



# **Central Ontario Wolves Hockey Association**

## **By-Laws**

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# Central Ontario Wolves Hockey Association

## By-Laws

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## Central Ontario Wolves Hockey Association

### By-Law No. 1

A by-law relating generally to the conduct of the affairs of the Central Ontario Wolves Hockey Association.

BE IT ENACTED as a by-law of the Central Ontario Wolves Hockey Association as follows:

#### 1. DEFINITIONS

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

- a) "Association" means Central Ontario Wolves Hockey Association (or such name as the Association may in the future legally adopt);
- b) "Board" means the Board of Directors of the Association;
- c) "HC" means the Hockey Canada (or such name that Hockey Canada may in the future legally adopt);
- d) "Corporations Act" means the Corporations Act R.S.). 1990, Chapter 38 and any statute amending or enacted in substitution therefore, from time to time;
- e) "Director" means an individual who has been elected to the Board of Directors of the Association;
- f) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
- g) "OHF" means the Ontario Hockey Federation (or such name as the OHF may in the future legally adopt);
- h) "OMHA" means the Ontario Minor Hockey Association (or such name as the OMHA in the future legally adopt);
- i) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association;
- j) "COWHA" means Central Ontario Wolves Hockey Association;
- l) "Members" means all classes of membership in the Association as provided for in section 5;

- m) "AGM" means Annual General Meeting.
- n) "OMHA East AAA" means Eastern Triple A (or such a name that Eastern Triple A may in the future legally adopt);
- o) "A Member In Good Standing" means that member has:
  - I. Paid all membership fees as provided for in section 5;
  - II. Paid all other fees as deemed necessary by the COWHA Board of Directors;
  - III. Complies with the "COWHA and OMHA Code of Conduct";
  - IV. Has no standing sanctions against them;
  - V. Has no litigation against COWHA or the OMHA (see OMHA definition);
  - VI. Returns all borrowed COWHA equipment in suitable condition.

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

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

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 City of Kawartha Lakes, in the province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act.

2.3. The boundaries of the area of the governance will be as follows:

a) As defined by home centre-boundaries:

Brock, Highland Storm, Kawartha, Lindsay, Manvers, Mariposa, North Durham, Sturgeon Lake, Woodville or any such name as may be adopted in the future.

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

3.1. The objectives of the Central Ontario Wolves Hockey Association are as follows;

- a) To promote 'AAA' Hockey in Zone;
- b) To support community-based hockey in local associations to meet the needs of players below 'AAA' level;
- c) To instill in all players, coaches, managers and members associated with COWHA good sportsmanship, correct and proper behaviour on and off the ice and 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 objectives;
- e) To attract players in Zone hockey who are presently living in the zone;
- f) To promote our Association and follow our own objectives with integrity in order to cultivate quality players, promote sportsmanship, professionalism and fair play at the 'AAA' level;
- g) To create an environment that allows growth in character and skill development while making available the highest level of hockey competition.

#### **4. AFFILIATIONS**

4.1 The Association shall have the following affiliations:

- a) The Association shall be a member of the OMHA and the OMHA East AAA; and,
- b) The Association shall operate in co-operation with the Recreation and Parks Departments within our zone.

#### **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**

6.1 Terms and Eligibility

- a) Active Membership – shall be a member in good standing and include all elected or appointed Directors or officials and all coaches, managers and trainers appointed for the current season and all registered players who are at least 18 years of age. Also included are those persons appointed by the Board to fill a vacancy. **Members in this classification will be granted one vote per person.**

- b) Parent/Guardian Membership – shall be a member in good standing and include all parents and/or legal guardians of registered players in good standing where the registered player is under the age of 18 years. **Each couple or custodial single parent shall have one vote per player registered and may attend members meetings and, by invitation, meetings of the Board and Committees of COWHA.**
- c) Honorary Lifetime Membership – granted to an individual who has rendered extraordinary and distinguished service to COWHA and has been expressly named by a duly passed resolution of the Board. **These members have no vote but may attend members meetings and, by invitation, meetings of the Board and of Committees of COWHA.**
- d) One Person – One Class of Membership – although it is possible for a member to be qualified for more than one class of membership in COWHA, no person may hold membership in more than one class of membership. It is, therefore, mandatory that each member shall declare himself/herself prior to the start of any meeting on the membership and advise the chairperson of the membership class he/she wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.
- e) All Active Members, Parent/Guardian Members in good standing, shall be entitled to notice of and to vote at all Meetings of Members of COWHA.

