

BY-LAW NO. 1

By-Law Relating Generally to the Conduct Of the Affairs of North Channel Minor Hockey Association

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of
North Channel Minor Hockey Association
as follows:

ARTICLE 1 – INTERPRETATION

- 1.1 “Board” means the Board of Directors of the Association.
- 1.2 “Director” means a member of the Board of Directors of the Association.
- 1.3 “District” means the area outlined in 2(a) above under “Objectives”.
- 1.4 “Association” means North Channel Minor Hockey Association.
- 1.5 “Regular Meetings of the Board of Directors” means those meetings of the whole Board scheduled at regular intervals for the transaction of the normal business of the Board.
- 1.6 “Special Meetings of the Board” means any meetings of the whole Board which are called in addition to regular meetings to deal with an issue that must be addressed before the next regular Board meeting.
- 1.7 In all cases where questions arise concerning the Bylaws, Policies, or Official Rules, the final authority will be the Board of Directors.
- 1.8 The publication of the text of the Bylaws or other business of the North Channel Minor Hockey Association will be in the English language.

ARTICLE 2 - MEMBERS

- 2.1 Membership shall be open to all persons who:
 - 1) Are 18 years of age or older;
 - 2) Have paid the required membership fee;
 - 3) Meet the residency requirements of being a resident within the area defined by 2.1 of the Constitution;
 - 4) Support the goals and objectives of North Channel Minor Hockey Association
- 2.2 **Membership Fees**
 - 1) The membership fee shall be five (\$5.00) dollars or such other figure as may be established by the Board of Directors from time to time.
 - 2) All membership fees shall be utilized for special events or projects at the discretion of the Board of Directors of North Channel Minor Hockey Association.
 - 3) Membership fees shall be payable annually to coincide with the fiscal year of the organization and 60 days prior to the Annual General Meeting to be eligible to vote. Any member in default shall not be entitled to vote at any meeting of the North Channel Minor Hockey Association.

- 4) Membership fees shall not be paid during any annual general meeting.
- 5) All parents of players playing for the Association will receive a free Membership for the fiscal year in which they register.

2.3 **Termination of Membership**

Membership in the North Channel Minor Hockey Association ceases to exist if The member:

- 1) Resigns his/her membership in writing;
- 2) Fails to pay any membership fee payable; or
- 3) Has his/her membership revoked by the Directors, in accordance with set policy.
- 4) Parents of players who leave the Association during the playing year.

2.4 **Annual General Meeting**

Annual General Meetings of members may be held at a place that the Directors may determine. At every general meeting, in addition to any other business, the following may be considered:

- 1) The President's Report
- 2) The Treasurer's Report
- 3) The Auditor's Report
- 4) Committee Reports
- 5) Approval of Minutes prior Annual General Meetings
- 6) The appointment of the Auditor for the subsequent year
- 7) The election of the new Board of Directors
- 8) Ratification of changes of the By-laws

Any Member shall have the opportunity to raise any matter relevant to the affairs of North Channel Minor Hockey Association.

2.5 **Time of Annual General Meeting**

- 1) The annual general meeting shall be held within 90 days of the fiscal year end.
- 2) The Board shall decide the exact time, date and place of the annual general meeting.

2.6 **Special Meetings**

Special meetings of the members may be called by the Board of Directors, or not less than one-fifth of the members entitled to vote require the Board of Directors to call a special meeting to be held at any time. The Directors may invite to such meetings representatives of organizations, which in the Directors' opinion, can make a significant contribution to the matters under discussion. Such invited representatives shall not have the right to vote at any such meeting.

2.7 Notice of Meetings

The Secretary shall communicate to each member notice of the time and place of every annual and special meeting prior to the meeting. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member shall not invalidate any resolution at any meeting.

2.8 Quorum

A quorum for meetings of the membership shall be a minimum of ten percent (10%) of voting members in good standing. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to fix the time to which to adjourn or to take a recess.

2.9 Chairing the Meetings

The President, or in his/her place, the Vice-President, shall chair the annual and special meetings. If neither is present, the Chair shall be designated by the members present.

2.10 Voting

Each member of the North Channel Minor Hockey Association 18 years of age or older shall be entitled to one vote. Voting shall be by a show of hands unless a member demands a ballot, in which case the vote shall be done by ballot. A demand for a ballot may be withdrawn. A member may demand a recorded vote, even a vote by ballot, in which case the vote of each member shall be recorded by the Secretary in the Minutes.

