

AUSABLE VALLEY HOCKEY ASSOCIATION

GENERAL BY-LAW No. 1

January 3, 2025

AUSABLE VALLEY HOCKEY ASSOCIATION

BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of the AUSABLE VALLEY HOCKEY ASSOCIATION.

BE IT ENACTED as a By-law of the AUSABLE VALLEY HOCKEY ASSOCIATION as follows:

ARTICLE 1 – DEFINITIONS AND INTERPRETATION

1.1 Definitions. In this By-law and all other By-laws and resolutions of the Association, unless the context otherwise requires, the following terms shall have the following meanings:

- a. **"Act"** means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15, and any statute amending or enacted in substitution therefore, from time to time;
- b. **"Affiliated Player"** means a player who is eligible to participate for his registered hockey team and one other team of a higher division or category;
- c. **"Agreement"** means the Memorandum of Agreement regarding the creation of the Association, dated, January 3, 2025, entered into between the Ilderton Minor Hockey Association, the Lucan Athletic Association and the North Middlesex & District Minor Hockey Association, and all schedules thereto;
- d. **"Annual Meeting"** means the annual meeting of the Association, as provided for under the Act;
- e. **"Articles"** means the articles of incorporation of the Association, and any instrument that modifies its incorporating instrument from time to time, including articles of amendment, restated articles of incorporation, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, or special act;
- f. **"Association" or "AVHA"** means the Ausable Valley Hockey Association (or such other name as the Association may in the future legally adopt), a not-for-profit corporation incorporated under the Act by articles of incorporation, dated October 10, 2024, and identified as Ontario Corporation Number 1001031851;
- g. **"Board"** means the board of directors of the Association;
- h. **"Business Day"** means a day other than a Saturday, Sunday or any day on which the principal commercial banks located at the City of London, Ontario are not open for business during normal banking hours;
- i. **"By-laws"** means the duly authorized general corporate by-laws of the Association, and in terms "Ilderton Minor Hockey By-laws", "Lucan Athletic Association By-Laws" and "North Middlesex Minor Hockey By-laws" refer to the general corporate By-laws of the Ilderton Minor Hockey, the Lucan Athletic Association and the North Middlesex Minor Hockey, respectively;

- j. "**Centre**" is a recognized minor hockey association within the OMHA from a city, town, village, municipality or geographic subdivision which has corporate limits or boundaries accepted by the OMHA for the purposes of determining hockey eligibility of players for competition within the jurisdiction of the OMHA;
- k. "**Chair**" means the President of the Association;
- l. "**Code of Conduct**" means any set of rules, guidelines and principles that define the expected behaviours and ethical standards for Members, Directors, Officers, employees and volunteers of the Association;
- m. "**Conflict-of-Interest**" is defined as any financial, personal or other material interest of an individual, including in any material contract or transaction or proposed material contract or transaction involving the Association, that will, or may be perceived that it will, compromise or impair the individual's judgement, decisions or ability to act in the best interests of the Association;
- n. "**Delegate**" or "**Delegates**" means an individual or individuals, as the case may be, who are authorized to represent a Voting Member and vote on behalf of a Voting Member at any Members' Meetings of the Association;
- o. "**Director**" means an individual who has been elected to the Board of the Association;
- p. "**Ilderton Minor Hockey**" or "**IMHA**" means Ilderton Minor Hockey Association, incorporated by letters of patent, pursuant to the Predecessor Act, as a not-for-profit corporation on October 1, 2012, identified as Ontario Corporation Number 1881063;
- q. "**Lucan Athletic Association**" or "**LAA**" means Lucan Athletic Association, incorporated by letters of patent, pursuant to the Predecessor Act, as a not-for-profit corporation on February 1, 1991, identified as Ontario Corporation Number 920223;
- r. "**North Middlesex Minor Hockey**" or "**NMDMHA**" means North Middlesex & District Minor Hockey Association, incorporated by letters of patent, pursuant to the Predecessor Act, as a not-for-profit corporation on February 20, 1987, identified as Ontario Corporation Number 1881063;
- s. "**HC**" means Hockey Canada (or such other name as it may in the future legally adopt);
- t. "**Letters Patent**" means the letters patent of Ilderton Minor Hockey, and/or Lucan Athletic Association and/or North Middlesex Minor Hockey, as may have been or will be amended from time to time by supplementary letters patent and/or articles of amendment;
- u. "**Local League Members**" shall mean the individual members of each of the Local League Organizations, as defined under the Ilderton Minor Hockey By-laws, the Lucan Athletic Association By-laws and the North Middlesex Minor Hockey By-laws;
- v. "**Local League**" means a group of teams from a number of minor hockey associations which compete regularly in a recreational league, and the "**Local League Organizations**" refers to Ilderton Minor Hockey, Lucan Athletic Association and North Middlesex Minor Hockey;
- w. "**Members**" means all classes of membership in the Association set out in the Articles, as more particularly described in Article 5, and "**Member**" means either one of them;
- x. "**Members' Meeting**" means the Association's Annual Meeting or a Special Meeting, as applicable in the circumstances;

- y. **“Non-Voting Members”** means the class or classes of non-voting Members of the Association, as may be set out in the Articles and By-laws;
- z. **“Officers”** means the individuals who hold the offices of the Association duly appointed by the Board, as set out in the By-laws;
- aa. **“OHF”** means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- bb. **“OMHA”** means the Ontario Minor Hockey Association Inc. (or such other name as the OMHA may in the future legally adopt);
- cc. **“Parties”** means Ilderton Minor Hockey, Lucan Athletic Association and North Middlesex Minor Hockey, and **“Party”** means any one of the them;
- dd. **“Policies”** means written statements governing issues affecting the affairs of the Association, including any Code of Conduct, which have been considered and approved by the Board;
- ee. **“Predecessor Act”** means the *Corporations Act*, R.S.O. 1990, Chapter 38, as amended, from time to time;
- ff. **“Registered Player”** means a minor hockey player registered with the Association, who is up to date in paying their registration fees and is eligible to play for the Association;
- gg. **“Representative Team”** means a minor hockey team which is eligible to play for an OMHA, OHF and/or HC championship and whose players are eligible by age and residence;
- hh. **“Special Meeting”** means any Members’ Meeting other than an Annual Meeting;
- ii. **“Special Resolution”** means a resolution approved by not less than 2/3rds of the votes cast at a Members’ Meeting or Board meeting, as the context requires;
- jj. **“Voting Members”** means the class or classes of voting Members of the Association, as set out in the Articles and By-laws;

1.2 Interpretation. In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- a) other than as specified in Section 1.1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act.;
- b) words importing the singular number only shall include the plural and vice versa;
- c) words importing one gender include all genders;
- d) the word **“person”** shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in the person’s capacity as trustee, executor, administrator, or other legal representative;
- e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- f) The By-laws of the Association shall be interpreted in accordance with and subject to the purposes of the Association, which purposes are incorporated by reference and made a part hereof; and

- g) This By-law is enacted subject to the Act and Articles. Whenever this By-law may conflict with the Act or the Articles, such conflict shall be resolved in favour of such law or Articles. If any provision of this By-law or the application thereof to any person or circumstance shall, to any extent, be invalid or unenforceable, the remainder of this By-law or the application of such provision to persons or circumstances other than those to which it is held invalid or unenforceable, shall not be affected thereby and each provision of this By-law shall be separately valid and enforceable to the fullest extent permitted by law.

