

SOUTH MUSKOKA MINOR HOCKEY ASSOCIATION CONSTITUTION



**SOUTH MUSKOKA MINOR
HOCKEY ASSOCIATION
CONSTITUTION
and
GENERAL BY-LAWS**

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SOUTH MUSKOKA MINOR HOCKEY ASSOCIATION CONSTITUTION

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SOUTH MUSKOKA MINOR HOCKEY ASSOCIATION CONSTITUTION

The SOUTH MUSKOKA MINOR HOCKEY Association (SMMHA) was incorporated as (tba at time of incorporation) Ontario Inc. under the laws of Ontario by letters patent dated (tba at time of incorporation), and is a corporation without share capital which is subject to Part II of the Ontario Corporation Act.

The aims and objectives of the SOUTH MUSKOKA MINOR HOCKEY Association are:

1. To establish, preserve, maintain and enhance a philosophy of recreational hockey within the communities of Bracebridge and Gravenhurst, for all boys and girls up to twenty years of age, based upon skill development, and to provide programs in which each member may maximize their potential as an athlete and a human being.
2. To teach and encourage fair play, good sportsmanship, good citizenship and excellence among its members, both on and off the ice. We recognize the importance of cooperation with both home and school.
3. To exercise exclusive jurisdiction over all matters pertaining to the participation of SMMHA hockey teams in the SMMHA House League and within the Province of Ontario, all in accordance with the by-laws, policies and rules of the OMHA.
4. To seek and accept donation, gifts, legacies and devises in furtherance of its corporate purposes.

SOUTH MUSKOKA MINOR HOCKEY Association wishes to pass a general by-law relating to its organization and the orderly conduct of its affairs, be it enacted as a by-law of SMMHA as follows.

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SOUTH MUSKOKA MINOR HOCKEY ASSOCIATION GENERAL BY-LAW

SECTION ONE - INTERPRETATION

1.1 DEFINITIONS

- a) "AGM" means the Annual General Meeting of its members.
- b) "Board" means the Board of Directors of SMMHA.
- c) "By-laws" means this general by-law as from time to time amended and supplemented by other by-laws.
- d) "SMMHA" means SOUTH MUSKOKA MINOR HOCKEY Association.
- e) "CAHA" means Canadian Amateur Hockey Association.
- f) "OMHA" means Ontario Minor Hockey Association.
- g) "Meetings of Members" includes annual meetings.
- h) "Member" means a member of SMMHA holding a class of membership.
- i) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- j) "Bracebridge" means the Town of Bracebridge, "Gravenhurst" means the town of Gravenhurst proper and its boundaries, both municipal and as defined by the OMHA in its manual of operations.

1.2 MANUAL OF OPERATIONS

In the event of a dispute leading to a conflict between the provisions of the by-laws and the SMMHA Manual of Operations then in force, the former shall prevail, provided the same is not in contravention of the applicable governing laws of Ontario, whether statutory or otherwise.

SECTION TWO - TRANSACTION OF THE AFFAIRS OF THE CORPORATION

2.1 HEAD OFFICE

Until changed in accordance with the act, the head office of SMMHA shall be at the Town of Bracebridge Culture and Recreation Department, 169 James Street, Bracebridge, Ontario.

2.2 OTHER OFFICES

Notwithstanding section 2.1, the Board may establish such other offices as, and wherever it deems expedient.

2.3 SEAL

SMMHA shall have a corporate seal. The directors may from time to time alter the design on the seal or adopt a new seal.

2.4 FINANCIAL YEAR

Until otherwise ordered by the Board, the financial year of SMMHA shall end on the 30th of April of each year.

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2.5 EXECUTION OF INSTRUMENTS

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of SMMHA by the President and one of the Secretary, Treasurer, or Vice-President. In addition, the Board or Executive Committee may from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of SMMHA may affix the corporate seal thereto.

2.6 BANKING ARRANGEMENTS

The banking arrangements of SMMHA shall be transacted with such chartered banks, as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may from time to time prescribe or authorize.

SECTION THREE - MEMBERSHIP

3.1 GENERAL INFORMATION

Membership in SMMHA may be granted to individuals in good standing who shall agree to abide by and comply with the General By-law and other policies, rules and guidelines of SMMHA.

