

ONTARIO MINOR HOCKEY ASSOCIATION



BURFORD & DISTRICT MINOR HOCKEY ASSOCIATION

March 23, 2011

BURFORD & DISTRICT MINOR HOCKEY ASSOCIATION



Constitution



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CONSTITUTION

CONTENTS

1.	Definitions	Page 4
2.	Office and Boundaries.....	Page 5
3.	Mission of the Association.....	Page 5
4.	Affiliation	Page 6
5.	Classes of Membership.....	Page 6
6.	Terms of Membership and Eligibility.....	Page 6
7.	Meetings of the Membership.....	Page 8
8.	Board of Directors	Page 10
9.	Procedure for Elections of Directors	Page 11
10.	Board Responsibilities.....	Page 12
11.	Officers & Responsibilities	Page 15
12.	Committees of the Board	Page 20
13.	Execution of Documents	Page 21
14.	Financial Year.....	Page 21
15.	Banking Arrangements	Page 21
16.	Borrowing by the Association.....	Page 22
17.	Notice.....	Page 23
18.	Passing and Amending Constitution.....	Page 23
19.	Repeal of Prior Constitutions	Page 24
20.	Rules of Procedure	Page 24
21.	Effective Date	Page 24

BURFORD & DISTRICT MINOR HOCKEY ASSOCIATION

CONSTITUTION

A CONSTITUTION relating generally to the conduct of the affairs of the Burford & District Minor Hockey Association.

BE IT ENACTED as the constitution of the Burford & District Minor Hockey Association as follows:

1. DEFINITIONS

- 1.1 In this Constitution and Resolutions of the Association, unless the context otherwise requires:
- (a) "Association" means Burford & District Minor Hockey Association (or such other name as the Association may in the future legally adopt);
 - (b) "Board" means the Board of Directors of the Association;
 - (c) "HC" means Hockey Canada (or such other name as Hockey Canada may in the future legally adopt);
 - (d) "Director" means an individual who has been elected to the Board of Directors of the Association;
 - (e) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
 - (f) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
 - (g) "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.
 - (h) "BDMHA" means Burford & District Minor Hockey Association
 - (i) "Members" means all classes of membership in the Association as provided for in section 5.
 - (j) "Member in good standing", shall be defined as a person who has
 - I. no outstanding dues
 - II. no sanctions imposed against them
 - III. no outstanding BDMHA property.

2. OFFICE AND BOUNDARIES

- 2.1 The head office of the Association shall be in the in the Town of Burford, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.
- 2.2 The Association shall govern within the boundaries:
east from the corner of Oxford County Road 29 and Oxford County Road 5 to the 401 junction,
then south to Township Road 5 Blanford Blenheim,
then west to Blenheim Road,
then north to Oxford County Road 29,
then east to Trussler Road,
then south to Highway 2,
then east to Bishop's Gate Road,
then south to the 403 Highway,
then east to the City of Brantford city limits,
then follow the city limits boundary south to Brant County Road 4,
then south to New Port Road,
then south to Sour Springs Road,
then south east to Indian Line,
then south east to Delhi Town Line,
then west to East Quarter Town Line,
then south to Delhi Second Concession Road,
then west to West Quarter Town Line Road,
then north to Burford Township Eleventh Concession Road,
then west to Baseline Road,
then north to New Durham,
then north along Muir Line to 403 Highway,
then west to Oxford Road 55,
then west to Eastwood, along Oxford Road 55
then west along Highway 2 to Oxford Road 5,
then north to Oxford Road 29 in Innerkip and all lands inclusive.

The boundaries are to be determined by the OMHA in appropriate committee in November 2004.

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 Burford and surrounding area:
- d) 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;
 - e) 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 and members associated with the BDMHA good

sportsmanship, correct and proper behaviour on and off the ice, respect for authority and team play;

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

4. AFFILIATIONS

4.1 The Association shall have the following affiliations:

- (a) The Association shall be a member of the OMHA; and,
- (b) The Ontario Hockey Federation.

