



PETERBOROUGH MINOR HOCKEY ASSOCIATION

Constitution and By-Laws

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CONSTITUTION AND BY-LAWS
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PETERBOROUGH MINOR HOCKEY ASSOCIATION

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the Peterborough Minor Hockey Association.

BE IT ENACTED as a by-law of Peterborough Minor Hockey Association as follows:

1. DEFINITIONS

- 1.1 In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:
- a) "Association" means Peterborough Minor Hockey Association (or such other name as the Association may in the future legally adopt) to be used interchangeably with "Corporation"
 - b) "Board" means the Board of Directors of the Association;
 - c) "Corporations Act" means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;
 - d) "Director" means an individual who has been elected, or has been appointed to the Board of Directors of the Association, as provided for herein;
 - d) "Executive" means an individual appointed by the Board of Directors to implement and carry out Board policies, business and hockey operations;
 - f) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
 - g) "Officers" mean the individuals who hold the offices enumerated in Article 11;
 - h) "Members" means all classes of membership in the Association as provided for in section 5;
 - i) "Volunteer" means those individual(s) who perform work for the Association in a capacity approved by the Board of Directors;
 - j) "Hockey Canada" formerly known as the Canadian Hockey Association, means the governing body of hockey at the national level;
 - k) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
 - l) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
 - m) "PMHA" means Peterborough Minor Hockey Association (or such other name as the PMHA may in the future legally adopt);
 - n) "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.
- 1.2 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.

2. REGISTERED OFFICE AND SEAL

- 2.1 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.
- 2.2 The registered head office of the Association shall be in the in the City of Peterborough, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act. The Association may establish such other offices within Peterborough County, as the Board may deem expedient by resolution.

3. MISSION OF THE ASSOCIATION

- 3.1 The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of the City of Peterborough and surrounding area including:
- a) the opportunity for all eligible individuals to participate in recreational house league ice hockey, and to provide community based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play;
 - b) the development of programs designed to enhance Members participation in ice hockey and provide members with the opportunity to participate at the highest competitive level;
 - c) to instil in all players, coaches, managers and members associated with the PMHA good sportsmanship, correct and proper behaviour on and off the ice, respect for authority and team play;
 - d) the development of a culture of diversity and inclusiveness in every aspect of the Association's activities;
 - e) the Association shall be operated without the purpose of financial 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.

4. AFFILIATIONS

- 4.1 The Association shall have the following affiliations:
- a) The Association shall be a member of the OMHA, OHF, Hockey Canada; and,
 - b) The Association shall operate in cooperation with local municipalities and their respective officials.

5. CLASSES OF MEMBERSHIP

- 5.1 There shall be three (3) classes of Membership in the Association:
- a) Active Membership;
 - b) Parent/Guardian Membership;
 - c) Honorary Lifetime Membership.
 - d) Non-Voting Member

6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

a) Active Membership:

Active Members shall include all elected or appointed Directors or officials, Volunteers and all convenors, coaches, managers and trainers appointed for the current season, and all registered players who are at least 18 years of age. Members in this classification will be allowed one vote per person and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association.

b) Parent/Guardian Membership:

Parent/Guardian Members shall include all parents and/or legal guardians of registered players in good standing where the registered player is under the age of eighteen (18) years. Each Parent/Guardian Member of a registered player shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association. Each custodial couple or single parent shall have one vote per player registered and may attend members meetings and by invitation, meetings of the Board and of the Committees of the Association.

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 by a majority vote of the Board of Directors. All Honorary Lifetime Memberships shall be confirmed at the Annual General Meeting of the Association by a majority vote of eligible voters present.

Up to five (5) Honorary Lifetime Members will be invited to sit as members of the Board of Directors of the Association and have a vote on all matters affecting the administration and operations of the Association. Honorary Lifetime Members shall rotate the Chair of the Board position every two (2) years.

d) Non-Voting Member

A player under the age of eighteen (18) years of age, registered to play during the current hockey season and in good standing with the Association.

6.2 One Person – One Class of Membership:

Although it is possible for a Member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) class of Membership. It is therefore mandatory that each member shall declare himself/herself prior to the start of any meeting of the Membership and advise the chairperson of the Membership class he/she wishes to represent. Once the meeting is called to order, the member must remain in that class of Membership and may not change to another category or class of Membership.

6.3 Membership List:

Subject to Section 6.7 herein, the Secretary of the Board shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary Lifetime Members. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership. This list shall be kept at the head office and updated as necessary and maintained

in a manner that ensures the privacy and confidentiality of the Association Membership. Only those Executive Members appointed by the Board of Directors shall have access to the list.

6.4 Membership Year

Unless otherwise determined by the Board and prescribed by the terms of Membership herein, every Membership, other than Honorary Lifetime Memberships shall commence on or after the 1st day of July in each year, and shall lapse and terminate on the 30th day of June next following the date on which such Membership commenced.

