



# **BRADFORD WEST GWILLIMBURY MINOR HOCKEY ASSOCIATION**

**BY-LAW**  
March 27, 2024

# BRADFORD WEST GWILLIMBURY MINOR HOCKEY ASSOCIATION BY-LAW NO.1

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## REVISION LOG

<u>SECTION</u>	<u>CONTENT</u>
9.2 & 11.1	By-Law Amendment 2008-02-26: -Ice Convenor Position removed as Board Member to Paid Position.
9.2 & 11.1	By-Law Amendment 2009-02-26: -Changes to Tournament Director Position, Introduction of a: Representative & AE Tournament Director House League & Local League Tournament Director.
8.1, 9.2 & 11.1	By-Law Amendment 2010-04-12 -Change title Vice President Rep Hockey & OMHA Delegate to: Vice President Operations, OMHA Rep & YSMHL Delegate -Change title Vice President Local League & Simcoe Region Delegate to: Convenor Local League -Change title Vice President House League to: Convenor House League
6.4, 8.1, 9.2 & 11.1	By-Law Amendment 2011-04-11 -Addition to 6.4 Termination (e) -Addition Position – Fundraising Chair -Change title duties – Head of Hockey Auxiliary -Change title duties – Secretary -Change to tile duties – Equipment Director
8.1, 9.2 & 11.1	By-Law Amendment 2012-04-02 -Change title – Vice President Operations – OMHA/YSMHL Delegate -Removal position – Convenor of Rep -Change title – Convenor of Local League -Removal position – Convenor of House League -Change title – Abuse & Harassment Convenor -Change title – Fundraising Chair -Change title – Events Director -Removal position – Tournament Director – House League & Local League -Change title – Tournament Director – Representative & AE -Change duties – Technical Director
8.1, 9.2 & 11.1	By-Law Amendment 2015-03-02 -Addition Board Member- Vice President House League Hockey -Addition Board Member – Assistant Tournament Director
11.1	By-Law Amendment 2016-03-23 -Change of duties – Treasurer

- 9.2 By-Law Amendment 2017-03-22  
11.1 (i) (o) -Change Board Title – Risk Management Coordinator to Risk Management Director  
-Change of duties – Marketing Director
- 6.4 (e) -By-Law Amendment 2018-03-23  
-Change to Board Termination policy
- 8.1 (x) -By-Law Amendment 2019-03-21  
-Change to the Composition of the Board and Eligibility
- 9.2 -By-Law Amendment 2019-03-21  
-Change to Board Position Titles
- 11.1 -By-Law Amendment 2019-03-21  
(d) (e) (f) (h) -Changes to Board Duties  
(j) (n) (o)
- 9.2 -By-Law Amendment 2021-04-28  
-Changes to Board Position Title
- 8.1 -By Law Amendment 2021-04-28  
-Changes to Members of the Board -Other  
-Changes to Numbers of Members of the Board
- 11.1 -By Law Amendment 2021-04-28  
-Changes to Duties of the Board
- 11.1, 9.2 & 4, -By Law Amendment 2022-03-23  
4.2 -Changes to Board Positions with two new positions adding Volunteer Co-Ordinator and Tournament Convenor  
-Changes to Duties of the Board adding two new positions  
-Changes to Affiliations of the Board to include Centre Designation
- 11.1 -By Law Amendment 2023-03-29  
-Changes to Board Position – ( c ) Vice President of Operations & OMHA Rep & YSMHL Delegate removed the word representative. ( k ) Tournament Director – removed the word representative and AE. ( q ) Volunteer Co-Ordinator – removed.
- 9.2 -By Law Amendment 2022-03-23  
-Removed Volunteer Co-Ordinator from Board Positions and changed board members to 15.
- 4.1, 4.2 -By Law Amendment 2022-03-23  
-Added 4.1 d as we are now a member of South Simcoe Minor Hockey Association.  
-Removed 4.2 as we are now a House League/Local League Association.

