

CYO (OSHAWA) HOCKEY ASSOCIATION



PRESIDENT CENTERED BY-LAW

March 22, 2010



CYO (OSHAWA) HOCKEY ASSOCIATION

By-Law Number One



CYO (OSHAWA) HOCKEY ASSOCIATION

CONSTITUTION OR BY-LAWS

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CYO (OSHAWA) HOCKEY ASSOCIATION

BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of the CYO (OSHAWA) HOCKEY ASSOCIATION.

BE IT ENACTED as a By-law of CYO (OSHAWA) HOCKEY ASSOCIATION as follows:

1. DEFINITIONS

- 1.1 In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:
- (a) "Association" means CYO (OSHAWA) HOCKEY ASSOCIATION (or such other name as the Association may in the future legally adopt);
 - (b) "Board" means the Board Members of the Association;
 - (c) "HC" means the Hockey Canada (or such other name as the HC may in the future legally adopt);
 - (d) "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;
 - (e) "Board Member" means an individual who has been elected to the Board of the Association;
 - (f) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
 - (g) "Officers" mean the individuals who hold the offices enumerated in Article 11;
 - (h) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
 - (i) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
 - (j) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board Members of the Association.
 - (k) "CYO" means CYO (OSHAWA) HOCKEY ASSOCIATION
 - (l) "Members" means all classes of membership in the Association as provided for in section 5.
 - (m) "Member in good standing" shall refer to a member who has paid any membership dues or other fees owing to the Association and who is not the subject of a disciplinary investigation or actions by the



Association or OMHA and has not taken legal action against the Association before exhausting all avenues of appeal



- (n) "House League" refers to a group of teams that compete regularly in a recreational league within a centre
- (o) "Tier 1" is a higher competitive level of House League
- (p) "Representative" refers to a team which is eligible to play for an OMHA, OHF and/or HC championship and whose players must be eligible by age and residence.

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

2. REGISTERED OFFICE/BOUNDARIES AND SEAL

- 2.1 The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.
- 2.2 The registered head office of the Association shall be in the in the City of Oshawa, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.
- 2.3 The Boundaries of the area of governance will be as follows:

North – residential area north to Port Perry

South – residential area south of 401 to Lakefront

East – residential area to include Clarington

West – residential area west to include Ajax

3. MISSION OF THE ASSOCIATION

3.1 The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of the City of Oshawa including Durham Region:

the opportunity for all eligible individuals:

- a) to participate in recreational house league/Tier 1 ice hockey, and to provide community based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play;
- b) to develop and participate in representative ice hockey and provide the opportunity to participate at the highest competitive level;
- c) to instil in all players, coaches, managers and members associated with the Association good sportsmanship, correct and proper behaviour on and off the ice, respect for authority and team play;
- d) the Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objects.



4. AFFILIATIONS

- 4.1 The Association shall have the following affiliations:
- (a) The Association shall be a member of the OMHA;
 - (b) The Association shall be affiliated to OHF and Hockey Canada through the OMHA; and
 - (c) The Association is affiliated with the Catholic Parishes of the Durham Region within the boundaries of the Association.

5. CLASSES OF MEMBERSHIP

- 5.1 There shall be three (3) classes of Membership in the Association:
- (a) Active Membership;
 - (b) Parent/Guardian Membership;
 - (c) Honorary Lifetime Membership.

6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

(a) Active Membership:

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

(b) Parent/Guardian Membership:

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

(c) Honorary Lifetime Membership:

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

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



(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 the Association, no person may hold more than one (1) class of membership. It is therefore mandatory that each member shall declare himself/herself prior to the start of any meeting of the membership and advise the chairperson of the membership class he/she wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.

6.2 Membership List:

Subject to Section 6.7 herein, the Registrar of the Board shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary Lifetime Members. This list shall be kept at the head office and updated as necessary and made available to all Board members. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

6.3 Membership Year

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

6.4 Termination

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

6.5 Membership Fees

Registration fees shall be established and resolved annually by the Board. Fees for any unexpired term of membership are normally not refundable, but the Board members may, in its



sole discretion, grant a request for such a refund in extenuating circumstances.

