

**Central Ontario Wolves
Hockey Association**

By-Laws

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Central Ontario Wolves Hockey Association

By-Laws

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Central Ontario Wolves Hockey Association

By-Law No. 1

A by-law relating generally to the conduct of the affairs of the Central Ontario Wolves Hockey Association.

BE IT ENACTED as a by-law of the Central Ontario Wolves Hockey Association as follows:

1. DEFINITIONS

- 1.1 In this By-Law and all other By-Laws and Resolutions of COWHA, unless the context otherwise requires:
- (a) “Association” means Central Ontario Wolves Hockey Association (or such name as the Association may in the future legally adopt);
 - (b) “Board” means the Board of Directors of the Association;
 - (c) “CHA” means the Canadian Hockey Association (or such name as the CHA may in the future legally adopt);
 - (d) “Corporations Act” means the Corporations Act R.S.). 1990, Chapter 38 and any statute amending or enacted in substitution therefore, from time to time;
 - (e) “Director” means an individual who has been elected to the Board of Directors of the Association;
 - (f) “Letters Patent” mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
 - (g) “OHF” means the Ontario Hockey Federation (or such name as the OHF may in the future legally adopt);
 - (h) “OMHA” means the Ontario Minor Hockey Association (or such name as the OMHA in the future legally adopt);
 - (i) “Policies” means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association;
 - (j) “COWHA” means Central Ontario Wolves Hockey Association;

- (k) “Members” means all classes of membership in the Association as provided for in section 5;
- (l) “AGM” means Annual General Meeting.
- 1.2 All terms defined in the Corporations Act have the same meaning in this By-Law and all other By-Laws and Resolutions of the Association.

2. REGISTERED OFFICE AND SEAL

- 2.1 The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt and shall be entrusted to the Secretary of the Association for its use and safekeeping.
- 2.2 The registered head office of the Association shall be in the Town of Lindsay, in the province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act.

3. MISSION OF THE ASSOCIATION

- 3.1 The objectives of the Central Ontario Wolves Hockey Association are as follows;
 - (a) To promote ‘AAA’ Hockey in Zone;
 - (b) To support community-based hockey in local associations to meet the needs of players below ‘AAA’ level;
 - (c) To attract players in Zone hockey who are presently living in the zone and players playing outside the Zone;
 - (d) To promote our Association and follow our own objectives with integrity in order to cultivate quality players, promote sportsmanship, professionalism and fair play at the ‘AAA’ level;
 - (e) To create an environment that allows growth in character and skill development while making available the highest level of hockey competition;
 - (f) To strive to develop financial strength ensuring a strong organization;

- (g) To instill in all players, coaches, managers and members associated with COWHA good sportsmanship, correct and proper behaviour on and off the ice and respect for authority and team play;
- (h) The Association shall be operated without the purpose of pecuniary gain to any of the members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objects.

4. AFFILIATIONS

- 4.1 The Association shall have the following affiliations:
 - (a) The Association shall be a member of the OMHA and the E.T.A.; and,
 - (b) The Association shall operate in co-operation with the Recreation and Parks Departments within our zone.

5. CLASSES OF MEMBERSHIP

- 5.1 Membership in COWHA may be granted to individuals in good standing who shall agree to abide by and comply with the General By-Law and other policies, rules and guidelines of COWHA.
 - (a) Active Membership – include all elected or appointed Directors or officials and all coaches, managers and trainers appointed for the current season and all registered players who are at least 18 years of age. Also included are those persons appointed by the Board to fill a vacancy. **Members in this classification will be granted one vote per person.**
 - (b) Parent/Guardian Membership – include all parents and/or legal guardians of registered players in good standing where the registered player is under the age of 18 years. **Each couple or custodial single parent shall have one vote per player registered and may attend members meetings and, by invitation, meetings of the Board and Committees of COWHA.**
 - (c) Honorary Lifetime Membership – granted to an individual who has rendered extraordinary and distinguished service to COWHA and has been expressly named by a duly passed resolution of the Board. **These members have no vote but may attend members meetings and, by invitation, meetings of the Board and of Committees of COWHA.**
 - (d) One Person – One Class of Membership – although it is possible for a member to be qualified for more than one class of membership in COWHA, no person may hold membership in more than one class of membership. It is, therefore,

mandatory that each member shall declare himself/herself prior to the start of any meeting on the membership and advise the chairperson of the membership class he/she wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.