11.1, 9.2

- By Law Amendment 2024-03-27
- Added 11.1 added Communications Director
- Updated 9.2 Board numbers.

# BRADFORD WEST GWILLIMBURY MINOR HOCKEY ASSOCIATION

## BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of the Bradford West Gwillimbury Minor Hockey Association.

BE IT ENACTED as a by-law of Bradford West Gwillimbury Minor Hockey Association as follows:

### 1.0 DEFINITIONS

1.1 In this By-Law and all other By-Laws and Resolutions of the Association, unless the context otherwise requires:

- a. "Association" means BWGMHA Minor Association (or such other name as the Association may in future legally adopt);
- b. "Board" means an individual who has been elected by the Board Members of the Association;
- c. "Board" mean the individuals who hold the offices enumerated in Article 11;
- d. "BWGMHA" means Bradford West Gwillimbury Minor Hockey Association.
- e. "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;
- f. "HC" means Hockey Canada (or such other names as HC may in the future legally adopt);
- g. "Letters Patent" means Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
- h. "Members" means all classes of membership in the Association as provided for in section 5.
- i. "OHF" means the Ontario Hockey Federation (or such other names as the OHF may in the future legally adopt);
- j. "OMHA" means Ontario Minor Hockey Association (or such other names as the OMHA may in the future legally adopt);
- k. "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board Members of the Association.
- l. "Volunteer Worker" means any person over 18 years of age who serves in the interest of the Association.

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

### 2. REGISTERED OFFICE/BOUNDARIES AND SEAL

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 Bradford West Gwillimbury, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolutions of the members pursuant to the Corporations Act.
- 2.3 The BWGMHA official boundaries encompasses the Town of Bradford West Gwillimbury area of governance as follows or as they are changed by the Town of BWG:

North – Line 13 South Side

South – Highway #9 North Side

East – 20<sup>th</sup> Side Road & Canal Road

West – Line 7 West of Hwy #27

### **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 Bradford West Gwillimbury including:
- a) The opportunity for all eligible individuals to participate in recreational house league ice 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 ice hockey and provide the opportunity to participate at the highest competitive level;
  - c) To instil in all players, coaches, managers, trainers and members associated with the BWGMHA good sportsmanship, correct and proper behavior on and off the ice, respect for authority and team play;
  - d) The Association shall be operated without purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its goals and objectives.

### **4. CENTRE DESIGNATION & AFFILIATIONS**

- 4.1 The Association shall have the following affiliations:
- a) The Association shall be a member of the OMHA; and,
  - b) The Association shall be a member of York Simcoe Minor Hockey League.
  - c) The Association shall be a member of Simcoe Region Minor Hockey League.
  - d) The Association shall be a member of South Simcoe Minor Hockey Association.

## **5. CLASSES OF MEMBERSHIP**

5.1 There shall be two (2) classes of Membership in the Association:

1. Active Membership;  
Volunteer Worker Approved by the Board
2. Parent/Guardian Membership;

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

### **6.1 Terms and Eligibility**

a) **Active Membership:**

Active Members shall include all elected or appointed Board or officials, and all coaches, managers and trainers appointed for the current season, and all registered players and volunteer workers who are at least 18 years of age. Members in this classification will be allowed one vote per person.

b) **Parent/Guardian Membership:**

Parent/Guardian members shall include all parents and or legal guardians of registered players in good standing where the registered player is under the age of eighteen (18) years. Each Parent, custodial couple, single parent/Guardian member(s) of a registered player(s) shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association.

c) **One Person – One Class of Membership:**

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 membership and may not change to another category or class of membership.

### **6.2 Membership List**

Subject to Section 6.7 herein, the Secretary of the Board shall prepare and maintain a list of current Active Members', Volunteer Worker approved by the Board and Parent, Custodial couple, single parent/Guardian Members. This list shall be kept at the head office and updated as necessary and made available to all Board Members. 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, shall commence on or after September 1 in each year, and shall lapse and terminate on the 31<sup>st</sup> day of August next following the date on which such membership commenced.



