

# New Hamburg Hockey Association



## Constitution

(Revised May 25, 2022)

An Incorporated Association

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## II. New Hamburg Hockey Association

The name of this organization shall be the ***New Hamburg Hockey Association (NHHA)***, an incorporated Association, henceforth to be referred to as “the Association”. A charter has been issued in letters patent dated January 21, 1980, Ontario Corporation Number 000432028 under the name ***New Hamburg Hockey Association***. The registered office of the Association shall be in the Township of Wilmot, Regional Municipality of Waterloo, Province of Ontario, and at such place therein as the executive from time to time may determine by Resolution. The New Hamburg Huskies logo is the official trademark. Written permission from the Association is required for the use of its logo and its name. In case of conflict, the CHA, OHF and OMHA constitutions takes precedence over these constitutional articles.

### **EFFECTIVE DATE**

This Constitution shall replace any and all former governing documents, manuals, rules, etc. upon ratification by two thirds of the membership at a General Meeting. This Constitution shall come into force without further formality upon its enactment after approval by the Members of the Association as herein before set out. The foregoing Constitution is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmation vote of the Members of the Association at a General Meeting for the Members of the Association duly called for in the Town of New Hamburg, Ontario and at which a quorum was present in April 2004 and latest revision approved at the Annual General Meeting held in November 2020. The repeal of all prior Constitutions of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed Constitution.

### **An Incorporated Association**

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Signed by,

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**Dave Mark, President**

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**Alex Davidson, Secretary**

### III. Mission, Vision and Values of the Association

The Association shall be operated without the purpose of pecuniary gain to any and all 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 mission, vision and values.

#### **Association Mission**

***New Hamburg Hockey Association*** is committed to providing a healthy, progressive minor hockey program for all players, coaching staff, referees and spectators where participants can develop life skills, hockey skills and good sportsmanship in a fun, respectful and positive learning environment.

#### **Association Vision**

***New Hamburg Hockey Association*** will, through progressive leadership, create an environment which continually strives to set new standards in minor hockey development and, heightens awareness of minor hockey in the community.

#### **Association Values**

The ***New Hamburg Hockey Association*** values the following as objectives to govern its operations:

1. Safety and physical and emotional welfare of its participants.
2. Good sportsmanship and love of the game.
3. Hockey skills training and support for all coaches and players.
4. Codes of conduct for all participants and spectators.
5. Governance and effective communication through proactive leadership; and,
6. Fiduciary responsibility and accountability for its finances.

#### **Association Code of Conduct**

The Ontario Minor Hockey Association and New Hamburg Hockey Association Code of Conduct is expressed in Article 28 of this Constitution. All members and participants (players, organizers, spectators, etc.) are held accountable to this code of conduct.

# 1. Definitions

**AAA** means Triple “A” hockey.

**AGM** means Annual General Meeting.

**Association** means New Hamburg Hockey Association.

**Affiliate Associations** refer to the following or such other name as they may legally adopt.

**CHA** Canadian Hockey Association

**OHA** Ontario Hockey Association.

**OHF** Ontario Hockey Federation.

**OMHA** Ontario Minor Hockey Association.

**Boundaries** for membership means the area within the designated Township of Wilmot or in the OMHA defined “right of choice” areas.

**By-Laws** are the day to day operational arm of the Association which require a two thirds majority of vote by the executive in order to alter or change in any manner. All changes must be ratified by a simple majority vote at the next General Meeting.

**Constitution** fulfills the governing rules and legal requirements of the Association. A two thirds majority of votes at a General Meeting is required in order to amend any part of the constitution.

**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. In-camera means a confidential / private meeting of the executive for the sole purpose of discussing property, personnel, and/or legal matters.

## Meetings

**AGM** Annual General Meeting which:

- Elects a new slate of Officers.
- Adopts a budget or defers the budget adoption to a General Meeting within three months.
- Makes Constitutional changes and ratification of any and all policy changes adopted throughout the preceding year.

**General Meeting** - Refers to a meeting of the Membership as a whole other than the AGM.

**Board of Directors** - The Executive

- Meet routinely to govern the day to day operations of the Association.

**Other Sanctioned Meetings** - Which do not enact personnel, policy, or financial decisions.

- **Team Meeting:** Meeting of the coaching staff with coaching committee representatives.
- **Coaches’ Meetings:** Pre-season and pre playoff meetings with the chair of the coaching committee and OMHA contact.
- **Coaching Interviews:** Meeting to interview prospective coaches.

- **House League:** Meeting of local league centres.
- **Competitive League:** Meeting of competitive league centres.

### Membership

- **Members/Memberships** pertain to persons described in Article 3 of this constitution.
- **Officers** are the individuals who hold the offices as detailed in Article 13.
- **Directors** are the individuals who hold the offices enumerated in Article 14.
- **Executive** means the Board of Directors of the Association.
- **Executive member** means an individual who has been elected to the Executive of the Association.

**HL / LL** means House League / Local League, and/or recreational hockey.

### Rules of Governance

- by the Rules and Regulations of CHA, OHF, OMHA
- by the different Rules and Regulations of leagues participating in
- by the New Hamburg Hockey Constitution and By-Laws. **The By-Laws / Policies** are the written statements governing issues affecting the affairs of the Association which have been considered and approved by the Executive and by the Association at the General Meetings.
- **Robert's Rules of Order.** See Article 10.05.

