**WHITBY MINOR HOCKEY ASSOCIATION**

**BY-LAWS**

Version: 2017-2018

Last Revision: September 25, 2017

(based on June 5, 2017 AGM)

**WHITBY MINOR HOCKEY ASSOCIATION**

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the Whitby Minor Hockey Association.

BE IT ENACTED as a by-law of Whitby Minor Hockey Association as follows:

**CONTENTS**

1      Definitions 3

2      Registered Office and Seal 4

3      Mission of the Association 4

4      Affiliations 5

5      Classes of Membership 5

6      Terms of Membership and Eligibility 5

7      Meetings of the Membership 8

8      Board of Directors 10

9      Procedure for Election of Directors 11

10   Board Responsibilities/Meetings 13

11   Officers and Responsibilities of Officers 17

12   Committees of the Board 22

13    Execution of Documents 27

14    Financial Year 28

15    Banking Arrangements 28

16    Borrowing by the Association 29

17    Notice 29

18    Passing and Amending By-Laws 30

19    Repeal of Prior By-Laws 30

20    Rules of Procedure 31

21    Effective Date 31

Appendix A – Examples of Voting Rights 31

**1**         **Definitions**

1)     In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:

1. "Association" means Whitby Minor Hockey Association (or such other name as the Association may in the future legally adopt);
2. "Board" means the Board of Directors of the Association;
3. "HC" means Hockey Canada (or such other name as HC may in the future legally adopt);
4. "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;
5. "Corporation" means Whitby Minor Hockey Association (or such other name as the Association may in the future legally adopt);
6. "Director" means an individual who has been elected to the Board of Directors of the Association;
7. "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
8. "Officers" mean the individuals who hold the offices enumerated in Article 11;
9. "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
10. "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
11. "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;
12. “WMHA” means Whitby Minor Hockey Association;
13. “Members” means all classes of membership in the Association as provided for in section 5;
14. “Parent” means a parent or legal guardian.
15. “eligible individuals” means any player (youth) that meets age and residence eligibilities as determined from time to time by the association
16. “Auditor” means an external independent licensed accountant.
17. “Member in good standing” means that all registration and other fees are paid up to date, there are no outstanding Association applied sanctions or disciplinary actions, all Association equipment has been returned in the same condition as given and the member has no legal actions taken against the Association.

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**

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)     The registered head office of the Association shall be in the in the Town of Whitby, 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.

3)     The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

4)     The Corporation shall operate in the following territorial boundaries of the Town of Whitby and shall be referred to as the community area:

a)     **NORTH** - 10th Concession commonly referred to as the Town Line Road encompassing Lots 18 to 25 inclusive.

b)     **EAST** - Broken Front Concession from Lake Ontario in the south to the 10th Concession in the north and represents a line drawn midway between Thornton Road and Garrard Road.

c)      **WEST** - Durham Regional Road 23 from Lake Ontario in the south to the 10th Concession in the north, the latter commonly referred as the Town Line Road.

d)     **SOUTH** - Lake Ontario from Durham Regional Road 23 to the line drawn midway between Thornton Road and Garrard Road encompassing Lots 18 to 35 inclusive.

e)     and, any other areas accepted by the Board of Directors of the Corporation.

**3**         **Mission of the Association**

1)     The Whitby Minor Hockey Association and its Board of Directors are committed to delivering a hockey program to its members. We are dedicated to creating an environment that fosters fun sportsmanship, fairness and respect in our Competitive and Recreational Programs to not only develop young athletes but also young men and women.

Our Philosophy is rooted in fostering young men and women who will be positive examples and leaders in our Community through values learned from our dedicated volunteers.

1. Create an opportunity for eligible individuals, given availability to participate in recreation houseleague ice-hockey in a community based program and the development and participation in representative ice hockey providing the opportunity to participate the highest competitive level
2. The association shall be operated without the purpose of pecuniary gain to any Members and any surplus or accretions of the Association shall be solely for the purpose of the Association and the promotion of its objects

**4**         **Affiliations**

1)     The Association shall have the following affiliations:

a)     The Association may become affiliated with any hockey league or leagues, or any other organization, the purposes and objectives of which are similar, subject to board approval.

b) WMHA HL Program is only required to play one (1) house league game per week and one (1) house league practice, or two (2) house league games per week within its own membership.  Any out of area/membership play will be done only as exhibition or tournament play and is decided at the discretion of the WMHA Board.

**5**         **Classes of Membership**

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**

1)     Terms and Eligibility

a)     Active Membership

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

b)     Parent Membership

i)        Parent members shall include all parents and legal guardians of registered players in good standing under the age eighteen (18) years.  Any one parent or guardian of a registered player(s) of the corporation shall have one vote and may attend members meetings and, by invitation, meetings of the Board and the Committees of the WMHA.  See [Appendix A](http://docs.google.com/Doc?id=dc4h5w5c_247gr3ws7vh#_Appendix_A_%E2%80%93) for examples of voting rights.

c)      Honorary Lifetime Membership

i)        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.

ii)      Honorary Members will have no vote but may attend members meetings and by invitation, meeting of the Board and Committees of WMHA.

d)     One Person – One Class of Membership

i)        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.

