

CONSTITUTION
FOR THE
HURON PERTH LAKERS HOCKEY ASSOCIATION



May 25, 2016

BY-LAW NUMBER 1

A By-law Relating Generally to the Transaction of the
Affairs of the HURON PERTH LAKERS HOCKEY ASSOCIATION.

ARTICLE 1

NAME, HEAD OFFICE AND SEAL

1.1

- a. The name of the Corporation shall be the HURON PERTH LAKERS HOCKEY ASSOCIATION (hereinafter called the "Corporation").
- b. The head office of the Corporation shall be in the City of Stratford in the Province of Ontario, or at such place therein as the Executive Committee may from time to time determine.
- c. The Corporation shall have a corporate seal, an impression of which is stamped in the margin of this document.

ARTICLE 2

AFFILIATIONS

2.1

The Corporation shall have the following affiliations:

- a) It will be a member of the Minor Hockey Alliance of Ontario (MHA) under the auspices of the Ontario Hockey Federation (OHF) and the Canadian Hockey Association (CHA).
- b) It will be operate in cooperation with the counties of Huron and Perth and all of the communities and hockey associations within these 2 counties.

ARTICLE 3

PURPOSES AND OBJECTIVES

3.1

The purpose and objectives of the Corporation shall be:

- a) To promote, organize and develop organized amateur hockey programs for youths within Huron & Perth up to the Midget age limit including the development of representative teams with high levels of competency;
- b) To help develop good character among players, and other members, by promoting and teaching the importance of the values of physical competition, physical activity, good sportsmanship, inter-community understanding and good fellowship, and the fair treatment of others (with respect to the latter, there shall be no place in the Corporation for discriminatory behaviour with respect to race, place of origin, family circumstances, gender or creed);
- c) Through the above, to help foster strong civic spirit among members of the Corporation and other community members who support the organization's activities.

ARTICLE 4
MEMBERSHIP

- 4.1 The membership of the Corporation shall consist of two categories of individuals as follows:
- a) The membership shall consist of the registered players of the H-P Lakers and their legal guardians; and any persons granted membership from time to time by Executive Committee, provided that they remain members in good standing and agree to abide by the Constitutional By-law of the H-P Lakers and comply with the Rules and Regulations of the H-P Lakers.
 - b) Honourary Members shall include any individual who in the opinion of the Board of Directors and general membership warrants this designation because he/she has rendered extraordinarily distinguished service to the Corporation or the sport of hockey. This category of membership is intended to be reserved for those very few individuals who have made exceptional contributions to minor hockey in the counties of Huron and/or Perth. Honourary members shall be nominated through a majority vote of the Board of Directors. They then must be affirmed through a majority vote on the matter at an Annual General Meeting.
- 4.1.1 VOTING MEMBERSHIP
- Voting rights shall be limited to persons 18 years of age and older. In the case of split families where custody of the registered player is shared each family shall be limited to one vote.
- 4.2 MEMBERS OF THE EXECUTIVE COMMITTEE
- Members of the Executive Committee are automatically members of the H-P Lakers.

ARTICLE 5
REGISTRATION OF MEMBERSHIP

- 5.1
- a. A list of current Active Members shall be available from the minor hockey registration materials collected by the Registrar.
 - b. The Registrar shall keep a current list of Honourary Members, based on the minutes of the Annual General Meeting.

ARTICLE 6
TERMINATION OF MEMBERSHIP

- 6.1
- a) Any member may resign from the Huron Perth Lakers by providing written notice of resignation to the Secretary accompanied by payment of all monies owing to the Huron Perth Lakers;
 - b) Members may be censured, suspended or expelled for breach of the By-laws, or Rules and Regulations of the Corporation;

- c) Termination of membership, whether by resignation, expulsion or otherwise, Shall forthwith remove all rights within the Huron Perth Lakers of the member, but shall not be deemed to discharge any financial obligation of the member to the Corporation accrued prior to the date of such termination and not then fulfilled.
- d) All matters respecting censure, suspension and expulsion of members and termination of membership shall be under the ultimate control and direction of the Executive Committee as specified by this Constitutional By-law and/or the Rules and Regulations of the H-P Lakers, subject to the rights of Appeal contained herein.

