

CONSTITUTIONAL BY-LAW
FOR THE
WATERLOO MINOR HOCKEY ASSOCIATION



September 21, 2021

Table of Contents

<u>Article</u>	<u>Topic</u>	<u>Page No.</u>
1.	Name, Head Office, and Seal	1
2.	Affiliations	1
3.	Purposes and Objectives	1
4.	Membership	2
5.	Registration of Membership	2
6.	Termination of Membership	3
7.	Annual and Other Meetings of the Members	3
8.	Board of Directors	5
9.	Election, Terms, Eligibility and Termination of Board Members	8
10.	Meetings of the Board	10
11.	Remuneration, Conflicts of Interest, and Protection of Director and Officials	11
12.	Standing Committees	12
13.	Appointed Officials	15
14.	The Development, Implementation, and Communication of Rules and Regulations	17
15.	Grievances and Appeals	18
16.	Game Protests	19
17.	Amending the By-laws	20
18.	Banking and Execution of Documents	20
19.	Fiscal Year	20

BY-LAW NUMBER 1

A By-law Relating Generally to the Transaction of the
Affairs of the WATERLOO MINOR HOCKEY ASSOCIATION

ARTICLE 1

NAME, HEAD OFFICE AND SEAL

Article 1

- a) The name of the Corporation shall be the WATERLOO MINOR HOCKEY ASSOCIATION (hereinafter called the "Corporation").
- b) The head office of the Corporation shall be in the City of Waterloo, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.
- c) The Corporation shall have a corporate seal, an impression of which is stamped in the margin of this document.

ARTICLE 2

NAME, HEAD OFFICE AND SEAL

Article 2

The Corporation shall have the following affiliations:

- a) it will be the governing body of the Branch of Hockey Canada (hereinafter called the "Branch") of which the Corporation is a member within the City of Waterloo; and,
- b) it will operate in cooperation with the City of Waterloo.

ARTICLE 3

PURPOSES AND OBJECTIVES

Article 3

The purposes and objectives of the Corporation shall be:

- a) to promote and develop organized amateur hockey for youths in the City of Waterloo, including both (1) the development of the maximum opportunity for participation in recreational hockey and (2) the development of representative teams with high levels of competency;
- b) to help develop good character among players, and other members, by teaching the

importance of the values of physical competition, physical activity, good sportsmanship, social participation and good fellowship, and the fair treatment of others (with respect to the latter, there shall be no place in the Corporation for discriminatory behaviour with respect to race, place of origin, family circumstance, gender or creed); and,

- c) through the above, to help foster strong civic spirit among members of the Corporation and other community members who support the organization's activities.

ARTICLE 4

MEMBERSHIP

Article 4

The membership of the Corporation shall consist of three categories of individuals as follows:

- a) Active Members shall include all individuals involved in the administration of the Corporation as elected or appointed Directors or Officials, all Coaches and Managers, and any other regularly involved volunteers; one (1) designated representative of each current Sponsor; and all players aged eighteen (18) years and older.
- b) Parent Members shall include all parents and/or guardians of registered players where the latter are under the age of eighteen (18) years.
- c) Honourary Members shall include any individual who in the opinion of the Board of Directors and general membership warrants this designation because he/she has rendered extraordinarily distinguished service to the Corporation or the sport to hockey. This category of membership is intended to be reserved for those very few individuals who have made exceptional contributions to minor hockey in the City of Waterloo. Honourary members shall be nominated through a majority vote of the Board of Directors. They then must be affirmed through a majority vote on the matter at an Annual General Meeting. All Past Presidents of WMHA will receive Honourary membership upon completion of their term as Past President or their retirement from any involvement with WMHA, whichever comes last. All Past Presidents prior to May 1/97, will automatically receive this honour.

ARTICLE 5

REGISTRATION OF MEMBERSHIP

Article 5

- a) Each Convenor within the Corporation shall have the duty of submitting to the Executive Assistant the names of all regular volunteers, sponsors, and players eighteen (18) years and older involved in their areas of purview. The same shall be done by the President for Directors and for standing committee members and other regular volunteers appointed by the Board of Directors. These submissions shall be made each year by the 15th day of January, so that the Executive Assistant may maintain a complete master list of current Active Members.

- b) A list of current Parent Members shall be available from the minor hockey registration materials collected by the Executive Assistant.
- c) The Executive Assistant shall keep a current list of Honourary Members, based on the minutes of the Annual General Meetings.

ARTICLE 6

TERMINATION OF MEMBERSHIP

Article 6

- a) Any member may resign from the Corporation by mailing written notice of resignation to the Executive Assistant accompanied by payment of all monies owing to the Association.
- b) Members may be censured, suspended or expelled for breach of the By-laws, or Rules and Regulations of the Corporation.
- c) Termination of membership, whether by resignation, expulsion or otherwise, shall forthwith remove all rights within the Corporation of the member, but shall not be deemed to discharge any financial obligation of the member to the Corporation accrued prior to the date of such termination and not then fulfilled.
- d) All matters respecting censure, suspension and expulsion of members and termination of membership shall be under the ultimate control and direction of the Board of Directors and its Grievance and Appeals Committee, as specified by this Constitutional By-law (see especially Articles 14 and 15 below, on the Corporation's communication and administration of Rules and on grievance procedures).

