

# Markham Waxers AAA Zone Inc



## BY-LAWS

**March 2004**

Revised February 28, 2003  
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Executive Directors, MWAZ

# Markham Waxer AAA Zone Inc.

By-Law Number One



Markham Waxer AAA Zone Inc

CONSTITUTION AND BY-LAWS

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Markham Waxer AAA Zone Inc.  
BY-LAW NO. 1

A by-law relating to the conduct of the affairs of the Markham Waxer AAA Zone Inc.

BE IT ENACTED as a by-law of Markham Waxer AAA Zone Inc. as follows:

1. DEFINITIONS

- 1.1 In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:
- (a) "Association" means Markham Waxer AAA Zone Inc. (or such other name as the Association may in the future legally adopt);
  - (b) "Board" means the Board of Directors of the Association;
  - (c) "HC" means the Hockey Canada (or such other name as the Hockey Canada may in the future legally adopt);
  - (d) "Corporations Act" means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;
  - (e) "Director" means an individual who has been elected to the Board of Directors of the Association;
  - (f) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
  - (g) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
  - (h) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
  - (i) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
  - (j) "MWAZ" means Markham Waxer AAA Zone Inc.
  - (k) "Members" means all classes of membership in the Association as provided for in section 5.
  - (l) Members in good standing is defined as one who does not owe any applicable MWAZ fees, assessments, etc., and who is not the subject of any current disciplinary action. Any member, who requests a release form, relinquished their membership status. A member may be reinstated by the Executive.
- 1.2 All terms defined in the Corporations Act have the same meaning in this By-law and all other By-laws and Resolutions of the Association.

## **2. REGISTERED OFFICE/BOUNDARY AND SEAL**

- 2.1 The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.
- 2.2 The registered head office of the Association shall be in the in the Town of Markham, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.
- 2.3 The boundaries of the Association shall be as per OMHA Boundary Committee document: North to Nineteenth Ave. east to the York / Durham Town line. The west side of Highway 404 south to Highway #7, west to Yonge Street., south to Steeles Ave East, and all the encumbers the Town of Whitchurch/Stouffville.

## **3. MISSION OF THE ASSOCIATION**

- 3.1 The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of the Town of Markham including Unionville, Thornhill & Whitchurch /Stouffville.
- a) The opportunity for all eligible individuals to participate in recreational house league ice hockey, and to provide community based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play;
- b) The development of and participation in representative ice hockey and provide the opportunity to participate at the highest competitive level;
- c) To instil in all players, coaches, managers and members associated with the MWZC good sportsmanship, correct and proper behaviour on and off the ice, respect for authority and team play;
- d) The Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objects.
- e) MWZC shall be an advocate for “AAA Hockey” and on an ongoing basis, further the development of “AAA hockey programs by:
- i) Encouraging the highest degree of sportsmanship and fair treatment amongst all its' members and participants/players
  - ii) Actively promoting MWZC to other hockey organizations and affiliates, community sponsors, civic leaders and the public at large
- f) MWZC's object is to maintain and further advance “AAA” hockey program for the benefits of eligible resident players of OMHA's MWZC home centers:
- Markham Waxer Minor Hockey Association (MWMHA)
  - Markham Minor Hockey Association
  - Unionville Minor Hockey Association
  - Whitchurch-Stouffville Minor Hockey Association(WSMHA)
- g) Mission Statement is as follows: “The MWZC shall continually strive to become an improved hockey organization exemplifying the standard for others to follow”

#### 4. AFFILIATIONS

- 4.1 The Association shall have the following affiliations:
- (a) The Association shall be a member of the OMHA; and,
  - (b) The Association shall operate in cooperation with the Recreation and Parks Department of the Town of Markham and Whitchurch/Stouffville
  - © The Association shall operate in co-operation with MMHA

#### 5. CLASSES OF MEMBERSHIP

- 5.1 There shall be three (3) classes of Membership in the Association:
- (a) Active Membership;
  - (b) Parent/Guardian Membership;
  - (c) Honorary Lifetime Membership.

