



BROCK MINOR HOCKEY ASSOCIATION

By-Laws 2025

Abstract

By-laws as written during the 2024/2025 season to ensure compliance to ONCA requirements as required by the OMHA, OHF and Hockey Canada, and to operate as a Not for Profit Youth Sport Organization within the province of Ontario

Brock Minor Hockey – Governance and Oversight Committee
governance@brockminorhockey.com

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ARTICLE 1: DEFINITIONS

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

“Act” means the *Ontario Not-for-Profit Corporations Act, 2010*, and any act that may be substituted therefore, from time-to-time amended

“Arrears” means in default for 15 days.

“Articles” means the instrument that incorporates the Association or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act.

“Association” means Brock Minor Hockey Association (or such other name as the Association may in the future legally adopt).

“Auditor” means an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual Meeting in accordance with the Act.

“Board” means the Board of Directors of the Association.

“HC” means Hockey Canada (or such other name as HC may in the future legally adopt).

“Director” means an individual who has been elected or appointed to the Board of Directors of the Association.

“Extraordinary Resolution” means a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.

“Officers” mean the individuals who hold the offices enumerated in Article 11.

“OHF” means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt).

“OMHA” means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt).

“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.

“Members” means all classes of membership in the Association as provided for in section 5.

“Ordinary Resolution” means a resolution that is (i) submitted to a meeting of the Board or Members of the Association and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) consented to by each Member of the Association entitled to vote at a meeting of the Members of the Association or by the Member’s attorney.

“Registered Participants” means are not members of the Association, unless they meet the definition of Member defined in Section 5 and include athletes, coaches, officials and volunteers defined in Section 19.

“Special Resolution” mean a resolution that is (i) submitted to a special meeting of the Members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (ii) consented to by each Member of the Association entitled to vote at a meeting of the Members of the Association or by the member’s attorney.

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

ARTICLE 2: NAME, REGISTERED OFFICE and SEAL

This Association shall be known as the "BROCK MINOR HOCKEY ASSOCIATION", referred to hereafter as Association, an accredited member of the Ontario Minor Hockey Association (OMHA), Ontario Hockey Federation (OHF), and Hockey Canada (HC).

The office of the Association shall be in the Township of Brock, Province of Ontario, or at such a place as the Association Directors may from time to time determine.

Teams representing the Association shall be known as the **BROCK WILD** and use the following colors for uniforms:

Home – White with green trim

Away – Green with white trim

Alternative – Red with green and/or white

The official logo of Brock Minor Hockey Association (Association) shall be any of the image files shown below, between subsections 2.4 and 2.5 only:



The Seal shall be the corporate seal of the Association. The Seal should remain in the possession of the secretary.

From time to time the Association Board may give permission to Association teams to wear colours other than the official colours listed in order to participate in programs offered by the OMHA and/or Hockey Canada whereby jerseys and socks are provided to teams.

ARTICLE 4: AFFILIATION

The Association shall be a member of the OMHA and may become affiliated with any hockey league or leagues, or any other organization whose purposes and objectives are similar, as determined by the Association Directors.

The Association shall operate in cooperation with the Recreation and Parks Department of the Township of Brock.

ARTICLE 5: STRUCTURE & CLASSES OF MEMBERSHIP

The Association shall encompass all the hockey teams and administrators who operate under the jurisdiction of the Association, and who comply with the Association By-laws, and Regulations; and are in good standing.

Members in good standing shall be those admitted to membership and who have paid, or have made accepted arrangements to pay, all required membership fees to the Association and abide to the appropriate Policies, including its Code of Conducts, as set forth by the Association. Members whose membership fees are in arrears may be suspended from membership and not permitted to vote, make nominations or hold office in the Association. At the request of the Board, the President shall inform those concerned of this suspension in writing.

Members whose conduct is considered by the Board to be contrary to the stated Code of Conducts 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 may be asked by the Board to resign from the Association. If they do not resign, the Board shall give fifteen (15) days' notice of motion, to be considered at the next Board meeting, requesting the expulsion of that Member. A copy of this motion shall be communicated to the Members concerned within fifteen (15) days for that person to make a written response at least five days before the Board meeting. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion require Ordinary Resolution conducted at the meeting. The Member(s) concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

Membership

Member

Up to a maximum of twenty-five (25) individuals who have applied to be a Member of the Association in a form specified by the Board (or designate) and who have been approved as a Member by the Board (or designate) and any person holding a position as a Director.

Membership Year

Unless otherwise determined by the Board, every Membership, except Directors who are members as long as they hold a position as a Director, shall commence on or after September 1st in each year and shall lapse and terminate on the 31st day of August.