- (e) Unless otherwise determined by the Board, every Membership for the current year, other than Honorary Lifetime Memberships, shall commence immediately following the AGM of COWHA and shall terminate on the 1st day following the next AGM of COWHA.
- (f) All Active Members, Parent/Guardian Members and Honorary Lifetime Members, in good standing, shall be entitled to notice of and to vote at all Meetings of members of COWHA.
- (g) Members in good standing are defined as one who does not owe any applicable COWHA fees, assessments, etc. and who is not the subject of any current disciplinary action. A Member may be re-instated by the Board.
- (h) Members, who are Members of the Association at least 45 days in advance of any General Meeting of the Members of COWHA, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 45 days in advance of a General Meeting shall have their voting privileges commence with the start of the new Membership year.

5.2 Termination of membership in COWHA is as follows;

- (a) Membership in COWHA shall not be transferable and shall terminate upon members resignation or death;
- (b) Members may resign from COWHA by submitting a Letter of Resignation to the Secretary of COWHA. The resignation shall take effect at the time of such delivery unless a later date is specified in the resignation;
- (c) The Board shall have the authority to suspend or expel any member or supporter from COWHA for any one or more of the following grounds:
 - 1. Violating any provision of the Article, By-Laws or written policies of COWHA;
 - 2. Carrying out any conduct which may be detrimental to COWHA as determined by the Board in its sole discretion;
 - 3. For any reason that the Board, in its sole and absolute discretion considers to be reasonable, having regard to the purpose of COWHA.

In the event that the Board determines that a Member should be expelled or suspended from Membership in COWHA, the President or such other office as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other office as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received, the President, or such other officer as may be designated by the Board, may proceed to notify the Member is suspended or expelled from Membership of COWHA. If written submissions are received in accordance with the Article, the Board shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fourteen (14) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without further right of appeal.

6. MEETINGS OF MEMBERS

- 6.1 The Annual General Meeting shall be held each year prior to June 1, at a time, place and day determined by the Board for the purpose of doing business as set out in the agenda of such Annual General Meeting. Notice of the Annual General Meeting shall be given not less than six (6) weeks before the day on which the meeting is to be held.
- 6.2 The President may call a General Membership Meeting at any time. Members may call a Special Membership Meeting or General Membership Meeting at any time providing the reason for such meeting is in writing and on the signatures of thirty (30) voting members and at least twenty-one (21) days prior to the requested date of said meeting. The only business that may be transacted at a Special Membership Meeting is that referred to in the notice.
- 6.3 The President, or in his/her absence, a Vice-President shall be Chairperson of any meeting of the members. If no such Director is present, the Directors present shall chose one (1) of their number to be Chairperson. If the Secretary is absent, the Chairperson shall appoint some person to act as Secretary of the meeting.
- 6.4 At any meeting of the Members, the respective voting rights of Members are those set out in Section 5.
- 6.5 There shall be no proxies at any meeting of Members.

- 6.6 The Order of Business at any meeting of Members shall be at the discretion of the Chairperson of the meeting. Subject to the aforesaid, the Order of Business shall be as follows:
- (a) Call to Order
 - (b) Reading of notice call of meeting
 - (c) Reading and approval of the previous Meeting of Members
 - (d) Directors Reports
 - (e) Financial Report
 - (f) Motions
 - (g) Correspondance
 - (h) Election of the new Board (elected positions only) – AGM only
 - (i) Other Business
 - (j) Adjournment
- 6.7 A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by By-Laws of the Association, shall decide every question proposed for consideration at Meetings of Members. The Chairperson presiding at the meeting shall have a vote only in the event of a tie vote. Every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, a declaration by the Chair that a resolution has been carried or lost by a majority shall be sufficient. The result of the vote shall be entered into the minutes of the meeting.
- 6.8 Any meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting(s) as might have been transacted at the original meeting from which adjournment took place. No notice shall be required of any such adjourned meeting other than to those members present in person at the adjourned meeting.
- 6.9 The only persons entitled to be present at a Meeting of the Members shall be those entitled to vote at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

7. BOARD OF DIRECTORS

- 7.1 A member of the Board:
- (a) shall be eighteen (18) or more years of age;
 - (b) shall not be an undischarged bankrupt or of unsound mind;
 - (c) shall remain a Member of COWHA throughout his/her term of office

7.2 Nominations

All elected positions for the Board of Directors shall take place at the Annual General Meeting of the Membership.