#### 6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

(a) Active Membership:

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

(b) Parent/Guardian Membership:

Parent/Guardian members shall include all parents and or legal guardians of registered players in good standing where the registered player is under the age of eighteen (18) years. Only one Parent/Guardian member of a registered player shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association.

(c) Honorary Lifetime Membership:

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

Any Director who has served for a period of five consecutive years will automatically be entitled to Life Membership in MWZC.

**Honorary Members will have no vote but may attend members meetings and by invitation,**

## **meeting of the Board and Committees of MWAZ.**

### **(d) 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 the Association, no person may hold more than one (1) class of membership. It is therefore mandatory that each member shall declare himself/herself prior to the start of any meeting of the membership and advise the chairperson of the membership class he/she wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.

### 6.2 Membership List:

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

### 6.3 Membership Year

Unless otherwise determined by the Board, every Membership, other than Honorary Lifetime Memberships shall commence on or after September 1 in each year, and shall lapse and terminate on the 31st day of August next following the date on which such Membership commenced.

### 6.4 Termination

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

#### 6.5 Membership Fees

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

#### 6.6 Right to Vote

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

#### 6.7 Record Date

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

### **7. MEETINGS OF THE MEMBERSHIP**

#### 7.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year within the last ten (10) days of June, at a time, 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;

- a) Approval of the agenda;
- b) Approval of the minutes of the previous Meeting of the Membership;
- c) Receiving reports of the activities of the Association during the preceding year;
- d) Receiving information regarding the planned activities of the Association for the current year;
- e) Receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;
- f) Appointment of the Auditor for the ensuing year;
- g) Consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- h) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 6:00 p.m. on May 10th, immediately preceding the Annual General Meeting;
- i) Election of the new Board.

#### 7.2 Additional General Meetings of Members

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



### 7.3 Notice

a) Annual General Meeting:

Notice of the Annual General Meeting to be held within the last ten (10) days of June in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting, and such notice shall be distributed to all Members at the last known address recorded for such Members in the records of the Association. As well, such notice shall be posted in all Association Arenas at least thirty (30) days prior to the date of the Meeting.

b) Additional General Meetings of the Membership:

Notice of any Additional General Meetings of the Membership shall be distributed to all Members at the last known address recorded in the records of the Association. Such notice shall be posted in all Association Arenas within at least fifteen (15) days prior to the date of the Meeting.

c) Error or Omission in Notice:

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

### 7.4 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of 13 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

### 7.5 Voting Procedures:

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

### 7.6 No Proxies:

Proxies will not be permitted. Members must be present in person at Additional General Meetings

and Annual General Meetings of the Membership in order to exercise their voting rights in relation to matters coming before an Additional General Meeting or an Annual General Meeting of the Membership.

7.7 Adjournments

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

7.8 Chair:

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

## 8. BOARD OF DIRECTORS

8.1 Composition

(a) Eligibility

A Director:

- (i) Shall be eighteen (18) or more years of age;
- (ii) Shall not be an un-discharged bankrupt or of unsound mind;
- (iii) Shall be a Member of the Association at the time of his or her election or appointment;
- (iv) Shall remain a Member of the Association throughout his or her term of office.

b) Number of Directors:

The affairs of the Association shall be managed by a Board, which consists of 4 elected Directors and two (2) appointed Directors.

c) The number of elected directors shall never be less than (3) people

d) Term of Office:

- i) The Directors shall be eligible to be elected or appointed for four (4) consecutive terms of one (1) year each and shall not be eligible for election or appointment to the same Director position for a fifth (5<sup>th</sup>) consecutive one (1) year term.
- ii) The term of all incumbent Directors at the date of adoption of this Bylaw shall expire and terminate by special resolution of the Board following the Annual General Meeting prior to June 30th that follows said meeting.

e) Rotation of Directors

- (i) Each year at the June General Meeting of Members of the Association, the Members of the Association shall elect the Directors of House League Hockey and Representative Hockey for one (1) year terms each; and, a number of Directors

equal to the number of Directors whose term is ending shall be elected to the Board for two (2) year terms each (alternatively six (6) Directors in even years and seven (7) Directors in odd years);