3.2 CLASSES OF MEMBERS

Membership in SMMHA shall be granted to individuals as defined in one or more of the following classes:

a) **BOARD OF DIRECTORS**

Defined as those individuals elected to the Board of Directors, or those persons appointed by the Board to fill a vacancy in its numbers.

b) **TEAM OFFICIALS**

Defined as those individuals who are rostered as team officials of SMMHA teams, including, but not restricted to, coaches, managers and trainers, as they may be defined from time to time.

c) **HOCKEY PLAYERS**

Defined as those individuals who are rostered players in good standing of the SMMHA.

d) **PARENT/GUARDIAN**

Defined as those individuals who are the parents or legal guardians of rostered players in good standing of the SMMHA.

g) **LIFE MEMBERS**

Defined as those individuals who have contributed to the sport of hockey in Bracebridge and/or who have made a distinguished contribution to the affairs of SMMHA, and who have been expressly named by a duly passed resolution of the Board.

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3.3 PUBLICIZING MEMBERSHIP

No member or entity whose representative is a member may authorize or permit its sponsors, suppliers or others to advertise or publicize in any way, for promotional purposes, its affiliation with SMMHA through such membership, or permit or authorize use of SMMHA official marks, seals or symbols without prior written consent of SMMHA Board of Directors as expressed by a majority vote.

3.4 TERMINATION OF MEMBERSHIP

Membership in SMMHA shall terminate:

- a) If a member resigns by delivering to the Secretary of SMMHA his written resignation. The resignation shall take effect at the time of such delivery, unless a later date is specified in the resignation.
- b) Automatically upon a member becoming of unsound mind, as so found by a court in Canada.
- c) Automatically upon there being passed, at a Meeting of Members, by at least three-quarters (3/4) of the votes cast on the question, a resolution that such member be expelled as a member. Prior to expulsion, a member shall have the right to be heard by the members. Without limitation, a member may be expelled if in breach of the By-laws.
- d) Automatically upon the death of a member.

SECTION FOUR - MEETINGS OF MEMBERS

4.1 ANNUAL GENERAL MEETING

The AGM shall be held at such time and on such day prior to May 31 in each year as the Board may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the AGM, appointing accountants, electing directors and officers for the transaction of such other matters as may properly be brought before the meeting.

4.2 GENERAL AND SPECIAL MEETINGS OF MEMBERS

The President may call a General Meeting of Members at any time. Members may call a Special Meeting of Members or a General Meeting of Members at any time providing the reason for such a meeting is in writing and on the signatures of thirty (30) voting members, and at least 31 days prior to the requested date of said meeting.

4.3 PLACE OF MEETINGS

A Meetings of Members shall be held in Bracebridge or elsewhere as the Board may designate.

4.4. NOTICE OF MEETINGS

Notice of the time and place of each meeting of members shall be given not less than 21 days before the day on which the meeting is to be held. The notice shall be published in two (2) of the local papers and placed in Bracebridge & Gravenhurst Arenas. It will be advertised on the Associations website. It may also be advertised through other media as determined from time to time. Notice shall state the general nature of the matters to be considered at the meeting of members. Notice of a Special Meeting of Members shall specify clearly the purpose for which the meeting is being called. The only business which may be transacted at a Special Meeting of Members is that referred to in the notice.

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4.5 CHAIRPERSON AND SECRETARY

The President or, in his absence, Vice-President shall be Chairperson of a Meeting of Members. If no such officer be present, the Officers or Directors present shall choose one (1) of their number to be Chairperson. If the Secretary is absent, the Chairperson shall appoint some person to act as Secretary of the meeting.

4.6 RIGHT TO VOTE

At any Meeting of Members, the respective voting rights of members shall be as follows:

- a) Any member of the Board of Directors as noted under 3.2a
- b) Any team official as noted under 3.2b
- c) Any rostered hockey player as defined under 3.2c and is of legal voting age.
- d) Any parent or guardian as described under 3.2d will have one vote for each of their rostered player
- e) In all cases there will only be 1 vote per rostered player even if circumstances might indicated more.

4.7 PROXIES

There shall be no proxies at any Meeting of Members.