#### 6.4 Termination

- a. A membership in the Association shall not be transferrable 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 who 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 Registrar shall immediately inform those concerned of this suspension in writing.
- d. Members whose conduct is considered by the Board to be contrary to the stated OMHA Code of Conduct and the purposes of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.
- e. Where a Member, sitting as an Executive or Board Member, that resigns his/her seat during the current season including up to and the final day before the scheduled AGM, may not be eligible to run for a period of one year. Exception: (During the election process at the BWGMHA AGM) If a position for election becomes available and a current Executive member is interested in running for that position and that said Executive member meets the positions qualifications is allowed to be nominated for that said position. The candidate will receive permission from the Association to participate in the election process of the vacant position. Following this, if this Executive member is elected into the new position, this will result in an immediate resignation from his/her prior Executive position. The position that becomes vacant after this resignation is added to the election process.

#### 6.5 Membership Fees

Registration fees shall be established annually by the Budget Committee and resolved by the Board. Fees for any unexpired term of membership are normally not refundable, however the Board may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

## 6.6 Right to Vote

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

## 6.7 Record Date

Individuals, who are Members of the Association at least 42 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 42 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 Meetings of Members

The Annual General meeting shall be held each year before the 31<sup>st</sup> day of May each year, at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- a) Approval of the agenda;
- b) Approval of the minutes of the previous Meeting of the Membership;
- c) Receiving reports of the activities of the Association during the preceding year;
- d) Receiving information regarding the planned activities of the Association for the current year;
- e) Receiving and approving the report of the Treasurer of the Association from the previous year and a projected financial position for the current year;
- f) Presentation of the current Audited statement;
- 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 (4 weeks) immediately preceding the Annual General Meeting;
- i) Election of the new Board.

## 7.2 Additional General Meetings of Members

In addition to the Annual General Meeting as 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 a General Meeting shall be limited to that specified in the notice calling the General Meeting.

### 7.3 Notice

a) Annual General Meeting;

The notice of the Annual General Meeting (AGM) to be held before the 31<sup>st</sup> day of May each year shall set out the agenda, including particulars of any other business to come before the meeting. The time and place of the Meeting, and such notice shall be conveyed to all Members recorded for such members in the records of the Association. Such notice shall be posted in all Association Arenas at least thirty (30) days prior to the date of the Meeting.

b) Additional General Meetings of the Membership;

Notice of Additional General Meetings of the Membership shall be conveyed to all Members 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;

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 Meetings and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

### 7.4 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of 2/3 of the eligible members present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

### 7.5 Voting Procedures

- a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the By-Laws of the Association, shall decide every question proposed for consideration at Meetings of the Membership;
- b) The Board member presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;
- c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair as requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## 7.6 No Proxies

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

## 7.7 Adjournments

Any meetings 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 those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.

## 7.8 Chair

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

# 8. **MEMBERS OF THE BOARD**

## 8.1 Composition

### Members of the Board-Minimum Required

- i. President
- ii. Vice President Operations – OMHA/YSMHL Delegate
- iii. Treasurer
- iv. Secretary

### a) Eligibility

A Board member:

- i. Shall be eighteen (18) or more years of age;
- ii. Shall not be undischarged bankrupt or of unsound mind;
- iii. Shall be an active Member of the Association at the time of his or her election or appointment;
- iv. Shall remain a Member of the Association throughout his or her term of office;
- v. The President and the Vice President Operations – OMHA/YSMHL Delegate must have been a sitting member of the Board for 2 years or more within the immediately preceding 3 years span.
- vi. The Treasurer must have been a sitting member of the Board for 1 year or more within the immediately preceding 3 years span.

## Members of the Board-Other

- i. Vice President House League/Local League
- ii. Vice President Programming U9 and Below

### a) Eligibility

A Board member:

- i. Shall be eighteen (18) or more years of age;
- ii. Shall not be undischarged bankrupt or of unsound mind;
- iii. Shall be an active Member of the Association at the time of his or her election or appointment;
- iv. Shall remain a Member of the Association throughout his or her term of office; The Vice President House League/Local League and the Vice President Programming U9 and Below must have been a sitting member of the Board for 1 year or more within the immediately preceding 3 years span.

