

West Niagara Minor Hockey Association
Constitution
Bylaw 1
Rev 05-25-2023

WEST NIAGARA MINOR HOCKEY ASSOCIATION

BY-LAWS

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WEST NIAGARA MINOR HOCKEY ASSOCIATION

BY-LAW NO. 1

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

BE IT ENACTED as a By-law of the West Niagara Minor Hockey Association as follows:

ARTICLE 1 DEFINITIONS

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

- (a) "Act" means the *Corporations Act* R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefor, from time to time.
- (b) "AGM" means the annual general meeting of the Association.
- (c) "Agreement" means the Memorandum of Agreement Regarding the Creation of West Niagara Minor Hockey Association, dated May 22nd, 2019. entered into between Lincoln Minor Hockey, West Lincoln Minor Hockey and Grimsby Minor Hockey, and all schedules thereto.
- (d) "Association" means West Niagara Minor Hockey Association (or such other name as the Association may in the future legally adopt) created in accordance with the Agreement.
- (e) "Board" means the board of directors of the Association.
- (f) "Business Day" means a day other than a Saturday, Sunday, or any day on which the principal commercial banks located at the City of Toronto are not open for business during normal banking hours.
- (g) "By-laws" means the duly authorized general corporate by-laws of the Association,
- (h) "Centre" is a recognized minor hockey association within the OMHA from a city, town, village, municipality, or geographic subdivision which has corporate limits or boundaries accepted by the OMHA for the purposes of determining hockey eligibility of players for competition within the jurisdiction of the OMHA.
- (i) "Delegate" or "Delegates" means an individual or individuals, as the case may be, who are authorized to represent a Voting Member and vote on behalf of a Voting Member at any Members' Meetings of the Association.
- (j) "Director" means an individual who has been elected or appointed to the Board of the Association.
- (k) "Grimsby Minor Hockey" mean Grimsby Minor Hockey Association incorporated pursuant to the

Act as a not-for-profit corporation on December 8, 1986

- (l) “HC” means Hockey Canada (or such other name as the Canadian Hockey Association may in the future legally adopt);
- (m) “Letters Patent” means the letters patent incorporating the Association, as may be amended from time to time by supplementary letters patent.
- (n) “Lincoln Minor Hockey” mean Lincoln Minor Hockey Association incorporated pursuant to the Act as a not-for-profit corporation on December 8, 1986
- (o) “Local League” means a group of teams which compete regularly in a recreational hockey.
- (p) “Members” means all classes of membership in the Association as provided for in Article 5 and “Member” means any one-off them.
- (q) “Members’ Meeting” means the Association’s AGM or a special Members’ meeting, as applicable in the circumstances.
- (r) “NDHL” means the Niagara District Hockey League (or such other name as the NDHL may in the future legally adopt).
- (s) “NDLL” means the Niagara District Local League (or such other name as the NDLL may in the future legally adopt);
- (t) “Non-Voting Members” means the class of non-voting members of the Association, as set out in Section 6.1(b).
- (u) “Officers” means the individuals who hold the offices of the Association duly appointed by the Board as set out in Article 11.
- (v) “OHF” means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- (w) “OMHA” means the Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
- (x) “Policies” means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board.
- (y) “Representative Team” means a minor hockey team which is eligible to play for an OMHA, OHF and/or HC championship and whose players are eligible by age and residence.
- (z) ROSTERED SELECT: A Rostered Select team refers to a team comprised of players selected (through a competitive tryout process) from our local league teams at each division.
- (aa) “TCMHL” means the Tri-County Minor Hockey League (or such other name as the TCMHL may in the future legally adopt).

- (bb) “Voting Members” means the class of voting members of the Association, and “Voting Member” means any one of them, as set out in Section 6.1(a)
- (cc) “West Lincoln Minor Hockey” mean West Lincoln Minor Hockey Association incorporated pursuant to the Act as a not-for-profit corporation on December 8, 1986

Subject to the foregoing definitions, words or expressions defined in the Act shall have the same meanings when used herein; words importing the singular number include the plural and vice-versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals and corporate entities.

**ARTICLE 2
HEAD OFFICE AND SEAL**

- 2.1 The corporate seal of the Association shall be in the form as the Board may by resolution adopt and shall be entrusted to the Secretary of the Association for its use and safekeeping.
- 2.2 The head office of the Association shall be located in the Town of Smithville, Ontario and shall therein be initially located at 177 West St. until otherwise determined by the Board, or at such other place in Ontario as the Voting Members may, from time to time, determine by special resolution pursuant to the Act.

