

CONSTITUTION
OF
THE GARDEN CITY MINOR HOCKEY ASSOCIATION

Preamble

WHEREAS the City of St Catharines (hereinafter called “the City”) has three (3) Ontario Minor Hockey Association (“OMHA”) Rep Associations (hereinafter called “Member Associations”);

AND WHEREAS two (2) member associations wish to partner operations under the umbrella of the Garden City Minor Hockey Association in an effort to improve the relationships between each Member Association and to work together to support each other as opposed to competing with one another for available resources, coaches and players;

AND WHEREAS the Garden City Minor Hockey Association’s mandate and purpose shall be to work together to better the existing hockey programs in the City, improve the calibre of hockey in the City and administer all levels of hockey more efficiently and for the benefit of all involved.

“NOW THEREFORE” these two (2) associations hereby:

establish one Association, to be known as the Garden City Minor Hockey Association (GCMHA), whose purpose shall be to work together to better the existing hockey programs in the City, improve the calibre of hockey in the City and administer all levels of hockey more efficiently and for the benefit of all involved; and enact the following bylaws for the regulation of the Association’s business.

BY-LAW Number 1

OF

GARDEN CITY MINOR HOCKEY ASSOCIATION

(Hereinafter referred to as “GCMHA”)

ARTICLE 1 - Definitions

1.1 The following terms, when used in this Constitution, and in all other playing policy, rules and resolutions of the Association, shall have the following meanings unless the context otherwise requires:

1.1.1 All terms defined in the Corporations Act have the same meaning in this Constitution and all resolutions of the association.

1.1.2 “AGM” means annual general meeting of the Members;

1.1.3 “Association” means the separate, stand-alone Ontario not-for-profit corporation, Garden City Minor Hockey Association, (or such other name as the Association may in the future legally adopt);

1.1.4 “Board” means Board of Directors of the Association;
“Centre” shall mean a minor hockey association within the OMHA;

1.1.5 “CHA” means the Canadian Hockey Association (or any other name as the CHA may in the future legally adopt).

1.1.6 “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.

1.1.7 “Director” means an individual who has been elected or appointed to the Board of Directors of The Association.

1.1.8 “Executive officers” means the individuals who hold the offices enumerated in Article 11.

1.1.9 “GCMHA” shall mean Garden City Minor Hockey Association;

1.1.10 “HC” means Hockey Canada (or such other name as Hockey Canada may in the future legally adopt);

1.1.11 “He/she” in this constitution and in all other by-laws of The Association hereafter passed, unless context otherwise requires, refers to singular or plural number of the masculine or feminine gender as the case may be.

1.1.12 “Jr. Falcons” shall refer to Garden City Minor Hockey “AA” team name: “Warriors” shall refer to the “A” team and “Bulldogs” shall refer to the “AE” team name.

1.1.13 “Inaugural Board” means the Directors appointed for the inaugural year of the Association in accordance with Article 9;

1.1.14 “Inaugural Year” means the period immediately following incorporation until the first AGM of the Association following the 2011-2012 hockey season;

1.1.15 “Letters Patent” is the legal document prepared for government approval, which approval, when granted, gives “life” – corporate status, to the Association;

1.1.16 “Meeting of Members” means any meeting of the classes of membership set out in Article 7, either separately or in concert;

1.1.17 “Members” means all classes of membership in the Association as more particularly set out in Article 6;

1.1.18 “OHF” means the Ontario Hockey Federation (or any other name as the OHF may in the future legally adopt);

1.1.19 “OMHA” means the Ontario Minor Hockey Association (or any other name as the OMHA may in the future legally adopt);

1.1.20 “Policies” means written statements governing issues affecting the affairs of the Association which have been considered and approved by the Board, from time to time, including any applicable code of conduct;

1.1.21 “Registered Player” means a player registered with the Association, paid-up to date and playing with the Association;

1.1.22 “Special Resolution” means a resolution requiring 66.7% of votes cast to pass;

Article 2 – Registered Office and Corporate Seal

2.1 The registered head office of the Association shall be Bill Burgoyne Arena, Linwell Street, St Catharines, Ontario and thereafter as the Association may decide and register, from time-to-time, by Special Resolution of the Members. The mailing address shall be P.O. Box 27025, Lakeport Post Office, 600 Ontario Street, St Catharines, Ontario, L2N 7P8 and thereafter as the Association may decide and register, from time-to-time, by Special Resolution of the Members. Until changed in accordance with the Act, the Head Office of the corporation shall be in the City of