7.3 Board Positions

The Board shall consist of the following:

- (a) Past President - immediate
- (b) President – elected – two (2) year term, with re-election privileges
- (c) Vice President (Hockey Development & Operations) – elected – two (2) year term with re-election privileges
- (d) Vice President (Business & Administration) – elected – two (2) year term, with re-election privileges
- (e) Treasurer – elected – two (2) year term, with re-election privileges
- (f) Secretary – elected – two (2) year term, with re-election privileges
- (g) Zone Governing Representatives – a representative from each of our Home Centre (selected by Home Centre) – open term
 - Brock Sturgeon Lake Highland Storm
 - Lindsay Manvers Mariposa
 - Kawartha Port Perry Uxbridge
 - Woodville

All Zone Governing Representatives are firstly agreed upon by the Home Centre Boards and should be reflected in the Home Centre minutes. Once that has occurred, an email must be sent to the COWHA Secretary advising the COWHA Board of the appointment. The email notification must include a letter from the Home Centre advising COWHA of the appointment (letter is to be signed by the Secretary or President of the Home Centre), as well as a copy of the minutes recording the appointment. Once this has been received, the COWHA Secretary will advise the Board for approval. Upon approval, the Zone Governing Rep will receive an invitation from the Secretary with the information needed to attend COWHA Board meetings. The Zone Governing Rep will be required to bring with them to their first COWHA Board meeting the original letter from their Home Centre plus a copy of the minutes recording their appointment. Upon receipt of this documentation, the Zone Governing Rep will be welcomed and recorded in the COWHA Board minutes as the appointed Home Centre rep. At that point and not before, the Zone Governing Rep is eligible to vote on behalf of that Home Centre. This process will be completed on a yearly basis for each membership period.

- (h) Appointed Directors – open term
 - Ice Scheduler
 - Equipment Manager
 - OMHA/ETA Contact
 - Registrar
 - Public Relations
- (i) Special Appointments (non-voting)
 - Directors-at-large – maximum of five (5)

7.4 Election Procedures

The Nominations Committee shall present a draft slate of candidates for election to the Board by April 30. Such listing shall identify what position each nominee is seeking election for. Further nominations must be presented in writing to the President no later than two (2) weeks prior to the AGM. One (1) week prior to the AGM, a list will be posted on the COWHA website. This same list will also be presented at the AGM.

To be eligible for the position of President, a Director must have sat on the Board for two (2) of the last three (3) years as a voting director.

To be eligible for the position of Vice President, a Director must have sat on the Board for one (1) of the last two (2) years as a voting director.

The Nominating Committee shall strive to nominate a person who has employment experience and skills in accounting procedures for the position of Treasurer.

If, for any elected position, there is more than one (1) eligible candidate running, voting will be done by secret ballot.

The Appointed Directors will be approved by the new Board at the first meeting following the Annual General Meeting.

7.5 Vacancies

Vacancies on the Board may be filled by appointment at a Board Meeting provided the remaining directors constitute a quorum.

The position of a Director shall be vacated upon the occurrence of any of the following events:

- (a) submission of letter of resignation to the Secretary of COWHA
- (b) director obtaining a status of bankruptcy
- (c) director becoming of unsound mind, as so found by a Court in Canada
- (d) a director acquiring a criminal record
- (e) death of a director
- (f) absence of a director of three (3) consecutive board meetings without giving a reasonable explanation in advance to the President and/or Secretary

8. BOARD RESPONSIBILITIES

8.1 Governance

The Board of Directors shall govern the Association in compliance with the objects, powers, By-Laws and Policies of COWHA, Rules of Operations and all applicable laws and regulations.

8.2 Regular Meetings

Regular Board Meetings shall be held on a monthly basis at the call of the President. The Secretary shall give notice to each Director at least seven (7) days prior to the date of the meeting. Such notice shall include a tentative agenda. The meetings of the Board shall be held at a place determined by the President or Secretary. Non-board members may request from the President to attend a regular board meeting with five (5) days notice.

8.3 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 three (3) directors. Notice must comply with the time period referred to in Section 8.2 and must clearly specify the purpose for which the meeting is being called. The only business which may be transacted at a Special Meeting is that referred to in the notice.