ARTICLE 2 – HEAD OFFICE AND SEAL

2.1 Books & Records. The Board shall ensure that all necessary books and records of the Association required by the Act, the By-laws, or by any other applicable statute or law, are regularly and properly kept and any Association contracts or agreements are filed for safekeeping.

2.2 Corporate Seal. The corporate seal of the Association, if any, shall be in a form that the Board may by resolution adopt and shall be entrusted to the Secretary of the Association for its use and safekeeping. A document executed on behalf of the Association is not invalid merely because the corporate seal is not affixed thereto.

2.3 Head Office. The registered head office of the Association shall be located at Lucan Community Memorial Centre, 263 Main Street, Lucan, Ontario, N0M 2J0 or at such other place within the Centre as the Board may determine, by ordinary resolution, from time to time.

ARTICLE 3 - PURPOSE

3.1 The purpose and intention of the Association is to organize, develop and promote representative minor ice hockey for the youth of the Association, and those territories grant to the Association by the OMHA to provide the opportunity to participate at the highest competitive level; to install in all players, coaches, managers, and members associated with the AVHA, good sportsmanship, correct and proper behavior on and off the ice, respect for authority and team play;

3.2 The Association shall be carried on and operated as a not-for-profit corporation without the purpose of gain for its Members, Directors or Officers, and any profits or other accretions to the Association shall be used in promoting its objectives.

3.3 In accordance with the Agreement, Ilderton Minor Hockey, Lucan Athletic Association and North Middlesex Minor Hockey surrendered their existing OMHA rights to representative hockey teams, and transferred such rights to the Association, which operates, manages and administers a Representative Team hockey program on behalf of the Parties and the Local League Members.

3.4 Ilderton Minor Hockey, Lucan Athletic Association and North Middlesex Minor Hockey will continue to operate their own recreational Local League programs on behalf of their respective Local League Members, consisting of community specific teams playing out of their hometown arenas, and local communities. As the Local League Organizations, Ilderton Minor Hockey, Lucan Athletic Association and North Middlesex Minor Hockey will continue to be responsible for the administration and affairs of their Local League Teams.

ARTICLE 4 – AFFILIATIONS

4.1 The Association shall operate as an accredited member of the OMHA, OHF, HC and AVHA, as well as any successor or related organizations, and shall be governed by the rules and regulations of such parent organizations as may be applicable from time to time;

4.2 Player Affiliation (AP) will be available to players who are qualified as per OMHA regulations. Affiliated Players must be registered with one (1) of the following Associations to be considered:

1. Ausable Valley Hockey Association
2. Ilderton Minor Hockey Association
3. Lucan Athletic Association
4. North Middlesex & District Minor Hockey Association

ARTICLE 5 - CLASSES OF MEMBERSHIP

5.1 The two (2) classes of Members in the Association, as follows:

- a) Voting Members.
- b) Non-Voting Members.

ARTICLE 6 - TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Voting Members

- (i) Ilderton Minor Hockey, Lucan Athletic Association and North Middlesex Minor Hockey shall be the only Voting Members of the Association, each entitled to nominate and elect or appoint, as the case may be, an equal number of Directors to the Board. No additional Voting Members shall be permitted to join the Association without the prior consent of Ilderton Minor Hockey, Lucan Athletic Association and North Middlesex Minor Hockey.
- (ii) For the purposes of Members' Meetings of the Association, the representative Directors elected or appointed by Ilderton Minor Hockey, Lucan Athletic Association and North Middlesex Minor Hockey to the Board shall also be deemed to be the Delegates authorized to represent their respective Local League Organizations and vote on their behalf.

6.2 Non-Voting Members

- (i) The Non-Voting Members shall be exclusively comprised of all the Local League Members and any Honorary Lifetime Members. While the Non-Voting Members shall have the right to attend all Members' Meetings and may, at the invitation or request of the Board, participate in discussions and pose questions to the Directors, they shall have no voting rights as Members of the Association. No additional Non-Voting Members shall be permitted to join the Association without the prior consent of the Local League Organizations.
- (ii) An individual who has rendered extraordinary and distinguished service to the Association may be granted an Honorary Lifetime membership in the Association. Individuals may only be nominated to be Honorary Lifetime Members by a Member of the Association and the granting of an Honorary Lifetime membership must be confirmed by a majority vote of the Board.

6.3 Membership and Board Lists

The Secretary of the Association shall prepare and maintain a list of the current Members and Directors at the head office and update it as necessary and make it available to all Directors. Such a list of Members and Directors shall be used to determine eligibility to attend and vote at any Members' Meetings and Directors' meetings. The Members' list may only be made available to a Member pursuant to a written request in accordance with the Act.

6.4 Membership Year

Unless otherwise determined by the Board, the membership of every Member, other than an Honorary Lifetime Member, shall commence on or after the 1st day of June in each year, and shall lapse and terminate immediately after the Annual Meeting held in the year next following the year on which such membership commenced.

6.5 Right to Attend and Vote

- a) Only the Delegates, representing the Voting Members, shall be entitled to notice of, attend, and to vote at all Members' Meetings of the Association. The Delegates shall be entitled to make or second a motion, speak to a motion, and vote at any Members' Meeting.
- b) The Non-Voting Members shall be entitled to receive notice of and attend all Members' Meetings of the Association but shall have no right to participate in at any such Members' Meetings unless invited to do so by the Board. Non-Voting Members shall have no right to vote but shall be entitled to receive information and reports from the Board and, with the consent of the Chair, participate in any general discussion involving the affairs of the Association.

6.6 Termination

Membership in the Association shall not be transferable and shall terminate upon a Member's resignation in writing, or death in the case of an individual membership or in the case of Ilderton Minor Hockey, Lucan Athletic Association or North Middlesex Minor Hockey, by providing notice to the other Parties of its intention to terminate its organization's membership in the Association. Members may resign from the Association by submitting a resignation in writing addressed to the President and Secretary of the Association, who in turn notify the Board members.

6.7 Disciplinary Act or Termination of Membership for Cause

- (a) Subject to Section 6.8 below, the Board may discipline, suspend all or any of a Member's or Delegate's membership privileges for a period of time, not exceeding one (1) year, or terminate a Member or Delegate in the following circumstances:
 - (i) for a material breach of any of provision of the Articles, By-laws or Policies;
 - (ii) for carrying out any conduct deemed detrimental to the Association, as determined by the Board in its sole discretion, including violating the Association's Code of Conduct;
 - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose(s) of the Association.