**ARTICLE 3
MISSION OF THE ASSOCIATION**

- 3.1 The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of West Niagara Minor Hockey Association and those territories granted to the Association by the OMHA. To provide the opportunity to participate at the highest competitive level; To instill in all players, coaches, managers, and members associated with the West Niagara Minor Hockey Association, good sportsmanship, correct and proper behavior on and off the ice, respect for authority and team play.
- 3.2 The Association shall be carried on and operated as a not-for-profit corporation without the purpose of gain, for its Members, Directors or Officers and any profits or other accretions to the Association shall be used in promoting its objects.
- 3.3 In accordance with the Ratification vote completed March 2022, Lincoln Minor Hockey, West Lincoln Minor Hockey and Grimsby Minor Hockey have agreed to surrender their existing OMHA rights to Representative Teams, and to transfer such rights to the Association, which shall operate, manage, and administer a Representative Team hockey program on behalf of the Parties and the Local League Members.
- 3.4 In accordance with the Ratification vote completed March 2022 Lincoln Minor Hockey, West Lincoln Minor Hockey and Grimsby Minor Hockey have agreed to surrender their existing rights to run recreational Local League programs and to transfer such rights to the Association. The Association will continue to manage and offer community specific teams playing out of their hometown arenas and local communities.

**ARTICLE 4
AFFILIATIONS**

- 4.1 The Association shall operate as an accredited member of the OMHA, OHF, HC, TCMHL, NDLL and NDHL, as well as any successor or related organizations, and shall be governed by the rules and regulations of such parent organizations as may be applicable from time to time.

**ARTICLE 5
CLASSES OF MEMBERSHIP**

- 5.1 There shall be three (2) classes of Members in the Association, as follows:

- (a) Voting Members.
- (b) Honorary Lifetime Members.

**ARTICLE 6
TERMS OF MEMBERSHIP AND ELIGIBILITY**

6.1 Terms and Eligibility

(a) Voting Members:

ACTIVE MEMBER:

Active Members shall consist of all Directors of the Board, convenors, coaches, managers, and trainers rostered for the current season, and all registered players who are at least eighteen (18) years of age. Members in this classification shall be entitled to one vote per person at any Meeting of the Members.

PARENT/GUARDIAN MEMBER:

Parent/Guardian Members shall consist of all parents or legal guardians of players registered on WNMHA teams, under the age of eighteen (18) years of age. Members in this classification shall be entitled to one vote per eligible registered player at any Meeting of the Members. Where an eligible registered player has two parents or legal guardians, only one (1) vote shall be cast with respect to said eligible registered player. Parent/Guardian Members who have more than 1 player registered on an WNMHA team shall be entitled to one vote per Parent/Guardian Member in attendance at any meeting of the members.

(b) Honorary Lifetime Members:

An individual who has rendered extraordinary and distinguished service to the Association may be granted an Honorary Lifetime membership in the Association. Individuals may only be nominated to be Honorary Lifetime Members by a Member of the Association and the granting of an Honorary Lifetime membership must be confirmed by a majority vote of the Board. Honorary Lifetime Members shall have no voting rights.

6.2 Membership and Board Lists

The Secretary of the Association shall prepare and maintain a list of current Members and Directors of the Association as at the AGM in each year and be updated throughout the year as necessary and be made available to all Members in accordance with the Act. Such list of the Members and Directors shall be used to determine eligibility to attend and vote at the AGM, Directors' meetings and any other Members' Meetings that may be authorized and convened from time to time.

6.3 Termination

Membership in the Association shall not be transferable and shall terminate upon a Member's resignation in writing, death in the case of an individual membership. Members may resign from the Association by submitting a resignation in writing addressed to the Secretary of the Association, who in turn notifies the Board members.

6.4 Right to Vote

All Delegates, representing the Voting Members, shall be entitled to notice of and to vote at all Members' Meetings of the Association.

No member shall be entitled to vote at meetings of WNMHA unless he/she has paid all registration monies owing by him/her.

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

ARTICLE 7 MEETINGS OF THE MEMBERSHIP

7.0 Annual General Meeting of Members

The AGM of the Members shall be held prior to May 30th each year, at a time, place and day determined by the Board, for the transaction of the following business, to be set out in the agenda of such AGM;

- (a) approval of the agenda.
- (b) approval of the minutes of the previous AGM.
- (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 annual financial statements and the report of the auditor of the Association.
- (f) consideration of any proposed amendments to the Association's Letters Patent or By-laws.

- (g) transaction of any business which relates to the business of the meeting referred to above, and notice and particulars of such business, including any proposed amendments to the By-laws, which must be received by the Secretary of the Association in writing on or before 6:00 p.m. on the 14 day immediately preceding the AGM;
- (h) the election and/or appointment of Directors to the Board.

7.1 Additional Special Meetings of Members

In addition to the AGM, a special meeting of the Members (“Special Meeting”) may be called at any time by a resolution of the Board. The business to be transacted at a Special Meeting shall be limited to that specified in the notice calling the Special Meeting.