(ii) In order to establish a rotation of Directors on the Board, the election of Directors next following the implementation of this By-law shall provide for the election of the Directors of House League Hockey and Representative Hockey for one (1) year terms; the election of six (6) Directors for a term of two (2) years each and the election of seven (7) Directors for a term of one (1) year each. Thereafter, a number of Directors equal to the number of Directors whose term is ending shall be elected for two (2) year terms each;

(iii) In order to implement the provisions of this Bylaw, the term of all incumbent Directors of the Association at the date of adoption of this Bylaw, shall expire and terminate on the date of the April General Meeting next following the date of implementation of this Bylaw.

(iv) Chart showing even and odd years for rotation of directors.

f) Change in Number of Directors:

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

## **9. PROCEDURE FOR ELECTION OF DIRECTORS**

### **9.1 Nominations:**

The election of Directors shall take place at the Annual General Meeting of the Membership. No election or appointment of a Board Member is effective without consent given in writing prior to the election or appointment. Nomination Forms for the Board shall be available each year from the Secretary by January 31<sup>st</sup>. A Nomination Form must be completed by all nominees and two (2) nominators who are Members of the Association. Such completed form must be delivered to the Secretary prior to the election.

### **9.2 Board Positions:**

The Board shall consist of the following;

- a) Past President - (immediate)
- b) President - Elected - one (2) year term
- c) Vice President - Elected - one (2) year term
- d) Secretary/Treasurer - Elected - one (2) year term
- e) Appointee from Whitchurch/Stouffville MHA - one (2) year term
- f) Appointee from MMHA - one (2) year term

### **9.3 Election Procedures:**

The Chair of the Nominations and Elections Committee shall post in all Association arenas a listing

of all individuals who have been nominated for election to the Board on or before the fifteenth (15<sup>th</sup>) day of March in each year. Such listing shall identify what position each nominee is seeking election for. Nominations may also come from the floor at the Annual General Meeting.

9.4 Vacancies:

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite applications from the Membership for appointment to the vacancy on the Board. The Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated.

9.5 Termination

(a) Removal of Director by Membership

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

(b) 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.

(c) Resignation

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

## 10. BOARD RESPONSIBILITIES

10.1 Governance:

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

10.2 Board Meetings

(a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than six (6) times per year.

(b) Special Board Meetings

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

Meeting.

#### 10.3 Notice of Board Meetings

(a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting.

(b) 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.

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

#### 10.4 Error in Notice

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

#### 10.5 Adjournment of Board Meetings

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

#### 10.6 Quorum

A quorum for a Board Meeting shall be 3 Directors. No business of the Board shall be transacted in the absence of a quorum.

#### 10.7 Voting Rights

Each Director, present at a Board Meeting, including the Chair, shall be entitled to one vote. The Chair shall have a second vote in the event of a tie vote.

#### 10.8 Voting Procedures

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

#### 10.9 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association; provided that, the Board of Directors may establish Policies relating to the

reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

#### 10.10 Conflict of Interest

- (a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.
- (b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.
- (c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- (d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- (e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

#### 10.11 Indemnification of Directors

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

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

#### 10.12 Confidentiality

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

#### 10.13 Rules of Operation

Notwithstanding any other provision contained in this By-law, the board shall have the power to pass without any confirmation or ratification by the members of the Corporation all necessary rules and regulations as they deem expedient related in any way to the operations of the Corporation, including, without limitation, the conduct of members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Corporation or this By-law.

The Rules of Operation should not deal with such things as: fees and dues of members; qualification, admission, transfer, classes and termination of memberships; qualification and election of directors; meetings of directors and/or members; appointment and duties of officers; execution of documents; establishment of and procedures for committees; auditors and fiscal year-end; and amending by-laws, which matters are more properly dealt with in the By-laws. Rules of Operation should strictly deal with only those day-to-day matters directly affecting the member teams and players such as hockey jerseys, tournaments, player and parent conduct and discipline, harassment and abuse, referees and officials, player release, equipment and ice time to name a few.