4.8 ORDER OF BUSINESS

The Order of Business at any Meeting of Members shall be at the discretion of the Chairperson of the meeting. Subject to the aforesaid, the Order of Business shall be as follows:

- a) Call to Order
- b) Reading of Notice of Meeting
- c) Reading and Confirmation of Minutes of Previous Meeting of Members if applicable
- d) Officers Reports if applicable
- e) Committee Reports if applicable
- f) Financial Report if applicable
- g) Motions
- h) Correspondence if applicable
- i) Nomination of Officers & Directors if applicable
- j) Election of Officers & Directors if applicable
- k) Other Business if applicable
- l) Adjournment

4.9 VOTES TO GOVERN

At any Meeting of Members, every question shall, unless otherwise required by the By-laws of SMMHA or By-law, be determined by the majority of votes cast on the question.

4.10 SHOW OF HANDS

Any question at a Meeting of Members shall be decided by a show of hands, unless a ballot is required or demanded as hereinafter provided. A simple majority shall be sufficient. The result of the vote so taken shall be announced by the Chairperson and entered in the minutes of the meeting. The result of the vote shall be the decision of the members upon the said question.

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4.11 BALLOTS

The Chairperson may require, or any person entitled to vote on the question, may demand a ballot. The result of the ballot shall be the decision of the members upon said question.

4.12 CASTING VOTE

In the case of an equality of votes at any Meeting of Members, either upon a show of hands or upon ballot, the Chairperson of the meeting shall be entitled to a casting vote.

4.13 ADJOURNMENT

The Chairperson at a Meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

4.14 PROCEDURAL RULES

To the extent applicable and provided same are not inconsistent with the By-laws, the rules contained in Roberts Rules of Order shall govern Meetings of Members.

SECTION FIVE - BOARD, OFFICERS AND DIRECTORS

5.1 COMPOSITION OF BOARD

The Board shall consist of a President, Vice-President, Secretary, Treasurer, and such additional directors as are required to fill the remaining director positions as may be determined from time to time by special resolution of the Board.

5.2 NUMBER OF DIRECTORS AND QUORUM

The affairs of SMMHA shall be managed by its Board. Until changed in accordance with the Act, the number of Directors shall be not less than ten (10) or not more than fifteen (15) as may be determined from time to time by special resolution of the Board and as confirmed by the members. The positions shall be in accordance with Section 5.1, of whom a majority, including at least two Officers (i.e. President, Vice-President, Secretary, Treasurer), shall constitute a quorum.

5.3 ELECTION AND TERM OF OFFICE

The election of Officers and Directors shall take place at a General Meeting prior to the AGM. Election shall be by ballot and a simple majority shall carry. Retiring Officers and Directors shall be eligible for re-election, if qualified. All Officers (President, Vice-President, Secretary, Treasurer), upon election, will hold office for a two (2) year term, with the positions of President and Vice-President being elected in alternating years with the positions of Secretary and Treasurer, as established in the table below.

All Directors, upon election, will hold office for a one (1) year term, with the exception of Director acting as OMHA Convenor and Director acting as House League Coordinator and Ice Scheduler, which shall each hold office for a two (2) year term, with OMHA Convenor and Ice Scheduler being elected in the same year as Secretary and Treasurer, and House League Coordinator being elected in the same year as President and Vice-President, as established in the table as follows:

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President	two (2) year term	election year A
Vice President	two (2) year term	election year B
Secretary	two (2) year term	election year A
Treasurer	two (2) year term	election year B
OMHA Convenor	two (2) year term	election year B
House League Convenor	two (2) year term	election year A

For reference purposes, year A is established as 2012 and every second following year; year B is established as 2013 and every second following year.

5.4 POWERS AND DUTIES

Without limitation on the powers of the Board to manage the affairs of SMMHA, the Board shall:

- a) Assume the responsibility for organizing Minor Hockey in Bracebridge and Gravenhurst, both Recreational and Representative, according to regulations and policies of the OMHA, its affiliated associations or regulatory body such as the CAHA.
- b) Control the affairs and conduct the business of SMMHA and do all things necessary to ensure receipt of needed revenues and adequate control of projected expenditures.
- c) Engage the persons whom it deems necessary to carry out the business of SMMHA, determine their remuneration, if applicable, and their conditions of service with power to terminate any such service.
- d) Receive and act upon all matters of discipline, including, but not limited to, all disagreements, grievances, protests, suspensions and unbecoming conduct of its members wherever dictated by the Manual of Operations of the OMHA or to matters pertaining to the General By-law, guidelines or policies of SMMHA.
- e) Be empowered to establish such standing committees and ad hoc committees as deemed necessary from time to time, and to appoint the chairperson of such committees, and to alter the composition of committees appointed by it, and to terminate appointments of committee members or to dissolve such committees.
- f) Receive reports from and give direction to the committees of SMMHA.
- g) Determine the size and composition of SMMHA teams in the House League, Select League and OMHA.
- h) Uphold the By-law of SMMHA and establish, amend or alter policies, as they evolve, to enable SMMHA to comply with the aims and objectives described in the Constitution.
- i) Arrange for and approve all team sponsors and ensure that all fees are made payable to SMMHA.
- j) Arrange all ice times and approve all practice times, games and tournaments for all SMMHA teams.
- k) Fill any vacancy which may occur in its number.
- l) Review at least once annually the General By-law and the policies and guidelines of SMMHA and recommend any changes.
- m) Determine registration procedures, fees, dues, assessments, charges and other budgetary requirements on an on-going basis, and administer and control monies, funds, donations and investments of SMMHA.
- n) Subject to governing law, purchase and maintain such insurance as determined by the OMHA.

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5.5 VACATION OF OFFICE

The office of an Officer or Director shall be vacated upon the occurrence of any of the following events:

- a) If a director resigns by delivering to the Secretary of SMMHA his written resignation. The resignation shall take effect at the time of such delivery, unless a later date is specified.
- b) Upon a majority vote of the presiding Board, if a director obtains a status of bankrupt.
- c) Automatically upon a director becoming of unsound mind, as so found by a court in Canada.
- d) Automatically upon a director acquiring a criminal conviction under the Criminal Code of Canada.
- e) If passed by at least three-quarters (3/4) of the votes cast at a duly called Meeting of Members, or if passed by at least three-quarters (3/4) of the votes cast at a duly called Board meeting, a resolution that such director be removed as a director.
- f) Automatically upon a director being in breach of the By-laws.
- g) Automatically upon a director being absent from three (3) consecutive or a total of four (4) Board meetings during his term, without having given a reasonable explanation in advance to the President.
- h) Automatically upon the death of a director.

5.6 VACANCIES

Vacancies on the Board may be filled by appointment at a Special Meeting of the Board, provided the remaining Directors constitute a quorum.

5.7 REGULAR MEETINGS

Board meetings shall be held monthly at the call of the President. Notice shall be given to each Director and Officer by the Secretary at least 14 days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors and Officers are present, or if those absent waive notice or otherwise signify their consent to such meeting being held. The Board may appoint a day or days in any month or months for regular meetings at a specific place and hour.

5.8 SPECIAL MEETINGS

A Special Meeting of the Board may be held from time to time at the call of the President or at least one third (1/3) of the Directors, who must sign a request for same and deliver it to the Secretary. Notice must comply with the time period referred to in Section 5.7 and must specify clearly the purpose for which the meeting is being called. The only business which may be transacted at a Special Meeting is that referred to in said notice.

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5.9 PLACE OF MEETING

Meetings of the Board shall be held at a convenient location as set up by the Secretary.

5.10 CHAIRMAN

The President shall be Chairman of any meeting of the Board. In his absence, the Vice-President shall act as Chairman.

5.11 VOTES TO GOVERN

At all meetings of the Board, every question shall be decided by a simple majority, unless specified otherwise in the By-law, and in the case of an equality of votes, the Chairman of the meeting shall be entitled to a casting vote.

5.12 PROCEDURE AT MEETINGS

The order of business at any meeting shall be at the discretion of the Chairman of the meeting to the extent applicable and provided same are not inconsistent with the By-law. The rules contained in Roberts Rules of Order shall govern all Board meetings.

5.13 PROXIES

Any Director or Officer may not appoint a proxy to represent him for any reason whatsoever.

5.14 CONFLICT OF INTEREST

Any Director or Officer should declare to the Board any actual or perceived conflict of interest pertaining to any matter undertaken by the Board and/or Corporation, previous to said undertaking; and that Director or Officer must refrain from discussing or voting on said undertaking. Necessary action regarding any conflict of interest may be determined by the Board.

