



**Whitchurch-Stouffville Minor Hockey
Association**

By-laws of the Constitutional Addendum

Revised February 7, 2022

BYLAWS OF THE WSMHA CONSTITUTIONAL ADDENDUM

BYLAW # 1 CORPORATE MANAGEMENT

HEAD OFFICE

The Head office of the Corporation shall be in the Town of Whitchurch-Stouffville, in The Region of York, Province of Ontario, at such place therein as the directors may from time to time determine.

SEAL

The seal, an impression thereof, which is registered to the Corporation, shall be imprinted hereto, and shall be the Seal of the Corporation.

BOARD OF DIRECTORS

- a) The affairs of the Corporation shall be managed by a board of at least 12 directors, duly elected or appointed from time to time, and each such director shall during the term of his or her office, be a member of the Corporation.
- b) The directors shall hold office for a period of three years, and before the end of the Corporation's fiscal year, an election shall be held, at a general meeting of the members, where no less than four members shall be elected to the board, replacing four members whose term has expired.
- c) Should the circumstances arise, more than four board members may be elected in any calendar year to vacancies other than regularly scheduled board term completions.
- d) Board members whose terms have expired may be reelected to subsequent terms, as desired by popular vote at the AGM, and where the number of nominees is less than, or equal to the number of vacancies, on the board, the nominees shall be acclaimed as members of the board.
- e) Nominations for candidates to fill vacancies on the Board of Directors must be submitted in writing and signed by two current members of the Association (Directors, rostered team officials or registered players who have reached the age of majority) and must be received by a member of the Executive Committee a minimum of seventy-two hours prior to the scheduled commencement of the Annual General Meeting.
- f) A director may be removed from office by a special meeting of the members, where such notice has been posted in the Hockey Office of such intention, provided that

- 1) The reason for the meeting is stated on such notice.
- 2) The director shall be identified on the notice.
- 3) The director has been personally notified of such intention, and furnished with the date, place and time of such meeting.
- 4) The minimum number of members to attend such meeting to vote on a director removal is 25 members, and such shall constitute a quorum for this purpose. Executive members save and except the named director(s) shall be included in this number for voting purposes.
- 5) This does not preclude the Executive Committee and board from removing a director from his duties at any time if, in the opinion of the majority of the board, the member director is not carrying out his duties or responsibilities as required by the position, or where such conduct has taken place that in the opinion of the Board, the member must be removed immediately for the greater benefit of the Corporation.
- 6) There lies no appeal during the current hockey year from any removal under subsection 5, however, the member may be nominated and attend at the AGM for the purposes of re- election.
- 7) The board may appoint a member to serve out the term of a director who for whatever reason is unable to complete his term on the board; the board may also at any time appoint a member to the board to carry out specific duties as agreed to by the board; the term of such appointed members shall end at the next Annual General Meeting.

MEETINGS OF THE BOARD

- a) The Board shall meet from time to time at a place directed by the board for the purposes of carrying out Corporation business. Such meeting is to be called by the President, or a Vice President, or by the Secretary on the direction of the President or a Vice President, or by written request of at least three members of the board who are not members of the executive committee.
- b) The meetings so held shall be made known to the members of the Board by electronic, facsimile, written or personal notice, and members so notified shall be required to attend.
- c) Unless the meeting is of an emergency nature, at least forty-eight (48) hours' notices shall be given to the members to prepare for such attendance. Emergency meetings may be called at any time by the President or a Vice President only and provided a quorum of at least six (6) members of the board are present, may conduct business affairs of the

Corporation, but only for such purposes that required the emergent meeting of the board.

- d) The board may hold and convene a caucus meeting at any time without notice during the AGM, and such meeting may be held in camera at the discretion of the Board; The Board SHALL conduct a caucus meeting immediately after the AGM for the purposes of corporate structure and affairs; as a minimum, the caucus shall elect a President, 1st and 2nd Vice President, Secretary and Treasurer.
- e) As an alternative to an in-person meeting, the Board may meet via telephone conference call or "virtually" via digital technology, provided that all Directors are able to participate, hear and be heard."
- f) Where a notice of meeting is delivered to a member which contains errors of place, time or date, no business conducted at such meeting shall be voided or made invalid by such error or omission; This provision, however, does not apply to a meeting to remove a director, as the director so removed has the right to address the members and the board at such meeting.