ARTICLE 7

ANNUAL AND OTHER MEETINGS OF THE MEMBERS

Article 7

- a) Annual General Meetings: The Annual General Meetings of the Corporation shall be open to all members and to the general public. One such meeting is to be held before the beginning of each hockey season at such place and time in the City of Waterloo as determined by the Board of Directors. The Annual General Meeting may be held by telephonic or electronic means and a member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of these bylaws to be present at the meeting.
- b) Special General Meetings: A Special General Meeting of members may be called at the discretion of the Board of Directors as determined by majority vote. Special General Meetings may be held by telephonic or electronic means and a member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of these bylaws to be present at the meeting.

- c) Notice of Meetings: Notice of any General Meetings, whether annual or special, must be given through an advertisement on the association website. This notice shall appear at least twenty- eight (28) days before the meeting is to take place. Notice of any Special General Meeting shall specify the purpose for which it is being called. The notices of Annual General Meetings shall contain invitations to submit nominations for positions on the Board of Directors, for election at the Meeting.
- d) Quorum of Members: A quorum for the transaction of business at any annual or special General Meeting shall consist of not less than fifty (50%) of members of the Board and not less than fifteen (15) Active and Parent members in total.
- e) Voting at Annual General or Special General Meetings: All Active members, Parent members and Honourary members in good standing who are in attendance at an Annual or Special General Meeting shall be entitled to vote on any issue to be determined at such meeting. No person shall have more than one (1) vote. There shall be no proxy voting permitted. All persons voting must be at least eighteen (18) years of age. All questions shall be decided by a majority of votes, and in case of a tie-vote the Chairperson shall be permitted to cast a deciding vote. Any election of Officers shall be by secret ballot. Beyond this, voting may be either by a show of hands or by secret ballot; but the latter will be used whenever it is so requested by any member. The Secret vote count shall be made public at the request of any candidate.
- f) Rules for Conducting Meetings: The following rules shall govern all Annual or Special General Meetings of the Corporation:
 - 1. If there is no quorum within thirty (30) minutes of the time fixed for the meeting to begin the Chair may extend the time fixed for the meeting to begin or declare that there can be no meeting on this occasion.
 - 2. Parliamentary procedure, as specified in Robert's Rules of Order Revised, shall be followed at all meetings;
 - 3. the Chair shall have the right to require that any motion or resolution be presented in writing before the meeting.
 - 4. the Chair shall decide all questions of order, in accordance with the Rules of Order.
- g) Order of Business at Annual General Meetings: Normally the order of business at all Annual General Meetings of the Corporation shall be as follows:
 - 1. Opening of the meeting and explanation of procedural rules governing meetings;
 - 2. Reading of the minutes of the previous Annual General/Special meeting;
 - 3. Business arising from the minutes;
 - 4. Treasurer's report;
 - 5. President's address;

6. Election of Directors;
7. Reports of standing committees;
8. Reports of special committees;
9. Amendments to the By-laws of the Corporation, if any;
10. Unfinished business; and
11. New business.

The order of business may be altered by a two-thirds (2/3's) vote of members present at the meeting.

- h) Order of Business at Special General Meetings: The Chair shall determine the order of business at any Special General Meeting.

ARTICLE 8

BOARD OF DIRECTORS

Article 8

The affairs of the Corporation shall be managed by a fourteen (14) member Board of Directors, each of whom has a voting membership. The Board shall be comprised of the following:

- a) President
 1. shall, when present, preside at meetings of the Board of Directors and at General Meetings;
 2. is charged with the general management and supervision of the affairs and operations of the Corporation;
 3. is an ex-officio voting member of all committees of the Corporation excluding Grievance and Appeals Committee;
 4. shall be one of the signing Directors of the Corporation; and
 5. shall perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.
- b) Past President
 1. shall hold such position ex-officio;
 2. act as chair of the Grievance and Appeals Committee, overseeing the grievance and appeals procedures to ensure that they are being adhered to at all levels of appeal; and

3. shall perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

c) Vice President

1. during the absence of the President, shall have and exercise all of the powers of the President;

2. shall be one of the signing Directors of the Corporation;

3. is an ex-officio voting member of all committees of the Corporation excluding Grievance and Appeals Committee;

4. shall be responsible for communications and public relations of the Corporation;

5. shall act as Chair of Player & Coach Development committee;

6. shall act as the Corporation's liaison with the Waterloo Hockey Referees Association; and

7. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

d) Director of AAA, AA & A

1. shall oversee the operation of all AAA, AA & A Rep Teams for the Corporation;

2. shall recommend to the Board, appointment of AAA, AA & A Rep Team Convenors for each level of Hockey;

3. shall have the authority to enforce the Policies and Procedures of the Corporation as they pertain to the operation of AAA, AA & A Rep Teams; and

4. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

e) Director of Minor Development

1. shall oversee the operation of the Minor Development Rep Teams for the Corporation;

2. shall recommend to the Board, appointment of Minor Development Rep Team Convenors;

3. shall have the authority to enforce the Policies and Procedures of the Corporation as they pertain to the operation of Minor Development Rep Teams; and

4. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

f) Director of Recreational Hockey – Initiation Division

1. shall oversee the operation of Recreational Hockey for Fundamentals to Tyke for the Corporation;
2. shall recommend to the Board, appointment of Recreational Convenors for each division from Fundamentals to Tyke;
3. shall have the authority to enforce the Policies and Procedures of the Corporation as they pertain to the operation of Recreational Hockey; and
4. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

g) Director of Recreational Hockey – Junior Division

1. shall oversee the operation of Recreational Hockey for Novice to Peewee for the Corporation;
2. shall recommend to the Board, appointment of Recreational Convenors for each division from Novice to Peewee;
3. shall have the authority to enforce the Policies and Procedures of the Corporation as they pertain to the operation of Recreational Hockey; and
4. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

h) Director of Recreational Hockey – Senior Division

1. shall oversee the operation of Recreational Hockey at Minor Bantam to Juvenile for the Corporation;
2. shall recommend to the Board, appointment of Recreational Convenors for each division from Minor Bantam to Juvenile;
3. shall have the authority to enforce the Policies and Procedures of the Corporation as they pertain to the operation of Recreational Hockey; and
4. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

i) Director of Communications

1. shall serve as Chair of the Communications Committee;
2. shall be responsible for maintaining proper and effective access to the Corporation's news, information, and activities to members and the general public; and
3. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

j) Director of Parent Concerns – Rep Hockey

1. shall have the responsibility of representing parents' interest and concerns to the Board;
2. shall assist parents, where requested, to interpret the Policies and Procedures of the Corporation;
3. shall have membership on the Representative League Management Committee;
4. shall assist in the recruitment of new volunteers; and
5. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

k) Director of Parent Concerns – Rec Hockey

1. shall have the responsibility of representing the interests and concerns of Recreational League parents to the Board;
2. shall assist parents, where requested, to interpret the Policies and Procedures of the Corporation;
3. shall have membership on the Representative League Management Committee;
4. shall assist in the recruitment of new volunteers; and
5. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

l) Director of Tournaments & Special Events

1. shall serve as Chair of the Tournaments & Special Events Committee;
2. ensure that Waterloo-sponsored tournaments are well organized and run smoothly;
3. supervise support duties including but not limited to arranging league/team banquets, and conduct equipment sales;
4. recommend to the Board the expenditure of monies raised from the above activities including but not limited to providing hockey equipment for players qualifying for financial assistance;
5. supervise support duties for Rec. League Christmas Tournament and Championship weekend when required;
6. communicate with a parent on each team to co-ordinate parental activities; and
7. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

m) Director of Sponsorship & Fundraising

Shall seek out and/or create financial support programs for the Corporation and its teams by:

1. annually recommend a sponsorship pricing structure to the Board;
2. shall secure Corporate and Recreation League/Team sponsors, and shall assist Representative Teams to secure sponsors when possible;
3. keep a detailed record of the Sponsors for all Representative and Recreational League teams;
4. apply for and obtain corporate and government grants and other funding when available;
5. ensure that team based fundraising is in accordance with the Policies and Procedures of the Corporation;
6. host fundraising events;
7. shall ensure that Sponsors are provided with information pertaining to sponsored team including communication of the Corporation's appreciation for the Sponsor's support; and
8. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

ARTICLE 9

ELECTION, TERMS, ELIGIBILITY AND TERMINATION OF BOARD MEMBERS

Article 9

a) Method of Election of Board Members:

1. Nominations for members of the Board of Directors must be submitted in writing to the Chair of the Nominating Committee, within fourteen (14) days prior to the date of the Annual General Meeting after which date nominations shall be deemed closed. Nominations must be for a person who meets the criteria for the position for which he/she is nominated as provided herein. Each nomination must contain the written consent of the nominee, and it must be signed by the nominator. The latter shall also be a member in good standing of the Corporation. Each year, a member can stand for nomination for no more than one (1) position.

2. After receiving nominations, the Nominating Committee shall present a list of all duly nominated persons to stand for election at the next Annual General Meeting as determined by the Nominating Committee in its sole discretion. This may, but shall not be required to, include both nominations from the membership at large and nominations by committee members. The presentation of the set of names shall be done via one of the media notices of the Annual General Meeting, by at least the Wednesday prior to the Meeting.

3. At the Annual General Meeting, the Chair shall determine from the number of nominations submitted for each position whether or not a formal election is required for that position. Where an election is not called for with respect to a position, acclamation by a show of hands shall be deemed sufficient for election to the position. For positions where a formal election is required, voting shall be by secret ballot only, and ties shall be broken by secret ballot. There shall be no voting by proxy.

b) Length of Term of Board Positions:

1. All positions on the Board of Directors shall have a term of two (2) years renewable through election to a maximum of six (6) consecutive years.