6.5 Termination

- a) Membership in the Association shall not be transferable and shall terminate; upon a Member's resignation, failure to reapply/re-enroll membership for a hockey season following one in which the member was in good standing, or death or as prescribed herein this constitution/by law of the Association.
- b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn notifies the appropriate Executive members. Failure to reapply/re-enroll for the following hockey season will also be considered as a resignation by a Member.
- c) Members in good standing shall be those admitted to Membership and who have paid all required membership fees to the Association and those holding a term of office that have not issued notice of their retirement. Members whose membership fees are in arrears for a period of three (3) months shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Secretary shall inform those concerned of this suspension in writing.
- e) Members whose conduct is considered by the Executive to be contrary to the stated Code of Conduct and the purposes of the Association (Sec. 3.1) shall be asked by the Executive to attend a meeting of the Disciplinary Committee and explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Executive to resign from the Association. If they do not resign, the Executive shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting of the Board and to explain their positions before the vote is taken.

6.6 Membership Fees

Registration fees shall be established annually by the Finance Committee and with the advice of the Executive, resolved by the Board. Fees for any unexpired term of membership are normally not refundable, but the Executive may, in its sole discretion, grant a request for such a refund in extenuating circumstances. Any request for a refund denied by the Executive may be appealed to the next Board Meeting. The Member concerned shall be invited to attend the meeting of the Board and to explain their position before the vote on the appeal is taken.

6.7 Right to Vote

All Active Members, Parent/Guardian Members and Honorary Lifetime Members shall be entitled to notice of and to vote at all Meetings of Members of the Association per the terms of eligibility as prescribed herein.

6.8 Record Date

Individuals, who are Members of the Association at least ninety (90) days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General

Meeting of Members. Any individual who is not a Member at least ninety (90) days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

7. MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting of Members:

The Annual General Meeting shall be held each year within the final (15) days of May, at a time, place and day determined by the Board, for the transaction of, at least, the following business, to be set out in the agenda of such Annual General Meeting;

- a) approval of the agenda;
- b) approval of the minutes of the previous Meeting of the Membership;
- c) receiving reports of the activities of the Association during the preceding year;
- d) receiving information regarding the planned activities of the Association for the current year;
- e) receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;
- f) appointment of the Auditor for the ensuing year;
- g) consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- h) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 6:00 p.m. before the second Friday of April , immediately preceding the Annual General Meeting;
- i) election of the members of the Executive Committee; and
- j) election of the new Board Members;

7.2 Additional General Meetings of Members:

In addition to the Annual General Meeting, a General Meeting may be requested upon application to the Board. Such request for a General Meeting of the Members may be requested by any Member of the association in good standing upon application to the Chair of Board. The application shall state the reason and shall provide any relevant information in support of the application. The Member concerned shall be invited to attend the meeting of the Board and to explain their position before a vote is taken by the Board on the Member's application. A Resolution of the Board, in support of the application shall be sent to all Members of the Association (sec.6.7) and shall state the date, time and place the General Meeting shall be held. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

7.3 Notice:

a) Annual General Meeting:

Notice of the Annual General Meeting to be held within the final fifteen (15) days of May in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting, and such notice shall be emailed to all Members at the last known email address recorded for such Members in the records of the Association at least fifteen (15) days prior to the date of the Meeting. Such notice shall be posted on the Association's Web Site at least thirty (30) days prior to the date of the Meeting and advertized in local news media at least twice during the final three (3) weeks leading up to the date of the meeting.

b) Additional General Meetings of the Membership:

Notice of any Additional General Meetings of the Membership shall be emailed to all Members at the last known address recorded in the records of the Association at least fifteen (15) days prior to the date of the Meeting. Such notice shall be posted on the Association's Web Site at least thirty (30) days prior to the date of the Meeting.

c) Error or Omission in Notice:

No inadvertent error or omission in giving notice of any Annual General Meeting or Additional General Meeting of Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

7.4 Quorum:

A quorum for an Annual General Meeting or General Meeting shall be a minimum of twelve (12) 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.

7.5 Voting Procedures:

a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the By-laws of the Association, shall decide every question proposed for consideration at Meetings of the Membership;

b) The Chair of the Board of Director's or designate, shall preside at a Meeting of the Membership, and shall have a vote only in the event of a tie vote;

c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.6 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.

7.7 Adjournments:

Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.

7.8 Chair:

In the absence of the Chair of the Board of Directors, the Members entitled to vote and present at any Meeting of the Membership shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair.

8. BOARD OF DIRECTORS

8.1 Role:

The Board;

- i) shall ensure the Association meets all obligations and commitments to parent organizations (OMHA/OHF/Hockey Canada);
- ii) shall establish a culture of diversity and inclusiveness in every aspect of the Association's activities;
- iii) shall be responsible for the development of policy for the Association;
- iv) shall approve financial statements, budgets and supervise the External Auditors of the Association;
- v) shall confirm the election of the Executive Committee consisting of a President, Vice President Business, Vice President Operations, Secretary, Treasurer and Registrar;
- vi) shall act as a resource and provide counsel to the Executive Committee;
- vii) shall establish benchmarks to ensure good governance and best practices are in place in order to measure the success of the Association and its Members.

