



# WELLAND MINOR HOCKEY ASSOCIATION

## BY-LAW No. 2

Ratified at: WMHA Special Meeting – 03/31, 2021

By-Law No. 1 of the Constitution of Welland Minor Hockey Association Inc. (the “Corporation”) is hereby revoked and replaced with the following By-Law No.2 relating generally to the transaction and the affairs of the Welland Minor Hockey Association, Inc. (the “Corporation”):

<b>TABLE OF CONTENTS</b>		
<b>CONSTITUTION</b>		<b>Page</b>
1	DEFINITIONS	2
2	HEAD OFFICE AND BOUNDARIES	3
3	THE SEAL	3
4	MISSION STATEMENT	4
5	MEMBERSHIP – AFFILIATIONS, TERMS OF MEMBERSHIP & ELIGIBILITY	4
6	MEETINGS OF MEMBERS	7
7	BOARD OF DIRECTORS	9
8	BOARD RESPONSIBILITIES	16
9	STANDING COMMITTEES	17
10	EXECUTION OF DOCUMENTS	19
11	FINANCIAL YEAR	20
12	DEPOSIT OF SECURITIES	20
13	NOTICE	20
14	BOOKS AND RECORDS	20
15	OFFICIAL MAILING AND COMMUNICATION	21
16	USE OF DRUGS AND ALCOHOL	21
17	CODE OF CONDUCT	21
18	TOURNAMENTS	22
19	PASSING AND AMMENDING BY-LAWS	22
20	REPEAL OF PRIOR BY-LAWS	23
21	RULES OF PROCEDURE	23
22	BYLAW DISPUTE	23
23	EFFECTIVE DATE	24



# 1 DEFINITIONS AND TERMS

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## 1.1 DEFINITIONS

In this By-Law, unless the context otherwise requires, words imparting 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. In this By-law and all other By-laws and Resolutions of the Corporation, unless the context otherwise requires:

- “AE” is short for Alternate Entry and refers to a second competitive WMHA team playing within the NDHL in addition to the Rep team;
- “AGM” means Annual General Meeting of the members of the Association/Corporation
- "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- "Association" means the Welland Minor Hockey Association (or such other name as the Association may in the future legally adopt) and has the same meaning as Corporation;
- “Audit” means an examination of an accounting document and of the evidence in support of its correctness;
- "Board" means the Board of Directors of the Association/Corporation;
- "By-Law" means this By-Law and any other By-Law of the Corporation as amended and which are, from time to time, in force and effect;
- “Committee” - the Board may choose to establish a committee to focus expertise where it can best be used for the benefit of the Association. The number, composition, and responsibilities of committees are determined by the Board;
- “Corporation” means Welland Minor Hockey Association, Inc. and has the same meaning as “Association”;
- "Director" means an individual who has been elected or appointed to the Board of Directors of the Association and who holds the offices as described by the Association policies and generally Directors manage or supervise the designated aspects of the Corporation/Association;
- “Executive Committee” means a committee consisting of, at minimum, the President, Executive Vice President, Secretary and Treasurer of the Association;
- "HC" means Hockey Canada (formerly the Canadian Hockey Association) or such other name as they may in the future legally adopt;
- “Initiation Program (IP)” means an introductory hockey program designed for children usually ages 4-7 inclusive, to provide a safe and fun experience instilling a lifelong love of hockey;
- "Letters Patent" means the Constitution or the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
- “Local League” means a hockey league consisting of recreational teams governed by Welland Minor Hockey Association (WMHA) and other associations as may be approved from time to time by the Niagara District Local League (NDLL);
- "Meeting of Members" includes the AGM or a Special Meeting of Members of the Association;
- “Members” means all classes of members of the Association as provided for in Section 5;
- “Member in Good Standing” means Members with no outstanding monies owed to the WMHA and/or not currently facing or serving disciplinary action imposed/supported by the Association;
- “NDHL” means the Niagara District Hockey League (or such other name as the NDHL may in the future legally adopt);



- "NDLL" means the Niagara District Local League (or such other name as the NDLLL may in the future legally adopt);
- "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
- Operations Manual means a formal document that lists and provides policy statements regarding the WMHA, and gives assistance and direction to those who are responsible for the operating needs of minor hockey teams in the City of Welland through the listing and outline of various rules, regulations and policies which govern the day-to-day operations of the Welland Minor Hockey Association, which may change from time to time;
- "WMHA" means Welland Minor Hockey Association;
- "Policies & Procedures" means written policies and procedures, as may be adopted or revised from time to time by the Board of Directors of the Association to govern its affairs and those of its members;
- "Policies & Procedures Manual" refers to a collection of current Policies and Procedures for the day-to-day operations of the Association, as may be revised from time to time by the Board of Directors;
- "Registered Player" means a player registered with WMHA, paid up to date, and playing with WMHA or other centre in accordance with current OMHA guidelines.
- "Rep" is short for Representative and refers to a Competitive WMHA team playing within the NDHL at an "A" level or such other level as may be commensurate with the population from which the Association draws its members;
- "Special Meeting of Members" is a meeting, others than an AGM, of all Members of the Association entitled to vote for or at meetings of members;
- "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast by members eligible to vote on that resolution.

## **1.2 TERMS**

All terms defined in the current Provincial Corporations Act have the same meaning in this By-Laws No. 2.

## **2 HEAD OFFICE AND BOUNDARIES**

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The Head Office of the Corporation shall be in the City of Welland, in the Province of Ontario, and at such place therein as the Directors may from time to time determine. The boundaries and related boundary in terms of participation of the Association are as specified being Hockey Canada and the OMHA.

## **3 THE SEAL**

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The Corporation may have a corporate seal in the form approved from time to time by the Board of Directors. If a corporate seal is approved by the board, the Secretary of the Corporation shall be the custodian of the corporate seal.



## 4 MISSION STATEMENT

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The purpose of the Association is to organize, develop and promote minor ice hockey in the City of Welland. The Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objects including:

- a) The opportunity for all eligible individuals to participate in recreational house/local league ice hockey through the provision community-based programs promoting physical activity and player participation in a fun and safe environment;
- b) The opportunity for skilled player development and participation in Rep and AE ice hockey teams with the objective of playing in league, tournament and playdowns at an elevated level of competition;
- c) To instill in all Members a sense of community, team play, good sportsmanship, integrity and respect of players, coaches and officials. The Association shall be a member of the Welland Recreation, Sport & Culture Division of the City of Welland (or similarly named entity that may exist with the City of Welland);
- d) To sponsor and promote such athletic, social, and other activities as may contribute to the promotion and financial viability of the Association.
- e) The Welland Minor Hockey Association will support the Welland Community Arenas located in Central Welland, and use the facility as our home for our association activities both on and off the ice in support of the City of Welland. This also allows the WMHA Tigers to be the number one user group in the facility and gives us a position of partnership in the long-term success of this facility.

