

# HALTON HILLS MINOR HOCKEY BY-LAW #1

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A By-Law generally directing the conduct of the affairs of the Halton Hills Minor Hockey.

## 1. DEFINITIONS

- 1.1. **“Articles of Incorporation, Articles of Amended or Articles of Reinstatement”** means the incorporating documentation of HHMH, as amended from time to time, previously referred to as Letters Patent.
- 1.2. **“Board”** means the Board of Directors of HHMH consisting of elected Directors, Directors by virtue of office, and elected Managers as defined below.
- 1.3. **“Chair”** The President shall act as Chair of all meetings of the Members and in the absence of the President the order of Chairs shall be Vice-President of Administration, Director of Representative Hockey and Director of House League Hockey.
- 1.4. **“Director”** means an individual who has been elected by the Members of HHMH. A Director may also be a Member of HHMH. Director of Hockey Operations is by title only and does not fall under this definition of Director.
- 1.5. **“Executive Committee”** means Officers, Directors, Managers and Staff.
- 1.6. **“HHMH”** means Halton Hills Minor Hockey (or such other name as Halton Hills Minor Hockey may in the future legally adopt).
- 1.7. **“In writing or letter”** means communication via any written means, including electronic (email), unless specifically stated otherwise.
- 1.8. **“Manager”** are ex-officio directors, who is an individual appointed by Board of Directors, and forms part of the Board of Directors as set out above. Elected Managers does not include Team Managers, which are Members as provided for in Article 5 of this By-Law #1.
- 1.9. **“Members”** means all classes of members in HHMH, collectively, the **“Membership”**, as provided for in Article 5 of this By-Law #1.  
**“Member in Good Standing”** means a member who has paid any Membership dues or other fees owing to the OMHA and/or HHMH and who is not the subject of a disciplinary investigation or sanction by HHMH, OMHA or the Town of Halton Hills.
- 1.10. **“Officers”** means an individual elected to office by the Directors, who hold the offices enumerated in Article 11 of this By-Law #1. An Officer may only hold one office, and may also be a Director and/or Member of HHMH.
- 1.11. **“OHF”** means the Ontario Hockey Federation (or such other name as the Ontario Hockey Federation may in the future legally adopt).
- 1.12. **“OMHA”** means Ontario Minor Hockey Association (or such other name as the Ontario Minor Hockey Association may in the future legally adopt).
- 1.13. **“ONCA”** means the *Ontario Not-for-profit Corporations Act*, 2010, S.O. 2010, c.15 (the “ONCA”), and any statute amending or enacted in substitution therefore, from time to time.
- 1.14. **“Past President”** means the officer who held the position of President immediately prior to the current President, holds the title for the same term as the presiding President, and is a Director of the Corporation by means of virtue of office and not elected by Members.

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**1.15. "Policies"** means written statements governing issues affecting the affairs of HHMH, which have been considered and approved by the Board of Directors of HHMH.

## **2. CORPORATE SEAL AND REGISTERED OFFICE**

- 2.1.** The Corporate Seal of HHMH shall be in the form as the Board may, by resolution from time to time adopt and shall be entrusted to Legal Counsel of HHMH for its use and safekeeping.
- 2.2.** The registered head office of HHMH shall be in the Town of Halton Hills, in the Regional Municipality of Halton, in the Province of Ontario and thereafter as HHMH may from time to time determine by special resolution of the Members pursuant to the ONCA. HHMH may establish such other offices within Canada, as the Board may deem expedient, by resolution.

## **3. VALUES OF HHMH**

- 3.1.** The purpose of HHMH is to organize, develop and promote minor ice hockey for the youth of the Town of Halton Hills including:
  - 3.1.1.** 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;
  - 3.1.2.** The development of and participation in Advanced House League, Select, Minor Development and Representative ice hockey and to provide the opportunity to participate at the highest competitive level;
  - 3.1.3.** To instill in all players, coaches, managers and Members associated with HHMH, good sportsmanship, correct and proper behavior on and off the ice and respect for authority and team play; and
  - 3.1.4.** To sponsor and promote such athletic, social, and other activities as may contribute to the finances of HHMH.
- 3.2.** HHMH shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of HHMH shall be used solely for the purposes of HHMH and for the promotion of its objects.

## **4. AFFILIATIONS**

- 4.1.** HHMH shall have the following affiliations:
  - 4.1.1.** HHMH shall be a member of the OMHA, the Tri-County Minor Hockey Association and with other organizations, groups, or associations of a similar nature as may be deemed by the Board of Directors to be in the best interest of HHMH.
  - 4.1.2.** HHMH shall operate in cooperation with the Recreation and Parks Department of the Town of Halton Hills.

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## 5. CLASSES OF MEMBERSHIP

- 5.1. There shall be four (4) classes of Membership in HHMH:
  - 5.1.1. Board of Directors;
  - 5.1.2. Active Membership, being a HHMH Convener, Coach, Team Manager, Trainer and Parent Liaison appointed for the current season;
  - 5.1.3. Honorary Lifetime Membership; and
  - 5.1.4. Parents/Guardians of players who are under the age of 18, or players age of majority or older.

## 6. TERMS OF MEMBERSHIP AND ELIGIBILITY

### 6.1. Board of Directors Membership:

- 6.1.1. Board of Directors Membership shall include all elected Directors and appointed Managers, including Members-at-Large for their current term; and
- 6.1.2. Members in this classification will be allowed one vote per person at any meeting held by HHMH including the Annual General Meeting.

### 6.2. **Active Membership:**

- 6.2.1. Active Membership shall include all rostered or at large Convenors, Coaches, Team Managers, Trainers and Parent Liaisons appointed for the current season; and
- 6.2.2. Members in this classification will be allowed one vote per person at the Annual General Meeting.

### 6.3. **Honorary Lifetime Membership:**

- 6.3.1. Honorary Lifetime Membership may be granted to an individual who has served ten (10) consecutive years or rendered extraordinary and distinguished service to HHMH.
- 6.3.2. Individuals may be nominated to be Honorary Lifetime Members by any Member of HHMH and the granting of Honorary Lifetime Membership must be confirmed by a majority vote of the Board of Directors; and
- 6.3.3. Members in this classification shall have no voting privileges but may attend the Annual General Meeting and by invitation, and meetings of the Board and Committees of HHMH.

### 6.4. **Player Membership**

- 6.4.1. Player Membership shall be all registered players who are eighteen (18) years of age or older;
- 6.4.2. Players under the age of eighteen (18) shall be represented by a parent or guardian; and
- 6.4.3. Members in this classification shall not have any voting rights at any Meeting of Members.