6.8 Remedies for Members' or Delegates' Conduct

- a) In the event any one or more of the circumstances described in Section 6.7 should occur,
- (i) a disciplinary or termination action may be taken against the Member or Delegate, provided the affected Member or Delegate shall be given at least fifteen (15) days' written notice that the Board has commenced an investigation against the Member or Delegate for an alleged act committed by the Member or Delegate under Section 6.7, including the nature of any potential disciplinary action or termination being contemplated by the Board; and the Member or Delegate shall be given an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before any disciplinary action or termination of membership taken by the Board against the Member or Delegate becomes effective. The Member or Delegate shall be forthwith notified in writing upon the Board rendering a decision. The provisions of this Section 6.8 are in addition to any Policies adopted by the Board from time to time. All disciplinary or termination actions taken against a Member or Delegate shall be done in good faith and in a fair and reasonable manner; or
 - (ii) notwithstanding paragraph 6.8(a)(i), if the Board has received a complaint or otherwise becomes aware of any allegation that a Member or Delegate has committed or is threatening to commit an act under Section 6.7, the nature and severity of which is sufficiently serious or egregious to warrant immediate action by the Board, the Board may, in its sole discretion acting reasonably, deliver a notice of suspension to the Member or Delegate, with reasons, suspending the Member's or Delegate's membership rights and privileges, until such time as the Board has had an opportunity to investigate and decide upon the allegations. The Board will adhere to applicable rules of procedural fairness in a timely manner, including giving the affected Member or Delegate an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before the Board decides upon any disciplinary action or termination to be taken against the Member or Delegate. If, after an investigation, the Board determines that the allegations are without merit, unsubstantiated or do not support any termination of membership, such suspension shall be lifted, subject to any other disciplinary action the Board may elect to invoke. If, however, the Board determines that, after an investigation, there is sufficient evidence to justify terminating the Member's or Delegate's membership in the Association, the membership of such Member or Delegate shall be permanently terminated. In either case, the Member or Delegate shall be forthwith notified in writing upon the Board rendering a decision.

6.9 Membership Fees

Registration or membership fees shall be prescribed by the Board. Fees for any unexpired term are non-refundable, subject to the discretion of the Board.

6.10 Record Date

The record date for the determination of Members entitled to receive notice of a Members' Meeting or to vote shall be at the close of business on the day immediately before the day on which the notice of meeting is given; provided that such record date must not be more than 50 days before the day of the event or action to which it relates.

ARTICLE 7 - MEETINGS OF THE MEMBERSHIP

7.1 Annual Meeting of Members

The Annual Meeting of the Members will be held on the LAST Sunday in May (following the completion of the hockey season on April 30th), at a time, place and day to be determined by the Board. Any Member, upon request, shall be provided, not less than five (5) Business Days before the Annual Meeting that may be prescribed by the Act, with a copy of the approved financial statements, any applicable auditor's report or review engagement report, and any other financial information required by the By-laws or Articles.

7.2 Business to be Transacted.

The following business shall be transacted at the Annual Meeting, to be set out in the agenda of such Annual Meeting;

- a) Approval of the agenda
- b) Approval of the minutes of the previous Annual Meeting;
- 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 the annual financial statements and the report of the auditor (or review engagement) of the Association;
- f) Appointment or reappointment of the auditor, accountant conducting an audit or review engagement, or waiver of both for the ensuing financial year, as the case may be, subject to the requirements under the Act;
- g) Consideration of any amendments to the Articles or By-laws of the Association proposed by the Board;
- h) Consideration of any written proposals submitted by a Voting Member to the President or Secretary of the Association by no later than 4:00 p.m. on the 60th day immediately preceding the date of the Annual Meeting, subject to Section 7.6 below and the Act;
- i) Transaction of any other special business of the Board that may properly come before the Annual Meeting, the particulars of which to be included in the notice of Annual Meeting; and,
- j) Election of Directors to the Board.

7.3 Passing and Amending By-laws

- a) The Board and any Voting Member in good standing may recommend amendments to the By-laws of the Association to the Members. A By-law or amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual Meeting of the Association. The notice of such Annual Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Annual meeting.
- b) All current Members in good standing shall have access to any proposed amendments to the By-laws no less than twenty (15) days prior to the Annual Meeting by electronic mail and/or at a place as stated in the original meeting notice.
- c) Unless otherwise required by the Act, a motion to amend the By-laws recommended by the Board or proposed by a Delegate at a Members' Meeting called for that purpose may be approved by majority vote of the Delegates present and voting at such Members' Meeting.
- d) Any amendment to the By-laws proposed by a Delegate on behalf of a Voting Member must be in writing, signed by a current Member in good standing and received by the Secretary or President of the Association at least sixty (60) days prior to the Annual Meeting, in accordance with Section 7.6 below. Any amendment must be accompanied by a written reason supporting the change and at least one (1) Delegate who signed the notice of amendment must be present and speak to the motion at the Members' Meeting at which it is to be considered and voted on by the Members' entitled to vote, otherwise the motion shall not be tabled and no vote shall be taken on the motion.

7.4 Special Meeting

In addition to the Annual Meeting referred to herein, a Special Meeting of the Members may be called at any time by:

- a) The Board; or
- b) On requisition to the Board, signed by at least 10% of all Delegates representing the Voting Members, specifying the nature of the business to be discussed at such Special Meeting. Subject to the Act, including the exceptions described in paragraphs 7.6(f)(ii) to (vi) below, upon receiving such a requisition, the Board shall call a Special Meeting within twenty-one (21) days. The only business that may be conducted at a Special Meeting shall be the matter or matters specified in the notice of requisition, and no other. If the Board does not call the Special Meeting within the twenty-one (21) day period, any Delegate who signed the requisition may call the meeting.

7.5 Business at Special Meeting

The only business to be transacted at a Special Meeting shall be limited to that specified in the Board notice calling the Special Meeting or as specified in the Delegate(s) notice of requisition, and no other.

7.6 Proposals

- a) At least sixty (60) days before an Annual Meeting, a Delegate may give notice to the Association of a matter that a Voting Member proposes to raise at the meeting. Subject to the exceptions set out in paragraph 7.6(f) below, the Association must include the proposal in the notice of Annual Meeting.
- b) Upon the request of the Delegate who submits a proposal, the Association shall include in the notice of the meeting a statement in support of the proposal by the Delegate and the name of the Delegate and Voting Member. The statement and the proposal must together not exceed the maximum number of words (500) prescribed under the Act. The Board shall be entitled to include its own statement with the notice of the meeting and/or speak to the proposal at the Annual Meeting, whether in support or opposition to such proposal.
- c) A Delegate who submits a proposal on behalf of a Voting Member shall pay any cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented.
- d) The Delegate who submits a proposal must be present and speak to the motion at the Members' Meeting at which it is to be considered and voted on by the membership, otherwise the proposal shall not be tabled, and no vote shall be taken on the proposal.
- e) In accordance with the Act, the Board may exclude a proposal in the notice of Annual Meeting only if:
 - a. The proposal was not submitted at least 60 days prior to the Annual Meeting;
 - b. The proposal's primary purpose clearly appears to be to deal with a personal claim or resolve a personal complaint against the Association or any of its Directors, Officers, Members, or creditors;
 - c. The proposal clearly does not relate, in any significant way, to the activities or affairs of the Association;
 - d. The right to make a proposal is being abused to secure publicity;
 - e. A similar proposal was submitted and defeated by the Association's Voting Members within the last two (2) years; or
 - f. The Voting Member who submitted the proposal failed to present a proposal at a Members' Meeting that such Voting Member previously submitted within the last two (2) years.

7.7 Notice of Meetings

(a) Annual Meeting

Notice of the Annual Meeting shall set out the agenda, including particulars of any other business to come before the Annual Meeting, the time and the place of the Annual Meeting, and such notice shall be posted on the Association's website, and the websites of the Local League Organizations. Notice will also be distributed electronically using the membership distribution lists for each Director/Delegate, Non-Voting Members, and the public accountant of the Association, at least ten (10) days, but no more than fifty (50) days, prior to the date of such meeting.

