

Orangeville Minor Hockey Association Inc.

By-Law No. 1

Updated September 2024

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By-Law No. 1

A By-Law relating generally to the conduct of the affairs of the Orangeville Minor Hockey Association Inc.:

Be it enacted as a By-Law of Orangeville Minor Hockey as follows:

1. Name and Objectives

1.1 Name: This organization shall be known as Orangeville Minor Hockey Association (OMH).

1.2 The objects of the OMH, are to establish, maintain, and conduct an athletic club; to promote, amongst the members of the OMH and others, an interest in athletic games, recreation and sports, and to encourage the development of each individual participant and members; and promote games and sports and, the game of hockey, and to arrange matches and competitions and to offer to grant and contribute towards prizes, awards and distinctions; and receive and acquire and hold gifts, donations, legacies and devises.

2. Definitions

2.1 In the By-Law, and all other By-Laws and Resolutions of the Association, unless the context otherwise requires:

- a) "Ad Hoc" means a particular type of committee; one, which is formed to deal with a particular issue, and is disbanded after the issue is resolved. These committees provide measures to solve problems that are not resolved by ordinary processes of the organization to which the committee belongs;
- b) "Association" means Orangeville Minor Hockey Association Inc. (or such other name as the Association may in the future legally adopt);
- c) "Board" means the Board of Directors of the Association;
- d) "Chair", Chairperson means the Association President or their designated representative;
- e) "Committee" means two (2) or more persons assembled under the provisions of Article 12 to consider, investigate, take action on, or report on the subject matter for which they were assembled;
- f) "Corporations Act" means the Corporation Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;
- g) "Director" means an individual who has been Elected or Appointed to the Board of Directors of the Association; h) "HC" means Hockey Canada (or such other name as the HC may in the future legally adopt); i) "In-Camera" means a meeting that is convened where there is a need to conduct privileged discussions, protect the confidentiality of matters discussed, protect the

privacy of an individual or individuals, allow free discussion on sensitive issues, or have an off-the record discussion; j) "Members" means all classes of membership in the Association as provided for in Article 5;

k) "Member in Good Standing" means no outstanding fees or monies owing to OMH, no outstanding OMH property, no outstanding litigation taken against the Association, not the subject of a disciplinary investigation or sanction by OMH;

l) "Officers" mean the individuals who hold the offices;

m) "OHF" means the Ontario Hockey Federation (or such name as the OHF may in future legally adopt);

n) "OMHA" means Ontario Minor Hockey Association (or such name as the OMHA may in the future legally adopt);

o) "Parent/Guardian" will be defined as the parent/guardian who resides at the address of the registered player;

p) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association;

q) "OMH" means Orangeville Minor Hockey Association Inc.; r) "TCMHL" means Tri-County Minor Hockey League (or such name as The TCMHL may adopt in the future) All terms defined in the Corporations Act have the same meaning in this By-Law and all other By-Laws and Resolutions of the Association. The Boundaries are set out by the OMHA as set out by and on record with the OMHA.

3. Mission of the Association / Value Statement

3.1 The purpose of the Association is to organize, develop and promote ice hockey for the youth of the Town of Orangeville and surrounding area. The following statement encompasses the pillars upon which sport in our community is organized and played and the overriding principles governing the organization of the Corporation and the operation of its hockey programs. These values must be maintained in a strong, consistent fashion. They are the foundation of the Players Bill of Rights and the basis for our Code of Conduct that governs member participation on a day-to-day basis. The Corporation's values may be stated in the following way:

3.2 To play our game as a team, and conduct ourselves both on and off the ice, always with a sense of fair play, consistent with the principles of good sportsmanship, with dedication and commitment and in the spirit of friendly competition, while being gracious in victory as well as defeat.

4. Registered Office / Boundaries and Seal

4.1 The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping. The registered head office of the Association shall be in the Town of Orangeville, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant of the Corporations Act. The Association office and the mailing address shall be: 275 Alder Street Orangeville, Ontario L9W 5H6

5. Classes of Membership

5.1 Membership in the OMH shall be comprised of the following classes: a) Active Membership; b) Parent/Guardian membership; c) Honorary Lifetime Membership; Membership in the OMH shall be limited to persons who meet the qualification of one or more of the above classes.