**REP** means representative hockey, or hockey played at competitive level.

**AE** means an Additional Entry competitive level hockey as determined by the Association.

**IP** means Initiation Program hockey implemented by the OMHA, primarily dedicated to skill development.

**NHHA** means New Hamburg Hockey Association.

### Game Admissions

- **Players, interested orderly spectators** as set by the OMHA and league rules.
- **Executive Pass Card** means a pass card allowing an executive member and his / her partner free admission to NHHA home games.
- **Lifetime Pass Card** means a non-transferable pass card awarded to an individual allowing free admission to NHHA home games.
- **Coach Pass Card** means a non-transferable pass card provided each season to the coaching staff rostered on each team allowing free admission to NHHA home games.

**Local paper** means the New Hamburg Independent.

**Season** means the time period of one playing year, commencing on the first of June and ending on the thirty-first of May of the following year.

## 2. Affiliations

The Association shall have the following affiliations:

- 2.1 The Association shall be a member of the OMHA, and through the OMHA, shall be a member of the OHF and CHA.
- 2.2 The Association shall have a working relationship with the New Hamburg Junior Hockey Club (Firebirds) which will be negotiated on a yearly basis.
- 2.3 The Association shall have a working relationship with the Parks and Recreation Department of the Township of Wilmot.
- 2.4 The Association's AAA zone affiliation shall be with the Kitchener Minor Hockey Association.
- 2.5 The Association shall be affiliated with the Southern Counties Minor Hockey League, Grand River Local League, Beechey Juvenile League and the Tri-County Minor Hockey League which will be reviewed on a yearly basis.
- 2.6 The Executive may determine affiliation to other leagues on an ad hoc basis.

## 3. Membership

3.1 There shall be four (4) classes of Membership in the Association:

### **3.2.1 Active Membership:**

- Shall include all elected or appointed Officers, Directors; signed Coaches, Trainers, Managers; and any volunteer officially appointed by the executive for the current season.

### **3.2.2 Parent/Guardian Membership:**

- Shall include all parents and / or legal guardians of registered players.

### **3.2.3 Honorary Lifetime Membership:**

- Any person serving for ten (10) or more years on the Executive of the Association will be appointed, at the discretion of the Executive, an honorary life member of the Association. As

such this membership shall allow the appointee voting privileges as an active member. Executive voting privileges may also be granted provided such "Life Member" is deemed, by majority vote of the Executive, to have remained an active member by attending Executive meetings and/or participating in committees.

- The Association will institute a **Lifetime Pass Card**. This card will be a complement to the Association's "Executive Pass Card". Whereby, any member completing ten (10) years of official service, in good standing, shall receive a "Lifetime Pass Card". Official service shall be defined as time involved as a(n); Officer, Director or other volunteer position the executive regards as worthy of consideration; or Coach, Trainer or Manager accruing 10 years of service from year 2000.
- In all cases, years of service must be verified in order to be considered by the executive for an honorary Life membership or a Lifetime pass.
- All appointment(s) will be announced at the end of the tenth year at an Annual General Meeting. Further, this honorary appointment will not preclude the individual's continued active participation in the Association.

#### **3.2.4 Player Membership:**

- Shall include all registered players of the Association who are at least 18 years of the age.

#### **Membership List**

- 3.2 The Secretary of the Association shall prepare and maintain a list of current Active Members, Parent/Guardian Members, Honorary Lifetime Members and Player Members, as of November 15th each year and such list of Members shall/may be used to determine eligibility to attend and vote at the Annual General Meeting and any other meetings of Members until the first of June of the following year.



### **Membership Year**

- 3.3 Unless otherwise determined by the Association, every Membership, other than Honorary Lifetime Memberships shall commence on or after the first of June in each year, and shall lapse and terminate on the thirty first day of May next following the date on which such Membership commences.

### **Membership Termination**

- 3.4 Membership in the Association shall not be transferable and shall be terminated by the executive upon an 80% decision of all eligible executive for:

- 3.4.1.1 An CHA / OHF / OMHA / NHHA code of conduct violation resulting in a conviction.
- 3.4.1.2 A breach of bylaws.
- 3.4.1.3 A member who is financially indebted to the Association.
- 3.4.1.4 Failure to pay the required registration fee.
- 3.4.1.5 Membership in the Association shall not be transferable and shall be terminated by the executive on:
  - 3.4.1.6 Submission of a written resignation addressed to the Association.
  - 3.4.1.7 Death.
  - 3.4.1.8 A past or current criminal code conviction which places the integrity of the Association at risk. These convictions include but are not limited to sexual offenses, assault and fraud.

## **4. Membership Fees**

- 4.1 Membership, sponsorship and registration fees shall be established from time to time by resolution of the Executive or by direction of the Membership at a General meeting.

## **5. Right to Vote**

- 5.1 All Active Members, Life Members, Parent / Guardian Members and Player Members shall be entitled to vote at all AGM and general meetings of Members of the Association unless the Executive has revoked membership.

## 6. Meeting of the Membership

### 6.1 Annual General Meeting - AGM

6.1.2 Notice of the Annual General Meeting shall set out the agenda, including particulars of any other business to come before the Annual General Meeting, the time and the place of the Annual General Meeting.

6.1.3 Such Notice shall be posted on the NHHA website at least thirty (30) days prior to the date of such Annual General Meeting.

6.1.4 **The President shall preside** as chair at all annual and general meetings. In the absence of the President, the Vice-President shall act as chair.

6.1.5 In the absence of the President and the Vice-President, the Members entitled to vote and present at any meeting of Members 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 act as chair.