- 6.5. **One Person, One Class of Membership.** Although it is possible for a member to be qualified for more than one (1) class of Membership in HHMH, no person may hold more than one (1) class of Membership.

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- 6.6.** It is mandatory that each Member shall declare themselves prior to the start of any meeting of the Membership and advise the chairperson of the Membership class they wish to represent.
- 6.7. Membership List.** Subject to Article 6.9 herein, the Secretary of the Board shall prepare and maintain a list of the current Board of Directors, Active Members and Honorary Lifetime Members. This list shall be updated as necessary and made available to all Officers and Directors. Such list of Members shall be used to determine eligibility to attend and vote at any meeting of the Members.
- 6.8. List of Eligible Players.** The Registrar shall be able to report eligible players as prescribed by the OMHA and Hockey Canada.
- 6.9. Membership Year.** Unless otherwise determined by the Board, every Active Membership, other than Honorary Lifetime Members, shall commence immediately after the Annual General Meeting in each year, and shall lapse and terminate at the adjournment of the next Annual General Meeting.
- 6.10. Termination Of Membership:**
- 6.10.1.** Membership in HHMH shall not be transferable and shall terminate upon a Member's resignation or death;
- 6.10.2.** Any Member may resign from HHMH by submitting a resignation in writing, addressed to the President, who in turn notifies the appropriate Board members; and
- 6.10.3.** Any Member whose conduct is considered by the Board to be contrary to the OMHA/HHMH Code of Conduct and the objectives of HHMH shall be asked by the Board to explain or justify their actions. If such Member is unwilling or unable to do so, they shall be asked by the Board to resign from HHMH. If they do not resign, the Board shall give proper notice of motion, to be considered at the next meeting of the Board of Directors, requesting the expulsion of such Member. A copy of the motion shall be communicated to the Member concerned within a reasonable period of time for that person to make a written response.
- 6.10.4.** 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 vote conducted at the Board meeting, or via online voting.
- 6.10.5.** The Member concerned shall be invited to attend the meeting and to explain their position before the vote is taken.
- 6.11. Record Date.** Individuals who are Members of HHMH at least fourteen (14) days in advance of any General Meeting of the Members of HHMH, are entitled to notice of such General Meeting of the Members. Any individual who is not a Member at least fourteen (14) days in advance of a General Meeting is not entitled to notice of 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 no later than July 1st of the current playing season, at a time, method of meeting (on-line or in person) or

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place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting:

- 7.1.1. Approval of the agenda;
  - 7.1.2. Approval of the minutes of the previous meeting of the Members;
  - 7.1.3. Receiving reports of the activities of HHMH during the preceding year;
  - 7.1.4. Receiving information regarding the planned activities of HHMH for the current year;
  - 7.1.5. Receiving and approving the report of the Treasurer of HHMH from the previous year and a projected financial position for the current year;
  - 7.1.6. Appointment of the accountant for the ensuing year;
  - 7.1.7. Consideration of any proposed amendments to the Letters Patent or By-Laws of HHMH;
  - 7.1.8. Election of the Board of Directors, as applicable; and
  - 7.1.9. Transaction of any other 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 thirty (30) calendar days, immediately preceding the Annual General Meeting.
  - 7.1.10. Notice of the Annual General Meeting to be held on or before July 1st in each year shall set out the agenda, including particulars of any other business to come before the meeting. The time, method of meeting (on-line or in person), or the place of the meeting and such notice shall be posted to the HHMH website. Further, notice will be given to all Board Members, Coaches, Team Managers, Trainers and Parent Liaisons of the current year via their last known email. Such notice shall give at least forty-five (45) days prior to the date of the Annual General Meeting. (Notice - see Articles 17 and 18 of this By-Law #1).
- 7.2. Additional General Meetings of the Members.** In addition to the Annual General Meeting, a General Meeting of the Members may be called at any time by the President. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

Notice of any additional General Meetings of the Members shall be e-mailed to all voting Members at the last known address recorded in the records of HHMH. Such notice shall be posted to the HHMH website . Further, notice will be given to all Board Members, Coaches, Team Managers, Trainers and Parent Liaisons of the current year via their last known email. (Notice - see Articles 17 and 18 of this By-Law #1).

- 7.3. Error or Omission in Notice.** No inadvertent error or omission in giving notice of any Annual General Meeting or Additional General Meeting of Members or any adjourned meeting, whether annual or general, shall invalidate such a meeting or make void any proceedings taken at such meeting and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such meeting.
- 7.4. Quorum.** A quorum for an Annual General Meeting or General Meeting of the Members shall be a minimum of fifteen (15) Members who are entitled to vote, which must include three (3) Officers and half of the remainder of the Directors and Managers. No business shall be

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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:**

- 7.5.1.** Members entitled to vote, unless otherwise required by the ONCA or by the By-Laws of HHMH, shall vote on each items proposed for consideration at meetings of the Members;
- 7.5.2.** The Chair presiding at a meeting of the membership shall have a vote only in the event of a tie vote; and
- 7.5.3.** At meetings of the Members, 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 favor of or against the motion.

**7.6. No Proxies.** Proxies will not be permitted. Members must be present, whether in person or online, at General Meetings and the Annual General Meetings of the Members in order to exercise their voting rights in relation to matters coming before an General Meeting or the Annual General Meeting of the Members.

**7.7. Adjournments.** Any meeting of the Members of HHMH may be adjourned at any time, and if held within thirty (30) days of the original meeting date, no notice shall be required of any such continuation of the meeting. Such continuation may be made notwithstanding that no quorum is present. However, if the meeting has been adjourned more than three (3) times for a total of thirty (30) or more days, notice is required to be given to the Members.

## **8. BOARD OF DIRECTORS COMPOSITION**

**8.1. Eligibility.** A Director must:

- 8.1.1.** Be eighteen (18) or more years of age;
- 8.1.2.** Not be in active bankruptcy or of unsound mind;
- 8.1.3.** Be a Member of HHMH at the time of their election or appointment; and
- 8.1.4.** Remain a Member of HHMH throughout their term of office.

**8.2. Affairs of the Board.** The affairs of HHMH shall be managed by a Board of Directors, which consists of Officers, elected Directors, Managers, and the immediate Past President as required.

**8.3. Term of Office.** Each year at the Annual General Meeting of Members of HHMH, the Members shall elect a number of Directors equal to the number of Directors whose term is ending, who shall each be elected to the Board for a two (2) year term (alternatively up to five (5) Directors in even years and up to five (5) Directors in odd years);

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**8.4. Change in Number of Directors.** HHMH may, by special resolution, increase or decrease the number of its Directors so long as it is in compliance with the Articles. Any change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations.

