



KINCARDINE MINOR HOCKEY ASSOCIATION CONSTITUTION AND BY-LAWS

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**KINCARDINE MINOR HOCKEY ASSOCIATION
BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of the Kincardine Minor Hockey Association.

BE IT ENACTED as a by-law of Kincardine Minor Hockey Association as follows:

1. DEFINITIONS

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

- (a) the "Act" means the Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15) and, where the context requires, includes the regulations made under it and any statute amending or enacted in substitution therefore, from time to time;
- (b) "Board" means the board of directors of the Corporation;
- (c) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (d) "Chair" means the chair of the Board;
- (e) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- (f) "Letters Patent" means the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
- (g) "Association" means Kincardine Minor Hockey Association;
- (h) "Executive" means the Board of Directors of the Association;
- (i) "Director" means an individual who has been elected / appointed to the Board of Directors of the Association;
- (j) "Officers" means the individuals who hold the offices enumerated in Section 11;
- (k) "Members" means all classes of membership in the Association as provided for in Section 5;
- (l) "Registered Player" is any player that has satisfied the requirements of registration to play hockey with the Corporation, including paying all registration fees and signing all requisite forms as required from time to time;
- (m) "Rules of Operation" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Executive of the Association;
- (n) "HC" means the Hockey Canada;
- (o) "OHF" means the Ontario Hockey Federation;
- (p) "OMHA" means Ontario Minor Hockey Association;
- (q) "WOAA" means Western Ontario Athletic Association;
- (r) "KMHA" means Kincardine Minor Hockey Association;
- (s) "OWHA" means Ontario Woman's Hockey Association.
- (t) "Representative Hockey" means boys representative teams governed by the OMHA & WOAA.
- (u) "Local League" means local league, house league and in house programs governed by the WOAA.
- (v) "Women's Hockey" means all women's hockey governed by the OWHA.
- (w) "LLFHL" means Lower Lakes Female Hockey League

1.2 Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.



1.3 The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

2. REGISTERED OFFICE AND SEAL

2.1 The Corporate Seal of the Association shall be in the form as the Executive may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.

2.2 The registered head office of the Association shall be in the Municipality of Kincardine, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Act. The Association may establish such other offices within Canada, as the Executive may deem expedient by resolution.

3. MISSION OF THE ASSOCIATION

3.1 The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of the Municipality of Kincardine and surrounding area including:

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

4. AFFILIATIONS

4.1 The Association shall have the following affiliations:

- (a) The Association shall be a member of the OHF, OMHA, WOAA, OWHA, LLFHL (as required) and
- (b) The Association shall operate in cooperation with the Recreation and Parks Department(s) of the Municipality of Kincardine.

5. CLASSES OF MEMBERSHIP

5.1 There shall be three (3) classes of Membership in the Association:

- (a) Active Membership;
- (b) Parent/Guardian Membership;
- (c) Honorary Lifetime Membership.

6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

- (a) Active Membership



Active Members shall include all elected or appointed Directors or officials, and all conveners, coaches, managers, and trainers appointed for the current season, and all Registered Players who are at least 18 years of age and in good standing. Members in this classification will be allowed one vote per person and may attend membership meetings and, by invitation, meetings of the Executive Committee and Committees of the Association.

(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 of a registered player shall be entitled to one vote and may attend membership meetings and, by invitation, meetings of the Executive Committee and Committees of the Association.

(c) Honorary Lifetime Membership

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

(d) Condition of all three Memberships

Membership in KMHA may be granted to members in good standing who shall agree to abide by and comply with the bylaw and the "Rules of Operation" of the Association.

6.2 Membership List

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

6.3 Membership Year

A membership in the Corporation is not transferable. Unless otherwise determined by the Board, every Membership, other than Honorary Lifetime Memberships shall commence on or after September 1 in each year, and shall lapse and terminate on the 31st day of August next following the date on which such Membership commenced.