A majority of the votes casts carries any motion. A two-thirds vote is, however, necessary to carry special resolution of a By-law of the constitution. In the case of a tie, the President shall have a casting vote both on a show of hands and at a ballot. The Secretary shall keep the minutes of the meeting. An entry in the minutes that the President declared a motion carried is admissible as evidence as prima facie proof that the motion passed. Unless a recorded vote is asked for, the Secretary need not record the votes for or against.

2.11 Conduct of Meetings

All meetings of the North Channel Minor Hockey Association shall be conducted in accordance with the most recent edition of Robert's Rules of Order.

2.12 Adjournments

The President may, with the consent of those members present and subject to such conditions as the members may decide, may adjourn the meeting from time to time and from place to place.

ARTICLE 2 – BOARD OF DIRECTORS

3.1 Board

The affairs of the Association shall be managed by the Board, comprised of 11 members, being 10 elected board members and the immediate Past President, who shall serve as a Director ex-officio of the organization and shall not have the right to vote.

3.2 Eligibility

A Director:

- 1) Shall be 18 year of age or older;
- 2) Shall be a Canadian citizen;
- 3) Shall not be an undischarged bankrupt;
- 4) Shall be a voting member of the organization at the time of his/her election; and
- 5) Shall remain a voting member of the organization throughout his/her term of office.

All elected Board members must consent, in writing, to a police generated Criminal Reference Check, and their election is conditional upon an acceptable Criminal Reference Check.

- 3.3 No director of the Association shall be an employee of the Association. Any spouse, parent or child of an employee of the organization and any former employee of the organization (for a period of 2 years after the termination of the employment) shall not be eligible for election or appointment to the Board. More than one-half of the directors must be persons who deal with the Association at “arm’s length” within the meaning of the Income Tax Act of Canada.

No Director of the Association shall be reappointed if they have resigned from Directorship within the past 2 years unless the circumstances of resignation were exceptional. In such situation the candidate may appeal to the board in writing.

- 3.4 Members of the Board will be selected based on:

- 1) Demonstrated community based knowledge
- 2) A commitment to achieve the objectives of the Association
- 3) Agreement to stand, and elected by the members

3.5 Conflict of Interest

Every Director is in a fiduciary relationship with the North Channel Minor Hockey Association and is under an obligation to act in the utmost good faith towards the North Channel Minor Hockey Association in his/her dealings with it or on its behalf. No Director shall place him/herself in a position where there is a conflict between his/her duties as Director and his/her own interests. Every Director who is in any way directly or indirectly interested in an existing or proposed contract, transaction or arrangement with or within the North Channel

Minor Hockey Association or who otherwise has a conflict of interest shall declare his/her interest fully at a meeting of the Directors in the manner required by the *Corporations Act* and the *Municipal Conflict of Interest Act*. Every disclosure of conflict of interest shall be recorded in the minutes of the meeting. The member who declares may take part in the discussion but must not vote on any motions concerning the subject of the declaration. (See Appendix, Code of Conduct Policy).

3.6 Remuneration of Directors

Board members shall **NOT** receive payment, fee, salary or honorarium for service while a Board member, except reimbursement for expenses incurred while performing Board duties and in accordance with set policy.

37 Indemnities of Directors

Every Director and officer of the Association and the heirs, executors and administrators, and estate and effects, respectively, of such directors and officers shall from time to time and at all times be indemnified and saved harmless, out of the funds of the Association, from and against,

- .01 all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecutes against such director or officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such director or officer in or about the execution of the duties or such office; and
- .02 all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his/her own willful neglect or default.

The North Channel Minor Hockey Association may obtain and/or purchase such insurance for the benefit of its directors.

3.8 Protection of Directors and Officers

No directors or officers of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt of act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, from or Association with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and willful act or through his/her own wrongful and willful neglect or default.

3.9 **Responsibility for Acts**

The directors of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the Association, except such as shall have been submitted and authorized or approved by the Board.

3.10 **Confidentiality**

Every director, officer and employee of the North Channel Minor Hockey Association shall respect the confidentiality of matters brought before the Board. **Board members shall sign an Oath of Confidentiality.**

3.11 **Vacancies**

Should a vacancy occur, as long as a quorum (six) of the directors remains in office, a vacancy on the Board may be filled by the directors. Any director elected by the Board to fill a vacancy shall hold office until the expiration of the term of the director whose disqualification, removal, resignation, death or departure from the Board created such vacancy. Should the number of vacancies on the Board of Directors exceed three (3), a special meeting of the members shall be called by the Directors within six (6) weeks to fill such vacancies.