2)     Membership List

a)     Subject to Section 6.7 herein, the Secretary 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.

3)     Membership Year

a)     Parent Membership unless otherwise determined by the Board, 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.

b)     Active Membership shall commence with election or appointment to a position within ten (10) days thereafter and throughout his/her term of office shall be a member of the Corporation.

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 fees to the Association or to the team(s) on which the players participate. Members whose Membership fees (refer to section 6.5) or team fees are in arrears for a period of three (3) months, or by January 15th of the current season, whichever occurs first, shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. Players of such members shall be prohibited from participation until such time as all outstanding fees are paid in full. Additionally, members in good standing can not be the subject of any current disciplinary action and can not have any legal action against the WMHA and the WMHA members or executives. The Secretary shall inform those concerned of this suspension in writing. A member may be reinstated by the WMHA executive.

d)     Members whose conduct is considered by the Board to be contrary to the stated Code of Conduct (please refer to Rules of Operations) 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 position~~s~~ before the vote is taken.  The board may also at its discretion, extend the Termination of Membership beyond the Membership Year as defined in Section 6.3 or determine the player(s) for which the member is a guardian to be an ineligible individual and as such unable to participate in WMHA programs. This also requires a two-thirds (2/3) majority ballot.

e)     Any player or team official accepted by the WMHA resorting to legal action against the WMHA without first exercising their right of appeal throughout the complete appeal procedure shall be deemed to have withdrawn from further competition.

5)     Membership Fees

a)     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.

6)     Right To Vote

a)     All Active Members and Parent Members shall be entitled to notice of and to vote at all Meetings of Members of the Association.

7)     Record Date

a) Individuals, who are Members of the Association as of the date of any General Meeting of the Members of the Association, are entitled to vote at such General Meeting of Members. Any individual who is not a Member at the time of a General Meeting is not entitled to vote at such General Meeting.

**7**         **Meetings of the Membership**

1)     Annual General Meeting of Members

a)     The Annual General Meeting shall be held each year within the first fifteen (15) days of 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 the agenda of such Annual General Meeting:

i)        approval of the agenda;

ii)      approval of the minutes of the previous meeting of the Membership;

iii)    receiving reports of the activities of the Association during the preceding year;

iv)    receiving information regarding the planned activities of the Association for the current year;

v)      receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;

vi)    appointment of the Auditor for the ensuing year;

vii)  consideration of any proposed amendments to the Letters Patent or By-laws of the Association;

viii)            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 fourteen (14) days, immediately preceding the Annual General Meeting;

ix)    election of the new Board;

x)      new business.

2)     Special Meetings

a)     Special General Meetings of the Corporation may be called by the President or shall be called by him/her upon written request to the Secretary of not less than ten per cent (10%) of the Membership, in good standing at the time of the request.

3)     Notice

a)     Annual General Meeting

i) Notice of the Annual General Meeting to be held within the first fifteen (15) days of 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 e-mailed to all Members who are Members as of the date which is thirty-five (35) days prior to the date of the subject Annual General Meeting (at the last known e-mail address recorded for such Members in the records of the Association). Such notice shall also be posted on the WMHA website.

b)     Special General Meetings of the Membership

i)        Notice of any Special General Meetings of the Membership shall be **e-mailed** to all Members at the last known **e-mail** address recorded in the records of the Association. Such notice shall be posted in all Association Arenas within at least fifteen (15) days prior to the date of the Meeting.

c)      Error or Omission in Notice

i)        No inadvertent error or omission in giving notice of any Annual General Meeting or Special 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.

4)     Quorum

a)     A quorum for an Annual General Meeting or Special Meeting shall be a minimum of 25 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.

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 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.

6)     No Proxies

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

7)     Adjournments

a)     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.

8)     Chair

a)     In the absence of the President and the two (2) Vice Presidents, 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**

1)     Composition

a)     Eligibility

i)        A Director:

(1)   shall be eighteen (18) or more years of age;

(2)   shall not have a status of Bankrupt;

(3) shall not have been found under the Substitute Decisions Act, or under the Mental Health Act to be incapable of managing property or who has been found to be incapable by a Court in Canada, or elsewhere;

(4) be a Member of the Association at the time of his or her election or appointment or becomes a member within 10 days of election;

(5)   shall remain a Member of the Association throughout his or her term of office.

b) Number of Directors

i)   The affairs of the Corporation shall be managed by a Board of Twenty (20) Directors, each of whom at the time of election or within ten (10) days thereafter and throughout his term of office shall be a member of the Corporation.  One (1) director shall be the immediate Past President of the Corporation and shall hold such position on the Board of Directors ex officio.

c)      Term of Office

i)   To ensure proper succession planning for the Board, at each Annual General Meeting, the length of the term of office of each director to be elected at such Annual General Meeting shall be set based on the following criteria:

Subsequent to the election of directors at any Annual General Meeting: i) a minimum of five (5) directors shall be scheduled to hold office for a term of three (3) years from the date of their election or until the third annual meeting of members at such date, whichever occurs first; ii) a minimum of five (5) directors shall be scheduled to hold office for a term of two (2) years from the date of their election or until the second annual meeting of members at such date, whichever comes first; and (iii) a minimum of five (5) directors shall be scheduled to hold office for a term of one (1) year from the date of their election or until the first annual meeting of members at such date, whichever occurs first. Subject to the foregoing, the President shall set the term of office of any directors to be elected at any Annual General Meetings as either a one (1), two (2) or three (3) year terms.

d)     Change in Number of Directors

i)        The Corporation 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 and the Corporation's Letters Patent.

2)     Protection of Directors and Officers

a)     No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy,  insolvency or tortuous act of any person, firm or corporation with whom or which any monies,  securities or effects shall be lodged or deposited for any loss, damage or misfortune whatever 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 wilful act or through his/her own  wrongful and wilful neglect or default.

3)     Responsibility For Acts

a)     The directors for the time being of the Corporation 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 or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board of directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise as a director or officer of a company which is employed by or performs services for the Corporation, the fact of his/her being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services

**9**         **Procedure for Election of Directors**

1)     Nominations

a)     The election of Directors shall take place at the Annual General Meeting to eligible members in good standing. All nominations must be submitted no less than four (4) weeks prior to the Annual General Meeting. Nominations forms for the Board shall be available through the Whitby Minor Hockey Association website. A nomination form must be completed by the nominee, nominator and seconded who are Members in good standing of the Corporation. All nominees must be in attendance at the Annual General Meeting to stand for or decline nomination.

2)     Board Positions

a)     The following positions shall be Members of the Board of Directors:

i. President;

ii. Past President;

iii. Vice President of Representative Hockey (1st VP);

iv. Vice President of Houseleague Hockey (2nd VP);

v. Vice President of Operations, Risk Management and OMHA Contact

vi. Secretary;

vii. Treasurer;

viii. Referee-in-Chief;

ix. Ice and Development Director

x. House League Director (6);

xi. Representative Director (4);

xii. House League Coordinator

b) The Board of Directors may appoint the following positions if required:

i) Sponsorship Manager;

ii) Tournament Convenor;

iii) Equipment Manager

iv) IT Manager.

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

3)     Election Procedures

a)  The Chair of the Nominations and Elections Committee shall post on the WMHA website a listing of all individuals who have been nominated for election to the Board at least three (3) weeks prior to the Annual General Meeting.  In the event that sufficient nominations to fill all vacancies on the Board are not received in advance of the Annual General Meeting in accordance with the provisions of 9(1)(a) of these by-laws, nominations may come from the floor at the Annual General Meeting. To be eligible to run for a position on the Board, any individual so nominated must be a Member in good standing at the time of the Annual General Meeting.

4)     Vacancies

a)     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 the unsuccessful candidates who ran for office at the last AGM in order of votes received. Example if there were 6 positions up for election and 9 candidates were offered for election, candidate’s # 7, 8 + 9 would be placed on an eligibility list to be drawn from in the event of a vacancy on the board. Should all eligible candidates on the list decline the position, the board would then 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. After thirty (30) days and if there has been no successful candidate for the vacant position, the board may elect not to appoint an additional member.

5)     All Directors must be members in good standing.

6)     Termination

a)     Removal of Director by Membership

i)        Provided that notice, signed by not less than ten per cent (10%) of the Membership, in good standing, and subject to a 2/3 majority vote of the current Board of Directors approving such a resolution, 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 General Meeting of Members may remove any Director before the expiration of his or her term of office.

b)     Absenteeism

i)        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)      Directors

i)        Directors shall be censured, suspended or expelled, by resolution approved by 2/3 majority vote of the current Board of Directors, for breach of the Constitution or bylaws of the Corporation or for any act, omission or conduct which the Board of Directors deems to be prejudicial to the welfare of the Corporation.

d) Any termination of the member of the Executive or Board which occurs as a result of the above shall not be eligible to hold a subsequent position on Executive or Board for a period of seven (7) years.

e) Resignation

i)       A Member of the Executive or Board may resign his or her position by submitting a letter of resignation to the President of the Association. In doing so, this member will not be eligible to hold a subsequent position on the Executive or Board for a period of two (2) years.

**10**   **Board Responsibilities/Meetings**

1)     Governance

a)     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. The Directors may make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

2) Board Meetings

a) Regular Board Meetings

b) Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice President, may from time to time determine. The Board shall schedule to meet a minimum of six (6) times per year.

c)      Special Board Meetings

d)     Special Board Meetings may be called by the President or a Vice President in the absence of the President or on petition in writing to the Secretary signed by any three Directors.  Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

3)     Notice Of Board Meetings

a)     Notice shall be communicated to all Directors at least two (2) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association;

b)     Notice shall include a tentative agenda 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.