6.1.6 The Annual General Meeting of the Members **shall be held within sixty days prior to the first of June** at a time, place and day determined by the President or Secretary, for the transaction of the following business to be set out in the agenda of such Annual General Meeting.

6.1.7 The Agenda for the AGM shall include:

- Approval of the minutes of the previous Annual General Meeting.
- Receiving reports of the activities of the Association during the preceding year.
- Receiving information regarding the planned activities of the Association for the coming year.
- Receiving and approving the Association's interim financial statements along with the Association's audited report from the previous season and, in addition, a preliminary financial forecast of anticipated revenues and expenditures which will be abnormally high or low for the coming year.
- Reporting on the Association's assets and investments.
- Appointment of the auditor(s) for the coming year.

- Consideration of any proposed amendments to the Constitution or Bylaws of the Association which have complied with constitutional time lines defined herewith, but shall not be made unless mover of such amendments gives notice thereof to the Secretary of the Association at least fifteen (15) days prior to the Annual General Meeting.
- Election of Executive.
- Election of Executive positions prematurely vacated in time.
- Transaction of any business other than financial, which relates to the business of the meeting referred to above, and notice and particulars of which are received by the Secretary of the Association in writing at least fifteen (15) days prior to the Annual General Meeting.

## **6.2 General Meetings**

6.3.1 A General Meeting may be called by the President or the Vice- President in the absence of the President or on a petition in writing to the Secretary signed by ten (10) or more Association members stating their concerns in writing.

6.3.2 Notice of any additional General Meetings shall be posted on the New Hamburg website at least fifteen (15) days prior to the date of such additional General Meeting.

6.3.3 Amendments to the Constitution and or By-laws may only be addressed at a General Meeting and require a minimum of fifteen (15) days' notice, and be published with the Notice of Meeting.

## **6.3 Additional General Meetings of Members**

8.1.2 In addition to the Annual General Meeting described in Article 6.1, a General Meeting of the Membership may be called at any time by a Resolution of the Executive.

8.1.3 The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

## 7. Error or Omission in Notice

- 8.2 No inadvertent error or omission in giving notice of any Annual General Meeting or General Meeting or any adjourned meeting, whether Annual or General, shall invalidate such a meeting or make void any proceedings taken at such meeting.

## 8. Quorum

- 9.2 A quorum for the Annual General Meeting or General Meeting shall be a minimum of 20 Members eligible to vote and present in person.
- 9.3 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.
- 9.4 Meetings lacking a quorum may be rescheduled;
- 8.1.1 With giving a 48 hour notice of meeting date and time and place.
  - 8.1.2 Do not require the normal posting requirements.
  - 8.1.3 Notice of the rescheduled meetings must be prominently posted on the web site.
  - 8.1.4 The rescheduled meetings shall be deemed to have a quorum.

## 9. Voting Procedures

- 9.1 A simple majority of votes cast by Members who are present and entitled to vote shall decide motions.
- 9.2 Amendments to the constitutional and/or By-Law require advance notice and a minimum approval of two thirds of the members present. See Article 25.
- 9.3 **Discussion.** Except for general enquiries and approval of minutes, etc. all debate must be preceded with a motion, preferably submitted in writing.
- 9.4 All motions require a qualified mover and seconder in order for a debate/discussion and a voting procedure to take place.
- 9.5 Only one motion and a maximum of two amendments may be entertained at a time.

## 9.6 Reconsideration

9.6.1 Reconsideration of a motion requires a two thirds majority of the members present in order to allow further discussion, defeat of the motion or submission of a motion on the same topic under discussion.

9.6.2 The Mover and Seconded must have voted with the majority in order to move a motion of reconsideration.

9.6.3 The next order of business becomes reasons for reconsideration and then the vote on reconsideration.

9.6.4 A subsequent motion on the topic may only be considered if the Reconsideration motion passes.

9.7 The Chair presiding at a meeting of members shall have a vote only in the event of a tie vote.

## 9.8 Voting Procedure

9.8.1 At all meetings every motion 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 a majority of members present entitled to vote.

9.8.2 The chair declares the results of every vote however, a member may ask for a second count in close calls. All second counts require a standing vote for ~~the~~ both the affirmative and negative side of the motion in question.

9.9 The chair shall not accept proxy votes or letters of intent.

## 10. Adjournments

10.1 Meeting Adjournments require a simple majority.

10.2 The business transacted at such adjourned meeting(s) shall be a continuation of the business transacted at the original meeting(s) from which such adjournment took place.

10.3 No notice shall be required of any such adjourned meeting other than to those Members present in person at the point of adjournment.

10.4 A lack of a quorum automatically adjourns a meeting.

10.5 **Robert's Rules of Order** will apply if the above rules and regulations become in doubt to a simple majority of members present.

## 11. Executive Board of Directors – Officers and Directors

11.1 The Association is governed by five officers and between 12 and 14 directors. The immediate Past President is deemed as a voting member of the executive. The Treasurer and Vice Treasurer, who are also voting members of the Executive is are appointed by the general membership.

### 11.2 An Executive Member Eligibility:

11.2.1 Shall be eighteen (18) or more years of age.

11.2.2 Shall be a member of the Association at the time of his or her election or appointment.

11.2.3 Shall be a member of the Association in good standing.

11.2.4 Shall remain a member of the Association throughout his or her term of office.

11.2.5 To be eligible to run for President, the individual must have served at least one year on the Executive in the immediate past two years. Service as Treasurer counts toward this requirement.