ARTICLE 7

ANNUAL AND OTHER MEETINGS OF THE MEMBERS

- 7.1 **ANNUAL GENERAL MEETING:**
The Annual General Meetings of the Corporation shall be open to all members and to the general public. The Annual General Meeting of the Corporation must be held prior to and including the last Saturday of May in the current hockey year, but not before the completion of tryouts for the current hockey year.
- 7.2_ **SPECIAL GENERAL MEETINGS:**
A Special General Meeting of members may be called at the discretion of the Board of Directors as determined by majority vote.
- 7.3 **NOTICE OF MEETINGS:**
Notice of any General Meetings, whether annual or special, must be given through an advertisement on the Laker's website. This notice shall appear at least twenty- eight (28) days before the meeting is to take place. Notice of any Special General Meeting shall specify the purpose for which it is being called. The notices of Annual General Meetings shall contain invitations to submit nominations for positions on the Board of Directors, for election at the Meeting.
- 7.4 **QUORUM OF MEMBERS:**
A quorum for the transaction of business at any annual or special General Meeting shall consist of not less than fifty (50%) of members of the Board
- 7.5 **VOTING AT ANNUAL GENERAL OR SPECIAL GENERAL MEETINGS:**
 - a. Each member, including each member of the Executive Committee of the H-P Lakers, in good standing who is in attendance at the Annual or Special General Meeting shall be entitled to vote on any issue to be determined at such meetings subject to Section 4.1.1.
 - b. No person shall have more than one (1) vote.
 - c. There shall be no proxy voting.
 - d. All persons voting must be at least eighteen (18) years of age.
 - e. Election of Executive Members shall be by secret ballot.
 - f. Beyond this, voting may be either by show of hands or by secret ballot; but the after will be used whenever it is so requested by a majority of voting members in attendance.
 - g. All questions shall be decided by a majority of votes such members unless otherwise stipulated herin, and in the case of a tie vote the Chairperson shall be permitted to cast a deciding vote.

7.6 REQUEST FOR A CONFIDENTIAL VOTE:

Any member in good standing when seconded by another member in good standing can request a confidential secret ballot vote on any item including in the meeting agenda that will be distributed at least fourteen (14) days prior to the meeting, if the agenda topic concerns:

1. specific personnel
2. a contract
3. competitive bid
4. litigation matters

7.7 RULES FOR CONDUCTING MEETINGS:

The following rules shall govern all Annual or Special General Meetings of the Huron Perth Lakers:

1. If there is no quorum within thirty (30) minutes of the time fixed for the meeting to begin the Chair shall declare that there can be no meeting on this occasion.
2. Parliamentary procedure, as specified in Robert's Rules of Order Revised, shall be followed at all meetings;
3. The Chair shall have the right to require that any motion or resolution be presented in writing before the meeting.
4. The Chair shall decide all questions of order, in accordance with the Rules of Order.

7.8 ORDER OF BUSINESS AT ANNUAL GENERAL MEETINGS:

- a. Order of Business at Annual General Meetings: Normally the order of business at all Annual General Meetings of the Corporation shall be as follows:
 1. Opening of the meeting and explanation of procedural rules governing meetings; Reading of the minutes of the previous Annual General/Special meeting; Business arising from the minutes;
 2. President's address;
 3. Treasurer's Report;
 4. Committee Reports;
 5. Amendments to the By-laws of the Corporation, if any; Unfinished business;
 6. Elections;
 7. Unfinished business
 8. New business.
- b. The order of business may be altered by a two-thirds (2/3's) vote of members present at the meeting.

7.9 PROPOSED AMENDMENTS TO CONSTITUTIONAL BY-LAW/RULES & REGULATIONS:

Notice of proposed amendments to the Constitutional By-law and/or the Rules & Regulations of the H-P Lakers must be made by registered mail to the Secretary not later than forty five (45) days in advance of the Annual General Meeting. The Secretary shall, in turn, notify by mail or equivalent, all members of the proposed amendments at least thirty (30) days prior to the Annual General Meeting.

