

Mattawa Minor Hockey Association

CONSTITUTION

2023-2024



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Definitions

In this by-law, unless the context otherwise requires:

- a. "*Act*" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation, and shall be interchangeable with the term Executive;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f. "Director" means an individual occupying the position of director of the Corporation and shall be interchangeable with the term Executive; for greater certainty, the term non-voting director shall not be considered as a Director of the Corporation;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an officer of the Corporation.

Interpretation

Other than as specified in the Definitions section, all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Executives. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Executive or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Article 1.0 – NAME

The name of the organization shall be the Mattawa Minor Hockey Association hereinafter referred to as MMHA.

Article 2.0 – AUTHORITY

The MMHA shall operate under the playing rules of Hockey Canada, the Ontario Hockey Federation, the Northern Ontario Hockey Association and the Nipissing District Hockey League constitution, bylaws and rules.

Article 3.0 – COMPOSITION

The MMHA shall be composed of the following teams providing organized hockey for children which include:

- U7/Initiation
- U9
- U11
- U13
- U15
- U18

Article 4.0 – PURPOSE

The purpose of the MMHA is to promote, govern, encourage, develop and improve minor hockey in the Mattawa area.

Article 5.0 – OBJECTIVES

- 5.1 To offer a program that is affordable to any person wishing to participate.
- 5.2 To offer a program which encourages equal opportunity for all participants.
- 5.3 To provide supervision and direction for all members, supporters and teams.
- 5.4 To offer a program that will provide the essential skills and leadership so that the participants can compete at a level suitable to their skills and needs.
- 5.5 To promote good behaviour in all players, coaches, managers, parents and members and to stress respect for the opposing team and game officials.

Article 6.0 – BOUNDARIES

The boundaries of the MMHA shall be defined as the boundaries of the Towns of Mattawa, Rutherglen and Deux Rivieres and the Townships of Calvin, Papineau-Cameron and Mattawan.

Article 7.0 – MEMBERSHIP

7.1 The members of the MMHA shall be composed of the elected and appointed Board of Executives, honorary members, sponsors, registered players, parent(s) and guardian(s), coaches, trainers and managers, all of whom shall agree to abide by and comply with the constitution of the MMHA.

7.2 **Conduct**

All members of the MMHA shall conduct themselves in a respectful, courteous and friendly manner at all times.

7.3 Player membership fees shall be determined by the Board of Executives by July 31th of the calendar year.

7.4 Player membership shall be renewed annually by the payment of registration fees. Registration fees must be paid in full by October 15. For players with unpaid fees after October 15, they will not be permitted to participate in any practices, games or tournaments. Refunds will be granted according to the date the written request is received by MMHA and the following: An administration fee of \$50.00 will be applied to refunds before October 15. A \$75.00 will be applied after October 15. No refunds will be provided after December 31.

7.5 The term of non player membership shall be annually from June 1st of the current year to May 31st of the following year.

7.6 Honourary Members

- Shall be an honour that can be bestowed by the MMHA. Shall be awarded only for the very distinctive services to the MMHA.
- Shall have the privileges of any members of the Board of Executives of the MMHA, being eligible to serve on all committees in an advisory capacity.

7.7 A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

7.8 *Disciplinary Act* or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Article 8.0 – BOARD OF EXECUTIVES

8.1 The affairs of the MMHA shall be managed by the Board of Executives which shall be elected annually for the period of June 1st of the current year to May 31st of the following year, and is comprised of:

- President

- Vice President (Registration)
- Treasurer
- Secretary
- Voting Director

The following positions will be Officers with the right to attend Board meetings in a non-voting capacity:

- Director;
- Director; and
- Director

8.2 Election of the Board of Executives

Members of the MMHA may make nominations to the Board of Executives at the Annual Banquet/Awards Reception or Annual General Meeting. Nominators and Nominees must be over the age of 18 years, be capable of managing property under Ontario law, not be a discharged bankrupt, and be members of the MMHA in good standing.

