

# **NEWCASTLE VILLAGE MINOR HOCKEY ASSOCIATION INC.**



## **NVMHAI BY-LAWS**

Revised: April, 2015

**NEWCASTLE VILLAGE MINOR HOCKEY ASSOCIATION INC.  
BY-LAWS**

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A By-Law relating generally to the conduct of the affairs of the Newcastle Village Minor Hockey Association Inc. BE IT ENACTED as a By-Law of Newcastle Village Minor Hockey Association Inc. as follows:

## **1. DEFINITIONS**

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

- a) "Corporations Act" means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time.
- b) "Association" means Newcastle Village Minor Hockey Association Inc. (or such other name as NVMHAI may in the future legally adopt).
- c) "Board" means the Board of Directors of NVMHAI.
- d) "Director" means an individual who has been elected to the Board of Directors of NVMHAI.
- e) "NVMHAI" means Newcastle Village Minor Hockey Association Inc.
- f) "Members" means all classes of membership in NVMHAI as provided for in section 6.
- g) "Officers" mean the individuals who hold the offices enumerated in Article 13.
- h) "Letters Patent" mean the Letters Patent incorporating NVMHAI, as from time to time amended by Supplementary Letters Patent.
- i) "CHA" means the Canadian Hockey Association (or such other name as the CHA may in the future legally adopt).
- j) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt).
- k) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt).
- l) "CRHL" means Clarington Recreational Hockey League, or any other house league body.
- m) "Policies" means written statements governing issues affecting the affairs of NVMHAI, which have been considered and approved by the Board of Directors of NVMHAI.
- n) "By-Law" means this general By-Law from time to time amended and supplemented by other By-Laws.
- o) "Financial Year" means June 1<sup>st</sup> to May 31<sup>st</sup> inclusive.
- p) "OMHA Manual of Operations" in the event that a dispute arises out of or between this By-Law and the OMHA Manual of Operations, The Manual of Operations shall prevail.
- q) "AGM" means Annual General Meeting.

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

2.1 The Corporate Seal of NVMHAI shall be entrusted to the Administrator of NVMHAI for its use and safekeeping.

2.2 The registered head office of NVMHAI shall be in Newcastle Village, in the Municipality of Clarington and thereafter as NVMHAI may from time to time determine by special resolution of the members pursuant to the Corporations Act.

2.3 Until changed in accordance with the Act, the Head Office of NVMHAI shall be at the Newcastle Memorial Arena, 103 Caroline Street, in Newcastle Village, in the Municipality of Clarington.

## **3. BOUNDARIES OF NVMHAI**

3.1 The boundaries of NVMHAI shall be defined as such for all house/local league players;

a) Any player who resides within the Municipality of Clarington's defined boundaries.

3.2 The boundaries of NVMHAI shall be defined as such for all Rep players. Any player residing within these boundaries shall only be eligible to play Rep hockey for NVMHAI at any level that NVMHAI ices a team with the exception of AAA hockey; For players that reside outside of these refer to OMHA Manual of Operations.

a) Southern Boundary is Lake Ontario.

b) Western Boundary is the Darlington/Clarke Road known as Regional Road 42 extended as the Crow flies to the Southern Boundary and North to Hwy #2 then East to the 35/115 Hwy, North on the 35/115 Hwy to the 3<sup>rd</sup> Concession.

c) Northern Boundary is the 3<sup>rd</sup> Concession starting from the 35/115 Hwy on the West side to Golf Course Road on the East side.

d) Eastern Boundary is South from the 3<sup>rd</sup> Concession to Hwy #2 along Golf Course Road, East along Hwy #2 to Morgan's Road and then south along Morgan's Road extended as the Crow flies to the Southern Boundary.

## **4. MISSION OF NVMHAI**

4.1 The purpose of NVMHAI is to organize, develop and promote minor hockey for the youth of Newcastle Village and the Municipality of Clarington.

a) The opportunity for all eligible individuals to participate in recreational house league hockey and to provide community based programs which will allow a player to participate in an environment for fun, physical exercise and fair play.

b) The development of and participation in representative hockey and provide the opportunity to participate at the highest competitive level, as per the "OMHA Manual of Operations".

c) To instil in all players, coaches, managers and members associated with the NVMHAI good sportsmanship, correct and proper behaviour on and off the ice, respect for authority and team play.

d) NVMHAI shall be operated without the purpose of financial gain to any of the Members and any surplus of funds of NVMHAI shall be used solely for the purposes of NVMHAI and for the promotion of its objectives.

e) To sponsor and promote NVMHAI and other activities that may contribute to the finances of NVMHAI.