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

#### 11.1 Elected/Appointed Directors:

- a) The Elected Directors shall be the Past President, President, Vice-President, Treasurer/Secretary, Appointee from Whitchurch / Stouffville MHA and MMHA.
- (b) A Director shall not hold more than one Office, nor hold the same Office for more than four (4) consecutive years.

#### 11.2 Assistants to Officers

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

#### 11.3 Eligibility for Office:

- a) The President and Vice President must have served on the Board for at least two (4) years immediately prior to election to either of these positions.
- b) The Association shall endeavour to nominate as Treasurer a Director who has employment experience and skills in accounting procedures.
- c) Make up of the board

#### 11.4 Term of Office

- a) The elected Officers shall hold Office until the June General Meeting held approximately one year after the Officers are elected.
- b) At the termination of office, all records and properties must be returned to an officer of the association.

11.5 Termination of Officers

(a) 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 his or her term of Office.

(b) Resignation

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

11.6 Vacancies in Office

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

(a) The Board shall fill vacancies in other Offices for the balance of the unexpired terms from among those eligible to serve.

11.7 Responsibilities of Directors

a) Past President:

The Past President shall:

- i) chair the Nominations and Elections Committee;
- ii) be available to assist any Director requiring assistance in the completion of his or her functions;
- iii) carryout other duties as assigned by the Board, Executive Committee, or the President

b) President:

The President shall:

- i) represent the Association in the Community;
- ii) act as Chair of the Board, the Executive Committee, and at all Meetings of the Membership;
- iii) exercise general supervision of the Association in accordance with Policies determined by the Board;
- iv) be a non-voting Member of all committees and sub-committees of the Association;
- v) report regularly to the Board on matters of interest;
- vi) delegate tasks as necessary;
- vii) signing authority.



c) Vice President:

The Vice-President shall:

- i) assume the duties of the President in the absence for any reason of the President;
- ii) monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
- iii) be available to assist any Director requiring assistance in the completion of his or her functions;
- iv) be the primary contact for the OMHA;
- v) ensure that each convenor receives a copy of the Referees rule book and OMHA Manual of Operations.
- vi) carry out duties as assigned by the Board, the Executive Committee or the President;
- vii) Signing Authority
- viii) Serve as MWZC's representative on the Eastern "AAA" Hockey League (ETA) Executive;
- ix) Act as Chair of the Coaches Selection Committee; monitor the formation of the affiliated players lists and player movement between the association and Zone Centres. Be responsible and enforce the amount of non Markham players per team as set forth by the MWZC executive.

d) Treasurer/Secretary – shared

The Treasurer shall:

- i) ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- ii) ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;
- iii) present a Report of the Auditor from the previous year and a projected financial position for the current year to the Membership at the Annual General Meeting;
- iii) evaluate, review and recommend financial policy to the Executive Committee and to the Board;
- v) chair the Budget Committee;
- vi) chair the Sponsorship Committee;
- vii) carry out duties assigned by the Board, the Executive Committee or the President;
- viii) Financial Report to the Board as required
- ix) Signing Authority.

a) Secretary:

The Secretary shall:

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

e) Appointee from Whitchurch/Stouffville MHA:

The Home Centre Representative(s) upon his/her appointment letter being received and noted in the minutes of an Executive Meeting, the Executive may designate the named Representative a member of the Executive Board. Upon being so designed, the Representative's duty shall be to attend all meetings, participate in debate and exercise his/her vote as may be required hereto.

In this regards the Representative shall:

- i) Act as a liaison between his/her home centre and MWZC and report matters of mutual interest to the monthly Executive Meetings of both the home centre and those of MWZC;
- ii) Help facilitate the registration requirements of players from his/her home centre;
- iii) Post notices and/or otherwise advise the home centre Executive and their members of MWZC activities including try-outs which shall include dates, times and locations.

## 12. COMMITTEES OF THE BOARD

### 12.1 Standing Committees:

The following committees shall be Standing Committees of the Board:

- a) Executive Committee;
- b) Representative Hockey Operations Committee;
- c) Budget Committee;

- d) Nominations and Elections Committee;
- e) Ice Scheduling Committee;
- f) Registration Committee;
- g) Sponsorship Committee.