5. CLASSES OF MEMBERSHIP

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

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

6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

- (a) Active Membership:

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

- (b) Parent/Guardian Membership:

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

- (c) Honorary Lifetime Membership:

Honorary Lifetime Membership may be granted to an individual, volunteer or sponsor who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Lifetime Members by any Member of the Association and the granting of Honorary Lifetime Membership must be confirmed by a majority vote of the Board of Directors.

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

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, Parent/Guardian Members, and Honorary Lifetime Members. This list shall be kept at the head office and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

6.3 Membership Year

Unless otherwise determined by the Board, every Membership, other than Honorary Lifetime Memberships shall commence on or after September 1 in each year, and shall lapse and terminate on the 31st day of August next following the date on which such Membership commenced.

6.4 Termination

- a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.
- b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn notifies the appropriate Board members.
- c) Members in good standing shall be those admitted to Membership and who have paid all required membership fees to the Association. Members whose Membership fees are in arrears for a period of three (3) months shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Secretary shall inform those concerned of this suspension in writing.
- d) Members whose conduct is considered by the Board to be contrary to the stated Code of Conduct and the purposes of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

6.5 Membership Fees

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

6.6 Right to Vote

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

Meetings of Members of the Association.

6.7 Record Date

Individuals, who are Members of the Association at least 35 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 35 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

7. MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting of Members

The Annual General Meeting shall be held in March, 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 Annual General Meeting;
- 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) consideration of any proposed amendments to the Constitution of the Association;
- g) 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 at least four (4) weeks preceding the Annual General Meeting;
- h) election of the new Board.

7.2 Additional General Meetings of Members

- a) In addition to the Annual General Meeting, a General Meeting of the Membership may be called at any time by a Resolution of the Board.
- b) The membership may call a general meeting when petitioned by at least 15 members.

7.3 Notice

- a) Annual General Meeting:
Notice of the Annual General Meeting to be held in March in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. 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 any Additional General Meetings of the Membership shall be 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 Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

7.4 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of 20 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

7.5 Voting Procedures:

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

7.6 No Proxies:

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

7.7 Adjournments

Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.

7.8 Chair:

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

8. BOARD OF DIRECTORS

8.1 Composition

(a) Eligibility

A Director:

- (i) shall be eighteen (18) or more years of age;
- (ii) shall not be an undischarged bankrupt or of unsound mind;
- (iii) shall be a Member of the Association at the time of his or her election or appointment;
- (iv) shall remain a Member of the Association throughout his or her term of office.

b) Number of Directors:

The affairs of the Association shall be managed by a Board, which consists of fourteen (14) elected Directors and one (1) director through graduated entry. The office of Past President will be filled via the graduated entry process with the President assuming the position of Past President in the subsequent year of his office as President. Four of the Directors shall be Officers of the Board. The total number of director positions on the board is fifteen (15). The board shall not conduct business with less than nine (9) director positions filled.

c) Definition of Officer

An Officer shall be a Director of the Board in the positions of President, Vice President, Treasurer and Secretary, all of whom have signing authority.

d) Terms of Office

- i) The President, upon completion of his/her mandate will graduate to a director position on the board as Past President for a term of one(1) year.
- ii) The term of all incumbent Directors not re-elected or appointed shall expire and terminate following the Annual General Meeting prior to May 15th that follows said meeting.
- iii) BDMHA executive shall be composed of fourteen (14) elected directors. The elected directors' terms of office will be for two (2) years except the Directors-at-large who will be elected for a one (1) year term. Six (6) directors will be elected on odd number years those being President, Secretary, Representative Hockey Convenor, Development Convenor, Initiation Program Convenor and Equipment Manager. Six(6) directors will be elected on even number years those being Vice President, Treasurer, Local League Convenor, Fund-Raising and Special Events Chairperson, Ice Convenor and Registrar. Two (2) Director-at- large will be elected each year.

e) Change in Number of Directors:

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

9. PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations:

The election of Directors shall take place at the Annual General Meeting of the Membership. No election or appointment of a Board Member is effective without consent given in writing prior to the election or appointment. Nomination Forms for the Board shall be available each year from the Secretary by January 31st. A Nomination Form must be completed by all nominees and two (2) nominators who are Members of the Association. Such completed form must be delivered to the Secretary 31 days prior to the election.