## 5 MEMBERSHIP

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### 5.1 MEMBERSHIP AFFILIATION:

The Association shall have the following affiliations:

- a) The Association shall be a member of the OMHA, OHF and HC.;
- b) The Association shall be a member of the NDHL and NDLL at the discretion of the Board;
- c) The Association shall be a member of the Welland Recreation, Sport & Culture Division of the City of Welland (or similarly named entity that may exist within the City of Welland) at the discretion of the Board;

### 5.2 ASSOCIATION MEMBERSHIP:

There shall be three (3) classes of Membership in the Association:

- a) Active Membership;
- b) Parent/Guardian Membership;
- c) Honorary Lifetime Membership.



All Members shall agree to abide by, and comply with the By-laws, Policies and Procedures of WMHA, as well as rules governing by affiliated organization of the Association.

### **5.3 TERMS OF MEMBERSHIP AND ELIGIBILITY:**

#### **a) Active Membership:**

Active Members shall include all elected or appointed Board members, coaches, managers, trainers and registered parent representatives of team staff appointed for the current season; and all registered players who are at least 18 years of age. Members in this classification shall be entitled to one vote per person at any Meeting of the Members.

#### **b) Parent/Guardian Membership:**

Parent/Guardian Members shall comprise parents or legal guardians of eligible players under the age of 18 registered with WMHA. Members in this classification shall be entitled to one vote per eligible registered player at any Meeting of the Members. Where an eligible registered player has two parents or legal guardians, only one (1) vote shall be cast with respect to said eligible registered player. Parent/Guardian Members who have more than one player registered in WMHA shall be entitled to one vote per Parent/Guardian Member in attendance at any Meeting of the Members.

#### **c) Honorary Lifetime Membership:**

Honorary Lifetime Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Lifetime Members by any Member of the Association and the granting of Honorary Lifetime Membership must be confirmed by a majority vote of the Board. Honorary Members shall not be entitled to vote but may attend Members meetings and by invitation, meetings of the Board of Directors and of the Committees of WMHA.

### **5.4 MEMBERSHIP LIST:**

The Registrar of the Association shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary Lifetime Members, and such list of Members shall be used to determine eligibility to attend and vote at any Meeting of Members.

It is the responsibility of each member to inform the Registrar in writing with regard to any change in personal data pertaining to the parent/guardian and/or player member – including change of address.

### **5.5 MEMBERSHIP YEAR:**

Unless otherwise determined by the Board, every Membership in WMHA, other than Honorary Lifetime Membership, shall commence for one year on or after September 1 in a calendar year, and shall lapse and terminate on the 31<sup>st</sup> day of August of the next following calendar year.

### **5.6 MEMBERSHIP TERMINATION:**

- a) Membership in the Association shall not be transferable and shall terminate upon Member resignation or death.
- b) All resignations by Members shall be submitted in writing to the WMHA Registrar and shall be effective upon acceptance thereof by the Board of Directors. In the case of a resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the resigned Member to WMHA prior to acceptance of his/her resignation.



- c) A Member whose conduct is considered by the Board of Directors to be contrary to OMHA and/or WMHA Codes of Conduct, WMHA Policies and/or at cross purposes to the objectives of the Association shall be asked to present themselves to the Board and/or the WMHA Dispute Resolution & Discipline Committee. At the sole discretion of the Board, any such Members may be asked to resign from the Association. The Board shall give proper notice of motion, to be considered at the next or at an emergency Board Meeting or General meeting, requesting the expulsion of any such Member refusing to resign. A copy of this motion shall be communicated to the affected Member at the same time the notice of motion is provided to the Board so that the Member may provide a written submission on his/her behalf to the Board for consideration of the motion.
- d) Approval of such a motion to expel a Member shall require a two-thirds majority of the Board in a ballot conducted at the meeting. The affected Member may be invited to attend the meeting to speak on his/her own behalf on the motion before the Board.
- e) Any Member expulsion as voted on by the Board will have a ten (10) day appeal period from the date the expelled Member receives notification from the Board of his/her expulsion. If no notification of appeal is received within ten (10) calendar days from the date the Member receives notice of expulsion no appeal will be heard and the affected Member's Membership in the Association shall be at an end. This shall apply to all classes of Members.
- f) Member expulsion shall not limit the Association's right to file or pursue criminal charges against the expelled Member.

#### **5.7 MEMBERSHIP FEES:**

Membership fees shall be established from time to time by the Board. While fees for any un-expired term of membership are normally not refundable, the Board may, at its sole discretion, consider a request for such a refund in extenuating circumstances. All player Member fees must be paid in full prior to September 30th of the then current season or that player Member's participation in Association activities will be immediately suspended until such time as affected player Member fees are paid in full. A list of members with accounts outstanding to WMHA after September 1st shall be presented at the September Board meeting to facilitate timely Member notification of non-payment; which will lead to discontinuance of player Member privileges if not resolved by September 30 of that same calendar year.

#### **5.8 RIGHT TO ATTEND MEETINGS:**

Subject to the voting rights set forth in section 5.3 (a),(b) and (c), all Active Members, Parent/Guardian Members and Honorary Lifetime Members shall be entitled to receive notices Meetings of Members and to attend Meetings of Members, and by invitation, meetings of the Executive, meetings of the Board, and Committees meetings. Requests can be directed to the Secretary of WMHA should a Member want to attend one or more meetings of the Executive, Board or Committee. Permission to attend such meetings shall be at the sole discretion of the Executive.

#### **5.9 RECORDS DATE:**

Individuals, who are Members of the Association at least 35 days in advance of any Meeting of Members, are entitled to receive notice of and to vote at a Meeting of Members. Any individual who is



not a Member at least 35 days in advance of such Meeting of Members is not entitled to receive notice of, or to vote at, such Meeting of Members for which the record date has been established.

## **6 MEETINGS OF MEMBERS**

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Meetings of Members shall be held at the Head Office of the Corporation, or elsewhere in Ontario, as the Board of Directors may determine and on such day as the said Directors shall appoint. Meetings may be held virtually or in person.