4)     Error In Notice

a)     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.

5)     Adjournment Of Board Meetings

a)     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.

6)     Quorum

a)     A quorum for a Board Meeting shall be 50% plus 1 Directors.  No business of the Board shall be transacted in the absence of a quorum.

7)     Voting Rights

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

8)     Voting Procedures

a)     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. Ballots should be counted in front of all members in attendance.

9)     Remuneration

1. Directors shall serve without remuneration and no Director shall directly or indirectly receive any remuneration, salary, income, profit, money or money’s worth from the position of Director or for any service rendered to the Association, either directly or indirectly; 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. Any reimbursement to a member of the Board of Directors for services rendered shall require advance approval by the Board of Directors.
2. No current Director of the Board of Directors, nor any former Director for a period of two (2) years thereafter, shall tender bids on any Request for Proposals (hereinafter RFP’s) or open contracts related to the Association, both directly or indirectly, nor shall they in any way receive remuneration, salary, income or profit by virtue of their current or former position on the Board of Directors, either directly or indirectly, and regardless of whether he or she is acting as an individual, or through a sole proprietorship, partnership, corporation, or other legal entity, and further regardless of what interest or involvement the current or former director may have in such legal entity. The foregoing is subject to waiver by a majority vote of the Board of Directors (the Director in question shall not participate in such vote), on the basis of same being in the best interests of the Association.
3. In furtherance of the provisions of Paragraphs (a) and (b) of these by-laws, all individuals, sole proprietorships, partnerships, corporations, or other legal entities wishing to engage in business with the Association, either directly or indirectly, will be required, in addition to other requirements as decided from time to time by the Board of Directors, provide a legally binding confirmation that no current or former Director who was a Director within two (2) years of the date of the subject confirmation, has any involvement or receives any remuneration, salary, income, profit, money or money’s worth from the proposed service to the Association.
4. Failure to adhere to the strict provisions of Paragraphs 9(a) to (c) of these by-laws and/or failure to declare the involvement of a current or former Director who was a Director within two (2) years of the subject confirmation will result in the individual, sole proprietorship, partnership, corporation or other legal entity being excluded from engaging in any business with the Association.

10)  Conflict Of Interest

a) Every Director having an interest directly or indirectly, including, but not limited to, by way of family, including both immediate and extended, in a proposed or existing contract, transaction, business arrangement with the Association or any other matter relating to the Association, has a duty to provide a full and fair declaration of the nature and extent of the interest as follows:

1. At the first board meeting immediately following each Annual General Meeting, all Directors have a duty to provide the Board of Director’s with a written declaration as to any potential or existing conflicts; and
2. Thereafter, immediately upon discovery by a Director of a new potential or existing conflict of interest not disclosed in any previous statement or declaration, the said Director is required to provide the Board of Director’s with a written declaration as to the potential conflict as soon as is practicable.

b) Contemporaneous with the disclosure of the conflict or potential conflict, the Director must also provide a statement as to why an actual conflict does not exist or how the relationship may benefit the WMHA.

c) Upon submission of the written declarations contemplated by Paragraphs 10(a) and (b) of these by-laws, the Board shall determine, by majority vote (the Director in question shall not participate in such vote) whether or not a Director is in a conflict of interest position in respect of the matter at hand. In the event that the Director is found to be in a conflict of interest position in respect to the matter at hand, that Director shall not participate in any way in respect of any matter or thing related to the matter at hand, and the Director shall not hold any office within the Association which makes non-participation by the Director with the matter at hand impractical or inconsistent with the core duties and responsibilities of such 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 and may not participate in any discussion 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, subject to the requirement that it be provided in writing, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.

e) Any member of the Board of Directors who perceives another Director to be in conflict of interest in a matter under consideration has a duty to raise this concern with the President. The President, in turn, shall request a written supplementary declaration and thereafter will discuss the matter with the Board member who is perceived to be in conflict, as appropriate, and shall also hold discussions with the reporting board member. The Board of Directors will be notified that an actual or potential conflict has arisen and shall, at the next meeting of the board of directors, determine (by majority vote) whether an actual conflict of interest exists. The member perceived to be in conflict is to refrain from voting.

f) 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, and shall be subject to expulsion from the board in the event that the Board (by majority vote) determined that: i) the conflict of interest is material; and ii) the Director knew or should have known that he was in a conflict of interest.

g) Should a conflict of interest arise that is so material that such conflict might prevent the Director from having any meaningful participation on the Board of Directors (as determined by majority vote of the Board), the Director shall forthwith resign from his or her position on the Board, failing which he or she will be removed from the Board.

h) No person(s) affiliated with any other Minor Hockey Association who may directly or indirectly impact WMHA in any capacity but not limited to Director, Volunteer or Coaching cannot be a member/director with The Whitby Minor Hockey Association Board of Directors. This does not apply to members/directors with associations under the OWHA umbrella. This does not apply to parents of players in other associations.