6.4 Termination of Membership

(a) Membership shall terminate in accordance with the term(s) provided in subsection 6.3, or 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 Executive 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 Executive to be contrary to the stated Code of Conduct and the purposes of the Association shall be asked by the Executive to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Executive to resign from the Association. If they do not resign, the Executive shall give proper notice of motion, to be considered at the next Executive 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 treated as Membership Fees for the purposes of confirming membership of the Corporation. Registration Fees shall be established annually by the Budget Committee and resolved by the Executive. Fees for any un-expired term of a Registered Players' season are normally not refundable, but the Executive may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

6.6 Right to Vote

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

6.7 Record Date

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

7. MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year within the first fifteen (15) days in the month of February at a time, place and day determined by the Executive, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting:

- (a) Approval of the agenda;
- (b) Approval of the minutes of the previous Annual General Meeting of the Membership and any subsequent Special Meetings of the Members;
- (c) Receiving reports of the activities of the Association during the preceding year;
- (d) Receiving information regarding the planned activities of the Association for the current year;
- (e) Receiving and accepting the annual financial report (Audit, Review Engagement or Treasurer's statements) of the Association as determined at the previous AGM;
- (f) Determination of annual financial report method (Audit, Review Engagement or Treasurer's statements) of the Association for the ensuing year. The chart below sets out the ONCA requirement for an audit, review engagement or the option to waive one or both

Annual Revenues	Public Benefit Corporation (non-charitable)	Non-Public Benefit Corporation
< \$100,000	By extra-ordinary resolution*, the members may elect to waive both the audit and the review engagement.	By extra-ordinary resolution*, the members may elect to waive both the audit and the review engagement.
\$100,001 to \$499,999	By extra-ordinary resolution*, members may elect to waive the audit	By extra-ordinary resolution*, the members may elect to waive both



	requirement, but NOT a review engagement.	the audit and the review engagement.
>=\$500,000	Audits mandatory (No Waiver permitted)	By extra-ordinary resolution*, members may elect to waive the audit requirement, but NOT a review engagement.

** Requires approval of at least 80% of the members present at a members' meeting. Since the waiver only applies until the next annual members' meeting, the waiver must be renewed by the members each successive annual meeting if it is to apply year-to-year*

- (g) Appointment of the Auditor for the ensuing year;
- (h) Election of Directors; and
- (i) Transaction of any other or special business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 6:00 p.m. on January 31st, immediately preceding the Annual General Meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

7.2 Special Meetings of Members

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

7.3 Notice

(a) Annual General Meeting

Notice of the Annual General Meeting, in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting, and such notice shall be posted on the main page of the KMHA website at least thirty (30) days prior to the date of the Meeting.

(b) Additional Special Meetings of the Membership

Notice of any Additional General Meetings of the Membership shall be posted on the KMHA website at least fifteen (15) days prior to the date of the Meeting.

(c) Error or Omission in Notice

No inadvertent error or omission in giving notice of any Annual General Meeting or 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.

7.4 Quorum

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



7.5 Voting Procedures

- (a) Each voting Member shall be entitled to one vote at any meeting;
- (b) A majority of votes cast by Members entitled to vote, unless otherwise required by the Act, shall decide every question proposed for consideration at Meetings of the Membership;
- (c) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;
- (d) If there is a tie vote by show of hands, the Chair of the meeting shall require a written ballot, and shall have the casting vote. If there is a tie vote upon written ballot, the motion is lost;
- (e) An abstention shall not be considered a vote cast;
- (f) 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 Persons Entitled to be Present / No Proxies

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

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

The President shall be the Chair of the Members' meeting. In the absence of the President, a Vice-President shall be the Chair of the Members' meeting. In absence of the President and a Vice-President, the Members entitled to vote and present at any Meeting of the Membership shall choose another Director to act 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. EXECUTIVE

8.1 Composition

- (a) Eligibility



A Director:

- i) Shall be an individual person eighteen (18) or more years of age;
- ii) Shall not be an un-discharged bankrupt;
- iii) Shall not be found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- iv) Shall not have been found to be incapable by any court in Canada or elsewhere;
- v) Shall remain a Member of the Association throughout his or her term of office.