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 updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

3. Membership Year

Unless otherwise determined by the Board, every Membership for the current year, other than Honorary Lifetime Memberships, shall commence on May 1<sup>st</sup> in each year and shall terminate on April 30th next following the date on which such Membership commenced.

4. Termination of membership in COWHA is as follows

- a) Membership in COWHA shall not be transferable and shall terminate upon members resignation or death;
- b) Members may resign from COWHA by submitting a Letter of Resignation to the Secretary of COWHA, who in turn notifies the appropriate Board members. The resignation shall take effect at the time of such delivery unless a later date is specified in the resignation;

- c) Members whose Membership fees are in arrears 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) The Board shall have the authority to suspend any member from COWHA for any one or more of the following grounds:
  - 1) Violating any provision of the Article, By-Laws or written policies of COWHA;
  - 2) Carrying out any conduct which may be detrimental to COWHA as determined by the Board in its sole discretion;
  - 3) For any reason that the Board, in its sole and absolute discretion considers to be reasonable, having regard to the purpose of COWHA.
- e) During the suspension a hearing will be held and the suspended member(s) 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.

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, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

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.

7. Record Date

Members, who are Members of the Association at least 60 days in advance of any General Meeting of the Members of COWHA, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 60 days in advance of a General Meeting shall have their voting privileges commence with the start of the new Membership year.

## 7. MEETINGS OF THE MEMBERSHIP

### 7.1. Annual General Meeting of Members

The Annual General Meeting shall be held each year within the last two weeks (14 days) of June, at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- a) approval of the agenda;
- b) approval of the minutes of the previous Meeting of the Membership;
- c) receiving reports of the activities of the Association during the preceding year;
- d) receiving information regarding the planned activities of the Association for the current year;
- e) receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;
- f) appointment of the Auditor for the ensuing year;
- g) consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- h) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 6:00 p.m. on the date thirty (30) days 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 and the April General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

### 7.3. Notice

#### a) Annual General Meeting:

Notice of the Annual General Meeting to be held within the last two weeks (14 days) of June in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting, and such notice shall be distributed to all Members at the last known address recorded for such Members in the records of the Association. Such notice shall be posted on the Association website at least forty-five (45) 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 emailed to all Members at the last known email address recorded in the records of the Association. Such notice shall be posted on the COWHA Website.

#### 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 8 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 Corporations Act or by the By-laws of the Association, shall decide every question proposed for consideration at Meetings of the Membership;
- b) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;
- c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or 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 and remain a Member in Good Standing 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 five (5) AGM elected Directors, five (5) Board elected Directors, and nine (9) Zone Governing Reps (Home Centre Representatives), duly elected by the COWHA Home Centres and approved by the COWHA Board, and up to five (5) appointed Directors at Large (non-voting).

#### **c) Term of Office:**

The AGM elected Directors are to serve a two (2) year term. All others are on a one (1) year term.

#### **d) 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 whose term is completing after the AGM 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.

### **9.2. Board Positions:**

The Board shall consist of the following:

- a) Past President – immediate
- b) President – elected – two (2) year term, with re-election privileges (Odd years)

- c) Vice President of Hockey – elected – two (2) year term with re-election privileges (Even years)
- d) Vice President of Business – elected – two (2) year term, with re-election privileges (Odd years)
- e) Treasurer – elected – two (2) year term, with re-election privileges
- f) Secretary – elected – two (2) year term, with re-election privileges (Even years)
- g) Zone Governing Representatives – a representative from each of our Home Centres (selected by Home Centre) – annual term

Brock	Sturgeon Lake	Highland Storm
Lindsay	Manvers	Mariposa
Kawartha	North Durham	Woodville

All Zone Governing Representatives are firstly agreed upon by the Home Centre Boards and shall be reflected in the Home Centre board meeting minutes. Once that has occurred, notice must be sent to the COWHA Secretary advising the COWHA Board of the appointment. Once this has been received, the COWHA Secretary will advise the Board for approval. Upon approval, the Zone Governing Rep will receive an invitation from the Secretary with the information needed to attend COWHA Board meetings. The Zone Governing Rep will be required to bring with them to their first COWHA Board meeting a copy of the Home Centre minutes recording their appointment. Upon receipt of this documentation, the Zone Governing Rep will be welcomed and recorded in the COWHA Board minutes as the appointed Home Centre Rep. At that point and not before, the Zone Governing Rep is eligible to vote on behalf of that Home Centre. This process will be completed on a yearly basis for each membership period.