11)  Indemnification Of Directors

a)     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:

i)        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

ii)      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.

iii)    the Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

12) Confidentiality

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

13) Rules Of Operation

a)     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 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 By-law. Such prescribed rules and regulations shall have the force and effect until the next AGM when they shall be confirmed at that AGM. In the event of default of confirmation at such AGM, the regulation shall, at and from that time, cease to have force and effect.

b)     The Rules of Operation will 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.

c)      Rules of Operation will strictly deal with only those day-to-day matters directly affecting the member teams and players such as hockey jerseys, tournaments, exhibition games, affiliated players, player and parent conduct and discipline, harassment and abuse, referees and officials, fundraising, sponsorship, player movement, selection of coaches/managers/trainers, equipment, uniforms, colours and ice time to name a few.

**11**   **Officers and Responsibilities of Officers**

1)     Elected/Appointed Directors

a) The Elected Directors shall be: President; First Vice President; Second Vice President; Secretary; Treasurer; Referee-in-Chief; OMHA Contact; Development Director; House League Director (6); Representative Director (4); HL Coordinator

b) The Past President shall hold such position ex officio.

c)    The Board of Directors shall appoint the following positions: Sponsorship Manager; Tournament Convenor; Equipment Manager; IT Manager.

d)    A Director shall not hold more than one Office, unless a vacancy can not be filled.

2)     Employees Of The Corporation

a)     Recognizing that the Corporation operates on a not for profit basis and is managed by volunteer members of the Corporation, provisions must be available for the Corporation to employ staff to fill critical administrative duties where there are no available volunteers. The Board of Directors shall have the power to hire and where need be terminate the employ of staff. Approval of all staff must receive a two-thirds vote of the members present at a meeting of the Board of Directors. On a day to day basis the employee(s) will be accountable to the President. An employee of the Corporation cannot be a Director or an immediate family member of a Director of the Corporation.

3)     Eligibility For Office

a)  The President and Vice Presidents must have two (2) consecutive years of service on the Board at the time of nomination. In the case there is no willing candidate with these qualifying credentials; subsequent active board members may be elected with a majority vote of full board approval. No member in their first year of service on the board is eligible for these positions.

b)  The Vice President of Representative Hockey must have a minimum of one year service on the Representative committee.

c)  The Vice President of House League must have a minimum of one year service on the House League committee.

d)   The VP or Operations, Risk Management and OMHA Contact will preferably have experience in dealing with dispute resolution, code of conduct issues at some professional level and must have a minimum of one year service on the board.

e) In the case there is no willing candidate which meet the above-referenced qualifying credentials for the role of Vice Presidents (Representative or House League) or the OMHA Contact) other active board members may be elected to any such position by majority vote of full board approval; provided that, no board member in their first year of service on the board is eligible for these positions.

f)  The Treasurer shall have a recognized accounting designation or equivalent related experience.

4)     Term of Office

a)     The elected Officers shall hold Office from ten (10) days after the Annual General Meeting until ten (10) days after the following Annual General Meeting.

5)     Vacancies in Office

a)     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.

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

6)     Responsibilities of Directors

a)   President

i)        The President shall be the Chief Executive Officer of the Corporation and shall, if present, preside at all meetings of the Corporation, and the Board of Directors. He/she shall be Ex-officio on all Standing Committees. He shall see that all orders and resolutions of the Board are carried into effect. He shall also have shall have such other powers and duties as are elsewhere provided for in these Articles or as may be assigned to him from time to time by the Board. The President shall also have the general supervision and management of the business and affairs of the Corporation including direction on the association’s website and its content. In cases requiring immediate decision, the President may take action with or without reference to the Members of the Board of Directors, but shall be responsible for any decision to the Board of Directors at the next meeting of the Board.

b)    Vice President of Representative Hockey (1st VP)

i) Vice President of Representative Hockey may assist the President and in the absence or disability of the President, shall perform the duties and exercise the power of the President. The Vice President of Representative Hockey may also perform such other duties as may from time to time be assigned to him/her by the Board.

c) Vice President of Houseleague Hockey (2nd VP)

i) The Vice President of Houseleague may assist the President and in the absence or disability of the President, shall perform the duties and exercise the power of the President. The Vice President of Houseleague may also perform such other duties as may from time to time be assigned to them by the Board.

d) Vice President of Operations and Risk Management and OMHA Contact

i) The Vice President of Operations and Risk Management is responsible to investigate any risks or issues raised to the association, acting on behalf of the Executive and Board, develop and implement risk management processes and protocols adhering to all OMHA, OHF and Hockey Canada policies and procedures.

ii) The Vice President of Operations and Risk Management will be responsible in managing issues pertaining to conduct Harassment, Abuse and Bullying Policies as well as manage matters that may bring unnecessary risk to the Association, its Board Directors and members.

iii) The VP of Operations will report to the Executive Branch on a quarterly period any issues dealing with discipline whether on or off the ice.

