



Unionville Minor Hockey Association Incorporated

**BY-LAWS**

April 30, 2002

These by-laws are enacted to regulate the transaction of the business and affairs of the Corporation; Incorporated by letters patent under the Laws of the Province of Ontario.

**Article 1: Name**

1.01 The name of the corporation shall be the Unionville Minor Hockey Association, hereinafter referred to as the UMHA, an Association affiliated with the Ontario Minor Hockey Association, hereinafter referred to as the OMHA.

**Article 2: Corporate Seal**

2.01 The seal of the corporation shall be in such form as shall be prescribed by the directors of the corporation and shall have the words "THE UNIONVILLE MINOR HOCKEY ASSOCIATION".

**Article 3: Aims and Objectives**

3.01 The objectives of the UMHA are:

(i) To foster the maximum opportunity for youth to participate in Minor Hockey within the boundaries set by the OMHA.

(ii) To develop and encourage sportsmanship and Good Fellowship between all participants for the betterment of their physical, mental and social well being.

(iii) To assist and promote competitions

(iv) To sponsor and promote such athletic and other activities as may contribute to the moral and physical welfare of the members of the UMHA

(v) To exercise a general supervision and direction over the interests of the UMHA players, parents and guardians, coaches, managers, volunteers and executives.

3.01 The UMHA will carry on its operations without pecuniary gain to its members and any profits or other accretions to the UMHA are to be used in promoting its objectives

#### **Article 4: Head Office**

4.01 The head office of the UMHA shall be located in the Municipality of Markham in the Province of Ontario, Canada, at the place therein where the business of the UMHA may from time to time be carried on.

#### **Article 5: Definitions**

The Board of Directors (Board)

The Board of Directors of the UMHA comprises of the Officers, the Past President and the Directors of the Association.

The Officers

The Officers of UMHA include the President, Vice-President(s) Operations, Hockey Programs and Administration, the Secretary and the Treasurer.

The Program Directors

The Program Directors are responsible for executing the hockey programs and operating the business of the Board; these positions include, but are not limited to the Select League Director, the House League Director, the Equipment Manager, Sponsorship Director, the Referee in Chief, the Registrar/Player Carding, and any other positions deemed necessary from time to time.

Member-at-Large

A member-at-large is a Board Member who does not have a unique portfolio but who provides administrative support or assists in the programs offered by the UMHA.

Team Official

Team officials include coaches, assistant coaches, managers and trainers.

In Good Standing

A member who is in good standing has fully paid the membership dues for the current season / year and has agreed to abide by the Constitution, Bylaws and Playing Rules of the UMHA.

A Past President who is in good standing is one who has left the President's position without a vote of non-confidence from the membership.

A team official who is in good standing has no outstanding fees, fines or equipment owing to the UMHA, nor any unresolved discipline issues pending.

A referee who is in good standing consistently fulfills his/her schedule commitments, as agreed to with the UMHA.

## **Article 6: Membership**

6.01 Membership in the UMHA shall be limited to persons interested in furthering the purposes of the UMHA and whose application is acceptable to the Board of Directors. There shall be three classes of membership as outlined below:

### **6.02 Regular Member**

Regular membership shall be extended to any player who registers to play on teams operated by the UMHA and to his or her parents or guardians and elected Board of Directors and positions appointed by the Executive. All members in good standing shall have voting privileges at Annual General Meetings and Special General meetings, with the following exceptions:

- registered players under the age of 18 as of December 31st of the current year
- only one parent or guardian per family may vote

### **6.03 Associate Member**

Associate membership shall be extended at the discretion of the Board of Directors, to any person who has attained the age of eighteen (18) years but who does not qualify for regular membership under 6.02. Such person must subscribe to the Aims and Objectives of the UMHA.

### **6.04 Life or Honorary Members**

Appointments to either status shall be by recommendation of the Board of Directors to the Annual General Meeting. Such recommendations must receive the majority vote of the members present at such meeting.