2. To allow for Annual elections and orderly change, the board shall stand for election yearly in the following groups:

Group A

President

Vice President

Dir. Of AAA, AA & A

Dir. Of Rec. Hockey/Senior Division

Dir. Of Parent Concerns/Rec. Hockey

Dir. Of Tournaments & Special Events

Group B

Dir. Of Minor Development

Dir. Of Rec. Hockey/Initiation Division

Dir. Of Rec. Hockey/Junior Division

Dir. Of Parent Concerns/Rep. Hockey

Dir. Of Communications

Dir. Of Sponsorship & Fundraising

3. Any Director may leave his/her position after one year by notifying the President sixty (60) days prior to the end of that year so that this position may be included in the election for the following year.

c) Eligibility for Board Positions:

1. Candidates for President must have served as a member of the Board of Directors for not less than two (2) of the three (3) years immediately prior to nomination.

2. Normally a new Past President shall have been the President in the immediately preceding two year period. If the relevant person cannot assume the Past President role for whatever reason, the Board may appoint any other former President of the Corporation to the position. Should this not be possible, the position shall stand vacant until it is assumed by the current President after his/her term.

3. Candidates nominated for Vice-president shall have served on the Board of Directors, of the Corporation in at least one (1) of the immediately preceding two (2) years.

4. Candidates for other positions need not be members of the Corporation at the time of nomination.

5. No person who holds a bench staff position (i.e. coach, trainer or manager) with a representative team may simultaneously hold the office of President, Vice President, Director of AAA, AA & A, Director of Minor Development, Director of Parent Concerns – Rep Hockey or Representative League Convenor, or otherwise be nominated or seek election or appointment for

any such office, except and only to the extent that such person is not connected to any player on such representative team by blood relationship, marriage, common-law partnership, or adoption.

d) Vacancies on the Board of Directors:

Vacancies on the Board of Directors, howsoever caused, may, so long as a quorum of Directors remains in office, be filled by appointment by the Board of Directors. Otherwise, such vacancy shall be filled at the next Annual General Meeting. If there is not a quorum of Directors in office, the remaining Directors shall call a meeting of the members to fill the vacancies.

e) Discipline of Board Members:

1. A member of the Board of Directors may be censured, suspended, expelled or removed from the Board of Directors for:

- i) breach of By-laws or Rules and Regulations of the Corporation;
- ii) failing in his/her fiduciary obligation to act honestly, in good faith and in the best interests of the Corporation and its members; or
- iii) failing to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

2. A motion to discipline a member of the Board of Directors may not take place unless a special meeting of the Board of Directors has been called.

3. A vote of two-thirds of the votes cast is required to enforce discipline of a member of the Board of Directors.

4. Article 15 does not apply to Discipline of Board Members.

ARTICLE 10

MEETINGS OF THE BOARD

Article 10

a) Meetings of the Board of Directors:

1. Regular meetings of the Board of Directors shall be held each month at such place or places within the City of Waterloo as from time to time is determined by the Board at the previous meeting. No notice of meetings held on the first Monday of each month (or second Monday if such date is a statutory holiday) shall be required.

2. Special meetings of the Board of Directors may be called also, by the President or, in his/her absence, the Vice-President. Notice of such special meetings must be delivered or telephoned to all Directors not less than one day before the meeting is to take place.

3. A Directors' meeting may be held without notice immediately following the Annual Meeting of the Corporation.

4. Directors may consider or transact any business either special or general at any meeting of the Board.

5. Motions arising at any meeting of the Directors shall be decided by a majority of votes of Board members with the Chair having a tie-breaking vote.

6. Parliamentary procedure, as specified in Robert's Rules of Order Revised, shall be followed at all meetings of the Board of Directors.

7. Directors may participate in Board and Committee meetings by telephone, electronic, or other communication facilities as permit all participants in the meeting to communicate simultaneously and instantaneously with each other. A Director so participating shall be deemed to have been present at the meeting.

b) Quorum for Directors' Meetings:

1. Fifty (50) per cent of the members of the Board of Directors shall constitute a quorum for transaction of business provided that two (2) of these Directors are in attendance – Past President, President, Vice-President and Treasurer.

c) Representations to the Board:

1. Generally the meetings of the Board of Directors shall be open to any members who are interested in observing the deliberations. It may be decided, though that portions of some meetings should be held in camera. This shall occur whenever, in the judgment of the Chair, circumstances to be discussed require confidentiality (e.g., where delicate matters having to do with specific individuals are on the agenda).

2. Permission to give representations to the Board meetings may be requested by individuals or groups. Such representations to the Board must be requested in writing with the topic(s) specified. Requests should be sent to the Executive Assistant of the Corporation who will forward them to the President. The latter shall then extend the sender(s) an invitation to attend an upcoming meeting. Wherever possible, this will be the next Board meeting; and this should be especially possible if the request for representation is received fourteen (14) days before the meeting.

3. The Board shall have the right to set a reasonable time limit for such representations, although efforts shall be made to see that everyone has an opportunity to be fully heard.

