

**GREY BRUCE
HIGHLANDERS AAA
MINOR HOCKEY
ASSOCIATION**

CONSTITUTION

GREY BRUCE HIGHLANDERS AAA MINOR HOCKEY ASSOCIATION CONSTITUTION

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GREY BRUCE HIGHLANDERS AAA MINOR HOCKEY ASSOCIATION

BY-LAW NO. 1

A Constitution relating generally to the conduct of the affairs of the Grey Bruce Highlanders AAA Minor Hockey Association.

BE IT ENACTED as a Constitution of Grey Bruce Highlanders AAA Minor Hockey Association as follows:

1. DEFINITIONS

- 1.1 In this Constitution and all other Resolutions of the Association, unless the context otherwise requires:
- a) "Association" means Grey Bruce Highlanders AAA Minor Hockey Association (or such other name as the Association may in the future legally adopt);
 - b) "Board" means the Board of Directors of the Association;
 - c) "HC" means the Hockey Canada (or such other name as the HC may in the future legally adopt);
 - d) "Director" means an individual who has been elected to the Board of Directors of the Association;
 - e) "OH F" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
 - f) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
 - g) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
 - h) "GBH" means Grey Bruce Highlanders AAA Minor Hockey Association
 - i) "Members" means all classes of membership in the Association as provided for in section 5.
 - j) "Members in Good Standing" means a member of the association who:
 - i) has paid applicable fees in full;
 - ii) has no outstanding discipline or sanction issue outstanding;
 - iii) has no outstanding property to be returned, and;
 - iv) has not instigated legal action prior to exhausting all appeal procedures

2. REGISTERED OFFICE AND BOUNDARIES

2.1 The registered head office of the Association shall be in Grey County or Bruce County in the Province of Ontario.

2.2 The Boundaries of the area of governance will be as follows, based on the draw areas of the associated Home Centres in Schedule „A :

North = Georgian Bay

South (from the West) = southern border of Bruce County, excluding Mildmay, including Mount Forest, Grand Valley and Shelburne

East (from the South) = Shelburne north to Honeywood, including Creemore, then westerly, excluding Stayner but including Collingwood to Georgian Bay

West = Lake Huron

3. MISSION OF THE ASSOCIATION

3.1 The purpose of the Association is to:

- a) Foster and promote "AAA" hockey within the established Ontario Minor Hockey Association "O.M.H.A." zone.
- b) Support community-based hockey in the local associations to meet the needs of hockey players in the established zone (determined by the O.M.H.A. at the beginning of each season)
- c) Attract players to the Grey Bruce Highlanders (G.B.H.) who are presently living within the zone, but playing outside the zone.
- d) Operate "AAA" hockey teams from novice to midget inclusive, within the resources and limitations of the association.
- e) To instill in all players, coaches, managers and members with the Grey Bruce Highlanders sportsmanship, correct and proper behaviour on and off the ice, respect for authority and team play.
- f) 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 affiliate with the O.M.H.A. The association is comprised of players from the following associations (see schedule "A") and other local associations as designated by the O.M.H.A., and therefore, the association will affiliate and liaise with these local associations.
- b) It is understood that the Grey Bruce zone will always operate within O.M.H.A. as a zone and not based in one centre.

5. CLASSES OF MEMBERSHIP

5.1 There shall be four (4) classes of Membership in the Association:

- a) Active Membership
- b) Parent/Guardian Membership
- c) Honorary Lifetime Membership
- d) Volunteer Membership

6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

a) Active Membership

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

b) Parent/Guardian Membership

Parent/Guardian members shall include all parents and/or legal guardians of registered players in good standing where the registered player is under the age of eighteen (18) years.

Each custodial couple or single parent or guardian shall have one vote per player registered and may attend members meetings and by invitation, meetings of the (Board) and of the Committees of GBHMHA.

c) Honorary Membership

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

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

d) Volunteer Membership

Volunteer Membership may be granted to volunteers who have completed 20 or more hours of volunteer service to the GBHMHA who are not eligible for membership under (a), (b) or (c).

Volunteer Members will be designated by the Executive in February each year and may attend members meetings and by invitation, meetings of the Executive and of the communities of the GBHMHA Members in this classification will be allowed one vote per person.

(e) One Person One Class of Membership

Although it is possible for one 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 Secretary of the (Board) shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary and Volunteer Members. This list shall be kept at the head office and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

6.3 Membership Year

Unless otherwise determined by the (Board), every Membership, other than Active & Honorary Memberships shall commence on or after May 1st in each year, and shall lapse and terminate on the 30th day of April next following the date on which such Membership commenced. Active membership shall commence following Annual General Meeting of election or appointment and shall lapse and terminate at the next AGM.