7.2 Notice of Meetings

(a) Annual General Meeting

Notice of the AGM shall set out the agenda, including particulars of any other business to come before the AGM, the time and the place of the AGM, and such notice shall be published on the Association’s website, social media and distributed electronically using the membership distribution lists for West Niagara Minor Hockey at least thirty (30) days prior to the date of such meeting.

(b) Special Meetings

Notice of any Special Meeting, along with the applicable agenda setting out the nature of the business to be conducted at such meeting shall be communicated within at least fifteen (15) days prior to the date of such Special Meeting and shall be published on the Association’s website, social media and distributed electronically using the membership distribution lists for West Niagara Minor Hockey

(c) Error or Omission in Notice

No inadvertent error or omission in giving notice of any AGM or Special Meeting or any adjourned meeting, whether Annual or Special, 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.

7.3 Quorum

A quorum for an AGM or Special Meeting of the Association shall be a minimum of 10 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.

7.4 Voting Procedures

- (a) A majority of votes cast by those Delegates entitled to vote, unless otherwise required by the Act or by the By-laws of the Association, shall decide every question proposed for consideration at Members' Meetings;
- (b) The President will be responsible for presiding as Chair over all Members' Meetings. The Chair presiding at a Members' Meeting shall have a vote only in the event of a tie vote.
- (c) At all Members' Meetings, 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 Delegate. 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.

7.5 No Proxies

Proxies will not be permitted. The Delegates representing the Voting Members of the Association must be present in person at the AGM and any Special Meetings of the Association in order to exercise their voting rights in relation to matters coming before the AGM and any Special Meetings.

7.6 Adjournments

Any Members' Meeting 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.

7.7 Chair

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

**ARTICLE 9
BOARD OF DIRECTORS**

9.1 Composition of the Board

Eligibility

A Director:

- (i) shall be eighteen (18) years of age or more;
- (ii) shall not be an undischarged bankrupt or of unsoundmind.
- (iii) shall be Elected at an AGM or Special meeting of Members
- (iv) shall remain an appointed interim Director by a vote of board of Directors
- (v) To serve in the capacity of President or Either VP position you must have been an active board member for One term.

9.2 Board of Directors

The affairs of the Association shall fall under the supervision of and be governed by a Board jointly administered by the Parties, subject to the provisions of the Act and these By-laws.

9.3 The Association shall have a Board consisting of Nineteen (19) Directors,

9.4 Following the election or appointment of the Nineteen (19) locally elected Directors to the Association's Board, the Association's Board shall have the authority to appoint additional non-voting Directors for certain specialized roles, as provided for under these By-laws.

9.5 If any Board Member is fulfilling duties of a vacant position they are only entitled to one vote the vote of the vacant position will not be cast.

**ARTICLE 10
PROCEDURE FOR ELECTION OF DIRECTORS**

10.1 The Association's Board shall consist of the following positions:

- 1. President
- 2. Vice President Hockey Operations
- 3. Vice President Finance

4. Rep Coordinator
5. Local League Coordinator
6. Hockey School and IP Coordinator
7. Skills / Coach Development
8. Risk Management
9. Tournaments Coordinator
10. Fundraising Coordinator
11. Sponsorship Coordinator
12. Social Media Coordinator
13. Equipment Repair Coordinator
14. Secretary / Communications Director
15. Awards Coordinator
16. Uniforms and Equipment Coordinator
17. Volunteer Coordinator / Bond Administrator
18. Rostered Select Coordinator
19. Past President

10.2 Removal and Replacement of Directors

The Voting Members entitled to nominate and appoint/elect Directors to the Board shall be entitled to remove and replace any such appointed/elected Directors in accordance with the terms of the West Niagara Minor Hockey By-laws, and where applicable, shall provide notice to such Director and the Association.

10.3 Any vacancy occurring on the Board by reason of the death, disqualification, inability to act, resignation or removal of any Director shall be filled only by a vote of Board of Directors. Director shall serve the balance of the elected Director's term, until such time as a regularly scheduled election is required.

10.4 The Association's Board shall have the authority to select an Executive Committee by appointment from amongst the Directors on the Board.

10.5 The term of each Director shall officially commence on June 1st of the year in which they were elected

10.6 Removal of Director for Absenteeism

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, unless such period of absence has been specifically excused, waived or approved by a majority of the Board.

10.7 Removal of Director by Board

A Director may be removed by a vote of at least 75% of the Directors of Board in attendance at the meeting declaring non-confidence in the Director. Such resolution shall require a specially scheduled meeting of the Board on not less than five (5) days' prior notice to all Directors, including the Director who is the subject of the motion before the meeting, clearly setting out the intent of the motion and the rationale for tabling the motion, so as to allow the subject Director an adequate opportunity to respond.