8.2 Composition

a) Eligibility

A Director:

- i) shall be eighteen (18) or more years of age;
- ii) shall not be an un-discharged bankrupt or of unsound mind;
- iv) shall be a Member of the Association at the time of his or her election or appointment;
- v) shall remain a Member of the Association throughout his or her term of office;

b) Number of Directors:

The affairs of the Association shall be overseen by a Board, which consists of the President, the Past President, up to five (5) Honorary Lifetime Members, four (4) Members elected from the Membership at Large, and two (2) appointed External Directors (one of whom shall have formal legal training and one of whom shall have formal training in public relations and or media communications).

c) Term of Office:

- i) The Directors shall be eligible to be elected or appointed for two (2) consecutive terms of two (2) years each.
- ii) The Chair position on the Board shall be rotated through the Honorary Lifetime Members on the Board on an annual basis. Each Term to commence immediately following the end of the Annual General Meeting.
- iii) The term of all incumbent Directors at the date of adoption of this Bylaw shall expire and terminate by special resolution of the Board following the Annual General Meeting prior to June 30th that follows said meeting.

d) Change in Number of Directors:

The Association may by special resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations.

9. PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations:

The election of Directors shall take place at the Annual General Meeting of the Membership. No election or appointment of a Board Member is effective without consent given in writing prior to the election or appointment. Nomination Forms for the Board shall be available each year from the Secretary by January 31st. A Nomination Form must be completed by all nominees and two (2) nominators who are Members (in good standing) of the Association. Such completed form must be delivered to the Secretary at least twenty (20) days prior to the election.

9.2 Board Numbers and Positions:

The Board shall consist of the following;

- a) Past President - (immediate) - appointed
- b) President - Elected - two (2) year term – appointed as Secretary to the Board
- c) 4 Members - Elected - two (2) year term
- d) Honorary Lifetime Member - up to five (5) positions - appointed two (2) year term
- e) External Director - Counsel - Legal - appointed - two (2) year term
- f) External Director - Counsel - Public Relations/Media Relations - appointed - two (2) year term

9.3 Election Procedures:

The Chair of the Nominations and Elections Committee shall post on the Association's Web Site, a listing of all individuals who have been nominated for election to the Board on or before the fifteenth (15th) day of May in each year. Such listing shall identify what position each nominee is seeking election for. The list of nominees shall be emailed to all Members at the last known address recorded in the records of the Association at least fifteen (15) days prior to the date of the Meeting.

9.4 Vacancies:

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite applications from the Membership for appointment to the vacancy on the Board. The Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated.

9.1 Termination

a) Removal of Director by Membership

Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of the Association, by a resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of Members may remove any Director before the expiration of his or her term of office, and, by a majority of the votes cast at that Meeting, may elect any person in his or her stead for the remainder of his or her term.

b) Absenteeism

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board.

c) Resignation

A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the Secretary of the Board.

10. BOARD RESPONSIBILITIES

10.1 Governance:

The Board of Directors shall in addition to the role set out in Section 8.1 ensure the Association is 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 ensure that the Executive as elected by the Members fulfils their fiduciary and legal obligations to the Association and its Members.

10.2 Responsibilities of Board Members:

a) Honorary Life Members: (appointed up to five)

The Honorary Life Member shall:

- i) represent the Association in the Community;
- ii) act on a rotational basis (annual) as Chair of the Board, and at all Meetings of the Membership;
- iii) exercise oversight in the development of Association policies determined by the Board;
- iv) report regularly to the Board on matters of interest;
- vi) ensure the Association meets its obligations and responsibilities to the OMHA, OHF, and Hockey Canada;
- vii) exercise oversight on all financial, budgetary and operational matters of the Association;
- viii) be a non-voting Member of all committees and sub-committees of the Association.

b) Past President: (appointed)

The Past President shall:

- i) chair the Board Nominations and Elections Committee;
- ii) provide oversight and act as counsel to any Director on all matters affecting the Association;
- iii) be available to assist any Director requiring assistance in the completion of his or her functions;
- iv) act as coach and mentor to President and other members of the Executive Committee;
- v) carry out other duties as assigned by the Chair of the Board.

c) President and Secretary to the Board: (elected)

The President and Secretary to the Board shall:

- i) perform tasks as defined for corporate secretaries under the Corporations Act, including but not limited to; ensuring that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Board or by the Membership and ensuring the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- ii) perform tasks as set out in Section 11.7 a);
- iii) perform tasks generally associated with the role of Chief Executive Officer;
- iv) represent the Association in the Community;

- v) represent the Association on all hockey matters at the OMHA and OHF;
 - vi) chair the Board's Risk Management Committee;
 - vii) support the Past President's efforts to generate sufficient nominations, in order to ensure the goals and objections of the Association are met;
- d) Elected Directors: (4 Members who are not Members of the Executive Committee)
- Elected Directors shall:
- i) exercise oversight in the development of Association policies as determined by the Board;
 - ii) report regularly to the Board on matters of interest;
 - iii) ensure the Association meets its obligations and responsibilities to the OMHA, OHF, and Hockey Canada;
 - iv) exercise oversight on all financial, budgetary and operational matters of the Association;
 - v) be a voting Member of at least two (2) of the Board's Standing Committees, other than the Executive Committee;
 - v) be a non-voting Member of all committees and sub-committees of the Association;
 - vi) carry out other duties as assigned by the Chair of the Board.
- e) External Directors (appointed (2) by the Chair of the Board)
- External Directors shall:
- i) shall provide counsel to the Board on matters related to their professional areas of expertise (one (1) External Director shall be appointed from the legal community and one (1) External Director shall be appointed from a professional engaged in public relations and/or media relations);
 - ii) provide oversight and act as counsel to any Director on all matters affecting the Association;
 - iii) be available to assist any Director requiring assistance in the completion of his or her functions;
 - iv) act as coach and mentor to the President and other members of the Executive Committee;
 - v) provide advice and or assistance as required to various operations committees when requested to do so to further the goals and objectives of the Association;
 - vi) carry out other duties as assigned by the Chair of the Board.