2.2 The corporate seal of the Association shall be in a form that the Board may by resolution adopt from time to time.

Article 3 - Member Organizations

3.1 The parties hereto, together with their successors or such other organizations which may be added to the Association, shall comprise the GCMHA:

- The present St. Catharines Jr. Falcons who will be responsible for operating “AA” hockey in the City;

- The present St. Catharines Warriors who will be responsible for operating “A” hockey in the City;
- The present Merritton Athletic Association Bulldogs will be represented on a committee under the board and be responsible for operating “AE” and Local League Hockey in the City;

3.2 MERRITTON OPT-OUT CLAUSE

Based on approval from the OMHA Board of Directors on January 24, 2009, Merritton Athletic Association has been given the opportunity to opt out of GCMHA at the end of the third operating year (as of March 31, 2012). If the Merritton Athletic Association wishes to terminate its relationship with the GCMHA, it must forward, in writing, a notice of withdrawal to the GCMHA and the OMHA, prior to December 31, 2011.

3.3 GEOGRAPHIC BOUNDARIES

The combined geographic boundaries of St. Catharines Centre and the former Merritton Centre, as defined by the OMHA, will serve as the geographic boundaries of the GCMHA.

ARTICLE 4 - PURPOSE AND OBJECTS

4.1 The objects of the Association contained in the Letters Patent shall be as follows:

4.1.1 “To promote, administer and improve organized minor hockey in St Catharines by:

4.1.2 Having and exercising a general care, supervision and direction over all participating Association activities; and

4.1.3 Fostering and encouraging the sport of hockey within the combined boundaries of St. Catharines Centre and the former Merritton Centre, as defined by the OMHA shall serve as the boundaries of the GCMHA;

4.1.4 Fostering community spirit among its members and all supporters;

4.1.5 Promoting the Association to other hockey organizations and affiliates, community sponsors, civic leaders and the community at large, and

4.1.6 Promoting keen sportsmanship and the development of healthy minds and bodies.

ARTICLE 5 - AFFILIATIONS

The Association shall have the following affiliations:

5.1 Hockey Canada (HC), Ontario Hockey Federation (OHF), Ontario Minor Hockey Association (OMHA); The Rules of the CHA shall apply except as varied from time to time, by the OMHA.

5.2 The Association shall operate in cooperation with the recreation, parks department and arena associations, as the case may be, of the Centre Participants.

ARTICLE 6 - MEMBERSHIP

6.1 There shall be one (1) class of membership in the association, namely Adult membership.

6.1.1 Adult membership shall consist of other individuals as are admitted as Adult members by the Board of Directors. In addition, the persons holding the following offices or positions shall be Adult members:

- 6.1.1.1 Members ex officio of the Association:
- 6.1.1.2 Program Coordinators
- 6.1.1.3 Committee Members
- 6.1.1.4 Group Leaders
- 6.1.1.5 Instructors and Coaches and Approved Team Staff
- 6.1.1.6 Other appointed volunteers

6.2 HONOURARY MEMBERS

6.2.1 The Board of Directors, may by special resolution, designate from time to time such persons as Honourary Members, who in the opinion of The Board have provided meritorious and outstanding service to the Association.

6.2.2 The Board shall award such recognition by written Nomination submitted to The Secretary and approved by at least two-Thirds (2/3) of The Board of Directors.

6.2.3 All written nominations must be submitted to The Secretary at least Sixty (60) day's prior to the approval of any such award by the Board.

6.2.4 Honourary membership shall NOT entitle the holder thereof to vote.

ARTICLE 7: TERM OF MEMBERS AND ELIGIBILITY

7.1 MEMBERSHIP LIST: The Secretary of the Association shall prepare a list of current Adult Members. Such list of members shall be used to determine eligibility to attend and vote at the Annual General Meeting and any other meeting of the Members.

7.2 MEMBERSHIP YEAR: Unless otherwise determined by the Board, every Membership, other than Honorary and Lifetime Memberships, shall commence on or after April 1 in each

year, and shall lapse and terminate on the 31st day of March of next year following the date on which such Membership commenced.