4. A written reply to the representation shall be sent within forty-eight (48) hours of the meeting.

5. Written representations may also be submitted to the Board through the Executive Assistant. Such representations shall be dealt with at the next meeting of the Board, provided that they are submitted fourteen (14) days before the meeting. A written reply shall then be sent to the sender(s) of the representation within forty-eight (48) hours.

d) Minutes of Board of Directors Meetings:

1. Minutes of any regular and special meetings of the Board shall be available on request from the Executive Assistant and/or the Community Services Department. The minutes will be available in a reasonable time after each meeting. Material deemed confidential in nature will be deleted from those minutes provided for general distribution.

ARTICLE 11

REMUNERATION, CONFLICTS OF INTEREST AND PROTECTION OF DIRECTORS AND OFFICIALS

Article 11

- a) Remuneration of Directors and Active Members: The Directors and other Active Members of the Corporation shall serve without remuneration. No Director or other Active Member shall directly or indirectly receive any profit from their position, but they may be reimbursed for reasonable expenses incurred in the performance of their duties, by decision of the Board.
- b) Conflicts of Interest: A Director or other Active Member shall declare that he/she has a conflict of interest wherever they or one of their family members is directly or indirectly involved in a matter before the committee/Board of which they are a member (e.g., when one of their children is a player involved in the situation under consideration). Once a conflict of interest has been declared, said Director or member shall withdraw from the meeting while discussion and voting takes place on the matter in question.
- c) Disclosure of Interests in Contracts: Every Director or other Active Member who is directly or indirectly interested in an existing contract or proposed contract with the Corporation shall declare his/her interest and absence himself/herself from decisions on the contract. A general notice given to the Board or relevant committee shall be a sufficient disclosure of interest. If a member has made a declaration of his/her interest in a proposed contract he/she is not accountable to the Corporation or to any of its members or creditors for any profit realized from the contract, and the contract is not avoidable by reason only of his/her holding office or of the fiduciary relationship established thereby.
- d) Protection of Directors and Other Active Members: Every Director or Other Active Member of the Corporation and their heirs, executors, and administrators, who has undertaken a liability on behalf of the Corporation, shall at all times be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties for the Corporation, save and except willful acts, neglects or defaults.

No Member of the Corporation shall be liable for the acts, neglects or defaults of any other member, unless through his/her willful act, neglect or default.

- e) Responsibility for Acts: The Directors and other Active Members shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall

have been submitted to and authorized or approved by the Board of Directors.

ARTICLE 12

STANDING COMMITTEES

Article 12

The following standing committees shall be constituted anew each year. The Committee members shall hold office until the next Annual Meeting, or until resignation or dismissal.

- a) Protest Committee: The Protest Committee shall consist of a Chair and not less than two (2) other members appointed by the Board of Directors. If a member is absent or unable to perform his/her duties because of a conflict of interest, the Board of Directors shall appoint a new member to fill such vacancy on a temporary basis. The Committee shall administer the game protests described in Article 16. The Committee may make Rules for the regulation of its functions. All persons appearing before the Committee shall be given full opportunity to be heard. The Committee shall as soon as possible after the conclusion of proceedings make a report to all persons directly involved in the matter, and to the President of the Corporation.
- b) Nominating Committee: The Nominating Committee shall consist of a Chair who shall be the President of the Corporation and two (2) other members appointed by the Board of Directors. The functions of the Committee shall be to receive nominations for positions on the next year's Board of Directors, and to put forward at least seven (7) days prior to the Annual General Meeting a list of names of persons who shall stand for election to the Board of Directors at the meeting.
- c) Grievance and Appeals Committee: The Grievance and Appeals Committee shall consist of (1) the Past President, as Chair, (2) an Active Member, and (3) a Parent Member, who is not an Active Member. As indicated above, Past President is an ex-officio position; the other two members are appointed by the Board of Directors. If a member is absent or unable to perform his/her duties because of conflicts of interests, the Board shall appoint a new member to fill such vacancy on a temporary basis. The Committee shall administer the Corporation's grievances and appeals procedures, as further specified in Article 15. The Committee may make Rules for its proceedings and the performance of its duties. All persons appearing before this Committee shall be given full opportunity to be heard. This Committee shall have the power to hear and finally decide all complaints on matters which pertain to the propriety or lack of a By-law, Rule or Regulation, or the alleged violation of any By-law, Rule or, Regulation. The Committee shall as soon as possible after the conclusion of proceedings make a written report to all persons directly involved in the matter, and to the President of the Corporation. This Committee shall also have the power to conduct any investigation or hearing as directed by the Board of Directors from time to time and make a report in writing of such investigation or hearing to the Board of Directors.
- d) Communications Committee: The Communications Committee shall consist of the Director of Communications, as Chair, and not less than two (2) other members appointed by the Board of Directors. The functions of this Committee shall be to publicize the activities of the Corporation such as registration dates, try-out dates, tournaments, team

scores, and such. This Committee shall also edit and publish a Corporation Newsletter, if so directed by the Board. The Board of Directors shall be kept fully informed of all activities of this Committee and Board approval is required prior to the initiation of any activities other than authorized herein.