**8.5. Board of Director Classification**

**8.5.1. Officers.** The President, Vice-President, the Secretary and the Treasurer are

**8.5.2. Directors** and Directors by virtue of their Office.

**8.5.3. Appointed Managers.** Managers appointed by The Board.

**9. PROCEDURE FOR ELECTION OF DIRECTORS and MANAGERS**

**9.1. Nominations.** The election of Directors shall take place at the Annual General Meeting of the Members. No election or appointment of a member of the Board is effective without consent, or given in writing if not in attendance, prior to the election or appointment.

Nomination forms for the election of Directors shall be available each year from the Secretary upon posting of the AGM notice. A nomination form must be completed by all nominees and two (2) nominators who are Members of HHMH. Such completed form must be delivered to the Secretary no less than thirty (30) days prior to the Annual General Meeting.

**9.2. Directors of HHMH:**

**9.2.1.** Director of House League Hockey - Elected for two (2) year term;

**9.2.2.** Director of Representative Hockey - Elected for two (2) year term;

**9.2.3.** Director of Equipment; and

**9.2.4.** Past-President, who is a Director by virtue, and not appointment by Members.

**9.3. Appointment of Managers.** Managers appointed by the Board of Directors are as follows:

**9.3.1.** Manager of Junior Representative;

**9.3.2.** Manager of House League;

**9.3.3.** Manager of Player Development;

**9.3.4.** Manager of Coach Development;

**9.3.5.** Manager of Fundraising;

**9.3.6.** Manager of Risk Management;

**9.3.7.** Manager of Advanced House League/Select Hockey;

**9.3.8.** Head of Officials;

**9.3.9.** Head Trainer; and

**9.3.10.** Directors-at-Large.

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## 9.4 Staff appointed by the Board of Directors (non-voting members):

- 9.4.1 Director of Hockey Operations;
- 9.4.2 Registrar/Ice Scheduler;
- 9.4.3 Office Administrator;
- 9.4.4 Initiation Program Coordinator.

## 9.5 Director of Risk Management:

- 9.5.1 Director of Risk Management. The Director of Risk Management will be responsible for high risk matters and are unrelated third parties, who will not have any voting rights, nor be a member of the Executive Committee or Board of Directors, and the responsibilities are as follows:
  - 9.5.2 Implement and enforce all OMHA Risk Management Programs;
  - 9.5.3 Establish and maintain procedures with respect to clearance of all volunteers required to complete a police report;
  - 9.5.4 Carry out volunteer screening as per Policy and guidelines;
  - 9.5.5 Assist as requested with the implementation of Risk Management Programs;
  - 9.5.6 Carry out other duties as assigned by the Board, Executive Committee or the President; and
  - 9.5.7 Exempt from attending monthly board meetings.
- 9.4. **Election Procedures.** The Secretary shall post on the HHMH website a listing of all individuals who have been nominated for election to the Executive Committee of the Board ten (10) days prior to the Annual General Meeting. Such listing shall identify what position each nominee is seeking election for. Members not in attendance may still be nominated for a position to the Board, providing they have filed written notification to the Secretary of HHMH stating their willingness to stand for office. A nominee must meet eligibility as per Article 11.3 of this By-Law.
- 9.5. **Vacancies.** Any vacancy occurring on the Board may be filled only for the remainder of the current term of the vacated position by resolution of the Board in office provided there is a quorum established. The Board shall invite applications from the Membership for appointment to the vacancy on the Board. The Board will endeavor to appoint a replacement Director within thirty (30) days after the Board position was vacated. If a vacancy is not filled, the remaining directors may exercise all the powers of the directors if the number of remaining directors constitutes a quorum. The vacancy shall be filled by the end of the next General Meeting of the Members.
- 9.6. **Third Party Affiliations**

The Executive Committee or Board of Directors may, from time to time, elect third parties, who will not be a member of the Executive Committee or the Board of Directors.
- 9.7. **Termination.**



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- 9.7.1. Removal of Director by the Members.** Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of HHMH, by a resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of Members may remove any Director or Staff before the expiration of their term of office, and, by a majority of the votes cast at that meeting, may elect any person in their stead for the remainder of their term.
- 9.7.2. Absenteeism.** Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board. Prior to being deemed resigned, the Executive Committee will review on a case by case basis.
- 9.7.3. Removal for Cause.** The Board, by resolution approved by two-thirds (2/3) of the Directors present, may remove any Director for cause before the expiration of their term of office; and
- 9.7.4. Resignation.** A Director of the Board may resign their Directorship by submitting a letter of resignation to the President of HHMH.

## 10. BOARD OF DIRECTORS

### 10.1. Governance:

- 10.1.1.** The Board of Directors shall govern HHMH in compliance with the objects, powers, By-Laws and Policies of HHMH and all applicable laws and regulations; and
- 10.1.2.** The Board of Directors shall have sole authority to amend the responsibilities of elected and appointed positions and HHMH Rules and Regulations.
- 10.1.3.** For the purposes of this section, Director means elected Director, Directors by Virtue and Managers.

### 10.2. Board Meetings:

- 10.2.1. Regular Board Meetings.** Except as otherwise required by law, the Board may hold meetings at such place or places as the President or, in their absence, the Vice-President, may from time to time determine. The Board shall meet not less than eight (8) times per year; and
- 10.2.2. Special Board Meetings.** Special Board Meetings or Special Meeting of the Members, may be called by the President or Vice-President, in the absence of the President, or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the meeting. Minutes and resolutions from a Special Meeting of the Members will be part of the meeting minutes to be approved at the next General Meeting of the Members. Any Special Board Meeting will not count toward the minimum of eight (8) Regular Board Meetings required per year.

### 10.3. Notice of Board Meetings:

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- 10.3.1.** Board Meetings shall be held as required, provided the minimum of eight (8) meetings are held as per Article 10.2.1. Every attempt will be made to make the meetings regularly scheduled (i.e. monthly);
- 10.3.2.** Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting; and
- 10.3.3.** No formal notice of any Board Meeting shall be necessary if all the Directors and Managers are present or if those absent signify their consent to the meeting being held in their absence.
- 10.4. Error in Notice.** No error or omission in giving notice for a Board Meeting shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Director or Manager may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- 10.5. Adjournment of Board Meetings.** Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.
- 10.6. Quorum for Board Meetings.** A quorum for a Board Meeting shall be a total of eight (8), being either Directors or Managers, of which two (2) must be Officers. No business of the Board shall be transacted in the absence of a quorum.
- 10.7. Voting Rights.** Each Director and Manager present at a Board Meeting 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 and Managers present at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director or Manager 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 favor or against such motion.
- 10.9. Remuneration.** Directors and Managers shall serve without remuneration and no Director or Manager shall indirectly or directly receive any remuneration, salary or profit from the position of Director or Manager or for any service rendered to HHMH, provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of HHMH.
- 10.10. Conflict of Interest**
- 10.10.1.** Every Director or Manager who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to HHMH shall make a full and fair declaration of the nature and extent of the interest at a meeting of the Board;
- 10.10.2.** The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director or Manager is not at the date of that Board Meeting