VOTING AT BOARD MEETINGS

- a) Members of the board may, by show of hands, vote on resolutions, directives or initiatives set forth by motion at the meeting of the board, and such votes shall be recorded, and motions, resolutions, and initiatives so voted shall be marked as passed or defeated.
- b) The chair of the meeting shall not vote unless a tie exists among the members present.
- c) All votes at such meetings shall be by assent or dissent, however by request by at least two members present; ballots shall be taken, and voting done by such ballot.
- d) The results of any vote held shall be declared by the Chair and recorded by the Secretary or designated minute taker and any such declaration shall be prima facie proof of the accuracy of the number of votes or proportion of votes recorded in favor of or against such resolution, and the declaration shall be final.
- e) In all cases where a vote declaration has been made, the result of such vote shall be recorded in either instance as unanimous.
- f) The chair of such meetings shall be the President, or in his absence, a Vice President, and so on in succession. The Chair, however, must be a member of the executive committee.

Electronic Voting"

- a) Members of the Board may vote via email on a motion or motions proposed by a director, seconded by another director and distributed electronically to all Board members.
- b) The results of any electronic vote held shall be recorded by the Secretary and reported to all Board members.
- c) The motion if approved by majority vote (or two thirds of Board membership in the case of proposed constitutional by-law) shall take effect immediately or as otherwise described in the amendments itself.
- d) The Secretary or his/her designate will propose a motion(s) at the next general meeting of the Board ratifying the results of any electronic votes conducted since the last general Board meeting thereby ensuring that such votes are duly recorded in Board minutes.

POWERS OF THE DIRECTORS

- a) The directors shall administer the affairs of the Corporation in all things and may make or cause to be made any contracts, obligations or other things required for the operation of the Corporation and may enter lawful contracts and obligations on behalf of the Corporation. All such affairs so conducted must be with the consent of the Board.
- b) The directors are empowered to act for, represent, and bind the Corporation in business affairs from time to time as may be required, and shall do so with the consent of the Board.

CORPORATION OFFICERS

- a) There shall be a President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer, and such officers shall be known as THE EXECUTIVE COMMITTEE.
- b) No person shall hold more than one position on the executive committee.
- c) The board may from time to time appoint other officers to assist in the affairs of the corporation, and such appointees need not be members of the executive committee but must be approved at a board meeting prior to such appointment to the position.
- d) The appointee may be removed at the pleasure of the Board at any time, by vote in a meeting of the Board, emergency, general, or at the AGM.

DUTIES OF THE EXECUTIVE COMMITTEE

a) PRESIDENT

Shall preside over all meetings of the members of the Corporation, and board of directors. The president shall be charged with the general management of the corporation and supervise its affairs and operations.

b) VICE PRESIDENT(S)

Shall, during the absence of the President, or inability of the President to act, the vice president(s) shall, in descending order as set out in this bylaw, act and fulfill the duties and responsibilities of the President. Such delegation shall end at the members of the executive committee, where the president and vice presidents are unable to act, the Secretary or Treasurer may assume the duties of the President for purposes of calling a meeting of the Members of the Corporation, or the Board.

c) SECRETARY

The secretary shall be the ex officio clerk of the Board; he/she shall attend all meetings and duly record all business transacted, and votes taken, and cause them to be transcribed into minutes of the meetings, in books kept for such purposes; Minutes of previous meetings and business conducted are to be delivered in writing to each Board member prior to the next meeting of the Board. The Seal of the Corporation shall be kept in a safe and secure manner by the Secretary, and this seal shall be delivered up to the Board only when directed to do so by a resolution of the Board. The Secretary shall also conduct such duties from time to time as the Board deems necessary.

d) TREASURER

The treasurer shall maintain all financial records, affairs, receipts, transactions, bank entries, disbursements, and all financial affairs of the Corporation, as directed by the Board from time to time; The treasurer shall maintain in writing at all times and available for inspection upon demand of the executive committee an up-to-date record of the current financial status of the Corporation. He/she shall disburse funds where directed by the Board for the day to day operations of the Corporation and shall perform other such duties as required by the Board from time to time.

e) OTHER OFFICERS

The other officer's duties shall be such as the terms of their appointments call for, or for such other purposes as directed by the Board.

