

## **Frontenac Minor Hockey Association Constitution and By-Laws Updated**

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### **ARTICLE 1**

#### **Name**

- 1.1 The name of this organization shall be Frontenac Minor Hockey Association, which shall be referred to in this Constitution and By-Laws as FMHA and/or the Association.

### **ARTICLE 2**

#### **Objectives**

- 2.1 To promote, encourage, and develop minor hockey for boys and girls within the boundaries of the Association as set down by the Ontario Minor Hockey Association (OMHA), Ontario Hockey Federation (OHF) and Canadian Hockey Association (CHA)
- 2.2 To promote physical fitness and a healthy lifestyle through the sport of hockey.
- 2.3 To promote hockey as a sport played for enjoyment while supporting skill development, sportsmanship, and respect for all officials, opponents and spectators. The principles that will guide the conduct of players, coaches and Association membership as spectators are:
  - Promote safe play and self control
  - Respect the rules
  - Respect the opponents
  - Respect the officials and their decisions
  - Promote everyone's participation regardless of ability or financial means.
- 2.4 All games of our Association shall be played, under the rules laid down by the OMHA, OHF, CHA or in the local jurisdiction in which a team plays.

### **ARTICLE 3**

#### **Corporate**

- 3.1 FMHA will be a Corporation without share capital and operating as a not for profit in accordance with the Corporation Act and all other applicable laws of the Province of Ontario. FMHA is carried on without purpose of gain for its members and any other profits or other accretions to the organization shall be used solely to promote the objectives.
- 3.2 The head Office of the Corporation shall be in the Township of South Frontenac, Frontenac County in the Province of Ontario at such place as the directors may from time to time determine.
- 3.3 Copies of the Constitution and By-laws shall be made available on request to the members of FMHA. The Constitution and the By-laws may also be posted on the FMHA Internet website at the discretion of the Executive.

- 3.4 The Constitution of the Association will only be altered at the Annual Meeting or a specially convened General Meeting duly called by the Board of Directors for these purposes of Amendments to the Constitution and By-laws. Amendments to the Constitution and By-laws must be submitted to the Board of Directors 30 days prior to the Annual, or specially convened, General Meeting.
- 3.5 All members are welcome to attend regular meetings of the Board of Directors but the Board of Directors can vote to hold portions of the regular meetings in-camera.

#### **ARTICLE 4**

##### **Membership**

- 4.1 Membership in the Association shall consist of:
- i. all parents and/or legal guardians of players under the age of 18 who are registered with the Association and who have paid the annual player registration fee.
  - ii. Players, age 18 and older who are registered with the Association and who have paid the annual player registration fee.
  - iii. Annual Membership in the Association may be extended by the majority vote of the elected and appointed Directors to persons who have contributed significantly to the activities of FMHA.
  - iv. All registered team officials
- 4.2 Each member in good standing shall be entitled to one vote on each question arising at any annual or general meeting of the members.

#### **ARTICLE 5**

##### **Board of Directors**

- 5.1 The affairs of the Association shall be managed by a board of directors of not less than 6 and not more than 20 directors, each of whom at the time of his election, or within 10 days thereafter and throughout his term of office shall be a member of the Association.
- 5.2 The officers of the board of directors of the Association will be the President, the Vice-President, the Secretary, the Treasurer and the Registrar. The officers will be elected by the members at an annual general meeting of the members. Nominations for President shall come from the previous board of directors. If no board of director member (s) will stand for nomination for President, then nominations for the position will be received from the membership of the Association. Officers will normally serve a two-year term
- 5.3 The remaining board of directors will fulfill positions as required by the Association as determined by the board of directors. Directors will normally be nominated and elected at the first board of directors meeting following the AGM. Directors, other than officers, will normally be elected on an annual basis
- 5.4 The members of the Association may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention pass such

resolution has been given, remove any director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

- 5.5 The directors shall not normally receive remuneration for acting as such and will not receive any profit directly or indirectly from their position.

## **ARTICLE 6**

### **Board of Directors Meetings, Quorum and Voting**

- 6.1 A quorum is one-half of the directors to a minimum of 3 including the President or Vice President for the transaction of Association business.
- 6.2 Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may determine from time to time.
- 6.3 Directors' meetings may be formally called by the President or Vice- President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or by electronic mail to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- 6.4 A directors' meeting may be held, without notice, immediately following the annual general meeting of the Association. The directors may consider or transact any business either special or general at any meeting of the board.
- 6.5 The board will normally meet monthly for regular meetings during the regular playing season.
- 6.6 Attendance of the membership is encouraged at all meetings. At times, in-camera discussion will be required.
- 6.7 Questions arising at any meeting of directors shall be decided by a majority of votes. Every director can cast one vote. In case of an equality of votes, the President, shall have the casting vote. All votes at such meetings shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

6.8 Minutes of regular monthly meetings will be available to the membership.

#### **ARTICLE 7**

##### **Errors in Notice, Board of Directors Meetings**

7.1 No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had 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

#### **ARTICLE 7**

##### **Board of Directors - Powers**

7.1 The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

7.2 Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.