(b) Number of Directors

The affairs of the Association shall be managed by an Executive, which consists of sixteen (16) elected Directors.

(c) Term of Office;

The term of office for each Director will be two (2) years.

- (i) In order to facilitate continuity of the Executive, Directors' term of office shall be scheduled as follows:

The Directors with the following Officer positions will be up for election at the AGM on a year ending with an odd number:

- First Vice President
- Third Vice President
- Secretary
- Director of Purchasing and Equipment
- Director of Ice Scheduling
- Referee Scheduler
- Privacy Officer
- Director of Risk Management/Head Trainer
- Director of Under-9 programming

The Directors with the following Officer positions will be up for election at the AGM on a year ending with an even number:

- President
- Second Vice President
- Treasurer
- Director of Tournaments
- Director of Sponsorship and Fundraising
- Director of Registration
- Technical Director

(d) Change in Number of Directors

The Corporation may by special resolution increase or decrease the number of its Directors within the range provided for. Any change in the number of Directors shall be in compliance with the Act.

8.2 Execution of Duties Outside of the Executive

At discretion of the Executive, duties associated with various Director positions may be contracted out to a service provider. "Rules of Operation" in this regard shall be established prior to any such undertaking. The service provider shall not have been a Director of KMHA for the season pertaining to the contracted services provided.

9. PROCEDURE FOR ELECTION OF DIRECTORS & OFFICER POSITIONS

9.1 Nominations



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

9.2 Board Positions

Each elected Director shall hold a corresponding Officer position throughout the Directors' term. The Executive shall consist of the following Officer Positions to be held by the Directors:

- (a) President
- (b) First Vice President
- (c) Second Vice President
- (d) Third Vice President
- (e) Treasurer
- (f) Secretary
- (g) Director of Purchasing and Equipment
- (h) Director of Registration
- (i) Director of Sponsorship and fundraising
- (j) Referee Scheduler
- (k) Technical Director
- (l) Director of Ice Scheduling
- (m) Director of Tournaments
- (n) Privacy Officer
- (o) Director of Under-9 programming
- (p) Director of Risk Management/Head Trainer

9.3 Election Procedures

The secretary shall post on the association website a listing of all individuals who have been nominated for election to the Executive on or before the fifteenth (15th) day of January in each year. Such listing shall identify what Officer position each Director nominee is seeking election for. Nominations and acceptance may also come verbally from the floor at the Annual General Meeting.

9.4 Director Vacancies

The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (b) if the Director dies or becomes bankrupt.
- (c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- (d) if, at a meeting of the Members, the Members by special resolution, requiring a 2/3 majority vote, removes the Director before the expiration of the Director's term of office.



9.5. Filling Director Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- (a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- (b) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles (if/as applicable), the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- (c) a quorum of Directors may fill a vacancy among the Directors.

10. EXECUTIVE (DIRECTOR) RESPONSIBILITIES

10.1 Governance

The Executive shall govern the Corporation in compliance with the objects, powers, by-laws and "Rules of Operation" of the Association, and all applicable laws and regulations.

10.2 Executive Meetings

Meetings of the Executive (Directors) may be called by the Chair/President or in absence the Chair/President, a Vice-President, at any time and any place on notice as required by this By-law.

The Executive shall meet not less than ten (10) times per year.

10.3 Notice of Executive 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 Executive Meeting is held on a regular day or date each month or immediately following the Annual Meeting of the Members of the Corporation;
- (b) Notice shall include a tentative agenda and shall specify the business to be conducted at the Executive Meeting;
- (c) No formal notice of any Executive Meeting shall be necessary if all the Directors are present or if those absent have waived notice or have otherwise signified their consent to the Meeting being held in their absence.

10.4 Error in Notice

No error or omission in giving notice for an Executive 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 Executive Meetings

Any Executive 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 for an Executive Meeting shall be eight (8) Directors. No business of the Executive shall be transacted in the absence of a quorum.

