



# **Brantford Minor Hockey Association By-Law #1**

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**July 22, 2020**

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# BRANTFORD MINOR HOCKEY ASSOCIATION BY-LAW #1

## 1.0 DEFINITIONS

- 1.1 Reference to **Representative Teams** in this document, unless otherwise stated, are relating to 'AAA', 'A' and 'MD' (Minor Development), Brantford 99er hockey teams under the Bylaws and Policies.
- 1.2 Reference to **"the Association"**, unless otherwise stated, is referring to the Brantford Minor Hockey Association.
- 1.3 Reference to **"the Board"**, unless otherwise stated, is referring to the Board of Directors of the Brantford Minor Hockey Association.
- 1.4 Reference to **"Board member"** means a Board of Director member of the Association.
- 1.5 Reference to **"O.H.F."**, unless otherwise stated, is referring to the Ontario Hockey Federation.
- 1.6 Reference to **"H.C."**, unless otherwise stated, is referring to Hockey Canada.

## 2.0 NAME

This organization is incorporated under the laws of the Province of Ontario and shall be known as the **BRANTFORD MINOR HOCKEY ASSOCIATION**.

## 3.0 PURPOSE

The purpose of the Association shall be:

- 3.1 To govern, foster, promote and teach amateur hockey.
- 3.2 To organize and control hockey competition as a division of the Minor Hockey Alliance of Ontario and by the authority of Hockey Canada.
- 3.3 To develop and encourage sportsmanship, community spirit and good fellowship amongst youth to the betterment of their physical, mental and social well-being.
- 3.4 To have and exercise a general care for and direction over all participants, teams and volunteers in their activities relating to the operation of the Association.

- 3.5 To sponsor and promote athletic, social, and other activities as may be required to finance the undertakings of the Association.
- 3.6 To solicit and accept donations, gifts, legacies and bequests for carrying on the undertakings of the Association.

#### **4.0 ASSOCIATION MEMBERSHIP**

The Association's membership will comprise the following categories of members:

- 4.1 **Life Members** – membership through appointment by the Association's Board of Directors for outstanding service and contribution to the purpose and activities of the Association.
- 4.2 **Honourary Members** – individuals who are identified by the Board of Directors and/or the membership for outstanding community leadership and service which has benefited the development of amateur hockey at any level.
- 4.3 **Past Presidents** – all Past Presidents after having served one complete term as President of the Association, or after having completed the one year term of a former President who had resigned before his or her term or was otherwise unable to complete his or her term.
- 4.4 **Current Members of the Board of Directors** – all members of the Board of Directors of the Association who are currently in a Board position.
- 4.5 **The Coach and Assistant Coaches of Each Association Team** – the person who is approved by the Board of Directors as the coach and assistant coaches of each of the Association's hockey teams.
- 4.6 **The Manager of Each Association Team** – the person who is approved by the Board of Directors for each of the Association's hockey teams.
- 4.7 **The Trainer of Each Association Team** – the person who is approved designated/recognized by the Board of Directors for each of the Association's hockey teams.
- 4.8 **Volunteers** – volunteers who are designated by the Board of Directors as members.
- 4.9 **The Parent/Player Representative of Each Association Team** – for each Association Team, the parents on that team will elect a parent representative. For Association Teams where 50% or more of the players are eighteen years of age or older, the players on that team can elect one amongst themselves to be a player representative if there is no parent representative.
- 4.10 **Convenors** – League Convenors for all Association Recreational Leagues.

- 4.11 **Forfeiture of Membership** – Any member who has a child playing for the Association, the fees for whom have not been paid when due and payable, shall cease to qualify as a member, and thereby forfeit all rights and privileges of being a member. The Board shall have the power, at its sole discretion, to reinstate such a member who has forfeited his or her rights and privileges on such terms and conditions as the Board deems fit.