## **5. AFFILIATION**

5.1 NVMHAI shall have the following affiliations:

a) be a member of the OMHA.

b) operate in cooperation with the Clarington Recreational Hockey League or any other house/local league.

c) be a member of the Victoria/Durham League for Rep Hockey or any other Rep League.

## 6. CLASSES OF MEMBERSHIP

6.1 There shall be three (3) classes of Membership in NVMHAI:

1. Active Membership;
2. Parent/Guardian Membership;
3. Honorary Lifetime Membership.

## 7. TERMS OF MEMBERSHIP AND ELIGIBILITY

7.1 Terms, Right to Vote:

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 (registration fees being current) who are at least 18 years of age. **(Members in this classification will be allowed ONE VOTE per Registered Family at the AGM or at any additional General Meetings of the Membership.)**

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 custodial couple or single parent shall have one vote and may attend the AGM or additional General Meetings of the Membership and, by invitation or permission, meetings of the Board and Committees of NVMHAI. **(Members in this class will be allowed ONE VOTE per Registered Family at the AGM or any additional General Meetings of the Membership.)**

c) Honorary Lifetime Membership: Honorary Lifetime Membership may be granted to an individual who has rendered extraordinary and distinguished service to NVMHAI. Individuals may be nominated to be Honorary Lifetime Members by any Member of NVMHAI 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 AGM's or additional General Meetings of Membership and by invitation or permission, meetings of the Board and Committees of NVMHAI.)**

d) One Person – One Class of Membership: Although it is possible for a member to be qualified for more than one (1) class of membership in NVMHAI, no person may hold more than one (1) class of membership. It is therefore mandatory that each member shall declare himself/herself prior to the start of the AGM or any other meeting 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. **(ONE VOTE per Registered Family)**

7.2 Membership List:

If requested by a member in accordance with the Corporations Act, the Administrator 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 in the possession of the Administrator 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 AGM or any additional General Meetings of the Membership.

7.3 Membership Year:

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

7.4 Termination of Membership:

a) Membership in the NVMHAI shall not be transferable and shall terminate upon a Member's resignation or death.

b) Members may resign from the NVMHAI by submitting a resignation in writing addressed to the Administrator 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 registration fees to the NVMHAI. 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 NVMHAI. The Administrator shall inform those concerned of this suspension in writing.

d) Members whose conduct is considered by the Board to be contrary to the adopted Code of Conduct and the purposes of the NVMHAI 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 NVMHAI. 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 Member(s). A copy of this motion shall be communicated to the Member(s) concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority of the required voting quorum in a ballot conducted at the meeting. The Member(s) concerned shall be invited to attend the meeting and to explain their position before the vote is taken.

e) Failure to comply with the By-Laws, Policies or Rules of NVMHAI, Rules and Conduct of the OMHA and the CRHL Rules of Play may result in disciplinary action and the loss of membership and its privileges, including the opportunity to participate in NVMHAI, OMHA and CRHL activities both present and future.

#### 7.5 Registration Fees:

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

#### 7.6 Record Date:

Individuals, who are Members of NVMHAI at least 35 days in advance of any General Meeting of the Members of NVMHAI, 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.

#### 7.7 Right to Vote:

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

## **8. MEETINGS OF THE MEMBERSHIP**

### 8.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year no later than the last 10 days of April, 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. confirmation of Membership status,
- b. approval of the agenda,
- c. approval of the minutes of the previous Meeting of the Membership,
- d. receiving reports of the activities of NVMHAI during the preceding year,
- e. receiving information regarding the planned activities of NVMHAI for the current year,
- f. receiving and approving the report of the Audit Committee of NVMHAI from the previous year and a projected financial position for the current year,
- g. consideration of any proposed amendments to the Letters Patent or By-laws of NVMHAI,
- 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 Administrator in writing 30 days preceding the Annual General Meeting,

i. election of the new Board.

## 8.2 Additional General Meetings of Members

In addition to the Annual General Meeting as described in Article 8.1, 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.

