



**AJAX MINOR HOCKEY ASSOCIATION  
BY-LAWS**

**AJAX MINOR HOCKEY ASSOCIATION**

**BY-LAW NO. 1**

<b>1.</b>	<b>DEFINITIONS.....</b>	<b>2</b>
<b>2.</b>	<b>REGISTERED OFFICE AND SEAL/BOUNDRIES .....</b>	<b>3</b>
<b>3.</b>	<b>MISSION OF THE ASSOCIATION.....</b>	<b>3</b>
<b>4.</b>	<b>AFFILIATIONS .....</b>	<b>4</b>
<b>5.</b>	<b>CLASSES OF MEMBERSHIP .....</b>	<b>4</b>
<b>6.</b>	<b>TERMS OF MEMBERSHIP AND ELIGIBILITY .....</b>	<b>4</b>
<b>7.</b>	<b>MEETINGS OF THE MEMBERSHIP .....</b>	<b>7</b>
<b>8.</b>	<b>BOARD OF DIRECTORS.....</b>	<b>9</b>
<b>9.</b>	<b>PROCEDURE FOR ELECTION OF DIRECTORS.....</b>	<b>12</b>
<b>10.</b>	<b>BOARD RESPONSIBILITIES .....</b>	<b>16</b>
<b>11.</b>	<b>OFFICERS &amp; RESPONSIBILITIES OF OFFICERS .....</b>	<b>18</b>
<b>12.</b>	<b>REPRESENTATIVES OF THE BOARD .....</b>	<b>30</b>
<b>13.</b>	<b>EXECUTION OF DOCUMENTS.....</b>	<b>32</b>
<b>14.</b>	<b>FINANCIAL YEAR.....</b>	<b>32</b>
<b>15.</b>	<b>BANKING ARRANGEMENTS .....</b>	<b>32</b>
<b>16.</b>	<b>BORROWING BY THE ASSOCIATION.....</b>	<b>33</b>
<b>17.</b>	<b>NOTICE.....</b>	<b>34</b>
<b>18.</b>	<b>PASSING AND AMENDING BY-LAWS.....</b>	<b>34</b>
<b>19.</b>	<b>REPEAL OF PRIOR BY-LAWS.....</b>	<b>35</b>
<b>20.</b>	<b>RULES OF PROCEDURE.....</b>	<b>35</b>
<b>21.</b>	<b>EFFECTIVE DATE .....</b>	<b>36</b>

A By-Law relating generally to the conduct of the affairs of the Ajax Minor Hockey Association:

BE IT ENACTED as a By-Law of Ajax Minor Hockey Association Inc. as follows:

## **1. DEFINITIONS**

- 1.1. In this By-Law and all other By-Laws and Resolutions of the Association, unless the content otherwise requires:
- (a) “Association” means Ajax Minor Hockey Association, Inc. (or such other name as the Association may in the future legally adopt);
  - (b) “HC” means the Hockey Canada Association (or such other name as the HC may in the future legally adopt);
  - (c) “Corporation Act” means the Corporation Act R.S.O. 1990; chapter 38, and any statute amending or enacted in substitution therefore, from time to time;
  - (d) “Director” means an individual who has been elected to the Board of Directors of the Association;
  - (e) “Letters Patent” mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
  - (f) “Officers” mean the individuals who hold the offices enumerated in Article 11;
  - (g) “OHF” means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
  - (h) “OMHA” means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
  - (i) “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;
  - (j) “AMHA” means Ajax Minor Hockey Association;
  - (k) “Members” means all classes of membership in the Association as provided for in Section 5;

- (l) "Members in Good Standing" – means all monies have been paid (i.e.: registration, fundraising); All loaned equipment has been returned in acceptable condition, no AMHA/OMHA/OHF/HC or affiliation association sanctions are outstanding
- (m) "Past President" is defined as the immediate last person to occupy the position of President who completed his/her full term and was not re-elected as a Director, remove or resigned.

All terms defined in the Corporation Act have the same meaning in this By-Law and all other By-Laws and Resolutions of the Association.