## **5.0 MEMBERS' MEETINGS**

### **5.1 Voting**

- 5.1.1 Each member has one vote at any duly-called members' meeting, including the meeting chairperson.
- 5.1.2 Unless required by law, no proxy votes are to be recognized by the Chair/President of the Association at any members' meeting.
- 5.1.3 A secret ballot for member voting can be authorized by the President or the Board of Directors or based on a motion moved and seconded by members at a members' meeting and approved by the eligible members voting. For any secret ballot held at a members' meeting, the Board of Directors' Secretary and two members at such a meeting, elected by the members, will act as scrutinizers to oversee the vote to confirm the vote and result and accuracy, such Secretary and two members still being entitled to enter their vote by ballot.
- 5.1.4 All motions, except amendments to the By-Law, undertaken at an Annual General Meeting are approved if 50% plus one (1) vote of the members authorized to vote, vote in favour of the motion. Motions associated with an amendment to the Association's By-law will require two-thirds or greater approval of the members in attendance.
- 5.1.5 A motion at an Annual General Meeting that receive a tied vote, and for which a quorum exists, is defeated, as are motions that do not receive 50% plus one (1) vote of acceptance or By-Law amendments that do not receive a two-thirds vote of acceptance.

### **5.2 Annual General Meeting**

- 5.2.1 The Board of Directors will cause to have an Annual General Meeting of the Association called within sixty (60) days after the end of each fiscal year.
- 5.2.2 All members will be given a minimum of forty five (45) and not more than sixty (60) days' notice of the Annual General Meeting based on two (2) newspaper advertisements in a local daily newspaper; and/or email notification to each

member, and/or notification postings in local arenas where Association teams play; and/or Website and/or social media at the discretion of the Board of Directors.

5.2.3 Annual General Meetings will be chaired by the Association President, in his or her absence, the First Vice-President, and in his or her absence by a Board member approved by the Board.

5.2.4 The minimum agenda requirements for an Annual General Meeting will be as follows:

- i. Confirmation of the Notice of Meeting;
- ii. Approval of the previous Annual General Meeting and any Special Members' meeting minutes;
- iii. Presentation of the audited financial statement for the Association, unless unaudited financial statements are permitted by law with the Members' approval;
- iv. Appointment of the succeeding fiscal year auditors or accountants if unaudited financial statements are permitted by law with the Members' approval;
- v. Election of Board members for the positions open for election;
- vi. Proposed amendments to the By-law of the Association;
- vii. Other agenda items appropriate for an Annual General Meeting and as identified and/or approved by the Board of Directors.

5.2.5 A quorum for an Annual General Meeting will be 10% of the eligible members of the Association at the time of the Annual General Meeting.

### **5.3 Special Members' Meetings**

5.3.1 Special Members' meetings of the Association's members can be called based on one (1) of the two (2) following ways:

- i. With fifteen(15) days' notice to the members, by the Board of Directors approving such a motion;
- ii. With fifteen (15) days' notice to members, after the President of the Association has received a request for a Special Members' meeting in writing that contains a minimum of twenty (20) signatures of current members requesting such a meeting and identifying the topic or topics they wish on the Special Members' meeting agenda.

- 5.3.2 The President will chair Special Members' meetings unless that person has a conflict of interest or is the subject of the consideration of the Special Members' meeting. If such a case occurs, the First Vice-President will chair the Special Members' meeting, and if the First Vice-President cannot chair the Special Members' meeting, then a Board member approved by the Board will chair the Special Members' meeting.
- 5.3.3 Special Members' meetings can have an agenda that contains any of the agenda items that are outlined in this By-Law for an Annual General Meeting, or a topic or topics either approved by the Board of Directors or as identified by the members who have requested such a meeting.
- 5.3.4 A members' vote can be taken based on moved and seconded motions at Special Members' meetings, with approval requiring 50% plus one (1) vote of the eligible voting members in attendance, except for an amendment to the By-law which requires a two-thirds vote of the eligible members in attendance.
- 5.3.5 Minutes are to be taken of all Special Members' meeting and recorded in the Association's Minute Book.
- 5.3.6 Any Special Members' meeting vote for Board of Director positions will have the vote process undertaken as per the process outlined for an Annual General Meeting in this By-Law.
- 5.3.7 A quorum for a Special Members' meeting will be 5% of the eligible members at the time the Special Members' meeting is held.