## 8.3 Notice

a) Annual General Meeting;

Notice of the Annual General Meeting to be posted in the Newcastle Memorial Arena or electronically on the NVMHAI website ([www.newcastlestars.com](http://www.newcastlestars.com)) 30 days prior to the meeting.

b) Additional General Meetings of the Membership;

Notice of any Additional General Meetings of the Membership shall be posted in the Newcastle Memorial Arena 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.

## 8.4 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of 2/3 of the total number of the board of directors of which must include 2 of the following; President, Vice-President, Administrator, Treasurer, O.M.H.A. Rep or CRHL Rep. Such members shall be 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.

## 8.5 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 NVMHAI, shall decide every question proposed for consideration at Annual General Meeting or Additional General Meetings of the Membership.

b) The Chair presiding at the Annual General Meeting or Additional General Meetings of the Membership shall have a vote only in the event of a tie vote.

c) At the Annual General Meeting or any Additional General Meetings of the Membership, every question shall be decided by a show of hands, unless the Chair requires a specific count or a secret ballot. 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.

## 8.6 Proxies:

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

## 8.7 Adjournments

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

## 8.8 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.

## **9. BOARD OF DIRECTORS**

### 9.1 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 NVMHAI or a past member in good standing at the time of his/her election or appointment;
- iv. shall remain a Member of NVMHAI throughout his or her term of office.
- v. shall comply with standards as set out by NVMHAI.

#### b) Number of Directors;

The affairs of NVMHAI shall be managed by a Board, which consists of 15 elected Directors.

#### c) Rotation of Directors

Each year at the Annual General Meeting of Members of NVMHAI, the Members of NVMHAI shall elect Directors for a 2-year term; the number of Directors positions open for nomination must attempt to rotate 1/3 of the total number of Directors positions.

#### d) Change in Number of Directors;

NVMHAI may by amendment 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.

### **DIRECTORS OF NVMHAI CONSIST OF:**

1. President
2. Vice President
3. Administrator
4. Treasurer
5. Ice Convenor
6. Coach's Development Representative
7. O.M.H.A. Representative
8. CRHL House/Local League Representative
9. Player Development Representative
10. AAA Representative
11. Equipment Representative
12. Registrar
13. Website Co-ordinator
14. Sponsorship Representative
15. Fundraising Representative

## **10. PROCEDURE FOR NOMINATION OF DIRECTORS**

### 10.1 Nominations:

The election of Directors shall take place at the Annual General Meeting of the Membership. No election or appointment of a Director is effective without consent given in writing prior to the election or appointment. Nomination Forms for Director positions shall be available each year from the Administrator on or after January 31st. The Administrator will also post at this time the list of Directors who have chosen to exercise their right to a second term in office (where applicable), thereby closing this position to any nominations. The list will also contain the positions open for nominations. A Nomination Form must be completed by all nominees and two (2) nominators who are **both** Members of NVMHAI and in good standing. Such completed form must be delivered to the Administrator 30 days prior to the AGM. Once the deadline has passed for submissions the Administrator



shall then post the list of all eligible Director candidates and the positions they wish to be elected to along with a list of filled Director positions as soon as possible.

The following exceptions may or may not apply;

a) Nominations of eligible members present at the AGM will be accepted from the floor for any position under the following circumstances:

i. A Nomination Form must be completed by all nominees and signed by eight (8) nominators who are **ALL** Members in good standing of NVMHAI AND present at the AGM.

ii. The completed Nomination Form must be signed by two (2) members of the Board who are present at the AGM.

iii. If no nominations for a particular Board position are received prior to the AGM, then the above process will be waived in the interest of expediency and nominations of members present at the AGM and in good standing will be accepted.

b) if only one nomination form is received for any position then the nominated shall be declared elected.

c) No person shall hold more than one position on the Board of Directors. However, they may seek or accept nominations for up to three positions with the full understanding that upon being elected into a position, the said candidate will then withdraw any further nomination(s) that they may have, unless they have already been voted on.

## **11. VACANCIES AND TERMINATIONS**

### 11.1 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 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.

### 11.2 Termination (see also Section 7.4)

#### 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 NVMHAI, by a resolution passed by at least 2/3 of the votes cast at a General Meeting of Members may remove any Director with just cause 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 Board of Directors

Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of NVMHAI, by a resolution passed by at least 2/3 of the Board of Directors may remove any Director with just cause before the expiration of his or her term of office.