Membership List

The Secretary shall prepare and maintain a list of current Members. This list shall be kept updated as necessary and made available to all members. Such list of Members shall be used to determine eligibility to attend and vote at any

Meeting of the Membership. Membership lists will only be used for minor hockey purposes and will never be given, traded or sold.

Termination of Membership

- Any member may resign from the Association, upon acceptance by the Board, by mailing or delivering written notice of resignation to the Secretary, accompanied by all monies owing to the Association.
- Membership shall terminate upon a Member's death.
- Members in good standing shall be those admitted to Membership and who have paid, or made accepted arrangements to pay, all required membership fees to the Association. Members whose Membership fees are in arrears shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The President shall inform those concerned of this suspension in writing.
- Upon at least fifteen (15) days' prior written notice to a Member, the Board may pass a resolution authorizing disciplinary action in respect of such Member or the termination of such Member's membership. The notice shall set out the reasons for the proposed disciplinary action or termination of membership. The Member receiving such notice shall be entitled to give the Board a written submission opposing the proposed disciplinary action or termination of membership not less than five (5) days before the end of the 15-day period. The Board shall consider any written submission made by the Member before making a final decision regarding disciplinary action or termination of membership.
- Members may be censured or suspended for breach of the By-laws of the Association, or for any act, omission or conduct which the Board deems to be detrimental to the welfare of the Association.
- A Member may be terminated upon at least fifteen (15) days' prior written notice to a Member, the Board may pass a resolution authorizing disciplinary action in respect of such Member or the termination of such Member's membership. The notice shall set out the reasons for the proposed disciplinary action or termination of membership. The Member receiving such notice shall be entitled to give the Board a written submission opposing the proposed disciplinary action or termination of membership not less than five (5) days before the end of the 15-day period. The Board shall consider any written submission made by the Member before making a final decision regarding disciplinary action or termination of membership.
- All matters respecting censure, suspension and expulsion of Members, and any termination of membership shall be within the exclusive control of the Board.
- Termination of membership, whether by resignation, expulsion or otherwise, shall forthwith terminate all rights of membership of the member concerned. Such termination shall not be deemed to discharge any financial obligation of the member accrued to the Association prior to the date of such termination, and not then fulfilled.
- Membership of the Association is not transferable.
- Only the Board shall have the authority to suspend any player, coach, manager, or any other members of the Association whose conduct is detrimental to the best interest of the Association for the balance of the season. However, an individual coach or manager can suspend a player temporarily pending a hearing with the Board. Upon evidence of misconduct, the Board member recommending suspension shall have the authority to notify the offending party or parties that suspension will be recommended. The President shall convene a hearing, as per article 17.02, for the offending party or parties no later than three days after they are notified that the suspension is being recommended by a Board member.

Registration and Membership Fees

Registration and Membership fees shall be established annually by the Finance Committee and resolved by the Board. Fees for any unexpired term of registration or 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. These include, but are not limited to:

- A player injury or medical condition that prohibits a player from playing as established by a medical professional. The association is not responsible to cover any costs related to this process.
- A player moves out of the Association area and is unable to complete the current hockey season.
- Extenuating family circumstances as determined by the Board.

Right to Vote

All Members shall be entitled to notice of and to vote at all Meetings of Members of the Association. Each member also has the right to designate a proxy, to vote on their behalf, using Association proxy voting form.

Record Date

Individuals, who are Members of the Association at least 35 days in advance of any Meeting of the Members of the Association, are entitled to notice of and to vote at such a General Meeting of Members. Any individual who is not a member at least 35 days in advance of a Meeting of Members is not entitled to notice of or to vote at such Meeting of the Members for which the record date has been established.

ARTICLE 6: AREA OF JURISDICTION

The Association shall operate within the territorial and political boundaries of the Township of Brock. This shall be referred to as the Township of Brock and may also include any other areas as accepted and approved by the Directors of the Association, and subsequently approved of the OMHA.

ARTICLE 7: MEMBER RESPONSIBILITIES

Members

It is the responsibility of all Members to respect and comply with all Association policies, ideals, and rules and regulations of the game as determined by the Association, the Ontario Minor Hockey Association (OMHA), Ontario Hockey Federation (OHF) and Hockey Canada (HC).

Assist the Association programs in the promotion of sportsmanship and positive attitudes.

Recognize the authority of all league and arena officials, and assist them in exercising that authority.

Ensure that participants have safe and approved equipment for all games and practices,

Comply with coaching staff regulations and ensure that participants arrive at the arena when requested.

Support and encourage all participants on the ice, and refrain from negative comments to game officials, or any of the participants.