## **6.0 BOARD OF DIRECTOR ELIGIBILITY AND ELECTIONS**

- 6.1 To be eligible to be a Board member, nominees for the Board of Directors and incumbent Board members must:
  - 6.1.1 Be over the age of eighteen (18) years and be an individual;
  - 6.1.2 Not be a person found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing projects;
  - 6.1.3 Not be a person who has been found incapable by any Court in Canada, or elsewhere;
  - 6.1.4 Not be a person who has the status of bankrupt;

- 6.1.5 Be a member of the Association in good standing in terms of all payments to the Association, dues, etc., including without limitation the punctual payment of fees for any member's child who plays for the Association;
  - 6.1.6 Have been a volunteer in good standing at any level in the Association for at least one (1) year immediately preceding the commencement of the Board's ensuing annual term, unless this requirement is waived by a vote of two-thirds of the Board of Directors;
  - 6.1.7 Can provide a police check confirmation acceptable to the Board of Directors and not have been involved in or convicted of any child abuse;
  - 6.1.8 Be bondable for board of director positions that are involved with the handling of corporate or organizational funds;
  - 6.1.9 Be in attendance at the annual General Meeting or Special Members' meeting at which their nomination is being voted on and declare their interest in and time availability to fulfil their role as a Board member and the assigned role they would have on the Board of Directors, or provide in writing to the said meeting their interest in and time availability if they cannot attend the meeting.
- 6.2 The Nominating Committee of the Board of Directors will present a slate of nominees for the Board positions that are either vacant or up for renewal for the purposes of election at the Annual General Meeting.
- 6.3 Nominations from members of the Association will be accepted by the Board Secretary for a vote at an Annual General Meeting if the Association member making the nomination gives thirty (30) days' prior written notice to the Secretary of the nominee together with a second member seconding the nomination.
- 6.4 No person may be nominated for more than one Board position.
- 6.5 Once all nominations are finalized, the Chair will call on the Secretary for a vote, using a show of hands. The vote may be by secret ballot at the discretion of the Chair, or by a vote of the members following a member moving, a secret ballot motion and a second member seconding the motion.
- 6.6 The Secretary of the Board of Directors will undertake the vote if a show of hands is utilized to vote and announce the results of the vote identifying the new Board members. If a secret ballot approach is utilized, Section 5.1.3 will come into effect.
- 6.7 All votes will be recorded in the minutes of the Annual General Meeting, and if a secret ballot is utilized, a motion will be accepted by the meeting Chair to destroy the ballots after final acceptance.



- 6.8 Minutes will be taken for all Annual General Meetings and recorded in the Association's Minute Book, with minute's approval at the succeeding Annual General Meeting.

## **7.0 BOARD OF DIRECTORS**

### **7.1 Board of Directors Role**

- 7.1.1 The governance and policy making responsibilities of the Association shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs.

### **7.2 Board of Director Membership, Meetings, Terms and Voting**

- 7.2.1 The Association's Board of Directors will consist of eighteen (18) members elected at an Annual General Meeting or Special Members' meeting by the Association's members, subject to the rights of the Board of Directors under section 7.3.3 of this by-law.
- 7.2.2 If a Board member cannot complete his or her term of office, the Board of Directors has the authority to appoint an individual to fulfil the uncompleted term of the departing Board member based on a majority vote of the Board of Directors at a Board of Director's meeting, provided that at the next Annual General Meeting, if more than 2 members are appointed then all appointed positions will stand for election for the remaining 1 year term at the next Annual General Meeting.
- 7.2.3 Each Board member, has one vote at a duly constituted Board of Directors' meeting. No proxy votes will be authorized / recognized by the Chair of any such Board of Directors' meeting.
- 7.2.4 A Board Member may, if all the Board members consent, participate in a meeting of the Board by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Board member so participating in a meeting is deemed to be present at the meeting.
- 7.2.5 At the discretion of the President, and at times between scheduled Board of Directors meeting, motions seeking approval from the Board of Directors can be emailed/digitally sent to the Board Members requesting their vote on the motion and to return their vote to the President by email/digitally. The same quorum requirements and voting procedures as for regular Board of Directors meetings will apply.
- 7.2.6 The President, acting as the Chair of a Board meeting, has one (1) vote. If a Board member other than the President is acting as the Chair, the Board member so

acting as Chair has one (1) vote. The quorum for a Board meeting is a majority of the elected Board members present.