3.12 A Director shall cease to be a director of the North Channel Minor Hockey Association:

- 1) If he/she resigns verbally at a meeting or in writing as a director or member of the North Channel Minor Hockey Association; or
- 2) If he/she misses three (3) consecutive meetings of the Board without leave;
- 3) If, in the opinion of the Board of Directors, ratified by two-thirds of the full Board, the conduct of the Director is or may be harmful to or is inconsistent with the objects of the North Channel Minor Hockey Association;
- 4) Or if he/she contravenes the Code of Conduct Policy Regulations of the North Channel Minor Hockey Association.

3.13 **Procedure for Removal of Directors**

- 1) Notice of the Board of Directors' intent to terminate any directorship must be given to the Board members in writing at least one week prior to the date set for the meeting to terminate any directorship.
- 2) Any director whose directorship is to be terminated must be given an opportunity to be heard at the Board meeting of members set for that purpose.
- 3) The members may, by resolution passed by at least two-thirds of the votes cast at a meeting of the members, remove any director before the expiration of his/her term of office and may elect any member in his/her stead for the remainder of the term.

3.14 Board members will **NOT** send a substitute to Board meetings, in the event that a

member cannot attend a scheduled Board meeting, the member will notify the President prior to the scheduled meeting date.

ARTICLE 4 – DUTIES AND POWERS OF THE BOARD OF DIRECTORS

- 4.1 Board members shall deliberate on any and all issues properly placed before the Board. The Board of Directors of the Association and those expressly empowered shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Association is by its objectives or otherwise authorized to exercise and do. The Board of Directors shall take such steps as they deem appropriate to enable the North Channel Minor Hockey Association to receive donations and benefits for the purpose of furthering its objectives.

ARTICLE 5 – OFFICERS OF THE BOARD AND THEIR DUTIES

5.1 **Executive Officers**

There shall be a President, Past-President, Vice-President, Secretary and Treasurer, who will be elected by a majority vote of the Board members at the Board meeting that is subsequent to the Annual General Meeting, for a term of one year but not more than three consecutive terms.

5.2 **Executive Committee**

The Executive Committee will consist of a minimum of four members (Executive Officers). Where possible, the person assuming the position of President for the current year will have been a member of the Executive Committee for the previous year.

Functions of the Executive Committee will be defined by the Board on an ongoing basis.

- 1) The Directors may appoint other officers from among the Board members to sit on the Executive Committee from time to time as deemed necessary.
- 2) The Executive Committee may invite to the meeting the Chairs of Committees and others as the Committee sees fit.
- 3) All Executive officers shall have the authority of signing cheques.

5.3 **Duties of the President**

- 1) The President will be responsible for the effective functioning of the Board of Directors of the North Channel Minor Hockey Association.
- 2) The term of the president will be one year, and he/she may stand for re-election, but not more than three consecutive terms.
- 3) The President will be an ex-officio Member of all committees of the North Channel Minor Hockey Association.

- 4) The President, or his/her Vice-President, shall chair the meetings of the Board, any special meetings and the Annual General Meeting.
- 5) The President and Secretary shall sign all By-laws and policies.
- 6) The President shall have such other powers and duties as may be assigned by the Board of Directors.

5.4 Duties of the Past-President

The immediate Past President shall chair the special board meeting pending the election of a President, whereupon the newly elected President shall become the chairperson for the continuation of the meeting and for the election of future officers. The Past President shall not have a vote for the purposes of such meeting. The Past President is entitled to attend all board meetings and act as an advisor to the current board, but does not have any voting rights.

5.5 Duties of the Vice-President

- 1) The Vice-President shall assist the President whenever needed or requested.
- 2) The Vice-President shall assume responsibilities of the President whenever the President is unable to carry out the duties of that position.
- 3) The Directors may give other duties and powers to the Vice-President from time to time, as deemed necessary.

5.6 Duties of the Secretary

- 1) The Secretary shall ensure that minutes are taken and circulated as appropriate for all Board, Executive, Annual and Special meetings and that the same are properly entered into the Minutes of the North Channel Minor Hockey Association.
- 2) The Secretary and President shall sign all By-laws and policies.
- 3) The Secretary shall ensure that all required notices are given to the members, Directors and Officers of the North Channel Minor Hockey Association.
- 4) The Directors may give other duties and powers to the Secretary from time to time, as deemed necessary.