Refrain from the use of alcoholic beverages, or any illegal drugs, use of profanity, or unacceptable social conduct in or around arena facilities or while attending team related activities.

(Failure to comply with these responsibilities may result in action by the Directors to suspend privileges, and/or expulsion from arena properties).

Registrants

It shall be the responsibility of all Registrants and all parents/guardians (when applicable) to respect and comply with all Association policies, ideals, and rules and regulations of the game as determined by the Association, the Ontario Minor Hockey Association (OMHA), Ontario Hockey Federation (OHF) and Hockey Canada (HC).

Attend all games, practices and team events, as scheduled by their coaching staff.

Ensure that all personal protective equipment is safe and approved for use.

Exhibit due respect for their coaching staff, all game officials, Association officers and volunteers of the Association.

Respect and properly maintain all the equipment of the Association.

Refrain from the use of any alcoholic beverages or any illegal drugs.

Refrain from the use of profanity or unacceptable social conduct while attending team activities.

Respect the facilities where they are privileged to play, either home or away.

Conduct themselves appropriately while on arena property, and obey all non-smoking and all other arena regulations.

Display a high degree of sportsmanship, teamwork and positive attitudes always, on behalf of their teams and the league.

Failure to comply with these responsibilities may result in action by the coaching staff and/or the Directors to suspend membership privileges, or dismissal from the team after an appropriate hearing is held as outlined in the Manual of Operations Disciplinary section.

ARTICLE 8: MEETINGS OF THE MEMBERSHIP

Annual Meeting of Members (AMM): Location, Timing, and Purpose

The Annual Meeting of Members (AMM) shall be held at such a place and on such a date as determined by the Board. It must occur within fifteen (15) months of the previous AMM and within six (6) months of the end of the Corporation's fiscal year.

The purposes of the AMM include:

- Receiving the annual financial statements and auditor's or review engagement report (if any);
- Receiving reports from Directors and Committees;
- Electing Directors;
- Appointing or reappointing the auditor;

- Considering amendments to the By-laws or Articles;
- Transacting any additional business properly brought before the Members.

Any Member in good standing may attend and speak. At the Board's discretion, the meeting may be held virtually.

Upon request, and not less than twenty-one (21) days before the meeting, Members shall be provided a copy of the financial statements and auditor's or review engagement report (if any).

Special Meetings of Members

A Special Meeting of Members may be called:

- By resolution of the Board;
- Upon written request of at least 10% of Members;
- As otherwise permitted by the Corporations Act.

Special Meetings are convened to deal with urgent or specific matters that cannot wait until the next AMM. Only the business explicitly set out in the notice may be discussed or transacted.

Notice must be:

- Provided at least ten (10) days prior to the meeting;
- Posted on the Association website and at the Sunderland, Cannington, and Beaverton Arenas;
- Emailed to the last known email address of each Member.

Classification of Business: Ordinary vs. Special Business

Under ONCA, all business conducted at a **Special Meeting** is considered *special business*.

At an **AMM**, only the following items are *ordinary business*:

- Approval of the agenda;
- Approval of previous meeting minutes;
- Presentation of reports (President, Board, Committees);
- Consideration of financial statements;
- Auditor's report or review engagement report (if any);
- Appointment or reappointment of the auditor;
- Election of Directors.

All other items, including by-law amendments, policy motions, and proposals submitted by Members, are *special business* and must be described in sufficient detail in the meeting notice to permit informed Member participation.

Notice Requirements

AMM:

Notice must be given at least thirty (30) days in advance via email and Association website. It must include:

- The full agenda;
- Any proposed amendments;
- Details of any special business;
- Proxy instructions.

Special Meeting:

Notice must be provided at least ten (10) days in advance and include:

- The specific business to be discussed;
- No other business may be introduced.

Order of Business at the AMM

The order of business, subject to amendment by a two-thirds (2/3) vote, shall be:

- Approval of agenda
- Approval of minutes from previous AMM and/or Special Meetings
- President's report
- Reports of Directors and Committees
- Auditor's report and projected financial outlook
- Appointment or reappointment of Auditor
- Consideration of proposed By-law or Article amendments
- Business submitted in writing by April 1st
- Election of Directors
- Notices of Motion
- Other business as permitted by the notice

Flexibility in Agenda

The agenda for the AMM may be amended at the meeting with a two-thirds (2/3) vote of Members present. No such flexibility applies to Special Meetings, where only the agenda items listed in the notice may be addressed.

Errors in Notice of Annual Meeting of Members

No inadvertent error or omission in giving notice of any Annual Meeting of Members or Special Meeting of Membership or any adjourned Meeting, whether Annual or Special, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

Quorum

A quorum for an Annual Meeting of Members or Special Meeting shall be a minimum of 10 Members eligible to vote.