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interested in the proposed contract or transaction or other matter, at the next Board meeting held after the Director and Managers assumes the office;

- 10.10.3.** After making such a declaration, no Director or Manager shall vote on such a contract or transaction or other matter, nor shall they be counted in the quorum in respect of such a contract or transaction or other matter. The Director or Managers shall not participate in discussion and shall absent themselves from the meeting when any item is being discussed by the Board of Directors or any of its committees which the presiding Chair considers a conflict;
  - 10.10.4.** The Directors or Managers shall not solicit information on any such item;
  - 10.10.5.** The Directors or Managers shall not be provided any information on any such items by any committee or member of the Board, Officer or employee;
  - 10.10.6.** If a Director or Manager has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director or Manager is not accountable to HHMH for any profit realized from the contract or transaction or other matter;
  - 10.10.7.** If a Director or Manager fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director or Manager shall account to and reimburse HHMH for all profits realized, directly or indirectly, from such contract or transaction or other matter; and
  - 10.10.8.** Any person seeking election or appointment as a Director or Manager, may declare any conflict of interest in advance of seeking election to such office. All candidates should read the Policy on conflict of interest guidelines, which are to be found above.
  - 10.10.9.** Any Director or Manager who has a player in a particular division, may not participate in a Coaching Committee decision on a specific team that their player has the potential to play for.
  - 10.10.10.** Notwithstanding the 10.10.1 to 10.10.9, if any Board Member feels there is a conflict of interest, they may notify the Board of such conflict.
- 10.11. Indemnification of Directors:**
- 10.11.1.** Every Director or Manager of HHMH and their heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by HHMH from and against all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their office;
  - 10.11.2.** All other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default, provided that, no Director or Manager of HHMH shall be indemnified by HHMH in respect of any liability, costs, charges or expenses that they sustain or incur in or about any action, suit or other proceeding as a result of which they are adjudged to be in breach of statute unless, in an action brought against them in their

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capacity as a Director, they have achieved complete or substantial success as a defendant;  
and

**10.11.3.** HHMH shall purchase and maintain such insurance for the benefit of its Directors or Managers as the Board may from time to time determine.

**10.12. Confidentiality.** Every Director, Manager and Officer of HHMH shall respect the confidentiality of matters brought before the Board for consideration.

## **11. OFFICERS & THE RESPONSIBILITIES OF OFFICERS**

### **11.1. Officers elected by the Directors of HHMH:**

**11.1.1.** President - Elected for a minimum of two (2) years and not more than a four (4) year term before another election;

**11.1.2.** Vice President Administration - Elected for a minimum of two (2) years and not more than a four (4) year term before another election;

**11.1.3.** Treasurer - Elected for a minimum of two (2) years and not more than a four (4) year term before another election;

**11.1.4.** Secretary - Elected for a minimum of two (2) years and not more than a four (4) year term before another election;

**11.2. Assistants to Executive Committee.** The Board of Directors may, from time to time, appoint such assistant(s) to the Executive Committee of HHMH as the Board may determine by resolution from time to time.

### **11.3. Eligibility for Office:**

**11.3.1.** The President must have served one (1) year as Vice President or two (2) years as an Executive Committee Director and have equivalent experience;

**11.3.2.** The Vice President of Administration must have served two (2) years as a Board Member and have equivalent experience;

**11.3.3.** HHMH shall endeavour to nominate as Treasurer, any Director and Manager who has employment experience and skills in accounting procedures and must be bondable; and

**11.3.4.** The Executive Committee Directors of HHMH, with the exception of the Treasurer, must have served on the Board for at least one (1) year prior to being elected as an Executive Committee Director, have equivalent experience and the Board deems fit for the position.

**11.4. Term of Office.** The elected Officers shall hold office until the adjournment of the Annual General Meeting held approximately a minimum of two (2) years and not more than four (4) years after such Officers are elected.

### **11.5. Termination of Officers:**

**11.5.1. Removal for Cause.** The Board, by resolution approved by two-thirds (2/3) of the Directors present, may remove any Officer for cause before the expiration of their term of office; and

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**11.5.2. Resignation.** An Officer of HHMH may resign their office by submitting a letter of resignation to the President of HHMH.

## **11.6. Vacancies in Office**

**11.6.1. President.** If for any reason the President is unable or unwilling to act in that capacity, the Vice President of Administration shall fulfil their duties;

**11.6.2. Vice President.** If for any reason the Vice President is unable or unwilling to act in that capacity, the next eligible Director as designated by the Executive Committee shall succeed;

**11.6.3. Treasurer and Secretary.** If a Treasurer or Secretary is unable to fulfil their functions; the Board of Directors shall appoint a replacement on the recommendation of the Executive Committee; and

**11.6.4.** If a vacancy occurs in any office or if for any reason an Officer is unable or unwilling to act in that capacity, a meeting of the Board shall be held within thirty (30) days for the purpose of appointing a replacement Officer.

## **11.7. Responsibilities of the Presidents & Vice President:**

### **11.7.1. President shall:**

- 11.7.1.1.** Represent HHMH in the Community;
- 11.7.1.2.** Act as Chair of the Board, the Executive Committee, and attend all meetings of the Members;
- 11.7.1.3.** Exercise general supervision of HHMH in accordance with Policies determined by the Board;
- 11.7.1.4.** Be a non-voting Member of any committees and sub-committees of HHMH;
- 11.7.1.5.** Report regularly to the Board on matters of interest;
- 11.7.1.6.** Delegate tasks as necessary;
- 11.7.1.7.** Act as a signing officer of HHMH;
- 11.7.1.8.** Exercise the powers of the Board of Directors in case of emergency; and Have the power to recommend the suspension of Directors, convenors, coaches, managers, assistant coaches, trainers, and players for just cause, with consultation with the Executive Committee, to be determined by the Board of Directors.