7.3 TERMINATION: Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death. Members may resign from the Association by submitting in writing their resignation addressed to the Association.

7.4 MEMBERSHIP FEES: Membership fees shall be established from time to time by Resolution of the Board.

7.5 RIGHT TO VOTE:

7.5.1 VOTING OF MEMBERS:

Each Adult Member in good standing and of legal age (18) shall at all Annual General meeting be entitled to one vote only, per registered player or as qualified under 6.1 g.

7.5.2 At all meetings of members every question shall be decided by a bare majority of the votes of the Adult Members present and voting in person, unless otherwise required by the bylaws of The Association. Every question shall be decided in the first instance by a show of hands, unless any Adult Member demands a poll. Upon a show of hands, every Adult Member having one vote, and unless a poll be demanded, a declaration by the Chairman of the meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes of The Association, shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person and such poll shall be deemed the decision of the Adult Members in general meeting upon the matter in question. Every member of the association who is entitled to a vote shall have a vote on all questions. The President shall be entitled to vote on all questions and a tie vote shall be deemed to be negative.

7.5.3 All Adult members of The Association in good standing shall be eligible to vote at the General and/or General Special Membership meeting.

7.5.4 There shall be no proxy vote.

ARTICLE 8 – MEETINGS OF MEMBERS

8.1 The Annual General Meeting of the GCMHA will be held in the month of May with a date to be determined each year by the Governing Board of the GCMHA.

8.2 NATURE OF THE BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING:

8.2.1 To receive and consider the annual report of The Board of Directors, the Financial Statement, and the Report, if any, of the auditors.

8.2.2 To ratify all acts, by-laws and proceedings of The Directors and Executive since the last Annual meeting of the members.

8.2.3 To review and consider such amendments to The Constitution as may be presented.

8.2.4 To act upon a member's proposal if such a proposal was made in writing and presented to the Secretary of the association at least thirty (30) days prior to the date of The Annual General Meeting;

8.2.5 To elect the Officers and Directors of the Association for the following Year.

8.2.6 To transact such further business as may properly be brought before the meeting or any adjournment thereafter.

8.3 GENERAL SPECIAL MEETING:

At the written, signed request of any six (6) members of The Board of Directors, The President will call a General Special Meeting of all members of The Association within thirty (30) days. Any motions passed at The General Special Meeting shall have the same force and effect as if passed at a Annual General Membership Meeting.

8.4 Fourteen (14) days' written notice shall be given to each voting member on the Association website of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy.

8.5 Each voting member present at a meeting shall have the right to exercise one vote. There shall be no proxy votes

8.6 A bare majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the *Act* or these By-laws.

The following affirmative voting requirements are necessary for the passing of any voting matter:

- i) Constitution Amendments – 2/3 majority of votes cast.

- ii) Bylaw Amendments – 2/3 majority of votes cast;
- iii) Policy and procedure changes – bare majority of votes cast;
- iv) Election of Officers – bare majority of votes cast;
- v) Other Miscellaneous Matters – bare majority of votes cast.

8.7 EXECUTIVE MEETING:

At the discretion of The President, The Executive shall meet a minimum of every three months in order to effectively administer the business of the Association.

8.8 ADJOURNMENTS:

Any meeting of The Association or of The Board of Directors may be adjourned at any time. Such business that may have been transacted at the original adjourned meeting may be as transacted at the proceeding meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made because no quorum is present.

8.9 ERRORS AND OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.

8.10 - QUORUM

8.10.1 ANNUAL GENERAL MEETING: A quorum shall consist of a minimum at least of 50% of the Directors and five (5) other members of The Association.

8.10.2 BOARD OF DIRECTORS MEETING: A quorum shall consist of a minimum at least 50% of the Directors. The Executive will determine the sitting number of directors and executive at the May Board of Directors meeting.

8.10.3 GENERAL SPECIAL MEETING: A quorum shall consist of a minimum at least of 50% of the Directors and ten (10) other members of The Association.

8.10.4 EXECUTIVE MEETING: A quorum shall consist of a minimum of three (3) Executive

Members.

8.11 ANNUAL ELECTIONS

8.11.1 A nomination committee shall be appointed by the President, consisting of two current Directors, and three members of the Association.