(b) Special Meetings

Notice of any Special Meeting, along with the applicable agenda setting out the nature of the business to be conducted at such meeting shall be posted on the Association's website, and the websites of the Local League Organizations. Notice will also be distributed electronically using the membership distribution lists for each Director/Delegate, Non-Voting Members, and the public accountant of the Association, at least ten (10) days, but no more than thirty (30) days, prior to the date of such meeting.

(c) Meetings held by Telephonic or Electronic Means

In the case of a Members' Meeting held entirely or partially by telephonic or electronic means, the notice of meeting must include instructions for attending and participating in the meeting and, if applicable, instructions for voting electronically at the meeting. If the meeting is held entirely by telephonic or electronic means, the notice of meeting need not specify a place of the meeting.

7.8 Quorum

A quorum for an Annual Meeting or Special Meeting of the Association shall be a minimum of nine (9) Delegates eligible to vote and present in-person or by any permitted telephonic, electronic or other communication facility, provided that there shall be no fewer than three (3) Delegates appointed by each Voting Member present. 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.

7.9 Voting Procedures

- a) A majority of the votes cast by the Delegates, unless otherwise required by the Act or the By-laws of the Association, shall decide every question proposed for consideration at a Members' Meeting;
- b) Subject to Section 7.12, the Chair presiding at a Members' Meeting, shall be entitled to vote, and in the event of a tie, the motion shall be considered defeated;
- c) An abstention by a Delegate shall not be considered a vote cast;
- d) At Members' Meetings, and unless otherwise specified herein, every question shall be decided by show of hands, unless a specific vote count or secret ballot is required by the Chair or requested by any Delegate. Whenever a vote by show of hands has been taken, 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 Members' Meeting is conclusive evidence of the fact without proof of the number of votes recorded in favour or against the motion.
- e) Notwithstanding paragraph 7.9(d) above, any vote referred to in that subsection may be held, in accordance with the regulations under the Act, if any, entirely by means of a telephonic, an electronic or other communication facility, if the Association makes available such a communication facility. Any Delegate participating in a Members' Meeting under Section 7.14 may vote at that meeting, and that vote may be held, in accordance with the regulations under the Act, if any, by means of the telephonic, electronic or other communication facility that the Association has made available for that purpose.

7.10 Proxies

Proxies will not be permitted. The Delegates representing the Voting Members of the Association must be present in-person or by any permitted telephonic, electronic or other communication facility at the Annual Meeting and any Special Meetings of the Association in order to exercise their voting rights in relation to matters coming before the Annual Meeting and any Special Meetings.

7.11 Adjournments

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

7.12 Chair

In the absence of the President and any Vice-President(s), the Delegates present at any Members' Meeting shall be entitled to choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Delegates present shall choose any other individual member of one of the Local League Organizations to be Chair provided that where such other individual member of a League Organization acts as Chair, the Chair shall not be entitled to cast a vote .

7.13 Rules of Order

The Chair of the meeting shall conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Any questions of procedures at or for any Members' Meeting, which have not been provided for in this By-law or by the Acts, shall be determined by the Chair of the meeting in accordance with the most current edition of Robert's Rules of Order.

7.14 Members' Meetings held by Telephonic or Electronic Means

The Board, or the Delegates on a requisition to the Board, may choose to hold a meeting(s) of the Members entirely by one or more telephonic or electronic means, or by a combination of in-person attendance and one or more telephonic or electronic means, that enables all persons entitled to attend the meeting to reasonably participate. A Member participating in such a meeting is deemed to be present at the meeting. Any person participating in a Members' Meeting pursuant to this section who is entitled to vote at that meeting may vote, subject to the Act, by means of any telephonic or electronic means made available for that purpose.

ARTICLE 8 - BOARD OF DIRECTORS

8.1 Qualifications

To be eligible to be a Director of the Association, such person must be:

- a) an individual who is eighteen (18) years of age or older.
- b) a person who has the status of bankrupt.
- c) a person who has been arrested, charged and/or convicted of any theft, fraud or drug related charges.
- d) a person with a clear police screening report from the police force having jurisdiction where the Director resides.
- e) a person who has been found to be incapable by any court in Canada or elsewhere.
- f) a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.
- g) A resident of Ontario.

8.2 Number of Directors

- a) The affairs of the Association shall be managed by a Board which consists of fifteen (15) elected voting Directors and an elected non-voting President.
- b) Ilderton Minor Hockey, Lucan Athletic Association or North Middlesex Minor Hockey shall each be entitled to nominate and elect/appoint five (5) Directors to the Board (for a total of fifteen (15) Directors in possession of voting rights) and each Voting Member shall be entitled to remove and replace their respective nominees from time to time in accordance with these By-laws.

8.3.1 Inaugural Board

- a) The inaugural Board of Directors for the first year (2024-2025 inactive hockey season) will be comprised of 15 executive members, plus an elected presidential candidate, as elected by the Ilderton Minor Hockey Association, Lucan Athletic Association and the North Middlesex & District Minor Hockey Association. The structure and tenure for the Inaugural Board of Directors will be in accordance with the following:
- 5 elected Directors from the Ilderton Minor Hockey, one of which must be a current elected Executive Member from the IMHA in 2024 to act as 1st Vice President.
 - 5 elected Directors from the Lucan Athletic Association, one of which must be a current elected Executive Member from the LAA in the 2024 to act as 2nd Vice President.
 - 5 elected Directors from the North Middlesex Minor Hockey, one of which must be a current elected Executive Member from the NMDMHA in the 2024 to act as 3rd Vice President.
- b) In addition to the 15 elected Directors, each Local League Organization will nominate a qualified candidate to act as the President in the inaugural inactive season. Any Local League Organization may abstain from nominating a candidate if they do not feel they have an acceptable candidate, or if their nomination is the same as one of the other Local League Organizations. One of the Presidential nominees will be appointed as the inaugural President by a majority voted of the 15 elected Directors from IMHA, LAA and NMDMHA.
- c) All of the above elected Directors and the appointed President will maintain office for two hockey seasons (until the Annual Meeting held in 2026). Exceptions to the foregoing shall be as follows:
- If an elected Director chooses to step down or is terminated from their position on the AVHA Board in accordance with these By-laws, the Local League Organization that the elected Director originated from will internally elect a replacement Director to act in capacity until the end of the departing Director's term indicated above.
 - If a Vice President elects to, does not return, or is terminated from their originating Local League Organization's Executive, the Local League Organization that the Vice President originated from, will internally elect a replacement Vice President from their current Executive to act in capacity until the end of the departing Vice President's term indicated above.