6.6 Right to Vote

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

6.7 Record Date

Individuals, who are Members of the Association at least 30 days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 30 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

7. MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year within before the end of March, at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- a) approval of the agenda;
- b) approval of the minutes of the previous Meeting of the Membership;
- c) receiving reports of the activities of the Association during the preceding year;
- d) receiving information regarding the planned activities of the Association for the current year;
- e) receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;
- f) appointment of the Auditor for the ensuing year;
- g) consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- h) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 6:00 p.m. 30 days prior to the date of the AGM;
- i) election of the new Board.

7.2 Additional General Meetings of Members

In addition to the Annual General Meeting in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

7.3 Notice

- a) Annual General Meeting;
Notice of the Annual General Meeting to be held before the end of March in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and place of the meeting shall be known to all members at the last known address recorded for such members in the records of the Association.



- b) Additional General Meetings of the Membership:
Notice of any Additional General Meetings of the Membership shall be known to all Members at the last known address recorded in the records of the Association.
- c) Error or Omission in Notice:
No inadvertent error or omission in giving notice of any Annual General Meeting or Additional General Meeting of Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

7.4 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of 15 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

7.5 Voting Procedures:

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

7.6 No Proxies:

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

7.7 Adjournments

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



7.8 Chair:

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

8. BOARD MEMBERS

8.1 Composition

(a) Eligibility

A BOARD MEMBER:

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

B NOMINEES

- (i) Each nominee for President shall have served on the Board 2 of the last 3 years;
- (ii) Each nominee for a Vice-President role shall have served on the Board for at least one (1) year, with the year having been one of the previous two (2) years;
- (iii) A Board member shall not hold more than one position on the Board, except in the event the position cannot be filled, in that case the person may hold a maximum of two (2) positions.

C NUMBER OF BOARD MEMBERS:

The affairs of the Association shall be managed by the Board as identified in 9.2(a)

D TERM OF OFFICE:

- i) The Board members shall be eligible to be elected or appointed for four (4) consecutive terms of two (2) years each and shall not be eligible for election or appointment to the same Board position for a fifth (5th) consecutive two (2) year term;
- ii) The term for each Board member shall be two (2) years (terms will begin on an odd or even year;
- iii) To establish a rotation of Board members, the following chart will set the schedule:



	2011	2012	2013
President	2 years		
VP Parent/Player Council	1 year	2 years	Positions are to stay in odd or even years
VP House League/Tier 1	1 year	2 years	
VP Rep	2 years		
Secretary	1 year	2 years	
Treasurer	2 years		
Registrar	1 year	2 years	
Director Ice Scheduling	2 years		
Director Player Development	1 year	2 years	
Director Rules, Regs and Cert	2 years		
Director Equipment/Apparel	2 years		
Director Fundraising	1 year	2 years	
Director Media/Promotion	1 year	2 years	
Director Tournaments	1 year	2 years	
Director Trophies/Awards	2 years		
Director Hockey Operations	2 years		
Referee-in-Chief	1 year		

E CHANGE IN NUMBER OF BOARD MEMBERS:

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

9. PROCEDURE FOR ELECTION OF BOARD MEMBERS

9.1 Nominations:

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

9.2 Board Positions:

The Board shall consist of the following;

- | | |
|--|----------------------------------|
| President | Director Sponsorship/Fundraising |
| Vice-President Parent/Player Council | Director Media and Promotions |
| Vice-President Rep | Director Tournaments |
| Vice-President House League/Tier 1 | Director Trophies and Awards |
| Secretary | Referee-in-Chief |
| Treasurer | Life Time Honorary Member |
| Registrar | |
| Director of Hockey Operations | |
| Director Ice Scheduling | |
| Director Player Development | |
| Director Rules, Regulations and Certifications | |



Director Equipment and Apparel

9.3 Election Procedures:

The Chair of the Nominations and Elections Committee shall post on the Association's website a listing of all available positions for nomination to the Board 14 days prior to the AGM. Such listing shall identify what position each nominee is seeking election for.

9.4 Vacancies:

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by Resolution of the Board members then in office provided there is a quorum of Board members then in office. The Board shall invite applications from the Membership for appointment to the vacancy on the Board. The Board shall appoint a replacement Board member within thirty (30) days after the Board position was vacated.

9.5 Termination

(a) Removal of Board Member by Membership

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

(b) Absenteeism

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

(c) Resignation

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

10. BOARD RESPONSIBILITIES

10.1 Governance:

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

10.2 Board Meetings

(a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the



President or, in his or her absence, the Vice-President,(which VP?) may from time to time determine. The Board shall meet not less than seven (7) times per year.