### **6.1 ANNUAL GENERAL MEETING**

**The Annual General Meeting of the WMHA shall be held on or before May 15<sup>th</sup> each year.**

- a) The Members of the WMHA shall be notified by general email and through announcements posted on the Association website of the AGM no less than twenty-eight (28) days in advance of the AGM.
- b) Notices of motion, correspondence, By-Law amendments and other matters for consideration at the AGM shall be in writing, having been signed and received by the Secretary, fourteen (14) days in advance of the AGM. Such notices of motion, correspondence, By-Law amendments and other matters for consideration at the AGM must be posted to the Association website no less than seven (7) days in advance of the AGM.
- c) By-Law amendments shall only be tabled at the AGM, or at such other Special Meeting of Members, called with proper authority outlined within, and with proper notice given - pursuant to section 19.
- d) The agenda for the AGM shall be and limited to the following:
  - i) Receipt of the Agenda
  - ii) Approval of Minutes of Last Annual Meeting & Subsequent Special Meetings;
  - iii) President's Report
  - iv) Treasurer's Report - Receiving and approving the annual financial statements and the report of the auditor of the previous year
  - v) Vice President(s) Reports
  - vi) Director's Reports
  - vii) Special announcements, notices, information, other Board reports that may be pertinent, recognitions, awards from past year's business and reports of and regarding planned activities of the Association for the current year
  - viii) Constitutional Amendments and consideration of any proposed amendments to the Letters Patent, By-laws or Rules of Operation/Policies of the Association
  - ix) Election of new Board of Directors of the Association
  - x) Transaction of any business which relates to the business of the meeting referred to above, and notices and particulars of which are received by the Secretary of the Association in writing on or before 6:00 p.m. of the day fourteen (14) days prior to the date of the AGM
- e) No other item of business shall be included on the agenda for the AGM unless a Member's proposal has been received by the Secretary prior to issuance of the notice of the AGM, so that such item of new business can be included in the notice of the AGM.

### **6.2 SPECIAL MEETING OF MEMBERS**

The President may, in his/her sole discretion, call, a Special Meeting of Members. A Special Meeting of Members so called cannot be revoked by the Board. Otherwise, the Board of Directors, by a simple



majority vote, may call a Special Meeting of Members. A Special Meeting of Members so called cannot be revoked by the President.

Notice of Special Meetings of Members shall be given by general email or posting on the Association website at least seven (7) days prior to the Special Meeting of Members, stating the time and location for such meeting. Any business being transacted at the Special Meeting of Members must be clearly outlined in the notice of the meeting, and that is the only business which may be transacted at such Special Meeting of Members.

### **6.3 ERROR OR OMISSION IN NOTICE**

- a) No error or omission in giving notice of any AGM or Special Meeting of Members or any adjourned meeting, whether annual general or special, shall invalidate such meeting or make void any proceedings taken thereat. Any Member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- b) For the purpose of sending notices to any Member, for any AGM or Special Meeting of Members, the address of any Member shall be his or her last address or email address recorded on the books of the Corporation, which was provided at the time of player Member registration.

### **6.4 QUORUM OF MEMBERS**

A quorum for an AGM or Special Meeting of Members shall be a minimum of twenty-five (25) Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum, except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

### **6.5 VOTING OF MEMBERS**

- a) Only Members in good standing shall be entitled to vote at meeting of the WMHA.
- b) The Chairperson shall not be entitled to vote unless the Chairperson's vote is required for a quorum or, where a quorum is otherwise present, unless the Chairperson's vote is required to break a tie vote.
- c) At all AGMs and Special Meetings of Members, every question shall be decided by a simple majority of the votes of the Members present in person, unless otherwise stated or defined.
- d) Every question shall be decided in the first instance by a show of hands unless a poll is demanded by one or more Members. Upon a show of hands, every Member having voting rights, shall have one vote, and, unless a poll is requested, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the Minutes of the Corporation shall be admissible in evidence as prima facie proof of that fact without proof of the number or proportion of the votes accorded in favour of, or against such resolution.
- e) The request by one or more Members for a poll may be withdrawn, but if a poll is requested and not withdrawn, the question shall be decided by a simple majority of votes given by the Members present and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in the matter in question.
- f) In case of a tied vote at any AGM or Special Meeting of Members, whether upon a show of hands or at a poll, the Chairperson shall be entitled to the deciding vote.
- g) Proxies will not be permitted. Members of the Association must be present in person at AGMs and at Special Meetings of Members to exercise their voting rights in relation to matters coming before the Association at such meetings.
- h) Participation at AGMs or Special Meetings of Members may not be by telephonic. Only in person on virtual video meeting where membership can be confirmed.
- i) An abstention shall not be considered a vote cast but shall be considered in determining whether or not a quorum is present.





## **6.6 REGULAR AND SPECIAL BOARD MEETINGS**

The Board of the WMHA shall conduct monthly meetings of the Directors with the exception of June and July, where the Board may choose to one of those two monthly meetings; but one shall be had within that two-month period.

A Special Board meeting may be called in the same fashion outlined in section 6.2 pertinent only to Board members, of which the person calling the meeting must clearly outline the purpose of such meeting, and for which only business related to that subject may be conducted at such meeting.

## **7 BOARD OF DIRECTORS**

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### **7.1 DEFINITIONS & PARAMETERS:**

Along with the definition in Section 1.1, a Director by legal definition must be:

- An individual
- Eighteen years of age or older
- A person who has not been found incapable of managing property under the Substitute Decisions Act, 1992 or the Mental Health Act or similar current legislation
- A person who has not been found incapable by any court in Canada or elsewhere
- Not bankrupt

Directors shall manage or supervise the management of the Corporation, including:

- Ensuring the purposes of the corporation are properly carried out
- Setting the Corporation's long-range objectives and strategic plans
- Being responsible for all aspects of the Corporation's yearly operations
- Ensuring the Corporation's financial stability short and long term
- Supervising any of the Corporation's management and staff and volunteers

### **7.2 EXECUTIVE**

The following four Board positions are mandatory WMHA Director positions and are referred to individually as Executive Members of the Board and collectively as the Executive Committee;

President – The elected President shall be the Chief Executive Officer of the Association and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, supervise the affairs of the Corporation.

Executive Vice-President – The elected Executive Vice President shall serve the Association as the alternative should any of the other three (3) members of the Executive be unable to fulfill their obligations. The Executive Vice President shall, subject to approval of the Board, be responsible for overseeing Disciplinary items, Procedural items and Budget related items, as well as any other aspects agreed to with or by the Board.



**Secretary** – The elected or appointed Secretary shall attend and be the Secretary of all meetings of the Board, of the Members, and any Committees of the board to which they may be assigned. The Secretary shall enter or cause to be entered in the Corporation's meeting minutes, a record of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, notices of meeting to Members, Directors, the public accountant and Members of Committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association not otherwise related to finance or player registration.

**Treasurer** – The treasurer shall be open for election, or in the absence of a nominee, appointed to the Board by the President, and shall have such powers and duties as the Board may specify, and be the keeper of all Association documents related to finance; and be responsible for communication of Association finances through reports as specified at meetings of the Board and/or Members. **Note:** It is HIGHLY recommended that any member wishing to be elected/appointed to the position of Treasurer be an accountant or bookkeeper in their formal training or by profession, and this may be considered as a term of acceptance of the nomination by either the Elections Committee and/or the Board that exists at the time. The Association may ask for evidence of such training or profession.