### **6.05 Membership Fees**

(i) A player registered in the hockey program operated by the UMHA shall pay, or cause to be paid, such fees as may be set and at the time prescribed from time to time, by resolution of the Board of Directors.

(ii) The Board of Directors may authorize by resolution: payments by installment; family maximums; reduced fees for indigent cases; part season rates; formulae for refund if a player withdraws after commencement of the hockey season.

(iii) No fees shall be collectable from Associate, Life or Honorary Members

#### 6.06 Membership Revoked

(i) A regular member shall have their membership revoked if fees are more than 60 days in arrears. The member shall not participate in any program operated by the UMHA until the delinquency is corrected.

(ii) Any member shall have their membership revoked if guilty of conduct which in the view of the Board of Directors is detrimental to the UMHA

(iii) Section 6.06 (ii) may only be invoked after a hearing before the Board of Directors. Such decision may be appealed at any general or special meeting of the members.

#### 6.07 Membership Withdrawn

Any member may withdraw from the UMHA by signifying their intent in writing. In the case of a regular member, a refund of fees, if any, shall be calculated based on the date of the aforesaid notification.

### **Article 7: Board of Directors**

#### 7.01 Operation of Business

A Board of no less than six (6) Members shall manage the property and business of the UMHA and the conduct of the affairs of the UMHA. The Board will be comprised of the Officers and the Directors, together with any other Members appointed from time to time to fulfill required obligations.

#### 7.02 Nomination

An existing Board Member in good standing will nominate new members who have attained the age of eighteen (18) years and are in good standing for a vacant position on the Board. Nominees must indicate their consent to stand for election, orally or in writing, as well as their willingness to assume responsibility for one of the Board of Director positions.

### 7.03 Composition and Election

The Board will be comprised of at least six of the following elected and appointed members constituted annually (with the exception of President, which will be a 2-year term) as follows:

(i) President

shall be an immediate past Vice President; in the event that more than one Vice President seeks the presidency, an election will be held by Board Members in good standing. This election will be held not more than 14 days before the AGM

(ii) Vice Presidents (1-3)

at least one and up to a maximum of three shall be nominated by the Board of Directors and approved by the membership at the Annual General Meeting, at least one (1) year in advance of being able to seek the position of President.

(iii) Immediate Past President

shall be a Director

(iv) Secretary

shall be nominated by the Board of Directors and approved by the membership at the Annual General Meeting

(v) Treasurer

shall be nominated by the Board of Directors and approved by the membership at the Annual General Meeting

(vi) Directors

The balance of the Board shall be comprised of Directors responsible for the following positions or programs: House League Director, Registrar/Player Carding, Select League Director, Equipment Manager, Sponsorship Director, Referee in Chief, or any other positions named from time to time. These positions may be nominated by the Board of Directors and approved by the membership at the AGM.

(vii) The Board of Directors may appoint new Board members during the year should an office become vacated.

### 7.04 Officers

(i) The officers of the UMHA shall be:

- President
- Vice President (1-3)

- Secretary
- Treasurer

(ii) The Board may remove at its pleasure any officer

(iii) In the case of a vacancy in the office of President, Vice President (1-3), Secretary or Treasurer, the position shall be filled forthwith by a majority vote of the Board of Directors.

(iv) The office of the President shall not be held by one individual for more than two (2) consecutive years.

(v) The officers of the UMHA shall serve without remuneration.

#### 7.05 Directors

(vi) The directors of the UMHA shall be other Board Members with either specific program or management duties or "at-large" status; these will include, but not be limited to,

- House League Director
- Select League Director
- Sponsorship Director
- Equipment Manager
- Referee-in-Chief
- Registrar/Player Carding

or any other position which is deemed necessary or beneficial from time to time.

(vii) The Board may remove at its pleasure any director.

(viii) The Board may appoint new Board members during the year should a position become vacated.