11.2.6 Other executive positions are excluded from the preceding restriction.

11.2.7 To be eligible for appointment as Treasurer, the individual should have an experienced background in the accounting or bookkeeping field and preferably hold an accounting designation (C.A., C.M.A., C.G.A. or C.P.A.).

11.2.8 Only one (1) member of any family will be allowed to hold a position designated as an executive Officer of the Association.

11.2.9 Must be a resident of Wilmot Township or close proximity.

11.2.10 A police record check will be required of any successful candidate subject to the NHHA/OMHA/OHF requirements.

### **11.3 Executive Membership**

11.3.1 The affairs of the Association shall be managed by an Executive of between 17 and 19 persons, three being the immediate Past President, Treasurer, and Vice-Treasurer and the remainder being elected at the Association's Annual General Meeting, as follows:

11.3.1.1 In even numbered years, the position of President and between six and seven directors will be elected for one (1) term of two (2) years.

11.3.1.2 In even numbered years, the Treasurer is appointed by the executive and ratified by the membership for a period of two years.

11.3.1.3 In odd numbered years, the positions of Vice President, Secretary and between six and seven directors will be elected for one (1) term of two (2) years.

11.3.1.4 In odd numbered years, the Vice Treasurer is appointed by the executive and ratified by the membership for a period of two years.

11.3.1.5 The two year term for elected officers and directors, and the appointed Treasurer and Vice-Treasurer will commence on the immediate First of June and expire on Thirty first of May two years later.

### **11.4 Change in Number of Directors**

11.4.1 To alter the size of the Executive an amendment to Article 13 is required and must be approved by a two thirds majority at an AGM.

## **12. Procedure for Election of Officers and Directors**

### **12.1 Nominations - AGM**

12.1.1 Nominations shall be accepted from the floor at the Annual General Meeting as per Article 11.2.

12.1.2 Each nominee must have a mover and a seconder.

12.1.3 If there is more than one nominee for a position, each nominee will be given the opportunity to speak (length of speech to be determined at that time) to the Membership at the Annual General Meeting.

12.1.4 No questions to the speaker(s) will be allowed from the floor.

12.1.5 Nominees may not be elected to more than one position on the Executive in the same election.

12.1.6 The chair may accept a written signed statement of intent for an absent member to run for a position.

## **12.2 Election Procedures - AGM**

12.2.1 The Secretary or the President shall prepare ballots to be used for voting at the Annual General Meeting of the Association.

12.2.2 The executive shall appoint the electioneer and scrutineer(s) by a majority vote.

12.2.3 The electioneer and scrutineer may not seek any of the positions offered.

12.2.4 The electioneer and scrutineer(s) shall supervise the election of Officers and Directors and shall distribute, collect and count all ballots and announce the results of the election of Officers and Directors at the Annual General Meeting.

12.2.5 In the event of a tie vote, nominees will be asked to ratify their intention to continue to seek the position, and subsequently ballots shall be cast again.

12.2.6 In the event of a tie remains following a second vote, the electioneer will request the Secretary to select the winning candidate from a blind draw.



- 12.2.7 **Vacancies.** The Executive may appoint replacements for any post that becomes vacant. The next General Meeting must be notified of all appointments made.

### **12.3 Removal of Officer or Director from Office**

- 12.3.1 Any member of the Executive may be removed from office upon written recommendation to the Executive signed by two (2) Executive members and with at least a two thirds vote of approval by the Executive. The members, in question, may not vote.
- 12.3.2 The next General Meeting must be notified of all terminations made.
- 12.3.3 **The membership may petition** a General meeting for the purpose of passing a resolution to remove an executive member before the expiration of his or her term. See Article 3.4.
- 12.3.4 The petition process shall be the avenue of last resort subsequent to failed deliberations with the Executive.
- 12.3.5 If the resolution is carried, the membership may then elect another executive member to replace the removed member and serve the remainder of the term.

### **12.4 Absenteeism**

- 12.4.1 It is expected that all Executive members attend all monthly meetings. If a member for any reason fails to attend a minimum of 50% of current fiscal year of executive meetings, the President shall inform the Executive at a regular monthly meeting of the absenteeism. At the monthly meeting, the item will be on the agenda and the Executive will decide the consequence which may include the forced resignation of the Executive member from the Executive for the remainder of his/her term. It may also be of consideration if a member is not able to attend meetings due to extraordinary circumstances in which case leniency shall be recommended. Attendance records may be kept and shared at the Annual General Meeting, if requested by one in attendance, when electing Executive members for subsequent terms.

## **12.5 Resignation**

12.5.1 An Officer / Director may resign his or her executive position by submitting a letter of resignation to the President of the Association.

## **12.6 Succession**

13.1.2 The Executive, as a whole, will determine the replacement of Officers/Directors and the subsequent ranking of officers, if necessary.

13.1.3 Any and all of these changes must be ratified by a majority vote at the next General Meeting.

# **13. The Officers and Directors**

## **13.1 Officers of the Association**

13.1.1 The Officers of the Association shall be the President, Vice-President, Treasurer, Vice-Treasurer and Secretary.

13.1.2 The signing officers shall be the President and one of the Vice-President, Treasurer, Vice-Treasurer or Secretary.

## **13.2 Assistants to Officers**

13.2.1 The Executive may appoint an assistant(s) to the Executive, as required, for their input, expertise or interest. The assistant may attend Executive meetings and participate in discussion, but are not eligible to vote.