- 7.2.7 Board members are elected for two year terms and are allowed to serve a total of 8 years consecutively, after which they must leave the Board of Directors and wait two years before they become eligible for election to the Association's Board of Directors.
- 7.2.8 Board of Director positions (not including Officers and Past President) listed in the Policies Manual Board of Directors 1.1.4 Section 1.2 will stand for election those listed in the policy with odd numbers in odd years and even numbers in even years. (example 1.2.1 Director of Coaching and Development will be up for election in odd years, 1.2.2 Director of Officiating will be up for election in even years).
- 7.2.9 Based on a majority vote of the Board of Directors, taken at a duly constituted meeting of the Board of Directors, a member of the Board of Directors may be removed from his/her office and as a member of the Board of Directors at any time during his/her term of office for failure:
- i. to execute the duties prescribed for the office under the By-law or policies of the Association;
  - ii. to attend three (3) consecutive Board meetings;
  - iii. to follow the Conflict of Interest and/or Code of Conduct Policies of the Association.
- 7.2.10 No individual may hold more than one position on the Board of Directors of the Association at any one time.
- 7.2.11 The Association's Board of Directors cannot include two or more elected members of the same family, whether by legal marriage or common-law, including relatives, provided that the Board of Directors may appoint an individual related to a Board member under special circumstances based on a minimum two-thirds vote of the Board members.
- 7.2.12 Board members shall serve without remuneration. No Board member shall directly or indirectly profit from his/her position or receive fees. Reasonable expenses incurred by him/her in the performance of his/her duties may be reimbursed subject to standard accounting principles.

### **7.3 Board of Director Assignments and Committees**

- 7.3.1 Each Board member will have a specific assigned area of responsibility in addition to their role as a Board member of the Association.
- 7.3.2 The Board has the authority to establish all Board of Directors position assignments, roles, functions and titles, except for the Officer positions on the Board of Directors.
- 7.3.3 Where the Association's document of incorporation or document that legally modifies such incorporation provides for a minimum and maximum number of Board members, the number of Board members of the Association may be determined by two-thirds of the Board members. A decrease in the number of Board members does not shorten the term of an incumbent Board member.
- 7.3.4 The Board of Directors has the authority to form Standing Committees, Ad Hoc Committees and Task Forces at its discretion. Each Committee and Task Force is to have a Terms of Reference approved by the Board of Directors.
- 7.3.5 The Chair of any Standing Committee, Ad Hoc Committee or Task Force is to be a Board member who reports back to the Board of Directors of the Association.
- 7.3.6 An Executive Committee of the Board of Directors will be formed, involving the:
- i. President;
  - ii. First Vice-President;
  - iii. Second Vice-President;
  - iv. Secretary;
  - v. Treasurer;
  - vi. One other Board member elected by the Board of Directors.
- 7.3.7 The Executive Committee will have the following responsibilities:
- i. Organize, prioritize and develop the activities for Board of Directors meetings, including agenda development for any Board meeting;
  - ii. Approve the Nominating Committee's proposed list of Board members prior to its presentation to the Board;
  - iii. Act on behalf of the Board of Directors in emergency or time limited situations, seeking Board of Directors' approval at the next Board of

Directors' meeting for its decisions, or by calling a Special Board of Directors' meeting to deal with such situations;

- iv. Ensure that the strategic planning, operational plans, relationships with Hockey Canada and the Minor Hockey Alliance of Ontario and other partners are functioning appropriately and in the best interests of the Association;
- v. Undertake other actions as delegated by the Board through an approved Board motion authorizing such actions.

7.3.8 The Board of Directors will meet a minimum of five (5) times a year between the first of September and the end of April each year, and at other times as determined by the Board of Directors and/or as called by the President.

7.3.9 The President can call a Special Board of Directors meeting at his or her sole discretion or a Special Board of Directors meeting can be called if three (3) or more current members of the Board of Directors request such a meeting to the President in a letter identifying the topic or topics to be discussed at the Special Board of Directors meeting and is signed by the requesting Board members. Such a meeting must be called within five (5) days after receipt of such a letter signed by three (3) or more Board members. If the President is not available, the First Vice-President will act on such a meeting request and the First Vice-President will also do so, if the President fails to call the Special Board of Directors' meeting within five (5) days. The five (5) days' notice can be extended at the sole discretion of the Board members requesting a Special Board of Directors' meeting.