### b) Number of Members of the Board;

The affairs of the Association shall be managed by a Board, which consists of 14 elected Board Members

### c) Executive Term of Office;

- I. At the April General meeting of Members of the Association, the Members of the Association shall elect a number of Board equal to the number of Board whose term is ending shall be elected to the Board for two (2) year terms each.
  - I. Implementation of Rotation of Board
  - II. In order to establish a rotation of the Board, the election of Board next following the implementation of this By-Law shall provide for the election of the Board; the election of six (6) Board for a term of two (2) years each and the election of seven (7) Board for a term of one (1) year each. Thereafter, all Board positions whose term is ending shall be elected for two (2) year terms going forward.
- II. The term of all inclement Board at the date of adoption of this By-law shall expire and terminate by special resolution of the Board following the Annual General Meeting prior to May 31<sup>st</sup> that follows said meeting.

### d) Change in Number of Board;

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

## **9. PROCEDURE FOR ELECTION OF THE BOARD**

### **9.1 Nominations**

The election of Board shall take place at the Annual General Meeting of the Membership. No election of a Board Member is effective without consent (verbal at the AGM meeting, or given in writing prior to the election or appointment). Nomination Forms for the Board are available each year from the Secretary and must be submitted in writing or nominated at the AGM meeting.

The Nomination Form must contain the nominees name and two (2) nominators who are Members of the Association.

## 9.2 Board Positions

The Board shall consist of 17 members + Past President of the following;

- a) Past President – (immediate) – No voting privileges
- b) President – Elected – (2) year term
- c) Vice President Operations – OMHA/YSMHL Delegate– Elected – (2) year term
- d) Vice President House/Local League – Elected – (2) year term
- e) Vice President Hockey Programming U9 and Below – Elected (2) year term
- f) Treasurer – Elected – (2) year term
- g) Registrar – Elected – (2) year term
- h) Secretary – Elected – (2) year term
- i) Risk Management Director– Elected (2) year term
- j) Events Director– Elected (2) year term
- k) Tournament Director– Elected (2) year term
- l) Assistant Tournament Director – Elected (2) year term
- m) Technical Development – Elected (2) year term
- n) Equipment Director– Elected – (2) year term
- o) Marketing Director– Elected (2) year term
- p) Tournament Convenor – Elected (2) year term
- q) Communications Director – Elected (2) year term

## 9.4 Vacancies

Any vacancy occurring on the Board may be filled only for the remainder of the current term of the vacated position by Resolution of the Board then in office provided there is a quorum of Board 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 Board within thirty (30) days after the Board position was vacated.

## 9.5 Termination

### a) Removal of Member by the Board

The Board will have the power, by majority vote to remove any Board before expiration of his or her term of office. The Board shall then appoint a replacement Board within thirty (30) days after the Board position was terminated.

### b) Absenteeism

Unless otherwise determined by the Board, the absence of a Board from three (3) consecutive Board Meetings or the absence of a Board Member from four (4) out of any eight (8) consecutive Board Meetings shall be deemed to be a resignation of the said Board.

### c) Resignation

A Member of the Board may resign his or her Position by submitting a letter of resignation to the President of the Association and/or Secretary.

## **10. BOARD RESPONSIBILITIES**

### **10.1 Governance**

The board 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 Board Meetings**

#### **a) Regular Board Meetings**

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 meet not less than ten (10) times per year.

#### **b) Special Board Meetings**

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 Board Members. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

### **10.3 Notice of Board Meetings**

a) Notice shall be communicated to all Board Members at least seven (7) days in advance of the Meeting, unless all Board Members 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 Board are present or if those absent signify their consent to the Meeting being held in their absence.