### **11.7.2. Vice President of Administration shall:**

- 11.7.2.1.** Be responsible to the President and the Board of Directors for the administration of HHMH, direct and oversee the activities of the, Manager of Fundraising, Office Administrator, Treasurer and Secretary;
- 11.7.2.2.** Act as a signing officer of HHMH;
- 11.7.2.3.** Represent HHMH as assigned by the President;
- 11.7.2.4.** Assign tasks to members of the Board;
- 11.7.2.5.** Authorize all necessary expenditures within HHMH;

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- 11.7.2.6.** Ensure vendors for uniforms and equipment are secured via a request for proposal or similar process.
- 11.7.2.7.** Act as Chair of the Budget Committee and By-Laws Committee;
- 11.7.2.8.** Establish the fees to be charged for hockey. These fees will to be voted on by the Board of Directors;
- 11.7.2.9.** Perform other duties as assigned by the President and the Board of Directors;
- 11.7.2.10.** Manage the process to design and procure required HHMH Thunder uniform pieces; and
- 11.7.2.11.** Attend monthly meetings of the Board of Directors.

### **11.8. Responsibilities of Officers**

#### **11.8.1. Treasurer shall:**

- 11.8.1.1.** Report to the Vice President of Administration;
- 11.8.1.2.** Ensure a record of all monies received and disbursed, deposit all monies in the bank, and make all disbursements by cheques;
- 11.8.1.3.** Ensure the submission of the books of account to the accountant of HHMH at the end of the financial year;
- 11.8.1.4.** Present a report of the accountant from the previous year and a projected financial position for the current year to the Members at the Annual General Meeting;
- 11.8.1.5.** Evaluate, review and recommend financial policy to the Executive Committee and to the Board;
- 11.8.1.6.** Be a member of the Budget Committee;
- 11.8.1.7.** Be one of the signing officers for HHMH;
- 11.8.1.8.** Approve all expenditures in excess of \$500.00 that are not approved in the budget and subsequently approved by the Board of Directors;
- 11.8.1.9.** Provide a financial report in writing to the Board of Directors at regular monthly meetings of the Board of Directors;
- 11.8.1.10.** Arrange to provide an annual financial statement to the Board of Directors;
- 11.8.1.11.** Carry out duties as assigned by the Board of Directors or the President; and
- 11.8.1.12.** Attend monthly meetings of the Board of Directors.

#### **11.8.2. Secretary shall:**

- 11.8.2.1.** Record or delegate the recording of the minutes of General Meetings of the Members, meetings of the Board of Directors and meetings of the Executive Committee and ensure that HHMH records are regularly and properly kept and all business is

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conducted in accordance with any applicable statute or law, the Letters Patent and By-Laws and the Policies and procedures established by the Board or by the Members;

- 11.8.2.2.** Ensure the proper custody of HHMH's, corporate minutes and resolutions and other corporate records and documents;
- 11.8.2.3.** Be responsible for receiving and distributing all correspondence received or sent by HHMH and all communications within HHMH;
- 11.8.2.4.** Recommend policy to the Board regarding internal and external communications of HHMH;
- 11.8.2.5.** Maintain the membership list referred to in Article 6.6 of this By-Law #1;
- 11.8.2.6.** Carry out other duties as assigned by the Board, the Executive Committee or the Vice President of Administration;
- 11.8.2.7.** Notify the Board of Directors of the time and place of meetings; and
- 11.8.2.8.** Attend monthly meetings of the Board of Directors.
- 11.8.2.9.**

### **11.9. Responsibilities of Directors**

#### **11.9.1. Past President shall:**

- 11.9.1.1.** Be responsible to the President and the Board of Directors in an advisory capacity for the overall management of HHMH, in accordance with the By-Laws;
- 11.9.1.2.** Turnover, to the new President, all files and correspondence necessary to carry out their capacity as President;
- 11.9.1.3.** Assist the President in assigned areas;
- 11.9.1.4.** Support the aims and objectives of HHMH in an advisory capacity;
- 11.9.1.5.** Be available to assist any Director requiring assistance in the completion of their functions;
- 11.9.1.6.** Carry out other duties as assigned by the Board, Executive Committee or the President; and
- 11.9.1.7.** Attend monthly meetings of the Board of Directors.

#### **11.9.2. Director of House League shall:**

- 11.9.2.1.** Be responsible to the President and the Board of Directors for the overall management of House League Hockey under the By-Laws, rules, regulations, and policies and procedures of HHMH;
- 11.9.2.2.** Liaise with the Director of Hockey Operations;
- 11.9.2.3.** Support the activities of the Manager of House League Hockey and the Manager of Advance House League and Select Hockey;

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- 11.9.2.4.** Have the authority to suspend any House League Hockey convenor, assistant convenor, coach, manager, assistant coach, trainer or player for just cause, with consultation with the President and Director of Hockey Operations;
  - 11.9.2.5.** Communicate regularly with the other Directors to solve mutual problems and discuss concerns of mutual interest;
  - 11.9.2.6.** Perform other duties as assigned by the President and Board of Directors;
  - 11.9.2.7.** Plan ahead for the following year;
  - 11.9.2.8.** Conduct or cause to conduct a team meeting to appoint a parent liaison for each team in their area of responsibility;
  - 11.9.2.9.** Refer any protest occurring during games, and received in writing, to the Director of Hockey Operations;
  - 11.9.2.10.** Approve, along with the other Directors and Managers, find a permanent replacement when any long-term injury or illness to a goalie is sustained;
  - 11.9.2.11.** Be part of, if required, and review Coach selections for the upcoming season;
  - 11.9.2.12.** Be a member of the Discipline Committee; and
  - 11.9.2.13.** Attend monthly meetings of the Board of Directors.
- 11.9.3. Director of Representative Hockey shall:**
- 11.9.3.1.** Be responsible to the President and the Board of Directors for the overall management of Representative League Hockey under the By-Laws, rules, regulations, and policies and procedures of HHMH;
  - 11.9.3.2.** Preside over all Representative Hockey meetings;
  - 11.9.3.3.** Liaise with the Director of Hockey Operations;
  - 11.9.3.4.** Have the authority to suspend any Representative Hockey coach, manager, assistant coach, trainer or player for just cause, with consultation with the President and Director of Hockey Operations;
  - 11.9.3.5.** Communicate regularly with the other Directors to solve mutual problems and discuss concerns of mutual interest;
  - 11.9.3.6.** Perform other duties as assigned by the President and Board of Directors;
  - 11.9.3.7.** Plan ahead for the development for following season;
  - 11.9.3.8.** Conduct or cause to conduct a team meeting to appoint a parent liaison for each team in their area of responsibility;
  - 11.9.3.9.** Be part of, if required, and review Coach selections for the upcoming season.;
  - 11.9.3.10.** Refer any protest occurring during games and received in writing to the Director of Hockey Operations;
  - 11.9.3.11.** Approve, along with the other Directors and Managers, find a permanent replacement when any long-term injury or illness to a goalie is sustained;



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**11.9.3.12.** Be a member of the Discipline Committee; and