### **7.3 THE BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board consisting of a minimum of nine (9) members in total, which includes the four mandatory positions of the Executive Committee, and the appointed positions of Ice Scheduler and Registrar at a minimum. Board positions may be determined to exist by resolution of the Board to maximum total of 17 members in any one hockey season, and must be declared prior to the start of the Election / Nomination process each season to ensure communication to the Association on position adjustments is made in proper time, and positions cannot be added or subtracted in any year/season until the next round commences. Board positions deemed redundant/unnecessary, or added, in any season would then be elected via the same process outline in section 7.6.1 to determine term. Current Board Member positions and their functions are outlined in the Operations Manual, reviewed yearly.

#### **7.3.1 Board Composition**

Other than the Executive Members, the Board of Director composition may be amended from time to time in accordance with applicable Policies as follows:

- a) The Board of Directors shall consist of additional members called "Directors"; the exact number of which is pursuant to the Board's fiscal planning and registration related decisions, which may be amended with due process prior to and including the February WMHA Board meeting, and in advance of the Elections process starting. The terms for all Board members are listed within the Manual of Operations. The positions of **Registrar and Ice Scheduler will NOT** have full voting rights as Board members at Board meetings. Members shall be appointed to these positions by the Board from a list of applicants. Individuals fulfilling these positions retain their voting privileges, should they qualify as a member, at or during meetings of members.
- b) The Registrar and the Ice Scheduler will receive compensation for their positions; amount to be determined at a monthly Board meeting not more than four months prior to the AGM, which sets the rates for the following season to be paid these Board members.
- c) With the exception of the Registrar and Ice Scheduler, each Director shall be elected to hold office until the first AGM after the completion of his/her listed term or until his/her successor shall have been duly elected and sworn in.
- d) The Members of the Association may, by resolution passed by at least two-thirds of the votes cast by eligible Members attending the AGM or Special Meeting of Members, of which due notice and documentation specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office, and may, by a majority of the votes by



eligible members cast at that meeting, elect any person in his/her stead for the remainder of the term. A quorum for such a meeting intended for removal of a Board member must constitute the lesser of 10% of the Association membership in good standing, or forty (40) eligible members in good standing.

- e) Where such candidates exist, the President and Executive Vice President positions require the respective nominees/members to have been on the WMHA Board for a minimum period of time equivalent to two hockey season years (defined as from the WMHA AGM until the nomination process opens); one consecutive season as Director and second season as Vice President of which must have been the immediately preceding season.
- f) Where such candidates exist, the Vice President of Representative Hockey and the Vice President of Local and House League Hockey positions require the respective nominees/members to have been on the WMHA Board for a period(s) of time equivalent to one hockey season year minimum as a Director (defined as from the WMHA AGM until the nomination process opens the following cycle), and this must have been in the immediately preceding season.

#### **7.4 DIRECTOR DUTIES AND RESPONSIBILITIES**

- a) Directors are responsible to report the WMHA Board, and to the WMHA Executive. As is the case with any position on the Board, a Director is to uphold proper policy, procedure and operation while a Director of the WMHA.
- b) The duties and responsibilities of each or any Director position are described in the Operations Manual, are reviewed annually by the WMHA Board and the Directors, and may be revised from time to time to ensure that the description accurately reflects the current Director position specifics, along with current the required duties and responsibilities of the Association pertinent to said position.
- c) Director positions and/or titles of Director position's may also be changed, edited, deleted or added from time to time by the current Board so long as these changes are formally resolved no later than the end of business of the February WMHA Board meeting. This will allow proper notification to be communicated to the Elections Committee and WMHA members for the following season's process of choosing and/or designating a Board, and allow for proper notification under the law that is required. Any resolved addition or deletion of or to the current Board positions does not take effect until the next AGM, and therefore the next hockey season. Adjustment to the number of Board positions cannot eliminate a position for which is mid-term if it is a multi-year position.
- d) The office of any Officer or any Director of The Association shall be vacated if such Director:
  - i) Has dealings with money and becomes bankrupt or is declared insolvent.
  - ii) Becomes of unsound mind.
  - iii) Resigns office by notice in writing to The Association.
  - iv) Is convicted of a serious criminal offense.
  - v) Contravenes The Aims and Objectives of The Association.
  - vi) Acts contrary to The Constitution and By-laws of the Association.
  - vii) Permits, condones, or directs any person to act contrary to The Constitution and By-laws of The Association.
  - viii) Acts contrary to the stated Policies of the Association.
  - ix) Permits, condones, or directs any person to act contrary to the Policies of The Association.



- e) For items 7.4.d.i, ii, iii, iv, v: The Director or Officer shall be called upon to resign his position if a written notice of motion is made to The Board of Directors and to the offending Director or Executive at least twenty-one (21) days prior to the next monthly meeting of The Board of Directors. If the Director or Officer refuses to resign their position, The Board of Directors, may upon a simple majority vote direct that the said Director or Executive be removed from their position and that their position be vacated.
- f) In the case of 7.4.d.vi, vii, viii, ix - Board members knowingly found to contravene this area of responsibility will be subject to removal from their Board position through a two-step warning process where a verbal warning is issued first, and then a written warning is documented, and then removal is possible. This can be managed by at least 3 or the 4 Executive Committee members on behalf of the Association in conjunction with each other, at least one of whom will be the President of the Association. All related situations must be properly documented for WMHA record keeping purposes. For these specific instances where Bylaw or Policy infraction occurs, and escalating forms of issuance of notification exist, a hearing is not required for removal of the Board member as outlined in 7.4.1.e.

## **7.5 POWERS**

The Directors may administer the affairs of the Association in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation 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 on or is by this By-Law or otherwise authorized to exercise and do.