## **13.3 The Directors of the Association**

13.3.1 The Association elects between 12 and ~~14~~ 15 Directors from the general membership.

13.3.2 The immediate Past President automatically becomes a Director.

## 14. Responsibilities of the Board Directors

### 14.1 The President

- 14.1.1 Has overall authority and responsible for the day-to-day operations of the Association in the absence of the executive.
- 14.1.2 Represents the Association in the Community.
- 14.1.3 Provides leadership to the Executive and uphold the Constitution and Bylaws of the Association.
- 14.1.4 Calls meetings as required.
- 14.1.5 Chairs the Executive Committee, and all meetings of the membership of the Association.
- 14.1.6 Is responsible for the conduct of such meetings, and oversees to the carrying out of the decisions of the Executive.
- 14.1.7 Exercises general supervision of the Association in accordance with policies determined by the Executive, CHA, OHF, OMHA and NHHA.
- 14.1.8 Designates necessary tasks to be fulfilled by appropriate members of the Association.
- 14.1.9 Acts as a representative of the Association to the OMHA or other recognized governing body when the appointed OMHA contact is not able.
- 14.1.10 Acts or appoints the Chair for any ad hoc committees.
- 14.1.11 Be an ex-officio voting member of all committees.
- 14.1.12 Is responsible for maintaining accuracy of records in accordance with the requirements under the Corporations Information act.

### 14.2 The Vice President

- 14.1.1 Assists the President in his or her duties.
- 14.1.2 Carries out such duties as assigned by the President.
- 14.1.3 Shall be available to substitute for the President when required and carry out such other duties as are assigned by the Executive.
- 14.1.4 Shall be available to assist any Executive member requiring assistance in the completion of his or her duties.

### 14.3 The Treasurer

- 14.4.2 Ensures adherence to and implementation of financial policies in the financial administration of the Association.

- 14.4.3 Keeps an accurate record of all monies received and dispersed and all accounts payable and receivable by acceptable accounting practices and in proper books of account.
- 14.4.4 Obtains executive approval for all funds expended, including investments or any other movement of funds and subsequently be recorded in the minutes of the meeting at which approval was given.
- 14.4.5 Ensures the submission of the books of account to the Auditor(s) of the Association at the end of the financial year.
- 14.4.6 Is responsible for presenting the Association's Financial Statements, including an Income and Expense Report and Balance sheet and a Preliminary Forecast of Anticipated Revenues and Expenditures for the coming year at the AGM.
- 14.4.7 Presents a monthly income statement and balance sheet report to the Executive.
- 14.4.8 Evaluates, reviews and recommends financial policy to the Executive.
- 14.4.9 Attends all Executive Meetings.
- 14.4.10 Carries out such duties as assigned by the President.

#### **14.4 The Vice-Treasurer**

- 14.4.2 Assists the Treasurer in their duties.
- 14.4.3 Carries out such duties as assigned by the Treasurer.
- 14.4.4 Shall be available to substitute for the Treasurer and carry out such duties as assigned by the President.

#### **14.5 The Secretary**

- 14.4.1 Is responsible for ensuring proper recording, transcribing and distribution of minutes of all Executive meetings, (Annual) General Meetings of Members and other assigned meetings and for ensuring that Association records are regularly and properly kept.
- 14.4.2 Ensures, or his or her designate, the proper custody of the corporate minutes and resolutions and other corporate records and documents.
- 14.4.3 Ensures all resolutions and amendments to the Constitution, bylaws and policies are accurately recorded and properly reflected in the official document(s).
- 14.4.4 Recommends policy to the executive regarding internal and external communications of the Association.
- 14.4.5 Is responsible for keeping the Association's official record book of minutes in order.

14.4.6 Acts as assistant to the President and other Executive members for such correspondence as is deemed necessary.

14.4.7 Carries out such duties as assigned by the President.

#### **14.6 The Directors**

14.5.1 The Directors participate on one or more of the following committees or in one or more of the following capacities as assigned by the President or as determined in the By-Laws.

- 14.5.1.1 Appreciation Day / Awards
- 14.5.1.2 Coaches' Appreciation Dinner
- 14.5.1.3 Coaches/Trainers Certification Clinics
- 14.5.1.4 Coaching Selection
- 14.5.1.5 Constitution/Bylaws/Manual of Operations
- 14.5.1.6 Equipment / Facilities
- 14.5.1.7 Game Sheets
- 14.5.1.8 Gatekeepers/Timekeepers
- 14.5.1.9 Hockey Resources Co-Ordinator
- 14.5.1.10 Ice Time Committee
- 14.5.1.11 Ice Time Scheduler / Office Manager
- 14.5.1.12 Liaison Committee / OMHA Abuse and Harassment Resolution
- 14.5.1.13 Local League Convenor and Credentials
- 14.5.1.14 OMHA Contact
- 14.5.1.15 OMHA Privacy Commissioner / Police Checks
- 14.5.1.16 OMHA Rosters
- 14.5.1.17 Questionnaires / Evaluations
- 14.5.1.18 Recording Secretary
- 14.5.1.19 Referee Assignor and Liaison
- 14.5.1.20 Registration
- 14.5.1.21 Rep and AE Convenor and Credentials
- 14.5.1.22 Sponsorship
- 14.5.1.23 Team Pictures
- 14.5.1.24 Trophies / Trophy Cases / Appreciation Day Awards
- 14.5.1.25 Tournaments / Special Events
- 14.5.1.26 Treasurer

- 14.5.1.27 Technology
- 14.5.1.28 Website Content Manager
- 14.5.1.29 Webmaster
- 14.5.1.30 Other ad hoc or new committees as determined by the Executive