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

- 2.1. The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.
- 2.2. The registered head office of the Association shall be in the Town of Ajax, Municipality of Durham Region, 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 Corporation Act. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.
- 2.3. Boundaries of the AMHA shall be within the Town of Ajax.

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

- 3.1. The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of the Town of Ajax, including:
  - (a) The opportunity for all eligible individuals to participate in recreational house league hockey and to provide community based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play.
  - (b) The development of and participation in representative hockey and provide the opportunity to participate at the highest competitive level.
  - (c) To instill in all players, coaches, managers and members associated with the AMHA good sportsmanship, correct and proper behaviour on and off the ice, respect for authority and team play.

- (d) The Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretion of the Association shall be used solely for the purposes of the Association and for the promotion of its objects.

#### **4. AFFILIATIONS**

4.1. The Association shall have the following affiliations:

- (a) The Association shall be a member of the Ontario Minor Hockey Association (OMHA);  
and,
- (b) The Association shall be affiliated with the Ontario Hockey Federations (OHF);
- (c) The Association shall be affiliated with Hockey Canada (HC).

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

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

- (a) Active Membership;
- (b) Parent/Guardian Membership;
- (c) Honorary Lifetime Membership.

#### **6. TERMS OF MEMBERSHIP AND ELIGIBILITY**

6.1. The Classes of Membership within the Ajax Minor Hockey Association are as follows:

- (a) Active Membership:

Active Members shall include all elected or appointed Directors or officials, and all conveners, coaches, managers and trainers appointed for the current season, Members in this classification will be allowed one vote per person, provided they are a member in good standing.

- (b) Parent/Guardian Membership:

Parent/Guardian members shall include all parents and/or legal guardians of registered players in good standing. Each Parent/Guardian member of a registered player shall be

entitled to one 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 Lifetime Members will have one vote and may attend members' meetings and by invitation, meeting of the Board and Committees of AMHA, provided they are a member in good standing.

(d) One Person – One Class of Members;

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

6.2. Membership List

Subject to Section 6.7 herein, the Registrar 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 Secretary who in turn notifies the appropriate Board members.
- (c) Members in good standing shall be those admitted to Membership and who have paid all required membership fees to the Association. Members whose Membership fees are in arrears for a period of three (3) months shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Secretary shall inform those concerned of this suspension in writing.
- (d) Members whose conduct is considered by the Board to be contrary to the stated Code of Conduct and the purposes of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be immediately suspended and 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 Member(s) 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 Member(s) concerned shall be invited to attend the meeting and to explain their position before the vote is taken.

#### 6.5. Membership Fees

Registration fees shall be established and resolved annually by the Board of Directors. Pro-rated fees after December 1 for any remaining term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

#### 6.6. Right to Vote

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

#### 6.7. Record Date

Individuals, who are Members of the Association at least 30 days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General

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

## **7. MEETINGS OF THE MEMBERSHIP**

### **7.1. Annual General Meeting of Members**

The Annual General Meeting shall be held each year within the Month of May or June at a time, place and day determined by the Board, for the transaction of at least the following business to be set out in an 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 Secretary in writing on or before 6:00 pm 10 days immediately preceding the Annual General Meeting;
- (i) Election of the new Board.

### **7.2. Additional General Meeting of Members**

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



### 7.3. Notice

(a) Annual General Meeting

Notice of the Annual General Meeting to be held within the month of May or June 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 made public to the membership. Such notice shall be posted on the Association website and at the Ajax Community Centre within at least forty (40) days prior to the date of the Meeting.

(b) Additional General Meetings of the Membership

Notice of any Additional General Meeting of Membership shall be emailed to all Members at the last known email address recorded in the records of the Association. Such notice shall be posted on the Association website and at the Ajax Community Centre within at least fifteen (15) days prior to the date of the Meeting.

(c) Error or Omission in Notice

No inadvertent error or omission in giving notice of any Annual General Meeting or Additional General Meeting of Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such meeting.

(d) Changes or Amendments to the By-Laws

Changes or amendments to the By-Laws shall be made at the Annual General Meeting or a Special General Meeting of Members called for that purpose and must be approved by a 2/3rds vote of the Members present and voting.