iv) Co-ordinate the registration of players, teams and team officials

iii) Implement and enforce all OMHA Risk Management Programs;

(v) Establish, maintain and implement procedures with respect to clearance of all volunteers required to complete a police report;

(vi) Ensure that all necessary and appropriate insurance has been purchased;

(vii) Act as the Corporation's liaison with the Ontario Minor Hockey Association and represent the Corporation at regional meetings with other associations;

(viii)  Carry out other duties as assigned by the Board, Executive Committee, or the President.

e)     Treasurer

i)        The Treasurer shall:

(1)   ensure adherence to and implementation of financial Policies in the financial administration of the Association;

(2)   ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;

(3)   present a Report of the Auditor from the previous year and a projected financial position for the current year to the Membership at the Annual General Meeting;

(4)   evaluate, review and recommend financial policy to the Executive Committee and to the Board;

(5)   chair the Budget Committee;

(6)   in consultation with the Representative and House League Committee allocate and schedule, all ice time at any arenas being used by the Corporation with due regard to the association;

(7)   prepare and reconcile ice bills for association ice use;

(8)   carry out duties assigned by the Board, the Executive Committee or the President.

f)     Secretary

i)        The Secretary shall:

(1)   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;

(2)   ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;

(3)   be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;

(4)   recommend policy to the Board regarding internal and external communications of the Association;

(5)   be responsible for the Registrar function:

(a)   maintain the membership list referred to in Section 6.2;

(b)   be responsible for organizing and completing the annual registration for the Association;

(c)   be a member of the Finance Committee;

(d)   may seek the assistance of any members of the Corporation in order to execute the duties of the Registrar office;

(6)   carry out duties as assigned by the Board, the Executive Committee or the President.

g)       Past President

i)        The Past President shall:

(1)   chair the Nominations and Elections Committee;

(2)   be available to assist any member of the Board requiring assistance in the completion of his or her functions;

(3)   carry out other duties as assigned by the Board, Executive Committee, or the President.

h)     Development Manager

i)        Development Manager shall:

(1)   act as the liaison between the town and the association regarding facility requirements;

(2)   for purposes of establishing, implementing and evaluating on-ice and off-ice technical development programs liaise with the House League Hockey  Committee and the Representative Hockey Committee;

(3)   recruit and train volunteers to perform the functions required for technical development;

(4)   liaise with the OMHA concerning the development program;

(5)   carry out other duties as assigned by the Board, Executive Committee, or the President.

i)        Referee In Chief

i)        The Referee In Chief shall:

(1)   be responsible for providing qualified officials for all association home games;

(2)   liaison with the Budget Committee to establish fees for game officials for the upcoming season;

(3)   ensure refereeing complaints are addressed and solved in a timely fashion;

(4)   implement and maintain referee developmental programs;

(5)   ensure referees are scheduled for all games and accurate records maintained for payment;

(6)   provide a monthly report to the Board, including, but not limited to:

- allocation of referee assignment hours;

- overview of completed and planned supervisions & certifications of officials;

- outline of any complaints addressed

(7) carry out other duties as assigned by the Board, Executive Committee, or the President.

j)        House League Directors

i)        The House League Directors shall:

(1)   be responsible for the day-to-day operations of House League;

(2)   be responsible for the appointment of convenors and qualified team officials;

(3)   carry out other duties as assigned by the Board, Executive Committee, or the President.

k)        The House League Coordinator shall:

i)        The House League Coordinator shall:

(1)   support the VP House league and HL Directors as required and supports OMHA rep with HL team rostering

(2) Assist and oversee Sponsorship

(3) Assist and oversee Event Management

(4) Assist in problem resolution between WMHA Board and Membership

l)        Representative Directors

i)        The Representative Directors shall:

(1)   be responsible for the day-to-day operations of the Representative League;

(2)   act as liaison between the Association and its respective teams and leagues;

(3) act as liaison and be responsible for the day-to-day operations of the representative league with primary focus being the level they are voted to represent.

(4) the AAA rep director must attend all ETA/SCTA meetings as a representative of the association to ensure association presence at said meetings;

(5) the AE, A, AA rep directors must attend all Lakeshore/York Simcoe league meetings as a representative of the association to ensure association presence at said meetings.

(6)   carry out other duties as assigned by the Board, Executive Committee, or the President;

7)     Responsibilities of Appointed Positions

a)     Sponsorship Manager

i)        The Sponsorship Manager shall:

(1)   be responsible for soliciting potential sponsors;

(2)   be responsible for invoicing and collection of fees from all association sponsors;

(3)   carry out other duties as assigned by the Board, Executive Committee, or the President.

b)     Tournament Convenor

i)        The Tournament Convenor shall:

(1)   be responsible for tournaments for the association;

(2)   carry out other duties as assigned by the Board, Executive Committee, or the President.

c)      Equipment Manager

i)        The Equipment Manager shall:

(1)   be responsible for making recommendations for the purchase of equipment for the Association;

(2)   maintaining equipment inventory for the Association;

(3)   carry out other duties as assigned by the Board, Executive Committee, or the President;

(4)   report to the Purchasing and Equipment Committee.

d)     IT Manager

i)        The IT Manager shall:

(1)   form and chair an IT Committee;

(2)   report to the Executive Committee.