EXECUTION OF DOCUMENTS

- a) The contracts, deeds, leases, or agreements requiring the affixing of the seal to such items, shall be done by the President or Vice President, and by the secretary, and the secretary shall affix such seal as required on such instruments.
- b) Contracts in the daily operations of the corporation may be lawfully entered into on behalf of the Corporation by the President, Secretary, or any other person authorized to enter such contract or agreement by the Board.
- c) The Corporation in its day-to-day affairs shall abide by the Corporations Act R.S.O as amended, and such legal requirements under the provincial legislation shall supersede the bylaws herein contained, if the execution of such bylaw is contrary to the lawful operation of the Corporation under the Act.
- d) The Board shall keep and maintain all books, records, instruments, and any required documents under any statute, in a proper and lawful manner for a minimum period of seven (7) years.

BYLAW # 2 MEMBERSHIP

- a) The membership of the Corporation shall consist of the following:
 - i) Players and team officials registered with the WSMHA.
 - ii) Elected or appointed directors of the Corporation.
- b) It is stated herein that the Corporation is a contract-based entity, and any person who applies for membership in the corporation is offering to follow the bylaws, constitution, regulations, policies and rules of the corporation as they exist from time to time. The Corporation completes the contract by acceptance of fees and dues, and therein agrees to follow its own bylaws, constitution, regulations, policies, and rules of the Corporation as they exist from time to time, and in addition, the Corporation agrees to the following:
 - i) Each member shall be entitled to one vote on each question arising at any special or general meetings of the members.
 - ii) Voting rights of any registered player member may be transferred via proxy to the player's parent or legal guardian for the purpose of voting at any special or general meetings of the members.
 - iii) The member may resign at any time by submitting to the Board of Directors the intention of such resignation in writing, and the resignation becomes effective only upon the acceptance of such resignation by the Board.

- iv) The resignation of any member does not absolve such member of financial obligations to the Corporation at the time of resignation, whether the resignation is duly accepted by the board.

DUTIES AND FEES

- a) There shall be no dues and fees payable for membership except such, if any, as shall be from time to time be fixed by resolution of the Board of Directors. This does not preclude the Board from setting registration of special fees for the operation of the day-to-day business of the Corporation.
- b) Members obligated to pay fees as set out in the preceding subsection who fail to do so, or become in default of such obligations, may be removed by the board as members at a meeting of the board

MEMBER MEETINGS

- a) The annual general meeting, or AGM is to be held in the place at the time and date set out by the Board for such purpose, and the members may be notified of such meeting by electronic notice, facsimile, or by posting in the Hockey Office, at least 15 days prior to the meeting.
- b) In addition to any other business transacted at the AGM, the reports from the Treasurer and any auditors if applicable shall be made available to the members for examination, upon request.
- c) The members may consider and transact any business either special and general without any notice thereof at any meeting of the members, but such business transacted shall have no force and effect until approved by the Board of Directors.
- d) Where a notice of a meeting is delivered to any member which contains errors of place, time or date, no business conducted at such meeting shall be voided or made invalid by such error or omission, provided a quorum for the AGM exists to conduct and transact business.
- e) Any meeting adjourned without completion of agenda may be resumed later, and any and all business transacted to that point shall be carried on, and new business may be taken and considered at the subsequent meeting date as if it had been heard and taken on the original date.
- f) A quorum for the member meetings shall be not less than twenty-five (25 members).
- g) Any vote taken in a member meeting shall be declared as previously set out in this bylaw by the President, and such vote shall be recorded as unanimous.

FISCAL YEAR

- a) Unless directed otherwise by the Board, the fiscal year, or financial year of the Corporation shall end April 30, of each calendar year.

BYLAW # 3 AMENDMENTS TO BYLAWS AND REGULATIONS

- a) Any member may request an amendment to the Corporation's bylaws and regulations, by submitting in writing the bylaw existing as written, the proposed change, and the reasons, therefore. The Board shall consider such written requests at one or more Board meetings, provided that a copy of the proposed amendment(s) has been distributed to all Board members a minimum of forty-eight (48) hours prior to the Board meeting(s). The member(s) requesting the amendment(s) shall be advised in writing as to the Board's decision re: the proposed amendment(s).
- b) Proposed amendments to Bylaws and regulations of the Corporations require an affirmative vote by two-thirds of the Board membership to be approved. Approved amendments remain in effect and in force until amended further by the Board at a Board meeting.
- c) Bylaws so amended, rules, policies and regulations amended and changed from this doctrine are to be recorded, and presented to the members at the general meeting, for information purposes. Such changes when not presented due to error or omission does not invalidate the process or change so undertaken.