For greater certainty, provided the qualifications for membership are met, there shall be no restriction on any person being a member of more than one class described above.

5.2 Membership Year. The membership year for each member of the OMH shall commence upon valid registration and terminate after the AGM the following year. The registration date shall be set annually by the Board of Directors.

5.3 Membership Dues. Membership dues shall be determined by the Board of Directors.

5.4 Termination of Membership. Membership in the Corporation shall not be transferable and shall cease where a member resigns, dies and / or fails to pay required dues or registration fees.

5.5 Active memberships shall include all elected or appointed Officials, Directors, Conveners, Coaches, Managers and Trainers for the current season.

5.6 Parent/Guardian memberships shall include all parents and or legal guardians of registered players in good standing.

5.7 Honorary Lifetime memberships may be granted to an individual who has rendered extraordinary or distinguished service to the OMH.

5.8 Class Voting. For greater certainty and notwithstanding that an individual may belong to more than one membership class described above, he or she shall be entitled to only one vote on any matter to be decided by the entire membership and only one vote on any matter to be decided by any class or classes of members. Any member of a class may vote on an issue before that class even if that member is also a member of another class.

5.9 Voting on Class Specific Issues. Membership Class-specific issues shall be voted upon only by members of the specific class and general members.

5.10 Members of OMH have the following rights; To vote on any issue of general concern to the OMH, if the member is over the age of 18; To pay any membership dues or registration fees levied by OMH; To abide by the Letters Patent, this By-Law, the Players Bill of Rights, the Code of Conduct, other by-laws of the Corporation and the rules and regulations pertaining to the playing of hockey through the Corporation from time to time established by the Board of Directors.

6. Directors of Orangeville Minor Hockey

6.1 The minimum number of Directors shall be 11 and the maximum number of Directors shall be 15, inclusive of the officers who shall also be Directors pursuant to Section 5.5.1 of this By-Law No. I. The number of Directors to constitute a quorum for the transaction of business at any meeting of Directors is 50% of members plus one.

6.2 Qualification.

No person shall be qualified to be a director if; He or she is less than 18 years of age; He or she is of unsound mind and has been so found by a court in Canada or elsewhere; If he or she has the status of a bankrupt; He or she has a criminal Record or be on charge by a Police Service.

6.3 Officers.

The President, Vice-President of Rep, Vice President of HL, Vice President of Administration and the Secretary of OMH shall be Directors of the Corporation by their office.

6.4 Election and Term of Office. Subject to Section 5, the Directors (shall be elected at the annual meeting of members of OMH by a vote and each director shall hold office until their term ends. His or her election provided that if an election of Directors is not held at an annual meeting of members, the Directors then in office shall continue in office until their successors are elected. Retiring Directors are eligible for re-election.

6.5 A director ceases to hold office if he or she dies, is removed from office by the members, ceases to be qualified for election as a director or resigns by a resignation received by the Secretary and/or President of the OMH. A written resignation of a director becomes effective at the time it is received by the Secretary of the Corporation, or at the time specified in the resignation, whichever is later. Any director who is absent at any three (3) consecutive meetings, they should be removed by the Board of Directors, unless the reason is submitted in writing to the President and reviewed with the Executive Board and approved.

6.6 The members may by two-thirds vote at an annual or special meeting of the members remove a Director from office.

A vacancy created by the removal of a director may be filled at the meeting of the members at which the director is removed.

Or by appointment at a later date.

6.7 Vacancies. Subject to action under Sections 5.2 or 5.4, a majority of Directors may fill a vacancy among the Directors. A Director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

6.8. Succession. The order of succession where an officer for any reason is unable to attend to his or her duties will be President, Vice President of Rep, Vice President of House League, Vice President of Administration and the Secretary. The Board must fill a vacancy among the officers within 30 days. An officer filling a vacancy holds office until the next annual meeting of members of the Corporation.