6.4 Termination

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

6.5 Membership Fees

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

6.6 Right to Vote

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

6.7 Record Date

Individuals who are Members of the Association and registered 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 in good standing in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting.

7. MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year at such time and place as the board may determine to receive the reports of officers and committees, but within sixty (60) days after year end, and for all other general and specific purposes relating to the management of the association s affairs. The fiscal year end shall be May 31.

The Annual General Meeting will be conducted so as to include:

- 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) The accountant appointed by the association shall be appointed at the annual general meeting. The accountant shall have commercially recognized accounting and auditing knowledge. With cooperation and assistance from the treasurer , the accountant shall have access at all times to all financial books and records of the association. The treasurer, in cooperation with the accountant of the association, shall be responsible for presenting an annual financial statement of the previous year at the annual general meeting. The statement shall also disclose the preliminary financial report of the current year, as well as a description of the current financial position of the Grey Bruce Highlanders "AAA" Minor Hockey Association as of the date of the AGM.
- f) Consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- g) Any submission by a general member of the association to the board meeting must be submitted in writing to the secretary at least two (2) weeks prior to the meeting at which it is to be discussed. A written reply will be forwarded after the submission has been discussed.
- h) Proxies are not permitted at any general or annual general meeting of the association.

7.2 Additional General Meetings of Members

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

7.3 Notice

a) Additional General Meetings of the Membership

Notice of the Annual General Meeting of the Membership shall be emailed to all Members at the last known address recorded in the records of the Association. Such notice shall be posted on the GBH website at least forty-five (45) days prior to the date of the Meeting.

b) 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 11 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

7.5 Voting Procedures

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

7.6 No Proxies

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

7.7 Adjournments

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

7.8 Chair

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

8. BOARD OF DIRECTORS

8.1 Composition

a) Eligibility

All Board Positions:

- i) shall not be in a real or perceived conflict of interest as determined by the Board of Directors that would undermine or materially negatively affect the person's ability to fulfill their role and responsibilities.

A Director

- ii) shall be eighteen (18) or more years of age;
- iii) shall not be an undischarged bankrupt or of unsound mind; and,
- iv) shall remain a member of the Association throughout his or her term of office.

The President

- v) must have served on the Board for at least one (1) year immediately prior to election.

The Treasurer

- vi) should, where possible, have employment experience and/or skills in accounting and bookkeeping procedures.

b) Number of Directors

The affairs of the Association shall be managed by a Board, which consists of 9 (nine) elected Directors, three (3) appointed Directors, the Past President, and a Parent representative from each team for the current year.

c) Term of Office

The Directors shall be elected to hold office for a one (1) year term with no limit on the number of terms. All terms of office for a director shall begin with the annual meeting.

d) Change in Number of Directors

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

9. PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations

The election of Directors 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 at the AGM. 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 five (5) calendar days prior to the election.

All nominations must be seconded by a member in good standing, of the Association, who is in attendance at the AGM.

9.2 Board Positions

The Board shall consist of the following;

- a) Past President - (immediate) (non-voting)
- b) President - Elected - one (1) year term
- c) 1st Vice President - Elected - one (1) year term
- d) 2nd Vice President - Elected - one (1) year term
- e) Treasurer - Elected - one (1) year term
- f) Secretary - Elected - one (1) year term
- g) 4 Directors At Large - Elected - one (1) year term
- h) Ice Convenor/Administrator - Appointed - one (1) year term (non voting)
- i) Referee In Chief - Appointed - one (1) year term (non voting)
- j) Coach Mentor/Technical Director - Appointed - one (1) year term (non voting)
- k) Parent Representative from each team selected by each team in the current season -

9.3 Election Procedures

Elections will be conducted according to the most current edition of Kerr and King (see 20.1)

9.4 Vacancies

If a vacancy occurs in any position 9.2 b) through 9.2 f), or if for any reason an elected director is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement from among the current Board of Directors. Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall then invite applications from the Membership for appointment to the subsequent vacancy on the Board, and shall appoint a replacement within a further thirty (30) days.

9.5 Termination

a) Removal of a Director by Board of Directors

The board of directors may by a 2/3 majority of all directors remove a director for conduct which in the opinion of the directors is detrimental to the aims or objectives of the Association.

b) Removal of Director by Membership

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

c) Absenteeism

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

d) Resignation

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

10. BOARD RESPONSIBILITIES

10.1 Governance

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

10.2 Board Meetings

a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the 1st Vice-President, may from time to time determine. The Board shall meet not less than ten (10) times per year.

b) Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President or by the secretary on direction in writing by three (3) directors.