### **10.4 Error in Notice**

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

## 10.5 Adjournment of Board Meetings

Any Board Meeting may be adjourned at any time from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment.

## 10.6 Quorum

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

## 10.7 Voting Rights

Each Board member, present at a Board Meeting, including the Board member, shall be entitled to one vote. The Board member shall have a second vote in the event of a tie vote.

## 10.8 Voting Procedures

A majority of votes of the Board 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 Board present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

## 10.9 Remuneration

Board Members shall serve without remuneration and no Board shall indirectly or directly receive any remuneration, salary or profit from the position of Board or for any service rendered to the Association; provided that, the Board may establish Policies relating to the reimbursement of Board for reasonable expenses incurred in the performance of their duties as Board of the Association.

## 10.10 Conflict of Interest

- a) Every Board who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.
- 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 take into consideration or, if the Executive 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 Board assumes the office.
- c) After making such a declaration, no Board 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 Board has made a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Board Member is not accountable to the



Association for any profit or personal gain realized from the contract or transaction or other matter.

If a Board fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Board Member shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

#### 10.11 Indemnification of Board Member

Every Board Member of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:

- a) All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against him or her for and in respect or any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- b) All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default; provided that, no Board Member of the Association shall be indemnified by the Association in respect or any liability, costs, charges or expenses that he or she is adjudged to be in breach or statute unless, in an action brought against him or her in his or her capacity as a Board Member, 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 Board Member as the Board may from time to time determine.

#### 10.12 Confidentiality

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

#### 10.13 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 and regulations as they deem expedient related in any way to the operations of the Corporation, including, without limitation, the conduct of its 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 force and effect until the next AGM when they shall be confirmed. In the event of default of confirmation at such AGM the regulations shall, at and from that time, cease to have force and effect until the next AGM.

## 11. DUTIES OF BOARD

### 11.1 Duties of Board

#### a) Past President:

The Past President shall:

- i. Be available to assist any Board requiring assistance in completion of his or her functions;
- ii. Carry out other duties as assigned by the Board, Board Committee, or the President.

#### b) President:

The President shall:

- i. Represent the Association in the Community;
- ii. Act as Chair of the Board Committee, and at all Meetings of the Membership;
- iii. Exercise general supervision of the Association in accordance with Policies determined by the Board;
- iv. Be a non-voting Member of all committees and sub-committees of the Association;
- v. Report regularly to the Board on matters of interest;
- vi. Delegate tasks as necessary;
- vii. Select Ad-Hock committees as required.

#### c) Vice President Operations & OMHA Rep & YSMHL Delegate:

The Vice President Operations & OMHA Rep & YSMHL Delegate shall:

- i. Report to the President any and all BWGMHA Business.
- ii. Assume the duties of the President in the absence for any reason of the President;
- iii. Operate the Hockey Program pursuant to the Policies of the Association as presented by the Vice President of House League/Local League & the Vice President Hockey Programming U9 & Below;
- iv. Establish and monitor Policies relating to Hockey Operations provided that such Policies shall be and remain consistent with all other Policies of the Association and approved by the Board;
- v. 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;
- vi. Be available to assist any Board requiring assistance in the completion of his or her functions;
- vii. Recruit and train volunteers to perform the functions required to operate the Hockey Operations;
- viii. Recommend policy to the board regarding Hockey Operations;
- ix. Represent and promote the interests of the Association in relation to any Hockey involvement of the Association with any other local minor hockey associations or leagues;
- x. Be the primary contact for the OMHA;
- xi. Ensure that copies of the Referees rule book and OMHA Manual of Operations are available to coaches;

- xii. Promote and monitor player and coach development as per the guidelines of BWGMHA Hockey;
- xiii. Ensure that copies of the Referees rule book and OMHA Manual of Operations are available to coaches;
- xiv. Represent and promote the interests of the Association in relation to any hockey matter.
- xv. Participate in Budget Committee for the next fiscal year;
- xvi. Select Ad-Hoc committees as required;
- xvii. Carry out duties as assigned by the Board, Board Committee or the President.