(3)   carry out other duties as assigned by the Board, Executive Committee, or the President;

**12**   **Committees of the Board**

1)     Standing Committees

a)     The following committees shall be Standing Committees of the Board:

i)      Executive Committee;

ii)     House League Operations Committee;

iii)    Representative Operations Committee;

iv)    Budget Committee;

v)     Nominations and Elections Committee;

vi)    Ice Scheduling Committee;

vii)  Purchasing and Equipment Committee;

viii)  Protest and Discipline Committee;

ix)    Sponsorship Committee;

x)     Information Technology Committee.

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.

3)     Executive Committee

a)     The Executive Committee shall be chaired by the President, and shall consist of the 1st Vice President, the 2nd Vice President, the Secretary, the Treasurer, the Past President and the OMHA Contact and shall be responsible for the day to day management of the affairs of the Corporation, including monitoring of all Committees to ensure all Policies of the Corporation 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 President.

c) Notwithstanding anything to the contrary, the Executive Committee may by a two third (2/3rd) majority vote uphold, for one subsequent term, any decision passed by the immediately preceding Board when to alter the decision could have a serious and detrimental impact on the Association or bring the Association into disrepute.

4)     House League Operations Committee

a)     The House League Operations Committee shall consist of the Vice President - House League, as Chair, House League directors (6).  The Referee-in-Chief shall participate as an ex-officio member.

b)     The House League Operations Committee shall:

i)        operate the House League Hockey Programs pursuant to the Policies of the Association;

ii)      establish and monitor Policies relating to House League Operations provided that such Policies shall be and remain consistent with all other Policies of the Association and approval by the Board;

iii)    recruit and train volunteers to perform the functions required to operate the House League Operations;

iv)    submit to the Budget Committee in each year an estimate of revenues and expenditures of the House League Operations Committee for the next fiscal year of the Association;

v)      present a report regarding House League Operations to the Board;

vi)    select Ad-Hoc committees as required;

vii)  recommend policy to the Board regarding House League Operations.

5)     Representative Operations Committee

a)     The Representative Operations Committee shall consist of the Vice President-Representative, as Chair, and shall consist of the Representative Directors (3), and OMHA Contact.  The Referee-in-Chief shall participate as an ex-officio member.

b)     The Representative Operations Committee shall:

i)        operate the Representative Hockey Program pursuant to the Policies of the Association;

ii)      establish and monitor Policies relating to Representative 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 Representative Operations;

iv)    represent and promote the interests of the Association in relation to any Representative Hockey involvement of the Association with any other local minor hockey associations or leagues;

v)      submit to the Budget Committee in each year an estimate of revenues and expenditures of the Representative Operations Committee for the next fiscal year of the Association;

vi)    present a report regarding Representative Operations to the Board;

vii)  select Ad-Hoc committees as required;

viii)            recommend policy to the Board regarding Representative Hockey Operations.

6)     Budget Committee

a)     The Budget Committee shall be chaired by the Treasurer and shall consist of at least one (1) member of the House League Hockey Operations Committee and one (1) member of Representative Hockey Operations Committee and shall consist of other Board Members as required.

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.

7)     Nominations And Elections Committee

a)     The Nominations and Elections Committee shall be chaired by the Past President and shall consist of two (2) other members of the Board.

b)     The Nominations and Elections Committee shall:

i)        solicit nominations for each Board position, which may or will 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.

8)     Ice Scheduling Committee

a)     The Ice Scheduling Committee shall be chaired by the Ice Manager and shall consist of one (1) member of the House League Hockey Operations Committee and one (1) member of Representative Hockey Operations Committee.

b)     The Ice Scheduling Committee shall:

i)        assess the ice requirements for the Association and shall enter negotiation with the ice providers to meet these needs;

ii)      Apportion the ice and times in a fair and equitable manner;

iii)    Work with the Vice Presidents responsible for  House League Hockey Operations and Representative  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.

9)     Purchasing and Equipment Committee

a)     The Purchasing and Equipment Committee shall consist of a Chairman and not less than two (2) other members, each whom shall be appointed by the Board of Directors.

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.