## **7.6 TERMS OF OFFICE**

### *7.6.1 Terms of Office for WMHA Board:*

- a) Each Director shall be permitted to hold office for the terms as specified and determined by the Board and ratified at the AGM by the Members. Those holding office for two-year terms shall be elected in the Policy & Procedure Manual of the WMHA.
- b) A Director's term of office shall be as stated in Figures 1, 2 and 3, and shall commence at the AGM at which he or she was last elected for the positions.
- c) Board members instated after the AGM as provided for in this By-Law shall complete their term in accordance with the scheduled rotation as outlined in Figures 1, 2 and 3 but will not be considered to have served on the Board for a full hockey season if their term began after September 1<sup>st</sup> of the year.
- d) Appointed Directors shall have a one-year term limit, but there will be no maximum number of consecutive terms that one person may be appointed to such position.
- e) To implement this change in term of office, all existing Directors at the time of enacting this By-Law No. 2, shall serve their term in its entirety before the position becomes vacant and available for election under the new format of rotation and term length change.
- f) Newly created or deleted Board positions, or duties and/or responsibilities of said positions, may be ratified by the Board through proper process to the Operations Manual, provided this occurs by the end of business at the February WMHA Board meeting, and may be done in cooperation with the Election Committee.
- g) At the next availability, the new term lengths for each position will commence as presented in Figure 1 and Figure 2 below, which represents the elections that shall be held in order to establish the rotation going forward:



Figure 1:

2 year term ends in year ending in ODD number; voting occurs in odd years
President
Secretary
Director of Risk Management
Vice President of Representative Hockey

Figure 2:

2 year term ends in year ending in EVEN number; voting occurs in even years
Executive Vice President
Treasurer
Director of Hockey Development
Vice President of Local & House League Hockey

Figure 3:

1 year term Board positions that expire at each WMHA AGM; voting occurs at each AGM	
Representative Hockey Director Junior	Director of Junior Divisions
Representative Hockey Director Senior	Director of Intermediate Divisions
	Director of Senior Divisions

- h) As the Registrar and Ice Scheduler are appointed annually by the Board, these paid positions are not included in Figure 1, 2, or 3.
- i) As the Past President position is one of ex-officio that entitles the Past President to sit on the Board as a non-voting, non-paid Board member, this position is not included in Figure 1, 2, or 3.

**7.6.2 Rotation of Directors**

- a) Each year at the AGM, the members of the Association in good standing shall elect the Directors whose term is expiring or have otherwise been vacated. At a minimum; nine (9) Directors will be elected to the Board in odd years and nine directors will be elected to the Board in even years; or, as in accordance with the requirement of the Board as provided for in the current Policies and Procedures Manual.
- b) Should an elected Board position become vacated prior to the next AGM, the Board may appoint a replacement from the members in good standing. Such appointee shall only be responsible for the duties and responsibilities of the aforementioned position until the expiration of the remainder of the term for that Board Position as provided for in Figure 1, 2, or 3.
- c) To establish continuity on the Board while providing for proper rotation of Directors, the election of Directors next following the implementation of this By-law No. 2 shall include the Executive Vice President, the Treasurer, the Director of Hockey Development and the Vice President of Local and House League Hockey; all of which shall be elected in **even** numbered years as in Figure 2 for a term of two (2) years each.
- d) The President, the Secretary, the Director of Risk Management and the Vice President of Representative Hockey will be elected in **odd** numbered years as in Figure 1 for a term of two (2) years.

**7.7 PROCEDURE FOR ELECTION OF DIRECTORS**

**7.7.1 Nominations:**

- a) The Elections Committee shall invite nominations to the Board of Directors from the Members of the Association on or before February 25th in each year and shall supply and make available a nomination form to be completed by all nominees and two nominators who are Members in good



standing, and such completed nomination form shall be delivered to the Chairperson of the Elections Committee.

- b) Completed nomination must be delivered to the Chairperson of the Elections on or before 6:00 p.m. on the 1st day of March in each year, after which nominations for that year shall be deemed closed.
- c) Members in good standing may present themselves with a letter of intent to the WMHA Secretary within 15 days following the AGM, along with two members in good standing as nominators, to be nominated for vacant Board Position. Member must describe in writing the intent and consideration for the position. The Board will vote to accept the nomination and subsequent appointment. In the event that more than one member nomination is presented for the same vacancy, a vote by the Board will determine the successful incumbent.

### **7.7.2 Election Procedures:**

- a) The Chair of the Elections Committee shall post in the arena and via an internal Association formal email announcement, a listing of all individuals who have been nominated for election to the Board of Directors of the Association and their nominators on or before the 2nd day of March in each year and such listing shall identify which position on the Board that each nominee is seeking to fill.
- b) The Elections Committee shall organize and oversee voting for Board positions for the upcoming hockey season at a date and location to be determined by the Elections Committee.
- c) The Elections Committee shall ensure that the voting at the AGM is orderly and secure following general principles and values of voting in the country of Canada.
- d) The Elections Committee shall prepare the ballots to be used for the voting at the AGM, and the Elections Committee shall supervise the election for Directors and shall distribute all ballots and count all votes; as well as announce the results of the election of Directors at the AGM prior to the close of the AGM.
- e) No Proxy voting is permitted at the AGM for Election of Directors, only those present at the AGM and qualified as a Member in good standing are permitted to vote for the Board positions during elections.
- f) Elections will take place during their published timeframe allocated for this business and indicated on the official AGM Agenda for the AGM each year.

### **7.8 VACANCIES, BOARD OF DIRECTORS**

- a) Vacancies on the Board of Directors, however caused, may remain so long as a quorum of the remaining Directors exists, or may otherwise be filled by appointment by the Directors from a member in good standing. Where there is no a quorum, the remaining Directors shall forthwith call a Special Meeting of Members to fill the vacancy by vote.
- b) If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.
- c) If a Board Member is dismissed from the Board, that Director will not be eligible to be elected or hold any Board position for two full seasons following the season of dismissal.

### **7.9 CONFLICT OF INTEREST**

7.9.1 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.



7.9.2 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.

7.9.3 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. The Director shall not participate in discussion and shall absent themselves from the meeting when any item is being discussed by the Board of Directors or any of its committees which the presiding chair considers a conflict;

- a) The Director shall not solicit information on any such item;
- b) The Director shall not be provided any information on any such items by any committee or Board member, Officer or employee;
- c) 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;
- d) 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;
- e) Any person seeking election or appointment as a Director or representative, may declare any Conflict of Interest in advance of seeking election to such office. All candidates should read the policy on Conflict of Interest guidelines, which are found above.

## **7.10 INDEMNIFICATION OF DIRECTORS**

7.10.1 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:

- a) 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; and
- b) 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 wilful 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.

7.10.2 The Association shall purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine or ensure that Directors & Officers Insurance is maintained through a governing association.

## **7.11 REMUNERATION: BOARD OF DIRECTORS**

- a) Any Executives, Directors and Officers shall receive no standard remuneration for acting as such with except as outline in 7.3.1.
- b) Board members considered “non-voting” members of the Board as outlined in the Association



documents, being those assigned to a position of either the Ice Scheduler or the Registrar, are eligible for payment for their position.

- c) Directors may be reimbursed for reasonable expenses incurred in the performance of their Directors' duties

## **7.12 CONFIDENTIALITY**

Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration and/or in camera sessions including any electronically generated items brought to the Board (such as emails or text messages) or used for Board business.