8.4 Error In Notice

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

8.5 Adjournment of Board Meetings

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

8.6 Chairperson

The President or in his/her absence, a Vice-President, shall be Chairperson of any meeting of the Directors.

8.7 Quorum

A quorum for a Board Meeting shall be 51% of the filled voting positions. No business of the Board shall be transacted in the absence of a quorum.

8.8 Voting Procedures

At all Board Meetings, every question shall be decided by a simple majority. Every question shall be decided on by a show of hands, unless a secret ballot is requested by a Director present. The Chairperson shall declare that the motion has been carried or not carried and an entry to that effect shall be recorded in the Minutes. Each Director, present at the meeting, excluding the Chairperson, shall be entitled to one (1) vote. The Chairperson shall have the deciding vote in the event of a tie vote. A Director who is absent from a meeting may not appoint a proxy to represent him/her for any reason whatsoever.

8.9 Conflict of Interest

Any Director shall declare to the Board any actual or perceived conflict of interest pertaining to any matter undertaken by the Board previous to any undertaking. The Director must refrain from discussing and voting on said undertaking. Necessary action regarding any conflict of interest may be determined by the Board.

8.10 Remuneration

Directors shall not receive any compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their position on the Board. They shall be paid reasonable out-of-pocket expenses properly incurred by them carrying out business on behalf of the association and as approved by the Board.

8.11 Indemnification of Directors

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

- (a) all costs, charges and expenses whatsoever that such Director sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her position: and

- (b) all other costs, charges and expenses that he or she sustains and incurs in or about or in relation to the affairs of the association except such costs, charges and expenses as are occasioned by his or her our wilful neglect or default
- (c) COWHA may purchase and maintain such insurance for the benefits of its Directors as the Board may from time to time determine.

8.12 Confidentiality

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

8.13 Powers & Duties

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

- (a) assume the responsibility for organizing 'AAA' hockey for COWHA, according to regulations and policies of the OMHA, its affiliated associations or regulatory body such as the CHA;
- (b) supervise the Executive Committee and from time to time review its actions and decisions;
- (c) control the affairs and conduct business of COWHA and do all things necessary to ensure receipt of needed revenues and adequate control of projected expenditures;
- (d) engage the persons whom it deems necessary to carry out COWHA's business, determine their remuneration, if applicable, and their conditions of service with power to terminate such service;
- (e) receive and act upon all matters of discipline including, but not limited to, all disagreements, grievances, protests, suspensions and unbecoming conduct of its members wherever dictated by the Manual of Operations of the OMHA or to matters pertaining to the General By-Law, guidelines or policies of the association;
- (f) be empowered to establish such standing committees and ad hoc committees as deemed necessary from time to time, and to appoint the Chairperson of such committees and to alter the compositions of committees appointed by it and to terminate appointments of committee members or to dissolve such committees;
- (g) receive reports from and give direction to the committees of COWHA;
- (h) uphold the By-Laws of the association and establish, amend or alter policies as they evolve, to enable COWHA to comply with the aims and objectives described in the By-Laws;
- (i) review at least once annually the General By-Law and the Manual of Operations of COWHA and recommend any changes;
- (j) determine registration procedures, fees, dues, assessments, charges and other budgetary requirements on an on-going basis and administer and control monies, funds, donations and investments of COWHA.

- (k) Subject to governing law, purchase and maintain such insurance as determined by the OMHA.

9. RESPONSIBILITIES OF DIRECTORS

9.1 President

The President shall:

- (a) preside at all meetings of the Board, Executive Committee and Membership;
- (b) sit on all committees as an ex-officio voting member;
- (c) represent COWHA or have delegate represent at all OMHA or related Association functions;
- (d) be responsible for mail pick-up at Post Office (may appoint another Director to do so);
- (e) delegate in whole or in part the responsibilities of any vacant board position to any other current director;
- (f) exercise general supervision of COWHA in accordance with Policies and By-Laws as determined by the board;
- (g) be one of the signing offices of COWHA.

9.2 Immediate Past President

The Past President shall:

- (a) call 1st meeting of the new year;
- (b) act in advisory capacity;
- (c) be eligible to sit on all committees
- (d) be a voting member;
- (e) carry out duties as assigned by the Board, Executive Committee or the President.