10.8 Resignation of Director

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

ARTICLE 11 COMPOSITION OF THE BOARD

11.1 Board Position Terms and Duties

The Association's Board shall have a two-year term. Board Positions. shall be responsible for chairing sub-Committee meetings of the Association. As well as all duties listed in the Board Job descriptions listed in WNMHA Rules of operation.

11.2 Term Schedule

1. President	Even Year
2. Vice President Hockey Operations	Odd Year
3. Vice President Finance	Even Year
4. Rep Coordinator	Even Year
5. Local League Coordinator	Odd Year
6. Hockey School IP Coordinator	Odd Year
7. Skills / Coach Development	Even Year
8. Risk Management	Odd Year
9. Tournaments Coordinator	Even Year
10. Fundraising Coordinator	Odd year
11. Sponsorship Coordinator	Even Year
12. Social Media Coordinator	Odd Year
13. Equipment Repair Coordinator	Even Year
14. Secretary / Communications Director	Odd year
15. Awards Coordinator	Even Year
16. Equipment Coordinator	Odd Year
17. Volunteer Coordinator / Bond Administrator	Even Year
18. Rostered Select Coordinator	Odd Year
19. Past President	

11.3 Appointed Directors by the Board

In addition to the Nineteen (19) Directors elected, the Association's Board shall have the authority to appoint three (3) additional Directors, possessing specialized knowledge, skill and experience, who shall be responsible for supporting West Niagara Minor Hockey Association in the following roles:

(a) Treasurer

The Board shall appoint an individual to serve on the Board as Treasurer of the Association, whose responsibilities shall include maintaining the day-to-day finances of the Association, the payment of bills, and keeping up to date accounts and financial statements. The individual appointed to this role should have occupational experience with respect to banking or financial matters, including experience and/or qualifications as a bookkeeper, accountant, or similar field.

(b) Registrar

The Board shall appoint an individual to serve on the Board of Directors as Registrar of the Association, whose responsibilities shall be to manage all related functions to registration and record keeping of the association. Manage all documentation and regulations with Hockey Canada Database and OMHA.

(c) Ice Scheduler

The Board shall appoint an individual to serve on the Board of Directors as Ice Scheduler of the Association, whose responsibilities shall be to manage all related functions to Ice scheduling, management and interactions with local townships in accordance to ice agreements.

ARTICLE 12 EMPLOYEES OF THE ASSOCIATION

12.1 Retention of Employees

Recognizing that the Association is operated as a not-for-profit organization by volunteers, provisions shall be available for the Association to employ staff to fill critical administrative duties where there are no volunteers available to perform those duties. The Board shall have the power to hire staff, and where need be to terminate the employ of staff.

12.2 The hiring and termination of all Association staff must be approved by the Board. Any employee(s) hired will be accountable to the President, or their designate. No Director of the Association may be hired as an employee of the Association. Without limiting the generality of the foregoing, the Association will retain staff where necessary

**ARTICLE 13
AUTHORITY OF THE ASSOCIATION**

13.1- POWERS

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

13.1 Rules of Operation & Association Policy

The Board shall have the power to pass all necessary rules, Policies and regulations as deemed expedient by the Board, related in any way to the day to day operations and affairs of the Corporation, including without limitation, the conduct of Members, team operations, tryouts, coaching selection, ice time, player movement, registration, fees, fundraising, safety, ethics and discipline, member teams and guests, provided such rules, policies and regulations are not otherwise inconsistent with the Letters Patent and these By-laws.

**ARTICLE 14
MANAGEMENT OF THE ASSOCIATION**

14.1 Regular Board Meetings

The Board of the Association shall meet regularly at least once a month and, if a meeting of the Board is not held during any one (1) month period, the President may call a meeting of the Board on at least five (5) Business Days prior written notice to the other Directors. At each meeting of the Board, unless waived unanimously by the Board, the President shall report fully to the Board with respect to the current status of the operations of the Association and with respect to all major developments or planned actions involving the Association and the Treasurer shall present to the meeting complete current financial information with respect to the Association and such other information as may be requested by the Board.

14.2 Special Board Meetings

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

14.3 Notice of Board Meetings

- (a) Notice of all Board meetings shall be communicated to all Directors at least five (5) 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 Members' Meeting;
- (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.

14.4 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.

14.5 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.

14.6 Quorum

A quorum for the transaction of business at all meetings of the Board shall consist of at least eight (8) Directors present in person or by such telephone, electronic or other communication facilities permitted, provided that there shall be no fewer than three (3) Directors elected or appointed by each Voting Member present. If a quorum is not present at any meeting, the meeting shall either be adjourned to a fixed date or may be reconvened upon two (2) Business Days' notice to all of the Directors, at which reconvened meeting the quorum shall be a majority of Directors.