8.3.2 Permanent Board (Starting 2026-2027 Season)

- a) At the Annual Meeting to be held in May of 2026, based on running the Association as an executive centered model and establishing a rotation to provide continuity from the previous seasons, the following will occur:
 - i. 6 (six) Directors (2 candidates nominated by each Local League Organization) and a President from the existing inaugural Board will be nominated and elected by the Delegates for a 1 (one) year transition term.
 - ii. 6 (six) Directors (2 candidates nominated by each Local League Organization) will be elected by the Delegates for a 2 (two) year term.
 - iii. 3 (three) Directors will be nominated by the Local League Organizations from among their Local League Executives to be elected by the Delegates to fill the three (3) Vice Presidents positions for a two (2) year term, as follows:
 - 1st Vice President – candidate nominated by Ilderton Minor Hockey
 - 2nd Vice President – candidate nominated by Lucan Athletic Association
 - 3rd Vice President – candidate nominated by North Middlesex Minor Hockey
 - iv. The foregoing is subject to the proviso that each Local League Organization shall always be entitled to nominate, elect and maintain five (5) voting Directors on the Board.
- b) Except for the Vice Presidents, candidates to be nominated as Directors will not be required to be a Local League Member.
- c) With respect to the position of President, each Local League Organization will nominate a qualified candidate to act as the President. Any Local League Organization may abstain from nominating a candidate if they do not feel they have an acceptable candidate, or if their nomination is the same as one of the other Local League Organizations. At the Annual Meeting at which the term of the President expires, qualified Presidential candidates shall be elected by a majority vote of the Delegates.
- d) Nominees for Director cannot be an Executive member or director of any other minor hockey association that is not affiliated with the Association.
- e) Inaugural Board Directors may be nominated and re-elected if not selected to be one of the seven (7) candidates referred to in paragraph 8.3.2 (a)(i) above.

8.3.3 Permanent Board & Beyond (Starting 2027-2028 Season)

- a) At the Annual Meeting to be held in May of 2027, based on running the Association as an executive centered model the following executives will be elected:
 - i. 6 (six) Directors (2 candidates nominated by each Local League Organization) and a Presidential candidate will be nominated and elected by the Delegates for a 2 (two) year term.
 - ii. 6 (six) Directors elected in May 2026 will remain for their 2nd year of the two-year term.
 - iii. 3 (three) Vice Presidents elected in May 2026 will remain for their 2nd year of the two-year term.
 - iv. Based on the above, a rotation of the Directors on the Board will continue each year at the Annual Meeting in May at which any Director's 2-year term expires.
 - v. The foregoing is subject to the proviso that each Local League Organization shall always be entitled to nominate, elect and maintain five (5) voting Directors on the Board.
- b) Except for the Vice Presidents, candidates to be nominated as Directors will not be required to be a Local League Member.
- c) With respect to the position of President, each Local League Organization will nominate a qualified candidate to act as the President. Any Local League Organization may abstain from nominating a candidate if they do not feel they have an acceptable candidate, or if their nomination is the same as one of the other Local League Organizations. At the Annual Meeting at which the term of the President expires, qualified Presidential candidates shall be elected by a majority vote of the Delegates.
- d) Nominees for Director cannot be an Executive member or director of any other minor hockey association that is not affiliated with the Association.

8.4 Term of Office

The Directors shall be eligible to be elected for two (2) consecutive terms of two (2) years each and shall not be eligible for election or appointment to the same Director position for a third consecutive two (2) year term. This can be extended upon a majority vote of the other Directors on the Board.

8.5 Termination

While only the Voting Members may remove a Director elected to the Board, prior to the end of his/her term, the Board may, by Special Resolution passed at a special meeting of the Board, suspend a Director from attending and voting at Board meetings as a result of a major infraction alleged to have been committed by such Director, in violation of the Association's Code of Conduct pursuant to a formal complaint, where the nature and severity of such alleged infraction is sufficiently serious to warrant the Director's suspension from the Board until the earlier of such time as the Board has had a sufficient opportunity to investigate and decide upon the complaint, provided the Board adheres to applicable rules of procedural fairness in a timely manner. If, after such investigation, the Board determines that the complaint is without merit unsubstantiated or does not support the permanent removal of the Director, such suspension shall be lifted, subject to any other disciplinary sanction the Board may elect to invoke. If, after such investigation, the Board does determine that there is sufficient evidence to seek the removal of the Director permanently, the suspension shall remain in place while the Board forthwith calls a Special Meeting for the purpose of asking the Voting Members to vote for the removal of such Director before the expiration of the Director's term of office, or the intention to remove the Director at the next Annual Meeting.

8.6 Removal of Director for Absenteeism

The absence of a Director from four (4) consecutive Board meetings or the absence of a Director from six (6) out of any eight (8) consecutive Board meetings shall be deemed to be a resignation of the said Director from the Board, unless such period of absence has been specifically excused and approved by a majority of the Board.

8.7 Resignation of Director

A Director of the Board may resign as a Director of the Association by submitting a letter of resignation to the President of the Association.

ARTICLE 9 - PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations

The election of Directors shall take place at the Annual Meeting of the membership. No election or appointment of a Director 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 and website by March 1st. A Nomination form must be completed by all nominees and two (2) nominators who are Local League Members of Ilderton Minor Hockey, Lucan Athletic Association and the North Middlesex Minor Hockey. Such completed form must be delivered/mailed to the Secretary prior to the election.

9.2 Board Positions

(a) Subject to the nomination and election procedures set out in Article 8, the Board shall be comprised of the following fifteen (15) elected Directors entitled to vote and an elected President with no vote, except as may otherwise be provided for in these By-laws:

- 1) President (non-voting)
- 2) 1st Vice President – candidate of Ilderton Minor Hockey (voting)
- 3) 2nd Vice President – candidate of Lucan Athletic Association (voting)
- 4) 3rd Vice President – candidate of North Middlesex Minor Hockey (voting)
- 5) Twelve (12) Directors-at-Large (voting)

(b) Upon the election to the Board as one of the twelve (12) Directors-at-Large pursuant to 9.2(a) above, at the Board meeting immediately following the Annual Meeting, such Directors-at-Large shall be appointed by Board to fill any of the following vacant positions:

- 1) Secretary
- 2) Treasurer
- 3) Registrar
- 4) Ice Co-Ordinator/Scheduler
- 5) OMHA Director
- 6) League Director (Shamrock)
- 7) Coaching & Development Director – U10 to U13
- 8) Coaching & Development Director – U14 to U18
- 9) Director of Officiating
- 10) Director of Equipment
- 11) Director of Sponsorship & Fundraising
- 12) Director at Large

(c) No Director will hold more than one position on the Board.

9.3 Election Procedures

- a) Based on the executive-centered model, 16 directors will be elected to the Board at the Annual Meeting in accordance with the nomination and election procedures set out in Article 8.
- b) The Secretary shall include in its Annual Meeting package a listing of all Directors whose term will expire at such Annual Meeting and the candidates who have been nominated for election or re-election to the expired Board positions at the Annual Meeting.

9.4 Vacancies

Any vacancy occurring on the Board by reason of the death, disqualification, inability to act, resignation or removal of any Director shall be filled by a further nominee of the Local League Organization whose nominee was so affected so as to maintain a Board consisting of the number of nominees specified in Section 8.2, except that any vacancy occurring in the office of President shall be filled in accordance with 8.3.3(c). In the event that a substitute Director is appointed by a Local League Organization to fill such a vacancy, the appointed Director shall serve the balance of the elected Director's term, until such time as a regularly scheduled election is required. The Board shall endeavour to appoint a replacement Director, based on a candidate nominated by the Local League Organization who nominated the Director so affected, within thirty (30) days after the Board position is vacated.

9.5 Rotation

- a) Refer to Section 8.3 for the elected rotation of Director nominations and elections based on the commencement of operations in the 2025/2026 Hockey season.
- b) The term of each Director shall officially commence on June 1st of the year in which they were elected.