- e) Representative Teams Management Committee: The Representative Teams Management Committee shall consist of the Director for AAA, AA & A Rep Teams, the Director of Minor Development Rep Teams, the Director of Parent Concerns/Rep Hockey, and all Representative Convenors. The Equipment Manager shall be an ex officio voting member of this committee. The functions of this Committee shall be to:
1. recommend to the Board of Directors and distribute the Rules and Regulations pertaining to the Representative Leagues;
 2. determine: a) during the first meeting of the fiscal year, the Chair of the committee; and b) during the first Committee meeting of the year, who will act as Representative hockey liaison between the Corporation and the Branch of Hockey Canada of which the Corporation is a member;
 3. be responsible for the general management of the Representative Leagues including establishing equipment and other budgets for the submission to the Board for approval;
 4. establish and enforce a code of coaching behaviour, philosophy and ethics; and
 5. establish coaching eligibility requirements, accept applications for Coaches and Managers, conduct interviews with applicants, and nominate Coaches and Managers for all Representative teams; the nominations shall be presented to the Board of Directors for final approval.
- f) Recreational League Management Committee: The Recreational League Management Committee shall consist of the Director of Recreational Hockey/Senior Division, the Director of Recreational Hockey Junior Division, the Director of Recreational Hockey/Initiation Division, the Director of Parent Concerns/Rec Hockey and all Recreational Convenors. The Equipment Manager shall be an ex officio voting member of this committee. The functions of this Committee shall be to:
1. take responsibility for the general management of the Recreational League including the establishment of equipment and other budgets for submission to the Board for approval;
 2. recommend to Board of Directors and distribute Rules and Regulations pertaining to the Recreational League;
 3. establish a code of coaching behaviour, philosophy and ethics; and
 4. determine: a) during the first meeting of the fiscal year, the Chair of the Committee; and b) during the first Committee meeting of the year, who will act as Recreational hockey liaison between the Corporation and the Branch of Hockey Canada of which the Corporation is a member. The Chair of the Committee will ensure that a member

of the Committee attends all ALLIANCE Recreational Council meetings and report to the Board at the next meeting of the Board.

- g) Tournaments & Special Events Committee: This Committee shall consist of the Director for Tournaments & Special Events, as Chair, the Chairpersons of each tournament (as appointed by the Board of Directors), and other members nominated by the Director and approved by the Board of Directors. The Committee shall have such power and authority as may be delegated to it from time to time by the Board of Directors. This committee shall:
1. organize tournaments sponsored by the Corporation;
 2. organize and supervise volunteer workers to conduct equipment sales, and to arrange for Rep Teams annual banquets; and
 3. supervise the expenditure of monies for the purpose of providing hockey equipment for needy players, and supplying player trophies and holding banquets.
- h) Risk Management Committee: This Committee, operating under the direction of the President, shall consist of a Chair chosen by the members of the committee, two members from the Board of Directors, two Coaches, three Parent Members, a representative from the City of Waterloo, and representatives from the public such as Family and Children Services and Citizens Concerned with Crimes Against Children. The committee shall be a policy development, advisory and educational body reporting to the Board of Directors through a liaison chosen by the members of the committee.
- i) Coach & Player Development Committee: This Committee, consisting of the Vice-President as Chair, Director of AAA/AA/A, Director of Minor Development, Director of Recreational – Initiation, Director of Recreational – Junior, Director of Recreational – Senior, and Coach Mentor:
1. shall organize and administer development programs for players and coaches of the Recreational and Representative leagues;
 2. shall organize, develop and implement a program of coaching procedures aimed at achieving excellence in coaching and player skills;
 3. shall appoint a liaison for Hockey Canada coaching clinics; and
 4. hold other educational and certification clinics to satisfy the needs of the Corporation.
- j) Human Resources Committee:
1. the Vice President shall act as committee chair;
 2. shall consist of the President, Vice President, Treasurer and one other active Board member;
 3. shall perform annual performance reviews of all WMHA employees ;
 4. shall have the authority to enforce the policies and procedures of the corporation as they pertain to the operation of WMHA;
 5. shall act as liaison between Board and staff;

6. shall maintain job descriptions for all positions;
 7. shall have the authority to define pay rates and make recommendations to the Board for staffing levels
 8. shall update the Board as required; and
 9. shall create and maintain employee contracts for each employee.
- k) Other Committees: The Board of Directors may by resolution establish any other committees which in its opinion are necessary or advisable.