14.7 Electronic / Telephone Meetings

At the discretion of the President, any or all Directors may participate in a meeting of the Board by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear and communicate with each other simultaneously and a Director participating in such a meeting by such means is deemed to be present at the meeting.

14.8 Accountant and Audit Requirements

On an annual basis, the Board shall appoint an accountant of the Association to conduct an independent audit of the Association's financial books, records and statements. The audit report of the accountant shall be finalized within six (6) months of the Association's financial year end, and delivered to the Board for approval, then made available to the Members for inspection upon request, and shall otherwise be presented at the annual membership meetings.

14.9 Matters Requiring Special Consent of the Members

Subject to the Act, no decision will be made and no action taken by or with respect to the Association concerning the following special matters, without the express consent of West Niagara Minor Hockey Members

- a. any change to the Association's Letters Patent or By-laws;
- b. any action that may lead to or result in a material change in the purposes and/or objects of the Association;
- c. the borrowing of any money in excess of \$10,000;
- d. the making or incurring of any single capital expenditure in excess of \$50,000;

- e. the granting of any encumbrances on the assets of the Association.
- f. the taking of any steps to wind up or terminate the corporate existence of the Association.
- g. the entering into of a partnership, union of interests, joint venture or reciprocal concession with any person, corporation or organization.
- h. altering the Association's borders, territory, center point or AAA affiliation.
- i. the entering into of an amalgamation, merger or consolidation with any other association or body corporate; or
- j. any change in the number or representation of Directors.

14.10 Elected Directors Voting on Matters Requiring Special Consent

For the purposes of those matters specifically requiring special consent including those set out in section 14.09, the Nineteen (19) elected Directors representing West Niagara Minor Hockey shall act as the Delegates and vote on these matters. If the matter requiring special consent is passed at the board level, it will then be included in the AGM for final membership approval (majority vote will rule).

Should the matter requiring special consent need immediate attention the WNMHA may hold an emergency meeting with the membership and ask them to participate in a vote outside of the AGM.

14.11 Remuneration and Expenses

Board members shall serve without remuneration and no Director shall directly or indirectly receive any remuneration, salary or profit from his or her position as a Board member or for any service rendered to the Association. The Board may establish Policies relating to the reimbursement of the Board members for reasonable out-of-pocket expenses incurred in the performance of their duties as members of the Board of the Association, including attending meetings of the Board or any committee of the Board, and may issue honorariums as approved by the Board.

14.12 Directors and Officers Insurance

The Association shall, if determined by the Board, arrange directors' and/or officers' liability insurance coverage for the Directors and/or Officers of the Association on terms and conditions and in an amount acceptable to the Board.

14.13 Indemnification

The Association shall indemnify each Director and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative proceeding to which he or she is made a party by reason of being or having been a Director of the Association provided (i) he or she acted honestly and in good faith with a view to the best interests of the Association; and (ii) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

14.14 Member Consent

Any resolution in writing signed by all of the Delegates of a particular Voting Member shall be deemed to constitute the consent of that Voting Member to such written resolution, and any matter recorded in the minutes of a meeting of the Voting Members as having been approved or agreed upon, by resolution or otherwise, shall, subject to any contrary intention being indicated in the minutes, be deemed to have been consented to by a particular Voting Member.

14.15 Conflict of Interest

- (a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board meeting.
- (b) The declaration of a conflict of interest shall be made at the Board meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board meeting interested in the proposed contract or transaction or other matter, at the next Board meeting held after the Director assumes the office.
- (c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- (d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any

profit realized from the contract or transaction or other matter.

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

14.16 Confidentiality

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

ARTICLE 15 VOTING OF DIRECTORS

15.1 All questions arising at any meeting of the Board shall be decided by a simple majority of votes by those Directors in possession of voting rights. Votes may be taken by secret ballot if requested by any Director present, but in the absence of any such demand, votes shall be by a show of hands for or against. In routine matters dealing with day to day operational issues, the President shall have a tie breaking vote on the Board.

15.2 In matters involving a material difference of opinion between the Parties involving the terms of the Agreement or these By-laws, including those matters requiring the special consent of Voting Members, should there be a deadlock between the Directors with voting rights the Board shall appoint a mutually agreeable representative of the OMHA to act as mediator in an attempt to resolve the impasse.

15.3 Should no mutually agreeable resolution be reached, the mutually appointed OMHA Representative shall cast the tie breaking vote. The results of such a decision shall be considered to be final and conclusive and no right of appeal shall apply.