10) Protest And Discipline Committee

a)     The Protest and Discipline Committee shall consist of a Chairman and not less than four (4) other members of the Board of Directors, each of whom shall be appointed by the Board of Directors. There will be a minimum of 1 member from the Representative committee and one member from the House League committee. The Referee-In-Chief shall automatically be the chair of this Committee.

b)     If a member of the Protest and Discipline Committee is absent or is unable to perform his/her duties for any reason whatsoever; the Chairman may appoint a new member to fill such a vacancy on a temporary basis, with or without reference to the Board of Directors.

c)      The Chairman or his designated representative and any two (2) members of the Committee shall have the power to hear and decide all protests, complaints or other matters which pertain to the alleged violation of any of the operating rules or bylaws of the Corporation or which pertain to the conduct or action of any member, player, team official, Referee or Corporation representative while acting in the capacity as such or which pertains to the act, omission or conduct of any of the above persons which is alleged to be prejudicial to the Corporation, any team or player within the jurisdiction of the Corporation.

d)     The Chairman or his designated representative and any two (2) members of the Committee shall have the power to decide the outcome of any House League game prematurely terminated by the Referees.

e)     All persons appearing before this Committee shall be given full opportunity to be heard.

f)       The Committee shall as soon as possible after the conclusion of proceedings make a report to the President of the Corporation as well as to other persons directly involved in the matter.

g)     The Committee shall also conduct any investigation or hearing as directed by the Board of Directors and make a report in writing of such investigation or hearing and without delay transmit it to the President.

11) Sponsorship Committee

a)     The Sponsorship Committee shall be chaired by the Sponsorship Manager and shall consist of at least two (2) other members of the Board of Directors.

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;

vii)  recommend policy to the Board regarding sponsorship.

12) Information Technology Committee

a)     The IT Committee shall be chaired by the IT Manager and shall consist of at least two (2) other members of the Board of Directors.

b)     The IT Committee shall:

(1)   support the technology solutions required by the board of directors and volunteers;

(2)   make recommendations for the use of technology;

(3)   present a report regarding sponsorship to the Board;

(4)   recommend policy to the Board regarding technology.

13) Standing Committee Procedure

a)     All Standing Committees shall comply with all bylaws, guidelines, Policies and procedures of the Corporation as determined by the Board of Directors or the Membership of the Corporation, from time to time, and also shall comply with all requirements of the hockey organizations with which Association teams are participating.

b)     Meetings

i)        Each Standing Committee shall meet, as required, at the call of the Chair but shall meet not less than four times per year.

c)      Notice

i)        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

i)        A quorum for a Standing Committee shall be a majority of the Members of the Standing Committee.

e)     Voting Rights

i)        Each Member of a standing committee present at a Meeting shall be entitled to one vote with the exception of the chair; the Chair shall have a vote only in the event of a tie vote.

f)       Reports to Board

i)        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

i)        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.

14) Sub-Committees And Ad Hoc Committees

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

**13**   **Execution of Documents**

1)     Execution of Documents

a)     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.

2)     Books and Records

a)     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**

1)     The financial year of the Association shall terminate on the 31st day of March in each year.

**15**   **Banking Arrangements**

1)     Banking Resolution

a)     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:

i)        operate the accounts of the Association with a bank or a trust company;

ii)      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;

iii)    issue receipts for and orders relating to any property of the Association;

iv)    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.

2)     Deposit of Securities

a)     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.

3) Banking Arrangements

a) The Treasurer and either the President or Vice-President(s) will sign all cheques issued by the Whitby Minor Hockey Association.

**16**   **Borrowing by the Association**

1)     Borrowing Power

a)     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:

i)        borrow money on the credit of the Association;

ii)      issue, sell or pledge securities of the Association; or

iii)    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.

2)     Borrowing Resolution

a)     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**

1)     Computation of Time

a)     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.

2)     Omissions and Errors

a)     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.

3)     Method of Giving Notice

a)     Whenever under the provisions of this By-law of the Association, notice is required to be given by the Secretary. Such notice may be given either personally or by telephone or by depositing same in a post office or a public letter box, or by publicizing in the local newspaper and/or newsletter and/or bulletin boards, or by electronic mail, 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**

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.

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.

3)     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 Corporation.  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.

4)     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.

5)     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.

6)     Any Amendment to the By-laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association fourteen (14) days prior to the Annual General Meeting. All proposed Amendments that meet the criteria set forth above shall be posted as submitted to the home page of the WMHA website by the Secretary of the Association no later than seven (7) days prior to the Annual General Meeting.

7)     The House League, and Representative Team Rules are recognized as Rules of the Corporation.  The Board of Directors may change or alter rules at meetings of said Board of Directors.

**19**   **Repeal of Prior By-Laws**

1)     Repeal

a)     All prior By-laws of the Association, including the document entitled the "Constitution" of the Association are hereby repealed.

2)     Proviso

a)     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**

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**

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.

2)     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 Corporation at a General Meeting of the Members of the Corporation duly called and held at  Cullen Central Park, in the Town of Whitby, Ontario, and  at  which a quorum was present on the 23rd day of April, 2008.

|  |  |  |
| --- | --- | --- |
|  |  |  |
| President |  | Secretary |

**Appendix A – Examples of Voting Rights**

1 Player, 1 Parent = 1 Vote

1 Player, 2 Parent = 1 Vote

2 Players, 2 Parent = 2 Vote

2 Players, 1 Parent = 1 Vote

No more than two (2) votes per player family