Voting at Meetings of Members

- All Members of the Association in good standing shall be entitled to one (1) vote.
- No person shall be entitled to more than one (1) vote.
- No person under the age of 18 (as of the date of the AMM) shall be entitled to vote.
- Unless otherwise provided by the By-laws, all questions arising at any meeting of the Association shall be decided upon by Ordinary Resolution. Voting shall be by a show of hands or unless a secret ballot is required by the Chair or requested by any Member entitled to vote for any Notice of Motion. In the case of virtual meetings, the voting may be done using the electronic polling features embedded into the virtual meeting software.
- 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 favor of or against the motion.

- A declaration that a motion has carried shall be entered into the minutes.

Proxies

Members unable to participate in the Annual Meeting of Members or other Special Meetings have the option to vote by proxy. To do this, they can fill out the Proxy Form available on the official Association website, thereby delegating their voting rights to another individual, irrespective of that individual's membership status within the association. It should be noted that each member present at the meeting can hold a maximum of two (2) proxies.

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 quorum is not present.

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.

Rules of Conduct for AMM or Additional/Special General Meeting

Any member desiring to speak must do so by addressing the Chair and will be limited to a reasonable length of time, as determined by the Chair.

The member presenting a motion or new business, which at least three (3) days' notice was provided to the Association in advance of the meeting, shall speak first to the motion or new business at the meeting. Should the member wish to be heard again in rebuttal to any previous speaker, they must do so through the Chair.

The Chair will decide on rules of order; however, an appeal of the Chair decision may be made and overturned by a two-thirds (2/3) vote to override such decision.

Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

ARTICLE 9: MANAGEMENT OF THE ASSOCIATION

Directors of the Association

The affairs of the Association shall be managed by a Board of Directors, who, upon election or appointment, and throughout their term of office shall be an 'Active Member' of the Association. All officers of the Association, either elected or appointed, shall be Directors of the Association.

Eligibility

A Director:

- Shall be an individual

- Shall be eighteen (18) or more years of age.
- Shall not be a person who has been found under the Substitute Decisions Act, 1992, or under the Mental Health Act to be incapable of managing property.
- Shall not be a person who has been found to be incapable by any court in Canada or elsewhere
- Shall not be a person who has the status of bankrupt.
- Shall be a Member of the Association at the time of his or her election or appointment.
- Shall remain a Member of the Association throughout his or her term of office.

Director Terms and Staggered Elections:

The term of office for all Directors shall be two (2) years. To ensure continuity of governance and operations, the election of Directors shall be staggered. Specifically, approximately half of the Director positions shall be elected in even-numbered years, and the remaining positions shall be elected in odd-numbered years. This staggered election process shall be structured so that the organizational knowledge, leadership, and strategic initiatives are preserved and maintained across electoral cycles, contributing to the stability and ongoing development of the Association.

Board of Directors Positions and Manner Served

Role	Selection Method	Term	Years Selected
President	Elected	2 Years	Even Years
Vice President – OMHA / U11 and Above	Elected	2 Years	Odd Years
Vice President – Three County / U9 and Below	Elected	2 Years	Even Years
Programming and Hockey Development	Elected	2 Years	Odd Years
Treasurer	Elected	2 Years	Even Years
Secretary	Elected	2 Years	Odd Years
Registrar	Elected	2 Years	Even Years
Equipment	Elected	2 Years	Odd Years
Ice Management	Elected	2 Years	Even Years
Game Operations	Elected	2 Years	Odd Years
Risk and Safety	Elected	2 Years	Even Years
Sponsorship	Elected	2 Years	Odd Years
Fundraising	Elected	2 Years	Even Years
Referee in Chief	Elected	2 Years	Odd Years
At Large	Elected	1 Year	Every Year
Past President	Ex-Officio	2 Years	Odd Years

Procedure for Election of Directors

Posting of Open Positions:

The Chair of the Nominations and Elections Committee shall post a comprehensive list of all open Director positions for election on the Association website. This posting shall be made at least 30 days before the AMM to allow ample time for nominations.

Nomination and Election Process:

Elections shall be conducted at the Annual Meeting of Members (AMM) of the Membership.

Written consent from each nominee must be obtained and submitted before their election or appointment is considered valid.

Nomination Forms will be accessible on the Association website and must be submitted by nominees with signatures from two (2) nominators, who are current Members of the Association, no later than 4:00 PM, 10 days prior to the AMM.

The winner is the nominee receiving the greatest votes and an Ordinary Resolution. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution.

Attendance at AMM:

Nominees are not required to attend the AMM in person to be eligible for election. However, they must submit a written statement of acceptance in case of election.