ARTICLE 17
COMMITTEES OF THE BOARD

17.1 The following Committees shall be Standing Committees of the Board of the Association:

- (a) Executive Committee;
- (b) Finance and Budget Committee;
- (c) Local League Operations Committee;
- (d) Equipment Committee;
- (e) Representative Hockey Operations Committee;
- (a) Skill Development Committee;
- (f) Fundraising Committee;
- (g) Risk Management, Discipline and Ethics Committee
- (h) Coach Evaluation Committee
- (i) Coaching Selection Committee
- (j) Tournament Committee;

17.2 Nothing in this By-law shall be construed to limit the ability of the Board from abolishing or creating Standing Committees by By-law or from establishing such ad hoc committees or subcommittees by Board resolution as may be desired or required from time to time.

17.3 **Executive Committee**

- (a) The Executive Committee shall consist of the President who shall Chair the committee, the Two (2) Vice-Presidents, and the Secretary. This Committee 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) review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for resolution;
- (iii) recommend policy to the Board regarding management and administrative issues related to the Association;
- (iv) deal with any other matters assigned to it by the Board or by the President.

17.4 Finance and Budget Committee

- (a) The Finance and Budget Committee shall be Chaired by the Vice President of Finance and shall consist of, the Fundraising Chair, Sponsorship Chair and those staff responsible for day-to-day business and administration of the Association, such as the Administrator and Registrar as applicable.
- (b) The Finance and Budget Committee shall:
 - (i) prepare a budget for the Association not later than January 30th in each year, for the next fiscal year for submission to the Board for approval;
 - (ii) liaise with all Committees of the Board to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the Budget;
 - (iii) recommend policy to the Board regarding financial budgeting and planning for the Association.
 - (iv) Provide monthly reports to be presented at the board meetings
 - (v) Provide a year-end report to be presented at the AGM

17.5 Local League Operations Committee

- (a) The Local League Operations Committee shall be Chaired by the Local League Coordinator Additional members of the Local League Committee may include the OMHA Representative, and the Technical Directors Head Coaches as required, Convenors, or any other person willing to commit to assist in the betterment of our Local League programming.
- (b) The Local League Operations Committee shall:

- (i) provide oversight and support for the Local League Hockey Teams pursuant to the Policies of the Association;
- (ii) establish and monitor Policies relating to Local League Operations provided that such Policies shall be and remain consistent with all other Policies of the Association;
- (iii) recruit and train volunteers to perform the functions required to operate the Local League teams;
- (iv) assist the Local League Organization's directors in the assessment of players and balancing of Local League teams as required;
- (v) Develop and implement player evaluation guidelines and policies
- (vi) recommend policy to the Board regarding House League Operations.

17.6 Equipment Committee

- (a) The Equipment Committee shall be Chaired by Equipment coordinator as indicated in section 11.2. Additional members shall consist of Convenors, and any other person willing to commit to assist in the betterment of our Local League programming.
- (b)
- (c) Equipment Committee shall:
 - (i) maintain an inventory of all equipment and uniforms owned by the Association, including pucks, first aid kits, on ice practice equipment, etc.;
 - (ii) solicit competitive vendor bids for the annual purchase of hockey equipment and team uniforms, as required;
 - (iii) liaise with the Rep Convenors to schedule and arrange uniform fittings for all Representative Teams upon the conclusion of tryouts;
 - (iii) maintain and repair all equipment owned by the Association;
 - (iv) solicit competitive bids and arrange the purchase of awards day presentations;
 - (v) act as the purchasing agent for the Association with respect to all Association purchases, including both team uniforms and related fan wear;
 - (vi) submit to the Budget Committee on or before January 1st in each year an estimate of revenues and expenditures of the Purchasing and Equipment Committee for the next fiscal year of the Association;
 - (vii) present a monthly report regarding purchasing and equipment to the Board;
 - (viii) be accountable to the Board by reporting through the Treasurer; and
 - (ix) recommend policy to the Board regarding purchasing and equipment.

17.7 Representative Hockey Operations Committee

- (a) The Representative Hockey Operations Committee shall be chaired by the Rep Convenor and may include Division Convenors, and any other person wishing to contribute to the betterment of our rep hockey programming.

- (b) The Representative Hockey Operations Committee shall:
 - (i) provide oversight and support for the Representative Hockey Teams pursuant to the Policies of the Association;
 - (ii) establish and monitor Policies relating to Representative Hockey Operations provided that such Policies shall be and remain consistent with all other Policies of the Association;
 - (iii) recruit and train volunteers to perform the functions required to operate the Representative Hockey Teams;
 - (iv) provide management and support for the Representative Team tryout process, including the selection of an independent panel to objectively assess players;
 - (v) provide management and support for the Representative Team coaching selection process, in accordance with the Association's Policies; and
 - (vii) Develop and implement player evaluation guidelines and policies
 - (vii) recommend policy to the Board regarding Representative Hockey Operations.