8.11.2 The nomination committee shall present to the Annual Meeting, a slate of candidates consisting of:

- 8.11.2.1 President
- 8.11.2.2 1st Vice President
- 8.11.2.3 2nd Vice President
- 8.11.2.4 Past- President
- 8.11.2.5 Treasurer
- 8.11.2.6 Director-At-Large
- 8.11.2.7 Director-At-Large
- 8.11.2.8 Director-At-Large
- 8.11.2.9 Director-At-Large
- 8.11.2.10 Director-At-Large
- 8.11.2.11 Director-At-Large
- 8.11.2.12 Director-At-Large

8.11.3 Candidates who meet the eligibility requirements and are considered suitable by the Nominating Committee shall be elected from the membership of The Association after receiving written confirmation from the candidate agreeing to stand for election.

8.11.4 The chairman of the meeting shall ask for further nominations from the floor of the Annual Meeting. Any candidate nominated from the floor must be present, or must have submitted a letter indicating his/her intention to stand for election.

8.11.5 Anyone nominated for President, 1st Vice President, or 2nd Vice president must have served at least one full year as a Director.

8.11.6 The Chairman of the nominating committee or the immediate Past- President shall act as the chairman for the election of officers.

8.11.7 A list shall be provided to all members of GCMHA indicating the number of votes cast for each nominee.

ARTICLE 9 – GOVERNING BOARD

9.1 Inaugural Governing Board

The Inaugural Governing Board of the GCMHA is the Board of Directors in office during the inaugural year of the Association and shall be comprised of persons duly appointed by the Member Associations.

9.2 The applicants for incorporation shall become the provisional directors of the corporation whose term of office on the board of directors shall continue until their successors are elected. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation.

ARTICLE 10 - BOARD OF DIRECTORS

10.1 The Board of Directors shall manage the affairs of The Association. The Board shall consist of the following:

- 10.1.1 President
- 10.1.2 1st Vice President
- 10.1.3 2nd Vice President
- 10.1.4 Past- President
- 10.1.5 Treasurer
- 10.1.6 Director-At-Large
- 10.1.7 Director-At-Large
- 10.1.8 Director-At-Large
- 10.1.9 Director-At-Large
- 10.1.10 Director-At-Large
- 10.1.11 Director-At-Large
- 10.1.12 Director-At- Large

10.2 Any Director who is absent from three (3) meetings without giving previous notice to The Administrator or has not attended 75% of board meetings, or any director failing to carry out the responsibility assigned by the President shall be deemed to have forfeited his/her position as director, upon review by Executive

10.3 The Directors shall, as arranged by The President, accept individual assignments, serve on committees, and shall attend such meetings as may be required involving activities of The Association.

10.4 Any vacancy to The Board of Directors, other than the Executive, shall be filled by appointment to The Board, with full voting privileges, the member of The Association in good standing having the next highest majority of votes at the preceding Annual General Meeting. If for some reason there is no member available from the preceding Annual General Meeting, the Executive may recommend a member of the Association for a Director position. The Board of Directors may approve this recommendation with a simple majority vote. If approved, the new Director, with full voting privileges, will assume his/her responsibilities as a Director immediately.

10.5 If the director resigns in his/her two-year term, then the appointed director shall complete the current year of the term. At the Annual General Meeting that position will be up for nominations.

10.6 The office of any Officer or any Director of The Association shall be vacated if such Director:

10.6.1 Has dealings with money and becomes bankrupt or is declared insolvent.

10.6.2 Becomes of unsound mind.

10.6.3 Resigns office by notice in writing to The Association.

10.6.4 Is convicted of a serious criminal offense.

10.6.5 Contravenes The Aims and Objectives of The Association.

10.6.6 Acts contrary to The Constitution and By-laws of the Association.

10.6.7 Permits, condones, or directs any person to act contrary to The Constitution and By-laws of The Association.

10.7 The Director or Officer shall be called upon to resign his position if a written notice of motion is made to The Board of Directors and to the offending Director or Executive at least twenty-one (21) days prior to the next monthly meeting of The Board of Directors. If the Director or Officer refuses to resign his position, The Board of Directors, may upon a simple majority vote direct that the said Director or Executive be removed from his position and that his position be vacated.