(b) Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three (3) voting Board members. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

10.3 Notice of Board Meetings

- (a) Notice shall be communicated to all Board members at least seven (7) days in advance of the Board Meeting, unless all Board members agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association;
- (b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.
- (c) No formal notice of any Board Meeting shall be necessary if all the Board members are present or if those absent signify their consent to the Meeting being held in their absence.

10.4 Error in Notice

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

10.5 Adjournment of Board Meetings

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

10.6 Quorum

A quorum for a Board Meeting shall be 8 Board members. No business of the Board shall be transacted in the absence of a quorum.

10.7 Voting Rights

Each Board member, present at a Board Meeting, including the Chair,(7.5 says the chair only has a vote in the event of a tie) shall be entitled to one vote. The Chair shall have a second vote in the event of a tie vote.



10.8 Voting Procedures

A majority of votes of the Board members present and voting at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Board member present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

10.9 Remuneration

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

10.10 Conflict of Interest

- (a) Every Board member 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 Board member is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Board member assumes the office.
- (c) After making such a declaration, no Board member shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- (d) If a Board member has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Board member is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- (e) If a Board member fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Board member shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

10.11 Indemnification of Board members

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



- (a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or 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 Board member of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Board member, he or she has achieved complete or substantial success as a defendant.
- (c) the Association may purchase and maintain such insurance for the benefit of its Board member as the Board may from time to time determine.

10.12 Confidentiality

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

10.13 Rules of Operation

Notwithstanding any other provision contained in this By-law, the Board shall have the power to pass without any confirmation or ratification by the members of the Association all necessary rules and regulations as it deem expedient or related in any way to the operations of the Association, including, without limitation, the conduct of its members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Association or this By-law. Such prescribed rules and regulations shall have force and effect until the next Association AGM when they shall be confirmed. In the event of default of confirmation at such AGM the regulations shall, at and from that time, cease to have force and effect.

11. BOARD MEMBERS AND RESPONSIBILITIES OF BOARD MEMBERS

11.1 Elected/Appointed Board Members:

- a) The Board members shall consist of the following elected positions:

President	Director Sponsorship/Fundraising
Vice-President Parent/Player Council	Director Media and Promotions
Vice-President Rep	Director Tournaments
Vice-President House League/Tier 1	Director Trophies and Awards
Secretary	Referee-in-Chief
Treasurer	Life Time Honorary Member
Registrar	
Director of Hockey Operations	
Director Ice Scheduling	
Director Player Development	
Director Rules, Regulations and Certifications	



11.2 Director Equipment and Apparel
Eligibility for Office:

- b) The President must have served on the Board for at least two (2) years and Vice-President(s) one (1) year, immediately prior to election to either of these positions.
- b) The Association shall endeavour to nominate as Treasurer a Board member who has employment experience and skills in accounting procedures.

11.3 Term of Office

The elected Board members shall hold Office until the March Annual General Meeting held approximately one year after the Board members are elected pursuant to position and terms outlined in 8(d)(iii).

11.4 Termination of Board Members

(a) Removal for Cause

The Board, by resolution approved by two-thirds (2/3) of the Board members present, may remove any Board members for cause before the expiration of his or her term of Office.

(b) Resignation

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

11.5 Vacancies

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

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

11.6 Duties of Board Members and Members of Executive Committee

A PRESIDENT

- a) To ensure that policies established by the Executive Committee are implemented;
- b) To act as a signing officer for the Association. He or she may provide a second signature with the Treasurer on all cheques;
- c) To preside at all Executive Committee meetings;
- d) To act as Chairman of any Committee on which they sit;
- e) To exercise the authority of the Executive in case of an emergency;
- f) To represent the Association at all meetings;
- g) To call all Executive Meetings and General Meetings as required;
- h) The President may delegate any duty enumerated above to any other member of the Executive Committee;
- i) To make sure any key documentation or records pertaining to their duties are passed on to their successor;
- j) To act as liaison between the parents (if deemed necessary by the Vice-President Parent/Player Council) and the Executive Committee and to promote



communication between all parties, participants, parents, coaches and the Executive Committee.