- h) Appointed Directors – annual term
  - Ice Scheduler
  - Equipment Manager
  - OMHA/OMHA East
  - Contact Registrar
  - Public Relations
- i) Special Appointments (non-voting)
  - Directors-at-large – maximum of five (5)

### 9.3. Election Procedures:

The Nominations Committee shall present a draft slate of candidates for election to the Board by April 30. Such listing shall identify what position each nominee is seeking election for. Further nominations must be presented in writing to the President and Secretary no later than two (2) weeks prior to the AGM. One (1) week prior to the AGM, a list will be posted on the COWHA website. This same list will also be presented at the AGM.

To be eligible for the positions of President, VP of Hockey and VP of Business, a Director must have sat on the Board for two (2) years as a voting director.

The Nominating Committee shall strive to nominate a person who has employment experience and skills in accounting procedures for the position of Treasurer.

If, for any elected position, there is more than one (1) eligible candidate running, voting will be done by secret ballot.

The Appointed Directors will be approved by the new Board at the first meeting following the Annual General Meeting.

#### 9.4. Vacancies:

Any vacancy occurring on the Board may be filled only for the remainder of the current term of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite 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. Vacancies on the Board may be filled by appointment at a Board Meeting provided the remaining directors constitute a quorum.

#### 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 Director before the expiration of his or her term of office, and, by a majority of the votes cast at that Meeting, may elect any person in his or her stead for the remainder of his or her term.

##### b) Absenteeism

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

##### c) Resignation

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

##### d) Vacated position

- i. Director obtaining a status of bankruptcy
- ii. Director becoming of unsound mind, as so found by a Court in Canada

- iii. a Director acquiring a criminal record
- iv. death of a Director

## **10. BOARD RESPONSIBILITIES**

### 10.1. Governance:

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

### 10.2. Board Meetings

#### a) Regular Board Meetings

Regular Board Meetings shall be held on a monthly basis at the call of the President. The Secretary shall give notice to each Director at least seven (7) days prior to the date of the meeting. Such notice shall include a tentative agenda. The meetings of the Board shall be held at a place determined by the President or Secretary.

#### 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 (3) Directors. Notice must comply with the time period referred to in Section 10.2 and must clearly specify the purpose for which the meeting is being called. The only business which may be transacted at a Special Meeting is that referred to in the notice.

### 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 made up of a majority of the filled positions of the Elected and Appointed Directors of COWHA. No business of the Board shall be transacted in the absence of a quorum.

10.7. Voting Rights

Each Voting 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

At all Board Meetings, every question shall be decided by a simple majority. Every question shall be decided on by a show of hands, unless a secret ballot is requested by a Director present. The Chairperson shall declare that the motion has been carried or not carried and an entry to that effect shall be recorded in the Minutes. Each Director present at the meeting, including the Chairperson, shall be entitled to one (1) vote. The Chairperson shall have the deciding vote in the event of a tie vote. A Director who is absent from a meeting may not appoint a proxy to represent him/her for any reason whatsoever.

10.9. Remuneration

- a) The Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in their duties as Directors of the Association.
- b) A schedule of payment for Directors will be presented annually and reviewed by the Membership for approval at the AGM.
- c) The approved schedule of payments and names of Directors in each position will be made available in the AGM Meeting Minutes prior to the commencement of the next season.
- d) Director positions receiving remuneration will be voted on by the membership at the AGM.

10.10. Conflict of Interest – Actual or Perceived

- 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.
- 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 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.

10.14. Chairperson

The President or in his/her absence, a Vice-President, shall be Chairperson of any meeting of the Directors.

**11. RESPONSIBILITIES OF DIRECTORS**

11.1. Elected/Appointed Directors:

- a) The AGM Elected Directors shall be the President, Treasurer, Secretary, VP of Business and the VP of Hockey.
- b) The Appointed Directors shall be the Ice Scheduler, Equipment Manager, OMHA/OMHA East AAA Contact, Registrar and Public Relations; and shall be appointed following the Annual General Meeting.
- c) Up to five (5) non-voting Directors at Large may be appointed.