17.8 Skill Development Committee

- (a) The Skill Development Committee shall be Chaired By Skills and Coach Development Coordinator as per section 11.2.. Convenors, and any other person willing to commit to assist in the betterment of our Local League programming.
- (b)
- (c) The Skill Development Committee shall:
 - (i) recruit and train volunteers to perform the functions required for skill development;
 - (ii) establish and maintain on-ice and off-ice technical development programs in conjunction with the Directors of Representative Hockey
 - (iii) establish and maintain an evaluation program for all coaches, trainers and managers in conjunction with the Directors of Representative Hockey;
 - (iv) recommend to the Board Policies and procedures for each of the Coaches Selection Subcommittees;

- (v) recommend policy to the Board regarding technical development.

17.9 Fundraising Committee

- (a) The Fundraising Committee shall be Chaired by Fundraising Coordinator as per section 11.2 , in addition, shall consist of a maximum of five (5) individuals who are not Directors of the Association.
- (b) The Fundraising Committee shall:
 - (i) recruit and train volunteers to perform the functions required for voluntary fundraising for the Association;
 - (ii) set up an accurate recording system covering income and disbursements relating to fundraising for delivery to the Treasurer;
 - (iii) actively pursue new fundraising projects and community/team related social events under the oversight of the Fundraising Director;
 - (iv) manage and supervise current fundraising endeavours and social events;
 - (v) recommend policy to the Board regarding volunteer fundraising.

17.10 Discipline and Ethics Committee

- (a) The Discipline & Ethics Committee shall be chaired by the Risk Management Director as specified by section 11.2, at least one other elected board member and up to 2 additional appointed people. The Chair will remain on the committee for each investigated incident however the committee may change.
- (b) The Discipline & Ethics Committee shall:
 - (i) implement and enforce all OMHA Risk Management Programs;
 - (ii) review all complaints and situations received by the Association involving officials, players, Directors, parents, participants, Local League Members, volunteers, on and off ice officials, etc. that fall under the guidelines of the OMHA Code of Conduct, OMHA, Hockey Canada and OHF Rules and Regulations, and applicable Risk Management Programs;
 - (iii) conduct investigations and formal hearings as necessary in accordance with applicable Association and OMHA/OHF and HC policies;

- (iv) seek to mediate and resolve conflicts between program participants in an amicable manner, where possible;
- (v) recommend and impose remedial action and disciplinary sanctions against those program participants found to be in breach of applicable policies, where warranted; and
- (vi) carry out other duties as assigned by the Board, Executive Committee, or the President.

17.11 The Coaching Selection Committee

- (a) The Coaching Selection Committee shall be chaired by Skills and Coach Development coordinator as per section 11.2. The Coaching Selection Committee shall consist of a minimum of Three Directors from the Board. Plus any Neutral parties at the discretion of the committee
- (b) The Coaching Selection Committee shall consist of an equal number of Committee members from the Local League Organizations. The Committee shall be responsible for preparing a Coaching Selection Policy for consideration and approval by the Board to assist in the fair and objective selection of skilled and competent Representative Team Coaches.
- (c) The Coaching Selection Committee shall be responsible for implementing a Rep Coach Selection Process in accordance with the Coaching Selection Policy, conducting an evaluation and interview of qualified candidates, determining the most suitable Head Coach candidate for each Team under consideration as well as their supporting Bench Staff, and nominating such candidates to the Board for final ratification and approval.
- (d) Develop and implement player evaluation guidelines and policies for tryouts and team selection in association with Representative Hockey Operations Committee

17.12 Coach Evaluation Committee

- a) The Coach evaluation Committee shall be Chaired by Player and coach development coordinator as per section 11.2. Addition members will be appointed from the board our from the associations as needed.
- b) Equipment Committee shall:
 - (i) provide day to day managerial oversight, development, mentoring and support to Rep Team Coaches, helping to ensure their adherence to applicable rules, implementation

of Hockey Canada skill curriculum elements into player development and practice plans, and assisting Coaches to achieve and maintain their credentials through workshops and training;

- (ii) coordinate with the OMHA concerning applicable coaching certification, evaluation and training program, and provide any necessary information to the Association and its volunteers for the purposes of training and developing highly skilled Coaches;

17.13 Tournament Committee

- a) The Tournament Committee shall be Chaired by Tournament Director as per section 11.2. Additional members will be appointed from the board our from the associations as needed.
- b) The Tournament Directors shall:
- c) Organize tournaments that will benefit both the Representative Local League and Rostered Select divisions as dictated by availability of ice time and teams;