B VICE-PRESIDENT OF PLAYER/PARENT COUNCIL

- a) To assist the President in his or her duties as delegated;
- b) To receive requests from any Association member that requests an appeal to a decision made by the league or referees or a serious concern that requires the league's attention;
- c) To coordinate a meeting of all parties associated with the appeal or concern;
- d) To insure that other Executive members are present at the appeal or concern hearing;
- e) To chair the appeal or concern hearing and to formalize a final decision with respect to the appeal or concern;
- f) To keep and maintain a record of all suspensions handed out by referees;
- g) To make sure any key documentation or records pertaining to their duties are passed on to their successor;
- h) To act as liaison between the parents and the Executive Committee and to promote communication between all parties, participants, parents, coaches and the Executive Committee;
- i) To be one of the three (3) signing members on cheques, together with the President and Treasurer for the Association or the person the President has delegated this responsibility to.

C VICE-PRESIDENT OF REP HOCKEY

- a) To assist the President in his or her duties as delegated;
- b) To assist the coach selection committee in selecting rep & select coaches for the league;
- c) To assist the Ice Scheduler in the coordination of all games & practices for the rep and select teams;
- d) To promote and foster the goals and ideals set out by the Executive Committee;
- e) To communicate properly and promptly with all rep coaches and team managers in order to run a successful program;
- f) To represent the division at all other hockey league meetings;
- g) To call meetings within the rep division when required;
- h) To approve all out of league rep exhibition games or tournaments and forward such approvals to the Director Hockey Operations;
- i) To ensure that all coaches in their division adhere to all C.Y.O. Codes of Conduct, rules & regulations and standing orders;
- j) To assist the V.P. of Parent/Player Council in receiving and processing all Rep League protests, appeals or concerns associated with the rep league;
- k) To emphasize and enforce the following rules:
 - Control the borrowing of players
 - Promote fair ice time for all participants
- l) To submit an injury report promptly to our Governing Body on any rep player requiring professional medical attention;
- m) To make sure any key documentation or records pertaining to their duties are passed on to their successor;



- n) To act as liaison between the parents and the Executive Committee and to promote communication between all parties, participants, parents, coaches and the Executive Committee.



- D VICE-PRESIDENT OF HOUSE LEAGUE/TIER 1
- a) To assist the President in his or her duties as delegated;
 - b) To assist the coach selection committee in selecting house league coaches for the league;
 - c) To assist the Ice Scheduler in the coordination of all games & practices for the house league teams;
 - d) To promote and foster the goals and ideals set out by the Executive Committee;
 - e) To communicate properly and promptly with all house league coaches and team managers in order to run a successful program;
 - f) To represent his or her division at all hockey league meetings;
 - g) To call meetings within this division when required;
 - h) To approve all out of league House League exhibition games or tournaments and forward such approvals to the Director Hockey Operations;
 - i) To ensure that all coaches in their division adhere to all C.Y.O. Codes of Conduct, rules and regulations and standing orders;
 - j) To ensure that any necessary equipment is available when required;
 - k) To apply suspensions or penalties for conduct not in the best interest of the League and contravening its rules and policies beyond those that are applied by the referees (These suspensions or penalties apply off the ice surface and out of the play as well as on the ice and in play);
 - l) To assist the V.P. of Parent/Player Council in receiving and processing all protests, appeals or concerns associated with the House League;
 - m) To act as liaison between House League parents and the Executive Committee and to promote communication between all House League parties, participants, parents, coaches and the Executive Committee;
 - n) To emphasize and enforce the following rules:
 - Control the borrowing of players
 - Control the double shifting of players
 - Promote fair ice time for all participants
 - Balance House League teams as best they can
 - o) To submit an injury report promptly to the governing body on any House League player requiring professional medical attention;
 - p) To make sure all game stats for the House League division get sent to the League Statistician for posting on the website;
 - q) To make sure any key documentation or records pertaining to their duties are passed on to their successor;
 - r) To act as liaison between the parents and the Executive Committee and to promote communication between all parties, participants, parents, coaches and the Executive Committee.

- E SECRETARY
- a) To perform all general secretarial duties, to attend all meetings of the Association and to record and keep all minutes of any meetings attended;
 - b) To prepare and give notice to members of the Association of all meetings called in accordance with the provisions of this By-law, including time, location, date and agenda to all persons entitled to receive such notice;
 - c) To publish notice of the Annual General Meeting at least 30 days prior to such meeting, including date, time, location, agenda and any Notices of Motion;
 - d) To be the custodian of the League's Minute Book and correspondence files;



- e) To make sure all important league documents are properly filed and kept in safe keeping;
- f) To make sure any key documentation or records pertaining to their duties are passed on to their successor;
- g) To act as liaison between the parents and the Executive Committee and to promote communication between all parties, participants, parents, coaches and the Executive Committee;
- h) To make sure all paperwork with regards to local and federal governments is kept up to date.