9.3 Vice-President – Hockey Development & Operations

The Vice-President – Hockey Development & Operations shall:

- (a) be one of the Vice-Presidents who shall assume the duties of the President in the absence for any reason of the President;
- (b) chair the Coaching Selection Committee;
- (c) act as Referee-in-Chief or delegate a Referee-in-Chief;
- (d) administer a coaching evaluation at the end of the regular season via coaching evaluation forms filled out by parents, players and coaching staff members;
- (e) ensure that all coaches receive a copy of the Coaches' Manual prior to try-outs;
- (f) approve all ice schedules prior to distribution to the teams;
- (g) oversee a Player Development Program;

- (h) be a voting member;
- (i) carry out duties as assigned by the Board, Executive Committee or the President.

9.4 Vice-President – Business & Administration

The Vice-President – Business & Administration shall:

- (a) be one of the Vice-Presidents who shall assume the duties of the President in the absence for any reason of the President;
- (b) chair the Policy Committee;
- (c) approve all team fundraising activities;
- (d) monitor each team's financial statements and, if deemed necessary by the Board, to audit any team's records;
- (e) deny playing privileges to any player unless registration fees are paid in full;
- (f) be a voting member;
- (j) carry out duties as assigned by the Board, Executive Committee or the President.

9.5 Secretary

The Secretary shall:

- (a) attend and record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and Executive Committee Meetings and ensure that the Association's 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;
- (b) ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- (c) give notice of all Board Meetings, draft an agenda and forward same to all Directors;
- (d) keep attendance record of all Board Meetings;
- (e) respond to correspondence pertaining to the operation of COWHA;
- (f) maintain an up-to-date mailing and telephone list of all Directors and Members of COWHA;
- (g) chair the Nominations Committee;
- (h) be responsible for maintaining current revisions to Manual of Operations;
- (i) ensure that all Directors have a current copy of the Manual of Operations;
- (j) be a voting member;
- (k) carry out duties as assigned by the Board, Executive Committee or the President.

9.6 Treasurer

The Treasurer shall:

- (a) keep a record of all monies received and disbursed, deposit all monies in the Bank, make all disbursements by cheques as directed and approved by the Board;
- (b) chair the Budget Committee;
- (c) provide a financial statement to the Board on a monthly basis;
- (d) inform Vice-President – Business & Administration of any past due registration fees;
- (e) obtain the approval of the Board for refunds on any registration fees;
- (f) present at each AGM a report and updated financial statement and ensure that an annual review engagement is completed and available in a reasonable period at the end of COWHA's year of operation;
- (g) obtain appropriate coverage of all insurance policies for COWHA;
- (h) be bonded at COWHA's expense;
- (i) immediately return to COWHA all books, papers, money and other records or property in his/her possession or under his/her control upon retirement or removal from the Board;
- (j) be a voting member;
- (k) carry out duties as assigned by the Board, Executive Committee or the President.

9.7 Zone Governing Representative

The Zone Governing Representative shall:

- (a) accept role on a minimum of one committee;
- (b) only represent one home centre;
- (c) be a voting member;
- (d) carry out duties as assigned by the Board, Executive Committee or the President.

9.8 Registrar

The Registrar shall:

- (a) oversee the registration desk for all try-outs;
- (b) keep a proper receipt book of all monies received from registered players for try-outs;
- (c) issue a complete list of players from each Home Centre who are signed to one of our teams, as stated in the OMHA Manual of Operations;
- (d) be bonded at COWHA's expense;
- (e) be a voting member;
- (f) carry out duties as assigned by the Board, Executive Committee or the President.

9.9 OMHA/ETA Contact

The OMHA/ETA Contact shall:

- (a) oversee and implement registration procedures of all players under the jurisdiction of COWHA and the OMHA;
- (b) maintain an up-to-date mailing, telephone and e-mail list of all team managers, coaches and trainers;
- (c) co-ordinate with the Ice Scheduler all play-off games for OMHA Playdowns and ETA League Play-offs;
- (d) attend the monthly ETA league executive meetings plus any other ETA functions as required by the league;
- (e) ensure that all player and coaching staff suspensions are enforced;
- (f) be a voting member;
- (g) carry out duties as assigned by the Board, Executive Committee or the President.