#### **7.4 Nominating Committee and Call For Nominations**

7.4.1 Each year, ninety (90) days before the end of the fiscal year, the Board of Directors will appoint a Nominating Committee comprised of the Past President, one (1) current Board member and two (2) Association members. If the Past President is unavailable or unable, then the First Vice-President shall sit in the place of the Past President. If the First Vice-President is unavailable or unable, then the Board shall select his or her replacement to sit on the Nominating Committee.

7.4.2 The Nominating Committee will first identify the Board of Directors' positions for which their full term limit has expired. The Nominating Committee will then ask the incumbent Board members whose two year term is over, if they are interested in a further two-year term.

7.4.3 Based on Board positions being vacated due to resignations, short term appointments, retirements or term limits, the Nominating Committee will then

identify the positions that are to be voted on at the Annual General Meeting and undertake a Call for Nominations.

- 7.4.4 A Call for Nominations will be placed on the Association's website and posted in arenas where Association teams play, and undertaken in other ways as appropriate to secure Board of Director nominations.
- 7.4.5 Nominations for Board of Director positions must be received by the Board Secretary or the Nominating Committee thirty (30) days prior to the date of the Annual General Meeting. The Board Secretary will transfer nominations he/she receives from the membership to the Chair of the Nominating Committee.
- 7.4.6 The Nominating Committee membership will review the nominees presented to the Committee and/or secure nominations through its own efforts, and develop a list of nominees based on the following steps:
  - i. A list of nominees identifies the Board members' role that each nominee would undertake if elected to the Board of Directors;
  - ii. Present this list of nominees to the Executive Committee for approval who will then present the list as amended to the Board of Directors for their approval and subsequent presentation at the Annual General Meeting. Any nominations made pursuant to section 6.3 of this By-law shall also be presented at the Annual General Meeting.
  - iii. No person may be nominated for more than one position on the Board.

## **8.0 OFFICERS**

### **8.1 Positions, Terms and Eligibility**

- 8.1.1 The Board of Directors will have five (5) officers:
- 8.1.2 President acting as Chair of the Board of Directors and President of the Association;
- 8.1.3 First Vice-President;
- 8.1.4 Second Vice-President;
- 8.1.5 Secretary;
- 8.1.6 Treasurer.

- 8.1.7 The President, First Vice-President and Second Vice-President, will be elected each for a one (1) year term and the Secretary and Treasurer will be elected each for a two (2) year term by the Board members at the first meeting of the Board of Directors after the Annual General Meeting. Officers at the Annual General Meeting will remain in place until the new Officers are elected by the Board of Directors.
- 8.1.8 To be eligible to run for an Officer position of the Association, an individual must have served a minimum of one (1) year on the Board of Directors of the Association within the past two years before the election, unless this requirement is waived by a vote of two-thirds of the Board of Directors.
- 8.1.9 The Board of Directors will elect the First Vice-President, Second Vice President, Secretary and Treasurer. The First Vice-President will automatically move into the President's position on the Board of Directors of the Association, unless the current President is re-elected by the Board of Directors to that position.
- 8.1.10 Once the President leaves the President's position and the First Vice-President is appointed President, the previous President becomes the Past President and the incumbent Past President leaves the Board of Directors. There can only be one Past President at any one time. In cases where a President leaves during his or her term of office and/or is not available to fulfill a Past President role, the Current Past President will stay on the Board of Directors. If a Board member completes the one year term of a President who has resigned or was otherwise unable to complete his or her term, the Board member that completes the term of such President shall be the Past President.