10.8 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

10.9 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

ARTICLE 11 - OFFICERS

11.1 The Officers of the Association shall consist of:

11.1.1 Immediate Past President

11.1.2 President

11.1.3 1st Vice-President

11.1.4 2nd Vice-President

11.1.5 Treasurer

11.2 TERMS OF OFFICE

11.2.1 The term of office for President, 1st Vice-President, 2nd Vice-president and Treasurer shall be two (2) years.

11.2.2 No person shall serve as President for more than three (3) consecutive Terms.

11.2.3 No person shall serve as Treasurer for more than three (3) consecutive terms.

11.3 DUTIES OF OFFICERS

11.3.1 THE PRESIDENT

The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the corporation and of the board of directors. He shall have the general and active management of the affairs of the corporation. He shall see that all orders and resolutions of the board of directors are carried into effect.

11.3.2 THE VICE-PRESIDENT

The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.

11.3.3 THE TREASURER

The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. He shall also perform such other duties as may from time to time be directed by the board of directors.

11.3.4 THE BOARD OF DIRECTORS MAY APPOINT A SECRETARY

The board of directors, upon resolution, may appoint a Secretary empowered to carry out the affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall be custodian of the seal of the corporation, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

11.3.5 ALL OTHER OFFICERS

The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

ARTICLE 12 – DIRECTORS’ MEETINGS

The Board of Directors shall hold at least one regular meeting per month to consider the business of The Association and any other related matters. The date of the first monthly meeting shall be established by the President of The Association following the Annual Meeting. The President or his delegate, whenever possible, shall call the members of The Board of Directors at least seven (7) days prior to the date of the meeting. The dates of the regular monthly meeting of The Board of Directors, following the first meeting, shall be established mutually by Members of The Board of Directors.

12.1 Questions arising at any meeting of The Board shall be decided by a majority of votes. **ALL** Officers and all Directors may vote on all issues. In the case of an equality of votes, the result is deemed to be negative. All votes at any such meeting shall be taken by ballot if it is so demanded by any Director present. But if no demand is made the vote shall be taken in the usual way by assent or dissent. A declaration by The Chairman of the meeting that a resolution has been carried and an entry to that effect in the minutes of the meeting shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. In absence of The President, the 1st Vice-President may perform the duties of the President, and then in his absence the 2nd Vice-President, or in his absence such other Director as the Board may, from time to time, appoint for this purpose.

ARTICLE 13 – DUTIES AND RESPONSIBILITIES OF THE BOARD

- 13.1 The Governing Board of GCMHA shall be responsible for the following:
 - 13.1.1 Governing the proper movement of players within the various levels of rep hockey;
 - 13.1.2 Defining a tryout process and fee structure that will work for all members; and
 - 13.1.3 Creating developmental programs for both coaches and players.

ARTICLE 14 - FINANCES

14.1 Association revenues shall be acquired through methods approved by the Executive which may include:

- 14.1.1 fees for player registrations;
- 14.1.2 periodic dues for members;
- 14.1.3 assessments for teams and/or members;
- 14.1.4. revenues from sale of products with the Association trade -marks and/or symbols;
- 14.1.5. revenues from fund raising events/programs;
- 14.1.6. revenues from Sponsors & for Sponsorship programs — both Corporate and Private;
- 14.1.7. revenues from donations/bequests; and/or
- 14.1.8 any other method approved by the Executive.

14.2 All revenues received, except for revenues accrued through games controlled by the Ontario Lottery and Gaming Corporation (OLGC), shall be deposited into a general fund account in the name of the Association and subject to the approval of the Executive, be expended for the ongoing maintenance/ administration of the Association in pursuit of its Objects and/or Mission.

14 .3 AUDIT

Proper financial records shall be maintained by the Treasurer and submitted to an independent Chartered Accountant who shall be retained to provide an audit opinion on the financial statements which shall be subject to approval by the Executive and a quorum of members in attendance at the Annual General Meeting (AGM).

The members shall, at each Annual General Meeting, appoint an auditor to review the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

14.4 FINANCIAL YEAR

The financial year of the Association shall be from April 1 to March 31.

14.5 SIGNING AUTHORITY

Deeds, transfers, licenses, contract, cheques, bill of exchange or other orders for the payment of money, notes or other documents, or negotiable instruments issued or entered into on behalf of The Association shall be signed by two (2) officers of The Association, namely the President and the Treasurer: or in the absence of the, The President, The 1st Vice President and in the absence of the Treasurer, the Secretary.