9.10 Public Relations

The Public Relations Director shall:

- (a) oversee all advertising and media coverage for COWHA;
- (b) oversee or delegate the administration of the website for COWHA;
- (c) co-ordinate the annual Awards Banquet;
- (d) be a voting member;
- (e) carry out duties as assigned by the Board, Executive Committee or the President.

9.11 Equipment Manager

The Equipment Manager shall:

- (a) solicit bids for any equipment to be purchased and arrange for the purchase of such after Board approval;
- (b) present to the Board for approval any clothing or novelties which bear the COWHA logo or name which is to be used by players, teams, coaching staff and Board members;
- (c) arrange for the purchase of the awards for the Awards Banquet;
- (d) arrange the purchase of Championship banners;
- (e) be a voting member;
- (f) carry out duties as assigned by the Board, Executive Committee or the President.

9.12 Ice Scheduler

The Ice Scheduler shall:

- (a) approve or delegate authority to approve all schedules, exhibition games or tournaments;
- (b) assess the ice requirements for COWHA and shall enter negotiations with the Parks and Recreation Dept. to meet these needs;
- (c) attend ETA League Scheduling Meeting to assist teams with ice requirements needed to book league games;
- (d) apportion the ice and times in a fair and equitable manner;
- (e) approve all ice bills prior to payment by treasurer;
- (f) re-schedule games that are post-poned throughout the season;
- (g) be a voting member;
- (h) carry out duties as assigned by the Board, Executive Committee or the President.

9.13 Director-at-Large

A Director-at-large shall:

- (a) live in the zone of COWHA;
- (b) be in good standing;
- (c) have no voting privileges;
- (d) carry out duties as assigned by the Board, Executive Committee or the President.

10. COMMITTEES OF THE BOARD

10.1 Standing Committees

The following committees shall be Standing Committees of the Board:

- (a) Executive Committee
- (b) Budget Committee
- (c) Nomination Committee
- (d) Coaching Selection Committee
- (e) Policy Committee

10.2 Nothing in this By-Law shall be construed to limit the ability of the Directors and Membership of COWHA from abolishing or creating Standing Committees by By-Law or from establishing such ad hoc committees or sub-committees by Directors' Resolution as may be desired or required from time to time.

10.3 Executive Committee

The Executive Committee shall be chaired by the President and shall consist of the Vice-President, Hockey Development & Operations, Vice-President, Business and Administration, Secretary, Treasurer and Immediate Past President and shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Polices of the Association are being complied with.

The Executive Committee shall:

- (a) during the intervals between Board meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures and any action taken shall be submitted to the Board for ratification at the next Board meeting;
- (b) have the authority to dismiss coaches, team officials or teams;
- (c) review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for resolution
- (d) present a report regarding the activities of the Executive Committee to the Board;
- (e) deal with any other matters assigned to it by the Board of by the President.

10.4 Budget Committee

The Budget Committee shall be chaired by the Treasurer and shall consist of the Vice-President, Business and Administration and one (1) Zone Governing Representative.

The Budget Committee shall:

- (a) prepare a budget for COWHA for the next fiscal year for submission to the Board for approval.

10.5 Nominations Committee

The Nominations Committee shall be chaired by the Secretary and shall consist of two (2) Zone Governing Representatives.

The Nomination Committee shall:

- (a) draft a slate of candidates for the Board of all elected Board positions which are open for election at the next AGM and shall present same to the Membership at the AGM;
- (b) be responsible for conducting the annual election of Directors in accordance with the provisions contained in this By-Law.

10.6 Coaching Selection Committee

The Coaching Selection Committee shall be chaired by the Vice-President, Hockey Operations & Development and shall consist of the Vice-President, Business and Administration and three (3) to five (5) Zone Governing Representatives.

The Coaching Selection Committee shall:

- (a) be responsible for placing Coaching Application forms up in the home centre arenas for COWHA;
- (b) screen and interview candidates on the basis of the criteria set out by COWHA;
- (c) recommend its choices to the Board for approval.

10.7 Policy Committee

The Policy Committee shall be chaired by the Vice-President, Business and Administration and shall consist of the Vice-President, Hockey Administration & Development and one (1) Zone Governing Representative.

The Policy Committee shall:

- (a) review policies and present proposed amendments as it may deem necessary and appropriate to the Board;
- (b) review By-Laws on a yearly basis and present proposed amendments from the committee and/or the membership, as it may deem necessary and appropriate to the Board for presentation to the Membership at the AGM.