10.7 Voting Rights

Each Director, present at an Executive Meeting, including the Chair, 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 an Executive 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 Participation by Telephonic or Electronic Means

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

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 Corporation; provided that, the Executive may establish "Rules of Operation" relating to the provisions of stipends, honoraria, and reimbursements for reasonable expenses incurred in the performance of related duties/responsibilities whether directly or indirectly.

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 Corporation shall make a full and fair declaration of the nature and extent of the interest at an Executive Meeting.
- (b) The declaration of a conflict of interest shall be made at the Executive 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 Executive Meeting interested in the proposed contract or transaction or other matter, at the next Executive 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 Corporation 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 provided they have:

- i) complied with the Act and the Corporation's Articles and By-laws; and
- ii) exercised their powers and discharged their duties in accordance with the Act; 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 Corporation shall be indemnified by the Corporation 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) The Association may purchase and maintain such insurance for the benefit of its Directors as the Executive may from time to time determine.

10.12 Confidentiality

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

11. OFFICERS & RESPONSIBILITIES OF OFFICERS

11.1 Officer Positions

The Board/Executive shall appoint from among the Directors a Chair/President, Treasurer and Secretary.

The additional Elected Officers may be any of the following positions:, First Vice-President, Second Vice-President, Third Vice-President, , Director of Purchasing and Equipment, Director of Registration, Director of Sponsorship and fundraising, Referee Scheduler, Technical Director, Director of Ice Scheduling, Director of Risk Management/Head Trainer, Director of Tournaments and Privacy Officer

11.2 Assistants to Officers

The Executive may appoint such assistant(s) to Officers of the Association as the Executive may determine by Resolution from time to time.

11.3 Qualifications for Certain Offices

The Corporation shall endeavor to nominate as Treasurer a Director who has employment



experience and skills in accounting procedures and a President who has served on the Executive for at least two (2) years immediately prior to election to the position.

11.4 Term of Office

The elected Officers shall hold Office until the end of April to allow for a transition period between the AGM and the end of April to facilitate turnover.

11.5 Termination of Officers

(a) Removal for Cause

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

(b) Absenteeism

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

(c) Other

Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

An Officer of the Association may resign his or her Office by submitting a letter of resignation to the President of the Association.

11.6 Vacancies in Office

(a) If a vacancy occurs in any Office, or if for any reason an Officer is unable or unwilling to act in that capacity, an Executive Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Officer from among the current Executive members or alternate appointed by the Executive.

(b) The vacancy occurring on the Executive 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 vacancy shall then be filled at the Annual General meeting using the election process described in section 9 for the remainder of the of the un-expired term or full term from among those eligible to serve.

11.7 Responsibilities of Officers

a) President/Chair

The President shall:

- (i) Represent the Association in the Community;
- (ii) Act as Chair of the Executive, the Executive Committee, and at all Meetings of the Membership;
- (iii) Exercise general supervision of the Association in accordance with "Rules of Operation" determined by the Executive;
- (iv) Be a non-voting Member of all committees and sub-committees of the Association;
- (v) Report regularly to the Executive on matters of interest and provide an Association yearend report for the Annual General Meeting;
- (vi) Be the Town Contact for the Association to the WOAA, OMHA and the OWHA.
- vii) Delegate tasks as necessary;



(viii) Chair the Nominations and Elections process. Delegate as required to avoid conflict- of-interest;

b) First Vice-President

(i) The Vice-President shall:

(ii) Assume the duties of the President in the absence for any reason of the President;

(iii) Monitor adherence by the Executive to all existing Representative Hockey related "Rules of Operation" and inform the Executive with respect to any inconsistencies between existing Representative Hockey related "Rules of Operation" and a proposed Representative Hockey related "Rules of Operation";

(iv) Evaluate, review and recommend Representative Hockey "Rules of Operations" to the Executive Committee and the Executive Meeting;

v) Be available to assist any Director requiring assistance in the completion of his or her functions;