### 7.4. 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 or Co-Chair presiding at a Meeting of the Membership, providing they are a current Director, 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 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.

7.5. 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.

7.6. Adjournments

Any Meeting of the Members of the Association may be adjourned at any 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.

7.7. Chair

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

**8. BOARD OF DIRECTORS**

8.1. Composition

(a) Eligibility

A Director:

- i. Shall be eighteen (18) or more years of age;

- ii. Shall not be an un-discharged bankrupt or of unsound mind;
- iii. Shall be a Member of the Association throughout 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 no more than Seventeen (17) Elected Directors;

(c) Term of Office

The term of all incumbent Directors at the date of adoption of this By-Law shall expire and terminate by special resolution of the Board following the Annual General Meeting.

**8.2. Rotation of Directors**

(a) Commencing on Even Year

President	2 years
Vice President	1 year
Secretary	2 years
Treasurer	1 year
Sponsorship Director	2 years
Registrar	1 year
OMHA Director	1 year
Director of OMHA Officials	1 year
House League	1 year
Equipment Director	1 year
Marketing Director	2 years
Tournament Director	1 year
Volunteer Director	2 years

Past President	2 Years
Director of Coaching	2 years
Director of Trainers	2 years

- 1) Therefore, on an even year Annual General Meeting the membership will elect the following positions for a two-year term:

President  
Secretary  
Sponsorship Director  
Marketing Director  
Director of Volunteers  
Director of Coaching  
Director of Trainers

- 2) On an odd year Annual General Meeting the membership will elect the following positions for a two-year term:

Vice-President  
Treasurer  
Registrar  
OMHA Director  
Director of OMHA Officials  
House League  
Equipment Director  
Tournament Director

(b) Change in the number of Directors

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

## 9. PROCEDURE FOR ELECTION OF DIRECTORS

### 9.1. Nominations:

- (a) Nomination Forms for the Board of Directors positions shall be available each year to the membership by obtaining same from the AMHA website. A Nomination Form must be completed by all nominees and two (2) nominators who are Members of the Association. Such completed form must be completed online and submitted at least 7 days prior to the Annual General Meeting of the Membership. No election or appointment of a Board Member can be effective without prior written electronic completion of such nomination forms.
- (b) Nominees of all positions (with exception of President and OMHA Director) will be offered an optional short information session pertaining to duties and expectations of their nominated position, to be pre-arranged and hosted at a mutually agreed time by the President and/or OMHA Director of the AMHA. Such session would be held up to 2 days before the Annual General Meeting of the Membership. The session not to be mandatory.

### 9.2. Board Positions

The Board shall consist of the following:

- (a) President – two (2) year term
- (b) Vice President – two (2) year term
- (c) Treasurer – two (2) year term
- (d) Secretary – two (2) year term
- (e) Registrar – two (2) year term
- (f) Sponsorship Director – two (2) year term
- (g) OMHA Director – two (2) year term
- (h) Director of OMHA Officials – two (2) year term
- (i) House League Director – two (2) year term
- (j) Equipment Director – two (2) year term
- (k) Marketing Director – two (2) year term
- (l) Tournament Director – two (2) year term
- (m) Volunteer Director – two (2) year term
- (n) Director of Coaching – two (2) year term

- (o) Director of Trainers – two (2) year term

9.3. Election Procedures

- (a) The Secretary shall make public notice of individuals who have been nominated for election to the Board at the Annual General Meeting. Such listing shall identify what position each nominee is seeking election for.
- (b) The following are deemed to be prerequisite conditions for any member to seek election to the following Board Positions:

President:	1-year experience on the AMHA Board
Vice-President:	1-year experience on the AMHA Board
OMHA Director:	1-year experience on the AMHA Board
Director of OMHA Officials	OMHA Level 3 Certification
Director of Coaching:	Minimum of 4 years coaching experience at the Representative Level and NCCP Development 1 Field Evaluator
Director of Trainers*:	HTCP Level II Certification, minimum 3 years hockey experience
Treasurer*:	Previous experience and understanding of financial reporting and investing
Registrar:	Strong computer skills, knowledge of credit card processing, familiarity with Reconciliation with Bank Statement and knowledge of hockey residency rules
Equipment Director:	Familiarity with RFQ's