## 15. Executive Committee Responsibilities

- 15.1 The affairs of the NHHA shall be administered by the Executive who may exercise all such powers that are exercised by the NHHA not otherwise expressly provided for by the Constitution, By Laws, Special Resolution or by legal statute.
- 15.2 The Officers and Directors of the Executive exercise the powers and discharge the duties of their office honestly, in good faith, and in the best interests of the NHHA.
- 15.3 Exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 15.4 The Executive is directly responsible for the day-to-day operations and shall continually strive for efficient management of the Association.
- 15.5 The Executive shall govern the Association in compliance with the Constitution, By-laws, Policies and powers of the Association, and all applicable legislative laws and regulations.
- 15.6 The management of the Association shall be vested in the Executive, which has full control of the management of all affairs of the Association and shall carry out and enforce the mission and values of the Association and have full power to adopt or rescind the association's bylaws and policies with the exception of the constitution.
- 15.7 It is the responsibility of all Executive members to ensure that the Constitution, bylaws and policies are adhered to by everyone connected with the Association.

- 15.8 It is the responsibility of all Executive members to ensure proper use of the New Hamburg Huskies logo and name by all members. It is important that there be only one logo in use at any one time to ensure consistency.

## 16. Executive Meetings

### 16.1 Regular Executive Meetings

16.1.1 Except as otherwise required by the Ontario Corporations Act, the Executive may hold meetings at such place or places and at such intervals as may be deemed necessary by the President or, in his or her absence, the Vice-President.

16.1.2 The Executive shall meet not less than twelve (12) times per year. These meetings are open to all members (identified in Article 3 of the Association in an observer capacity).

16.1.3 In-camera meetings or parts of a meeting may be held by the Executive. See Article 1.

16.1.4 The minutes of all open executive meetings shall be considered public and posted on the NHHA website.

16.1.5 In-camera minutes remain within the confidence of the executive body.

### 16.2 Special Executive Meetings

16.1.6 Special Executive Meetings may be called by the President or the Vice-President in the absence of the President.

16.1.7 On petition in writing to the Secretary signed by two or more Executive members.

16.1.8 Business transacted at a Special Executive Meeting shall be limited to the specified reason for calling the meeting.

### 16.3 Notice of Executive Meetings

16.3.1 Notice shall be communicated to all executive at least seven (7) days in advance of the meeting, unless all Executive members agree to the calling of a meeting on shorter notice or the Executive meeting is held on a regular day or date each month or immediately following a meeting of the Members of the Association.

16.3.2 Notice shall include a tentative agenda in the case of a regular Executive meeting and shall specify the business to be conducted in the case of a Special Executive meeting.

16.3.3 No formal notice of any Executive meeting shall be necessary if all the Executive members are present or if those absent signify their consent to the meeting being held in their absence.

#### **16.4 Presentations at Executive Meetings**

16.4.1 Any individual(s) not on the Executive wishing to make a presentation to the Executive must, one week prior to the meeting inform the Secretary of the Association as to the reason / rationale for their presentation and the Secretary shall so advise the President for inclusion on the agenda.

16.4.2 The President may decide to include such presentation either at a monthly Executive meeting or at another meeting with a specified subset of the Executive. The purpose of this authority is to ensure the agenda for monthly Executive meetings is reserved primarily for the business of running the minor hockey program, contains relevant content and can be completed within a general guideline of two hours.

16.4.3 Deputations will be limited to a 10-minute presentation followed by questions and/or answers from the Executive members.

16.4.4 Discussion with regards to the deputation will then take place. The Executive, after being satisfied with the extent of the discussion, shall call for a vote on the matter. The individual(s) will be notified of any decision rendered.

#### **16.5 Error in Notice**



16.5.1 An error or omission in giving notice for an Executive meeting may be waived by a simple majority of vote by the members present.

## **16.6 Adjournment of Executive Meetings**

16.6.1 A meeting of the executive of the Association may be adjourned at any time or from one point in time to another. The business transacted at such adjourned meeting(s) shall be a continuation of the business transacted at the original meeting(s) from which such adjournment took place.

16.6.2 No notice shall be required of any such adjourned meeting other than to those executive present in person at the point of adjournment.

16.6.3 A lack of a quorum automatically adjourns the meeting.

## **16.7 An Executive Quorum**

16.7.1 A quorum for any Executive meeting shall be 50% plus one of all current Executive members.

16.7.2 For clarity, when enumerating attendance at an Executive meeting the following positions shall be considered: President, Immediate Past President, Vice President, Treasurer, Vice-Treasurer, Secretary and Directors.

16.7.3 While eligible Honorary Lifetime Members described in Section 3.3.2 are eligible to vote as active members of the Executive, their attendance will not be considered when determining a quorum.

## **16.8 Voting**

16.8.1 Each member of the Executive shall have one vote. The Past President sits on the Executive as a consultative member with voting privileges.

16.8.2 The acting chair will vote only in the event of a tie vote.

16.8.3 Failing to vote, automatically defeats the motion.

16.8.4 Voting Procedure shall be decided by a show of hands unless a secret ballot is demanded by a Director.

## 17. Remuneration - Honorarium

17.1 The Executive shall serve without remuneration and no executive member shall indirectly or directly receive any remuneration, salary or profit from the position of Executive member for any service rendered to the Association.

17.2 The Executive may establish policies relating to reimbursement for reasonable expenses incurred in the performance of their duties as an Executive member of the Association.