6.9 The Board shall manage or supervise the management of the business and affairs of the OMH. The powers of the Directors may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Directors. Where there is a vacancy in the Board of Directors the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

6.10 Meetings of Directors may be held at any place in Dufferin County in person or virtually

6.11 Nominations

The election of Directors shall take place at the Annual General Meeting of the Membership. If the meeting is held in person nominations will be taken from the floor as well as any nomination form provided prior to the AGM to the administrator. If the AGM is held virtually, nominations will be submitted electronically prior to the AGM by a cutoff date. No floor nominations will be accepted during a virtual meeting.

6.12 No Proxies

Proxies will not be permitted. Members must be present in person at Additional General Meetings and Annual General Meetings of the Membership in order to exercise their voting rights in relation to matters coming before an Additional General Meeting or an Annual General Meeting of the Membership.

7. Officers / Directors

Election and Term of Office

7.1 The officers shall be elected at the annual meeting of members of the OMH, the election results shall be announced at the annual meeting and each Officer or Director shall hold office until their term expires. If an election of an Officer or Director is not held, the Officer or Director then in office shall continue in office until his or her successor is elected. Incumbent Officers or Directors are eligible for re-election. Any member of the OMH eligible to serve as a director of the OMH is eligible to serve as an officer of OMH if they meet the criteria.

7.2 The following Officers (President, Vice President Rep and Secretary), shall be voted into office for three (3) years on rotation.

7.3 The following Officers (Vice President House League and Vice President Administration), shall be voted into office for three (3) on rotation.

7.4 Board Positions

The Board consists of the following positions:

President Three-year term Elected

President cannot hold the position for more than two consecutive terms in a row (max 6 years)

Secretary Two-year term elected

First Vice President (House League) Three-year term Elected

Any VP cannot hold the position for more than two consecutive terms in a row (max 6 years)

Second Vice President (Rep) Three-year term Elected

Any VP cannot hold the position for more than two consecutive terms in a row (max 6 years)

Third Vice President (Administration) Three-year term Elected

Any VP cannot hold the position for more than two consecutive terms in a row (max 6 years)

Rep Director Two-year term Elected

Rep Director Two-year term Elected

Minor Development / Select Director Two-year term Elected

Development Director U9 and below Two- year term Elected

Development Director U10 and above Two-year term Elected

U5/U7 and below Director One-year term Elected

U9/U11 and below Director One-year term Elected

U13/U15 and below H/L Director One-year term Elected

U21 and below H/L Director One-year term Elected

Communications Director One-year term Elected

SENIOR EXECUTIVE (5 Voting Positions)

President, VP Admin, VP House League, VP Rep, Secretary

HOUSE LEAGUE (3 Voting Positions)

REP (3 Voting Positions)

7.5 Eligibility to run as an Officer on the Board, President, Vice President of Rep, Vice President of House League, Vice President of Administration and Secretary are as follows;

To be nominated for President, he / she must have served on the Board as President and/or as Vice President for at least two (2) of the past three (3) years immediately prior to election.

To be nominated for Vice President(s), he / she must have served on the Board as a Director for at least two (2) of the past three (3) years immediately prior to election

To be nominated for Secretary, must be a current member and be in good standing

7.6 To be nominated for a Director, must be a current member and be in good standing

7.7 The Board of Directors shall appoint the staff / non-voting Convener, as required A bench staff, staff member or a non-voting Convener can be on the Board of Directors. The Board shall set any remunerations paid to staff and/or Conveners

The following staff duties and conveners are listed below but may be altered, changed in its entirety or deleted based upon the Boards discretion at any time.

Staff / Non-voting Conveners:

- Office Administrator
- Bookkeeper

The bookkeeper should provide by the 15th of each month a financial statement for the previous month. The financial statements should be sent by the Secretary to all board members with the Agenda and meeting documents for the monthly Board of Directors meetings. This should include an arrears list of any outstanding payments owed by the members, variance report to show the month to date variance from the budget and a year-to-date variance from the budget.