(ix) The directors of the UMHA shall serve without remuneration

#### 7.06 Office Vacated

The office of a Board Member shall be automatically vacated:

(i) if a Board Member resigns his or her office by delivering a written resignation to the Secretary of the UMHA

(ii) if he or she becomes bankrupt

(iii) on death

(iv) if he or she is absent from two successive meetings of the Board without being excused by the President or Secretary

## 7.07 Duties

### (i) Officers

President:

The President shall:

- Be the chief executive officer of the UMHA, as well as Chairman of the Board of Directors, and preside, when present, at all meetings of the Board, as well as at General Meetings
- be charged with the general management and supervision of the affairs and operations of the UMHA
- with the Secretary, or other officer appointed for that purpose, sign all by-laws and such contracts, documents or instruments in writing as required
- be the UMHA representative to the OMHA with full voting power, unless another representative is appointed
- act as the spokesman for the Association at all times unless he/she delegates that responsibility
- assist in the organization of the Tony Roman Tournament
- be the UMHA representative to the Markham Waxer Association, unless another representative is appointed

Vice President, Hockey Programs

One Vice President will be in charge of Hockey Programs and shall:

- in the absence or disability of the President, and when delegated, perform the duties and exercise the powers of the President, and shall perform such duties as may be delegated to him or her by the Board of Directors
- shall supervise and administer the following Directors or programs:
  - House League
  - Select League
  - Hockey School
  - Volunteer Certification
- assist in the organization of the Tony Roman Tournament

- be the sole Vice President, should only one Vice President position be filled
- perform other duties as required

#### Vice President, Administration

The office of Vice President, Administration may or may not be filled on an annual basis; if filled, this Vice President shall:

- in the absence or disability of the President, and when delegated, perform the duties and exercise the powers of the President, and shall perform such duties as may be delegated to him or her by the Board of Directors.
- supervise and administer the following Directors or programs:
  - Registrar / Player Carding
  - Ice Management
- assist in the organization of the Tony Roman Tournament
- perform other duties as required

#### Vice President, Operations

The office of Vice President, Operations may or may not be filled on an annual basis; if filled, this Vice President shall:

in the absence or disability of the President, and when delegated, perform the duties and exercise the powers of the President, and shall perform such duties as may be delegated to him or her by the Board of Directors

- supervise and administer the following Directors or programs:
  - Equipment
  - Sponsorship
  - Compliance (OMHA regulations)
  - Marketing
- assist in the organization of the Tony Roman Tournament
- perform other duties as required

#### Treasurer

The Treasurer shall:

- have custody of the corporate funds and securities of the UMHA; he or she shall keep full and accurate accounts of receipts and disbursements in books belonging to the UMHA

- deposit all monies and other valuable effects in the name and to the credit of the UMHA in such depositories as may be designated by the Board of Directors; he or she with the President or Secretary shall sign for such disbursements. The Treasurer, without prior approval of the Board of Directors, may disburse a maximum of three thousand dollars (\$3,000.00) at any one time.
- report accounts of transactions and of the financial position of the UMHA at regular meetings of the Board, or at any time as may be required by the Board

#### Secretary

The Secretary shall:

- attend all sessions of the Board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose
- give or cause to be given notice of all meetings of the members and of the Board of Directors
- perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision the Secretary shall be
- be the custodian of the seal of the Corporation which shall be delivered only when authorized by a resolution of the Board to do so, and to such person or persons as may be named in the resolution
- administer and direct the following director or program: Member Communications / Website

#### (ii) Directors

The following Director positions may or may not be filled every year.

#### Past President

The Past President shall:

- provide guidance to the Board

#### Referee in Chief

The Referee in Chief is a required position and must be filled annually; he or she shall:

- report to the President
- be responsible for the recruitment, training and standard of all referees and their assignments to all House League and Select games as required during the season

- assist in the organization of the Tony Roman Tournament

House League Director:

The House League Director shall:

- manage the operation of the House League Program
- manage the Convenors from each division
- assist in the organization of the Tony Roman Tournament
- assist in the creation of Operation Manuals, Convenors' Packages, etc.
- assist in year-end Banquet
- make recommendations for the improvement of the program