5.7 Duties of the Treasurer

- 1) The Treasurer shall exercise general supervision of the financial administration of the North Channel Minor Hockey Association.
- 2) The Treasurer shall ensure that full and accurate accounts of all receipts and disbursement are maintained.
- 3) The Treasurer shall ensure that all monies or other valuable effects in the name of and to the credit of the organization are deposited in such accounts as may be directed by the Board of Directors.
- 4) The Treasurer shall disburse funds in accordance with the direction of the Board of Directors.

- 5) The Treasurer shall submit the books of account for audit at the close of the fiscal year and present the audited financial statements of the membership at the Annual General Meeting of members.
- 6) The Treasurer shall be a member ex-officio of any Board committee with responsibilities for financial matters.
- 7) The Directors may give other duties and powers to the Treasurer from time to time, as deemed necessary.

5.8 Duties of Other Directors of the Board

The duties of the other Directors shall be such as deemed by the Board.

ARTICLE 6 – ELECTION OF THE BOARD

6.1 Election of Directors

Subject to the provisions of the Association Act, directors, other than ex-officio directors, if any, shall be elected by the members annually.

6.2 Term of Office

Directors elected at the Annual General Meeting shall be elected for a term of two (2) years. Five (5) directors shall be elected on years ending with an even number and five (5) shall be elected on years ending with an odd number. No director may serve more than 3 consecutive terms.

6.3 Nominations

Candidates for the office of Director can be presented at the Annual General Meeting by the Nominating Committee or if there is no Nominating Committee, by the Executive Committee. Nomination will be accepted from the floor of the meeting at which the election of directors is taking place.

6.4 Election Method

Where:

- 1) The number of candidates nominated is equal to the number of offices to be filled, the candidate may be acclaimed by the members; or
- 2) The number of candidate nominated is greater than the number of offices to be filled; the election will be by ballot.

ARTICLE 7 – MEETINGS OF THE BOARD OF DIRECTORS

7.1 A minimum of ten regular Board meetings shall be held in each calendar year.

7.2 A period of no longer than 90 days shall elapse between regular meetings.

7.3 Regular and Special meetings of the Board of Directors shall normally be held at a place determined by the Board of Directors and occasionally held in other locations at such times and in such places as the Board decides.

- 7.4 All meetings of the Board shall be open to all members of the North Channel Minor Hockey Association, the general public, and such other persons as the Board from time to time by resolution may determine, unless the Board by resolution requires that any Board meeting or part thereof shall be held “in camera”. No one other than a Director shall vote on any question proposed for consideration at any Board meeting.

ARTICLE 8 – NOTIFICATION OF MEETINGS

- 8.1 Board meetings will be held on the date established by consensus at the previous meeting, at a place determined by the Board of Directors unless otherwise notified. All directors shall receive an agenda and any resource material at least 48 hours in advance of the meeting.
- 8.2 A Board meeting may be held without notice immediately following any annual or special meeting.
- 8.3 Special meetings may be held at any time or place, provided written or oral notice is provided to the directors at least 48 hours in advance of the meeting indicating:
- 1) The time and location of the meeting
 - 2) The purpose for which the meeting is being called
 - 3) No other business may be discussed other than that for which the meeting was called.

ARTICLE 9 – GENERAL PROCEDURES FOR MEETINGS

- 9.1 All business relating to the North Channel Minor Hockey Association may be discussed and/or acted upon at the meetings, except as shown in Section 9.4.
- 9.2 All meetings of the North Channel Minor Hockey Association shall be conducted in accordance with the most recent edition of Robert’s Rules of Order.
- 9.3 Meetings shall be chaired by the President of the Board of Directors. In the absence of the President, the meetings shall be chaired by the Vice- President and in his/her absence, by whomever members present shall delegate.
- 9.4 The Board may move “in camera” for matters regarding personnel, property and other items which require confidentiality.
- 9.5 Any member of the Board who misses three (3) consecutive Board meetings, without notification of his/her absence, shall be deemed to have resigned.
- 9.6 Fifty % plus one (50% +1) of the sitting Board members shall constitute a quorum for the transaction of all business of the Board.