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

12.3 Executive Committee:

- a) The Executive Committee shall be chaired by the President, and shall consist of the Vice-President, the Secretary, the Treasurer, the Past President and the Risk Management Director and shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.
- b) The Executive Committee shall:
  - i) during the intervals between the Board Meetings, take action 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 Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board Meeting;
  - ii) review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for Resolution;
  - iii) present a report regarding the activities of the Executive Committee to the Board;
  - iv) submit to the Budget Committee an estimate of revenues and expenditures of the Executive Committee for the next fiscal year of the Association;
  - v) recommend policy to the Board regarding management and administrative issues related to the Association;
  - vi) deal with any other matters assigned to it by the Board or by the President.

12.4 Representative Hockey Operations Committee:

- a) The Representative Hockey Operations Committee shall consist of the Representative Hockey Director, as Chair, and shall consist of the Representative Hockey Team Managers and the Vice President.
- b) The Representative Hockey Operations Committee shall:
  - i) operate the Representative Hockey Program pursuant to the Policies of the Association;
  - ii) establish and monitor Policies relating to Representative Hockey Operations provided that such Policies shall be and remain consistent with all other Policies of the Association and approved by the Board;
  - iii) recruit and train volunteers to perform the functions required to operate the Representative Hockey Operations;
  - ii) represent and promote the interests of the Association in relation to any

Representative Hockey involvement of the Association with any other local minor hockey associations or leagues;

- iii) 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 the Association;
- iv) present a report regarding Representative Hockey Operations to the Board;
  - i) select Ad-Hoc committees as required;
  - ii) recommend policy to the Board regarding Representative Hockey Operations.

12.5 Budget Committee:

- a) The Budget Committee shall be chaired by the Treasurer and shall consist of two (2) members of Representative Hockey Operations Committee.
- b) The Budget Committee shall:
  - i) prepare a budget for the Association for the next fiscal year for submission to the Board for approval;
  - ii) liaise with all Committees of the Board to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the Budget;
  - iii) finalize schedule of budget submissions from all committees on an annual basis;
  - iv) recommend policy to the Board regarding financial budgeting and planning.

12.6 Nominations and Elections Committee

- a) The Nominations and Elections Committee shall be chaired by the Past President and shall consist of two (2) member of the Representative Hockey Operations Committee.
- b) The Nominations and Elections Committee shall:
  - i) solicit nominations for each Board position, which is to become vacant including nominations for each Annual General Meeting;
  - ii) be responsible for conducting the annual election of Directors in accordance with the provisions contained in this By-Law;
  - iii) submit to the Budget Committee each year an estimate of revenues and expenditures of the Nominations and Elections Committee for the next fiscal year of the Association;
  - iv) present a report regarding Nominations and Elections to the Board;
  - v) recommend policy to the Board regarding Nominations and Elections.

12.7 Ice Scheduling Committee:

- a) The Ice Scheduling Committee shall be chaired by the Director of Special Projects and shall consist of one (1) member of the House League Hockey Operations Committee and two (2) member of Representative Hockey Operations Committee.
- b) The Ice Scheduling Committee shall:
  - i) assess the ice requirements for the Association and shall enter negotiation with the

- town to meet these needs;
- ii) apportion the ice and times in a fair and equitable manner;
- iii) work with the Board executives in determining the ice budget;
- iv) present a report regarding Ice Scheduling to the Board;
- v) recommend policy to the Board regarding Ice Scheduling.

12.8 Registration Committee

- c) The Registration Committee shall be chaired by the Secretary and shall consist of two (2) member of Representative Hockey Operations Committee.
- d) The Registration Committee shall:
  - vi) recruit and train volunteers to perform the functions required for registration;
  - vii) establish registration forms and procedures;
  - viii) conduct registration for all applicants eligible to participate in Association Ice Hockey Programs;
  - ix) maintain a register of receipts regarding all registration fees received by the Association and forward all monies promptly to the Treasurer for deposit to the credit of the Association;
  - x) maintain a current registration list of all players including mailing addresses, telephone numbers and Parent/Guardian name(s);
  - xi) supply to the Directors of Representative Hockey Operations and House League Hockey Operations current registration information in a timely fashion;
  - xii) ensure that all players are registered with the OMHA;
  - xiii) communicate any changes in registration immediately to Directors or other individuals who are affected by such change;
  - xiv) submit to the Budget Committee in each year an estimate of revenues and expenditures of the Registration Committee for the next fiscal year of the Association;
  - xv) present a report regarding Registration Operations to the Board;
  - xvi) recommend policy to the Board regarding registration;