Select League Director

The Select League Director shall:

- organize and manage the Select League Program
- appoint Head Coaches for each division
- assist in the creation of Operation Manuals, Manager Packages, etc.
- facilitate the management of the program for the Coaches and Managers
- make recommendations for the improvement of the program

Hockey School Program Director

The Hockey School Program Director shall:

- organize the Hockey School Program
- be responsible for the recruitment and assignment of instructors
- make recommendations for the improvement of the program
- assist in the review of the program and its revision if necessary

Volunteer Certification Director

The Volunteer Certification Director shall:

- organize Volunteer certification programs, as required by the OMHA
- ensure continuity and compliance with OMHA regulations

Registrar / Player Carding

The Registrar shall:

- be responsible for the organization of registration nights

- ensure that all registration data is entered into the UMHA's registration database
- organize OMHA player cards and together with the House League and Select League Directors, ensure that they are completed in a timely fashion

#### Ice Manager

The Ice Manager shall:

- work with the Treasure to manage all ice contracted to the UMHA
- attend meetings at the Town of Markham to ensure equitable distribution and costs for ice contracts

#### Equipment Manager

The Equipment Manager shall:

- order all uniforms for House League and Select League divisions
- manage all hockey equipment owned by the UMHA to ensure that it is well maintained and returned at each year-end
- order all trophies for all House League divisions

#### Sponsorship Director

The Sponsorship Director shall:

- maintain all sponsorship files
- organize and distribute sponsorship registration forms
- organize a Sponsor's Evening to thank the sponsors
- ensure that all sponsorship revenue is received

All Board Members may be required to fulfill other duties not listed above, as deemed necessary by the Board.

#### 7.08 Term of Office

(i) At least six (6) Directors shall be elected or approved each year at the Annual General Meeting. Directors shall take office on May 1st of that year and shall hold office for one year, subject to the provisions in 7.04, 7.05 and 7.06.

(ii) Retiring Directors are eligible for re-election.

(iii) The President shall hold office for a period of two years.

(iv) Vice Presidents shall be elected annually.

(v) All newly elected Board members will sign an undated form resignation letter to be exercised at the sole discretion of a majority vote of the existing Board members.

#### 7.09 Board Meetings

The Board of Directors shall meet from time to time to deal with the business of the UMHA:

(i) Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that ten (10) days notice of such meeting shall be given to each Director.

(ii) Special meetings of the Board may be called upon the written request of any two Directors, directed to the Secretary of the UMHA.

(iii) All matters requiring a decision of the Board of Directors shall be approved by a majority vote of the Board of Directors present at any meeting of the Board.

(iv) 50% + 1 members of the Board of Directors shall constitute a quorum at meetings of the Board of Directors.

(iv) No Manager or Coach of any Team under the jurisdiction of the UMHA who shall be a Director of the UMHA shall have a vote in matters specific to his or her team.

(v) Members of the UMHA are welcome to meetings of the Board of Directors but may be asked to withdraw for any "in camera" sessions required.

#### 7.10 Director's Remuneration

Directors shall not receive any stated remuneration for their services.

#### 7.11 Powers

The Directors may exercise all such powers of the UMHA as are not by the Ontario Corporations Act or by these by-laws required to be exercised by the members at general meetings.

#### 7.12 Expenditures

The Directors shall have power to authorize expenditures on behalf of the UMHA from time to time and may delegate by resolution to an officer or officers of the

UMHA the right to employ and pay salaries or commissions to employees or agents. The Directors shall have the power to make expenditures for the purpose of furthering the objectives of the UMHA.

#### 7.13 Records of the Association

Any written information, documents or records held by Board members are deemed to be the property of the Association and shall be provided to the Board of Directors upon termination of elected term or appointment.

#### 7.14 Standing Committees

The Board of Directors may establish standing committees from time to time as necessary.

### **Article 8: General Meetings**

#### 8.01 Annual General Meetings

(i) The Annual General Meeting (AGM) of the members shall be at such time and place as determined by the Board of Directors. The AGM must be held not later than the last day of April.