(vi) Be the Executive's liaison to the Representative Hockey Teams;

vii) Ensure that each Representative Team Coach, and each member of the Executive Committee know how to locate and have access to the Referees rulebook and relevant Manuals of Operation.

viii) Chair the Representative Hockey Operations Committee;

(iix)) Prepare the Representative Team Operations reports for the monthly Executive meeting and Annual General Meeting;

(ix) Carry out other duties as assigned by the Executive, Executive Committee, or the President;

c) Second Vice-President

The Vice-President shall:

(i) Assume the duties of the President in the absence for any reason of the President and First Vice-President;

(ii) Monitor adherence by the Executive to all existing Local League related "Rules of Operation" and inform the Executive with respect to any inconsistencies between existing Local League related "Rules of Operation" and a proposed Local League related "Rules of Operation";

(iii) Evaluate, review and recommend Local League "Rules of Operations" to the Executive Committee and to the Executive;

(iv) Be available to assist any Director requiring assistance in the completion of his or her functions;

(v) Be the Executive's liaison to the Local League Teams;

(vi) Ensure that each Local League coach knows how to locate and have access to the Referees rulebook and relevant Manuals of Operations;

(vii) Chair the Local League Hockey Operations Committee;

(viii) Prepare the Local League Operations reports for the monthly Executive meeting and Annual General Meeting;

(ix) Carry out other duties as assigned by the Executive, Executive Committee, or the President.

d) Third Vice-President and Girls Town Contact

The Vice-President shall:

(i) Assume the duties of the President in the absence for any reason of the President, First Vice-President and Second Vice-President;

(ii) Monitor adherence by the Executive to all existing Girl's Hockey related



"Rules of Operation" and inform the Executive with respect to any inconsistencies between existing Girls Hockey related "Rules of Operation" and a proposed Girls Hockey related "Rules of Operation";

(iii) Evaluate, review and recommend Girl's Hockey "Rules of Operations" to the Executive Committee and to the Executive;

(iv) Be available to assist any Director requiring assistance in the completion of his or her functions;

(v) Be the Executive's liaison to the Girl's Hockey Teams;

(vi) Ensure that each Girl's Hockey Team Coach and each member of the Executive Committee know how to locate and have access to the Referees rulebook and relevant Manuals of Operations;

(vii) Chair the Girl's Hockey Operations Committee;

(viii) Prepare the Girl's Hockey Operations report for the monthly Executive meeting and Annual General Meeting;

(ix) Carry out duties as assigned by the Executive, the Executive Committee or the President.

(x) Assume duties of town contact for Girls hockey

e) Treasurer

The Treasurer shall:

(i) Ensure adherence to and implementation of financial "Rules of Operation" in the financial administration of the Association;

(ii) Ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;

(iii) Present a Report of the Auditor from the previous year and a projected financial position for the current year to the Membership at the Annual General Meeting;

(iv) Evaluate, review and recommend financial "Rules of Operation" to the Executive Committee and to the Executive;

(v) Chair the Budget Committee;

(vi) Carry out duties assigned by the Executive, the Executive Committee or the President.

f) Secretary

The Secretary shall:

(i) Record or delegate the recording of the minutes of General Meetings of the Membership, Executive Meetings and Executive Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Executive 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) Evaluate, review and recommend "Rules of Operation" to the Executive regarding official 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) Co-ordinate all write-ups and post bulletins at all arenas used by the Association;

(viii) Conduct informal internal and external Association communications;

(ix) Be responsible for the establishment and maintenance of the Association's web site;



- (x) Communicate with local Television, radio and newspapers in order to obtain the best possible coverage for Association activities;
- (xi) Be responsible for submitting a Community Communications report at the Annual General Meeting;
- (xii) Prepare and present a monthly report at the Executive meeting on Community Communications status and needs;
- (xiii) Carry out duties as assigned by the Executive, the Executive Committee or the President;

g) Director of Purchasing and Equipment

The Director of Purchasing and Equipment shall:

- (i) Chair the Purchasing and Equipment Committee;
- (ii) Evaluate, review and recommend Purchasing and Equipment management "Rules of Operation" to the Executive Committee and to the Executive;
- (iii) Be responsible for the security and issuing of all equipment;
- (iv) Be responsible for submitting equipment inventory report at the Annual General Meeting;
- (v) Prepare and present a monthly report at the Executive meeting on Purchasing and Equipment status and needs considering quality and safety factors;
- (vi) Carry out duties as assigned by the Executive, the Executive Committee or the President;

h) Director of Registration

The Director of Registration shall:

- (i) Chair the Registration Committee;
- (ii) Evaluate, review and recommend Registration "Rules of Operation" to the Executive Committee and to the Executive;
- (iii) Be responsible for registering and recording all players;
- (iv) Supply list of all registered players to the Executive Committee;
- (v) Ensure all participants are registered before participating in any way or manner;
- (vi) Be responsible for submitting a Registration report at the Annual General Meeting;
- (vii) Prepare and present a monthly report at the Executive meeting on Registration status and needs;
- (viii) Carry out duties as assigned by the Executive, the Executive Committee or the President;

i) Director of Sponsorship and Fundraising

The Director of Sponsorship and Fundraising shall:

- (i) Chair the Sponsorship and Fundraising Committee;
- (ii) Evaluate, review and recommend Sponsorship "Rules of Operation" to the Executive Committee and to the Executive;
- (iii) Be responsible for obtaining sponsors for each team each hockey season;
- (iv) Be responsible for scheduling and collecting funds for gates;
- (v) Be responsible for submitting a sponsorship list to the Director of Purchasing and Equipment;
- (vi) Be responsible for submitting a Sponsorship and Fundraising report at the Annual General Meeting;
- (vii) Evaluate, review and recommend Fundraising "Rules of Operation" to the Executive Committee and to the Executive;
- (x) Be responsible for collecting funds and compiling statement of fundraising for the Treasurer;



- (ix) Prepare and present a monthly report at the Executive meeting on Sponsorship and Fundraising status and needs;
- (x) Carry out duties as assigned by the Executive, the Executive Committee or the President;
- (xi) Carry out duties as assigned by the Executive, the Executive Committee or the President;
- (xii) Be responsible for organizing the year end banquet;

j) Referee Scheduler

The Referee Scheduler shall:

- (i) Schedule referees to officiate all games maintaining accurate records for payment;
- (ii) Liaise with the Budget Committee to estimate costs for the upcoming year;
- (iii) Ensure refereeing complaints are addressed and solved in a timely fashion;
- (iv) Liaise with the local WOAA Supervisor of Referee's to recruit, train, monitor and evaluate performance of referees;
- (v) Foster and aid timer keepers with advice and necessary clinics as to satisfy the demands of the Association;
- (vi) Be responsible for submitting a Referee Scheduler report at the Annual General Meeting;
- (vii) Prepare and present a monthly report at the Executive meeting on Referee program status and needs;
- (viii) Carry out other duties as assigned by the Executive, Executive Committee, or the President;
- (ix) Ensure that individual teams pay the referees

k) Technical Director

The Technical Director shall:

- (i) For purposes of establishing, implementing and evaluating on ice and off ice technical development programs liaise with the First Vice President (Rep Hockey), Second Vice President (Local League Hockey) and the Third Vice President (Girl's Hockey);
- (ii) Recruit and train volunteers to perform the functions required for technical development;
- (iii) Chair the Volunteer Selection Committee;
- (iv) Liaise with the OMHA concerning the coach mentor program;
- (v) Be responsible for submitting a Technical program report at the Annual General Meeting;
- (vi) Prepare and present a monthly report at the Executive meeting on Technical program status and needs;
- (vii) Under-7 player program and execution oversight
- (ix) Carry out other duties as assigned by the Executive, Executive Committee, or the President;

l) Director of Ice Scheduling

The Director of Ice Scheduling shall:

- (i) Evaluate, review and recommend Ice Scheduling "Rules of Operation" to the Executive Committee and to the Executive;
- (ii) Estimate and submit the ice requirements of the Association to local Recreation Board(s) each year for the following hockey season;
- (iii) Schedule games and practices for allotted ice times;



- (iv) Be official Association contact with the Municipality of Kincardine for all facility requirements;
- (v) Be responsible for submitting an Ice Scheduling report at the Annual General Meeting;
- (vi) Prepare and present a monthly report at the Executive meeting on Ice Scheduling status and needs;
- (vii) Carry out duties as assigned by the Executive, the Executive Committee or the President;

m) Director of Tournaments

The Director of Tournaments shall:

- (i) Evaluate, review and recommend Tournaments "Rules of Operation" to the Executive Committee and to the Executive;
- (ii) Convene and chair committees for all sanctioned tournaments;
- (iii) Be responsible for submitting a Tournaments report at the Annual General Meeting;
- (iv) Prepare and present a monthly report at the Executive meeting on Tournament(s) status and needs;
- (v) Ensure all KMHA tournaments are executed successfully and as per established guidelines
- (vi) Carry out duties as assigned by the Board, the Executive Committee or the President;

n) Privacy Officer

The Privacy Officer shall:

- (i) Be the Association's designated Privacy Officer ensuring the Association's operations are consistent with the Privacy Policies of the OMHA and the OWHA.
- (ii) Establish procedures and maintain records with respect to the OHF screening policy
- (iii) Be responsible for submitting a Privacy Officer's Report at the Annual General Meeting;
- (iv) Prepare and present a monthly report at the Executive meeting
- (v) Carry out duties as assigned by the Board, the Executive Committee or the President;
- (vi) Establish procedures and maintain records with respect to the OHF screening policy
- (vii) Carry out other duties as assigned by the Board, Executive Committee, or the President;

o) Director of Under-9 programming

The Director of Under-9 programming shall:

- (i) provide Under-8/Under-9 player program and execution oversight for compliance with Hockey Canada Guidelines
- (ii) Monitor adherence by the Executive to all existing related "Rules of Operation" and inform the Executive with respect to any inconsistencies between existing Under-9 programming "Rules of Operation" and a proposed Under-9 programming "Rules of Operation";
- (iii) Evaluate, review and recommend Under-9 programming "Rules of Operations" to the Executive Committee and to the Executive;
- (iv) Be available to assist any Director requiring assistance in the completion of his or her functions;
- (v) Be the Executive's liaison to the Under-8/Under-9 Teams;



- (vi) Ensure that each Under-8/Under-9 coach knows how to locate and have access to the Referees rulebook and relevant Manuals of Operations;
- (vii) Assist the technical director to recruit and train volunteers to perform the functions required for Under-9 program;
- (iix) Prepare and present a monthly report at the Executive meeting on Under-9 program status and needs;
- (ix) Be responsible for submitting a Under-9 program report at the Annual General Meeting;
- (x) Carry out other duties as assigned by the Executive, Executive Committee, or the President;

p) Director of Risk Management/Head Trainer

- (i) Be the Association's designated Head Trainer
- (ii) Promote safety through Local Association;
- (iii) Demonstrate values of the Hockey Trainer Certification Program (HTCP);
- (iv) Mentor Team Trainers;
- (v) Be the association's liaison with the OMHA's Regional Trainer/Safety Facilitator (RTSF)
- (vi) Identify training needs;
- (vii) Ensure trainers hold a valid HTCP Certification;
- (iix) Be responsible for submitting a Head Trainer's Report at the Annual General Meeting;
- (ix) Prepare and present a monthly report at the Executive meeting on Trainer(s) status and needs;
- (x) Carry out duties as assigned by the Board, the Executive Committee or the President;
- (xi) Implement and enforce all OMHA Risk Management Programs;
- (xii) Carry out other duties as assigned by the Board, Executive Committee, or the President;