10.3 Board Meetings

a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the Chair or, in his or her absence, the President, may from time to time determine. Such meetings may be held electronically. The Board shall meet not less than three (3) times per year. The timing of Board Meetings shall facilitate approval of budgets, receipt of reports and or investigations, preparation of Association reports and business for the Annual General Meeting of Members.

b) Special Board Meetings

Special Board Meetings may be called by a Board Member, the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

10.4 Notice of Board Meetings

- a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held or immediately following a General Meeting of the Members of the Association;
- b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.
- c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.

10.5 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.

10.6 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.

10.7 Quorum

A quorum for a Board Meeting shall be at least two (2) Honorary Life Members, three (3) of the five (5) elected Directors and at least one (1) of the External Members. No business of the Board shall be transacted in the absence of a quorum.

10.8 Voting Rights

Each Director, present at a Board Meeting, including the Chair, shall be entitled to one vote. The Chair shall have a second vote in the event of a tie vote.

10.9 Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

10.10 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association; provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

10.11 Conflict of Interest

- a) 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.

b) 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.

c) 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.

d) 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.

e) 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.

10.12 Rules of Operation

a) 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 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.

b) The Rules of Operation should not deal with such things as: fees and dues of members; qualification, admission, transfer, classes and termination of memberships; qualification and election of directors; meetings of directors and/or members; appointment and duties of officers; execution of documents; establishment of and procedures for committees; auditors and fiscal year-end; and amending by-laws, which matters are more properly dealt with in the By-laws. Rules of Operation should strictly deal with only those day-to-day matters directly affecting the member teams and players including but not restricted to such matters as hockey jerseys, tournaments, player and parent conduct and discipline, harassment and abuse, referees and officials, player release, equipment and ice time to name a few.

10.13 Confidentiality

Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera.

10.14 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:

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.

c) the Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

11. ELECTED EXECUTIVE & RESPONSIBILITIES OF OFFICERS

11.1 Elected Executive and the Appointment of Officers:

- a) the Elected Executive shall be the President, Vice-President Business, Vice President Operations, Secretary, Treasurer, and Registrar.
- b) an Elected Executive shall not hold more than one Office, nor hold the same Office for more than four (4) consecutive terms.
- c) the Elected Executive shall form the Executive Committee of the Association, who shall provide direction, guidance and support to Volunteers.
- d) the Elected Executive shall be appointed by the Board as Officers of the Association.

11.2 Assistants to Officers

The Board of Directors may appoint such assistant(s) to Officers of the Association as the Board may determine by Resolution from time to time.

11.3 Eligibility for Office:

- a) The President and Vice President, Business must have served on the Board for at least two (2) years immediately prior to election to either of these positions.
- b) The Association shall endeavour to nominate as Treasurer a Member who has employment experience and skills in accounting procedures.

11.4 Term of Office

The Elected Executive term of two (2) years is automatically renewable for the second year of the two (2) year term, at the first Annual General Meeting of Members in the year following their election, unless a motion of non-confidence is raised at that Annual General Meeting. The outcome of the non-confidence vote shall determine if the Elected Executive will retain his/her position for the second year of the two (2) year term. Should a non-confidence motion be passed the Elected Executive shall resign from the Executive Committee and an election shall be held to replace the Executive who has resigned. Nominations shall come from the floor of the Annual General Meeting and the elections shall be held in accordance with these By-Laws. At the end of the second year of the two (2) year term the Elected Executive may stand for re-election provided that they have not served more than four (4), two (2) year terms on the Executive Committee in the position for which they are seeking re-election.

11.5 Termination of Officers

a) Removal for Cause

The Board, by resolution approved by two-thirds (2/3) of the Directors present, may remove any Officer for cause, before the expiration of his or her term of Office.

b) Resignation

An Officer of the Association may resign his or her Office by submitting a letter of resignation to the Secretary of the Board of Directors of the Association.

11.6 Vacancies in Office

a) If a vacancy occurs in any Office, or if for any reason an Officer is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Officer from among the current Board of Directors.

b) The Board shall fill vacancies in other Offices for the balance of the unexpired terms from among those eligible to serve.

11.7 Responsibilities of Members of the Executive Committee:

a) President:

The President shall:

- i) chair the Executive Committee, and shall be Secretary to the Board of Directors;
- ii) perform tasks generally associated with the role of Chief Executive Officer;
- iii) provide leadership and ensure the implementation of Board policies, including the development of best practices and protocols based on Board policy affecting all aspects of Association activities;
- iv) accountable to the Board for the development and implementation of programs, including but not limited to hockey development programs, house league contact and non-contact programs, outreach, cultural diversity and inclusiveness programs, player safety and risk management programs;
- v) develop and maintain a culture within the ranks of the Association consistent with the Association's Code of Conduct and the vision/goals established by parent organizations (OMHA/OHF/Hockey Canada);
- vi) ensure the Association has sufficient volunteer help to maximize its operational objectives and stated goals;
- vii) provide direction to all volunteer leaders on the Association's goals, objectives, and operations;
- vii) ensure standards are set and training objectives for Association volunteers are met; ensure the Association and its volunteers are supported and have available sufficient expertise to deal with any incidents that occur during an Association sponsored event;
- viii) provide oversight and when required, mediate disputes involving members and or volunteers, officials and anyone who should have cause to dispute the activities of the Association or actions of a Volunteer;
- ix) chair an Advisory Council composed of a Head Coach, Head Trainer and Head Manager;
- x) chair the Disciplinary Committee, supervise the Lead Investigator and provide counsel on matters related to investigation of incidents that may occur during Association sponsored events;
- xi) establish an effective community relations and outreach program designed to ensure continuous dialogue on matters of mutual interest between the Association and community groups including other hockey organizations within Peterborough County.

b) Vice-President Business:

The Vice President Business shall:

- v) assume the duties of the President in the absence, for any reason, of the President;
- vi) monitor adherence by the Association and its Volunteers to all existing Policies and advise the Executive Committee and Board when a new or proposed policy may be inconsistent with an existing Policy;
- vii) be available to assist any Volunteer requiring assistance in the completion of his or her functions;
- viii) be the primary contact for the OMHA on administrative matters;
- ix) chair the Volunteer Nominating Committee in order to provide the Association with sufficient volunteers at all levels, to ensure the league meets its goals and objectives;
- vi) sit as a member of the Finance Committee, ensuring all Volunteers meet their fiduciary responsibilities to the Association and its Members;
- vii) provide oversight and counsel to the Registrar, Tournament Director, Sponsorship Director functions;
- viii) sit as a member of the Sponsorship Committee;
- ix) sit as a member of the Community Relations/Development Committee;
- x) carry out duties as assigned by the Board, or the President;

c) Vice President, Operations:

The Vice President Operations shall:

- i) assume the duties of the President in the absence, for any reason, of the President, and the Vice President Business;
- ii) monitor adherence by the Association and its Volunteers to all existing Policies respecting Hockey Operations and the conduct of the Association and its Members during Association sponsored events;
- iii) ensure proposed operational practices and or protocols are consistent with Association Policy, advises Executive Committee and Board when proposed operational policy may be inconsistent or in conflict with current policies, practices and protocols;
- iii) be available to assist any Volunteer requiring assistance in the completion of his or her functions;
- iv) sit as a member of the Scheduling Committee, ensure sufficient ice time is scheduled and the appropriate on-ice and off-ice officials are available to support Members activities;
- vi) sit as a member of the Development Committee, provide support and resources to committee in order to meet stated objectives and goals for players, coaches, trainers and managers at each divisional level;
- vii) chair the Player Safety Committee, ensure the review and follow-up necessary following any incident takes place during an Association sponsored event, ensure and promote Member safety at all levels within the Association;
- vii) chair the Hockey Operations Committee, ensure that convenors, coaches, trainers, and managers receive adequate, timely and ongoing advice and assistance throughout the Association's hockey season;
- ix) carry out duties as assigned by the Board, or the President;

d) Secretary:

The Secretary shall:

- i) record or delegate the recording of the minutes of Executive Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Board or by the Membership;
- ii) set standards and ensure the proper recording of minutes during and for all committees established by the Executive committee for the ongoing business and administration of the Association;
- iii) be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- iv) recommend policy to the Executive Committee and the Board regarding internal and external communications of the Association;
- v) ensure that all necessary and appropriate insurance has been purchased;
- vi) provide assistance and counsel to Volunteers acting as a committee secretary on the requirements and format of committee records required by the Association;
- vii) maintain the membership list referred to in Section 6.2;
- viii) in the absence, for whatever reason, of the President, shall perform the duties of Secretary to the Board reporting to the Chair of the Board;
- ix) carry out duties as assigned by the Board, or the President.

e) Treasurer:

The Treasurer shall:

- i) ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- ii) ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;
- iii) present a Report of the Auditor from the previous year and a projected financial position for the current year to the Membership at the Annual General Meeting;
- iii) evaluate, review and recommend financial policy to the Executive Committee and to the Board;
- v) chair the Finance/Budget Committee;
- vi) prepare an operating budget prior to the beginning of each hockey season for the approval of the Executive Committee and the Board;
- vii) monitor, record and report on a monthly basis to the Executive Committee the financial status of the Association, highlighting variances from the budget with explanations;
- viii) ensure proper accounting of Association activities, meet the requirements of the Association's external auditors;
- ix) carry out duties assigned by the Board, or the President.

f) Registrar:

The Registrar shall:

- iv) recruit and train volunteers to assist in the performance of the functions required for registration;
- v) establish registration forms and procedures;
- vi) conduct registration for all applicants eligible to participate in PMHA Hockey Programs;
- vii) maintain a register of receipts regarding all registration fees received by the Association and forward all monies promptly to the Treasurer for deposit to the credit of the Association;
- viii) maintain a current registration list of all players including mailing addresses, telephone numbers, email addresses and Parent/Guardian name(s);

- ix) supply to the Conveners of each House League Division and to the Hockey Development Program Teams current registration information in a timely fashion, ensuring the confidentiality and privacy requests are maintained;
- x) ensure that all players are registered with the OMHA;
- xi) communicate any changes in registration immediately to the applicable Convener or other individuals who are affected by such change;
- xii) submit to the Finance Committee in each year an estimate of revenues and expenditures of the Registration Committee for the next fiscal year of the Association;
- xiii) present a report regarding Registration Operations to the Board;
- xiv) recommend policy to the Board regarding registration;

12. STANDING COMMITTEES OF THE BOARD

12.1 Standing Committees:

The following committees shall be Standing Committees of the Board:

- a) Executive Committee;
- b) Nominations and Elections Committee;
- c) Finance/Audit Committee;
- d) Risk Management Committee.