10.8 Standing Committee Procedure

- (a) all Standing Committees shall comply with all By-Laws, guidelines, policies and procedures of the Association and also shall comply with all requirements of the OMHA, the OHF and the CHA;
- (b) each Standing Committee shall meet at the call of the Chair;
- (c) notice of all meetings of the Standing Committees shall be communicated to all members of the committee at least seven (7) days prior to the meeting, unless such notice has been waived by consent of the members of the Standing Committee;
- (d) a quorum for a Standing Committee shall be 2/3 of its members;
- (e) each member of the Standing Committee present at the meeting shall be entitled to one (1) vote. In the case of a tie, the Chairperson shall cast the deciding vote;
- (f) Standing Committees shall keep minutes of their meetings and shall report to the Board at regular intervals or upon request of the Board;
- (g) each Standing Committee shall present an annual report of the matters for which it is responsible to be presented to the Membership at the AGM of COWHA;
- (h) each Standing Committee may, from time to time and with approval from the Executive Committee, seek help or advice from someone outside of the Association.

10.9 Sub-Committees and Ad Hoc Committees

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

11. EXECUTION OF DOCUMENTS

11.1 Execution of Documents

The Board may, from time to time, appoint three (3) Directors either to sign documents generally or to sign specific documents. One (1) of the three (3) Directors must be the President. The corporate seal of COWHA, when required, shall be affixed to documents executed in accordance with the foregoing.

11.2 Books and Records

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

12. FINANCIAL YEAR

12.1 The financial year of COWHA shall terminate on the 15th of April in each year.

13. BANKING ARRANGEMENTS

13.1 Banking Resolution

The Board shall designate, by resolution, the Directors and other persons authorized to transact the banking business of COWHA, or any part thereof, with the Bank, Trust Company or other corporation carrying on banking business that the Board has designated as the banker of COWHA, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

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

13.2 Deposit of Securities

The securities of COWHA shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon written order of COWHA signed by such Director or Directors, agent or agents of COWHA 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 deposits or proceeds thereof.

14. NOTICE

14.1 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 notice is included, unless otherwise provided.

14.2 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, Member or Auditor of COWHA 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 Auditor of COWHA may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

14.3 Method of Giving Notice

Whenever, under the provisions of this By-Law of COWHA, notice is required to be given, such notice may be given either personally or by telephone, e-mail, posting on website or by depositing same in a post office or a public letter box, in a postage paid envelope addressed to the Director or Member at his/her address as the same appears in the records of COWHA. Any notice or other documents sent by mail or electronic media shall be deemed to be sent at the time when the same was deposited in a post office or public letterbox as above. For the purposes of sending any notice, the address of any member or Director shall be his/her last address in the records of COWHA.

15. PASSING AND AMENDING BY-LAWS

- 15.1 The Board **and a Member in good standing** may recommend amendments to the By-Laws of the Association from time to time, to the Membership.
- 15.2 If the Board intends to discuss amendment of the By-Laws of the Association at a Board meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such meeting. Where such notice is not provided, any recommendation to amend the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting for which written notice of intention to pass or amend such By-Laws shall be given.
- 15.3 A By-Law or an amendment to a By-Law shall be presented for adoption at the next AGM.
- 15.4 A motion to amend the By-Laws recommended by the Board or proposed by a Member must be approved by a two-thirds (2/3) vote of the Members at an AGM.
- 15.5 The Members at the AGM may confirm the proposed By-Law or amended By-Law as presented or amend or reject the proposed By-Law or amended By-Law.
- 15.6 Any amendment to the By-Laws by a Member must be in writing, signed by a Member in good standing and received by the Chair of the Policy Committee thirty (30) days prior to the AGM.
- 15.7 All Members in good standing shall have access to any proposed amendments to the By-laws seven (7) days prior to the AGM at a place as stated in the original meeting notice.

16. REPEAL OF PRIOR BY-LAWS

16.1 Repeal

All prior By-Laws of the Association, including the document entitled the “Constitution” of the Association are hereby repealed.

16.2 Proviso

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

17. RULES OF PROCEDURE

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

18. EFFECTIVE DATE

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

The foregoing By-Law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at the AGM of the Members of the Association duly called and held at the *Little Britain Community Centre* in the town of *Little Britain* on *Wednesday, May 27, 2015*.

President

Secretary