- Ice Scheduler
- Tournament Convener
- Equipment / Jersey Convener
- Sponsor Convener
- Other Conveners as the Board recommends.

7.9 Proper Hiring or Tender process

All paid positions should be subject to the proper tender or hiring procedures, which include posting the position on the website, and all social media platforms, to allow for equal opportunity within the community. Any Board member with a conflict of interest, must recuse themselves from the conversations surrounding the hiring.

8. Directives and Responsibilities of Officers / Directors

8.1 Volunteering

Board positions are on a volunteer basis without remuneration. All positions shall be expected to help in other areas beyond their own position, for the good of the organization when logistically possible. OMH events should have participation of all board members, to assist wherever possible or make recommendations for other eligible volunteers.

8.2 Code of Ethics

All board members must sign a code of ethics by the first board meeting following the AGM.

8.3 Responsibilities of Officers/Directors

President:

The President Shall:

- a. Oversee all hockey operations for OMH;
- b. Act as Chair of the Board, the Executive Committee, and at all meetings of the Membership;
- c. Exercise general supervision of the Association in accordance with Policies determined by the Board;
- d. Have the authority to assume the duties of any member of the Executive when such a member is unable to act;
- e. Appoint sub-committees and shall be empowered to call meetings of these subcommittees at their discretion;
- f. Be one of the signing Officers of the Association;
- g. Represent the interests of the Association in its dealings with outside organizations, including but not limited to the Town of Orangeville, various departments of the Town of Orangeville, various governing bodies for minor hockey, other hockey Associations which OMH may have dealings;
- h. Oversee the Vice President(s) and Directors and Office Administrator responsibilities

- i. Represent the interests of the Association in its dealings with outside organizations, including but not limited to the Town of Orangeville, various departments of the Town of Orangeville, various governing bodies for minor hockey, other hockey Associations which OMH may have dealings, as long as a conflict of interest doesn't exist or if they are employed by one of these organizations. In the circumstance of a conflict, one of the VP's will be appointed as the liaison.
- j. Oversee the Vice President(s) and Directors and Office Administrator responsibilities. Shall also assume the duties of the Vice President in the absence, for any reason or if a quorum of the Board feels that the duties of any Vice President are not being completed. Notice in writing will be provided to the Vice President by the President to meet the obligations of the position within 7 days, or the President will take over responsibility or an alternate VP.
- k. Sign off on all A/P being processed by the OMH administrator/ or alternatively the VP of Admin/Rep/HL

Vice Presidents – Rep and House League

The Vice Presidents shall:

The Vice Presidents shall:

- a. Either shall assume the duties of the President in the absence, for any reason, of the President on direction if a quorum of the Board feels that the duties of the Presidency are not being completed. Notice in writing will be provided to the President by one of the VP's and 7 days notice will be provided to adhere to the duties or the VP will over or an alternate VP.
- b. Monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
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- c. Be available to assist any Director requiring assistance in the completion of his or her functions;
- d. Carry out duties as assigned by the Board, the Executive Committee or the President; e. May be a signing authority on bank accounts for OMH;
- e. Oversee relationship with ORA and all officiating matters and the Rep Vice President shall
- f. Oversee the Minor Development Director along with the Rep Director's; and the House League/Local League Vice President shall also oversee all House League and Local League director's;
- g. Establish and monitor duties related to all OMH Directors; j. Ensure compliance with all policies and procedures pursuant to OMH, OMHA, OHF, HC; k. Represent and promote the interests of the Association in relation to any minor hockey associations or leagues; and, provide each Director with policies and procedures of the OMH and the OMHA by

way of a Director's manual specific to their division. I. Attend to the monthly Tri-County meeting or decide for a Board member to Attend;

- j. Sign off on all A/P being processed by the OMH administrator/ or alternatively the VP of Admin/or President.