5.15 REMUNERATION

The Officers and Directors shall receive no compensation, either directly or indirectly, for acting as such, and shall not receive, either directly or indirectly, any profit from their office. The Officers and Directors shall be only paid their out of pocket expenses properly incurred by them in carrying out their duties.

5.16 PRESIDENT

The President shall preside at all Meetings of Members of SMMHA and of its Board. In addition, he shall:

- a) Be the chief spokesperson for SMMHA.
- b) Supervise the general management of SMMHA in accordance with the By-laws.
- c) Ensure that all orders and resolutions of the Board are carried into effect.
- d) Perform such other duties as may be assigned to him by the Members or the Board, or as may be incidental to his office or provided for in the By-laws.

5.17 VICE-PRESIDENT

During the absence or disability of the President, the Vice-President shall be vested with all powers of and shall perform all the duties of the President. The Vice-President shall have such other powers and duties, if any, as may from time to time be assigned to him by the Members or the Board.

5.18 SECRETARY

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The Secretary shall attend all meetings of the Board and Meetings of Members and act as Secretary thereof and record all votes and minutes of all proceedings of such meetings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all Meetings of Members and meetings of the Board and shall keep, or cause to be kept, all books and records required to be kept by SMMHA under governing laws. The Secretary shall perform such other duties which are usually performed by the Secretary of similar entities, or as may from time to time be assigned to him by the Members or the Board. The Secretary shall be the custodian of the seal of SMMHA.

5.19 TREASURER

The Treasurer shall attend all meetings of the Board and Meetings of Members and shall apprise SMMHA on a regular basis of its financial standing. The Treasurer shall exercise direct and supervisory power in respect of:

- a) Maintaining the custody of SMMHA funds and securities.
- b) Keeping full and accurate accounts of receipts and disbursements in books belonging to SMMHA.
- c) Depositing all money and other valuable securities or effects in the name and to the credit of SMMHA in such depositories as may be designated by the Board from time to time.
- d) Disbursing the funds of SMMHA upon the direction of the Board and its duly constituted committees and taking proper vouchers for such disbursements.
- e) Rendering to the Board at their regular meetings or whenever required, an account of the finances of SMMHA.
- f) Exhibiting to the Board, upon request, books and accounts kept under his supervision.

The Treasurer shall also perform such other duties prescribed by the By-laws or as may from time to time be determined by the Board, or as are usually performed by the Treasurer of similar entities. The Treasurer may be required to give such bond for the faithful performance of duties as the Board, in its uncontrolled discretion, may require.

Upon retirement or removal from office, the Treasurer shall immediately return to SMMHA all books, papers, vouchers, money and other records or property in his possession or under his control belonging to SMMHA.

5.20 IMMEDIATE PAST-PRESIDENT

The Immediate Past-President shall have such powers and duties, if any, as may from time to time be assigned to him by the Members or Board.

5.21 HONOURARY OFFICERS

Honourary Officers may from time to time be appointed by the Members upon the recommendation of the Board and with such duties as are determined by the Board. Such appointments may be for life, but not necessarily.

5.22 VARIATION OF DUTIES

From time to time, the Members or Board may vary, add to, or limit the power and duties of any Officer.

5.23 AGENTS AND ATTORNEYS

The Board shall have power from time to time to appoint agents or attorneys for SMMHA with such powers of management or otherwise (including the power to appoint) as may be thought fit.

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5.24 FIDELITY BONDS

The Board may require Officers, employees and agents of SMMHA as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe. However, the Board shall not be liable for failure to require any bond or any type of indemnity or for the insufficiency thereof.

SECTION SIX - PROTECTION OF OFFICERS AND DIRECTORS

6.1 LIMITATION OF LIABILITY

No Officer or Director of SMMHA shall be liable for the acts, neglects or defaults of any other Officer or Director or employee, or for any loss, damage or expense happening to SMMHA through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of SMMHA or for the insufficiency or deficiency of any security in or upon which any of the moneys of SMMHA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of SMMHA shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own willful neglect or default.

6.2 INDEMNITY

Every Officer and Director of SMMHA and his heirs, executors and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of funds of SMMHA from and against:

- a) All costs, charges and expenses whatsoever that such Officer or Director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office.
- b) All other costs, charges or expenses as are occasioned by his own willful neglect or default.