F TREASURER

- a) To keep a record of all monies received and disbursed and to deposit all monies received and account for all disbursements;
- b) To present a report at the Annual General Meeting of the year's operations and to submit an audited financial statement to the Executive Committee as required;
- c) To be one of the three (3) signing officers on cheques, together with the President or the Vice-President Parent/Player Council for the Association or the person the President has delegated this duty to;
- d) To submit books and records as required to the auditor appointed by the Executive Committee;
- e) To disburse funds of the League by cheque, as maybe directed by the Executive Committee;
- f) To report in writing at each monthly Executive Committee Meeting the Financial status of the League and the results of operations for the current fiscal year;
- g) To make sure any key documentation or records pertaining to their duties are passed on to their successor;
- h) To act as liaison between the parents and the Executive Committee and to promote communication between all parties, participants, parents, coaches and the Executive Committee;

G REGISTRAR

- a) To co-ordinate and supervise all phases of player registration;
- b) To assist the treasurer in properly documenting registration payments;
- c) To assist the sanctioning body in providing an up-to-date registration list and to work with the sanctioning body in making sure all rosters properly match the registration list;
- d) To provide the City of Oshawa and the Town of Whitby an updated list of members per their requirements;
- e) To make sure any key documentation or records pertaining to their duties are passed on to their successor;
- f) To act as liaison between the parents and the Executive Committee and to promote communication between all parties, participants, parents, coaches and the Executive Committee;
- g) Issue tax receipts by the first of January each year. (I think you have until Feb.28th by law for this, do we want to put January in writing?Or make it January 30th?)



- H **DIRECTOR OF ICE SCHEDULING**
- a) To act as liaison between the League and the Oshawa Ice Advisory Council and the Town of Whitby with respect to the allocation of ice time and insurance certificates where applicable;
 - b) To schedule ice time for all teams with the assistance of the V.P. of Rep and V.P. of House League for their respective teams in such a manner as to insure the efficient and economic use of all ice time made available to the League;
 - c) To authorize all payments of ice rental fees;
 - d) To sign all League ice rental contracts;
 - e) To coordinate the use of City facilities for meetings and other events;
 - f) To make sure any key documentation or records pertaining to their duties are passed on to their successor;
 - g) To act as liaison between the parents and the Executive Committee and to promote communication between all parties, participants, parents, coaches and the Executive Committee.
- I **DIRECTOR OF PLAYER DEVELOPMENT**
- a) To coordinate goalie and player development program;
 - b) To make sure any key documentation or records pertaining to their duties are passed on to their successor;
 - c) To act as liaison between the parents and the Executive Committee and to promote communication between all parties, participants, parents, coaches and the Executive Committee.
- J **DIRECTOR OF RULES, REGULATIONS and CERTIFICATION**
- a) To work with our governing body to recommend new rules or changes to existing rules pertaining to the playing of hockey;
 - b) To provide an interpretation of such Rules and Regulations when called upon by the Executive Committee;
 - c) To be prepared to attend suspension and appeal hearings called by the V.P. of Parent/Player Council;
 - d) To insure that all coaches and coaching staff are properly certified with our sanctioning body;
 - e) To coordinate certification clinics within our own organization where possible;
 - f) To make sure any key documentation or records pertaining to their duties are passed on to their successor;
 - g) To act as liaison between the parents and the Executive Committee and to promote communication between all parties, participants, parents, coaches and the Executive Committee.
- K **DIRECTOR OF EQUIPMENT and APPAREL**
- a) To coordinate the process of logo selection and design for all teams;
 - b) To coordinate the ordering of all (necessary might be a better word – the word all can be taken that we will provide all equipment) league equipment including goaltender's equipment and all sweaters and socks;
 - c) To advise the Executive Committee of the equipment requirements for the house league;
 - d) To request 3 written quotations for the supply of all equipment or apparel, where the cost of such is estimated to be in excess of \$1000, and to report such quotations to the Executive Committee prior to purchase;



- e) To arrange for the storage, handling, repair of all sweaters and equipment complete with an up-to-date inventory list;
- f) To assist teams in ordering apparel when applicable;
- g) To make sure any key documentation or records pertaining to their duties are passed on to their successor;
- h) To act as liaison between the parents and the Executive Committee and to promote communication between all parties, participants, parents, coaches and the Executive Committee.