# **8 BOARD RESPONSIBILITIES**

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## **8.1 QUORUM AND MEETINGS, BOARD OF DIRECTORS**

- a) A quorum shall consist of one-half the Board members plus one (excluding the Chairperson).
- b) No business shall be transacted in the absence of a quorum, except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.
- c) Notice of special Board of Directors meetings shall be communicated to all Board members via in-person, telephone, in writing, or by email, not less than 48 hours prior to meeting, except in the case of an absolute emergency meeting.
- d) Attendance:
  - i) If a Board member misses 2 monthly Board meetings, without notifying the Secretary, they shall appear before the Discipline Committee to discuss their intentions towards WMHA.
  - ii) If a Board member is not present for more than 4 monthly Board meetings in a year, (for whatever reason), the circumstances of their absenteeism shall be reviewed and after such review at the discretion of the Board, they may be removed from the Board.

## **8.2 VOTING, BOARD OF DIRECTORS**

- a) Questions arising at any meeting of Directors shall be decided by a majority of votes.
- b) In case of an equality of votes, the Chairperson, shall cast the deciding vote. All votes at any such meeting shall be taken by ballot, if so demanded by any Director present, but if no demand were made, the vote shall be taken in the usual way by show of hands.
- c) A declaration by the Chairperson that a resolution has been carried and an entry into the minutes to this effect has been written, then this shall become written proof of the proportion of votes in favor or against such resolution.

## **8.3 MANUAL REGARDING POLICIES, PROCEDURES AND OPERATIONS OF THE ASSOCIATION**

- a) The WMHA shall maintain a Manual which shall provide information about and descriptions regarding the day-to-day workings of the WMHA – the business and the hockey operations inclusively.
- b) This manual shall be posted on the WMHA website and shall be updated as necessary.
- c) The name of this document should be the WMHA Operations Manual, or a name similar to that.

## **8.4 CHANGES TO THE WMHA OPERATIONS MANUAL**

- a) The items included in the WMHA Operations Manual may be changed by an acceptance vote of the majority of the WMHA Board.





- b) Manual/Policy change requests are to be circulated to the board for review/comment at least 2 days in advance of any vote being held to adopt or deny the change request. The voting on a manual change may be conducted at a regularly scheduled WMHA Board meeting or via email should time constraints be an issue or if deemed appropriate. This would be tracked by the Secretary once the process has started and allowance for electronic acceptance by Board members.

## **9 STANDING COMMITTEES**

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The Board of Directors may, from time to time, by resolution, establish such Committees, as they shall decide upon for a function or purpose to be defined. The members of each Committee so established shall be elected to each committee at the annual meeting of members and/or may be appointed to such Committees by the Directors. The members so elected or appointed to each Committee shall appoint from among those so elected, a Chairperson of such Committee, unless the Chair position is specifically identified within a Bylaw or policy statement. Additionally, the President (or designate) may also establish a committee for a defined purpose. The President (or designate) may also choose to appoint a specific person or people to any committee of the WMHA.

### **9.1 DISCIPLINE COMMITTEE**

- a) The Discipline Committee will be formed will be appointed by the Board of Directors and shall consist of the Risk Management Director, one of the Vice Presidents, (either Vice-President of Representative Hockey or the Vice President of Local League Hockey), the Executive Vice President, and two (2) additional board members.
- b) This committee exists to ensure all players, members and team officials adhere to the rules and regulations of the WMHA and the governing associations of membership.
- c) This Committee may also hear certain appeals brought forward by or to the WMHA members or others.
- d) This Committee may also investigate and adjudicate all alleged breaches of conduct and/or rules and regulations committed by any member as defined within the WMHA, which are brought forward through the proper methods outlined with the Policy pertaining.
- e) The Committee shall:
  - i) Ensure that all misconduct issues must be dealt with as expeditiously as possible;
  - ii) ensure fairness and impartiality in all disciplinary matters;
  - iii) advise the President and/or Board of Directors on all matters pertaining to discipline within the scope of the WMHA;
  - iv) develop standards for the application of discipline and to disseminate such standards to all members of the WMHA prior to commencement of the hockey season;
  - v) maintain all records of disciplinary action during the course of appointment whether such actions are taken by the Discipline Committee or Board of Directors
  - vi) share any documented disciplinary issues with the Coaching Selection Committee if applicants have had disciplinary issues at any time during the previous 3 seasons.

### **9.2 ELECTION COMMITTEE**

- a) The Board of WMHA shall select/appoint the Elections Committee chairperson each season; who will then be responsible for finding the remaining participants for the Elections Committee.
- b) This Committee, consisting of three (3) Members in good standing as a minimum, shall solicit, select, accept and post nominations for each available open Board position for that term ending at



the upcoming AGM, and potentially through advanced polling when suggested.

- c) The Election Committee member names must be announced before February 15<sup>th</sup> each year, and the Committee can begin taking nominations for positions immediately thereafter.
  - d) Committee Functions and Duties:
    - i) To respond and interact with anyone wishing to nominate a person or be nominated for a Board position; members can approach the Election Committee with their nomination documentation. Nomination forms would be made available on-line, on the WMHA bulletin boards or from the Committee members directly.
    - ii) The Elections Committee will be responsible for proper communication of the entire list of nominees for all positions prior to voting taking place.
    - iii) The Election Committee will announce, organize, and fully conduct any elections for Board positions that are required each year at the AGM or otherwise stated time.
    - iv) The Election Committee will be responsible to communicate the election process formally in advance of voting, at their discretion, to the membership.
    - v) The Committee will act as scrutineers during the voting process for Board elections at the AGM or otherwise, and are also permitted to still cast their own vote if eligible as outlined.
- 



- vi) The Committee will announce the result, at the AGM, after voting has been deemed closed by the Committee.
- vii) To provide feedback to the Association in a formal report to the Board summarizing procedures and policy change suggestions, any results-oriented notations and any areas of concern that arose during the process of electing the WMHA Board that year. This should be done within 14 days of voting being complete.

### **9.3 BUDGET COMMITTEE**

- a) The Board of WMHA shall have a Budget Committee each season which reviews budgetary decisions and direction when necessary.
- b) This Committee should include at a minimum the Treasurer, the Executive Vice President, at least one other WMHA Board member, and at least one other WMHA member.
- c) The Committee should report to the Board by the end of February any changes regarding upcoming Registration fees for the following season.
- d) The Committee would also be responsible for reviewing season costs to that point to be able to suggest any changes required for the following season in spending trends.

### **9.4 COMMITTEE REPORTS**

- a) All Committee Chairpersons/assigned Directors, will provide written reports on their meetings and/or findings at the next monthly meeting, and will provide the Secretary with a copy of this written report.
- b) Reports are to be provided even if the Chairperson/assigned director are not available for that meeting.
- c) All monthly meeting reports are to be made available to the directors within a reasonable time frame after that meeting.
- d) Recommendations for areas of concern or improvement and other notes of importance emanating from the functioning of the Committee are expected to be presented to the Board.