10.3 Notice of Board Meetings

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

b) Proxies are not permitted at any general or annual general meeting of the association.

10.4 Error in Notice

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

10.5 Adjournment of Board Meetings

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

10.6 Quorum

A quorum at Board of Directors meetings shall consist of a majority of the directors.

10.7 Voting Rights

Each Director present at a Board Meeting, including the Chair, but excluding the appointed Directors and the Past President, shall be entitled to one vote. The Chair shall have a second vote in the event of a tie vote.

10.8 Voting Procedures

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

10.9 Remuneration

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

10.10 Conflict of Interest

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

- d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

10.11 Indemnification of Directors

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

- a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.
- c) GBH Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

10.12 Confidentiality

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

10.13 Rules of Operation

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

11. RESPONSIBILITIES OF DIRECTORS

a) President

The President shall:

- i) represent the Association in the Community;
- ii) act as Chair of the Board, the Executive Committee, and at all Meetings of the Membership;
- iii) exercise general supervision of the Association in accordance with Policies determined by the Board;
- iv) be a non-voting Member of all committees and sub-committees of the Association;
- v) report regularly to the Board on matters of interest;
- vi) delegate tasks as necessary;
- vii) be a signing officer for the association;
- viii) manage the Complaint Procedure;
- ix) liaison with the OMHA Executive;
- x) lead role in the coach selection process.

b) 1st Vice President

The 1st Vice-President is responsible for all "on ice" administrative matters pertaining to the association including the following:

The 1st Vice President shall:

- i) assume the duties of the President in the absence for any reason of the President;
- ii) supervise coaches and be responsible for addressing any issue around coaching;
- iii) ensure that each team receives a copy of the Referees rule book and OMHA Manual of Operations;
- iv) oversee the Coach Mentor/Technical Director;
- v) manage the Penalty Management Policy;
- vi) be a signing officer for the Association;
- vii) carry out duties as assigned by the Board or the President.

c) 2nd Vice President

The 2nd Vice President should be responsible for all teams in the association in all "off ice" hockey matters including the following:

The 2nd Vice President shall:

- i) oversee the Ice Convenor/Registrar;
- ii) oversee Team Managers, ensuring that Association policy is being adhered to and addressing any concerns;
- iii) assume the duties of the President in the absence for any reason of the President and the 1st Vice President;
- iv) carry out duties as assigned by the Board or the President;
- v) primary contact with the OMHA on all administrative disputes;
- vi) reviews fundraising/sponsorship plans in conjunction with the Treasurer and reports to Board;
- vii) oversee the position of Referee in Chief;
- viii) manage the GBH Try Out process.

d) Treasurer

The Treasurer shall:

- i) ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- ii) ensure the submission of the books of account to the Accountant of the Association at the end of the financial year;
- iii) present a Report of the Accountant of the Association from the previous year and a preliminary financial position for the current year to the Membership at the Annual General Meeting;
- iv) evaluate, review and recommend financial policy to the board;
- v) be a signing officer for the Association;
- vi) carry out duties assigned by the Board or the President;
- vii) oversee the Team Treasurers to ensure compliance with Policy, including Financial Reporting;
- viii) manages the Budget process and develops a Budget for Board approval;
- ix) Manages the tendering process of all contracts.

e) Secretary

The Secretary shall:

- i) record or delegate the recording of the minutes of General Meetings of the Membership and Board Meetings, ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Board or by the Membership;
- ii) ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- iii) be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- iv) recommend policy to the Board regarding internal and external communications of the Association;
- v) ensure that all necessary and appropriate insurance has been purchased;
- vi) maintain the membership list referred to in Section 6.2;
- vii) carry out duties as assigned by the Board or the President.

f) Past President

The Past President shall:

- i) participate in deliberations of the Association, acting in a general advisory capacity;
- ii) be available to assist any Director requiring assistance in the completion of his or her functions;
- iii) carry out other duties as assigned by the Board or the President.

g) Referee In Chief

The Referee In Chief shall:

- i) ensure there are enough referees in place to officiate games;
- ii) ensure refereeing complaints are addressed and solved in a timely fashion;
- iii) recruit, train, monitor and evaluate performance of referees;
- iv) schedule referees.

h) Ice Convenor/Registrar

The Ice Convenor/Administrator shall:

- i) compile and ensure that each team has a copy of the Grey Bruce Highlanders coaches and managers handbook;
- ii) ensure that association is kept up to date with correspondence and other matters;
- iii) be responsible for scheduling ice times for tryouts, games and Association practices;
- iv) maintain the Association phone, mailbox, and website;
- v) register all players;
- vi) coordinate with OMHA as the Association contact;
- vii) carry out other duties as assigned by the Board or the President;
- viii) communicate with referee-in-chief concerning all home games.

i) Directors At – Large

The at-large directors shall be responsible for the general management, supervision and efficient operation of their respective areas of responsibility as assigned in addition to other duties that may be from time to time assigned.