11.2. Assistants to Directors

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

11.3. Eligibility for Office:

- a) To be eligible for the position of President, a Director must have sat on the Board for a minimum of two (2) years.  
  
To be eligible for one of the positions of Vice President, a Director must have sat on the Board for a minimum of two (2) years.
- 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.

11.5. Termination of Directors

(a) Removal for Cause

The Board, by resolution approved by two-thirds (2/3) 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 Board Position, or if for any reason an Director 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 Director from among the current Board of Directors.

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

11.7. Responsibilities of Directors

a) 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; exercise general supervision of the Association in accordance with Policies determined by the Board;
- iii. be a non-voting Member of all committees and sub-committees of the Association;
- iv. report regularly to the Board on matters of interest;
- v. delegate tasks as necessary.
- vi. preside at all meetings of the Board, Executive Committee and Membership;
- vii. sit on all committees as an ex-officio voting member;
- viii. represent COWHA or have delegate represent at all OMHA or related Association functions;
- ix. be responsible for mail pick-up at Post Office (may appoint another Director to do so);
- x. delegate in whole or in part the responsibilities of any vacant board position to any other current

- director;
- xi. exercise general supervision of COWHA in accordance with Policies and By-Laws as determined by the board;
- xii. be one of the signing officers of COWHA.
- xiii. be a voting member;

b) Vice-President of Hockey

The Vice-President of Hockey shall: be one of the Vice-Presidents who shall assume the duties of the President in the absence for any reason of the President;

- a) chair the Coaching Selection Committee;
- b) delegate a Referee-in-Chief;
- c) administer a coaching evaluation at the end of the regular season via coaching evaluation forms filled out by parents, players and coaching staff members;
- d) ensure that all coaches receive a copy of the Coaches' Manual prior to try-outs;
- e) approve all ice schedules prior to distribution to the teams;
- f) oversee a Player Development Program;
- g) be a voting member;
- h) carry out duties as assigned by the Board, Executive Committee or the President.

c) Vice-President – Business & Administration

The Vice-President – Business & Administration shall:

- a) be one of the Vice-Presidents who shall assume the duties of the President in the absence for any reason of the President;
- b) chair the Policy Committee;
- c) approve all team fundraising activities;
- d) monitor each team's financial statements and, if deemed necessary by the Board, to audit any team's records;
- e) deny playing privileges to any player unless registration fees are paid in full;
- f) be a voting member;
- g) carry out duties as assigned by the Board, Executive Committee or the President.

d) Secretary

The Secretary shall:

- a) attend and record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and Executive Committee Meetings and ensure that the Association's records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-Laws and the Policies and Procedures established by the Board or by the Membership;
- b) ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- c) give notice of all Board Meetings, draft an agenda and forward same to all Directors;
- d) keep attendance record of all Board Meetings;

- e) respond to correspondence pertaining to the operation of COWHA;
- f) maintain an up-to-date mailing and telephone list of all Directors and Members of COWHA;
- g) chair the Nominations Committee;
- h) be responsible for maintaining current revisions to Manual of Operations;
- i) ensure that all Directors have a current copy of the Manual of Operations;
- j) be a voting member;
- k) carry out duties as assigned by the Board, Executive Committee or the President.

e) Treasurer

The Treasurer shall:

- a) keep a record of all monies received and disbursed, deposit all monies in the Bank, make all disbursements by cheques as directed and approved by the Board;
- b) chair the Budget Committee;
- c) provide a financial statement to the Board on a monthly basis;
- d) inform Vice-President – Business & Administration of any past due registration fees;
- e) obtain the approval of the Board for refunds on any registration fees;
- f) present at each AGM a report and updated financial statement and ensure that an annual review engagement is completed and available in a reasonable period at the end of COWHA's year of operation;
- g) obtain appropriate coverage of all insurance policies for COWHA;
- h) be bonded at COWHA's expense;
- i) immediately return to COWHA all books, papers, money and other records or property in his/her possession or under his/her control upon retirement or removal from the Board;
- j) be a voting member;
- k) carry out duties as assigned by the Board, Executive Committee or the President.

f) Immediate Past President

The Past President shall:

- a) call 1<sup>st</sup> meeting of the new year;
- b) act in advisory capacity;
- c) be eligible to sit on all committees
- d) be a voting member;
- e) carry out duties as assigned by the Board, Executive Committee or the President.