## **10 EXECUTION OF DOCUMENTS**

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- a) Deeds, transfers, licenses, contracts and engagements on behalf of the corporation shall be signed by either the President or a Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such documents as require the same.
- b) Contacts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, and Treasurer or by any person authorized by the Board.
- c) The President, Vice-Presidents, the Directors, Secretary or Treasurer, or any one of them, 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 Corporation in its individual or any other capacity or as trustee or otherwise and, may accept in the name and on behalf of the Corporation, transfers or shares, bonds or other securities from time to time transferred to the Corporation, and *any affix the* Corporate Seal to any such transfers or acceptances of transfers, and may make, execute, and deliver under the Corporate Seal, 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.
- d) Notwithstanding any provisions to the contrary contained in the Constitutions of the Corporation, 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 Corporation may or shall be executed.

## 11 FINANCIAL YEAR

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Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall terminate on the 31<sup>st</sup> of March each year. When and where required, the report of an independent Chartered Accountant shall be made available if requested to the members immediately upon its completion (no later than December 1).

## 12 DEPOSIT OF SECURITIES FOR SAFEKEEPING

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- a) The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors.
- b) Any, and all securities so deposited, may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, 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 confirmed to specific instances.
- c) The institutions which may be so selected as custodians of 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 procedure thereof.

## 13 NOTICE

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Any notice required to be given to any Director, Officer or Member of the WMHA, shall be made in writing and shall be delivered personally or by mail/email (main email address used as documented during the player Member registration process). Notice shall be held to be sent at the time of personal receipt or within 5 working days of postmark.

## 14 BOOKS AND RECORDS

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The Directors shall see that all necessary books and records of the Corporation required by the Constitutions of the Corporation, or any applicable statute or laws are regularly and properly kept.

## 15 OFFICIAL MAILINGS & COMMUNICATIONS

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Communication is a key element in WMHA membership, and electronic methodologies are the most current and efficient use of disseminating key information to our members.

Any notice (which term includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board of Directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise, to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given.

- a) All members must acknowledge that the official WMHA website, titled: **[www.wellandminorhockey.com](http://www.wellandminorhockey.com)**, is the official communication stream for WMHA business and communications to the membership. This includes, but is not limited to, ALL essential and daily announcements, news, team and league scheduling, scores, team information, league information, governing body announcements etc.
- b) All members will have their supplied email address given/shared at registration or at the time of appointment to a position utilized for official association communication emanating from the



administrative aspects of the association.

- c) Board members and coaches/staff are responsible for checking their Association official communication either via the given WMHA email account, or their previously agreed to email account, on a timely basis, in order to receive current communications from the Convenors and or from the WMHA Board.
- d) All communications or correspondence relating to WMHA hockey issues must be directed through the WMHA Board of Directors and sanctioned by the Board for handling.
- e) Only correspondence written on official WMHA letterhead and signed by the President and/or Secretary of WMHA Board of Directors, or sent directly from the official approved WMHA email accounts, will be recognized as 'official' WMHA communications.
- f) All requests regarding information on 'hockey-related' issues will only be recognized from other Hockey Organizations (e.g. Hockey Canada, Hockey Canada, OHF, Niagara District, etc.) on their respective letterhead or from their authorized email accounts.
- g) All Welland Minor Hockey Association Board of Directors will be kept informed of all communications received by and sent from WMHA.
- h) From time to time, the use of traditional mailing methods may be employed also.

## 16 USE OF DRUGS AND ALCOHOL

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- a) The illegal use of drugs and/or alcohol in and around the operations of the Welland Minor Hockey Association is **strictly prohibited**.
- b) Under no circumstances will alcohol or illegal drug use be allowed in the Welland Arena – spectator area, lobby, parking lot, and change room area included - during normal operations of the WMHA. This includes exhibition, regular season, and playoff and Tournament hockey games and Association practices or tryouts.

## 17 CODE OF CONDUCT

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This general Code for Conduct identifies the standard of behaviour which is expected of all WMHA/OMHA members and participants, which, for the purpose of these bylaws, shall include all players, guardians, parents, coaches, officials, volunteers, directors, officers, committee members, convenors, team managers, trainers, administrators and employees involved in WMHA/OMHA activities and events.

### **Membership in the WMHA is a Privilege, not a Right.**

The WMHA is committed to providing an environment in which all individuals are treated with respect. Members and participants of the WMHA shall conduct themselves at all times in a manner consistent with the values of the WMHA / OMHA which include fairness, integrity and mutual respect.

During the course of all WMHA / OMHA activities and events, members shall refrain from behaviour which brings the WMHA / OMHA or the sport of hockey into disrepute, including but not limited to:

- a) the use of profanity or abusive, demeaning and inappropriate language
- b) the abusive use of alcohol & the use of non-medically prescribed drugs
- c) the use of alcohol or non-medically prescribed drugs by minors
- d) illegal, violent or unsafe acts.
- e) Lack of RESPECT shown towards the WMHA, WMHA members, WMHA players, officials and the league

WMHA members, and all participants, shall at all times adhere to the WMHA / OMHA operational policies



and procedures, to rules and regulations governing WMHA / OMHA events and activities, to rules and laws of the city/province, and to rules and regulations governing any competitions in which the member participates on behalf of the WMHA / OMHA.

Members and participants of the WMHA shall not engage in any activity or behavior which interferes with a competition or which endangers the safety of others.

Members of the WMHA shall refrain from comments or behaviours which are disrespectful, offensive, abusive, racist or sexist. In particular, behaviour which constitutes harassment or abuse will not be tolerated.

Failure to comply with the WMHA / OMHA Code of Conduct may result in disciplinary action. Such action may result in the member losing the privileges which come with membership in the WMHA/OMHA, including the opportunity to participate in WMHA/OMHA activities and events, both present and future.

**Please refer to the Policy and Procedures Manual for a complete listing of all codes of conduct that the WMHA will adhere to.**

## **18 TOURNAMENTS**

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- a) WMHA sanctioned Tournaments to be hosted by WMHA within the City of Welland and immediate community will be decided on each year by the Board and/or an appointed Tournament Committee, and approved by the Board of Directors 2 weeks prior to the OMHA Annual General Meeting.
- b) In such cases, Tournament fees shall be set by the Tournament Convenor assigned by WMHA, taking into account such items as ice costs, officiating costs, award costs, etc., such that tournaments are to be a break even cost event at a minimum.

## **19 PASSING AND AMENDING BY-LAWS**

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**19.1** The Executive and a Member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.

**19.2** If the Executive intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Board member not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.