14.6 BORROWING AUTHORITY

The Board of Directors may from time to time, upon approval of 75% of The Board of Directors, borrow monies and pledge such security as may be required from the current Fiscal Year up to the limit of ten thousand dollars (\$10,000.00) for purposes of operating expenses of The Association; and in excess thereof for any other purpose only upon the approval of The General Membership of the Association in Special Meeting called for that purpose.

14.7 DEPOSIT OF SECURITIES

The securities of the Association shall be deposited 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 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 institution which may be selected as custodians by 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.

ARTICLE 15 – COMMITTEES OF THE BOARD

The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The Association shall create the following standing committees which shall operate within the provisions of the constitution and the by-laws of The Association.

15.1 The following Committees are standing committees of the Board:

AA Hockey Committee

A Hockey Committee

AE Committee

Convenors

Special Events

Fundraising

House League Committee

Such further and other committees as The Board of Directors may from time to time by special resolution create.

Each committee wherever possible shall be comprised of at least three (3) persons, one (1) of whom shall be selected as Chairman, and where necessary, a secretary/treasurer.

The directors shall determine the authority, jurisdiction and duties of these committees.

Save and except where authorized by The Board of Directors, no committee shall have the power to act for or on behalf of The Association or otherwise commit or bind The Association to any course of action. Committees shall only have the power to make recommendations to The Board of Directors, or to the members, as the board may, from time to time, direct.

15.2 CONFLICT OF INTEREST

Every committee member or director of a who directly or indirectly has an interest in a proposed contract or transaction with the Association shall make a full and fair declaration of the nature and extent of the interest at the meeting, and will refrain from voting or speaking in debate on such contract or transaction; and will refrain from influencing the decision on such contract or transaction.

The declaration of a conflict of interest shall be made at the meeting at which the question of entering into the contact or transaction or other matter is first taken into consideration or, if the Director is not at that Board Meeting, his declaration of a conflict of interest shall be made at the next meeting held or after the committee member or director assumes the office.

ARTICLE 16 - PROTECTION OF DIRECTORS, OFFICERS AND AUTHORIZED PERSONNEL

16.1 LIMITATION OF LIABILITY:

No Director, Coach, Manager, Trainer or any person authorized by The Board of Directors or The Executive to act on behalf of The Association, shall be liable:

16.1.1 For the acts, receipts, neglects or defaults of any other Director, Coach, Manager, Trainer, or any person authorized by The Board of Directors to act on behalf of The Association.

16.1.2 For any loss, damage or expense happening to The Association through the insufficiency of title to any property acquired by The Association, or on behalf of The Association.

16.1.3 For the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to The Association shall be invested.

16.1.4 For any loss or damage arising from the bankruptcy, insolvency or wrongful acts of any person with whom any of the moneys, securities or effects of The Association shall be deposited.

16.1.5 For any loss occasioned by any error of judgement or oversight of his/her part.

16.1.6 For any other loss, damage or misfortune which may happen in the execution of the duties of his/her office or in relation thereto.

16.1.7 Provided that nothing herein shall relieve any Director, Officer, or other authorized personnel from the duty to act in accordance with the constitution and bylaws to The Association or from liability for any breach there.

16.2 INDEMNITIES TO DIRECTORS, OFFICERS AND AUTHORIZED PERSONNEL:

Every Director, Officer, Coach, Manager, Trainer, or any other person authorized by The Board of Directors to act on behalf of The Association and his or her heirs, executors, administrators and other legal personnel representatives, shall be indemnified and saved harmless by The Association from and against:

16.2.1 all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action suits or proceeding that is brought, commenced or prosecuted against him 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

16.2.2 all other cost, charges and expenses that he 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 Directors 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 in his capacity as a Director, he has achieved complete or substantial success as a defendant.

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

16.3 Any person purporting to act on behalf of The Association and/or any committees of the association without the authority of The Constitution, bylaws and The Board of Directors shall be personally liable for the consequence of his or her actions.

16.4 Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board.

ARTICLE 17 - EXECUTION OF DOCUMENTS

17.1 Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. 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.