g) Zone Governing Representative

The Zone Governing Representative shall:

- a) accept role on a minimum of one committee;
- b) only represent one home centre;
- c) be a voting member;

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

h) Registrar

The Registrar shall:

- a) oversee the registration desk for all try-outs;
- b) keep a proper receipt book of all monies received from registered players for try-outs;
- c) issue a complete list of players from each Home Centre who are signed to one of our teams, as stated in the OMHA Manual of Operations;
- d) be bonded at COWHA's expense;
- e) be a voting member;
- f) carry out duties as assigned by the Board, Executive Committee or the President.

h) OMHA/OMHA East AAA Contact

The OMHA/OMHA East AAA Contact shall:

- a) oversee and implement registration procedures of all players under the jurisdiction of COWHA and the OMHA;
- b) maintain an up-to-date mailing, telephone and e-mail list of all team managers, coaches and trainers;
- c) co-ordinate with the Ice Scheduler all play-off games for OMHA Playdowns and OMHA East AAA League Play-offs;
- d) attend the monthly OMHA East AAA league executive meetings plus any other OMHA East AAA functions as required by the league;
- e) ensure that all player and coaching staff suspensions are enforced;
- f) be a voting member;
- g) carry out duties as assigned by the Board, Executive Committee or the President.

i) Public Relations

The Public Relations Director shall:

- a) oversee all advertising and media coverage for COWHA;
- b) oversee or delegate the administration of the website for COWHA;
- c) co-ordinate the annual Awards Banquet;
- d) be a voting member;
- e) carry out duties as assigned by the Board, Executive Committee or the President.

j) Equipment Manager

The Equipment Manager shall:

- a) solicit bids for any equipment to be purchased and arrange for the purchase of such after Board approval;
- b) present to the Board for approval any clothing or novelties which bear the COWHA logo or name which is to be used by players, teams, coaching staff and Board members;
- c) arrange for the purchase of the awards for the Awards Banquet;

- d) arrange the purchase of Championship banners;
- e) be a voting member;
- f) carry out duties as assigned by the Board, Executive Committee or the President

k) Ice Scheduler

The Ice Scheduler shall:

- i. approve or delegate authority to approve all schedules, exhibition games or tournaments;
- ii. assess the ice requirements for COWHA and shall enter negotiations with the Parks and Recreation Dept. to meet these needs;
- iii. attend OMHA East AAA League Scheduling Meeting to assist teams with ice requirements needed to book league games;
- iv. apportion the ice and times in a fair and equitable manner;
- v. approve all ice bills prior to payment by treasurer;
- vi. re-schedule games that are post-poned throughout the season;
- vii. be a voting member;
- viii. carry out duties as assigned by the Board, Executive Committee or the President.

l) Director-at-Large

A Director-at-large shall:

- i. live in the zone of COWHA;
- ii. be in good standing;
- iii. have no voting privileges;
- iv. carry out duties as assigned by the Board, Executive Committee or the President.

## **12. COMMITTEES OF THE BOARD**

### **12.1. Standing Committees**

The following committees shall be Standing Committees of the Board:

- a) Executive Committee
- b) Budget Committee
- c) Nomination Committee
- d) Coaching Selection Committee
- e) Policy Committee

- 12.2. Nothing in this By-Law shall be construed to limit the ability of the Directors and Membership of COWHA from abolishing or creating Standing Committees by By-Law or from establishing such ad hoc committees or sub-committees by Directors' Resolution as may be desired or required from time to time.

### 12.3. Executive Committee

- a) The Executive Committee shall be chaired by the President and shall consist of the Vice-President of Hockey, Vice-President of Business, Secretary, Treasurer and Immediate Past President and shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.
- b) The Executive Committee shall:
  - i. during the intervals between Board meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures and any action taken shall be submitted to the Board for ratification at the next Board meeting;
  - ii. have the authority to dismiss coaches, team officials or teams;
  - iii. review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for resolution
  - iv. present a report regarding the activities of the Executive Committee to the Board;
  - v. deal with any other matters assigned to it by the Board or by the President.

### 12.4. Budget Committee

The Budget Committee shall be chaired by the Treasurer and shall consist of the Vice-President of Business and other elected and appointed positions as appointed.