Directors At Large have full voting privileges as members of the Board.

j) Risk Management Director

The Risk Management Director shall:

- i) be appointed by the Board of Directors from eligible board members;
- ii) implement and enforce all O.M.H.A. Risk Management Programs;
- iii) establish and maintain procedures with respect to clearance of all volunteers required to complete a police report;
- iv) carry out volunteer screening as per policy and guidelines;
- v) assist as requested with implementation of Risk Management Programs;
- vi) carry out other duties as assigned by the Board or the President.

k) Coach Mentor/Technical Director

The Coach Mentor/Technical Director shall:

- i) responsible for Coach and Player development;
- ii) recruit Coaches;
- iii) contact person for prospective coaches;
- iv) schedules initial and mid-year coach meetings;
- v) support and assist Coaches with development of their Hockey Plans;
- vi) establish, implement and evaluate on ice and off ice player development programs;
- vii) recruit competent instructors to perform the functions required for player development programs;
- viii) recommends to the Board improvements to our Development Programs.

12. COMMITTEES OF THE BOARD

12.1 Standing Committees

The Board of Directors may create Standing Committees as follows:

- a) Director Committee;
- b) Budget Committee;
- c) Nominations and Elections Committee;
- d) Ice Scheduling Committee;
- e) Purchasing and Equipment Committee;
- f) Registration Committee;
- g) Sponsorship Committee.
- h) Coach Selection Committee.

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

12.3 Board of Directors Committee

- a) The Board of Directors Committee shall be chaired by the President, and shall consist of the Directors listed in 11.1 who 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 Board of Directors Committee shall:
 - i) take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures;
 - ii) review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for Resolution;
 - iii) pass policies for the Association regarding management and administrative issues related to the Association;
 - iv) deal with any other matters assigned to it by the President.

12.4 Coach Selection Committee

- a) The Coach Selection Committee shall be chaired by the President and shall consist of the 1st Vice President, the 2nd Vice President, the Coach Mentor, and the Ice Convenor/Registrar.
- b) The Coach Selection Committee shall:
 - i) invite applications for coaching positions;
 - ii) schedule and conduct interviews;
 - iii) recommend selections to the Board of Directors for approval.

12.5 Standing Committee Procedure

- a) All Standing Committees shall comply with all bylaws, guidelines, Policies and procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OMHA, the OHF, Hockey Canada, 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 President 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.

13. EXECUTION OF DOCUMENTS

13.1 Execution of Documents

Contracts in the ordinary course of association operations may be entered into on behalf of the association by the President, 1st Vice President, Treasurer or any other person designated by the board.

13.2 Books and Records

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

14. FINANCIAL YEAR

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

15. BANKING ARRANGEMENTS

15.1 Banking Resolution

The Board shall designate, by resolution, a Director 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 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.

15.3 Cheque Signing

Cheque signing will require two signatures. The treasurer and either the President, 1st Vice President or Secretary shall be authorized to sign all cheques.

16. BORROWING BY THE ASSOCIATION

16.1 Borrowing Power

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

- a) borrow money on the credit of the Association;
- b) issue, sell or pledge securities of the Association; or

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

16.2 Borrowing Resolution

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

17. NOTICE

17.1 Computation of Time

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

17.2 Omissions and Errors

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Accountant 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

- a) for disciplinary issues shall be given by Registered mail or signature marked courier;
- b) for notification of meeting (AGM, Board, etc.) shall be conveyed personally, by telephone, email, in previous minutes of meeting, on the association website, or in a newspaper.

18. PASSING AND AMENDING THE CONSTITUTION

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

18.2 If the Board intends to discuss amendment of the Constitution of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.

18.3 a) A Constitution or an amendment to a Constitution recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the 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 majority 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.

19. REPEAL OF PRIOR BY-LAWS

19.1 Repeal

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

19.2 Proviso

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

20. RULES OF PROCEDURE

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

21. EFFECTIVE DATE

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

The foregoing Constitution 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 the Municipality of Arran-Elderslie, Chesley, Ontario, and at which a quorum was present on the 25 day of May, 2015.

Chair

Secretary

22. REVISION HISTORY

Date	Summary of Changes
April 2015	Various: Grammar corrections made throughout and revision history added (revision bars not used)
	Section 8.1: Added general comment regarding conflict of interest.
	Section 9.1: Formalized nomination process (written only, submitted in advance).
	Section 11.1: Updated Director responsibilities.