12.2 Nothing in this by-law shall be construed to limit the ability of the Directors of the Association from abolishing or creating Standing Committees by by-law or from establishing such ad hoc committees or subcommittees by Directors' Resolution as may be desired or required from time to time.

12.3 Executive Committee:

- a) The Executive Committee shall be chaired by the President, and shall consist of the Vice-President Business, Vice President Operations, the Secretary, the Treasurer, and the Registrar and shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all policies of the Association are being complied with.
- b) The Executive Committee shall:
 - i) shall meet on a regular basis during the hockey season (at a minimum on a monthly basis) and shall take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board Meeting;
 - ii) review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for Resolution;
 - iii) present a report regarding the activities of the Executive Committee to the Board;
 - iv) submit to the Finance Committee an estimate of revenues and expenditures of the Executive Committee for the next fiscal year of the Association;
 - v) recommend policy to the Board regarding management and administrative issues related to the Association operations;
 - vi) provide support, assistance and counsel to all Volunteers engaged in roles supporting the Association;
 - vii) provide oversight and guidance on behalf of the Board on matters related to the Association and its parent organizations the OMHA/OHF/Hockey Canada;
 - viii) ensure adequate support and financial resources are available to Volunteers engaged in carryout activities on behalf of the Association and its Members;
 - ix) monitor and ensure that all incidents that occur during an Association sponsored event are reviewed and if necessary an investigation is completed and appropriate

- reports with recommendations are filed and action is taken to ensure further incidents of a similar nature do not occur again;
- x) deal with any other matters assigned to it by the Board or by the President.

12.4 Nominations and Elections Committee:

- a) The Nominations and Elections Committee shall be chaired by the Past President and shall consist of one (1) Honorary Lifetime Member who is currently a sitting Board Member, the President, and at least one(1) Member who is currently a sitting Board Member.
- b) The Nominations and Elections Committee shall:
 - i) solicit nominations for each Board position, which is to become vacant including nominations for each Annual General Meeting;
 - ii) be responsible for conducting the annual election of Directors in accordance with the provisions contained in this By-Law;
 - iii) submit to the Budget Committee each year an estimate of revenues and expenditures of the Nominations and Elections Committee for the next fiscal year of the Association;
 - iv) present a report regarding Nominations and Elections to the Board;
 - v) recommend policy to the Board regarding Nominations and Elections.

12.5 Finance and Audit Committee:

- a) The Finance and Audit Committee shall be chaired by the Chair of the Board and shall consist of President, the Treasurer, and at least two (2) elected sitting Board Members.
- b) Finance and Audit Committee shall:
 - i) provide oversight on all financial matters affecting league operations;
 - ii) review and recommend Board approval of the operating budget prepared by the Finance Committee for the upcoming hockey season;
 - iii) ensure all Volunteers understand their fiduciary responsibility to the Association and its Members;
 - iv) select and recommend to the Annual General Meeting the appointment of an External Auditor;
 - v) Supervise the external audit; review recommendations from the auditor's report and develop and implement operational practices designed to overcome any shortcomings that might be found as a result of an audit report;
 - vi) recommend financial policy and practices designed to enhance Association governance to the Board for adoption and implementation by the Association;
 - vii) prepare reports and make presentations to the Board and to General Meetings of the Members as required.

12.6 Risk Management Committee:

- a) The Risk Management Committee shall be chaired by the President and shall consist of Vice President Business, Vice President Operations, Past President and at least two (2) elected sitting Board Members.
- b) The Risk Management Committee shall:
 - i) recruit and train volunteers to perform the functions required for risk management for the Association;
 - ii) set up an accurate recording system covering expenditures relating to risk management in accordance with Association financial management rules and practices;
 - iii) monitor and cooperate with the Player Safety Committee on matters related to risk management and player safety, actively pursue new projects related to the Association's goals and objectives with respect to the reduction of risk associated

- with hockey operations;
- iv) set standards for the Association for the development and maintenance of statistics on injuries and on-ice incidents;
- v) in cooperation with the Community Relations/Development Committee promote and pursue joint partnerships with community organizations, and businesses designed to increase the awareness of safety practices within hockey programs and to enhance the image of hockey in the community;
- vi) create policies, processes and protocols that will assist league officials, care givers, players and team officials in resolving disputes in an environment free of unwelcomed conflict;
- vii) promote and develop strategies designed to encourage greater cooperation between the Association and other hockey organizations in Peterborough County on matters related to player safety, make recommendations to the OMHA and Hockey Canada on matters related to player safety;
- viii) submit to the Finance Committee in each year an estimate of expenditures of the Risk Management Committee for the next fiscal year of the Association;
- ix) present a regular report regarding Risk Management to the Board and prepare and annual report for the General Meeting of the Members;
- x) recommend policy to the Board regarding player safety and the prevention of incidents that distract from the image of hockey in the community.