The Budget Committee shall:

- a) prepare a budget for COWHA for the next fiscal year for submission to the Board for approval.

### 12.5. Nominations Committee

The Nominations Committee shall be chaired by the Secretary and other elected and appointed positions as appointed.

The Nomination Committee shall:

- a) draft a slate of candidates for the Board of all elected Board positions which are open for election at the next AGM and shall present same to the Membership at the AGM;
- b) be responsible for conducting the annual election of Directors in accordance with the provisions contained in this By-Law.

12.6. Coaching Selection Committee

The Coaching Selection Committee shall be chaired by the Vice-President of Hockey and the Vice-President of Business. The committee shall consist of a minimum of three (3) Board of Directors of the Association appointed by the Vice President of Hockey and Vice-President of Business.

The Coaching Selection Committee shall:

- a) be responsible for placing Coaching Application forms up in the home centre arenas for COWHA;
- b) screen and interview candidates on the basis of the criteria set out by COWHA;
- c) recommend its choices to the Board for approval.

12.7. Policy Committee

The Policy Committee shall be chaired by the Vice-President of Business and shall consist of the Vice-President of Hockey and other elected and appointed positions as appointed.

The Policy Committee shall:

- a) review policies and present proposed amendments as it may deem necessary and appropriate to the Board;
- b) review By-Laws on a yearly basis and present proposed amendments from the committee and/or the membership, as it may deem necessary and appropriate to the Board for presentation to the Membership at the AGM.

12.8. 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.

(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.

12.9. 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 three (3) Directors either to sign documents generally or to sign specific documents. One (1) of the three (3) Directors must be the President. The corporate seal of COWHA, when required, shall be affixed to documents executed in accordance with the foregoing.

13.2. Books and Records

The Board shall ensure that all necessary books and records of COWHA required by the By-Laws of COWHA 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 COWHA shall terminate on the 31<sup>st</sup> of March in each year.

## **15. BANKING ARRANGEMENTS**

### **15.1. Banking Resolution**

The Board shall designate, by resolution, the Directors and other persons authorized to transact the banking business of COWHA, or any part thereof, with the Bank, Trust Company or other corporation carrying on banking business that the Board has designated as the banker of COWHA, 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 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 COWHA;
- d) authorize any officer of the Bank or Trust Company to do any act or thing on behalf of COWHA to facilitate the business of COWHA.

### **15.2. Deposit of Securities**

The securities of COWHA 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 written order of COWHA signed by such Director or Directors, agent or agents of COWHA 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 deposits or proceeds thereof.

### **15.3. Cheque Signing**

The Treasurer shall sign all cheques and one other elected director either the Vice President or President.

## **16. BORROWING BY THE ASSOCIATION**

### **16.1. Borrowing Power:**

Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, By-laws or Policies of the Association, the Board may by Resolution authorize the Association to:

- a) borrow money on the credit of the Association;

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

16.2. Borrowing Resolution:

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

**17. NOTICE**

17.1. Computation of Time

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days notice of any meeting or other event, the date of giving 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, Member or Auditor of COWHA 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 Auditor of COWHA may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

17.3. Method of Giving Notice

Whenever, under the provisions of this By-Law of COWHA, notice is required to be given, such notice may be given either personally or by telephone, e-mail, posting on website or by depositing same in a post office or a public letter box, in a postage paid envelope addressed to the Director or Member at his/her address as the same appears in the records of COWHA. Any notice or other documents sent by mail or electronic media shall be deemed to be sent at the time when the same was deposited in a post office or public letterbox as above. For the purposes of sending any notice, the address of any member or Director shall be his/her last address in the records of COWHA.

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

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

- 18.2. If the Board intends to discuss amendment of the By-Laws of the Association at a Board meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such meeting. Where such notice is not provided, any recommendation to amend the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting for which written notice of intention to pass or amend such By-Laws shall be given.
- 18.3. A 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.
- (a) A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.
- (b) 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 stated in the original meeting notice.

## **19. REPEAL OF PRIOR BY-LAWS**

### 19.1. Repeal

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

### 19.2. Provision

The repeal of all prior By-Laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Law.

## **20. RULES OF PROCEDURE**

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

**21. EFFECTIVE DATE**

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 AGM of the Members of the Association on \_\_\_\_\_.

\_\_\_\_\_

President

\_\_\_\_\_

Secretary