9.2 Board Positions:

The Board shall consist of the following;

- a) Past President – Graduated Entry -- one (1) year term
- b) President – Elected -- two (2) year term
- c) Vice President - Elected -- two (2) year term
- d) Treasurer - Elected – two (2) year term
- e) Secretary - Elected - two (2) year term
- f) Fund Raising & Special Events Chairperson - Elected - two (2) year term
- g) Registrar – Elected – two (2) year term
- h) Ice Convenor - Elected - two (2) year term
- i) Initiation Program Convenor- Elected - two (2) year term
- j) Local League Convenor- Elected - two (2) year term
- k) Development Convenor - Elected - two (2) year term
- l) Representative-Hockey Convenor- Elected - two (2) year term
- m) Equipment Manager – Elected – two (2) year term
- n) Director-at-large (Two Positions) – Elected – one (1) year term

9.3 Election Procedures:

The Chair of the Nominations and Elections Committee shall post in all Association arenas a listing of all individuals who have been nominated for election to the Board thirty (30) days prior to the elections to be held during the Annual General Meeting. Such listings shall identify the Board Positions up for election and the nominee's name. Nominations may also come from the floor at the Annual General Meeting for open positions if:

- a) It was unknown prior to the deadline for nominations that a position would be open.
- b) A resolution is passed increasing the number of directors on the board in accordance with 8.1 (d) of the constitution.
- c) No nominations for open positions are received by the Nominations and Elections Committee prior to the Annual General Meeting.
- d) Nominations for the Director-at-large positions shall not be accepted unless all other director positions are filled.

9.4 Vacancies:

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The vacant position will be filled by a director-at-large. Should there not be a director-at-large available, the Board shall invite applications from the Membership for appointment to the vacancy on the Board. The Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated.

9.5 Termination

(a) Removal of Director by Membership

Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of the Association, by a resolution passed by at least 2/3 of the votes cast at a General Meeting of Members may remove any Officer or Director before the expiration of his or her term of office, and, by a majority of the votes cast at that Meeting, may elect any person in his or her stead for the remainder of his or her term.

(b) Removal of Director by the Board

An Executive Board Member will be removed by failure to comply with duties and responsibilities of Board members. These are the duties of honesty, loyalty, care, diligence, skill and prudence. An 80% vote of Executive Board Members present shall be required to remove an Executive Board Member from their position.

(c) Absenteeism

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board Meetings without proper notice shall be deemed to be a resignation of the said Director from the Board.

(d) Resignation

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

10. BOARD RESPONSIBILITIES

10.1 Governance:

The Board of Directors shall govern the Association in compliance with the objects, powers, Constitution 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 eight (8) 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 Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

10.3 Notice of Board Meetings

(a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association;

(b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.

(c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.

10.4 Error in Notice

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

10.5 Adjournment of Board Meetings

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

10.6 Quorum

A quorum for a Board Meeting shall be 50% of the Directors and at least one (1) Officer. No business of the Board shall be transacted in the absence of a quorum.

10.7 Voting Rights

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

10.8 Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not

carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

10.9 Remuneration

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

10.10 Conflict of Interest

(a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at 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 taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.

(c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.

(d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.

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

10.11 Indemnification of Directors

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

(a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and

(b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to

be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.

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

10.12 Confidentiality

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

10.13 Rules of Operation

Notwithstanding any other provision contained in this Constitution, the Board shall have the power to pass without any confirmation or ratification by the members of the Association all necessary rules and regulations as they deem expedient related in any way to the operations of the Association, including, without limitation, the conduct of members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the Constitution of the Association or its Rules of Operation.

The Rules of Operation should not deal with such things as: 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 the Constitution, which matters are more properly dealt with in the Constitution. Rules of Operation should strictly deal with only those day-to-day matters directly affecting the member teams and players such as hockey jerseys, tournaments, player and parent conduct and discipline, harassment and abuse, referees and officials, player release, equipment and ice time to name a few.