Vice President – Administrative

- a. Work closely with the Bookkeeper and oversee the Budgets, daily accounts, Co-chair the Budget Committee;
- b. Carry out duties assigned by the Board, the Executive Committee or the President;
- c. Be available to assist any Director requiring assistance in the completion of his or her functions;
- d. Oversee the Administrator, Ice Scheduler, general office duties;
- e. Oversee the Tournament convener, sponsorship convener, equipment convener;
- f. Oversee Pictures and Jersey tender with the assistance of the administrator, VP of Rep and HL.
- g. Work closely on communication strategies for the organization and the Director of Communication if the position is filled.
- h. Sign off on all A/P being processed by the OMH administrator/ or alternatively the President or VP of /Rep/HL

Secretary

The Secretary shall:

- a. Record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and Executive Committee Meetings and ensure that Association records are regularly and properly kept, and all business conducted in accordance with any applicable procedures established by the Board or by the Membership;
- b. Ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions
- c. and other corporate records and documents;
- d. Have a functional, working knowledge of bylaws and OMH regulations, and;
- e. Carry out duties as assigned by the Board, the Executive Committee or the President;
- f. Assisting the Administrator, collect and maintain an updated account of Police Record checks

- g. Produce the monthly meeting minutes and action items to all Board members within 7 days following a scheduled Board meeting.
- h. Call for Agenda items at minimum 7 days prior to any scheduled meeting.
- i. Distribute all meeting documents to the Board members, including the agenda a minimum 48 hours prior to the scheduled board meeting.

Minor Development Director

The Minor Development Director shall:

- a. Meet with Minor Development Directors once or twice a year to discuss league changes, updates, provide feedback;
- b. Attend coaches and manager meetings; meetings are mandatory and held one per year;
- c. Communicate all information from York Simcoe Minor Hockey Association (YSMHA) league to all coaches and managers;
- d. Attend monthly OMH Executive meetings;
- e. Assist coaches and managers throughout the season, be available to answer any questions;
- f. Review, approve and sign all travel and fundraising permits;
- g. Ensure coaches and/or managers submit game details to Hockey office; and, attend Minor Development tryout sessions;
- h. Assist in the selection of Select teams if the Board approves Select teams

Rep Directors

The Rep Directors shall:

- a. Endeavor to recruit and train volunteers to perform the functions to operate the Rep Hockey program;
- b. Operate the Rep Hockey Program pursuant to the Policies of the Association;
- c. Monitor Policies relating to Rep Hockey operations provided such Policies shall be and remain consistent with all other Policies of the Association and approved by the Board;
- d. Represent and promote the interests of the Association in relation to any minor hockey associations or leagues;
- e. Resent a report regarding Rep Hockey operations to the Board;
- f. Attend rep try-outs;

- g. Hold regular rep coach meetings; and,
- h. Attend monthly Tri-County Minor Hockey meetings
- i. Provide Coach email lists to the Director of Communication at the beginning of each season
- j. Provide information to the Director of Communication that may be of interest to the membership, for posting on social media or in written articles on the website.

Preschool, Initiation and U9 Directors

The Preschool, Initiation and U9 Directors shall:

- a. Endeavor to recruit and train volunteers to perform the functions required for the House League program for the Association;
- b. Operate and monitor the Hockey Canada program pursuant to the Policies of the Association;
- c. Present a report regarding the Hockey Canada program at each scheduled Board meeting and a full report to be given at the AGM;
- d. Recommend policy to the Board regarding Hockey Canada program;
- e. Provide each coach with a coach manual;
- f. Hold a pre-season meeting to discuss evaluations and draft procedures;
- g. Hold a draft and division meeting; h. Hold a pre-play-off meeting; and,
- i. Be at the Day of Champions and hand out the awards
- j. Provide Coach email lists to the Director of Communication at the beginning of each season
- k. Provide information to the Director of Communication that may be of interest to the membership, for posting on social media or in written articles on the website.