Posting of Nominations:

A complete list of nominees, along with the specific positions they are contesting, shall be posted on the Association website by the Chair of the Nominations and Elections Committee no later than 7 days before the AMM.

Floor Nominations at AMM:

Nominations can be made from the floor during the AMM. In such instances, the nominee must be physically present and agree to stand for election.

Such nominations must be seconded by a member present at the meeting to ensure proper validation.

Filling Board Vacancies:

Any vacancies on the Board shall be filled by an Ordinary resolution of the current Directors, provided a quorum is present, for the remainder of the vacated term.

The Board shall invite applications from the Membership to fill the vacancy, and a replacement Director must be appointed within 15 days of the position becoming vacant.

Termination of Board Member

Removal of Director by Membership

Board Members may be censured, suspended or expelled from the Board for breach of the By-laws of the Association, or for any act, omission or conduct which the Board deems to be detrimental to the welfare of the Association, provided an appropriate hearing was held and a motion was passed by Ordinary Resolution of the voting Members.

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 without reasonable cause may be deemed to be a resignation of the said Director from the Board.

Resignation

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

Authority to Delegate

The Board of Directors (the "Board") of the Brock Minor Hockey Association (the "Association") may, from time to time, delegate certain of its powers to either a managing director or to a committee comprised of directors of the Association (the "Committee"), as it deems appropriate for the efficient management of the Association, provided

such delegation is within the scope of authority granted to the Board under the Corporations Act and the by-laws of the Association.

Notwithstanding the foregoing, the Board shall not delegate the following powers:

- The submission of any question or matter requiring the approval of the members of the Association.
- The filling of any vacancies on the Board or in the position of auditor of the Association.
- The appointment of additional directors to the Board.
- The issuance of debt obligations of the Association, unless such issuance has been previously authorized by a resolution of the Board.
- The approval of the financial statements of the Association.
- The adoption, amendment, or repeal of the by-laws of the Association.
- The setting of registration, membership fees or contributions required to be paid by the Members and Registrants of the Association.

Reporting and Review

Any managing director or Committee to whom powers have been delegated pursuant to this authority shall be required to report regularly to the Board on the exercise of such delegated powers. The frequency and format of such reports shall be as determined by the Board from time to time.

The Board reserves the right to review, amend, or revoke any delegation of powers hereunder at any time, without prior notice.

Prohibition on Further Delegation

No managing director or Committee to whom powers have been delegated hereunder shall have the authority to further delegate such powers to any other person or entity without the express written approval of the Board

ARTICLE 10: BOARD RESPONSIBILITIES

Governance

The Board 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.

Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place(s) as the President or, in their absence, a Vice-President, may from time to time determine. The Board shall meet not less than ten (10) times per year. A set schedule of monthly meetings until the next AMM shall be set at the August meeting of the Board. Target dates should be within 7 days of the later of any Victoria Durham/Three County Association meetings with additional special consideration approved by the Board, then the schedule will be posted to the website to allow sufficient notice of meetings for the membership.

Special Board Meetings

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

Notice of Board Meetings

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.

Notice shall include a tentative agenda, minutes from previous meeting in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.

No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.

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.

Meetings of Board & Quorum

The Board meetings shall be called by the President or at least three (3) Directors. A Quorum required to conduct business of the Association shall consist of 60% of the Directors. Unfilled Director Position do not apply when determining Quorum. No business of the Board shall be transacted in the absence of quorum.

Voting of Board

All questions arising at any meeting of the Board shall be decided by a majority of votes.

Each Director shall be entitled to one (1) vote. Votes may be taken by ballot if demanded by any Director present, but in the absence of any such demand, vote shall be by a show of hands – assent or dissent. A tie is a defeat of the motion. . A declaration that a question has been carried shall be entered into the minutes. In the case of virtual meetings, the voting may be done using the electronic polling features embedded into the virtual meeting software.

Conflict of Interest

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.

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.

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.

If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Article, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.

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

Any Director of the Association who is directly or indirectly involved in a material interest in a proposed contract or matter before the Board, shall declare that interest at a meeting of the Board.

Such disclosure shall be made when the question of entering into a contract or agreement is first made by the Board, or in any case, at the first opportunity afterwards.

Indemnities to Directors

Every Director or officer of the Association, and their heirs, executors and administrators and estates and effects, respectfully, shall at all times be indemnified and saved harmless, out of the funds by Association, from and against all costs, charges and expenses whatsoever which the Director or officer sustains or incurs in or about any action, suit or proceeding, which is brought, commenced or prosecuted against him/her for, or in respect of any act, deed, or matter of thing whatsoever made, done, or permitted by him/her in or about the execution of the duties of their office; and all other costs, charges and expenses whatsoever which the Director or officer sustains or incurs in or about, or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their willful neglect or default.