**\* Note: This position will be an appointed position to be determined by the AMHA Executive Board of Directors.**

- (c) Election of nominee's will take place as follows:
- i. The Secretary and two Appointed Directors and one (1) at random person will scrutinize the election process. The four (4) people will then be known as the "Election Committee". The Board of the Ajax Minor Hockey Association will appoint the Directors;
  - ii. The Secretary will process a voting list of all members of the Ajax Minor Hockey Association. All Members on the voting list MUST be current Members in good standing;
  - iii. Each Member of the Ajax Minor Hockey Association will be entitled to one vote. As each Member of AMHA receives a ballot with nominated positions they will be crossed off the voting list;
  - iv. Each Member will be directed to an area that has been set up for the sole purpose of voting for the nominated positions. Once the member has completed their voting process they will return their ballot folded to the Secretary to be placed in an enclosed box by the voting Member;
  - v. The Election Committee will conduct vote tabulation;
  - vi. In years where the Director positions are part of the election process the appointed Directors will not take part in tabulating the votes of the Director's positions should they be nominated. The remaining committee members will have this responsibility;
  - vii. Once the tabulation of votes is complete, the Election Committee will present the results to the President of the Ajax Minor Hockey Association. The Secretary will then publish the list of elected members with voting results available to Members of Ajax Minor Hockey Association.

9.4. Vacancies

- (a) Any vacancy, with the exception of Past President occurring on the Board may be filled only for the remainder of the current term by Resolution of the Board of 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 (30) days after the Board position was vacated.

- (b) If there is no Past President as defined herein, the position of Past President will remain vacant. Where the position of Past President becomes vacant because of removal, resignation, or is vacated in accordance with Section 9.5, the position will remain vacant until a newly qualified Past President exists.
- (c) Should the President resign his/her position at any time prior to the end of his/her term, the President will not be entitled to serve as Past President on the Board of Directors.
- (d) Should any Director resign their position prior to the end of her/his term, that Member shall not be able to apply to any vacancies on the Board of Directors for a period of two (2) years after their term would have ended.

#### 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 a least 2/3rds of the votes cast at a General Meeting of Members may remove any Director before the expiration of his or her term of office, and, by a majority of the votes cast at that Meeting, may elect any person in his or her stead for the remainder of his or her term.

(b) Absenteeism

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings or the absence of a Director from four (4) out of any eight (8) consecutive shall be deemed to be a resignation of the said Director from the Board. The Board Committee reserves the right to adjudicate condition of attendance at Board Meetings based on special circumstances surrounding the Director in question.

(c) Resignation

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



## **10. BOARD RESPONSIBILITIES**

### **10.1. Governance**

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

### **10.2. Quorum**

A quorum for a Board Meeting shall be 7 Directors. No business of the Board shall be transacted in the absence of a quorum.

### **10.3. Voting Rights**

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

### **10.4. Voting Procedures**

A majority of votes of the Directors present at a Board Meeting or by electronic vote of the Board of Directors through electronic mail, shall decide every question. Every question shall be decided in the first instance by either a show of hands or by electronic mail response (including the President and Secretary at minimum in the email response). 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 the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favor or against such motion.

### **10.5. 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.

### **10.6. Conflict of Interest**

- (a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at 3 days prior to the next Board Meeting;

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

#### 10.7. Indemnification of Directors

Every Director of the Association and his or her heirs, executors, administrators and estates 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 willful 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 actions, 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.

## 10.8. Confidentiality

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

## 10.9. Rules of Operation

Notwithstanding any other provision contained in this By-Law, the Board shall have the power to pass without any confirmation or ratification by the members of the Corporation all necessary Rules of Operations and regulations as they deem expedient related in any way to the operations of the corporation, including, without limitation, the conduct of members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Corporation or this Bylaw.