#### 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 shall be considered for removal by the Board of Directors.

#### d) Resignation

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

## **12. BOARD RESPONSIBILITIES**

### 12.1 Governance:

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

### 12.2 Board Meetings

a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than ten (10) times per year.

b) Special Board Meetings

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

c) Procedures for recording and publishing of meeting minutes:

i) Minutes shall be recorded of each meeting and same will be reviewed for accuracy and approved at the next meeting where a quorum is in attendance

ii) Approved minutes will be made available for review by NVMHAI membership either electronically or by posting of paper copy in Newcastle Arena.

iii) Draft minutes, which remain unapproved after 75 days, will be published to NVMHAI membership with the notation Draft only.

d) Procedures for recording and retaining minutes of Confidential matters for Board Handling:

i) Matters dealing with review or assessment of players or Volunteers shall be considered as confidential matters which the Board will record minutes to be retained by Administrator. Access to these minutes will be at the discretion of Administrator, President, Vice President, Director of Player Development or Coaches Development Representative.

ii) Matters brought to the Board concerning conduct of a member will be considered and treated as Confidential by the Board, results will be presented to complainant and accused unless both parties agree to an open forum.

iii) Minutes of all Confidential matters will not be posted nor published to NVMHAI membership, unless such publication is approved by a vote of the Board of Directors.

### 12.3 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 NVMHAI;

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.

### 12.4 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.

### 12.5 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.

### 12.6 Quorum

A quorum for a Board Meeting shall be 50% plus 1 of the elected Directors which must include 2 of the following; President, Vice President, Administrator, Treasurer, O.M.H.A. Rep or C.R.H.L. Rep. No business of the Board shall be transacted in the absence of a quorum.

### 12.7 Voting Rights

Each Director, present at a Board Meeting, shall be entitled to one vote. The Chair shall have a vote only in the event of a tie. **(Only Board members are entitled to vote at a Board meeting.)**

#### 12.8 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 requested 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.

#### 12.9 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 NVMHAI; 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 NVMHAI.

#### 12.10 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 NVMHAI 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 the Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting the director will make known his/her conflict of interest.

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 NVMHAI 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 NVMHAI for all profits realized, directly or indirectly, from such contract or transaction or other matter.

#### 12.11 Indemnification of Directors

Every Director of NVMHAI and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by NVMHAI 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 NVMHAI shall be indemnified by NVMHAI 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) NVMHAI may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

#### 12.12 Confidentiality

Every Director of NVMHAI shall respect the confidentiality of matters brought before the Board for consideration.

## **13. RESPONSIBILITIES OF DIRECTORS**

### **13.1 President;**

The President shall:

- i. represent NVMHAI in the Community;
- ii. act as Chair of the Board at all Board Meetings, the AGM or any additional Meetings of the Membership;
- iii. exercise general supervision of NVMHAI in accordance with Policies determined by the Board;
- iv. report regularly to the Board on matters of interest;
- v. delegate tasks as necessary;
- vi. ensure all orders and resolutions are carried into effect;
- vii. perform other duties as may be assigned by the members, the board or executive committees or provided for in By-Laws; and
- viii. be a non-voting member of all committees and sub-committees of the association.

### **13.2 Vice President;**

The Vice-President shall:

- i. assume the duties of the President in the absence for any reason of the President;
- ii. monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
- iii. be available to assist any Director requiring assistance in the completion of his or her functions;
- iv. will be a member of the Budget Committee.
- v. establish and maintain procedures with respect to clearance of all volunteers required to complete a police report;
- vi. carry out disciplinary matters as directed by the Board.
- vii. carry out duties as assigned by the Board or the President.

### **13.3 Administrator;**

The Administrator shall:

- i. record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Board or by the Membership;
- ii. ensure the proper custody of NVMHAI's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- iii. be responsible for receiving and distributing all correspondence received or sent by NVMHAI and all communications within NVMHAI;
- iv. recommend policy to the Board regarding internal and external communications of NVMHAI;
- v. ensure that all necessary and appropriate insurance has been purchased;
- vi. chair the Registration Committee;
- vii. maintain the membership list referred to in Section 7.2;
- viii. chair and establish a nomination committee to draft a slate of candidates to fill all Board positions. The election shall be conducted at the last Board meeting of the year and present same at the AGM;
- ix. carry out duties as assigned by the Board or the President.