3.6 A Manual of Operations will normally be maintained that will outline the rules and regulations of the Association. The Board of Directors has the authority to make changes to the Manual of Operations at its discretion to further the objectives of the Association.

#### **ARTICLE 8**

##### **Duties of the President and Vice-President**

8.1 The President shall, when present, preside at all meetings of the members of the Association and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Association.

8.2 The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership, certificates.

8.3 During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

#### **ARTICLE 9**

##### **Duties of Secretary**

9.1 The Secretary shall be ex officio clerk of the board of directors. They shall attend all

meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. they shall give all notices required to be given to members and to directors. They shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Association which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and they shall perform such other duties as may from time to time be determined by the board of directors.

## **ARTICLE 10**

### **Duties of Treasurer**

10.1 The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the board of directors. they shall disburse the funds of the Association under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Association. they shall also perform such other duties as may from time to time be determined by the board of directors.

## **ARTICLE 11**

### **Duties of Other Board Members**

11.1 The duties of all other board members of the association will be determined by the board based on the needs of the association

## **ARTICLE 12**

### **Contracting and Execution of Documents**

- 12.1 Deeds, transfers, licences, contracts and engagements on behalf of the Association shall be signed by either the President or Vice-President and by the Secretary or any other 2 signatures of other Directors authorized by the Executive
- 12.2 Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, Vice-President, Treasurer or by any person authorized by the board.
- 12.3 The President, Vice-President, the directors, Secretary or Treasurer, or any one of, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds or other securities from time to time transferred to the Association, and may execute and deliver any and all instruments in writing necessary or proper for such purposes including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

- 12.4 Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

### **ARTICLE 13**

#### **Books and Records**

- 13.1 The directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

### **ARTICLE 14**

#### **Annual and other Meetings of Members**

- 14.1 The annual or any other general meeting of the members shall be held at the head office of the Association or elsewhere in Frontenac County as the board of directors may determine and on such day as the directors shall appoint.
- 14.2 At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements which is to include the balance sheet and income statement shall be presented.
- 14.3 The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Association. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be provided to the members at large by electronic mail posting of the notice within 10 days of the said meeting and a posting at the Head Office of the Association
- 14.4 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 14.5 Any meetings of the Association or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **ARTICLE 15**

#### **Voting of Members at Annual and General Meetings**

- 15.1 Subject to the provisions, if any, contained in the Letters Patent of the Association each

member of the Association shall at annual and general meetings of members be entitled to one vote. No member shall be entitled to vote at such meetings of the Association unless he has paid all dues or fees, if any, then payable by him. There shall be no voting by proxy.

- 15.2 At all meetings of members, every question shall be decided by a majority of the votes of the members present unless otherwise required by the by-laws of the Association, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the President shall be entitled to a casting vote.

## **ARTICLE 16**

### **Financials**

- 16.1 Unless otherwise ordered by the board of directors, the fiscal year of the Association shall terminate on the 31<sup>st</sup> day of March in each year
- 16.2 Upon the dissolution of the Association and after the payment of all debts and liabilities, the remaining property of the Association shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community

## **ARTICLE 17**

### **Cheques, Etc.**

- 17.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by any two of the President, Vice-President and Treasurer, or such other officers or directors of the Association as shall be from time to time determined by resolution of the Board of Directors.
- 17.2 Any one of the President, Vice-President or Treasurer may alone endorse cheques for deposit only with the Association's bankers for the credit of the Association. Any one of the officers so appointed, may arrange, settle, balance and certify all books and accounts between the Association and the Association bankers and may received all paid cheques and vouchers and sign all bank forms or settlements of balances and release or verification slips.

## **ARTICLE 18**

### **Deposit of Securities for Safekeeping**

18.1 The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **ARTICLE 19**

### **Notice**

19.1 Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable

## **ARTICLE 20**

### **Borrowing**

- 20.1 The directors may from time to time
- (a) borrow money on the credit of the Association; or
  - (b) issue, sell or pledge securities of the Association; or
  - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.
- 20.2 From time to time the directors may authorize any director, officer or employee of the Association or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the directors may authorise, and generally to manage, transact and settle the borrowing of money by the Association.



**ARTICLE 29**

**Interpretation.**

20.1 In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Passed by the Board of Directors this 29th day of April, 2009.

Amended by the Board of Directors and approved by the Association this 18 day of August  
2020