12.9 Sponsorship Committee:

- a) The Sponsorship Committee shall be chaired by the Treasurer and shall consist of two (2) members of Representative Hockey Operations Committee.
- b) The Sponsorship Committee shall:
  - i) recruit and train volunteers to perform the functions required for sponsorship for the Association;
  - ii) set up an accurate recording system covering income and disbursements relating to sponsorship for delivery to the Treasurer;
  - iii) actively pursue new sponsorship projects;
  - iv) manage and supervise current sponsorship endeavours;
  - v) submit to the Budget Committee in each year an estimate of revenues and expenditures of the Sponsorship Committee for the next fiscal year of the Association;
  - vi) present a report regarding sponsorship to the Board;
  - vii) recommend policy to the Board regarding sponsorship.

#### 12.1 0 Standing Committee Procedure

- (a) All Standing Committees shall comply with all bylaws, guidelines, Policies and procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OMHA, the OHF, the CHA, and, if applicable, any other hockey organizations with which Association teams are participating.

(b) Meetings:

Each Standing Committee shall meet at the call of the Chair but shall meet not less than four times per year.

(c) Notice:

Notice of all Meetings of Standing Committees shall be communicated to all Members of the standing committee at least seven (7) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Standing Committee.

(d) Quorum:

A quorum for a Standing Committee shall be a majority of the Members of the Standing Committee.

(e) Voting Rights:

Each Member of a standing committee present at a Meeting shall be entitled to one vote; In the case of an equality of votes, the Chair shall have a second or casting vote.

(f) Minutes:

Standing Committees shall maintain and keep minutes of their Meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.

(g) Annual Report:

Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Membership at the Annual General Meeting of the Association.

#### 12.11 Sub-Committees and Ad Hoc Committees

The Standing Committee procedure also shall govern the procedure of all sub-committees and ad hoc committees of the Association.

### **13. EXECUTION OF DOCUMENTS**

#### 13.1 Execution of Documents:

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

#### 13.2 Books and Records:

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

### **14. FINANCIAL YEAR**

14.1 The financial year of the Association shall terminate on the 15th day of April 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 the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the accounts of the Association with a bank or a trust company;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Association;
- (d) authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

#### 15.2 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the 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 THE ASSOCIATION**

### **16.1 Borrowing Power:**

Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, By-laws or Policies of the Association, the Board may by Resolution authorize the Association to:

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge securities of the Association; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

### **16.2 Borrowing Resolution:**

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

## **17. NOTICE**

### **17.1 Computation of Time:**

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

### **17.2 Omissions and Errors:**

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

### **17.3 Method of Giving Notice:**

Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or Member at his or her address as the same appears in the records of the Association. Any notice or other



documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address of any Member, Director or Officer shall be his or her last address in the records of the Association.

## 18. PASSING AND AMENDING BY-LAWS

- 18.1 The Board **and a member in good standing** may recommend amendments to the By-laws of the Association from time to time, to the Membership.
- 18.2 If the Board intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.
- 18.3 (a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.
- (b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.
- (c) The Members at the General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.
- (d) **Any Amendment to the By-laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association 30 days prior to the Annual General Meeting.**
- (e) **All members in good standing shall have access to any proposed amendments to the By-laws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.**

## 19. REPEAL OF PRIOR BY-LAWS

19.1 Repeal:

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

19.2 Proviso:

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

**20. RULES OF PROCEDURE**

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

**21. EFFECTIVE DATE**

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

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at Markham Village arena in the Town of Markham, Ontario, and at which a quorum was present on the 25 day of June , 2004.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
President