## **8.2 Officer Position Responsibilities**

### **8.2.1 President**

Within the jurisdiction of the Association and as the Chair of the Board of Directors, shall have all the powers of the President of the Branch, and without limiting the generality of the foregoing, shall have the powers to:

- i. Ensure the objectives and policies of the Association are carried out;
- ii. Ensure the rules and regulations of other governing organizations, including the Minor Hockey Alliance of Ontario, Hockey Canada and the Ontario Hockey Federation are adhered to;
- iii. Be one (1) of the signing Officers of the Association;

- iv. Chair all Board of Directors', Annual and Special Members' meetings of the Association;
- v. Be the Association's representative to the Brantford's Sports Council or appoint a designate;
- vi. Undertake other duties as assigned by the Board of Directors.

#### 8.2.2 First Vice-President

- i. In the absence of the President, or in the event of the President's inability to act, have all the authorities of the President;
- ii. Assist the President in the operation and administration of the Policies and By-laws of the Association;
- iii. Be one (1) of the signing Officers of the Association;
- iv. Be responsible for any strategic and operational planning for the Association;
- v. Undertake other duties as assigned by the President or the Board of Directors.

#### 8.2.3 Second Vice-President

- i. In the absence of the President and First Vice-President, have all of the authorities of the President if assigned by the President or First Vice-President;
- ii. Look after/oversee all publicity and communications pertaining to Association matters;
- iii. Oversee the operation of tournaments operated by the Association;
- iv. Oversee the operation of the Association's Hockey School and other programs as assigned by the Board of Directors;
- v. Be one (1) of the signing Officers of the Association;
- vi. Other duties as assigned by the President or the Board of Directors.

#### 8.2.4 Secretary

- i. Ensure an accurate record of all Board of Directors', Annual and Special Members' meetings in writing, and maintain copies on file for the future use of the Association and for any statutory reporting requirements;
- ii. Receive and distribute to the Board of Directors all correspondence directed to the Board of Directors or any member of the Board of Directors that is to be dealt with by the Board, and retain on file all copies of such correspondence received and as distributed;
- iii. Establish and maintain accurate lists of the current members of the Association eligible to vote at the Annual General Meeting or Special Members' meeting;
- iv. Be one (1) of the signing Officers of the Association;
- v. Other duties as assigned by the President or the Board of Directors.

#### 8.2.5 Treasurer

- i. Keep a record of all funds received and disbursed, deposit all funds in Association bank account(s) and make disbursements by cheque;
- ii. Present at each meeting of the Board of Directors up-to-date financial statements;
- iii. Act as a Chair of a Budget and Finance Committee for the Association if formed by the Board of Directors;
- iv. Be one (1) of the signing Officers for the Association;
- v. Have the Association's financial statements independently reviewed annually by an auditor appointed by the members at an Annual General Meeting and present such financial statements for approval at the Association Annual General Meeting, provided that the appointment of an auditor shall not be required where it is not a requirement by law and the member's agree that an audit is not required;
- vi. Chair the Purchasing Committee if formed by the Board of Directors;
- vii. Receive from each representative team, including select teams, a statement of accounts on a monthly basis to be kept on file within the Association;



- viii. Be consulted with respect to all tournament hockey school and other activity/event budgets operated on behalf of the Association.

## **9.0 SIGNING AUTHORITIES**

- 9.1 Association cheques must bear the signature of two (2) of the following five (5) Officers of the Association, namely, the President, First Vice-President, Second Vice-President, Secretary and Treasurer.
- 9.2 Any contractual arrangements via a contract, agreement or other legal authority, requires Board of Directors' approval, and the signature of two (2) of the following four (4) Officers of the Association, namely, the President, First Vice-President, Secretary and Treasurer, or other signatories authorized by Board resolution.

## **10.0 ASSOCIATION OFFICE AND STAFFING**

- 10.1 The location of the Association offices will be within the boundaries of the City of Brantford or any succeeding municipal structure that includes all or most of the City of Brantford's boundaries as of January 1, 2013.
- 10.2 The Board of Directors, at its sole discretion and with approving motions at Board of Directors' meetings, can recruit, retain and terminate and evaluate paid staff and volunteers for the Association's activities and programs. For paid staff positions, the Board of Directors have the authority to set compensation levels, hours of work, position responsibilities and related matters consistent with prevailing statutory and regulatory requirements.