U5, U7, U9, U11, U13, U15, U21 Directors

The U 11 and U13 Directors shall:

- a. Endeavor to recruit and train volunteers to perform the functions required for the House League program for the Association; Orangeville Minor Hockey Association Inc.
- b. Operate and monitor the program pursuant to the Policies of the Association;
- c. Present a report regarding the program at each scheduled Board meeting and a full report to be given at the AGM;

- d. Recommend policy to the Board regarding the program;
- e. Provide each coach with a coach manual;
- f. Hold a pre-season meeting to discuss evaluations and draft procedures;
- g. Hold a draft and division meeting;
- h. Hold a pre-play-off meeting; and,
- i. Be at the Day of Champions and hand out the awards
- j. Provide Coach email lists to the Director of Communication at the beginning of each season
- k. Provide information to the Director of Communication that may be of interest to the membership, for posting on social media or in written articles on the website.

Development Directors

The U9 and below Director of Development shall;

- a. Endeavor to recruit and train volunteers to perform the functions required by Hockey Canada;
- b. Operate and monitor the Hockey Canada program pursuant to the Policies of the Association;
- c. Present a report regarding the Hockey Canada program at each scheduled Board meeting and a full report to be given at the AGM;
- d. Recommend policy to the Board regarding Hockey Canada program;
- e. Design and implement Development for these age specific requirements;
- f. Cost out development coaches and recruit on ice help to assist during the on-ice time;
- g. Be available to assist in other areas the Board may require;
- h. Provide information to the Director of Communication that may be of interest to the membership, for posting on social media or in written articles on the website.

The U10 and above Directors of Development shall

- a. Endeavor to recruit and train volunteers to perform the functions required by OMH;
- b. Operate and monitor the OMH program pursuant to the Policies of the Association;
- c. Present a report regarding the program at each scheduled Board meeting and a full report to be given at the AGM;
- d. Recommend policy to the Board regarding the Development program;

- e. Design and implement Development for these age specific requirements;
- f. Cost out development coaches and recruit on ice help to assist during the on-ice time;
- g. Be available to assist in other areas the Board may require;
- h. At no time shall any Director enter the officials dressing room to provide guidance or advice on officiating matters, these issues will be dealt with through the Board with the ORA RIC.
- i. Provide information to the Director of Communication that may be of interest to the membership, for posting on social media or in written articles on the website.

Communication Director

The Communications Director Shall;

- a. Communicating with the membership on the website and social media platforms
- b. Edit content provided by board members if asked if asked, to provide suggestions that may improve communication to the members
- c. Post urgent information in a timely manner
- d. Creative articles on the website to be helpful and information to the membership
- e. Posting should be done at minimum 3-5 days a week, to keep things relative and the members feel communicated with.
- f. Prepare a calendar of items to post during the regular season
- g. Create an OMH Newsletter every other month during the regular season
- h. Prepare board email groups and chat groups, for internal communications
- i. Work with media outlets such as radio, newspaper and other, on special events or important topics of information to be communicated with our membership
- j. Create a list of volunteers that Directors can utilize for events, development programs or other areas as required
- k. Work closely with the administrator on key information that may be helpful for the membership and strategize and develop communication.
- l. Attend OMH games, development and events to help promote and take photos to share with the membership
- m. Work with sponsors, on ways to help support the relationship with OMH

The Board shall create and oversee the Office Administrator, Bookkeeper and Ice scheduler Duties.

9. Protection of Directors, Officers and Others

9.1 Indemnification of Directors and Officers. Subject to the provisions of the Act, the Corporation shall indemnify and save harmless the Directors and officers, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any Action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution in good faith of the duties of his or her office; and All other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

9.2 Insurance. The OMH may purchase and maintain insurance for the benefit of any person referred to in the By-Law to the extent permitted by the Act.

10. **Conflict of Interest**

10.1 Conflict of Interest Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting. At which the remaining members of the Board, who are not in conflict, whether the conflicting members will be permitted to participate in the issue in question, will make point a decision The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter

10.2 No Board member shall access any information to benefit a family member, friend, or colleague. Example of such is web access of private documents that would be considered a conflict of interest.

10.3 All Board members must act in accordance with the code of conduct and promote the code of conduct across the entire organization including coaches (and bench staff), players, parents and any other active participants/volunteers within Orangeville Minor Hockey.