### **13.4 Treasurer;**

The Treasurer shall:

- i. ensure adherence to and implementation of financial Policies in the financial administration of NVMHAI;
- ii. ensure the submission of the books of account to the Audit Committee of NVMHAI at the end of the financial year; Audit Committee to be established consisting of the Treasurer and two other Executive Members and two volunteers from the membership. Chair of the Audit Committee to be determined by the five committee members.
- iii. present a Report of the Audit Committee 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. maintain the custody of NVMHAI funds and securities;
- vii. keep full and accurate accounts of receipts and disbursements in books belonging to NVMHAI;

- viii. deposit all money and other valuable securities or effects in the name and to the credit of NVMHAI in such depositories as may be designated by the Board from time to time;
- ix. disburse the funds of NVMHAI upon the direction of the Board and its duly constituted committees and taking proper vouchers for such disbursements;
- x. provide to the President, Board and Executive Committee upon request, books and accounts kept under his/her supervision;
- xi. keep a proper receipt book of all monies received from registered players;
- xii. obtain the approval of the Board for refunds of any registration fees;
- xiii. As per Board direction, deny playing privileges to any player unless registration is paid in full;
- xiv. carry out other duties as assigned by the Board or the President.

#### 13.5 Ice Convenor;

The Ice Convenor shall:

- i. with the help of the Board format the season ice schedule;
- ii. submit yearly ice requests and sign contract with the Arena Board;
- iii. submit ice schedules for games and practices to the Board, the Arena Management and coaches at the start of the season and update when necessary;
- iv. review ice bills – submit to Treasurer;
- v. disburse any unused ice;
- vi. work in conjunction with the CRHL Ice Scheduler, OMHA Rep (with regards to scheduling) or any other league;
- vii. carry out other duties as assigned by the Board or the President.

#### 13.6 Coach's Development Representative;

The Coaches Development Representative shall:

- i. ensure that all coaches and coaching staff meet designated requirements;
- ii. ensure that all coaches and coaching staff are properly carded (as per OMHA);;
- iii. book all necessary clinics, seminars, etc. that will assist all coaches and coaching staff;
- iv. provide necessary manuals, handbooks that will assist all coaches and coaching staff;
- v. Chair coaches selection committee
- vi. prepare coaches standards and requirement package;
- vii. carry out other duties as assigned by the Board or the President.

#### 13.7 OMHA Representative;

The OMHA Representative shall:

- i. ensure the NVMHAI is represented at all meetings of the OMHA and Victoria/Durham league or any other rep league NVMHAI may belong to;
- ii. advise the Board of changes that may affect the operation of the NVMHAI;
- iii. obtain appropriate coverage of all insurance policies for the NVMHAI;
- iv. transfer information between the OMHA and NVMHAI;
- v. carry out other duties as assigned by the Board or the President;
- vi. liaise with the Registrar for all Rep player eligibility requirements.

#### 13.8 CRHL House/Local League Representative;

The CRHL/House League Representative shall:

- i. ensure that NVMHAI is represented at all meetings of the CRHL or any other house/local league that NVMHAI may belong to;
- ii. advise the Board of any changes that may affect the operation of the NVMHAI;
- iii. transfer information between the CRHL and the NVMHAI;
- iv. carry out other duties as assigned by the Board or the President.
- v. Liaise with the Registrar for all house/local league player(s) eligibility requirements.

#### 13.9 Player Development Representative;

The Player Development Representative shall:

- i. organize, supervise and conduct developmental programs and present to the Board.
- ii. Oversee Mite program;
- iii. Prepare proper financial statements for all developmental programs and present to the Board;

- iv. Prepare a budget for developmental programs;
- v. Liaise with the Sponsorship and Fundraising Representatives and Ice Convenor
- vi. Carry out other duties as assigned by the Board or the President.

#### 13.10 AAA Representative

The Triple A Representative shall;

- i. represent the NVMHAI at meetings of the Clarington AAA Zone;
- ii. advise the Board of any changes that may affect the operation of the NVMHAI;
- iii. transfer information between the Clarington AAA Zone and the NVMHAI;
- iv. carry out other duties as assigned by the Board or the President.