d) Vice President House/Local League:

The Vice President House/Local League shall:

- i. Establish and monitor policies relating to Local League Hockey Operations provided that such Policies shall be and remain consistent with all other Policies of the Association and approved by the Board;
- ii. Monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing policies and proposed policy;
- iii. Recruit and train volunteers to perform the functions required to operate the Local League Hockey Operations;
- iv. Represent and promote the interests of the Association in relation to any Local League Hockey involvement of the Association with any other local minor hockey associations or leagues;
- v. Select Ad-Hoc committees as required;
- vi. Promote and monitor player and coach development as per the guidelines of BWGMHA hockey.
- vii. Recommend policy to the Board regarding House/Local League hockey operations;

e) Vice President Hockey Programming U9 and Below:

The Vice President Hockey Programming U9 and Below shall:

- i. Assume the duties of the President in the absence for any reason of the President;
- ii. Monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
- iii. Be available to assist any Executive requiring assistance in the completion of his or her functions;
- iv. Ensure that copies of the Referees rule book and OMHA Manual of Operations are available to coaches;
- v. Carry out duties as assigned by the Board, Board Committee or the President;
- vi. Design and Operate all programs in U9 and Below divisions in adherence to the mandated programming guidelines from the OMHA, OHF and Hockey Canada.
- vii. Represent and promote the interests of the Association in relation to any U9 and Below Hockey involvement of the Association with any other Local Minor Hockey Associations or Leagues;
- viii. Establish and monitor policies relating to Hockey Programming (U9 and Below) provided that such policies shall be and remain consistent with all other policies of the Association and approved by the Board;

- ix. Recruit and train volunteers to perform the functions required to operate the Hockey Programming (U9 and Below);
  - i. Submit to the Budget Committee in each year an estimate of revenues and expenditures of the Hockey Programming (U9 and Below) Committee for the next fiscal year of the Association;
  - ii. Present a report regarding Hockey Programming (U9 and Below) to the Board;
  - iii. Select Ad-Hoc committees as required;
  - iv. Recommend policy to the Board regarding Programming for hockey programs U9 and Below.

f) Treasurer:

The Treasurer shall:

- i. Signing Authority for cheques and any financial transactions plus one additional signor (President, Vice President Operations OMHA/YSMHL Delegate, Secretary);
- ii. Ensure adherence to and implementation of financial policies in the financial administration of the Association;
- iii. Evaluate, review and recommend financial policy to the Board Committee and to the Board;
- iv. Carry out duties assigned by the Board, the Board Committee or the President;
- v. Select Ad-Hoc committees as required;
- vi. Liaise between BWGMHA Board and Accountant;
- vii. Ensure Accountant adheres to all BWGMHA financial policies, including submission of reports and accounting records to 3<sup>rd</sup> party auditors.

g) Registrar:

The Registrar shall:

- i. Ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- ii. Carry out duties assigned by the Board, the Board Committee or President.

h) Secretary:

The Secretary shall:

- i. Confirm monthly Board meetings and locations;
- ii. Record or delegate the recording of the minutes of the General Meetings of the Membership, Board Meetings and Board 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 a By-laws and 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. Confirm communication and correspondence has been distributed properly within the Association;
- v. Maintain the membership list referred to in Section 6.2;
- vi. Carry out duties as assigned by the Board, the Board Committee or the President and as coordinated with the Hockey Administrator.

i) Risk Management Director:

The Risk Management Coordinator shall:

- i. Implement and enforce all OMHA Risk Management Programs;
- ii. Establish and maintain procedures with respect to clearance of all volunteers required to complete a police report;
- iii. Carry out volunteer screening as per policy and guidelines;
- iv. Assist as requested with implementation of Risk Management Programs;
- v. Carry out other duties as assigned by the Board, Board Committee, or the President;
- vi. Select Ad-Hoc committees as required.

j) Events Director:

The Events Director shall:

- i. Arrange for team photos;
- ii. Prepare and schedule for all divisions team pictures;
- iii. Distribute pictures to conveners for distribution;
- iv. Prepare and distribute sponsor photos and plaques;
- v. Order Year end banquet awards, including year-end trophies, Esso awards, and special annual memorial awards. Ensure plating is accurate and ready for banquet day;
- vi. Arrange Year end banquet food and drinks;
- vii. Assist Secretary and Hockey Administrator with AGM meeting details, including reports, room, refreshments;
- viii. Carry out other duties as assigned by the Board, Board Committee or the President;
- ix. Select Ad-Hoc committees as required;

k) Tournament Director:

The Tournament Director shall:

- i. Organize and co-ordinate the BWGMHA House League & Local League Tournaments following OMHA rules and association rules;
- ii. Acts as a contact person for all applicants to our House League & Local League Tournaments;
- iii. Prepares financial statement to present to the Board following the House League & Local League tournaments;
- iv. Carry out other duties as assigned by the board, Board Committee, or the President;
- v. Select Ad-Hoc committees as required.

l) Assistant Tournament Director:

The Assistant Tournament Director shall:

- i. Assist Tournament Director by organizing and coordinating the BWGMHA tournaments following OMHA rules and BWGMHA rules;
- ii. Acts as Assistant contact person for all applications to our tournaments;
- iii. Assist Tournament Director with preparation of financial statement to present to the Board following the tournaments;
- iv. Carries out other duties as assigned by the Board, Board Committee, or the

- President;
- v. Assist in selecting Ad-Hoc committees as required.

m) Technical Director:

The Technical Director shall:

- i. Organize clinics for the start of the season (PRS, Trainers, coaches, CHIP);
- ii. Organize goalie, body checking and power skating clinics;
- iii. Recruit and train volunteers to perform the functions required for technical development;
- iv. Recruit and train volunteers to perform the functions required for technical development;
- v. Communicate with OMHA concerning technical programs;
- vi. Carry out other duties as assigned by the Board, Board Committee, or the President;
- vii. Recommend any program suggestions to the Board;
- viii. Select Ad-Hoc committees as required;
- ix. Communicate regularly with the Board Appointment Development Coordinator with regards to development programs.

n) Equipment Director:

The Equipment Director shall:

- i. Maintain an inventory of all equipment owned by the Association and replace when necessary;
- ii. Prepare and present approved Association apparel proposals;
- iii. Collect rental fees and security deposits for all goalie equipment leases;
- iv. Solicit bids and purchase hockey equipment as required;
- v. Maintain, repair and allocated all hockey all equipment owned by the Association;
- vi. Provide volumes, colours, sizes of jerseys for all divisions;
- vii. Provide pucks/pylons for tryouts;
- viii. Confirm distribution of trainer's bags for all divisions through coordination with the BWGMHA Head Trainer;
- ix. Submit to the Budget Committee in each year and estimate of revenues and expenditures for the next fiscal year of the Association;
- x. Present a report regarding purchasing equipment to the Board;
- xi. Recommend a policy to the Board regarding purchasing equipment to the Board;
- xii. Carry out all other duties as assigned by the Board, Board Committee, or the President;
- xiii. Select Ad-Hoc committees as required.

o) Marketing Director:

The Marketing Director shall:

- i. Issue Sponsorship packages to potential team sponsors;
- ii. Confirm with potential sponsors and receive forms and cheques/payments;
- iii. Prepare the list of sponsors and associated teams/divisions for sponsor names for team jerseys.
- iv. Receive hockey team fundraiser applications and review and provide approvals;
- v. Maintain a calendar of the hockey season team fundraisers;
- vi. Notify Beer Store Manager of scheduled beer bottle drives (allowed each week).