ARTICLE 13

APPOINTED OFFICIALS

Article 13

The Board of Directors shall appoint Officials each year for the following positions and the appointments shall be in effect until the next Annual Meeting or until resignation or dismissal:

a) Treasurer

1. shall be an ex-officio voting member of the Board of Directors;
2. shall keep full and accurate financial records of the Corporation and deposit all monies or other securities in such bank accounts as may from time to time be designated by the Board of Directors;
3. render interim financial reports at regular meetings of the Board;
4. prepare an annual financial report to be available not less than two weeks prior to the Annual Meeting of members and arrange for the completion of an audit by the auditors appointed by the Board;
5. present at each Annual Meeting, a report of the financial operations from the past year and, where available, an audited financial statement;
6. shall be one of the signing Directors;
7. is an ex-officio member of the Special Events Committee; and
8. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

b) Representative League Convenors

There shall be a Convenor for each league (AAA, AA/A, Minor Development) in which the Corporation participates. They shall for their league:

1. oversee the complete operation of teams within their league;
2. approve all scheduling of exhibition and tournament games for all teams within their league; and
3. have the authority to enforce the Rules, Regulations and By-laws of the Corporation.

c) Recreation League Convenors

Are selected by the Director of Recreational Hockey subject to confirmation of the appointments by the Board of Directors. They shall:

1. submit regular season game schedules and play-off schedules to the Recreation League Management Committee for approval; and
2. have the authority to enforce the Rules, Regulations and By-Laws of the Corporation.

d) Equipment Manager

1. shall be a member of the Representative Leagues Management Committee; a member of the Recreational Leagues Management Committee;
2. shall submit equipment requirements and recommendations as to equipment purchases or repairs;
3. shall provide for the secure storage of all equipment owned by the Corporation;
4. shall keep accurate inventory records of all equipment owned by the Corporation; and
5. shall be an ex-officio voting member of the Board of Directors.

e) Officials' Liason

1. shall assist convenors, coaches and players when requested to interpret Hockey Canada playing rules;
2. shall communicate the interests and concerns of the WHRA to the Board;
3. shall attend Executive and General meetings of both the WHRA and the WMHA;
4. shall perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors of WMHA.

f) Ice Scheduler

1. shall schedule ice time to each team of the Corporation in a fair manner;
2. shall schedule games between Waterloo Rep teams and other teams of the Branch of Hockey Canada to which the Corporation is a member;

3. shall be paid such remuneration as may be fixed by the Board of Directors from time to time; and
 4. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.
- g) Executive Assistant
1. shall work in the hockey office during such hours as set by the board;
 2. shall arrange for the recording of minutes of all proceedings of the Board and of the General Meeting of members;
 3. shall give notice of each meeting to the Directors and members;
 4. is the custodian of all books, papers, records and other documents of the Corporation, except for custodial duties assigned to the Treasurer;
 5. shall maintain a list of members of the Corporation;
 6. shall be responsible for the administration and records kept for registration and ensure such records are made available to appropriate Convenors on a timely basis;
 7. shall be paid such remuneration as may be fixed by the Board of Directors from time to time; and
 8. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

ARTICLE 14

THE DEVELOPMENT, IMPLEMENTATION AND COMMUNICATION OF RULES AND REGULATIONS

Article 14

- a) Rules and Regulations may be established from time to time by the Board of Directors or the Corporation.
- b) Coaches and Managers of Recreational and Representative teams and Convenors of the Recreational leagues may establish additional Rules and Regulations provided that they are not in conflict with the By-laws, Rules and Regulations of the Corporation, and provided that they are approved in writing by the relevant League Management Committee and approved by a simple majority vote of the Board of Directors.
- c) Coaches can suspend any player or volunteer with their teams who is in contravention of the Bylaws, Rules or Regulations of the Corporation or approved team rules.
- d) Directors of Recreational and/or Representative leagues, or in their absence, the appropriate convenors may suspend or confirm the suspension of any player, volunteer,

or parent whose actions or omissions are contrary to the Bylaws, Rules and Regulations of the Corporation. Such persons must report in writing, with reasons, any suspension of a member to the suspended party, the Director of Appeals, and the President of the Corporation.

- e) The Board of Directors can at any regular meeting or at a special meeting called pursuant to Article 10 herein, suspend or confirm the suspension of any Convenor, Coach, Manager, player, parent or other member for breach of the Bylaws, Rules or Regulations.
- f) Items a) to e) above are all conditioned by the grievance and appeals process of the Corporation (see Article 15).
- g) All By-laws, Rules and Regulations of the Corporation shall be well communicated among the members. The Constitutional By-law and a current list of By-laws, Rules and Regulations of the Corporation shall be kept posted in each of the City's arenas during the hockey season, and copies of these materials shall be made available to members upon request to the Executive Assistant or the Community Services Department. Any additional Rules and Regulations which are developed by Convenors or Coaches or Managers for their specific teams shall be distributed in writing to all members (players and/or parents, and Coaches, Managers, and other volunteers) for whom the Rules and Regulations apply.