**11.9.3.13.** Attend monthly meetings of the Board of Directors.

**11.9.4. Director of Equipment shall:**

**11.9.4.1.** Be responsible to the Vice-President of Administration;

**11.9.4.2.** Liaise with the Director of Hockey Operations and Board of Directors to assess the needs of all leagues and divisions;

**11.9.4.3.** Be responsible for ordering new or used equipment as per budget allocation;

**11.9.4.4.** Review all equipment expenditures;

**11.9.4.5.** Keep a detailed inventory of all equipment and related accessories;

**11.9.4.6.** Make available all obsolete equipment and accessories to skate exchanges, when applicable and necessary;

**11.9.4.7.** Be responsible for purchasing and replacing all locks on all HHMH assigned lockers, immediately upon appointment;

**11.9.4.8.** Maintain all equipment and accessories;

**11.9.4.9.** Ensure that all equipment, accessories, keys, etc. are in their possession as teams complete their season;

**11.9.4.10.** Attend monthly meetings of the Board of Directors.

**11.10. Responsibilities of Managers**

**11.10.1. Manager House League shall:**

**11.10.1.1.** Be responsible to the Director of House League Hockey and the Director of Hockey Operations for the management of House League Hockey under the By-Laws, rules, regulations, and procedures of HHMH and have the authority to enforce the same;

**11.10.1.2.** Ensure that the rostering procedures for the participants of House League, as applicable, are complete;

**11.10.1.3.** Appoint, with co-operation of the convenors, all team staff necessary to run a successful division. These appointments are reported to the Board of Directors;

**11.10.1.4.** Receive, from the Director of Hockey of Operations, sufficient ice time and equipment to run a successful House League season;

**11.10.1.5.** Assign duties to convenors;

**11.10.1.6.** Perform other duties as assigned by the Director of House League Hockey or Director of Hockey Operations;

**11.10.1.7.** Be a member of the Discipline Committee when a house league issue is involved, as applicable; and

**11.10.1.8.** Attend monthly meetings of the Board of Directors.

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## **11.10.2. Manager of Advance House League/Select Hockey shall:**

- 11.10.2.1.** Be responsible to the Director of Hockey Operations and Director of House League for the management of Advanced Hockey League and Select Division under the By-Laws, rules, regulations, and procedures of HHMH and have the authority to enforce the same;
- 11.10.2.2.** Appoint and direct the activities of the coaches for all Advanced House League and Select Division teams subject to the approval of the Board of Directors;
- 11.10.2.3.** Appoint, with co-operation of the convenors, all team staff necessary to run a successful division. Such appointments shall be reported to the Board of Directors;
- 11.10.2.4.** Receive from the Director of Hockey Operations sufficient ice time and equipment to run a successful Advanced House League and Select League;
- 11.10.2.5.** Liaise with the Director of Hockey Operations to arrange, set up and run a development program for their assigned area of responsibility;
- 11.10.2.6.** Perform other duties as assigned by the Director of House League Hockey or Director of Hockey Operations;
- 11.10.2.7.** Be a member of the Discipline Committee when Advanced House League and Select Players are involved; and
- 11.10.2.8.** Attend monthly meetings of the Board of Directors.

## **11.10.3. Manager of Fundraising shall:**

- 11.10.3.1.** Be responsible to the Vice President of Administration and the Board of Directors;
- 11.10.3.2.** Organize and administer all fundraising activities of HHMH as approved by the Board of Directors;
- 11.10.3.3.** Work with HHMH Treasurer to review and approve spending reports from HHMH Representative Advanced House League and Select teams;
- 11.10.3.4.** Present to the Board of Directors a summary of Representative Advanced House League and Select Team fundraising activities quarterly;
- 11.10.3.5.** Make recommendations to improve HHMH policies related to fundraising actions as required; and
- 11.10.3.6.** Attend monthly meetings of the Board of Directors.

## **11.10.4. Manager of Coach Development (Technical Director) shall:**

- 11.10.4.1.** Be responsible to the Director of Hockey Operations;
- 11.10.4.2.** Establish, implement and evaluate on ice and off ice coach development programs;
- 11.10.4.3.** Liaise with the Directors of Hockey Operations, Director of House League Hockey, the Director of Representative Hockey, and Manager of Player Development;

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**11.10.4.4.** Liaise with the Manager Player Development to select volunteers and outside resources to perform the functions required for coach development;

**11.10.4.5.** Liaise with the OMHA concerning the coach mentor program and certification; and

**11.10.4.6.** Attend monthly meetings of the Board of Directors.

**11.10.5. Manager of Player Development shall:**

**11.10.5.1.** Be responsible to the Director of Hockey Operations;

**11.10.5.2.** Establish and implement player development programs;

**11.10.5.3.** Liaise with the Director of Hockey Operations, Director of House League Hockey, the Director of Representative Hockey, and the Manager of Coach Development;

**11.10.5.4.** Liaise with the Manager of Coach Development to select volunteers and outside resources to perform the functions required for player development; and

**11.10.5.5.** Attend monthly meetings of the Board of Directors.

**11.10.6. Head of Officials shall:**

**11.10.6.1.** Be responsible to the Director of Hockey Operations;

**11.10.6.2.** Manage the referee scheduling for all levels of HHMH hockey based on the schedule and requests from teams (exhibition games);

**11.10.6.3.** Liaise with Registrar/Ice Scheduler for scheduling and other referee requirements;

**11.10.6.4.** This role is hired by HHMH and includes an annual bursary fee for managing referees for the organization; and

**11.10.6.5.** Attend quarterly meetings of the Board of Directors, however not for voting purposes.

**11.10.7. Head Trainer shall:**

**11.10.7.1.** Be responsible to the President and liaise with Director of Hockey Operations;

**11.10.7.2.** Monitor and review all incidences that occur with our HHMH teams, managing the follow up for return to hockey and providing guidance with situations;

**11.10.7.3.** Make recommendations for Trainer requirements and the program;

**11.10.7.4.** Report summary of incidences to our Board of Directors; and

**11.10.7.5.** Attend monthly meetings of the Board of Directors.

**11.10.8. Manager of Junior Hockey shall:**

**11.10.8.1.** Be responsible to the Director of Hockey Operations and liaise with the Director of Representative Hockey;