Confidentiality

Each Director and Officer of the Association shall respect the confidentiality of all matters brought before the Board. Upon being elected to the Board, each member shall be required to sign the Association Confidentiality Agreement (CA). Acknowledgement of the CA via online form submittal is acceptable to meet this requirement.

Operations Manual

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 they deem expedient related in any way to the operations of the Association, including, without limitation, the conduct of members, member teams and guests.

The Operation Manual should not deal with such things as: determination of fees and dues of members or registrants; qualification, admission, transfer, classes and termination of memberships; composition of the board, qualification and election of directors; meetings of directors and/or members; appointment and duties of officers; execution of documents; establishment of and procedures for committees; auditors and fiscal year-end; and amending by-laws, which matters are more properly dealt with in the By-laws. The Operation Guide should strictly deal with only those day to-day matters directly affecting the member teams and players. These include but are not limited to games, tournaments, player and parent conduct and discipline, harassment and abuse, referees and officials, player registration, and equipment.

Once an issue regarding a Policy, Sub-Section or Procedure contained within the Operations Guide is addressed and voted on, it cannot be readdressed within the current season, excluding the AMM or Additional General/Special Meeting.

Order of Business at Board Meeting

The order of business at all Board Meetings shall be as follows:

- Call Meeting to Order/Confirm Quorum.
- Approval of Agenda.
- Reading and Approval of the Minutes of the previous AMM and/or Special Meeting.
- Discussion of any Outstanding Business from Previous Minutes.
- Correspondence Received – Hockey Canada/OMHA/Victoria Durham/Three County/Other.
- Presidents Report.
- Treasurers Report.
- Directors Reports.
- Reports of Standing Committees.
- Reports of Special Committees.
- New Business.
- Adjournment.

A Team Official (coach, trainer, manager, parent rep) from each Association team may be requested to attend in person the start of an Board Meeting to provide a Monthly Team Report or provide a written Monthly Team Report.

An Board meeting may be called without notice immediately following the Annual Meeting of Members (AMM) of the Association.

The Board may conduct or transact any business of the Association at any meeting of the Board.

Communications

The Board shall be responsible for liaison of the matters of the Association with other similar organizations, and with Municipal authorities.

Additional Responsibilities

It is the responsibility of the Board to:

- Control all of the affairs of the Association.
- Fill any vacancies that may occur on the Board, (such appointments shall complete the term of office for the vacancy created).
- Appoint such team officials and other league officials and conveners as may be required to carry out the duties of operating the teams of the Association.
- Establish working policies and practices, which promote and foster an environment that allows the members to enjoy the game to the fullest, in a safe and organized manner.
- Ensure that procedures are in place to implement the rules and regulations of our governing bodies, the OMHA, OHF, HC and the regulations of the Association.
- Communicate any rule or policy changes to all members of the Association, and to keep members informed of the affairs of the Association.
- Assign Directors and other competent members to all operating committees, and ensure the committees fulfill their duties.
- Comply with all the Township of Brock regulations regarding use of rental facilities,
- Ensure all coaching staff, trainers and managers are in compliance with current OMHA and HC certificate program requirements, and to provide access to the training programs required
- Establish programs and procedures to assist in teaching of skills and player development
- Establish procedures for the assignment of coaching staffs for all teams.

- Establish screening procedures for all volunteers in contact with participants, as well as all Directors of the Association.
- Safeguard the monies and assets of the Association, and adequately document by the use of appropriate audit procedures.

Powers

The Directors may administer the affairs of the Association in all things, and make, or cause to be made for the Association any kind of contract which the Association may lawfully enter into, and except as hereinafter provided, may generally exercise all such other acts and things as the Association is authorized to exercise and do.

ARTICLE 12: ASSOCIATION COMMITTEES

Standing Committees

The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Association. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

The President shall be responsible to recommend candidates for other Standing Committees of the Association if they are not filled voluntarily. Each Board Member shall be responsible for serving on at least one of the Standing Committees. Members can volunteer for their choice of committees, or may be delegated to serve by the President per the above.

All Standing Committee's members must be approved by the Board at the first regular meeting of the Board following the AMM or during the next regular meeting after the committee is enacted.

Committee Limitations

No Committee has authority to:

- Submit to the Members any question or matter requiring approval of the Members;
- Fill a vacancy among the Directors or appoint additional Directors;
- Issue debt obligations except as authorized by the Board;
- Approve any financial statements;
- Adopt, amend or repeal the By-laws; or
- Establish contributions to be made, or fees to be paid, by Members without the approval of the Board.