8.3 Nominees will be contacted in order to seek their approval to stand for election.

8.4 On a date following the Annual Banquet/Awards Reception, but before the beginning of the next term, June 1st, an Annual General Meeting of all MMHA members will take place. All members present in good standing, over the age of 18 may vote by ballot for the Board of Executives.

8.5 Notice of the call for Nominations to the Board of Executives, the Annual Banquet/Reception and the Annual General Meeting of the Members shall be given by publication of a notice on the MMHA website and local paper(s) at least two (2) weeks prior to the meetings.

8.6 Officers/Executive

At the beginning of each term the Elected Executives of the Board shall appoint the following Officers/Executive from amongst themselves, the President, Vice President, Treasurer and Secretary.

8.7 Protection of Executives and Officers

No Executives, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Executive, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or

which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

Article 9.0 – RESPONSIBILITIES OF THE BOARD

9.1 Shall oversee all activities within the MMHA.

9.2 All Board of Executive members must attend a minimum of 75% of board meetings in a season, if unable to meet this minimum requirement without just cause, a Special Meeting will be called for the impeaching of the said Executive, to be approved by a majority of members present at the meeting called for this purpose.

9.3 Members of the Board are required to maintain confidentiality on all matters brought before and discussed by the Board.

9.4 Each Board member, on being appointed, is required to sign a Confidentiality agreement stating the same.

9.5 It is the duty of the Board of Executives to fill any vacancy on the Board that may occur during the term.

9.6 Such replacement shall be made by the majority vote of the Board Executives.

9.7 Shall ensure that all league teams operate with proper equipment and proper uniform.

9.8 Three (3) members of the Board shall act as the discipline committee.

9.9 All fundraising activities to support MMHA teams and activities must be approved in advance by the Board, no individual team fundraising will be supported in the MMHA.

9.10 An Executive who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Executive shall attend any part of a meeting of Executives or vote on any resolution to approve any such contract or transaction.

9.11 The Executives shall serve as such without remuneration and no Executive shall directly or indirectly receive any profit from occupying the position of Executive; subject to the following:

1. Executives may be reimbursed for reasonable expenses they incur in the performance of their Executives' duties;

2. Executives may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Executives, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act*.

Article 10.0 – DUTIES OF THE MEMBERS OF THE BOARD OF EXECUTIVES

10.1 President

- Shall preside at all meetings of the Board.
- Shall be an ex-officio member of all committees of the MMHA.
- Shall oversee the operations of the MMHA and ensure that it operates in a functional and responsible manner.
- Shall be in charge of the publicity and public relations of the MMHA.
- Shall call the meetings when necessary or at the request of two (2) members of the Board.
- Shall act as signing officer.
- Shall co-represent or designate co-representation at the monthly NDHL meetings.
- Shall be in charge of all fundraising activities including the annual sponsorship drive.

10.2 Vice President

- Shall perform all duties of the President in their absence.
- Shall act as a liaison between all MMHA teams and the Board, and shall bring expressed concerns to the Board's attention, if and when required.
- Shall be in charge of rules and discipline.
- Shall be in charge of creating a Discipline Committee.
- Shall accompany the President when decisions and rulings are explained to the concerned.

10.3 Treasurer

- Shall keep an accurate and up-to-date record of all monies received and dispersed by the MMHA. Shall issue receipts for all funds received.
- Shall disburse all payments by cheque, electronic payment, or petty cash.
- Shall act as first signing officer of the MMHA along with the President or the Vice President.
- Shall have the MMHA books audited, as required, and prepare a financial report for the Annual General Meeting.

10.4 Secretary

- Shall inform the Board members of time, location and agenda of all meetings. Shall record all minutes of all Board meetings.
- Shall maintain an accurate record of the proceedings of the MMHA including Board member attendance.
- Shall maintain a filing system of all official correspondence pertinent to the MMHA.
- Shall publish a notice at least two weeks prior to accepting nominations at the Annual Banquet/Awards Reception and the elections at the Annual General Meeting.
- Shall be responsible for annual player registration and payment follow-up.