17.3 An Executive member may accept an honorarium for doing a task where an honorarium is normally presented.

## 18. Indemnification of Executives

18.1 Every Executive member 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:

18.1.1 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.

18.1.2 All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default provided that, no Executive 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 an Executive, he or she has achieved complete or substantial success as a defendant.

## **18.2 Insurance**

18.2.1 The Association shall purchase and maintain such insurance for the benefit of its Executives past, present and future as the Executive may from time to time determine. The minimum level of liability coverage shall be \$10,000,000.00 per occurrence and annual aggregate.

18.2.2 Upon insurance and/or legal advice, the Insurance policy/coverage may be reviewed and changed by the Executive.

18.2.3 Any and all insurance changes must be further ratified at the next General Meeting.

## **19. Conflict of Interest**

### **19.1 A conflict of interest arises when:**

19.1.1 The issue before the executive directly impacts or is about an immediate disciplinary issue regarding the Executive member's child, spouse or team.

19.1.2 An Executive member directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association.

19.1.3 Any person entrusted to purchase or tender on any item for the Association is employed by or has been employed by anyone wishing to submit tenders in the previous six (6) months.

### **19.2 The Proper Action is:**

- 19.2.1 An Executive member shall immediately make a full and fair declaration of the nature and extent of the interest at an Executive or Association meeting or at the start of any topic.
- 19.2.2 An executive member being considered for a coaching, staff or appointed position shall be removed from the meeting before discussion takes place and is able to return on conclusion of the executive's decision.
- 19.2.3 Upon conclusion of the discussion, the Executive member(s) may be removed from the meeting at the time a vote is taken. The Executive member(s) who has a conflict of interest shall not be entitled to a vote.
- 19.2.4 Should any Executive member(s) remove themselves from any issue before the Executive / Association, it will be deemed as a conflict of interest.
- 19.2.5 Executive Member who declares having a child playing at that level may participate in the discussion.
- 19.2.1 If an executive member has made a declaration of an interest in a contract or transaction or other matter in compliance with this section, the Executive member is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- 19.2.2 If an executive member fails to make a declaration of interest in a contract or transaction or other matter in compliance with this section, the executive member shall account to and reimburse the Association for all profits realized, directly or indirectly, from any such contract or transaction or other matter.

## 20. Confidentiality

- 20.1 Every Officer and Director of the Association shall respect the confidentiality of matters brought before the Executive for consideration in-camera.
- 20.2 Failure to adhere to the precepts of confidentiality shall be grounds for immediate removal from the Executive on two thirds of the Executive members present.

## 21. Execution of Documents

### 21.1 The Treasurer shall:

- 21.1.1 Keep all the Association financial records.
- 21.1.2 Be responsible for having the auditor(s) present the Association's Financial Statements along with the auditor's report at the AGM.
- 21.1.3 Have the auditor's report reviewed by the executive prior to their presentation at the AGM.
- 21.1.4 Have a Preliminary Forecast of Anticipated Revenues and Expenditures for the coming year to be presented at the AGM.
- 21.1.5 Maintain the accounts of all investments and moneys due and received by the Association and make them available for inspection and scrutiny as required.

### 21.2 The Executive Shall Ensure That:

- 21.2.1 The registration committee keeps accurate yearly records of player registration and the fees paid on their behalf.
- 21.2.2 Prospective external auditor(s) are sought out for the coming fiscal year, prior to appointment at the Annual General Meeting.
- 21.2.3 All NHHHA players, coaches, trainers and managers are registered yearly in the manner specified by the OMHA Manual of Operations and OHF Handbook.
- 21.2.4 The proper granting of all player or participant certificates and provide and define qualification of all participants herein.
- 21.2.5 That all necessary books and records of the Association required by the Constitution of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

21.2.6 Proper banking authorization of any other person (excluding the Officers already defined) 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 Executive has designated as the banker of the Association.

21.2.7 The financial year end of the Association shall be thirty first of May of each year and to maintain the financial transactions accordingly.

## 22. Financial Arrangements

### 22.1 Deposit of Securities

22.1.1 All accounts shall be domiciled in the same branch to enable a smooth transition in signing officers on various accounts from year to year.

22.1.2 All bank accounts, general account and subsidiaries (fund raising account, lottery account, etc.) shall have multiple signing officers. Signing officers shall have an understanding of the use of the funds.

22.1.3 Expenditures shall be disclosed to the entire Executive on a timely basis.

22.1.4 Monies dispersed by the Association shall be decided by resolution of the Executive and ratified by the membership at the next general meeting.

22.1.5 All expenditures must be supported with receipts. Adequate amounts of cash are to be available to honour the Association's financial commitments on a timely basis.

## 23. Fiscal Management

23.1 All monies derived through the efforts of the Association shall revert to the Association's treasury and dispersed in a manner determined by the Executive, subject to conditions set out in the Constitution.

- 23.2 The Association is required to maintain a minimum Accumulated Surplus of 10% of total revenue, not including revenue from special fund-raisers for specific purposes fund-raisers for dedicated purposes, as defined in the financial statements presented at the AGM. In the event that the Accumulated Surplus should fall below this “floor” the Executive will be required to present a plan for recovery of this account in the Preliminary Forecast.
- 23.3 If the Accumulated Surplus account should exceed 15% of Total Revenue, not including special fund-raisers for specific purposes revenue, an allocation must be made in the following year’s Budget, and shown on the Preliminary Forecast, of an amount sufficient to reduce the Accumulated Surplus account to 10% of Total Revenue, not including special fund-raisers for specific purposes revenue.
- 23.4 Quotes from different suppliers should be obtained on expenditures over \$1,000.00. Attempts would be made, within reason, to support local businesses and New Hamburg Hockey Association sponsors.
- 23.5 The Executive shall not authorize any Director or Officer of the Association or any person to make arrangements to borrow money on the credit of the Association.
- 23.6 Surplus funds of the Association may only be invested in a highly rated financial institution (bank, insurance company or credit union) and may only be invested in either chequing accounts, savings accounts, money market funds or guaranteed investment certificates.