ARTICLE 10 – BOARD GOVERNANCE AND PROCEDURE

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 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 eight (8) times per calendar year.

10.3 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 Director. Business transacted at a Special Board meeting shall be limited to that specified in the notice calling the meeting.

10.4 Public Meetings

Subject to Section 10.5 below, the Board may invite Members and such other persons to attend Board meetings, which invitation shall be made by the Secretary by email to the last known email addresses of such invitees.

10.5 In Camera Meetings

- a) Notwithstanding the foregoing, the Board may recess to an in-camera session to:
 - i. entertain and discuss and decide business matters and transactions which affect the character and/or reputation of a Member or other person; or
 - ii. if the decision required is based on the character or reputation of a Member or other persons; or
 - iii. when the business is such that the Association could be prejudiced by reporting of the business discussed in the private session;
- b) No person, other than the Board, or a non-Board member with the invitation of the Board, may attend an in-camera session. At such in-camera session, the Board shall appoint as recording secretary, and all notes and recordings shall be maintained by said appointed Director, until the business matter is concluded and a resolution of the Board is made respecting same. All notes and records arising from such in-camera session shall be assembled in one file and sealed and thereafter, be provided to the Secretary of the Association, for safe-keeping.

10.6 Confidentiality

Every Director shall respect the confidentiality of matters brought before the Board in-camera.

10.7 Notice of Meeting

- a) Notice shall be communicated to all Directors at least two (2) days in advance of the meeting, unless all Directors agree to the calling of a meeting on shorter notice, or the Board meeting is held on a regular day or date each month or immediately following a Members' Meeting

of the Association.

- 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.

10.8 Adjournment of Board Meetings

Any Board meeting may be adjourned at any time and from time to time 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.

10.9 Quorum

A quorum for a Board meeting shall be the majority of Directors elected. No business of the Board shall be transacted in the absence of a quorum.

10.10 Voting Rights & Procedures

a) Every Director, other than the President, present at a Board meeting shall be entitled to one vote. The President or acting Chair shall have a vote only in the event of a tie vote.

b) A majority of votes of the Directors present at a Board meeting shall decide every motion. Every motion 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.

10.11 Directors' Meetings held by Telephonic or Electronic Means

The President of the Association may choose to hold a meeting of the Board, or a committee of the Board, entirely by one or more telephonic or electronic means, or by a combination of in-person attendance and by one or more telephonic or electronic means, that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously during the meeting, and a Director participating in the meeting by these means is deemed to be present at the meeting.

10.12 Remuneration

Directors shall serve without regular remuneration. No Director shall directly or indirectly receive any remuneration, salary, or profit from their position as a Director or for services rendered to the Association, except as outlined below:

Compensation Policy: Each Director on the Board shall receive compensation of \$250 at the end of the season, subject to the following conditions

- If a director does not meet the expectations of their role, as determined by a majority vote of the Board of Directors, the \$250 compensation may be revoked.

Expense Reimbursement: Directors may need to purchase or expense items required for the operation of the Association. If the expenditure exceeds \$200.00 the Director must request a majority vote of Directors for the proposed expenditure. For reimbursement of any expenditure all invoices and/or receipts must be submitted to the AVHA Treasurer to motion for majority vote on the Directors behalf.

These provisions aim to ensure that Directors serve in their roles with a focus on the Association's interests, while also providing fair compensation at the conclusion of the season, contingent upon meeting performance expectations as determined by the Board.

10.13 Accountant and Audit Requirements

Subject to the requirements and waivers available under the Act, on an annual basis, the Board shall appoint an accountant of the Association to conduct an independent audit or review engagement of the Association's financial books, records and statements. The audit report or review engagement of the accountant shall be finalized within six (6) months of the Association's financial year end, and delivered to the Board for approval, then made available to the Members for inspection upon request, and shall otherwise be presented annually to the Members during the Annual Meeting.

10.14 Conflict of Interest

- (a) Every Director who directly or indirectly has Conflict-of-Interest 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 the Conflict-of-Interest matter is first taken into consideration or, if the individual is not yet a Director at the date of that Board meeting, at the next Board meeting held after the Director assumes the office.
- (c) After making such a declaration, no Director shall vote on such Conflict-of-Interest matter, nor shall he or she be counted in the quorum in respect of the Board meeting at which such Conflict-of-Interest matter is considered.
- (d) To ensure equal representation of the Parties at the Association Board meeting, for items where Conflict-of-Interest is declared by a Director of one Party, a Director of the other Parties shall also refrain from participating and voting on the matter.
- (e) If a Director has made a declaration of a Conflict-of-Interest in compliance with this Section, the Director is not accountable to the Association for any profit realized from the declared Conflict-of-Interest.
- (f) If a Director fails to make a declaration of a Conflict-of-Interest in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such undeclared Conflict-of-Interest.

10.15 Indemnification

The Association shall indemnify each Director and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative proceeding to which he or she is made a party by reason of being or having been a Director of the Association provided;

- a) he or she acted honestly and in good faith with a view to the best interests of the Association; and
- b) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful,

Except such costs, charges or expenses as are occasioned by his or her own willful 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.

10.16 Insurance

The Association may purchase Directors and Officers errors and omissions liability insurance, in such amounts as the Board may, from time to time, determine.

10.17 Regulations and Rules

Subject to the Act, the Articles and this By-law, and the applicable HC, OHF and OMHA by-laws, regulations, policies and guidelines, the Board shall have the power to pass, without any confirmation or ratification by the Voting Members of the Association, Policies, regulations and rules dealing with the following matters:

- a) creation and appointment of permanent and/or ad-hoc committees, including the composition and mandate of those committees;
- b) Regulation of the play of minor hockey within the Centre, including the development of governing policies and protocols;
- c) Coach qualification and selection for all teams within the Centre;
- d) Player and team official registration;
- e) Third party contracts, concessions and sponsorships;
- f) Uniform and equipment
- g) Discipline (players and team officials);
- h) Dressing room protocol;
- i) Player and team official registration;
- j) Team selection; and
- k) Such further and other matters as the Board, acting reasonably, shall advise.

ARTICLE 11 - COMPOSITION OF THE BOARD

11.1 Elected/Appointed Directors

The Board shall be comprised of the sixteen (16) Directors set out and described in Section 9.2.

11.2 Eligibility for Office

- a) The President must have served on the Board for at least one (1) year immediately prior to election of this position. This does not apply if no Director is available or willing to assume the position of President. It also does not apply to the inaugural Board in 2024.
- b) The Association shall endeavor to appoint a Director as Treasurer who has employment experience and skills in accounting procedures. It is highly recommended but not a requirement.

11.3 Responsibilities of Directors

- 1) President:**

The President shall:

- Represent the Association in the Community.
- Act as Chair of the Board, the Executive Committee, and at all Meetings of the Membership.
- Exercise general supervision of the Association in accordance with Policies determined by the Board.
- Be a voting Member of all committees and sub-committees of the Association.
- Report regularly to the Board on matters of interest.
- Delegate tasks as necessary.

2) Vice President(s):

The Vice-President(s) shall:

- Assume the duties of the President in the absence of the President.
- 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.
- Be available to assist any Director requiring assistance in the completion of his or her functions.
- Carry out duties as assigned by the Board, the Executive Committee or the President.
- Ensure all members are aware of the proper protocol for dealing with any complaints and the procedures outlined in The Code of Conduct.
- Present a report to the executive as required.
- Inform their home Minor Hockey Association of all information related to the Ausable Valley Hockey Association.
- Implement and enforce all OMHA Risk Management Programs.
- Other duties assigned by the board.