#### 13.11 Equipment Representative

The Equipment Representative shall;

- i. be responsible for all maintenance on all equipment belonging to NVMHAI;
- ii. keep a yearly inventory of all equipment;
- iii. present a list of required purchases for coming season in the form of a budget;
- iv. at intervals no greater than three (3) years obtain three quotes for purchases required and present to Board
- v. Upon Board approval, equipment deemed to be "Unique" by the Equipment Representative may be purchased with less than three quotes as required in 13.14 iv).
- vi. work in conjunction with the Sponsorship Rep;
- vii. assign and distribute all jerseys, pucks and equipment to all coaches or asst. coaches;
- viii. collect all equipment at end of season;
- ix. carry out other duties as assigned by the Board or the President.

#### 13.12 Registrar

The Registrar shall;

- i. Chair and establish the Registration committee.
- ii. Be a member of the Budget committee.
- iii. Remit all registration funds to the Treasurer, with a detailed reconciliation of player names and registration fees paid.
- iv. Register players throughout the season.
- v. Ensure that all registered players meet all eligibility requirements as per the Bylaws and Policies of NVMHAI.
- vi. Maintain a complete and accurate players list, teams list, including team officials for all teams operated by NVMHAI and provide same to the Administrator and Treasurer of NVMHAI.
- vii. Liaise with the OMHA for the purposes of player cards, insurance coverage(s), assessment fees, etc.
- viii. Liaise with the OMHA and CRHL Representatives and provide them with the OMHA player cards and any additional information/documentation as may be required to properly register all teams.
- ix. Issue eligible players tryout lists to all Rep Team Coaches and be responsible for the collection and remittance of any additional registration fees of all players upon acceptance to a Rep Team.
- x. Ensure that all players are paid in full or arranged to be paid in full with NVMHAI.

#### 13.13 Website Co-ordinator

The Website Co-ordinator shall:

- i. Maintain, update and upload all NVMHAI's communications to the NVMHAI's website
- ii. Carry out other duties as assigned by the Board or the President

#### 13.14 Sponsorship Representative

The Sponsorship Representative shall;

- i. plan and organize fundraising events for NVMHAI in conjunction with Fundraising Rep;
- ii. solicit and procure sponsors and keep records of Sponsorship Contracts;
- iii. prepare financial report and projected financial income/expenses from sponsors for the Board prior to the start of the season;
- iv. deliver dance tickets, team schedules and plaques to the sponsors;
- v. assign and co-ordinate team sponsors in conjunction with the Equipment Rep;
- vi. consider for approval all fund raising activities undertaken for or on behalf of the NVMHAI any member teams who

- engage in sale of merchandise, raffles or other schemes to generate revenue;
- vii. ensure that Sponsorship plaques are up to date and hanging in the arena;
- viii plan and organize "picture day" and closing banquet;
- ix. carry out other duties as assigned by the Board or the President.

#### 13.15 Fundraising Representative

The Fundraising Representative shall;

- i. plan and organize fundraising events for the NVMHAI in conjunction with the Sponsorship Representative;
- ii. plan and organize two fundraising dances during the season: A Halloween Dance and a St, Paddy's Day dance.
- iii. prepare and present financial statements of all fundraising and social events;
- iv. organize, supervise and conduct tournaments for members of the NVMHAI;
- v. keep a record of all money received and disbursed;
- vi. prepare proper statements of all tournament activities and present to the Board;
- vii. prepare a budget for tournaments;
- Viii. carry out other duties as assigned by the Board or the President.

### 14. COMMITTEES OF THE BOARD

#### 14.1 Standing Committees:

- i. The following committees shall be Standing Committees of the Board:

1. Executive Committee;
2. Budget Committee;
3. Fundraising Committee;
4. Registration Committee;
5. Sponsorship Committee
6. Disciplinary Committee
7. Coaching Selection Committee

- ii. Nothing in this by-law shall be construed to limit the ability of the Executives and Membership of the Association from abolishing or creating Standing Committees by by-law or from establishing such ad hoc committees or subcommittees by Executives Resolution as may be desired or required from time to time.

##### 14.1.1 Executive Committee:

i. The Executive Committee shall be chaired by the President, and shall consist of the Vice President, Secretary, Treasurer, and Risk Management Executive 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.

- ii. The Executive Committee shall:

1. during the intervals between the Executive 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 Executive 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 Executive for ratification at the next Executive Meeting;
2. review recommendations and proposals prior to such recommendations or proposals being submitted to the Executive for Resolution;
3. present a report regarding the activities of the Executive Committee to the Board;
4. recommend policy to the Executive regarding management and administrative issues related to the Association;
5. deal with any other matters assigned to it by the Executive or by the President.