**11.10.8.2.** Be responsible for the U7-U13 program;

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- 11.10.8.3.** Contribute to the selection of U7-U13 Coaches;
- 11.10.8.4.** Other duties as assigned; and
- 11.10.8.5.** Optional attendance monthly meetings of the Board of Directors.
- 11.10.9. Directors At Large shall:**
  - 11.10.9.1.** Report to the Board of Directors;
  - 11.10.9.2.** Perform other duties as assigned by the Board of Directors; and
  - 11.10.9.3.** Voluntarily attend monthly meetings of the Board of Directors.
- 11.11. Responsibilities of staff**
  - 11.11.1. Director of Hockey Operations shall:**
    - 11.11.1.1.** Be responsible for all Hockey Operations at HHMH;
    - 11.11.1.2.** Be responsible to the President and the Board of Directors for the overall management of all hockey operations under the By-Laws, rules, regulations, and policies and procedures of HHMH;
    - 11.11.1.3.** Liaise with Director of Representative Hockey and Director of House League Hockey;
    - 11.11.1.4.** Oversee the activities of the Manager of Advanced House League, Select Hockey, Tournament Organizers (third parties) Head of Officials, Initiation Program Coordinator, Head Trainer, Manager of Player Development, Manager of Coach Development, and Registrar/Ice Scheduler;
    - 11.11.1.5.** Be responsible to form a committee to recruit, interview, and select coaches for the upcoming season;
    - 11.11.1.6.** Have final approval, considering all factors and with the advice the Manager of Representative Hockey, of applications for a player to try out for the next highest AA, A or B/BB (or equivalent) team;
    - 11.11.1.7.** Approve all exhibition games and tournaments as prescribed in the applicable By-Laws and rules;
    - 11.11.1.8.** Support the Registrar for the rostering of all HHMH Hockey Teams;
    - 11.11.1.9.** Be a member of the Discipline Committee;
    - 11.11.1.10.** Be a member of the Budget Committee;
    - 11.11.1.11.** Chair the Representative and House League Operations Committees;
    - 11.11.1.12.** Represent HHMH as assigned with OMHA, OHF and Hockey Canada;
    - 11.11.1.13.** Represent HHMH as assigned with the Town of Halton Hills; and
    - 11.11.1.14.** Represent HHMH as assigned with Tri-County Hockey.

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## **11.11.2. Registrar/Ice Scheduler shall:**

- 11.11.2.1.** Be responsible to the Director of Hockey Operations and the Board of Directors;
- 11.11.2.2.** Allocate the ice time to the various leagues, divisions, development programs, etc., that are operated by HHMH, in cooperation with the Director Hockey Operations, Director House League Hockey and the Director of Representative Hockey;
- 11.11.2.3.** Ensure that all HHMH ice is used efficiently;
- 11.11.2.4.** Roster all teams with HHMH with support from the Director of Hockey Operations;
- 11.11.2.5.** Be responsible for all aspects of Member registration, including assigning duties to aid in registration;
- 11.11.2.6.** Organize and assign duties to registration committee (informal committee) members; and
- 11.11.2.7.** Attend monthly meetings of the Board of Directors.

## **12. COMMITTEES OF THE BOARD**

### **12.1. Standing Committees of the Board:**

- 12.1.1.** Core Executive Committee;
- 12.1.2.** House League Hockey Operations Committee;
- 12.1.3.** Representative Hockey Operations Committee;
- 12.1.4.** Budget Committee; and
- 12.1.5.** Complaint Resolution Committee.
- 12.1.6.** Nothing in this By-Law #1 shall be construed to limit the ability of the Directors and Members of HHMH from abolishing or creating Standing Committees by By-Law or from establishing such ad hoc committees or subcommittees by Directors' resolution as may be desired or required from time to time.

### **12.2. Core Executive Committee shall:**

- 12.2.1.** Be chaired by the President and shall consist of Vice President of Administration, Director of Hockey Operations, Director of House League Hockey, Director of Representative Hockey, Secretary, Treasurer, and Past President.
- 12.2.2.** Be responsible for the day to day management of the affairs of HHMH, including monitoring of all Committees to ensure all Policies of HHMH are being complied with;
- 12.2.3.** During the intervals between meetings of the Board of Directors, act in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next meeting of the Board. Such action shall not involve any change of Policy or the authorization of unbudgeted expenditures and any

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action taken shall be submitted to the Board for ratification at the next meeting of the Board of Directors;

- 12.2.4.** Review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for Resolution;
- 12.2.5.** Present a report regarding the activities of the Core Executive Committee to the Board;
- 12.2.6.** Submit to the Budget Committee an estimate of revenues and expenditures of the Core Executive Committee for the next fiscal year of HHMH;
- 12.2.7.** Recommend Policy to the Board regarding management and administrative issues related to HHMH; and
- 12.2.8.** Deal with any other matters assigned to it by the Board or by the President.

### **12.3. House League Hockey Operations Committee shall:**

- 12.3.1.** Consist of the Director of Hockey Operations as Chair, Director of House League Hockey, Manager of House League, and house league convenors;
- 12.3.2.** Operate the House League Hockey program pursuant to the Policies of HHMH;
- 12.3.3.** Establish and monitor Policies relating to House League Hockey operations provided that such Policies shall be and remain consistent with all other Policies of HHMH and approved by the Board;
- 12.3.4.** Recruit and train volunteers to perform the functions required to operate the House League Hockey operations;
- 12.3.5.** Recruit and train volunteers to perform the functions required to operate the House League Hockey operations;
- 12.3.6.** Present a report regarding House League Hockey operations to the Board; and
- 12.3.7.** Recommend Policy to the Board regarding House League Hockey operations.

### **12.4. Representative Hockey Operations Committee shall:**

- 12.4.1.** Consist of the Director of Hockey Operations as Chair, Director of Representative Hockey, Manager of Player Development and Manager of Coach Development;
- 12.4.2.** Operate the Representative Hockey program pursuant to the Policies of HHMH;
- 12.4.3.** Establish and monitor Policies relating to Representative Hockey operations provided that such Policies shall be and remain consistent with all other Policies of HHMH and approved by the Board;
- 12.4.4.** Recruit and train volunteers to perform the functions required to operate Representative Hockey operations;
- 12.4.5.** Represent and promote the interests of HHMH in relation to any Representative Hockey involvement of HHMH with any other local minor hockey associations or leagues;

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- 12.4.6.** Submit to the Budget Committee in each year an estimate of revenues and expenditures of the Representative Hockey Operations Committee for the next fiscal year of HHMH;
- 12.4.7.** Present a report regarding Representative Hockey operations to the Board monthly; and
- 12.4.8.** Recommend Policy to the Board regarding Representative Hockey operations.

### **12.5. Budget Committee shall:**

- 12.5.1.** Consist of the Vice President of Administration as Chair, one (1) member of the House League Hockey Operations Committee, one (1) member of the Representative Hockey Operations Committee, the Treasurer, Director of Hockey Operations, Office Administrator;
- 12.5.2.** Report to their appropriate Director;
- 12.5.3.** Prepare a budget for HHMH for the next fiscal year for submission to the Board for approval;
- 12.5.4.** Liaise with all Committees of the Board to receive estimates of revenues and expenditures for the next fiscal year of HHMH for purposes of preparing the Budget;
- 12.5.5.** Finalize schedule of budget submissions from all committees on an annual basis;
- 12.5.6.** Attend team meetings when requested by a Director; and
- 12.5.7.** Recommend Policy to the Board regarding financial budgeting and planning.