3) Secretary:

The Secretary shall:

- 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.
- Ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents.
- Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association.
- Administration of the Association website and access too.
- Recommend policy to the Board and Executive regarding internal and external communications of the Association.
- Maintain the membership list referred to in Section 6.2.
- Carry out duties as assigned by the Board, the Executive Committee or the President.

4) Treasurer:

The Treasurer shall:

- Ensure adherence to and implementation of financial Policies in the financial administration of the Association.
- Responsible for the close-out and submission of the books of account to the Auditor of the Association at the end of the financial year.
- 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 Meeting.
- Evaluate, review and recommend financial policy to the Executive Committee and to the Board.
- Prepare the budget for the upcoming year of operation
- Ensure that all necessary and appropriate insurance has been purchased
- Carry out duties assigned by the Board, the Executive Committee or the President.

5) Registrar:

The Registrar shall:

- Establish registration forms and procedures.
- Ensure proper registration procedures in the HCR 3.0.
- Conduct registration for all applicants eligible to participate in Association Ice Hockey Programs.
- Maintain a register of receipts regarding all registration fees received by the Association and forward all monies promptly to the Treasurer for a deposit to the credit of the Association.
- Maintain a current registration list of all players including mailing and e-mail addresses, telephone numbers and Parent/Guardian name(s).
- Communicate any changes in registration immediately to Directors or other individuals who are affected by such change.
- Establish and maintain procedures with respect to clearance of all volunteers required to complete a vulnerable sector or criminal background check.
- Present a report regarding Registration Operations to the Board.
- Recommend policy to the Board regarding registration.

6) Ice Convenor:

The Ice Convenor shall:

- Evaluate, review and recommend Ice Scheduling “Rules of Operation” to the Executive Committee and Board of Directors.
- Estimate and submit the ice requirements of the Association to local Recreation Board(s).
- Each year for the following hockey season schedule allotted team ice times.
- Be official contact with the Township of Middlesex Centre, The Township of Lucan Biddulph, and The Township of North Middlesex.
- Be responsible for submitting an Ice Scheduling Report at the Annual Meeting
- Prepare and present a monthly report at the Executive meeting on Ice Scheduling status and needs.
- Carry out duties as assigned by the Executive, The Executive Committee or the President.

7) OMHA Director:

The OMHA Director shall:

- 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.
- Create and/or Assist in the rostering of all players and coaches in the HCR.
- Be available to assist any Director requiring assistance in the completion of his or her functions.
- Be the primary contact for OMHA.
- Ensure that all players are registered with the OMHA and in compliance with all Transfer procedures.
- Advise on NRP, ATM and 3.5 Player Movement Rules and Regulations.
- Assist in the Affiliation process between Coaches.
- Carry out duties as assigned by the Board, the Executive Committee or the President.

8) Director of Representative League:

The Director of Representative League shall:

- Oversee the operations of all teams for the Organization, subject to approval of the Board.
- Have the authority to enforce the policies and procedures of the Organization as they relate to the operations of programs and games, subject to approval of the Board.
- Report regularly to the Board all points of interest on the operation and status of our league entry.
- Complete and coordinate payment to pre-register all second entry representative teams across all OMHA divisions in Regional Silver Stick Tournaments prior to the appointment of head coaches and finalization of team rosters.

9) Coaching & Development Director (U10 to U13):

The Director of Coaching shall:

- Co-ordinate and plan Development Clinics (In association with the Ice Scheduler and U14 to U18 Director of Coaching) Including power skating, skill sessions and goaltending clinics for all A & B Teams in the AVHA.
- Review and obtain tenders/bids from independent Development Firms/Coaches for the Development of budgets and programs for players/goaltenders.
- Liaison with the coaches and team management for purposes of establishing, implementing and evaluating on ice and off ice technical development programs
- Liaison with the Director of Officiating as required.
- Liaison with the OMHA and League Directors as required.
- Chair and recruit coaching selection committee(s) to make recommendations to the board for head coaches for all teams in the applicable age groups.

10) Coaching & Development Director (U14 to U18):

The Director of Coaching shall:

- Co-ordinate and plan Development Clinics (In association with the Ice Scheduler and U10 to U13 Director of Coaching) Including power skating, skill sessions and goaltendingclinics for all A & B Teams in the AVHA.
- Review and obtain tenders/bids from independent Development Firms/Coaches for the Development of budgets and programs for players/goaltenders.
- Liaison with the coaches and team management for purposes of establishing, implementing and evaluating on ice and off ice technical development programs
- Liaison with the Director of Officiating as required.
- Liaison with the OMHA and League Directors as required.
- Chair and recruit coaching selection committee(s) to make recommendations to the board for head coaches for all teams in the applicable age groups.

11) Director of Officiating:

The Director of Officiating shall:

- Liaison with the Referee Association(s) as contracted to AVHA.
- Review and Negotiate Fee and Payment Structure with Referee Association(s) as contracted to AVHA.
- Liaison with the Treasurer to estimate fees for the upcoming year.
- Ensure refereeing complaints are addressed and solved in a timely fashion.
- Recruit and provide information on training of referees.
- Carry out other duties as assigned by the Board, Executive Committee, or the President.

12) Director of Equipment:

The Director of Equipment shall:

- Maintain an inventory of all equipment owned by the Association.
- Produce Tenders and Solicit bids for the purchase of Equipment and Uniforms.
- Maintain and repair equipment owned by the Association as deemed necessary
- Submit to the Executive each year an estimate of the equipment expenditure for the next fiscal year of the Association.
- Present a report regarding purchasing and equipment to the board.
- Recommend policy to the Board regarding purchasing equipment.

13) Director of Sponsorship & Fundraising:

The Director of Sponsorship/Fundraising shall:

- Review Team Budgets to ensure that they adhere to the rules for Sponsorship and Team Based fundraising.
- Review Team Expenditures to determine whether money and resources are directed and spent appropriately. Each Team will be required to submit a Final Statement of Accounts including all invoices and receipts for expenses paid.
- Carry out duties as assigned by the Board, the Executive Committee or the President.

14) Director at Large:

The Director at Large shall:

- Carry out duties as assigned by the Board, the Executive Committee or the President.

ARTICLE 12 – COMMITTEES OF THE BOARD

12.1 Standing Committees

The following committees shall be Standing Committees of the Board:

- a) Nominations and Elections Committee**
 - Vice Presidents and 2 other directors as nominated by the board.
- b) Grievance Committee**
 - Headed by President and 2 other directors as nominated by the board.
- c) Coaches Selection Committees**
 - Headed by Director of Coaching & Development for U10 to U13 Teams.
 - Headed by Director of Coaching & Development for U14 to U18 Teams.
 - Interview panel(s) of volunteers free of conflict as selected by the Coaching & Development Directors
- d) Player Selection Committees**
 - Headed by Director of Coaching & Development for U10 to U13 Teams.
 - Headed by Director of Coaching & Development for U14 to U18 Teams.
 - Player evaluators of volunteers free of conflict as selected by the Coaching & Development Directors

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.