Composition

The Board may appoint and remove Directors, Key Volunteers, or any other individual to or from a standing or ad-hoc committee at any time and for any reason.

President Ex-officio

The President (or their appointed designate) will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Association.

ARTICLE 13: AMENDMENTS TO THE CONSITUTION AND BY-LAWS

Voting

Subject to **the Section on Fundamental Changes** (when applicable), these By-laws may only be amended, revised, repealed or added to by:

Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or

A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

ARTICLE 14: BANKING ARRANGEMENTS

The banking business of the Association, or any part thereof, shall be transacted with such bank or trust company as the Board may designate, approve or authorize from time to time, by resolution. All banking business, or any part thereof, shall be transacted on the Association's behalf by one or more officers and/or other persons as the Board may delegate, approve or authorize from time to time by resolution. The delegate(s) shall be authorized to undertake the operation of the Association's accounts, the making, signing, drawing, accepting, endorsing, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders relating to any property of the Association. The delegate(s) may execute any required agreements relating to any such banking business, and may authorize an officer of such bank to act on the Association's behalf to facilitate such banking business.

ARTICLE 15: FISCAL YEAR

If the Board does not give other instructions, the Association's fiscal year will be from May 1st to April 30th of the following year.

ARTICLE 16: SIGNING AUTHORITIES

Signing officers for the Association shall include the President, Fundraising Manager, Treasurer. The Treasurer (or delegate) and one (1) other signing officer must sign any cheque or financial transaction. For transactions exceeding \$500, additional approval from the Financial Oversight Committee shall be required. Digital signatures are permitted in accordance with applicable laws. Additional signing officer(s) may be added as required for special purpose accounts

Article 17: FINANCE AND MANAGEMENT

Auditors

At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next Annual Meeting, provided that the Board may fill any casual vacancy in the office of the Auditor. If an appointment is not so made, the Auditor will continue in office until a successor is appointed. The Auditor will not be an employee, Officer, or Director of the Association, must be independent of the Association and each of the Directors and Officers of the Association, and must be permitted to conduct an audit or review engagement of the Association under the *Public Accounting Act, 2004*, as amended. When the Association's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Association's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement or notice to reader in lieu of an audit.

Removal

The Members may, by Ordinary Resolution at a special meeting of the Members duly called for that purpose, remove any Auditor of the Association before the expiration of its term of office and shall, by Ordinary Resolution at that meeting, appoint another Auditor in its stead for the remainder of its term.

Remuneration

The Members shall fix the remuneration of the Auditor or authorize the Board to fix such remuneration. The remuneration of an Auditor appointed by the Board shall be fixed by the Board.

Annual Financial Statements

The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Association of the most recent completed fiscal year of the Association and will present the financial statements at the Annual Meeting not more than six (6) months after fiscal year end. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual Meeting. The Financial Statements will include:

- The financial statements;
- The auditor's report or review engagement (if any); and
- Any further information respecting the financial position of the Association.

Books and Records

The necessary books and records of the Association required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- The Association's Articles and By-laws;
- The minutes of meetings of the Members and of any committee of Members;
- The resolutions of the Members and of any committee of Members;
- The minutes of meetings of the Directors or any committee of Directors;
- The resolutions of the Directors and of any committee of Directors;
- A register of Directors;
- A register of Officers;

- A register of Members; and
- Account records adequate to enable the Directors to ascertain the financial position of the Association on a quarterly basis.

Minutes of meetings of the Board and Board Resolutions

Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board and their approval.

Remuneration of Directors, Officers, and Employees

The Directors of the Association may, from time to time, fix the remuneration of the directors, officers, committee members and employees of the Corporation. Any such remuneration shall be in line with the responsibilities held and the duties performed by the directors, officers, committee members and employees for the Corporation. The determination of remuneration shall take into account the not-for-profit nature of the Association, the need to attract and retain qualified individuals, and the financial capacity of the Corporation.

Conflict of Interest

A Director, Officer or member of a committee who has an interest, who may be perceived as having an interest in, or is a party to, a proposed contract or transaction with the Association, or has knowledge that their partner or relative has an interest, directly or indirectly, in any contract, transaction, proposed contract or transaction under consideration by the Association will:

Declare the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is first considered (or if such interest arose after the meeting at which the matter is first considered, not later than the first meeting after such interest arose);

Refrain from taking part in any discussion or vote related to the matter; and

Withdraw from any meeting at which the matter is being discussed, during the period of such discussion.

Failure to Declare

Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by an Ordinary Resolution present at the meeting, that a conflict of interest exists and in each such case the provisions of subsections (b) and (c) of the above Section shall apply as if the individual had declared the interest.