## 24. Notice

### 24.1 Computation of Time:

- 24.1.1 In computing the date when notice must be given under any provision of the Constitution or bylaws requiring a specified number of days’ notice of any meeting or other event, the date of giving the notice is included, unless otherwise provided.

### 24.2 Omissions and Errors:

24.2.1 The accidental omission to give notice of any meeting of the Executive or Members or the non-receipt of any notice by any Director or Member or by the auditor(s) 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.

24.2.2 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.

### **24.3 Method of Giving Notice:**

24.3.1 Whenever under the provisions of this Constitution of the Association, notice is required to be given, such notice may be given either personally or by telephone or by e-mail 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.

24.3.2 Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid.

24.3.3 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.

## **25. Amending the Constitution**

25.1 Amendments to the Association's Constitution may be made only at the Association's Annual General Meeting or a General Meeting, but shall not be made unless the mover and seconder of such amendment(s) shall give written notice thereof to the Secretary of the Association at least fifteen (15) days prior to the (Annual) General Meeting in which the amendment is to be made.

25.2 Any and all proposed amendments to be posted at least ten (10) days prior to the meeting. The Executive shall determine date, time and place to be posted at least ten (10) days prior to the (Annual) General Meeting date.



- 25.3 An amendment to the Constitution recommended by the Executive shall be subject to the conditions as set out in Article 25.1
- 25.4 A motion to amend the Constitution recommended by the Executive or proposed by a Member must be approved by a two- thirds vote of the Members present at the (Annual) General Meeting.
- 25.5 The Members at the (Annual) General Meeting may confirm, amend or reject the proposed Constitution or Article or the amended Constitution or Article.

## 26. Rules of Procedure

- 26.1 The rules of the Association are in accordance with the latest official rules of the CHA, the OHF and the OMHA.
- 26.2 The Constitution and the By-Laws of the Association also govern the association.
- 26.3 The rules of the CHA, the OHF and the OMHA take precedence over the Constitution and the By-Laws of the Association.
- 26.4 Voting procedures and adjournments are governed by Articles 9 and 10 of this document.
- 26.5 The Association's rule changes made during the playing season will be distributed to each team coach and posted in the New Hamburg Arena and on NHHA's website.
- 26.6 Robert's Rules of Order.

## 27. Abuse and Harassment

- 27.1 The Association will not tolerate any interference with referees, game officials, or team officials by spectators and participants.

- 27.2 The Association shall enforce the Abuse and Harassment policies as mandated by the OHF, OMHA, NHHA.
- 27.3 All complaints and investigation shall be exercised in accordance with the OMHA / OHF prescribed directives.
- 27.4 Any person engaging in physical or verbal abuse of a referee, player, parent or team official on or off the ice may be subject to:
- 27.4.1 Removal from the arena.
  - 27.4.2 Be refused admission to any Association sponsored game, House League or Rep/Additional Entry League game for a period of time as determined by the Executive.

## 28. OMHA / NHHA Code of Conduct

- 28.1 This Code of Conduct identifies the standard of behaviour which is expected of all OMHA / NHHA members and participants, which for the purpose of this policy shall include all players, guardians, parents, coaches, officials, volunteers, directors, officers, committee members, convenors, team managers, trainers, administrators and employees involved in OMHA /NHHA activities and event.
- 28.2 OMHA / NHHA is committed to providing an environment in which all individuals are treated with respect. Members and participants of OMHA / NHHA shall conduct themselves at all times in a manner consistent with the values of OMHA / NHHA which include fairness, integrity and mutual respect.
- 28.3 During the course of all OMHA /NHHA activities and events, members shall avoid behaviour which brings OMHA / NHHA or the sport of hockey into disrepute, including but not limited to abusive use of alcohol, use of non- medical drugs and use of alcohol by minors.
- 28.4 OMHA / NHHA members and participants shall at all times adhere to OMHA / NHHA's operational policies and procedures, to rules and regulations governing OMHA / NHHA events and activities, and to rules and regulations governing any competitions in which the member participates on behalf of OMHA / NHHA.

- 28.5 Members and participants of OMHA / NHHA shall not engage in any activity or behaviour which interferes with a competition or with any player or team’s preparation for a competition, or which endangers the safety of others.
- 28.6 Members of OMHA / NHHA 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, and will be dealt with under OMHA / NHHA’s Harassment policy.
- 28.7 Failure to comply with this Code of Conduct may result in disciplinary action in accordance with the Discipline Policy of OMHA / NHHA. Such action may result in the member losing the privileges which come with membership in OMHA / NHHA, including the opportunity to participate in OMHA / NHHA activities and events, both present and future.

## 29. Revision History

0.00	2004.04.04	Created
0.01	2012.02.26	Revised
0.02	2020.04.15	Revised as per Nov 25, 20 AGM minutes
0.03	2022.05.25	Revised as per AGM minutes to add Vice-Treasurer in Section 11, 13, and 14.