BYLAW # 4 Team Officials

- a) For the purposes of this Bylaw, "Team Official" shall refer to any Head Coach, Assistant Coach, Trainer, or Assistant Trainer approved by the WSMHA Board for inclusion on an OMHA roster; it will also refer to any Manager approved by the Board whether or not they are (to be) included on the roster.
- b) A Team Official is appointed by, responsible to and serves at the pleasure of the WSMHA Board of Directors for a term not to exceed one year but may be appointed to one or more subsequent one-year terms at the discretion of the Board; a Team Official may be removed from his/her position at any time by a majority vote of the Board of Directors.
- c) All AA, A, AE, MD and Select teams must nominate a Manager for the approval of the Board of Directors; a Manager is considered a Team Official whether they are included on an OMHA roster or not.
- d) All candidates for a Team Official position, as a minimum, must comply with current OMHA policies in terms of Vulnerable Sector Check (VSC) and position-specific accreditations in order to be considered by the Board of Directors; the Board of Directors, at its sole discretion, reserves the right to consider any other factor(s) which it

deems appropriate in its decision to approve or reject a candidate for a Team Official position.

- e) All proposed Team Officials must be approved by the Board of Directors before their names are submitted to the OMHA for inclusion on a roster, or, in the case of a Manager, before they are granted signing authority on any team bank accounts.
- f) A Team Official may only be removed from an approved roster or from their approved position by majority vote of the Board of Directors.
- g) As stated elsewhere in the Constitution, a Team Official once approved becomes a Member of the Corporation and will continue to be a Member as long as he/she remains a Team Official.

BYLAW # 5 BOARD OF DISCIPLINE

- a) The Board of Directors may appoint a Board of Discipline to review the actions of a member or participant which it believes may be contrary to the interests of the WSMHA; such reviews will not be precluded by the actions of other authorities or governing bodies including, but not limited to, the OHF, OMHA, Town of Whitchurch-Stouffville.
- b) For greater clarity “participants” for the purpose of this Bylaw shall include but not be limited to players, guardians, parents, team officials (including managers), game officials, volunteers, directors involved in activities and events sanctioned by the WSMHA or its governing bodies.
- c) The Board of Discipline shall consist of five Directors, at least two of whom shall be members of the Executive Committee, and shall be chaired by the President, 1st Vice President, or 2nd Vice President.
- d) A member or participant who is subject to a review by a Board of Discipline (hereafter referred to as the Respondent) must be advised of the matter to be reviewed, and invited to appear before the Board with a minimum of 24 hours’ notice as to the time and location; the Respondent will be expected to attend the meeting as scheduled unless he/she waives his/ her right to attend, or can demonstrate good reason as to why the scheduled meeting time is unacceptable.
- e) A Respondent who fails to appear at a scheduled meeting of a Board of Discipline will be deemed to have waived their right to appear and be heard, and the Board will proceed with its review; the non-attendance of the Respondent shall not invalidate the proceedings.

- f) A member of the Board of Discipline shall be appointed to record the minutes of the proceeding and shall provide these minutes to the Board and the Respondent as soon as practical following the meeting.
- g) The Board of Discipline, upon completion of its review will determine what remedies, if any, shall be taken, and shall advise the Respondent in writing of its decision as soon as practical following the meeting; no remedies may be implemented for a period of 72 hours following notice to the respondent of its decision unless the Board of Discipline determines that the immediate implementation of such remedies is required to protect the safety of a member or participant of the Association.
- h) A Respondent may appeal a Board of Discipline decision within 24 hours of receiving such decision by a written request to the Board of Directors in which he/she provides substantiated evidence that the decision of the Board of Discipline was based on false or incorrect information.
- i) Should the Board of Directors agree to hear an appeal it may delay implementation of any remedies imposed by the Board of Discipline pending the appeal provided there are no concerns that such delay may endanger the safety of a member or participant of the Association.

BYLAW # 6 CONFLICT OF INTEREST

- a) No Board member shall participate in any activity related to the Association or its members for which he receives, or has the potential to receive, a financial benefit without first disclosing to the Board the nature of such activity and secondly receiving approval from the Board to engage or continue to engage in such activity.
- b) No member of the Board shall participate in any Board discussions or vote on any matter before the Board where he has a conflict of interest.
- c) Instances in which a conflict of interest will be deemed to exist for a Board member include, but are not limited to, the following:
 - 1) The matter under discussion directly involves a member of his immediate family.
 - 2) The matter under discussion involves an entity in which he or a member of his immediate family has a financial interest.
 - 3) The matter under discussion involves a team in which he is a member of the coaching staff and/or one of his children is a player.
 - 4) The coach selection process for any rep team for which one of his children is eligible to play by virtue of age.