### **12.6. Complaint Resolution Committee shall:**

- 12.6.1.** Consist of the President, Director of Hockey Operations, Manager of Risk Management, applicable Director of the division involved, convenor of the division involved if applicable, and if required, Director of Risk Management. The Chair of the Complaint Resolution Committee will be appointed by the Board of Directors;
- 12.6.2.** Ensure all players and team officials adhere to the rules and regulations of HHMH, adjudicate all breaches of conduct and/or rules and regulations committed by any player or team official within HHMH;
- 12.6.3.** Ensure fairness and impartiality in all disciplinary matters;
- 12.6.4.** Advise the President and/or Core Executive on all matters pertaining to discipline within the scope of HHMH, respecting confidentiality as directed by the Director of Risk Management;
- 12.6.5.** Develop standards for the application of discipline and to disseminate such standards to all Members of HHMH prior to commencement of the hockey season;
- 12.6.6.** Maintain all records of disciplinary action during the course of appointment whether such actions are taken by the Complaint Resolution Committee or Board of Directors;
- 12.6.7.** Follow appeal procedures; and
- 12.6.8.** Responsible to the Board of Directors.

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## 12.7. Standing Committee Procedures:

- 12.7.1. All Standing Committees shall comply with all By-Laws, guidelines, Policies and procedures of HHMH as determined by the Board of Directors or the Members of HHMH, from time to time, and also shall comply with all requirements of the OMHA, the OHF, Hockey Canada, and, if applicable, any other hockey organizations with which HHMH teams are participating;
- 12.7.2. **Meetings.** Each Standing Committee shall meet at the call of the Chair but shall meet not less than four (4) times per year;
- 12.7.3. **Notice.** Notice of all meetings of Standing Committees shall be communicated to all members of the Standing Committee at least seven (7) days prior to the meeting, except that such notice may be waived by consent of all members of the Standing Committee;
- 12.7.4. **Quorum.** A quorum for a Standing Committee shall be a majority of the members of the Standing Committee;
- 12.7.5. **Voting Rights.** Each member of a standing committee present at a meeting shall be entitled to one vote. In the case of an equality of votes, the Chair shall have a second or casting vote; and
- 12.7.6. **Minutes.** Standing Committees shall maintain and keep minutes of their meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.

12.8. **Sub-Committees and Ad Hoc Committees.** The Standing Committee procedure also shall govern the procedure of all sub-committees and ad hoc committees of HHMH.

## 13. EXECUTION OF DOCUMENTS

- 13.1. **Execution of Documents.** Any two Officers of the Board may sign documents generally or to sign specific documents. The corporate seal of HHMH, when required, shall be affixed to documents executed in accordance with the foregoing.
- 13.2. **Books and Records.** The Board shall ensure that all necessary books and records of HHMH required by the By-Laws of HHMH or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping either in hardcopy or electronically.

## 14. FINANCIAL YEAR

- 14.1. The financial year of HHMH shall terminate on the 31<sup>st</sup> day of May in each year.

## 15. BANKING ARRANGEMENTS

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



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- 15.1.1. Operate the accounts of HHMH with a bank or a trust company;
  - 15.1.2. 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;
  - 15.1.3. Issue receipts for and orders relating to any property of HHMH; and
  - 15.1.4. Authorize any officer of the bank or trust company to do any act or thing on behalf of HHMH to facilitate the business of HHMH.
  - 15.1.5. All cheques must have two (2) signatures by appointed signing officers.
- 15.2. Deposit of Securities.** The securities of HHMH shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of HHMH signed by such Officer or Officers, agent or agents of HHMH, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### 16. BORROWING BY HHMH

- 16.1. Borrowing Power.** Subject to the limitations set out in Articles of Incorporation or Articles of Reinstatement, and any amendment thereto or Policies of HHMH, the Board may by resolution authorize HHMH to:
- 16.1.1. Borrow money on the credit of HHMH;
  - 16.1.2. Issue, sell or pledge securities of HHMH; or
  - 16.1.3. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of HHMH, 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 HHMH.
- 16.2. Borrowing Resolution.** From time to time, the Board may authorize any Director or Officer of HHMH or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by HHMH.

### 17. NOTICE

- 17.1. Computation of Time.** In computing the date when notice must be given under any provision of this By-Law #1 requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is included, unless otherwise provided.

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**17.2. Omissions and Errors.** The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the accountant of HHMH or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at such meeting. Any Director, Member or the accountant of HHMH may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

### **18. PASSING AND AMENDING BY-LAWS**

**18.1.** Except for the purposes of 7.1 and 7.2 whenever under the provisions of this By-Law #1 of HHMH, notice is required to be given, such notice may be given either personally, or in writing to the Director, Officer or Member. The Board or a Member in good standing may recommend amendments to the By-Laws of HHMH from time to time, to the Members.

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

**18.3.** A By-Law or an amendment to a By-Law recommended by the Board may be presented for adoption at the next Annual General Meeting of the Members of HHMH. The notice of such Annual General Meeting shall refer to, describe or explain the By-Law or amendment(s) to the By-Law to be presented at the meeting of the Members.

**18.4.** The Members at the General Meeting of Members may adopt or confirm the proposed By-Law, or amended By-Laws as presented or amend or reject the proposed By-Law or amended By-Laws.

**18.5.** 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 HHMH at least thirty (30) days prior to the Annual General Meeting.

**18.6.** All members in good standing shall have access to any proposed amendments to the By-Laws, at least seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.

### **19. REPEAL OF PRIOR BY-LAWS**

**19.1. Repeal.** All prior By-Laws of HHMH, including the document entitled the "Constitution" of HHMH are hereby repealed.

**19.2. Proviso.** The repeal of all prior By-Laws of HHMH shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Law.

### **20. RULES OF PROCEDURE**

**20.1.** The Rules contained in the most current edition of "Procedures for Meetings and Organizations" by M.K. Kerr and Hubert W. King shall govern the rules and procedures to be used in conducting

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the meetings and affairs of HHMH 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 HHMH.

### **21. EFFECTIVE DATE**

- 21.1.** This By-Law #1 shall come into force without further formality upon its enactment after approval by the Members of HHMH as hereinbefore set out.
- 21.2.** The foregoing By-Law #1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the voting Members at a General Meeting of the Members of HHMH duly called and held at Mold Masters, Alcott Room, and at which a quorum was present on the 10<sup>th</sup> day of October 2024.