The Rules of Operation should not deal with such things as; fees and dues of members, qualification, admission, transfer, classes and termination of memberships; qualification and election of directors; meetings of directors and/or members; appointment and duties of officers; execution of documents; establishment of and procedures for committees; auditors and fiscal year-end; and amending By-Laws, which matters are more properly dealt with in the By-Laws. Rules of Operation should strictly deal with only those day-to-day matters directly affecting the member teams and players such as hockey jerseys, tournaments, player conduct and discipline, harassment and abuse, referees and officials, player release, equipment and ice time to name a few.

## **11. OFFICERS & RESPONSIBILITIES OF OFFICERS**

### 11.1. Elected/Appointed Directors

(a) The Elected/Appointed Directors shall be the President, Vice President, Treasurer, Secretary, Registrar, OMHA Director, Sponsorship Director, Equipment Director, Tournament Director, House League Director, Director of OMHA Officials, Marketing Director, Director of Volunteers, Director of Coaching and Director of Trainers;

(b) The Board of Directors shall appoint the Abuse and Harassment Co-coordinator immediately following the Annual General Meeting.

### 11.2. Assistants to Directors

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

### 11.3. Term of Office

The elected Directors shall hold Office until the 30th day of June after the Annual General Meeting held approximately two years after the Officers are elected.

### 11.4. Termination of Officers

#### (a) Removal for Cause

The Board by Resolution approved by two-thirds (2/3rds) of the Directors present, may remove any Director for cause before the expiration of his or her term of Office.

#### (b) Resignation

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

### 11.5. Temporary Director Replacement Appointments

If a vacancy occurs in any Office, where for any reason a Director is unable or unwilling to act in that capacity, a Board Meeting shall be held for the purpose of selecting a temporary replacement Director, until the next AGM.

### 11.6. Responsibilities of Directors

#### (a) President

The President shall:

- i. Represent the Association in the Community;
- ii. Act as Chair of the Board, at all Meetings of the Membership, or act as Co-Chair in the event of someone being hired to Chair a Meeting of Membership;
- iii. Have the power, on recommendation of the Board of Directors to replace any appointed members, league representatives or members of the Board who they feel is not fulfilling his or her duties;
- iv. Exercise general supervision of the Association in accordance with Policies determined by the Board;

- v. Be a non-voting Member of all Committees and Subcommittees of the Association.
- vi. Report regularly to the Board on matters of interest;
- vii. Delegate tasks as necessary;
- viii. Be one of the Associations signing officers.

(b) Vice President

The Vice President shall:

- i. Assume the duties of the President in the absence for any reason of the President;
- ii. Responsible for arranging and obtaining ice time and schedules for all authorized league games and practices;
- iii. Obtain all OMHA insurances for AMHA relating to all ice permits;
- iv. Monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
- v. Be available to assist any Director requiring assistance in the completion of his or her functions;
- vi. Carry out duties as assigned by the Board Committee or the President;
- vii. To serve the best interest of all players registered with the AMHA House League and OMHA as Chair of “The Fair Play Committee”;

(c) Treasurer

The Treasurer shall:

- i. Ensure adherence to and implementation of financial policies in the financial administration of the Association;

- ii. Present a Report 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 Board;
- iv. Consult with the Sponsorship Director;
- v. Submit a monthly statement for the guidance of the Board of Directors;
- vi. Have the Association financial records audited annually;
- vii. Be one of the Association's signing officers;
- viii. Carry out duties assigned by the Board;

(d) Secretary

The Secretary shall:

- i. 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 or law, the Letters Patent, and
- ii. By-Laws and the Policies and procedures established by the Board or by the Membership;
- iii. Ensure the proper custody of the Association's corporate seal, corporate minutes, and resolutions and other corporate records and documents;
- iv. Act as the Primary Liaison to arrange times and locations of all Board of Directors Board Meetings, Annual General Meetings, Coaches meetings, OMHA Coaching Clinics, PRS Clinics, and any other meetings for AMHA operating purposes as requested by the Board of Directors, Abuse and Harassment Coordinator, or AMHA membership as required;
- v. Review all permits and costs incurred for the purposes of any Meeting Room Bookings, their set up and financial obligations incurred to the Association, to ensure their accuracy;

- vi. When so requested by the Board of Directors to prepare, have printed and distribute in a suitable manner all bulletins, directives, etc., pertaining to the operation of the Association;
- vii. Be responsible for the permanent record keeping of the Association;
- viii. Draw the attention of the Board of Directors and recommend investigation into any activities or functions which do not conform with the Association's Constitution, By-Laws, Playing Rules, duly recorded motions and/or those which in the judgment of the Secretary are to the detriment of the aims and duties of the Ajax Minor Hockey Association;
- ix. Carry on any Association correspondence required and maintain copies of all such correspondence pertaining to the Board of Directors;
- x. Be one of the Association's signing officers;
- xi. Be the Association's Media contact.