- 7.10 **NON-WITHDRAWAL OF PROPOSED AMENDMENTS:**
Any amendments placed before the Annual General Meeting, provided that they are not contrary to OHF and/or CHA Rules must be voted upon and may not be withdrawn from the meeting unless the person who proposed the amendments requests withdrawal or puts forward a motion to defer the proposed amendments.
- 7.11 **TWO-THIRDS (2/3'S) VOTE REQUIRED FOR CONSTITUTIONAL BY-LAW AMENDMENTS:**
Amendments or changes to the Constitution may be made only at the Annual General Meeting by a two-thirds (2/3's) vote of the registered voting members. Notwithstanding Article 7.9, the giving of notice provided therein may be waived at the Annual General Meeting by a 2/3's majority vote.
- 7.12 **ORDER OF BUSINESS AT SPECIAL GENERAL MEETINGS:**
The Chair shall determine the order of business at any Special General Meeting.
- 7.13 **ELECTRONIC MEETINGS**
Executive Committee meetings may be conducted electronically in accordance with policies as developed from time to time.

ARTICLE 8

EXECUTIVE COMMITTEE

The Executive Committee is also referred to as the Board of Directors and both terms can be used in place of each other.

The affairs of the Corporation shall be managed by a twelve (12) member Board of Directors, each of whom has a voting membership. The Board shall be comprised of the following:

- a. President
- b. Vice-President/Alliance Hockey Representative
- c. Secretary
- d. Registrar
- e. Treasurer
- f. Director of Hockey Operations
- g. Director of Tournaments
- h. Director Of Midget Hockey
- i. Director of Special Events and Fundraising
- j. Director of Risk Management
- k. Stratford Minor Sports Council Rep
- l. Director of Communications

ARTICLE 9

ELECTION, TERMS, ELIGIBILITY AND TERMINATION OF BOARD MEMBERS

9.1 Method of Election of Board Members:

- a. Nominations for members of the Board of Directors must be submitted in writing to the Vice President within fourteen (14) days prior to the date of the Annual General Meeting after which date nominations shall be deemed closed. Nominations must be for a person who meets the criteria for the position for which he/she is nominated as provided herein. Each nomination must contain the consent of the nominee and the nominator. The latter shall also be a member in good standing of the Corporation. A member can stand for nomination for no more than one (1) position.
- b. After receiving nominations, the Vice President shall present a list of all duly nominated persons to stand for election at the next Annual General Meeting. This may include both nominations from the membership at large and nominations by committee members. The presentation of the set of names shall be done via one of the media notices of the Annual General Meeting, by at least the Wednesday prior to the Meeting.
- c. At the Annual General Meeting, the Chair shall determine from the number of nominations submitted for each position whether or not a formal election is required for that position. Where an election is not called for with respect to a position, acclamation by a show of hands shall be deemed sufficient for election to the position. For positions where a formal election is required, voting shall be by secret ballot only, and ties shall be broken by secret ballot. There shall be no voting by proxy. For positions where there has been no nominations, nominations will be accepted from the floor.
- d. The results of the election for office in the Corporation will be listed on the website immediately following the election.

9.2 Length of the Terms of Board Positions:

- a. All positions on the Board of Directors shall have a term of two (2) years renewable through election.
- b. To allow for Annual elections and orderly change, the board shall stand for election yearly in the following groups:
 - Group A (Even years): President, Vice-President, Director of Special Events/Fundraising, Director of Midget Hockey, Director of Communications, Stratford Sports Council Rep
 - Group B (odd years): Secretary, Treasurer, Registrar, Director of Risk Management, Director of Hockey Operations, Director of Tournaments
- c. Any Director may leave his/her position after one year by notifying the President sixty (60) days prior to the end of that year so that this position may be included in the election for the following year.