12.7 Standing Committee Procedure:

a) All Standing Committees of the Board of Directors shall comply with all bylaws, guidelines, Policies and procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OMHA, OHF and Hockey Canada.

b) Meetings:

Each Standing Committee shall meet at the call of the Chair but shall meet not less than four times per year.

c) Notice:

Notice of all Meetings of Standing Committees shall be communicated to all Members of the standing committee at least seven (7) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Standing Committee.

d) Quorum:

A quorum for a Standing Committee shall be a majority of the Members of the Standing Committee.

e) Voting Rights:

Each Member of a standing committee present at a Meeting shall be entitled to one vote; In the case of an equality of votes, the Chair shall have a second or casting vote.

f) Minutes:

Standing Committees shall maintain and keep minutes of their Meetings and shall report to the Board at regular intervals and at any other time upon request by the Board and in a manner appropriate to Association protocols.

g) Annual Report:

Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Membership at the Annual General Meeting of the Association.

12.8 Sub-Committees and Ad Hoc Committees

The Standing Committee procedure also shall govern the procedure of all sub-committees and ad hoc committees of the Board of Directors.

13. OPERATING COMMITTEES REPORTING TO THE EXECUTIVE COMMITTEE

13.1 Finance Committee:

a) The Finance Committee shall prepare an operating budget for the Association for the next fiscal year for submission to the Board for approval, provide financial oversight on all expenditures incurred by Volunteers on behalf of the Association and recommend policy to the Board regarding financial budgeting and planning. The Finance committee shall be chaired by the Treasurer, and shall consist of, President, the Vice President Business, Vice President Operations and one (1) member of the Scheduling Committee, Tournament Director and one (1) member of the Hockey Program Development Committee.

13.2 Volunteer Nominations Committee:

a) The Volunteer Nominations Committee shall ensure the Association has sufficient Volunteers available to work in all Divisions and at all levels in order to support the goals and objectives set by the Board for the Association and its Members. The Volunteer Nominations Committee shall be chaired by the Vice President Business and shall consist of Vice President Operations and at least one (1) member who is currently a sitting member from each of the following Association operating committees, Sponsorship, Community Relations/Development, Scheduling, Hockey Program Development, and Player Safety and Risk Management.

13.3 Sponsorship Committee:

a) The Sponsorship Committee shall develop and implement a plan by which the Association will expand its sponsorship support, actively pursue new sponsorship projects and manage and supervise current sponsorship endeavours. The Sponsorship Committee shall be chaired by the Sponsorship Director and shall consist of Vice President Business, Vice President Operations and one (1) member from each of the following Association operating committees; Community Relations/Development, Hockey Operations and Hockey Program Development.

13.4 Community Relations/Development Committee:

a) The Community Relations/Development Committee shall actively pursue new projects related to the Association's goals and objectives with respect to outreach, diversity and inclusiveness, promote and pursue joint partnerships with community organizations, and businesses designed to enhance the image of hockey in the community and to encourage increased participation from underrepresented groups and promote and develop strategies designed to encourage greater cooperation between the Association and other hockey organizations in Peterborough County. The Community Relations/Development Committee shall be chaired by the Community Relations/Development Director and shall consist of the Vice President Business, Vice President Operations and one (1) member from each of the following Association Operating Committees, House League Hockey Operations, Tournaments, Player Safety and Hockey Program Development Committee.

13.5 Hockey Operations Committee:

a) The Hockey Operations Committee shall operate the House League Hockey Programs pursuant to the Policies of the Association. The Hockey Operations Committee shall be chaired by the Vice President Operations and consist of the following, Vice President Business, Scheduling Director - Ice Time, Head Scheduler Off-Ice Officials, Head Referee, Conveners from each Division, and Equipment Manager.

13.6 Hockey Program Development Committee:

a) The Hockey Program Development Committee shall operate the Hockey Program Development program pursuant to the Policies of the Association and its Board of Directors, establish standards and monitoring techniques relating to the development of programs designed to enhance the player's experience and to facilitate the development of team officials (coaches/trainers/managers) as they move through the Association from Mite to Major Midget and develop and implement an effective auditing or quality assurance program designed to provide help and assistance to Coaches tasked to meet individual player and team goals/objectives established for each division prior to the start of the hockey season. The Hockey Program Development Committee be chaired by the Vice President Operations and consist of the Head Hockey Program Development, and Vice President Business, Scheduling Director, Head Coaches from each Development Team and have as its Advisory Council the Head Coach, Head Trainer and Head Manager.

13.7 Scheduling Committee:

a) The Scheduling Committee shall encourage cooperation between Volunteers and other hockey associations/ leagues and with municipalities on matters of mutual interest such as; ice time, availability and sharing of facilities, assess the ice requirements for Association and tournament play and to meet the needs of various developmental programs and clinics sponsored by the Association and shall enter negotiation with the city to meet these needs. The Scheduling Committee be chaired by the Scheduling Director, and shall consist of the Vice President Operations, one (1) member of the Hockey Operations Committee, one (1) member of Hockey Program Development Committee, and one (1) Community Relations/ Development Committee, plus the Tournament Director, Head Referee, and Head Off-Ice Officials.