Effect of Disclosure

A Director, Officer or member of a committee who has declared their interest in a contract or transaction or a proposed contract or transaction (or the Board has so declared pursuant to the above Section) and who has not voted in respect thereof shall not be accountable to the Association, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such Director, Officer or member of a committee holding that office or of the fiduciary relationship established thereby.

Article 18 FUNDAMENTAL CHANGES

A Special Resolution of the voting Members is required to make the following fundamental changes to the Articles of the Association. Fundamental Changes are defined as follows:

- Change the Association's name;
- Add, change or remove any restriction on the activities that the Association may carry on;

- Create a new category of Members;
- Change a condition required for being a Member;
- Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- Add, change or remove a provision respecting the transfer of a membership;
- Increase or decrease the number of, or the minimum or maximum number of, Directors;
- Change the purposes of the Association;
- Change to whom the property remaining on liquidation after the discharge of any liabilities of the Association is to be distributed;
- Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- Change the method of voting by Members not in attendance at a meeting of the Members; or
- Add, change or remove any other provision that is permitted by the Act.

ARTICLE 19 - REGISTERED PARTICIPANTS

Registered Participants

The Corporation has the following categories of Registered Participants, who are not necessarily Members, but who must register with the Corporation and pay fees as determined by the Board (or, if the Registered Participant is younger than 18 years old, who must have a parent/guardian register and pay fees on behalf of the Registered Participant):

- Athlete – An individual who is a hockey player. (May be referred to as a “Player” or “Participant”)
- Coach – An individual who participates as a coach, manager or trainer.
- Official – An individual who officiates games.
- Volunteer – An individual who provides volunteer services.

Term

Unless otherwise determined by the Board, the registration term of Registered Participants begins on the date the Board accepts the Registered Participant’s registration and ends on August 31st or when the Registered Participant resigns or is terminated from registration.

Fees

Registered Participant fees will be determined annually by the Board.

Deadline

Registered Participants will be notified in writing of the fees payable, and if they are not paid by the date specified by the Board, the Registered Participant in default will automatically cease to be a Registered Participant with the Corporation.

Discipline

A Registered Participant may be suspended or expelled from the Corporation in accordance with the Corporation's By-laws, policies, and procedures relating to discipline of Registered Participants.

May Not Resign

A Registered Participant may not resign from the Corporation if the Registered Participant is subject to disciplinary investigation or action.

Status

Expulsion and Resignation

A Registered Participant ceases to be a Registered Participant if:

- The Registered Participant fails to maintain any of the qualifications or conditions of being a Registered Participant described in Section 6.1;
- The Registered Participant resigns from the Corporation by giving written notice to the Corporation in which case the resignation becomes effective on the date specified in the resignation. The Registered Participant will be responsible for all fees payable until the actual withdrawal becomes effective;
- The Registered Participant fails to pay fees owed to the Corporation by the deadline dates prescribed in Section 6.4;
- The Registered Participant fails to comply with Corporation's registration policies or applicable policies;
- The Registered Participant's term of registration expires; or
- The Corporation is liquidated.

Good Standing

A Registered Participant with the Corporation will be in good standing provided that the Registered Participant:

- Has not ceased to be a Registered Participant;
- Has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed;
- Has completed and remitted all documents as required by the Corporation;
- Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
- Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- Has paid all required fees to the Corporation.

Cease to be in Good Standing

Registered Participants who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Registered Participant has met the definition of good standing.

BY-LAW 18: DISSOLUTION

Upon dissolution of the Association and after payment of all debts and liabilities, its remaining property or part thereof shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community. This ensures that the assets are used for purposes that align with the Association's commitment to fostering community spirit and encouraging the development of minor hockey skills and

sportsmanship. The decision on which organizations will receive the remaining assets shall be made by the Board of Directors, in accordance with any applicable laws and regulations governing such distributions.

BY-LAW 19: SEVERABILITY

Should any provision of this Constitution and By-laws be declared by a court of competent jurisdiction to be invalid, illegal, or unenforceable, such a declaration shall not affect the validity of the remaining provisions hereof. The remaining provisions of this Constitution and By-laws shall remain in full force and effect, as if the document had been executed with the invalid, illegal, or unenforceable provision eliminated. The Board of Directors of the Association shall have the authority to amend this Constitution and By-laws to replace any invalid, illegal, or unenforceable provision with a valid provision, which most closely approximates the intent and economic effect of the invalid, illegal, or unenforceable provision.

BY-LAW 20: ADOPTION OF THESE BY-LAWS

Ratification

These By-laws were ratified by the Members of the Association at a meeting of Members duly called and held on [insert date].

Repeal of Prior By-laws

In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.