##### 14.1.2 Budget Committee:

1. The Budget Committee shall be chaired by the Treasurer and shall consist of the Vice President, OMHA

Representative, and CRHL Representative.

2. The Budget Committee shall:

- i. prepare a budget for the Association for the next fiscal year for submission to the Executive for approval;
- ii. liaise with all Committees of the Executive to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the Budget;
- iii. finalize schedule of budget submissions from all committees on an annual basis;
- iv. recommend policy to the Executive regarding financial budgeting and planning.

**14.1.3 Fundraising Committee:**

1. The Fundraising Committee shall be chaired by the Sponsorship Representative and shall consist of not less than four (4) appointed members

2. The Fundraising Committee shall:

- i. act as the Purchasing Agent for the Association with respect to all Association purchases within the monetary limits designated by the executive each year
- ii. submit to the Budget Committee in each year an estimate of revenues and expenditures of the Fundraising Committee for the next fiscal year of the Association;

**14.1.4 Registration Committee**

1. The Registration Committee shall be chaired by the Registrar and shall consist of the Treasurer, President, and two other appointed members

2. The Registration Committee shall:

- i. recruit and train volunteers to perform the functions required for registration;
- ii. establish registration forms and procedures;
- iii. conduct registration for all applicants eligible to participate in Association Ice Hockey Programs;
- iv. maintain a register of receipts regarding all registration fees received by the Association and forward all monies promptly to the Treasurer for deposit to the credit of the Association;
- v. maintain a current registration list of all players including mailing addresses, telephone numbers and Parent/Guardian name(s);
- vi. supply to the OMHA, Local/House League, and EOMHL Executive current registration information in a timely fashion;
- vii. ensure that all players are registered with the OMHA;
- viii. communicate any changes in registration immediately to the Executive or other individuals who are affected by such change;
- ix. submit to the Budget Committee in each year an estimate of revenues and expenditures of the Registration Committee for the next fiscal year of the Association;
- x. present a report regarding Registration Operations to the Executive;
- xi. recommend policy to the Executive regarding registration;

**14.1.5 Sponsorship Committee:**

1. The Sponsorship Committee shall be chaired by the Sponsorship Rep and shall consist of two (2) other executive members along with up to five (5) non-board members.

2. The Sponsorship Committee shall:

- i. recruit and train volunteers to perform the functions required for sponsorship for the Association;
- ii. set up an accurate recording system covering income and disbursements relating to sponsorship for delivery to the Treasurer;
- iii. actively pursue new sponsorship projects;
- iv. manage and supervise current sponsorship endeavours;
- v. submit to the Budget Committee in each year an estimate of revenues and expenditures of the Sponsorship Committee for the next fiscal year of the Association;
- vi. present a report regarding sponsorship to the Executive;
- vii. recommend policy to the Executive regarding sponsorship.

**14.1.6 Discipline Committee**



1. The Discipline Committee shall be chaired by the Vice-President and shall consist of 4 other members nominated by the Board of Directors. No member of the committee should have a conflict of interest with either the complainant(s) or respondent(s).
2. The Discipline Committee shall:
  - i. investigate and find resolution or processing of a complaint in a fair and unbiased manner.
  - ii. establish and monitor policies relating to abuse and harassment that follow OMHA guidelines (as appropriate)
  - iii. after a hearing, the committee shall prepare a written report for distribution to the parties.

#### **14.1.7 Coaching Selection Committee**

1. The Coaching Selection Committee shall be chaired by the Coach Development Rep or his/her designate and shall consist of at a minimum at least two other members
2. The President will attempt to attend all interviews, monitor the process and cast a vote only in the event of a tie.
3. The Selection Committee Shall:
  - i. set coaching selection criteria; and convene meetings and interviews for the OMHA and AE Representative teams.
  - ii. after the interviews, make recommendations to the Executive for approval for the selection of the Coaches made by the Coaches Selection Committee.

#### **14.1.8 Standing Committee Procedure**

1. All Standing Committees shall comply with all bylaws, guidelines, Policies and procedures of the Association as determined by the Executive 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.
2. Meetings:
  - i. each Standing Committee shall meet at the call of the Chair but shall meet not less than four times per year.
3. Notice:
  - a. 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.
4. Quorum:
  - a. A quorum for a Standing Committee shall be a majority of the Members of the Standing Committee.
5. Voting Rights:
  - a. 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.
6. Minutes:
  - a. 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.
7. Annual Report:
  - a. 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.
- x. Sub-Committees and Ad Hoc Committees
  1. The Standing Committee procedure also shall govern the procedure of all sub-committees and ad hoc committees of the Association.