11. Board Responsibilities

11.1 Governance The Board of Directors shall govern the Association in compliance with the objects, powers, By-Laws and Policies of the Association, Rules of Operation and all applicable laws and regulations. The Board shall govern in accordance with this By-Law.

11.2 Error in Notice

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

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

11.4 Indemnification of Directors Every Director of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against: all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant; and, the Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine

11.5 Confidentiality Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration In-Camera. A breach of confidentiality by a member of the Board, both elected and or appointed, may result in dismissal from the Board. Confidentiality applies to regular and in-camera sessions, and must be respected and adhered to

11.6 Rules of Operation Notwithstanding any other provision contained in this By-Law, the Board shall have the power to pass without any confirmation or ratification by the members of the Corporation all necessary rules and regulations as they deem expedient related in any way

to the operations of the Corporation, including, without limitation, the conduct of its members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Corporation or this By-Law. Such prescribed rules and regulations shall have force and effect until the next AGM when they shall be confirmed.

In the event of default of confirmation at such AGM, the regulations shall, at and from that time cease to have force and effect

12. Conflict Resolution

12.1 Most conflicts between coaching staffs and parents are simple misunderstandings that can be resolved with ongoing and improved communication throughout the year. If a situation arises that cannot be resolved, then the Board should intervene.

12.2 Coaches / Parents All teams are advised to have a parent liaison to be a conduit between parents and the coaching staff. The coaches / parents first point of contact with any concerns regarding the team should go through the parent liaison. If a concern is brought forward, the liaison will work with the coaching staff / parents to resolve any concerns and deal with it within the team. If the issue is not initially resolved to either party's satisfaction, the parent liaison will contact the appropriate Rep or House League Director. The Vice President, Rep or House League will work with the Rep or House League Director and Directors-at-Large before communicating with the parents/coaches to evaluate the concern, and if necessary, observe the team practices and games. The Vice President, Rep or House League, in conjunction with the Rep or House League Director and Directors-at-Large, will then gather the parents and coaches to help resolve the concern. Follow up meetings will be held if required and the OMH Executive will be notified. At no time should the parents or coaches contact other Board members directly as this slows the process down and results in undo delays

12.3 Coach / Team and Referee OMH utilizes Orangeville Referees Association (ORA) for officiating duties. As this is a partnership and officiating are a subjective part of the game, both organizations understand that it is always very tough to keep everyone happy, at all times. Subsequently, any and all referee issues must be sent to the appropriate Director. Appropriate Directors are the Vice President of Rep, the Vice President of House League and the Minor Development Director. The OMH will then address these issues with either our partner in the ORA or the OMHA and will email a response as soon as possible.

12.4 Alcohol / Illegal Substance Policy While away at tournaments, the organization understands that parents will, from time to time, get involved in a social setting, whereby alcohol will be present. As OMH is an organization for youth under the age of 18, at no time is it acceptable, nor is it legal, to have any minors in possession of alcohol or any other illegal substance. Any coach, parent or sibling who is found to have provided a minor with alcohol or other illegal substance while travelling or during any OMH event, will be subject to investigation and the

matter will subsequently be reported to the authorities. Those in question will also be subject to discipline from the organization if found guilty of providing a minor with alcohol or a banned substance.

12.5 Tournament Policy It is the policy of OMH that teams are permitted to enter tournaments as per our league policy that is communicated annually each season.

Teams must abide by tournament limits/date requirements communicated by our league each season. Additionally, OMH is mindful of the additional expenses that tournament costs incur; Therefore, travel tournaments are limited to one out of province/long distance tournament per season. In the event a team wishes to attend two tournaments over 200 Km away from Orangeville, they will require approval from the Rep Executive. Requests must be submitted in writing and will be reviewed case by case. Teams requesting accommodation may be required to submit additional planning/information to support their requests.

Teams wishing to participate in post season/Spring tournaments may be eligible to do so pending no conflicts to OMHA or OHF participation. The Vice President, Rep must approve all tournaments and require an approved travel permit to attend.