12.1.1 Nominations and Elections Committee

- 1) The Nominations and Elections Committee shall be chaired by the Vice Presidents and shall consist of two additional appointed Executive members.
- 2) The Nominations and Elections Committees shall:
 - Solicit nominations for each Board position, which is to become vacant including nominations for each Annual Meeting.
 - Be responsible for conducting the annual election of Directors in accordance with the provisions contained in this By-Law.
 - Present a report regarding Nominations and Elections to the Board.
 - Recommend policy to the Board regarding Nominations and Elections.

12.1.2 Grievance Committee

- 1) The Grievance Committee shall be chaired by the President and shall consist of two additional appointed Executive members.
- 2) The Grievance Committee shall:
 - Review and respond to grievances submitted in writing by the voting membership.
 - Investigate grievances or claims made against the Association, Coaches, Bench Staff, Executive, Players and other members of the Association.

12.1.3 Coaches Selection Committee

- 1) The Coaches Selection Committee shall consist of the Coaching & Development Directors and an interview panel (not less than 3) of volunteers free of conflict as selected by the

Coaching & Development Directors.

- 2) The Coaches Selection Committee shall:
 - Compile a list of impartial people to assist with the review of applications and conduct interviews of Coaching Candidates, to be presented to the board.
 - Be responsible for soliciting and interviewing prospective coaches
 - Bring recommendation and selection of head coaches to the Executive.
 - Review requested Coaching/Bench Staff.
 - Ensure that all Coaches and Bench Staff are properly qualified for the positions being appointed to.

12.1.4 Player Selection Committee

- 1) The Player Selection Committee shall consist of the Coaching & Development Directors and Player Evaluators (not less than 3) of volunteers free of conflict as selected by the Coaching & Development Directors.
- 2) The Player Selection Committees shall:
 - Compile a list of impartial people to assist with the review of applications and conduct interviews of Coaching Candidates, to be presented to the board.
 - Be responsible for soliciting and interviewing prospective coaches
 - Bring recommendation and selection of head coaches to the Executive.
 - Review requested Coaching/Bench Staff.
 - Ensure that all Coaches and Bench Staff are properly qualified for the positions being appointed to.

12.2 Standing Committee Procedure

- 1) 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. The committees shall also comply with all requirements of the OMHA, the OHF, Hockey Canada, and, if applicable, any other hockey organizations with which Association teams are participating.

- 2) Meetings: Each Standing Committee shall meet at the call of the Chair.
- 3) Quorum: A quorum for a Standing Committee shall be a majority of the Members of the Standing Committee.
- 4) Voting Rights: Each Member of the standing committee present at the Meeting shall be entitled to one vote; In the case of equality of votes, the Chair shall have the deciding vote.
- 5) 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.
- 6) 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 Meeting of the Association.

12.3 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.

12.4 Restrictions on Delegating

In accordance with the Act, the Board may not delegate the following powers to a committee of Directors under this Article 12:

- (a) To submit to the Members any question or matter requiring the approval of the Members;
- (b) To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Association;
- (c) To appoint additional Directors;
- (d) To issue debt obligations, except as authorized by the Board;
- (e) To approve any annual financial statements required under the Act;
- (f) To adopt, amend or repeal By-laws; or
- (g) To establish any annual fees or contributions to be made or annual dues to be paid, by the Members.

ARTICLE 13 - EXECUTION OF DOCUMENTS

13.1 Execution of Documents

- a) Signing Authority. The Board may from time to time appoint any Director or Directors 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 (if applicable), when required, shall be affixed to documents executed in accordance with the foregoing.
- b) Signing Documents Electronically and Counterparts. Unless otherwise prohibited by law, all contracts, agreements, instruments, by-laws, resolutions and other documents of the Association (collectively the “Documents”), required to be signed by one or more of its Officers, Directors or Members (including any Delegates), may be signed electronically, including, without limitation, through DocuSign, Adobe Acrobat Sign and similar applications. Documents may also be signed in any number of counterparts (including counterparts by scanned or electronic signature) and each such counterpart shall be deemed to be an original, all of which taken together shall be deemed to constitute one and the same instrument. Delivery of a Document as a printed counterpart (whether the counterpart was signed electronically), by facsimile, transmission over an electronic signature platform or as a scanned image (e.g., .pdf or .tiff file extension) attachment to electronic mail, bearing the signature of an Officer, Director or Member (including any Delegates), as the case may be, shall be as valid, enforceable and binding as if an originally signed copy of the Document had been delivered in person.

ARTICLE 14 - FINANCIAL YEAR

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

ARTICLE 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:

- 1) Operate the accounts of the Association with a bank or a trust company.
- 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.
- 3) Issue receipts for and orders relating to any property of the Association.
- 4) 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. All securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by authorized 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.

15.3 Cheque Signing/Banking Transactions

The Treasurer and either the President or one other authorized Board member, will be required to sign all cheques or transactions issued by the Association.

ARTICLE 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:

- 1) borrow money on the credit of the Association.
- 2) issue, sell or pledge securities of the Association; or
- 3) 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 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.

ARTICLE 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 excluded, unless otherwise permitted under the Act.

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. Attendance of any Director at a meeting of the Board or of any Member at a Members' Meeting is a waiver of notice of such meeting, except where he or she attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

17.3 Method of Giving Notice

Whenever any notice, communication or other document is required or permitted under any provision of the Act, Articles, By-laws or otherwise by the Association to any Member, Director, Officer, auditor or member of a committee of the Board of the Association shall be sufficiently given if (i) sent by electronic mail (email) or by an recognized overnight courier service, or (ii) personally delivered to the person to whom it is to be given or to his or her recorded address, or (iii) sent by prepaid ordinary mail to such person at his or her recorded address. A notice sent by electronic mail or a recognized overnight courier service shall be deemed to have been received on the next Business Day following such delivery. A notice personally delivered shall be deemed to have been delivered immediately upon personal delivery. A notice sent by prepaid ordinary mail shall be deemed to have been given when deposited in a post office or public letter box and shall be deemed to have been received on the fifth (5th) Business Day after mailing. The Secretary or, in the absence of the Secretary, any other Officer of the Association, may change or cause to be changed the recorded address of any Member (including Delegate), Director, Officer, auditor or member of a committee of the Board of the Association in accordance with any information believed by such Officer to be reliable. The declaration by the Secretary, or any other Officer of the Association, that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The recorded address of a Director shall be his or her latest address as shown in the records of the Association or in the most recent notice filed under the Act, whichever is the more current.

ARTICLE 18 - REPEAL OF PRIOR BY-LAWS

18.1 Repeal

All prior by-laws of the Association are hereby repealed as of the coming into force of these By- laws.

18.2 Provision

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

ARTICLE 19 – RULES OF PROCEDURE

The rules contained in the most current edition of Robert’s Rules of Order 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.

ARTICLE 20 - EFFECTIVE DATE

a) These By-laws shall come into force without further formality upon its enactment after approval by the Members of the Association hereinbefore set out.

b) The foregoing By-Law No. 1, is hereby enacted, sanctioned, confirmed and approved without variation by the affirmative vote of the Voting Members at a Members’ Meeting of the Association duly called and held on the _____ day of _____, 2025, at which a quorum was present.

Name: Glenn Silver
Title: President
Ausable Valley Hockey Association

Name: Krista Douma
Title: Secretary
Ausable Valley Hockey Association