(e) Registrar

The Registrar shall:

- i. Working knowledge of Hockey Canada system (HCR);
- ii. Complete manual registrations whenever needed;
- iii. Assist those with online registrations when needed;
- iv. Ensure that ALL players are registered with HCR/OMHA;
- v. Submit player transfer requests when required through HCR;
- vi. Perform credit card payment processing when required;
- vii. Run HCR reports when needed;
- viii. Working with Quick Enrolment (credit card processing);
- ix. Monthly reconciliation of Quick Enrolment processing to Quick Enrolment bank statement;

- x. Preparation of HCR reports for periodic bank deposits (cheques & cash);
- xi. Be available to work at tryout registration;
- xii. Report monthly to the Board registration numbers
- xiii. Recommend policies to the Board regarding registrations;
- xiv. Prepare manual registration form at start of each season;
- xv. Update HCR system annually to reflect payment amounts & limits for each division;
- xvi. Prepare annual AGM voting report-participate in AMHA AGM;
- xvii. Other duties as assigned by the Board;

(f) Sponsorship Director

The Sponsorship Director shall:

- i. Be responsible for obtaining sponsors for all House League teams of the Association;
- ii. Be responsible for obtaining sponsorship advertising and donations relating to the program to be used by AMHA;
- iii. In the event of a committee being formed to perform the above duties the Sponsorship Director shall be the Chairperson of the said committee;

(g) OMHA Director

The OMHA Director shall:

- i. Call and Chair all OMHA Committee Meetings;
- ii. Direct the operation of all teams entered by the AMHA in the Ontario Minor Hockey Association and be the liaison between the AMHA and the local representative of the OMHA, as well as to act as mediator in Parent/Coach conflicts along with the Director of Coaching;



- iii. Be responsible for approving names of suitable candidates for managers, assistant coaches and trainers (in consultation with the Director of Trainers for trainers only) of the OMHA teams. The OMHA Director shall then present all potential candidates for rostered and non-rostered positions in an email to the Board of Directors for approval;
- iv. Have issued all bulletins, directives and other information pertaining to OMHA Coaches, Managers, Trainers and Players;
- v. Be responsible for the scheduling of tryouts, games and practices during the ice time allotted to the Ajax Minor Hockey Association and to obtain approval of these schedules from the Board of Directors;
- vi. Consult with House League Convenors regarding the movement of House League players to OMHA teams and the movement of OMHA players to the House League;
- vii. Approve all team OMHA rosters;
- viii. Approve all house league team tournament entries;
- ix. Approve all house league exhibition games against teams of other centers;
- x. Approve all Representative team exhibition games;
- xi. Approve all Representative team tournament entries;
- xii. Report to and be representative of the OMHA teams on the Board;
- xiii. Obtain the approval of the Board of Directors for the appointment of suitable persons to act, in the name of the Association on the OMHA Committee. This shall include, but not be limited to, convenors for each level of representative hockey;
- xiv. To serve the best interest of all players registered with the AMHA House League and OMHA as a member of "The Fair Play Committee" chaired by the Vice-president;
- xv. To set up and conduct pre-season, pre-playoff and pre-tryout administrative meetings for all Rep coaches, and any other administrative meetings as necessary;

(h) Director of OMHA Officials

The Director of OMHA officials shall:

- i. Oversee the officiating program and timekeeping with the AMHA (House League, Rostered Select and Representative program);
- ii. Oversee the officiating and timekeeper assigning in AMHA House League, Rostered Select and Representative programs. The assigners will report to this position;
- iii. Continue to develop new officials to bring in to the program and progress through the system;
- iv. To support all of the officials in the program so they can develop their skills;
- v. Liaise with the OMHA as necessary;
- vi. Be a contact for all coaches within the AMHA, with respect to officiating concerns and the interpretation of the Rules;
- vii. To assist the President or other Board members with information gathering, re: an on ice situation;
- viii. To represent the officials in any matter before the Board;
- ix. To acquire rule interpretations as needed;
- x. To promote the knowledge and enforcement of the rules of hockey and those of AMHA;
- xi. To assist the disciplinary committee in any manner;
- xii. Be responsible for hiring new timekeepers to the AMHA.

(i) House League Director

The House League Director shall:

- i. Be responsible for obtaining suitable candidates for House League Coaches and Convenors and shall provide a list of the House League Coaches and Convenors to the Board of Directors;
- ii. Be responsible for the supervision of the respective House League divisions and work to improve the overall operation of the House League;
- iii. Attend from time to time games played in the House League to ensure they are being conducted according to the Association's rules and objectives;
- iv. Arrange with the House League Convenors, the schedules of games and practices to best use the ice time allotted to him/her and obtain the approval of these schedules from the Board of Directors;
- v. Submit for the Board of Directors approval of all playoff schedules on or before Jan. 1st of each year;
- vi. Have issued all bulletins, directives and other information pertaining to the House League Convenors, Coaches, Managers and players;
- vii. Call and co-chair all combined House League Committee meetings;
- viii. Call and chair all House League Committee meetings;
- ix. Report to and be the representative of the House League on the Board of Directors;
- x. Obtain the approval of the Board of Directors for the appointment of additional committee members who may be required to perform additional duties as described under the committee of House League Convenor;
- xi. To serve the best interest of all players registered with the A.M.H.A. House League, as a member of the "Fair Play Committee" chaired by the Vice-President;

(j) Equipment Director

The Equipment Director shall:

- i. Maintain and keep in good repair all equipment owned by the AMHA and be responsible for the cleaning and storage of equipment between seasons;
- ii. Make additional purchases as may be required on direction from the Board of Directors;
- iii. Allocate to each house league team and rep team if needed, goal equipment each season;
- iv. Set up delivery dates/times as well as return dates/times for equipment;
- v. Keep accurate records of equipment owned by the AMHA and loaned out;
- vi. Be responsible for the sale of all AMHA clothing within AMHA parameters;
- vii. Clothing changes to be voted on by the Board;
- viii. Responsible for the issuance of an RFQ for the purchase of Rep/Select jerseys/socks and house league jerseys (annually or as needed);
- ix. Review all quotes and present to the Board of Directors top 3 picks for vote considering costs/quality/timelines;
- x. Other duties as assigned by the Board;
- xi. Ensuring sizing process after tryouts for new jerseys/socks for all rep teams;
- xii. Work with the sponsorship director to ensure house league sponsors are in place in a timely manner, for the house league jersey and sock orders to be ready for the start of house league season;
- xiii. Ensuring delivery of completed jersey/sock orders on time for both rep and house league;
- xiv. Assist in the ordering of any additional items that may be needed throughout the season (example—Break the Ice t-shirts, House League t-shirts/hats);
- xv. Set up and run annual used equipment sale/exchange at ACC;

(k) Tournament Director

The Tournament Director shall:

- i. Call and chair all meetings of the Tournament Committee;
- ii. Be responsible for the preparation and presentation of an operating budget for all tournaments for the scrutiny of the Board of Directors;
- iii. Be responsible for the notification of appropriate organizations in regards to any upcoming tournament;
- iv. Be the coordinator to ensure the purchase of all items, such as trophies, pins etc. are ordered and received in time for the tournament;
- v. Be responsible for the preparation and publication of the tournament schedule of games;
- vi. Be responsible for the preparation and submission of a financial statement for the Board of Director at the conclusion of the tournament;
- vii. Work in conjunction with the Sponsorship Director in the publication of a program for all tournaments;

(l) Director of Coaching

The Director of Coaching shall:

- i. For purposes of establishing, implementing and evaluating on ice and off ice technical development programs, liaise with the OMHA Director and the House League Director;
- ii. To recruit and train volunteers to perform the functions required for technical development;
- iii. To carry out other duties as assigned by the Board, or the President;
- iv. To assist the O.M.H.A. Director and the House League Directors in the process of enhancing player and coach development initiatives;

- v. To organize coaching clinics for A.M.H.A. coaches;
- vi. To set up instructional coaching meetings, as needed, throughout the hockey season to update coaching development;
- vii. To monitor coaches, periodically, throughout the year in order to recommend areas of improvement;
- viii. Coordinate the Representative Coach Feedback / Evaluation Process for parents and to act as mediator in Parent / Coach conflicts;
- ix. To chair the Coach Selection Committee for the AMHA coaching positions; the Selection Committee will include the OMHA Director, three candidates approved by the Board and Director of OMHA Officials or his/her alternate
- x. To receive all coaching applications and ensure that coaching criteria as determined by the O.M.H.A. are met;
- xi. Be a member of the Fair Play Committee;
- xii. To assist the O.M.H.A. Director with administrative functions.

(m) Director of Trainers

The Director of Trainers shall:

- i. Serve as a voting Director and will lead the AMHA's Safety and Risk Management programs for the benefit of participants, parents and volunteers in the AMHA's hockey programs and activities;
- ii. Demonstrate the values of the Hockey Trainers Certification Program "HTCP";
- iii. Promote and enhance the safety of all participants in the AMHA;
- iv. Assist in identification of training needs for the AMHA;
- v. Mentor Team Trainers;
- vi. Develop a network of resources available to AMHA Trainers;
- vii. Assist in elevating the role of each team's Trainer;

- viii. Ensure proper disposition of reporting forms relating to on and off-ice incidents resulting in injury to a player, volunteer, team official, on-ice official or other participant; and
- ix. Participate on a regular basis in hockey safety and risk management education activities sponsored or promoted by the OMHA, HC, OHF or HDCO.
- x. To carry out other duties as assigned by the Board.

## **12. REPRESENTATIVES OF THE BOARD**

### **12.1. Standing Committees and Representatives**

- (a) OMHA Rep Committee;
- (b) Coaching Committee;
- (c) Budget Committee;
- (d) Purchasing and Equipment Committee;
- (e) Ice Scheduling Rep;
- (f) Volunteer Committee;
- (g) Sponsorship Committee;
- (h) Any other Committee authorized and approved by the Board.

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. Standing Committee Procedure**

- (a) All Standing Committees shall comply with all By-Laws, guidelines, Policies and procedures of the Association as determined by the Board or the Membership of the Association, from time to time, and also shall comply with all requirements of the

OMHA, the OHF, HC, and, if applicable, any other hockey organizations with which Association teams are participating;

(b) Meetings:

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

(c) Notice:

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

(d) Quorum:

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

(e) Voting Rights:

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

(f) Minutes:

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

(g) Annual Report:

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

12.4. 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 31st day of May in each year.

### **15. BANKING ARRANGEMENTS**

#### 15.1. Banking Resolution:

The Board shall designate, by Resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- (a) Operate the accounts of the Association with a bank or a trust company;
- (b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) Issue receipts for and orders relating to any property of the Association;
- (d) Authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

15.2. Deposit of Securities

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

**16. BORROWING BY THE ASSOCIATION**

16.1. Borrowing Power:

Subject to the limitations set out in the 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, by e-mail, or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or Member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid. For the purposes of sending any notice, the address of any Member, Director or Officer shall be his or her last address in the records of the Association.

## **18. PASSING AND AMENDING BY-LAWS**

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

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

18.3.

- (a) Any By-Law or any 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 Bylaw 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 (2/3rds) 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 either in writing or sent by email using the form on the Association website, and must be signed or electronically signed by a member in good standing and received by the Secretary of the Association 10 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 herein before set out.

The foregoing By-Law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at in the Town of Ajax, Ontario, and at which a quorum was present on the 26<sup>th</sup> of May, 2021.

Colleen Ruber  
President

Secretary