to the Budget Committee in each year an estimate of revenues and

expenditures of the Sponsorship Committee for the next fiscal year of the Association;

- vi) present a report regarding sponsorship to the Board;
- vi) recommend policy to the Board regarding sponsorship.

#### 12.11 Risk Management Committee

- c) The Risk Management Committee shall be chaired by the Director of Risk Management and other members as deemed necessary the Executive Committee.
- d) The Risk Management Committee shall maintain and develop all policies in relation to:
  - i) Abuse & Harassment Issues
  - ii) Police Record Checks
  - iii) Screening
  - v) Speak Out
  - vi) Arena Safety Player
  - vii) Travel Arrangement
  - viii) Medical Information
  - ix) Parent Liaison
  - x) Oversee Trainer Program & Recertification
  - xi) Emergency Action Plan

#### 12.12 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 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 normally 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 two (2) 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.

12.13 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. 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.

### **14. FINANCIAL YEAR**

14.1 The financial year of the Association shall terminate on the 30th day of April 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 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 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 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 Administrator 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 By-law 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 Administrator of the Association 30 days prior to the Annual General Meeting.

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

original meeting notice.

## **19. REPEAL OF PRIOR BY-LAWS**

### 19.1 Repeal:

All prior By-laws of the Association, including the document entitled the "Constitution" 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 "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 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-laws 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 East Bayfield Community Centre in the City of Barrie, Ontario, and at which a quorum was present on the 10th day of May, 2010.

Hugh Campbell  
Chair

Pauline Chiodo  
Vice Chair - Administration