6.3 INSURANCE

Subject to governing law, SMMHA may purchase and maintain such insurance for the benefit of any person referred to in this section as the Board may from time to time determine.

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SECTION SEVEN - COMMITTEES

7.1 RULES OF PROCEDURE

Any committee appointed by the Board pursuant to Section Five may formulate its own rules of procedure, subject to the provisions of the By-laws and such regulations or directions as the Board may from time to time make.

Notwithstanding the aforesaid,

- a) Any meeting of a Committee shall be called by its Chairperson.
- b) A special meeting of a Committee may be called by the President at any time. The only business which may be transacted at a special meeting is that referred to in the notice calling the same.
- c) No meeting of a Committee may be held without written notice being given thereof, save that the same is not necessary if all members of the Committee are present or if those absent waive notice or otherwise signify their consent to such meeting being held.
- d) The greater of three (3) persons and a majority of the number of members of any Committee shall constitute a quorum.
- e) At all meetings of any Committee, every question shall be decided by a majority of the votes cast on the question, and, in the case of an equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote.
- f) Unless specifically excluded by the terms of appointment of the Committee, the President of SMMHA shall be an ex officio member of each Committee to which they are not specifically appointed.
- g) The order of business at any Committee meeting shall be at the discretion of its Chairperson.
- h) Proxies shall not be honoured at any meeting.
- i) To the extent applicable and provided the same are not inconsistent with the By-laws, the rules contained in Roberts Rules of Order shall govern meetings of Committees.

SECTION EIGHT - VERIFICATION OF ACCOUNTING RECORDS

- 8.1 The Board shall appoint a person to inspect and verify the accounts of SMMHA on an annual basis. Any remuneration to said person shall be fixed by the Board

SECTION NINE - DISPOSITION OF ASSETS UPON SURRENDER OF LETTERS PATENT

9.1 ASSET DISPOSITION

Upon SMMHA resolving to surrender its Letters Patent, its assets shall be distributed or disposed of to a club, society or association, the primary purpose and function of which is the promotion of recreational amateur sport in Bracebridge and Gravenhurst.

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SECTION TEN - REPEAL AND AMENDMENT OF BY-LAWS

10.1 REPEAL AND AMENDMENT

The By-laws of SMMHA may be repealed or amended by-law enacted by a majority of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast at a Special Meeting of Members duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

SECTION ELEVEN - REPEAL OF FORMER BY-LAWS

11.1 FORMER BY-LAWS REPEALED

Effective upon the approval of this By-law, the Minister of Consumer and Corporate Affairs, all other by-laws, resolutions or other enactments of SMMHA inconsistent with this By-law are repealed.

11.2 REPEAL NOT TO AFFECT

Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done, or of any right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any predecessor Letters Patent of SMMHA obtained pursuant to, any such by-law prior to its repeal. All Officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of such by-law and all resolutions of the Members or the Board or a Committee of SMMHA with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

SECTION TWELVE - NOTICES

12.1 METHOD OF GIVING NOTICE

Other than notice of meetings, any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the By-laws or otherwise to Member, Director or Officer shall be sufficiently given if delivered to his last address as recorded in the books of SMMHA or if mailed by prepaid ordinary mail or airmail addressed to him at his last address as recorded in the books of SMMHA or if sent to him at his said address by any means of transmitted or recorded communication. The Secretary may change the address on SMMHA books of any Member, Director or Officer in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

12.2 COMPUTATION OF TIME

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

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12.3 OMISSIONS AND ERRORS

The accidental omission to give any notice to any Member, Director or Officer or the non-receipt of any notice by any Member, Director or Officer or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded therein.

12.4 WAIVER OF NOTICE

Any Member, Director or Officer may waive any notice required to be given to him under any provision of the Act or the Letters Patent or the By-laws of SMMHA, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

SECTION THIRTEEN - LANGUAGES

13.1 PUBLICATION AND USE

The By-laws shall be published in English and this language will be used in the affairs, business and activities of SMMHA.

Approved by the Board of SOUTH MUSKOKA MINOR HOCKEY Association at the Town of Bracebridge, District Municipality of Muskoka, this _____ day of _____, 2012.