17.14 Rostered Select Operations Committee

- a) The Rostered Select Operations Committee shall consist of the Three (3) VP operations elected by the Rostered Select Operations, one of whom will alternate as Chair of the Committee on an annual basis. Additional members of the Rostered Select Committee may include the OMHA Representative, and the Technical Directors / Head Coaches as required.
- b) The Rostered Select Operations Committee shall:
- c) The Rostered Select Operations Committee shall:
 - i. provide oversight and support for the Rostered Select Hockey Teams pursuant to the Policies of the Association.
 - ii. establish and monitor Policies relating to Rostered Select Operations provided that such Policies shall be and remain consistent with all other Policies of the Association;
 - iii. recruit and train volunteers to perform the functions required to operate the Rostered Select teams;
 - iv. assist the Rostered Select Organization's directors in the assessment of players and balancing of Rostered Select teams as required; and recommend policy to the Board regarding Rostered Select Operations

ARTICLE 18 TERRITORY AND BORDERS

18.1 The Association shall maintain a single consolidated border for the purposes of OMHA Representative Team hockey territorial rights, encompassing the previous combined territories of Lincoln Minor Hockey, West Lincoln Minor Hockey and Grimsby Minor Hockey, as recognized and/or amended by the OMHA from time to time.

For greater certainty, all applicable territorial and borders for the Association shall be as follows:

Hard Boundary

- **East Boundary** – The Municipal boundaries of Lincoln / St.Catharines, The Municipal Boundaries of West Lincoln and Pelham
- **West Boundary** – The Municipal boundary of Niagara region and Hamilton
- **North Boundary** – Lake Ontario
- **South Boundary** – West Lincoln Municipal boundary

Shared Areas: Glanbrook Minor Hockey

- Starting at Westbrook Road and Rymal Road (Hwy # 20) go South to R.R. 9 which is the Haldimand/West Lincoln Municipal Boundary •
- From Westbrook Road and R.R.9 go East in an extended line (along the Haldimand/West Lincoln Municipal Boundary to Concession 2 Road •
- Continue East on Concession 2 Road to the Dunnville Haldimand Townline Road •
- Go East in an extended line (along the Haldimand/West Lincoln Municipal Boundary) to the extension of this line and a line extending south from Abingdon Road •
- Go North onto Abingdon Road to Twenty Road •
- Go East on Twenty Road to South Grimsby Road 18 •
- Go North on South Grimsby Road 18 which changes to 11th Road East to the extension from South Townline Road •
- Go West onto South Townline Road through to the extension of Westbrook Road •
- Go South from this point (the extension of South Townline Road & the extension of Westbrook Road to Rymal Road (Hwy #20) and Westbrook Road

ARTICLE 19 CENTRE POINT

- 19.1** The Voting Members have mutually agreed upon an acceptable Centre Point for the Association, as agreed to and sanctioned by the OMHA. Until otherwise altered or amended by the Board and the OMHA, the Centre Point for the Association shall be as follows: 177 West St., Smithville Ontario

ARTICLE 20 TEAM NAME AND OFFICIAL COLOURS

- 20.1** West Niagara Minor Hockey will be Branded the Flying Aces and utilize the Vegas Knights colours as voted on by the membership

**ARTICLE 21
AAA AFFILIATION RIGHTS**

21.1 Unless otherwise altered or amended by the Board and the OMHA, the Association's players shall have the right to affiliate to for AAA hockey opportunities.

Eligible Players Registered with West Niagara Minor Hockey will have AAA Affiliation Rights with Niagara North

**ARTICLE 22
EXECUTION OF DOCUMENTS**

22.1 Execution of Documents:

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

22.2 Books and Records:

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

**ARTICLE 23
FINANCIAL YEAR**

23.1 The financial year of the Association shall terminate on the March 31 in each year or such other date as the Board may from time to time by resolution determine.

**ARTICLE 24
BANKING ARRANGEMENTS**

24.1 Banking Resolution

The Board shall designate, by resolution, the Directors (minimum of three with one Director representing each Party) and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

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

24.2 Deposit of Securities

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

ARTICLE 25 BORROWING BY THE ASSOCIATION

25.1 Borrowing Power:

Subject to the limitations set out in the Letters Patent, supplementary letters patent, the Agreement, 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.

25.2 Borrowing Resolution:

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

ARTICLE 26 NOTICE

26.1 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.

26.2 Omissions and Errors:

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

26.3 Method of Giving Notice:

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

ARTICLE 27 PASSING AND AMENDING BY-LAWS

- 27.1 The Board may recommend amendments to the By-laws of the Association from time to time, to the Voting Members.
- 27.2 If the Board intends to discuss any 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.

27.3A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Members' Meeting. The notice of such Members' Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Members' Meeting.

27.4The Delegates at the Members' Meeting may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.

ARTICLE 28 REPEAL OF PRIOR BY-LAWS

28.1 Repeal

All prior by-laws of the Association are hereby repealed as of the coming into force of these By-laws.

28.2 Proviso

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

ARTICLE 29 EFFECTIVE DATE

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

29.2 The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Voting Members of the Association at a Members' Meeting, on the 16'th day of May, 2022, at which a quorum was present.