- vii. Ensure compliance of all fundraising with Town regulations;
- viii. Plan, organize and supervise Association events as propose by the Chair, the Board and its members (does not include fundraising events planned within specific teams);
- ix. Co-ordinate sponsor bars, patches etc.
- x. Create and chair a fundraising committee (meetings to be organized within the committee itself);
- xi. Report all plans, budgets, and any type of necessary information to the Board of Directors.

p) Tournament Convenor:

The Tournament Convenor shall:

- i. Assist Tournament Director and Assistant Tournament Director by organizing and coordinating the BWGMHA tournaments following OMHA rules and BWGMHA rules;
- ii. Acts as a contact person for all applications to our tournaments;
- iii. Carries out other duties as assigned by the Board, Board Committee, or the President;
- iv. Assist in selecting Ad-Hoc committees as required.

q) Communications Director:

The Communications Director shall:

- i. Create, prepare and distribute a newsletter to the membership;
- ii. Assist the Administrator with Social Media posts;
- iii. Carry out other duties as assigned by the Board, Board Committee, or the President;
- iv. Select Ad-Hoc committees as required;
- v. Communicate regularly with the Board.

## **EXECUTION OF DOCUMENTS**

12.

### 12.1 Execution of Documents:

The Board may from time to time appoint any Board Member or Members or any persons 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.

### 12.2 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 an applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

## 13. **FINANCIAL YEAR**

13.1 The financial year of the Association shall terminate on the 30<sup>th</sup> day of April in each year.

## 14. **BANKING ARRANGEMENTS**

### 14.1 **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 or exchange and orders for the payment of money;
- c. Issue receipts for an order 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.

### 14.2 **Deposit Securities:**

- a. All BWGMHA bank deposits and monetary holdings must be in the form of bank accounts or Guaranteed Investment Certificates – not high-risk investments such as mutual funds or stocks or bonds or lotteries.
- b. 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 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 as selected as custodians of the Board shall be fully protected in acting in accordance with the direction 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.

## 15. **BORROWING BY THE ASSOCIATION**

### 15.1 **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.

### 15.2 **Borrowing Resolution:**

From time to time, the Board may authorize any Board or Officer of the Association or any other person to make arrangements with reference to the monies so borrowed or to the borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with the 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.

## 16. **NOTICE**

### 16.1 **Computation of Time;**

In computing the date when notice must be given under any provision of this By-law required a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.

### 16.2 **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 Board or Member or 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 Board, 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.

### 16.3 **Method of Giving Notice;**

Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or public letter box, in a postage sealed envelope addressed to the Board, Officer or Member at this or her address as the same appears in the records of the Association. Any notice or other document 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, Board or Officer shall be his or last address in the records of the Association.

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

17.1 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.

17.2 If the Board intends to discuss amendments of the By-Laws of the Association at the Board Meeting, written notice of such intention shall be sent by the Secretary to each Executive 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 or intention to pass or amend such By-Laws shall be given.

- 17.3
- a. A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.
  - b. A motion to amend the By-laws recommended by the Board or proposed by a Member at a General meeting of Members called for that purpose must be approved by two-thirds vote of the Members present at such General Meeting.
  - c. The Members at the General Meeting of Members may confirm the proposed By-law or

amended By-law as presented or amend or reject the proposed By-Law or amended By-Law.

- d. Any amendment to the By-laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association 30 days prior to the Annual General Meeting.
- e. All members in good standing shall have access to any proposed amendments to the By-laws, seven (7) days prior to the Annual General Meeting at a place as state in the original meeting notice.

18. **REPEAL OF PRIOR BY-LAWS**

18.1 Repeal:

All prior By-laws of the Association, including the document entitled the “Constitution” of the Association are hereby repealed.

18.2 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.

19. **RULES OF PROCEDURE**

- 19.1 The Rules contained in the most current edition of “Procedures for Meetings and Organizations” by M.K. Kerr and Hubert W. King shall govern 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.

20. **EFFECTIVE DATE**

- 20.1 This By-law shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at the General Meeting of the Members of the Association duly called and held at Bradford Community Centre in the Town of Bradford West Gwillimbury, Ontario, and at which quorum was present on the 27<sup>th</sup> Day of March 2023.

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Chair

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Secretary