9.3 Eligibility for Board Positions:

- a. No person shall be considered eligible for nomination to the Executive Committee until such time as that person states that he/she qualifies for office under all MHA, OHA and CHA regulations.
- b. Candidates for President must have served as a member of the Board of Directors for not less than one (1) of the three (3) years immediately prior to nomination.
- c. Candidates nominated for Vice-president shall have served on the Board of Directors, of the Corporation in at least one (1) of the immediately preceding two (2) years.
- d. Candidates for other positions need not be members of the Corporation at the time of nomination.

9.4 Vacancies on the Board of Directors:

- a. Vacancies on the Board of Directors, howsoever caused, may, so long as a quorum of Directors remains in office, be filled by appointment by the Board of Directors. Otherwise, such vacancy shall be filled at the next Annual General Meeting. If there is not a quorum of Directors in office, the remaining Directors shall call a meeting of the members to fill the vacancies.

9.5 Discipline of Board Members:

- a. A member of the Board of Directors will become a non voting member after which time that they miss three consecutive Board meetings.
- b. A member of the Board of Directors may be censured, suspended, expelled or removed from the Board of Directors for:
 - i. Breach of the By-laws or Rules and Regulations of the Corporation;
 - ii. Failing in his/her fiduciary obligation to act honestly, in good faith and in the best interests of the Corporation and its members; or
 - iii. Failing to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- c. A motion to discipline a member of the Board of Directors may not take place unless a special meeting of the Board of Directors has been called.
- d. A vote of two-thirds of the votes cast is required to enforce discipline of a member of the Board of Directors.

ARTICLE 10
MEETINGS OF THE BOARD

10.1 Meetings of the Board of Directors:

- a. Regular meetings of the Board of Directors shall be held in the first week of each month on day of the week agreeable to the majority of members at such place or places within Huron or Perth counties as from time to time is determined by the Board.
- b. Special meetings of the Board of Directors may be called also, by the President or, in his/her absence, the Vice-President. Notice of such special meetings must be communicated to all Directors not less than one day before the meeting is to take place.
- c. A Directors' meeting may be held without notice immediately following the Annual Meeting of the Corporation.
- d. Directors may consider or transact any business either special or general at any meeting of the Board.
- e. Motions arising at any meeting of the Directors shall be decided by a majority of votes of Board members with the Chair having a tie-breaking vote.
- f. Parliamentary procedure, as specified in Robert's Rules of Order Revised, shall be followed at all meetings of the Board of Directors.

10.2 Quorum for Directors' Meetings:

- a. Fifty (50) per cent of the members of the Board of Directors shall constitute a quorum for transaction of business provided that at least one (1) of the President or Vice-President are present.

10.3 Representations to the Board:

- a. Generally the meetings of the Board of Directors shall be open to any members who are interested in observing the deliberations. It may be decided, that portions of some meetings should be held in camera. This shall occur whenever, in the judgment of the Chair, circumstances to be discussed require confidentiality (e.g., where delicate matters having to do with specific individuals are on the agenda).
- b. Permission to give representations to the Board meetings may be requested by individuals or groups. Such representations to the Board must be requested in writing with the topic(s) specified. Requests should be sent to the President. The President shall then extend the sender(s) an invitation to attend an up-coming meeting. Wherever possible, this will be the next Board meeting; and this should be especially possible if the request for representation is received fourteen (14) days before the meeting.
- c. The Board shall have the right to set a reasonable time limit for such representations, although efforts shall be made to see that everyone has an opportunity to be fully heard.

- d. A written reply to the representation shall be sent within forty-eight (48) hours of the meeting.
- e. Written representations may also be submitted to the Board through the Secretary. Such representations shall be dealt with at the next meeting of the Board, provided that they are submitted fourteen (14) days before the meeting. A written reply shall then be sent to the sender(s) of the representation within forty-eight (48) hours.
- f. Minutes of the Board of Directors Meetings: Minutes of any regular and special meetings of the Board shall be available on request from the Secretary. The minutes will be available in a reasonable time after each meeting. Material deemed confidential in nature will be deleted from those minutes provided for general distribution.