11. OFFICERS & RESPONSIBILITIES OF OFFICERS

11.1 Elected/Appointed Directors:

- a) The Elected Directors shall be the President, Vice-President, Treasurer, Secretary, Fundraising & Special Events Chairperson, Ice Convenor, Initiation Program Convenor, Novice-Atom-Pee wee Convenor, Bantam-Midget-Juvenile Convenor, Representative Hockey Convenor, Equipment Manager, Registrar and two Directors-at-large
- b) The Appointed Director shall be the Past President through graduated entry.
- c) An Officer shall not hold more than one Office, nor hold the same Office for more than two (2) terms.

11.2 Assistants to Officers

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

11.3 Eligibility for Office:

- a) The President and Vice President must have been members of the Association in good standing immediately prior to election to either of these positions.
- b) The Association shall endeavour to nominate as Treasurer a Director who has employment experience and skills in accounting procedures.

11.4 Term of Office

The elected Directors shall hold Office until the Annual General Meeting held approximately two (2) years after the Directors are elected for those Directors elected for a two year term and approximately one (1) year

11.5 Termination of Directors

(a) Removal for Cause

The Board, by resolution approved by 80% of the Directors present, may remove any Director for cause before the expiration of his or her term of Office.

(b) Resignation

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

11.6 Vacancies in Office

If a vacancy occurs in any Office, or if for any reason an Officer is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Officer from among the current Board of Directors.

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

11.7 Responsibilities of Directors

a) Past President:

The Past President shall:

- i) Chair the Nominations and Elections Committee.
- ii) Be available to assist any Director requiring assistance in the completion of his or her functions.
- iii) Carry out other duties as assigned by the Board, Executive Committee, or the President and report to the Board.

b) President:

The President shall:

- i) Represent the Association in the Community.
- ii) Act as Chair of the Board, the Executive Committee, and at all Meetings of the

- Membership.
- iii) Exercise general supervision of the Association in accordance with Policies determined by the Board.
- iv) Be a non-voting Member of all committees and sub-committees of the Association.
- v) Report regularly to the Board on matters of interest.
- vi) Delegate tasks as necessary.
- vii) Be the primary contact for the OMHA.
- viii) With the Treasurer create an operating budget for the coming fiscal year.
- ix) Mentor the Vice President.

c) Vice President:

The Vice-President shall:

- i) Assume the duties of the President in the absence for any reason of the President.
- ii) Chair all meetings of the Coaching Committee and represent the BDMHA Executive on this committee with regards to Player and Coach Development initiatives, Member codes of conduct and Recruiting.
- iii) Be available to assist any Director requiring assistance in the completion of his or her functions.
- iv) Ensure that each convenor receives a copy of the Referees rule book and OMHA Manual of Operation.
- v) Field and investigate all Referee complaints or issues in a timely fashion.
- vi) Implement and enforce all OMHA Risk Management Programs.
- vii) Establish and maintain screening procedures with respect to clearance of all volunteers and ensure compliance with the BDMHA Risk Management Program and exercise discretion with regards to any personal information of a confidential nature.
- viii) Carry out duties as assigned by the Board, Executive Committee or the President and report to the Board.

d) Treasurer:

The Treasurer shall:

- i) Ensure adherence to and implementation of financial Policies in the financial administration of the Association.
- ii) Ensure the submission of the books of account to the Board of the Association at the end of the financial year.
- iii) Present a Report of the Treasurer from the previous year and a projected financial position for the current year to the Membership at the Annual General Meeting.
- iv) Evaluate, review and recommend financial policy to the Executive Committee and to the Board.
- v) Chair the Budget Committee.
- vi) Sit on the Fundraising and Special Events Committee.
- vii) Turn over to the new Treasurer, within two (2) weeks of his/her appointment, all the books and accounts belonging to the Association, properly balanced and with all records brought up to date and sign off on all banking accounts.
- viii) Carry out duties assigned by the Board, the Executive Committee or the President and report to the Board.

e) Secretary:

The Secretary shall:

- i) Record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and Executive Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Constitution and the Rules of Operation and procedures established by the Board or by the Membership.
- ii) Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association as well as manage the BDMHA web site and news letter or any other means of communication to the membership.
- iii) Recommend policy to the Board regarding internal and external communications of the Association.
- iv) Ensure that all necessary and appropriate insurance has been purchased
- v) Carry out duties assigned by the Board, the Executive Committee or the President and report to the Board.

f) Fundraising & Special Events Chairperson:

The Fundraising & Special Events Chairperson shall:

- i) Chair the Fundraising & Special Events Committee.
- ii) Manage any tournaments held by BDMHA.
- iii) Monitor any special events, trips or programs approved by the BDMHA Executive.
- iv) Manage all fundraising initiatives approved by the BDMHA Executive.
- v) Management of sponsors.
- vi) Carry out other duties as assigned by the Board, Executive Committee, or the President and report to the Board.

g) Registrar

- i) Manage the registration of players.
- ii) Maintain the membership list referred to in Section 6.
- iii) Register members on the Hockey Canada Registration (HCR) system as specified by the OMHA.
- iv) Prepare and submit team rosters.
- v) Carry out duties as assigned by the Board, the Executive Committee or the President and report to the board.

h) Ice Convenor

The Ice Convenor shall:

- i) Prepare and report to the Board any issues surrounding scheduling.
- ii) Serve as liaison between BDMHA and all arena managers to manage ice time.
- iii) Assign ice time to teams within BDMHA.
- iv) Prepare and report to the Board any issues surrounding BDMHA equipment.
- v) Schedule referees maintaining accurate records for payment.
- vi) Carry out other duties as assigned by the Board, Executive Committee, or the President.

i) Initiation Program Convenor:

The Initiation Program Convenor shall:

- i) Prepare and report to the Board on program.
- ii) Operate the Initiation Program as per OMHA guidelines.
- iii) Ensure his coaches have the training and resources to perform their duties to their respective teams.
- iv) Be responsible for all programs below the Novice level.
- v) Recruit as many new bench staff as possible for greater selection of people in the next levels.
- vi) Communicate to his coaches their responsibilities and ensure they are performing all of their duties as per the expectations of coaches in the Rules of Operations.
- vii) Sit as a voting member on the Coaching Committee.
- viii) Carry out other duties as assigned by the Board, Executive Committee, or the President.

j) Local League Convenor

The Local League Convenor shall:

- i) Prepare and report to the Board house league operations.
- ii) Operate the Novice to Midget house league programs as per BDMHA.
- iii) Ensure his coaches have the training and resources to perform their duties to their respective teams.
- iv) Communicate to his coaches their responsibilities and ensure they are performing all of their duties as per the expectations of coaches in the Rules of Operations.
- v) Sit as a voting member on the Coaching Committee.
- vi) Represent BDMHA at league meetings.
- vii) Carry out other duties as assigned by the Board, Executive Committee, or the President.

k) Development Convenor

The Development Convenor shall:

- i) Prepare and report to the Board on Development operations.
- ii) Operate the development programs as per BDMHA.
- iii) To communicate with his Development committee that has been chosen on ideas and resources they might use to better develop the players and coaches in the organization.
- iv) Sit as a voting member on the Coaching Committee.
- v) Represent BDMHA at league meetings.
- vi) Carry out other duties as assigned by the Board, Executive Committee, or the President.

l) Representative Hockey Convenor:

The Representative Hockey Convenor shall:

- i) Prepare and report to the Board Representative hockey league operations.
- ii) Operate the Representative and Additional Entry hockey programs as per BDMHA.
- iii) Ensure his coaches have the training and resources to perform their duties to their respective teams.
- iv) Communicate to his coaches their responsibilities and ensure they are performing

- v) all of their duties as per the expectations of coaches in the Rules of Operations.
- vi) Sit as a voting member on the Coaching Committee
- vii) Represent BDMHA at league meetings.
- viii) Carry out other duties as assigned by the Board, Executive Committee, or the President.

m) Equipment Manager

The Equipment Manager shall:

- i) Prepare and report to the Board an issues regarding BDMHA equipment.
- ii) Insure BDMHA supplied equipment is suitably maintained and safe for use by our members.
- iii) Insure there is an adequate supply of equipment for BDMHA hockey operations.
- iv) Maintain an inventory of all BDMHA equipment.
- v) Manage access to BDMHA equipment by coaches, staff and executive as necessary.
- vi) Carry out other duties as assigned by the Board, Executive Committee, or the President.

n) Director-at-Large (two positions)

The Director-at-Large shall:

- i) Become familiar with the operations of BDMHA and provide extra help as required by the Board,
- ii) Be prepared to fill vacancies, except for President, Vice-President, Secretary and Treasurer, should they arise during their term of office until the next Annual General Meeting.
- iii) Carry out other duties as assigned by the Board, Executive Committee, or the President.

12. COMMITTEES OF THE BOARD

12.1 Standing Committees:

The Executive Board shall be empowered to create and/or dissolve committees as needed to accomplish its objectives and purposes.

12.2 Standing Committee Procedure

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

(b) Meetings:

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

(c) Notice:

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

waived by consent of all Members of the Standing Committee.

(d) Quorum:

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

(e) Voting Rights:

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

(f) Minutes:

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

(g) Annual Report:

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

12.3 Sub-Committees and Ad Hoc Committees

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

13. EXECUTION OF DOCUMENTS

13.1 Execution of Documents:

The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents.

13.2 Books and Records:

The Board shall ensure that all necessary books and records of the Association required by the Constitution of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

14. FINANCIAL YEAR

14.1 The financial year of the Association shall terminate on the 31st day of May in each year.

15. BANKING ARRANGEMENTS

15.1 Banking Resolution:

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

the power to:

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

15.2 Deposit of Securities

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

15.3 Banking Arrangements

The signing authorities of the Association shall be the Treasurer and the President or Secretary or Vice President, and all cheques shall require two (2) signatures – one (1) which must be the Treasurer's. All accounts shall be approved by a majority vote of the Board.

16. BORROWING BY THE ASSOCIATION

16.1 Borrowing Power:

Subject to the limitations set out in the Constitution or Policies of the Association, the Board may by Resolution authorize the Association to:

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge securities of the Association; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

16.2 Borrowing Resolution:

From time to time, the Board may authorize any Director or Officer of the Association or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the

Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

17. NOTICE

17.1 Computation of Time:

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

17.2 Omissions and Errors:

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

17.3 Method of Giving Notice:

Whenever under the provisions of this Constitution of the Association, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or Member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address of any Member, Director or Officer shall be his or her last address in the records of the Association.

18. PASSING AND AMENDING CONSTITUTION

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

18.2 If the Board intends to discuss amendment of the Rules of Operation 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 Rules of Operation 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 Rules of Operation shall be given.

18.3 (a) A Constitution or amendment to the Constitution 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 amendment(s) to the Constitution to be presented at the Meeting of the Members.

(b) A motion to amend the Constitution recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.

(c) The Members at the General Meeting of Members may confirm the proposed Constitution or

amended Constitution as presented or amend or reject the proposed Constitution or amended Constitution.

(d) **Any Amendment to the Constitution 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, fourteen (14) days prior to the Annual General Meeting at a place as stated in the original meeting notice.**

19. REPEAL OF PRIOR CONSTITUTION

19.1 Repeal:

All prior Constitutions of the Association, including the document last dated March, 2006 of the Association are hereby repealed.

19.2 Proviso:

The repeal of all prior Constitutions of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed Constitution.

20. RULES OF PROCEDURE

20.1 The Rules contained in the most current edition of "Procedures for Meetings and Organizations" by M.K. Kerr and Hubert W. King shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the Constitution and other governing documents or laws affecting the Association.

21. EFFECTIVE DATE

21.1 This Constitution shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.

The foregoing Constitution is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at the Burford Community Centre in the Town of Burford, Ontario, and at which a quorum was present on the 23rd day of March, 2011.

Chair Kent Sinclair

Secretary Dianne Patenaude