17.2 BOOKS AND RECORDS: The Board shall ensure that all necessary books and records of the Association are regularly and properly maintained and any contracts or agreements are filed for safekeeping

ARTICLE 18 - DISSOLUTION

If at any time, The Association shall cease to carry out the aims and objectives as herein stated, all assets and property held by it, whether in trust or otherwise, shall, after payment of its liabilities, revert to the succeeding minor hockey association; or, if no organization is in existence at that time, such assets shall be sold by public auction and the net proceeds from the sale shall be paid to such charitable organization as The Board of Directors may in their

sole and absolute discretion decides upon.

ARTICLE 19 - AMENDMENTS

19.1 The Constitution shall not be amended except at The Annual General Meeting or at any General Special meeting of the Association.

19.2 Written notice of any proposed amendment to The Constitution shall be served on The Secretary of the Association at least thirty (30) days prior to the date of The Annual General Meeting.

19.3 Service of the notice may be made by personal delivery of the same to The Secretary or by prepaid registered mail addressed to The Secretary at the mailing address of The Association.

19.4 Where service is effected by mail, the notice shall be deemed to be served on The Secretary on the fourth (4th) day following the date of registration of the notice.

19.5 The Board of Directors may by resolution, amend, repeal or re-enact any by-law of The Association. Any such amendment, repeal or re-enactment, unless in the meantime confirmed by a majority of the votes cast at a General Meeting of the members called for that purpose, is effective only until the next Annual General meeting of the members. At that time it must be voted on and confirmed by the members or it will cease to have affect at that time.

19.6 Amendments to the by-laws and playing rules may be effected at any meeting of The Board of Directors, at which a quorum is present, by two-thirds (2/3) majority vote, provided that the notice of motion has been given at the preceding Board of Directors meeting. Amendments to by-laws at the Annual meeting shall be proposed and dealt with in a similar manner to proposed amendments to the Constitution.

ARTICLE 20 - OWNERSHIP OF PROPERTY

20.1 All articles, equipment, furniture, furnishing or chattels received or purchased by any person or persons on behalf of The Association are deemed to be the property of The Association.

ARTICLE 21 - RULES OF PROCEDURE

21.1 The rules contained in the most current edition of "Roberts Rules of Order" shall govern the rules and procedures to be used in conducting the Meeting and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the

constitution or other governing documents or laws affecting the Association.

ARTICLE 22 - DECISIONS AND COMPLIANCE

22.1 All players and all members of The Association by virtue of their participation are automatically bound to comply with all provisions of the constitution, bylaws, and playing rules, code of conduct and are automatically bound to accept the decision of all authorized officials, either elected or appointed, subject of course to the rights or protest.

22.2 COMPLAINTS All complaints must be in letter form and addressed to:

THE PRESIDENT
GARDEN CITY MINOR HOCKEY ASSOCIATION
P.O. BOX 27025
LAKEPORT POST OFFICE
600 Ontario Street
St. Catharines
L2N 7P8

Such complaints will be dealt with at the next meeting of the Board of Directors.

ARTICLE 23 - REPEAL OF PRIOR BY-LAWS & CONSTITUTION

23.1 REPEAL All prior By-laws and constitutions of the Association, including the document entitled the “constitution” of the Association are hereby repealed.

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

ARTICLE 24 - EFFECTIVE DATE

24 .1 The foregoing constitution shall be enacted upon receipt of Letters Patent and shall be presented for ratification and approval at the Annual General Meeting of the Membership of the Association following the completion of the inaugural year.

ARTICLE 25– GOVERNANCE AND OPERATIONAL POLICIES

25.1 The following documents will be accepted as administrative and procedural influence for day to day operations of GCMHA and provide direction for governance:

- 25.1.1 Code of Conduct
- 25.1.2 Tryout Policy
- 25.1.3 Rules of Operation

- 25.1.4 Team Operations Manual
- 25.1.5 Player Development Model and Guidelines
- 25.1.6 Affiliation Protocol
- 25.1.7 Parent's Auxiliary Policy
- 25.1.8 Duties of the Registrar

25.2 Creation of new documents to be included above will be done by a majority vote at the AGM and with recommendation by the Executive Directors only.

25.3 Changes and alterations to each document listed in 25.1 may be done at the monthly board meetings and motions must be passed by a 2/3 majority.