### **19.3 PROCESS:**

- a) A new By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next General Meeting of the Members of the Association. The notice of such General Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.
- b) A motion to pass a new By-law or amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.
- c) The Members at the General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.
- d) Any Amendment to the By-laws by a Member shall be in writing, signed by the Member in good standing and received by the Secretary of the Association at least 14 days prior to the Annual General Meeting.
- e) All Members in good standing shall have access to any proposed amendments to the By-laws, at least seven (7) days prior to the Annual General Meeting at a place as stated in the original



notice calling the meeting which will be the association website as a default.

## 20 REPEAL OF PRIOR BY-LAWS

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### 20.1 REPEAL:

All prior By-laws of the Association are hereby repealed.

### 20.2 PROVISIO:

The repeal of all prior By-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

## 21 RULES OF PROCEDURE

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The Rules contained in the most current edition of "*Robert's Rules of Order*" shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

## 22 BYLAW DISPUTE

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A Dispute Resolution mechanism for the Association will be identified regarding items found within this document.

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association/Corporation arising out of or related to the articles or by-laws, is not resolved in private meetings between the parties, and or through WMHA normal process, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or governing act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator.
- b) The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- c) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- d) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute.
- e) The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind.
- f) The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- g) All costs of the mediators appointed in accordance with this section shall be borne equally by the



parties to the dispute or the controversy.

- h) All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **23 EFFECTIVE DATE**

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This By-law No. 2 shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.

The Board of Directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The By-Law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.





**The foregoing Welland Minor Hockey Association Constitution is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a Special Meeting of the Members of the Association duly called and held virtually on Cisco Webex Meetings, in the City of Welland, Ontario, at which a quorum was present, on the 31 day of March, 2021.**

**Signed:**

Date: Apr 2, 2021

**Diane Villella**

**Secretary:** \_\_\_\_\_  
*Print*

*Diane Villella*

\_\_\_\_\_  
Diane Villella (Apr 2, 2021 07:18 EDT)

*Signature*

**President:** **Bill marr** \_\_\_\_\_  
*Print*

*Bill marr*

\_\_\_\_\_  
Bill marr (Apr 2, 2021 07:19 EDT)

*Signature*

**Witness: WMHA Vice President**

**Chris Siddall**

\_\_\_\_\_  
*Print*

*Chris Siddall*

\_\_\_\_\_  
Chris Siddall (Apr 2, 2021 11:36 EDT)

*Signature*




Original WMHA Acceptance Date:	March 31, 2021
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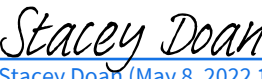
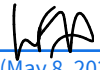
President or Designate:	Bill marr
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 Bill marr (Apr 2, 2021 07:19 EDT) *print*

*sign*

Recent Revision Date:	Apr 29, 2022 (revision #2)
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President or Designate:	 Chris Siddall (May 8, 2022 14:24 EDT)
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Witness:	 Stacey Doan (May 8, 2022 18:39 EDT)	 Linda (May 8, 2022 20:03 EDT)
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Next Review Date:	March 1, 2023
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Original Date Created:	March 18, 2021	Approved:	March 31, 2021
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Revision Date:	April 20-2022	Approved:	April 29-2022 (AGM)














# WMHA\_By-Law\_No2\_FINAL.03.31.21.r1

Final Audit Report

2021-04-02

Created:	2021-04-02
By:	Chris Siddall (csiddall80@outlook.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAXsC_tMQP2ynjZy-6ZyVGxD7_W28Rv8SM

## "WMHA\_By-Law\_No2\_FINAL.03.31.21.r1" History

-  Document created by Chris Siddall (csiddall80@outlook.com)  
2021-04-02 - 3:11:14 AM GMT- IP address: 173.238.119.122
-  Document emailed to Diane Villella (dianevillella@cogeco.ca) for signature  
2021-04-02 - 3:14:30 AM GMT
-  Email viewed by Diane Villella (dianevillella@cogeco.ca)  
2021-04-02 - 10:48:54 AM GMT- IP address: 173.238.30.173
-  Document e-signed by Diane Villella (dianevillella@cogeco.ca)  
Signature Date: 2021-04-02 - 11:18:03 AM GMT - Time Source: server- IP address: 173.238.30.173- Signature captured from device with phone number XXXXXX9437
-  Document emailed to Bill marr (bmarr.wmha@hotmail.com) for signature  
2021-04-02 - 11:18:05 AM GMT
-  Email viewed by Bill marr (bmarr.wmha@hotmail.com)  
2021-04-02 - 11:18:38 AM GMT- IP address: 72.136.122.77
-  Document e-signed by Bill marr (bmarr.wmha@hotmail.com)  
Signature Date: 2021-04-02 - 11:19:24 AM GMT - Time Source: server- IP address: 72.136.122.77
-  Document emailed to Chris Siddall (csiddall80@outlook.com) for signature  
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2021-04-02 - 3:36:10 PM GMT- IP address: 173.238.119.122
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Signature Date: 2021-04-02 - 3:36:24 PM GMT - Time Source: server- IP address: 173.238.119.122
-  Agreement completed.  
2021-04-02 - 3:36:24 PM GMT










# WMHA\_By-Law\_No.2\_FINAL.03.31.21.r2(Apr29.2022)

Final Audit Report

2022-05-09

Created:	2022-05-08
By:	Chris Siddall (csiddall80@outlook.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAUFP9ngG76rF2EuexHhugV21TM-NvRitl

## "WMHA\_By-Law\_No.2\_FINAL.03.31.21.r2(Apr29.2022)" History

-  Document created by Chris Siddall (csiddall80@outlook.com)  
2022-05-08 - 6:23:29 PM GMT- IP address: 173.238.119.122
-  Document e-signed by Chris Siddall (csiddall80@outlook.com)  
Signature Date: 2022-05-08 - 6:24:32 PM GMT - Time Source: server- IP address: 173.238.119.122
-  Document emailed to Stacey Doan (1staceydoan@gmail.com) for signature  
2022-05-08 - 6:24:33 PM GMT
-  Email viewed by Stacey Doan (1staceydoan@gmail.com)  
2022-05-08 - 10:38:17 PM GMT- IP address: 74.125.212.203
-  Document e-signed by Stacey Doan (1staceydoan@gmail.com)  
Signature Date: 2022-05-08 - 10:39:25 PM GMT - Time Source: server- IP address: 108.170.158.194
-  Document emailed to Linda (linda67atkinson@gmail.com) for signature  
2022-05-08 - 10:39:26 PM GMT
-  Email viewed by Linda (linda67atkinson@gmail.com)  
2022-05-09 - 0:02:39 AM GMT- IP address: 184.151.37.32
-  Document e-signed by Linda (linda67atkinson@gmail.com)  
Signature Date: 2022-05-09 - 0:03:02 AM GMT - Time Source: server- IP address: 184.151.37.32
-  Agreement completed.  
2022-05-09 - 0:03:02 AM GMT