12. COMMITTEES OF THE EXECUTIVE

12.1 Hockey Operations Committee:

- a) The Hockey Operations Committee shall be chaired by the President, and shall consist of the First Vice-President, Second Vice-President, Third Vice-President, the Secretary, the Treasurer, and Technical Director and shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all "Rules of Operation" of the Association are being complied with. The Treasurers involvement is subject to issues pertaining to financial matters only.
- b) The Hockey Operations Committee shall:
 - (i) During the intervals between the Executive Meetings, take action in relation to any matter of any nature within the power and the authority of the Executive, which requires immediate attention before the date of the next Executive Meeting. Such action shall not involve any change of "rules of Operation" or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Executive for ratification at the next Executive Meeting;
 - (ii) Review recommendations and proposals prior to such recommendations or proposals being submitted to the Executive for Resolution;
 - (iii) Present a report regarding the activities of the Executive Committee to the Executive;
 - (iv) Submit to the Budget Committee an estimate of revenues and expenditures of the Executive Committee for the next fiscal year of the Association;
 - (v) Recommend "Rules of Operation" to the Executive regarding management and administrative issues related to the Association;



(vi) Deal with any other matters assigned to it by the Executive or by the President;

12.2 Other Committees

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 and shall be operated and governed per the Rules of Operation.

13. EXECUTION OF DOCUMENTS

13.1 Execution of Documents

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

13.2 Books and Records

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

14. FINANCIAL YEAR

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



15. BANKING ARRANGEMENTS

15.1 Banking Resolution

The Executive shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Executive 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, a trust company or credit union
- (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 Corporation;
- (d) Authorize any officer of the bank or trust company or credit union 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 Corporation shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Executive. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Executive, and such authority may be general or confined to specific instances. The institutions that may be so selected as custodians of the Executive shall be fully protected in acting in accordance with the directions of the Executive and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

16. BORROWING BY THE ASSOCIATION

16.1 Borrowing Power

Subject to the limitations set out in the Act, Letters Patent, Supplementary Letters Patent, By-laws or "Rules of Operation" of the Association, the Executive 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 Executive may authorize any Director or Officer of the Association or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Executive may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

17. NOTICE

17.1 Computation of Time



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

17.2 Omissions and Errors

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

17.3 Method of Giving Notice

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

18. DISSOLUTION

In accordance with the Letters Patent, upon Dissolution of the Corporation and after Payment of all debts and liabilities, its remaining property and assets shall be distributed or disposed of to a non-profit charitable organization or organizations, as chosen by the Executive/Board prior to dissolution, whose objects are beneficial to the community, and which carries on work solely in Ontario.

19. PASSING AND AMENDING BY-LAWS

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

19.2 If the Executive intends to discuss amendment of the By-laws of the Association at a Executive 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.

19.3 A By-law or an amendment to a By-law recommended by the Executive 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.

19.4 A motion to amend the By-laws recommended by the Executive or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.



19.5 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.

19.6 Any proposed 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.

19.7 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.

20. REPEAL OF PRIOR BY-LAWS

20.1 Repeal

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

20.2 Provision

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

21. RULES OF PROCEDURE

21.1 The Rules contained in the most current edition of the Associations "Rules of Operation" 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.



22. EFFECTIVE DATE

This By-law shall come into force without further formality upon its enactment after approval by the Members of Executive of the Corporation Association as hereinbefore set out. The directors shall submit this By-law, amendment or repeal thereto passed by the Board under the Act, to the members at the Annual General Meeting of the Members or at a meeting of the Members dually called for that purpose, and the members may confirm, reject, or amend the by-law, amendment, or repeal by ordinary resolution.

Enacted by the Board this ____th day of _____, 2025 under subsection 17(1) of the Act.

Chair
KMHA President

KMHA Secretary

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at the Municipality of Kincardine, Ontario, and at which a quorum was present on the ____ day of _____, 20 ____.

Chair
KMHA President

KMHA Secretary