L DIRECTOR OF SPONSORSHIP/FUNDRAISING

- a) To coordinate all league fundraising activity. i.e. dance, raffles, golf tournaments, tournament sponsors, etc;
- b) To communicate with all Association members and the Executive Committee with respect to these fundraising events;
- c) To make sure any key documentation or records pertaining to their duties are passed on to their successor;
- d) To act as liaison between the parents and the Executive Committee and to promote communication between all parties, participants, parents, coaches and the Executive Committee.

M DIRECTOR OF MEDIA and PROMOTIONS

- a) To assist the League in obtaining and keeping the understanding and goodwill of the public;
- b) To act as liaison with all media;
- c) To prepare any promotional material that the Executive Committee may require such as posters at rinks, hand-outs, ads, etc;
- d) To coordinate all league photography as it applies to promoting the league;
- e) To obtain 3 written quotations when making purchases above \$1000;
- f) To make sure any key documentation or records pertaining to their duties are passed on to their successor;
- g) To act as liaison between the parents and the Executive Committee and to promote communication between all parties, participants, parents, coaches and the Executive Committee.

N DIRECTOR OF TOURNAMENTS

- a) To properly communicate and coordinate with other associated leagues all tournaments including our own;
- b) To receive all information regarding tournaments and process that information to all rep, select and house league coaches and team managers;
- c) To make all coaches aware of the Rules and Regulations concerning tournament play and oversee the implementation of such Rules and Regulations;
- d) To coordinate all Association tournaments including such tasks as deciding the amount of ice to purchase, creating and distributing the game schedule to all applicable persons, collecting tournament fees, organizing vendors for the tournament, trophies, etc;
- e) To coordinate all team or player photos during the tournament for posting on the website;
- f) To make sure any key documentation or records pertaining to their duties are passed on to their successor;



- g) To act as liaison between the parents and the Executive Committee and to promote communication between all parties, participants, parents, coaches and the Executive Committee.
- O **DIRECTOR OF TROPHIES & AWARDS**
- a) To care for and, when necessary, arrange for the repair of all trophies and trophy cases owned by the League;
 - b) To arrange for the engraving of all trophies or awards as required;
 - c) To arrange for the display of all trophies, banners and other awards as the League may receive from time to time;
 - d) To ensure that all trophies are available to the League as and when required;
 - e) To coordinate all team or player trophies and awards at final championship games & awards nights;
 - f) To coordinate all team or player photos at final championship games and awards nights;
 - g) To obtain 3 written quotations when making purchases above \$1000;
 - h) To make sure any key documentation or records pertaining to their duties are passed on to their successor;
 - i) To act as liaison between the parents and the Executive Committee and to promote communication between all parties, participants, parents, coaches and the Executive Committee.
- P **DIRECTOR OF HOCKEY OPERATIONS**
- a) liaison with the OMHA
 - b) any other duties assigned by the Board
- Q **REFEREE-IN-CHIEF**
- i) Ensure there are enough referees in place to officiate all games;
 - ii) Liaison with the Budget Committee to estimate fees for the upcoming year;
 - iii) Ensure refereeing complaints are addressed and solved in a timely fashion;
 - iv) Recruit, train, monitor and evaluate performance of referees;
 - v) Schedule referees maintaining accurate records for payment;
 - vi) Carry out other duties as assigned by the Board, Executive Committee, or the President.

12. COMMITTEES OF THE BOARD

12.1 Standing Committees:

The following committees shall be Standing Committees of the Board:

- a) Executive Committee;
- b) House League Hockey Operations Committee;
- c) Representative Hockey Operations Committee;
- d) Budget Committee;
- e) Nominations and Elections Committee;
- f) Ice Scheduling Committee;
- g) Purchasing and Equipment Committee;
- h) Registration Committee;
- i) Sponsorship Committee.



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

12.3 Executive Committee:

- a) The Executive Committee shall be chaired by the President, and shall consist of all Vice-Presidents, the Director of Hockey Operations, the Secretary, and the Treasurer and shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.
- b) The Executive Committee shall:
 - i) during the intervals between the 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) present a report regarding the activities of the Executive Committee to the Board;
 - iv) submit to the Budget Committee an estimate of revenues and expenditures of the Executive Committee for the next fiscal year of the Association;
 - v) recommend policy to the Board regarding management and administrative issues related to the Association;
 - vi) deal with any other matters assigned to it by the Board or by the President.