## **15. EXECUTION OF DOCUMENTS**

### **15.1 Execution of Documents:**

The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of NVMHAI, either to sign documents generally or to sign specific documents. The corporate seal of NVMHAI, when required, shall be affixed to documents executed in accordance with the foregoing.

#### 15.2 Books and Records:

The Board shall ensure that all necessary books and records of NVMHAI required by the By-Laws of NVMHAI or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed at the office site of NVMHAI for safekeeping.

## **16. FINANCIAL YEAR**

16.1 The financial year of NVMHAI shall terminate on the 31<sup>st</sup> of May in each year.

## **17. BANKING ARRANGEMENTS**

#### 17.1 Banking Resolution:

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of NVMHAI, 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 NVMHAI, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- a) operate the accounts of NVMHAI 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 NVMHAI;
- d) authorize any officer of the bank or trust company to do any act or thing on behalf of NVMHAI to facilitate the business of NVMHAI.
- e) ensure that the signing authority for all transactions shall be two executive members. The Treasurer shall be one, and the President or Vice President shall be the other, which none are related. In such a case, the majority of the executive will appoint an alternate signing authority.

#### 17.2 Deposit of Securities

The securities of NVMHAI 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 NVMHAI signed by such officer or officers, agent or agents of NVMHAI 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.

## **18. BORROWING BY NVMHAI**

#### 18.1 Borrowing Power:

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

- a) borrow money on the credit of NVMHAI;
- b) issue, sell or pledge securities of NVMHAI; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of NVMHAI, 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 NVMHAI.

### 18.2 Borrowing Resolution:

From time to time, the Board may authorize any Director or Officer of NVMHAI 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 NVMHAI.

## 19. NOTICE

### 19.1 Computation of Time:

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

### 19.2 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 NVMHAI 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 NVMHAI may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken there at.

### 19.3 Method of Giving Notice:

Whenever under the provisions of this By-law of NVMHAI, 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 NVMHAI. 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 NVMHAI. **Computer e-mail may be utilized to Give Notice and shall be considered to have Given Notice only upon advisement of receipt by recipient.**

## 20. PASSING AND AMENDING BY-LAWS & POLICIES

20.1 The Board of Directors, Director or any **Member in good standing** may recommend amendments to the By-Laws or Policies of NVMHAI from time to time, to the Membership.

20.2 If a Director or any other Member in good standing intends to discuss amendment of the Policies of NVMHAI at a Board Meeting, written notice of such intention along with Policy or Policy amendment shall be sent by the Administrator to each Director not less than seven (7) days before such Meeting. Any recommendation to amend the Policy may be discussed and be moved for presentation at the next Board meeting. Pending no further clarification of said Policy or Policy amendment, said shall be posted for a minimum fifteen (15) days prior to voting and or adoption at the next Board meeting.

### 20.3

a) A By-Law or an amendment to a By-Law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of NVMHAI. The notice of such Annual General Meeting shall refer to, describe and explain the By-Law or amendment(s) to the By-Law to be presented at the Meeting of the Members.

b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by 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 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 Administrator of NVMHAI 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.

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

21.1 Repeal:

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

21.2 Proviso:

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

## **22. RULES OF PROCEDURE**

22.1 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 NVMHAI 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 NVMHAI.

## **23. EFFECTIVE DATE**

23.1 This By-Law shall come into force at the financial year end of the 20014/2015 season without further formality upon its enactment after approval by the Members of NVMHAI as hereinbefore set out.

The foregoing BY-LAWS is hereby enacted, ratified, sanctioned, confirmed and approved by the affirmative vote of the Members of NVMHAI at a General Meeting of the Members of NVMHAI duly called and held at the Newcastle Town Hall in the Municipality of Clarington, Ontario, and at which a quorum was present on the 27<sup>th</sup> day of April, 2013.

Signed by Administrator: \_\_\_\_\_ Date: \_\_\_April 27, 2015

Signed by President: \_\_\_\_\_ Date: \_\_\_April 27, 2013