ARTICLE 15

GRIEVANCES AND APPEALS

Article 15

- a) For matters other than game protests (see Article 16) there shall be five avenues of complaint or grievance:
 - 1. through a team's Coach and/or Manager;
 - 2. through the relevant Convenor;
 - 3. through the relevant Director;
 - 4. by submitting a WMHA Incident Reporting form;
 - 5. through the Grievances and Appeals Committee.
- b) Complaints or grievances may be put forward by persons having any of the Corporation's three categories of membership - Active, Parent, or Honourary.
- c) Grievances may be against decisions or actions taken under any of the By-laws, Rules or Regulations of the Corporation; against the propriety of any of the Bylaws, Rules or Regulations; or concerning the lack of an appropriate By-law Rule or Regulation.
- d) Some grievances by members will have to do with actions or rules pertaining to a particular

team. Many of these grievances may be adequately pursued by raising them informally with the Coaches and/or Managers involved, and members shall be encouraged to do this.

- e) Members may also wish to take their grievances to the relevant Convenor where:
 - 1. they are reluctant, for whatever reason, to approach the Coach and/or Manager;
 - 2. the Coach and/or Manager has rejected the grievance and an appeal is being initiated; or
 - 3. the Coach and/or Manager is not the most relevant official for the issue involved (e.g., where the Coach or Manager himself/herself wishes to lay the grievance).
- f) Submission of a grievance or appeal to the Convenor or Past President involved should be in writing, with details on the grievance and the actions and Rules involved.
- g) The Convenor involved shall immediately send copies of any written grievance or appeal to the Executive Assistant and to the Past President; the same shall be true of copies of all other communications produced on the matter.
- h) Within forty-eight (48) hours, the Past President shall notify the complainant of receipt of the submission and shall indicate that the Convenor or Director will deal with the matter within the next fourteen (14) days.
- i) Within fourteen (14) days, the Convenor involved shall reply in writing to the complainant with a decision or with a timetable for further consideration of the matter, the latter not to extend for more than another fourteen (14) day period. The extra time and consideration may involve the calling of a meeting with the complainant and/or other parties. If such an approach is required, a written decision will be rendered to the complainant within seven (7) days of the meeting date.
- j) For grievances which go to the Past President, the same deadlines shall normally apply; there should be immediate (48 hours) notification of receipt of the grievance; there shall be a final reply given within seven (7) days, or there shall be meetings within fourteen (14) days followed by an immediate reply.
- k) Issues brought before the Appeals Committee will be:
 - 1. those where a decision of a Coach/Manager/Convenor or Director is being appealed, or
 - 2. those where the issue is not best addressed at the other two levels of appeal (i.e., the issue is broader in scope and implication than any particular team or league). Here again, the submission of the grievance must be in writing.
- l) The decisions of the Appeals Committee shall be final and binding upon members, with no possibility of further appeal within the Corporation.

ARTICLE 16

GAME PROTESTS

Article 16

- a) All protests having to do with games and their Regulations shall be filed with the appropriate Director within forty-eight (48) hours after the game to be protested. The protests shall be in writing and shall set out the Rules and Regulations involved, and the alleged violations. Supporting evidence must accompany the protests.
- b) Upon receiving a protest, the appropriate Director shall forward a copy to the Manager or Coach of each other team involved, to the Chair of the Protest Committee, to the Referee-in-Chief (if the issue involves the Referee's decision), and to the President of the Corporation.
- c) The Chair of the Protest Committee shall notify those involved (and the Referee-in-Chief if necessary) as to the time and place of a meeting to hear the protest, to be held within seven (7) days of the protest; a written decision shall then go to all persons involved within seven (7) days following the meeting.
- d) The decision of the Protest Committee shall be recorded with the Executive Assistant of the Corporation.
- e) Decisions of the Protest Committee shall be final and binding on members, with no possibility of further appeal within the Corporation.
- f) A protest of a Referee's decision will not be considered unless it concerns a question of interpretation of the Rules of the game.

ARTICLE 17

AMENDING THE BY-LAWS

Article 17

- a) The By-laws of the Corporation may be repealed or amended if two steps are followed. First, the amendment must be approved by a majority vote of the Directors. Second, to be effective, the amendment(s) must be sanctioned by an affirmative vote of at least two-thirds (2/3's) of the members present at a Special General Meeting or at an Annual General Meeting.
- b) Any proposed amendments to the Bylaws shall be first submitted in writing to the Board of Directors. Provided that they are submitted fourteen (14) days before the next monthly meeting, in time for easy distribution, these proposals shall be discussed and voted on at the up-coming meeting. After an amendment has passed in a vote of the Board, it shall then be brought to either a Special General Meeting or the next Annual General Meeting, as the Board sees fit, for a vote by the wider membership.

ARTICLE 18

BANKING AND EXECUTION OF DOCUMENTS

Article 18

a) Banking Arrangements:

1. The banking business of the Corporation shall be transacted with such bank(s) as the Board may designate by resolution.
2. At least two (2) persons shall be designated by resolution of the Board to transact banking business on the Corporation's behalf including, but without restricting the generality of the foregoing, the operating of the Corporation's accounts and the execution of any documentation relating thereto.

b) Audits: An audit of the books must be conducted at the end of the fiscal year by such auditor as may be designated by the Board of Directors from time to time.

c) Execution of Documents: Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President or Vice-President; and by the Treasurer.

ARTICLE 19

FISCAL YEAR

Article 19

Until otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall end on the 30th day of April in each year.