## **11.0 BY-LAW AMENDMENTS**

- 11.1 The By-law of the Association may not be altered except at an Annual General Meeting or Special Members' meeting.
- 11.2 A motion to amend the By-law is approved if a quorum for an Annual General Meeting or Special Members' Meeting is in place and two-thirds of the members in attendance vote in favour of the amending motion.
- 11.3 Proposed amendments to the By-law shall be delivered to the Association's Secretary in writing, at least thirty (30) days before the Annual General Meeting, and are to be contained in the Notice of Meeting that is required to be distributed to members fifteen (15) days prior to the Annual General Meeting or a Special Members' Meeting at which the amendment is to be considered.
- 11.4 A motion to amend the By-law requires a mover and a seconder at the Annual General Meeting or Special Members' meeting who are current members of the Association.

## **12.0 DISSOLUTION OF THE ASSOCIATION**

- 12.1 Dissolution of the Association can occur at an Annual General Meeting or a Special Members' meeting where two-thirds of the members in attendance vote for such dissolution and a quorum exists. Unless allowed by law, no proxy votes will be permitted.
- 12.2 Notice of Motion to dissolve the Association will be published in the local media a minimum of three times (3) starting with the first notification thirty (30) days prior to the Annual General Meeting or Special Members' meeting at which such a motion is to be considered.
- 12.3 Any motion to dissolve the Association must first be received by the Secretary who will bring it to the Board of Directors who must meet and have a quorum to vote on such a motion. A two-thirds majority vote by the Board members must occur before such a motion advances to an Annual General Meeting or Special Members' meeting.
- 12.4 Upon the dissolution of the Association, and after payments of all debts and liabilities, the Association's remaining property shall be disposed of and distributed to other not-for-profit minor sports organizations operating primarily in the City of Brantford. The Board of Directors will determine the specific recipients and the amounts they are to receive from any residual funds that result from dissolution.
- 12.5 In the event of dissolution of the Corporation, any moneys in the Lottery Fund account cannot be used to pay bills, but can only be distributed to other charities. (e.g. Arnold Anderson Fund)

## **13.0 INDEMNITIES TO BOARD MEMBERS, OFFICERS AND OTHERS**

- 13.1 For the Protection of Board members and Officers, except as otherwise provided in the Act, no Board member or Officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Board member or Officer or employee, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Board member's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Board member's own willful neglect or default.
- 13.2 Every Board member or Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any Association controlled

by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time, and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

13.2.1 all costs, charges and expenses whatsoever which such Board member, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Board member Officer or other person for or in respect of any act, deed, matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and

13.2.2 all other costs, charges and expenses which the Board member, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

13.3 The Association shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by law.

## Document History

Date	Number	Change	Previous Wording	Rationale for change
27-Mar-2013	By-Law #1	New		
28-May-2014	5.2.2	Change	All members will be given a minimum of ten (10) and not more than fifty (50) days' notice of the Annual General Meeting based on two (2) newspaper advertisements in a local daily newspaper; and/or email notification to each member, and/or notification postings in local arenas where Association teams play; and/or Canada Post letter notification to members identified addresses at the discretion of the Board of Directors.	In order to allow time for Notice of motions and Nominations to be received that requires a minimum of 30 days. This will allow 15-30 days' notice to submit motions and nominations.  Mailing by Canada Post is out dated form of communication.
28-May-2014	7.2.2	Change	If a Board member cannot complete his or her term of office, the Board of Directors has the authority to appoint an individual to fulfil the uncompleted term of the departing Board member based on a majority vote of the Board of Directors at a Board of Director's meeting, provided that at the next Annual General Meeting, the total number of Board members so appointed may not exceed one-third of the number of Board members elected at the previous Annual General Meeting.	The wording isn't clear on definition of number appointed or elected at the previous AGM
28-May-2014	7.2.7	Change	Board members are elected for two year terms and are allowed to serve a total of four two-year terms consecutively, after which they must leave the Board of Directors and wait two years before they become eligible for election to the Association's Board of Directors.	Officers are appointed to 1 and 2 year terms
28-May-2014	7.2.8	Change	The current Board members will continue on the Board when this new By-law is approved by the Association's members. The Board of Directors will assign seven (7) positions each to a one (1) year term, and the Board of Directors will assign eight (8) positions each to a two (2) year term on the Board of Directors for the purposes of transition, and in order to initiate the Board member term limits process. Notwithstanding any provisions in this By-Law, if any of the current Board members do not wish to continue as a Board member, the Board may appoint replacements for any such vacancies created. For any newly created Board positions (excluding officer positions), although in the transitioning process the Board of Directors may have appointed individuals for such positions, the	Temporary wording for implementation of the By-law. New wording required moving forward.