- d) Should a Board member recognize or suspect that he/she has a possible conflict of interest on a matter before the Board, he shall immediately advise the Chair of the potential conflict and excuse himself from the meeting until the matter in question has been dealt with.
- e) It is the duty of every Board member to advise the Chair if they believe that a member of the Board has a conflict of interest on a matter before the Board. Such advice shall be without prejudice.
- f) Failure by a Board member to disclose a conflict of interest, or to comply with a directive from the Board re: a conflict of interest could result in disciplinary action including expulsion from the Board.

BYLAW #7 TEAM FINANCIAL MANAGEMENT

- a) This bylaw applies to any team registered with the WSMHA (Rep, Select, Rostered Select, and House League) which collects fees from members of the Association (over and above registration fees paid directly to the WSMHA), receives sponsorship funding, and/or conducts fund-raising activities on behalf of the team.
- b) For the purpose of this bylaw “player(s)” refers to parents and legal guardians acting as proxies for members of the team, unless the players themselves have reached the age of majority.
- c) The Head Coach of the team shall ensure that an individual other than his/her spouse, blood relative or common law partner shall be appointed as Manager of the team and in that capacity be approved by the WSMHA.
- d) The Manager is responsible for establishing an account with a financial institution designated by the WSMHA in the name of the team before any funds are collected from players, sponsors or through fund-raising activities.
- e) The rostered Head Coach and Manager must be co-signatories for any team bank account and no other individual will have signing authority for such account(s).
- f) The Manager shall ensure that all monies collected from players or sponsors or through fund-raising activities are deposited to the team's bank account in a timely manner, that any monies owing to the Association, individuals or suppliers are paid promptly, and that a record of each financial transaction is maintained.
- g) All monies collected from players, sponsors or through fund-raising activities become the property of the team.
- h) The Head Coach must ensure that a team Budget identifying any significant proposed team expenditures for the fiscal year (12 months ending April 30) is prepared and

distributed to all players at a meeting scheduled for this specific purpose prior to the team's first regular season game. The team Budget must be voted upon (one vote per player) and approved by majority vote. A copy of the approved Budget must be filed with the Treasurer of the WSMHA by November 1st.

- i) Any expenditure of team funds that varies significantly from the amount identified in the Budget must be approved in advance by majority vote of the players (one vote per player).
- j) A player may request an interim Financial Statement identifying season-to-date income and expenditures at any time by written request to the Manager, and such information will be provided to all players within 7 calendar days.
- k) The Manager shall maintain accurate records of all income and expense and provide a year-end Financial Statement to all players which reconcile all income and expense with the team Budget prior to April 10; a copy of the year-end Financial Statement must be filed with the Treasurer of the WSMHA by April 10.
- l) Unless otherwise agreed by recorded majority vote of players any deficit of expense versus income shall be shared equally among all players following completion of the team's activities; similarly, unless otherwise agreed by majority recorded vote of players, any end-of -year surplus must be equally divided and distributed to the players as a cash payment by April 30.
- m) Notwithstanding any responsibilities assigned to the Manager in this Bylaw, the Head Coach is ultimately accountable to the Association for the team's compliance with the terms of Bylaw #7.

BYLAW #8 - POLICY FOR PLAYER REGISTRATION AND ROSTERING

- a) Before he/she can become a member of the Association, a player must successfully complete the registration process and pay the required registration fee.
- b) In the event that the age group for which a membership applicant is eligible has reached its quota of registered players, the applicant will be so advised, and with their agreement may be placed on a waiting list once he/she has successfully completed the registration process and has paid their registration fee via credit card or provided the Association with a cheque for the required amount.
- c) Membership applicants on the waiting list will be accepted as members of the Association when and if openings occur within their age group on a "first come, first served" basis, i.e., in the order in which their names were placed on the waiting list following registration and payment of registration fees.

- d) Only members of the Association, players on the waiting list, and players who would qualify as non-resident players (NRP's) under OMHA regulations and are eligible to try out for that team, may try out for a rep team.
- e) Only members of the Association may be rostered to a rep team.
- f) A player on the waiting list, or a player who qualifies as an NRP under OMHA regulations who tries out for and is selected to a rep team may be rostered to that rep team if a) he/she is accepted for membership under paragraph 3 above, or b) the Executive Committee of the Board, at their sole discretion, approves a special request from the coach of the rep team selecting the player to grant that player membership in the Association.