10.5 Director(s)

- Non-Voting Directors Shall be responsible for the repairs and maintenance of all MMHA assets including:
 - Office
 - Dressing room
 - Trophies and trophy case
 - Banners
 - Lockers
 - Equipment and uniforms
 - Internet liaisons
 - Annual Banquet/Awards Reception.
 - Shall participate in fundraising activities.
 - Shall participate in MMHA events.
 - Other duties as assigned
- The Voting Director shall be responsible for working with, and managing the Non-Voting Directors, as well as in charge of Referees, Time Keeping, and Scheduling.

Article 11.0 – BOARD OF EXECUTIVES MEETING

11.1 Every Board of Executive meeting shall follow an order of business:

- Call to order
- Declaration of Conflict of Interest
- Approval of Agenda
- Approval of Previous Minutes
- Standing Items
- Business Arising
- New Business
- Date and Time of Next Meeting

11.2 All voting shall require a quorum, specifically a minimum three members of the Board of Executives.

11.3 Meetings of the Executives may be called by the Chair, president or any two Executives at any time and any place on notice as required by this by-law.

11.4 The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Executive, and no other notice shall be required for any such meetings.

11.5 Notice of the time and place for the holding of a meeting of the Board shall be given to every Executive of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Executives are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Executives is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

11.6 The President shall preside at Board meetings. In the absence of the President, the Vice President shall act as Chair, in the absence of the Vice President, the Executives present shall choose one of their number to act as the Chair.

11.7 If all of the Executives of the Corporation consent, a Executive may participate in a meeting of the Board or of a committee of Executives by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Executive participating by such means is deemed to be present at that meeting.

Article 12.0 – MEETINGS

12.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Executives; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

12.2 Special Meetings

The Executives may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within 21 days from the date of the deposit of the requisition.

12.3 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

12.4 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by telephonic or electronic means. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

12.5 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Vice President shall act as Chair, in the absence of the Vice President, the Members present at any Members' meeting shall choose another Executive as chair and if no Executive is present or if all of the Executives present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

12.6 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Executives, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the *Act* or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

12.7 Voting Delegates

The executive will appoint the required number of voting delegates to all organizations with which they are affiliated.

12.8 Voting

12.8.1 All members of the MMHA will have one vote at the annual, general and any special

meetings of the MMHA.

12.8.2 If there is a tie vote, the motion is lost.

12.8.3 Voting for the election of officers at the annual meeting will be by secret ballot.

12.8.4 Any member of the Association is eligible for nomination for any Officer position, with the exception of the President position. To be eligible for the President's position, the member will have had to serve on the executive committee for a minimum of one season (June 1 to May 31st).

12.9 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Article 13.0 – COACHES, TRAINERS, MANAGERS

- Shall be appointed annually by the Board of Executives.
- Shall act as advocate for their respective teams.
- Shall be certified coaches and/or trainers as determined by the NOHA.
- Shall provide supervision and direction for all Members, players teams.
- Shall inform the Vice President of all concerns or problems
- Shall inform the MMHA Vice President in writing with their intent and description of proposed event or activity.
- Where applicable, shall be responsible to confirm departure with First Student the day prior to their game.
- Where applicable, shall be responsible for supervision of the team on bus.

Article 14.0 – REFEREE /TIMEKEEPER/SCHEDULING CONVENOR

- Shall be appointed annually by the Board of Executives.
- Shall ensure that the NDHL Referee scheduler is notified of any changes in the dates or times of games.
- Shall be responsible for scheduling and rescheduling of all MMHA games.
- Shall ensure that Time Keepers are scheduled for each game.

Article 15.0 – DISCIPLINE COMMITTEE

The Discipline Committee shall conduct themselves and their investigations as per the MMHA Discipline Committee Guidelines.

Article 16.0 – AMENDMENTS TO THE CONSTITUTION


The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the *Act* pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

Article 17.0 – DISSOLUTION

That upon the dissolution of the MMHA, and after the payment of its debts and liabilities, its remaining property should be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.

Article 18.0 – EFFECTIVE DATE

The effective date of the MMHA Constitution is: April 11, 2024

DocuSigned by:

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Dexture Sarrazin

President