			members at the following Annual General Meeting are entitled to nominate replacement candidates for such positions. Any such nominations shall be in accordance with the nomination provisions of this By-Law, and upon receipt of any such nominations by the Board Secretary, an election shall be held at the Annual General Meeting.	
28-May-2014	9.1	Change	Association cheques must bear the signature of two (2) of the following four (4) Officers of the Association, namely, the President, First Vice-President, Secretary and Treasurer.	To be consistent with 8.2.3 v. where Second Vice-President is to be one of the signing Officers of the Association.
28-May-2014	11.3	Change	Proposed amendments to the By-law shall be delivered to the Association's Secretary in writing, at least forty-five (45) days before the Annual General Meeting, and are to be contained in the Notice of Meeting that is required to be distributed to members thirty (30) days prior to the Annual General Meeting or fifteen (15) days prior to a Special Members' Meeting at which the amendment is to be considered.	In order to allow time for Notice of motions and Nominations to be received that requires a minimum of 30 days. This will allow 15-30 days' notice to submit motions and nominations.
28-May-2014	Title	Change	Logo Change	
10-Jun-2015	7.2.1	Change	The Association's Board of Directors will consist of fifteen (15) members elected at an Annual General Meeting or Special Members' meeting by the Association's members, subject to the rights of the Board of Directors under section 7.3.3 of this by-law.	Change Director of Coaching and Player Development into 2 separate portfolios: Director of Coaching; and Director of Player Development. Change Director of Representative Teams into 2 separate portfolios. Director of Representative Teams – AAA; and Director of Representative Teams – AA/A/MD. Combine Risk Management and Officiating into 1 portfolio.
16-Jun-2016	7.2.12	Change	Board members shall serve without remuneration, and no Board member shall directly or indirectly receive profit from his/her position, provided that a Board member will be paid reasonable expenses incurred by him/her in the performance of his/her duties except for a fee or fees paid to a Board member for a specific service or services that is approved by a Board resolution where a minimum of two-thirds of the Board members authorize such payments at a Board meeting at which the Board member in question declares a conflict.	Brings the Board more in-line with other not-for-profit by-laws. Board members could still coach but would have to forego the honorarium (if any).

16-Jun-2016	7.4.2	Change	The Nominating Committee will first identify the Board of Directors' positions for which their full term limit has expired. The Nominating Committee will then ask the incumbent Board members whose two year term is over, if they are interested in a further two-year term based on their six (6) years of eligibility on the Board of Directors.	8 year term is outlined in 7.2.7. Referencing maximum terms (2 years plus 6 years) in 7.4.2 is redundant and confusing
19-Jun-2018	7.2.1	Change	7.2.1 The Association's Board of Directors will consist of sixteen (16) members elected at an Annual General Meeting or Special Members' meeting by the Association's members, subject to the rights of the Board of Directors under section 7.3.3 of this by-law.	Add two new Directors to fulfill the roles of Director of IP programing and Director of Communication & Social media.
22-July 2020	8.1.10	Change	Once the President leaves the President's position and the First Vice-President is appointed President, the previous President becomes the Past President and the incumbent Past President leaves the Board of Directors. There can only be one Past President at any one time. In cases where a President leaves during his or her term of office and/or is not available to fulfill a Past President role, there will be no Past President on the Board of Directors. If a Board member completes the one year term of a President who has resigned or was otherwise unable to complete his or her term, the Board member that completes the term of such President shall be the Past President.	The Past President is a vital role as an advisor to the board and a new President, for this postion to be eliminated it leaves a valuable hole on the board.
22-July-2020	12.5	Add Wording	No Current wording	This is required by the Lottery and gaming corporation when a lottery license is needed for any raffles or fundraisings events