12.4 House League/Tier 1 Hockey Operations Committee:

- a) The House League Hockey Operations Committee shall consist of the Vice-President House League/Tier 1, as Chair, and shall consist of the Vice-President Parent/Player Council, Director of Hockey Operations, Director Player Development, Director Rules, Regulations and Certifications and the Treasurer.
- b) The House League/Tier 1 Hockey Operations Committee shall:
 - i) operate the House League/Tier 1 Hockey Programs pursuant to the Policies of the Association;
 - ii) establish and monitor Policies relating to House League/Tier 1 Hockey Operations provided that such Policies shall be and remain consistent with all other Policies of the Association and approval by the Board;
 - iii) recruit and train volunteers to perform the functions required to operate the House League/Tier 1 Hockey Operations;
 - iv) submit to the Budget Committee in each year an estimate of revenues and expenditures of the House League/Tier 1 Hockey Operations Committee for the next fiscal year of the Association;
 - v) present a report regarding House League/Tier 1 Hockey Operations to the Board;



- ii) select Ad-Hoc committees as required;
- iii) recommend policy to the Board regarding House League/Tier 1 Operations.



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12.5 Representative Hockey Operations Committee:

- a) The Representative Hockey Operations Committee shall consist of the Vice-President Rep, as Chair, and shall consist of the Director Parent/Player Council, Director of Hockey Operations, Director Player Development, Director Rules, Regulations & Certifications and the Treasurer.
- b) The Representative Hockey Operations Committee shall:
 - i) operate the Rep Hockey Program pursuant to the Policies of the Association;
 - ii) establish and monitor Policies relating to Rep Hockey Operations provided that such Policies shall be and remain consistent with all other Policies of the Association and approved by the Board;
 - iii) recruit and train volunteers to perform the functions required to operate the Rep Hockey Operations;
 - ii) represent and promote the interests of the Association in relation to any Rep Hockey involvement of the Association with any other local minor hockey associations or leagues;
 - iii) submit to the Budget Committee in each year an estimate of revenues and expenditures of the Rep Hockey Operations Committee for the next fiscal year of the Association;
 - iv) present a report regarding Rep Hockey Operations to the Board;
 - vii) select Ad-Hoc committees as required;
 - viii) recommend policy to the Board regarding Rep Hockey Operations.

12.6 Budget Committee:

- a) The Budget Committee shall be chaired by the Treasurer and shall consist of the Vice-President House League/Tier 1, the Vice-President Rep, Director Equipment and Apparel, Director Media and Promotions, Director Trophies and Awards and the Registrar.
- b) The Budget Committee shall:
 - i) prepare a budget for the Association 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) finalize schedule of budget submissions from all committees on an annual basis;
 - iv) recommend policy to the Board regarding financial budgeting and planning.

12.7 Nominations and Elections Committee

- a) The Nominations and Elections Committee shall be chaired by the President and shall consist of the Vice-President, Parent/Player Council, the Director of Hockey Operations and the Secretary.
- b) The Nominations and Elections Committee shall:
 - i) solicit nominations for each Board position, which is to become vacant including nominations for each Annual General Meeting;
 - ii) be responsible for conducting the annual election of Directors in accordance with



- the provisions contained in this By-Law;
- iii) submit to the Budget Committee each year an estimate of revenues and expenditures of the Nominations and Elections Committee for the next fiscal year of the Association;
- iv) present a report regarding Nominations and Elections to the Board;
- v) recommend policy to the Board regarding Nominations and Elections.

12.8 Ice Scheduling Committee:

- a) The Ice Scheduling Committee shall be chaired by the Director Ice Scheduling and shall consist of the President, the Vice-President House League/Tier 1, the Vice-President Rep, and the Director of Hockey Operations.
- b) The Ice Scheduling Committee shall:
 - i) assess the ice requirements for the Association and shall enter negotiation with the city to meet these needs;
 - ii) apportion the ice and times in a fair and equitable manner;
 - iii) work with the Director of House League Hockey Operations and the Director of Representative Hockey Operations in determining the ice budget;
 - iv) present a report regarding Ice Scheduling to the Board;
 - v) recommend policy to the Board regarding Ice Scheduling.