ARTICLE 10 – VOTING

- 10.1 A simple majority shall pass motions put before the Board unless otherwise required herein.
- 10.2 The President does not normally vote. However, in the event of a tie, the President must cast the deciding vote.
- 10.3 All votes at any such meeting shall be taken by a show of hands, unless a ballot is demanded by any director. E-mail voting is permitted. A record of e-mails shall be printed by the secretary or designate and retained.
- 10.4 Only members of the Board shall vote and each member shall have one vote.
- 10.5 Proxy voting is not permitted.
- 10.6 A declaration by the President that a motion is carried or defeated and an entry to that effect in the minutes and subsequent approval of minutes shall be proof of the vote.
- 10.7 Recorded votes may be requested by any member and said vote shall be recorded.

ARTICLE 11 – MINUTES

- 11.1 Minutes shall be kept of all Board meetings, be they regular or special.
- 11.2 Minutes shall be distributed to all members of the Board of Directors.
- 11.3 Minutes of Board meetings shall be approved by the Board at the next Board meeting.
- 11.4 A complete set of approved minutes shall be kept by the Secretary at the head office of the Association for inspection by the public upon written request at a set time agreed to by the Secretary, during regular business hours.

ARTICLE 12 – COMMITTEES

- 12.1 The Board of Directors may from time to time constitute such Committees as it deems necessary and prescribe their duties. General members in good standing are entitled to be members of any committee as approved by the Board of Directors.
- 12.2 The Board of Directors shall, at least once every five years, elect or appoint a By-law Review Committee to review these By-laws and make recommendations to the Board with respect to amendment of the By-laws.

12.3 Standing Committees

The Board may establish the following Standing Committees, which shall act in an advisory capacity only and shall report directly to the Board. The membership of the Committees shall be comprised of Board members and may include staff, volunteers and community representatives at the discretion of the Board. The President of the committee must be a Board member.

Fund-raising/Financial Committee

Recruiting Committee

Tournament Committee

Appeals Committee

Player Disciplinary Committee

Education Committee

12.4 Except as otherwise provided by the By-laws of the Association, all Committees other than the Executive Committee are subject to the following:

- .01 The President shall be appointed by the Board for a term of one year, and may be re-appointed, but not more than three consecutive terms;
- .02 The Committee shall be responsible to, and report after each meeting to the next Board meeting;
- .03 The President shall be ex-officio of each Committee and may attend meetings as appropriate;
- .04 There shall be a member of the Board on each Committee.

ARTICLE 13 – BOOKS AND REPORTS

- 13.1 The Board of Directors is responsible for ensuring that all books and records of the Association required by the by-laws or any other applicable statute or law are regularly and properly kept.

ARTICLE 14 – FINANCIAL ARRANGEMENTS

14.1 Fiscal Year

The fiscal year will commence on the first day of April of each year and end on the last day of March of the following year.

14.2 Auditor

The membership at each annual general meeting shall appoint an auditor to audit the accounts of the Association and to report to the members on the accounts and balance sheet of the Association, and to hold office until the next annual general meeting, provided that the Board of Directors may fill any vacancy of the office of the auditor.

14.3 Cheques, Drafts, Notes, etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person, whether or not officers of the Association and in such manner as the Board of Directors may from time to time designate by resolution.

14.4 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by any two officers of the Association, and all instruments in writing so signed are binding upon the Association without further authorization or formality. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

14.5 Banking Arrangements

The banking business of the Association shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board of Directors. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

14.6 Borrowing

Subject to the limitations set out in the *Corporations Act*, the Letters patent of the Association and this By-law, the Board of Directors may, from time to time, authorize the Association to:

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

14.7 Dissolution of the Association

On dissolution of the Association, after payment of all its debts and liabilities, any remaining property will be distributed and disposed of to or for charitable organizations whose activities are carried on solely within Canada.

15. Agreements

All agreements shall be honoured for the duration of the time of the agreement and with whom the agreement is made until said agreement has met its maturation or becomes null and void.

ARTICLE 15 – EFFECTIVE DATE

15.1 All prior By-laws are repealed.

ENACTED BY THE BOARD the 28 day of March, 2013

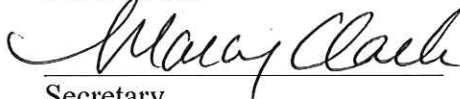


President



Secretary

CONFIRMED by the membership in accordance with the Act on the 28 day of
March, 2013



Secretary