ARTICLE 11

RENUMERATION, CONFLICTS OF INTEREST AND PROTECTION OF DIRECTORS AND OFFICIALS

11.1 Remuneration of Directors and Active Members:

- a. The Directors and other Active Members of the Corporation shall serve without remuneration. No Director or other Active Member shall directly or indirectly receive any profit from their position, but they may be reimbursed for reasonable expenses incurred in the performance of their duties, by decision of the Board.

11.2 Conflicts of Interest:

- a. A Director or other Active Member shall declare that he/she has a conflict of interest wherever they or one of their family members is directly or indirectly involved in a matter before the committee/Board of which they are a member (e.g., when one of their children is a player involved in the situation under consideration). Once a conflict of interest has been declared, said Director or member shall withdraw from the meeting while discussion and voting takes place on the matter in question.

11.3 Disclosure of Interests in Contracts:

- a. Every Director or other Active Member who is directly or indirectly interested in an existing contract or proposed contract with the Corporation shall declare his/her interest and absence himself/herself from decisions on the contract. A general notice given to the Board or relevant committee shall be a sufficient disclosure of interest. If a member has made a declaration of his/her interest in a proposed contract he/she is not accountable to the Corporation or to any of its members or creditors for any profit realized from the contract, and the contract is not avoidable by reason only of his/her holding office or of the fiduciary relationship established thereby.

11.4 Protection of Directors and Other Active Members:

- a. Every Director or Other Active Member of the Huron Perth Lakers and their heirs, executors, and administrators, who has undertaken a liability on behalf of the

Corporation, shall at all times be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties for the Corporation, save and except willful acts, neglects or defaults.

- b. No Member of the Corporation shall be liable for the acts, neglects or defaults of any other member, unless through his/her willful act, neglect or default.

11.5 Responsibility for Acts:

- a. The Directors and other Active Members shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors.

ARTICLE 12

STANDING COMMITTEES

12.1 The following standing committees shall be constituted anew each year. The Committee members shall hold office until the next Annual Meeting, or until resignation or dismissal.

- a) **Tournament Committee:** This Committee shall consist of the Director of Tournaments, as Chair, and other members nominated by the Director and approved by the Board of Directors. The Committee shall have such power and authority as may be delegated to it from time to time by the Board of Directors. This committee shall:
 - I. Organize tournament sponsored by the Corporation;
 - II. Organize and supervise volunteer workers; and
 - III. Supervise the expenditure of monies for the purpose of running the tournament.

- b) **Hockey Operations Committee:** This Committee, consisting of the Director of Hockey Operations as Chair, President, Vice President/Alliance Rep, Director of Player/Coach Development:
 - I. Shall make recommendations to the Board of Directors of the Corporation in regards to the Hockey Operations of the Corporation,
 - II. Shall implement the Policies of the Corporations as set out in the Huron Perth Lakers Policy Handbook

ARTICLE 13
APPOINTED OFFICIALS

13.1 The Board of Directors shall appoint Officials each year by majority vote for the following positions and the appointments shall be in effect until the next Annual Meeting or until resignation or dismissal:

- a) Ice Scheduler
- b) Director of Player/Coach Development

ARTICLE 14
BANKING AND EXECUTION OF DOCUMENTS

15.1 Banking Arrangements:

- a. The banking business of the Corporation shall be transacted with such bank(s) as the Board may designate by resolution.
- b. At least two (2) persons shall be designated by resolution of the Board to transact banking business on the Corporation's behalf including, but without restricting the generality of the foregoing, the operating of the Corporation's accounts and the execution of any documentation relating thereto.

15.2 Financial Review:

An annual Financial Review shall be prepared at the end of the fiscal year by an accountant or someone as may be designated by the Board of Directors.

15.3 Execution of Documents:

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President or Vice-President; and by one (1) additional Director.

ARTICLE 15
FISCAL YEAR

16.1 Until otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall end on the 30th day of April in each year.