13.8 Player Safety Committee:

a) The Player Safety Committee shall actively pursue new projects related to the Association's goals and objectives with respect to player safety and the reduction of risk associated with hockey operations. The Player Safety Committee be chaired by the Vice President Operations and shall consist of Vice President Business and one (1) member from each of the following Association operating committees, House League Hockey Operations, Community Relations/Development and Hockey Program Development Committee.

13.9 Operating Committee Procedure:

a) All Operating Committees shall comply with all bylaws, guidelines, Policies and procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OMHA, the CHA, and, if applicable, any other hockey organizations with which Association teams are participating.

b) Meetings:

Each Operating Committee shall meet at the call of the Chair but shall meet not less than four times per year.

c) Notice:

Notice of all Meetings of Operating Committees shall be communicated to all Members of the operating committee at least seven (7) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Operating Committee.

d) Quorum:

A quorum for an Operating Committee shall be a majority of the Members of the Operating Committee.

e) Voting Rights:

Each Member of a standing committee present at a Meeting shall be entitled to one vote; In the case of an equality of votes, the Chair shall have a second or casting vote.

f) Minutes:

Operating Committees shall maintain and keep minutes of their Meetings and shall report to the Executive at regular intervals and at any other time upon request by the Board.

g) Annual Report:

Each Operating Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Membership at the Annual General Meeting of the Association.

13.10 Sub-Committees and Ad Hoc Committees

The Operating Committee procedure also shall govern the procedure of all sub-committees and ad hoc committees established from time to time by the Executive Committee on behalf of the Association, the Board and Members of the Association.

14. EXECUTION OF DOCUMENTS

14.1 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.

14.2 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.

15. FINANCIAL YEAR

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

16. BANKING ARRANGEMENTS

16.1 Banking Resolution:

The Board shall designate, by resolution, the Officers and the number of Officer signatures required or 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;
- d) authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

16.2 Deposit of Securities

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.

14. NOTICE

17.1 Computation of Time:

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.

17.2 Omissions and Errors:

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt 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.

17.3 Method of Giving Notice:

Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or Member at his or her address as the same appears in the records of the Association or by electronic means to the last email address as the same appears in the records of the Association.. Any notice or other documents so sent by mail or by email shall be deemed to be sent at the time when the same was

deposited in a post office or public letter box, or as recorded as sent on the mast head of the email, as aforesaid. For the purposes of sending any notice, the address of any Member, Director or Officer shall be his or her last address in the records of the Association.

15. PASSING AND AMENDING BY-LAWS

- 18.1 The Board and a member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.
- 18.2 If the Board 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 Director 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.
- 18.3 a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual 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 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 must be in writing, signed by a Member in good standing and received by the Secretary of the Association 30 days prior to the Annual General Meeting.
- e) All members in good standing shall have access to any proposed amendments to the By-laws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.

19. REPEAL OF PRIOR BY-LAWS

- 19.1 Repeal:
- All prior By-laws of the Association, including the document entitled the "Constitution" of the Association are hereby repealed.
- 19.2 Proviso:
- 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.

20. RULES OF PROCEDURE

- 20.1 The Rules contained in the most current edition of "Call to Order – Meeting Rules and Procedures for Non-Profit Organizations" by Herb Perry 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.

21. EFFECTIVE DATE

21.1 This By-law shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at _____ in the City of Peterborough, Ontario, and at which a quorum was present on the _____ day of _____, 2011_.

Signed by:

Chair of the Board

President and Secretary



PMHA Code of Conduct

This Code of Conduct identifies the standard of behavior which is expected of all PMHA members; players, care givers, parents, coaches, team managers, trainers, officials, volunteers, and league representatives involved in PMHA sponsored activities and events.

PMHA is committed to providing a hockey environment in which all individuals are treated with respect. During the course of all PMHA activities and events, players, parents, care givers, coaches, team managers, trainers, officials, volunteers and league representatives, shall conduct themselves at all times in a fair and responsible manner and refrain from comments or behaviours that are disrespectful, demeaning, offensive, abusive, racist or sexist. In particular the PMHA will not tolerate behavior that constitutes discrimination, harassment, bullying or abuse.

During the course of all PMHA activities and events, members shall avoid behaviour which brings PMHA or the sport of hockey into disrepute, including but not limited to abusive use of alcohol, use of non-medical drugs, the use of alcohol by minors, or any other behaviour that is known to be, or ought to have been known to be, in violation of this Code of Conduct.

PMHA players, care givers, parents, coaches, team managers, trainers, officials, volunteers, and league representatives, shall at all times adhere to PMHA's operational policies and procedures, to rules and regulations governing PMHA sponsored activities and events; and to the policies and procedures and rules set out by the PMHA's governing bodies, the Ontario Minor Hockey Association, the Ontario Hockey Federation and Hockey Canada.

Non-compliance with this Code of Conduct shall result in disciplinary action in accordance with the disciplinary policies of the PMHA. Disciplinary action taken by the PMHA may include suspensions and or the loss of privileges that come with membership in the PMHA, including the opportunity to participate at any level in PMHA sponsored activities and events, both in the present and future.

January 12, 2011

PMHA Constitution Attachment #1 PMHA Code of Conduct