12.9 Purchasing and Equipment/Apparel Committee:

- a) The Purchasing and Equipment/Apparel Committee shall be chaired by the Director of Equipment and Apparel and shall consist of the Vice-President House League/Tier 1, the Vice-President Rep, the Director of Trophies and Awards, Director of Media and Promotions and the Treasurer.
- b) The Purchasing and Equipment/Apparel Committee shall:
 - i) recruit and train volunteers to perform the functions required for purchasing and equipment/apparel;
 - ii) maintain an inventory of all equipment/apparel owned by the Association;
 - iii) solicit bids and purchase hockey equipment and apparel, as required;
 - iv) maintain and repair all equipment owned by the Association;
 - v) solicit bids and arrange the purchase of awards together with the Director Trophies and Awards;
 - vi) act as the Purchasing Agent for the Association with respect to all Association purchases;
 - vii) submit to the Budget Committee in each year an estimate of revenues and expenditures of the Purchasing and Equipment Committee for the next fiscal year of the Association;
 - viii) present a report regarding purchasing and equipment/apparel to the Board;
 - ix) recommend policy to the Board regarding purchasing and equipment/apparel.

12.10 Registration Committee

- a) The Registration Committee shall be chaired by the Registrar and shall consist of the Secretary, Vice-President Parent/Player Council, the Vice-President House League/Tier 1, the Vice-President Rep, Treasurer and the Director of Hockey Operations.



- b) 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 Directors of Representative Hockey Operations and House League Hockey Operations 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 Directors 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 Board;
 - xi) recommend policy to the Board regarding registration;

12.11 Sponsorship/Fundraising Committee:

- a) The Sponsorship/Fundraising Committee shall be chaired by the Director Sponsorship/Fundraising and shall consist of the Vice-President Parent/Player Council, the Director of Hockey Operations, the Vice-President House League/Tier 1, Vice-President Rep and the Treasurer.
- b) 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 Board;
 - vii) recommend policy to the Board regarding sponsorship.

12.1 2 Standing Committee Procedure

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



(b) Meetings:

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

(c) Notice:

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

(d) Quorum:

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

(e) Voting Rights:

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

(f) Minutes:

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

(g) Annual Report:

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

12.1.3 Sub-Committees and Ad Hoc Committees

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

13. EXECUTION OF DOCUMENTS

13.1 Execution of Documents:

The Board may from time to time appoint any Board member or members 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.

13.2 Books and Records:

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



14. FINANCIAL YEAR

14.1 The financial year of the Association shall terminate on the 30th day of May in each year.

15. BANKING ARRANGEMENTS

15.1 Banking Resolution:

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

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

15.2 Deposit of Securities

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

15.3 Cheque Signing

All accounts shall be paid by cheque with two (2) authorized signatures unless otherwise determined by the Board, the authorized signees shall be the Treasurer and any one (1) of either the President or Vice-President Parent/Player Council.

16. BORROWING BY THE ASSOCIATION

16.1 Borrowing Power:

Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, By-laws or



Policies of the Association, the Board may by Resolution authorize the Association to:

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

16.2 Borrowing Resolution:

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

17. NOTICE

17.1 Computation of Time:

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

17.2 Omissions and Errors:

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Board 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 Board member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

17.3 Method of Giving Notice:

Whenever notice is required to be given under the provisions of this By-Law of the Association, such notice may be given either personally or by telephone or by electronic means or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to any Board 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. Any electronic notice shall be deemed to have been sent when the sender transmits the information. For the purposes of sending any notice, the address of any Board Member shall be his or her last address in the records of the Association.

18. PASSING AND AMENDING BY-LAWS

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



- 18.2 If the Board intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Board member not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.
- 18.3 (a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.
- (b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by 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 Secretary of the Association 30 days prior to the Annual General Meeting.**
- (e) **All members in good standing shall have access to any proposed amendments to the By-laws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.**
- (f) **An independent "Resolutions Chairperson" shall be appointed by the Board to conduct that portion of the meeting of members dealing with changes or amendments to the By-laws and/or changes or amendments to the Regulations.**

19. REPEAL OF PRIOR BY-LAWS

19.1 Repeal:

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

19.2 Provison:

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

20. RULES OF PROCEDURE

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





21. EFFECTIVE DATE

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

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at _____ in the City of Oshawa, Ontario, and at which a quorum was present on the _____ day of _____, 2010.

President

Secretary