(ii) Fifteen (15) members in good standing who have attained the age of eighteen (18) years and are present in person at the meeting shall constitute a quorum. If fewer than fifteen (15) members are in attendance, the presiding officer shall immediately adjourn the meeting.

(iii) When an AGM is adjourned for the lack of a quorum, the Board of Directors shall, within 30 days thereafter, determine a new time and place for the AGM and shall inform the members in the manner prescribed in Clause 7.03 of this Article

#### 8.02 Special Meetings

(i) Special meetings of the members shall be called at the request of the majority of the Board of Directors or at the written request of a number of members who have attained the age of eighteen (18) years, consisting of a number not less than five (5) percent of the registered players.

(ii) The quorum and procedural requirements for the AGM as specified in 8.01 (ii) and (iii) shall mutatis mutandis, apply to Special Meetings of the members.

### 8.03 Notification of Meetings

At least fourteen (14) days prior to the AGM or Special Meeting, an announcement setting forth the time and location of the meeting shall be published in the local press and at all arenas normally used by the UMHA.

### 8.04 Manner of Deciding Questions

(i) Each regular member (one per family) and each associate, life and honorary member shall have one vote at any meeting.

(ii) At all meetings of members of the UMHA, every question shall be determined by a majority of votes unless otherwise specifically provided by the Ontario Corporations Act or by these by-laws.

## **Article 9: Amendment of Bylaws**

9.01 The Constitution of the UMHA may be enacted, and articles may be added, amended or repealed, by a majority of the Board Members at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering any additions, amendments or repealed articles.

## **Article 10: Accountant Review of Financial Statement**

10.01 The members shall at each AGM appoint an accountant to review the accounting and bank records of the UMHA and to provide an Accountant's Comments. The remuneration of the accountant shall be fixed by the Board of Directors.

10.02 Accounts of the UMHA shall be presented for the current fiscal year at the AGM. The accounts, as reviewed and commented upon by the Accountant, shall be presented to the Board of Directors for ratification at a Board meeting held no later than September 30th of the immediately following fiscal year.

10.03 The fiscal year of the UMHA shall be from May 1 to April 30.

## **Article 11: Funds**

11.01 All dues and other revenues of the UMHA shall be deposited in a chartered bank or trust company in Canada as designated by the Board of Directors.

## **Article 12: Signature and Certification of Documents**

12.01 Contracts, documents or any instruments in writing requiring the signature of the UMHA shall be signed by any two (2) of the President, Treasurer, or Secretary or Designate of the Board, and all contracts, documents and instruments in writing so signed shall be binding upon the UMHA without any further authorization or formality. The Directors shall have power from time to time to appoint an officer or officers on behalf of the UMHA either to sign contracts, documents and instruments in writing signed as aforesaid by any of the officers so signing.

## **Article 13: Bylaws, Regulations and Rules**

13.01 The Board of Directors may prescribe such by-laws, regulations and rules not inconsistent with these By-laws or that of the OMHA and relating to the management and operational requirements of the UMHA, as they deem expedient.

13.02 By-laws of the UMHA may be enacted, repealed or amended by a majority of the Directors at a meeting of the Board of Directors. They will have effect until they are sanctioned by an affirmative vote of at least 50% + 1 of the members at the AGM or a special meeting called for the purpose of considering the said by-laws. By-laws not confirmed at said meeting of members shall from that time cease to have force and effect.

## **Article 14: Dissolution**

(i) If the UMHA is dissolved for any reason, all monetary assets remaining after payment of all debts shall be transferred to the Town of Markham to be held in trust in the event that a Hockey Association may be established in the future.

(ii) Upon dissolution of the Association, the physical assets shall be distributed as follows:

- Uniforms shall be donated to a charitable cause.
- Hockey equipment and trophies shall be distributed to other hockey associations in the town of Markham.

(iii) Upon dissolution of the Association, the Association's official records shall be deposited with the Ontario Minor Hockey Association for archiving.