12.6 Minor Development and Select Programs OMH has seen some success with players moving from Minor Development to AA and A. Minor Development plays an important role in the development of our players where the numbers begin to support the program. From U10 – U15, the program has seen players movement and development, while at U16 and U18, it has allowed us to keep players in the game that might otherwise leave for a variety of factors. Select teams can be offered if approved by the executive from U5 to U10 only if a division does not offer a Minor Development team. OMHs obligation is to fill our AA / A teams. OMHs goals are not to provide every single member with ability to play representative hockey, furthermore that is an earned privilege and not a right.

12.7 Selection of Select Teams For any Select Team to operate, the following process must be followed: The Minor Development Director shall reach out to the House League Director and / or Vice President of House League to ensure that this category can support a Select Team based on numbers, available ice time and a variety of other factors. This process will take place during grading (if possible). If it is concluded that a Select Team is going to be organized, then the interested parties will be informed via email, and a call for players will be put on the website. Two (2) tryouts will take place with assistance from the Minor Development Director. The Select Team will be chosen by the Coach and Board members and possibly with the assistance of independent evaluators. No Select Team will be permitted to skate prior to October 1. Following the selection of a Coach, a Select Team is permitted to enter into two (2) tournaments. Their schedule cannot conflict with that of OMH House League hockey.

Practices are limited to once per week and you are not permitted more than 10 exhibition games. OMH, prior to Select Team stepping on the ice, must approve all paperwork, travel

permits and extra ice. All Select Teams are responsible for organizing their own ice, jerseys and paraphernalia.

12.8 Social Media / Digital Media Policy In our new age of digital communication, anything can be seen by anyone in a heartbeat.

Our membership, players, parents, coaches, managers, trainers, officials, Executive members, and volunteers, are required to act appropriately and professionally while using new technologies. This policy covers interactions on Facebook, Instagram, Snapchat, My Space, Tinder, Tumblr, Twitter etc., or any other form of possible social media device capable of networking or communication. No member of OMH shall be permitted to use profane, abusive, discriminatory language or gestures that are in any way directed to any other person or related to any sanctioned hockey activity. Any such behaviour is deemed in violation of this Policy, the guilty party will be subject to discipline, and if severe enough, could possibly lead to a loss of membership and police involvement.

12.9 Non-Sanctioned Leagues organized outside of Hockey Canada OMH follows the guidelines provided by The OMHA and Hockey Canada as outlined in memorandums pertaining to the involvement of outlaw leagues and Hockey Canada, The OHF and the OMHAs policy on membership involvement.

13. Execution of Documents

13.1 Execution of Documents

The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

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

14. Financial Year

14.1 The financial year of the Association shall terminate on the 30th of April in each year.

15. Banking Arrangements

15.1 Banking Resolution The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

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

16. Deposit of Securities

16.1 The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board.

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

17. Borrowing at the Association

17.1 Borrowing Power Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, By-Laws or Policies of the Association, the Board, subject to a maximum of \$5,000, may by Resolution authorize the Association to: a. borrow money on the credit of the Association; 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

17.2 Borrowing Resolution

From time to time, the Board may authorize any Director or Officer of the Association or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association

18. Spending Limitations

18.1 Authorizations

Authorizations for expenditures exceeding \$1000 must be approved by the President or VP's for any development, OMH purchases for tournaments and OMH events. If an expenditure is

outside of the approved budget allocation, a request must be made and approved prior to an invoice being processed.

19. **Notice**

19.1 Omissions and Errors

The accidental omission to give notice of any Meeting of the Board or Members or the nonreceipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

19.2 Method of Giving Notice;

Whenever under the provisions of this By-Law of the Association, notice is required to be given, such notice shall be communicated using at least one of the following methods: Mass e-mail or depositing such notice in a post office or a public letter box in a postage paid sealed envelope addressed to each family of each member at the address as the same appears in the records of the association.

20. **Amendments.**

Amendments. By-Law No. 1 of the Corporation may be enacted, repealed, amended, added to or re-enacted by the Board in accordance with the provisions of the Act if approved by at least two-thirds (2/3s) of the votes cast at a general or special meeting of the members of the Corporation duly called for that purpose.