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As amended up to and including August 26, 2020

A By-Law relating generally to the conduct of the affairs of the City of Vaughan Hockey Association.

BE IT ENACTED as By-Law No. 1 of the City of Vaughan Hockey Association:

1. DEFINITIONS

(a) In this By-law and all other By-laws, Resolutions and the Constitution of the City of Vaughan Hockey Association, unless the context otherwise requires:

(c) words importing the singular number shall include the plural number and vice versa, and words importing the masculine gender shall include the feminine and neuter genders.

- i. "Approved or "Approval" means, where such is required by the Constitution and By-laws of the CVHA, or may be granted in respect of any matter discussed at an Executive meeting or the Annual General Meeting, a determination by a majority vote, unless otherwise stated.
 - ii. "Articles" means the Articles of Incorporation of the Association, as amended from time to time;
 - iii. "CVHA", "Association" "Corporation" means the City of Vaughan Hockey Association (or such other name as the Association may in the future legally adopt);
 - iv. "Constitution" means the constitution of the Association, as amended from time to time and any reference in any by-law to any terms, descriptions or definitions set out in the Constitution shall have corresponding and similar meanings;
 - v. "Corporations Act" means the Corporations Act, R.S.O. 1990, c.38, and any statute amending or enacted in substitution therefore, from time to time;
 - vi. "Current Hockey Season" means the playing season that ends immediately prior to the Annual General Meeting in the same calendar year.
 - vii. "Executive" or "Board" means the elected or appointed officers of the Association
 - vii. "Officer or Officers" means an individual or collectively the individuals holding the elected or appointed offices of the Executive of the Association, as prescribed by the Constitution, which individuals shall also be Directors of the Corporation for the term of their elected or appointed office;
 - viii. "Policies" means written statements governing issues affecting the affairs of the Association which have been considered and approved by the Executive;
- (b) terms that are defined in the Corporations Act are used in the Constitution and the By-laws of the CVHA with the same meaning; and

2. REGISTERED OFFICE AND SEAL

The Head Office of the Corporation shall be in the City of Vaughan, in the Province of Ontario, and at such place therein as the Executive may from time to time determine. The current address of the Association is 2600 Rutherford Road, Maple Ontario, P.O. Box 651, Maple, Ontario L6A 1S5

3. MAILING LIST

No mailing list of any type shall be handed out to any individual or group without the unanimous consent of the members of the Executive. This includes names of participating children and/or their parents/guardians, Board members, coaches, managers, referees, convenors, time keepers, and sponsors. No member of the CVHA who comes into possession of the above mentioned list(s) will be permitted to use them for other than CVHA purposes.

1 PASSING AND AMENDING THE CONSTITUTION AND BY-LAWS

(a) The Board may not amend the content of the Constitution itself without the subsequent approval of the general membership at the next Annual General Meeting at which any such constitutional amendments must be presented.

(b) The Board may pass or amend by-laws relating to the operations of the Association to regulate matters of administration and procedures. The by-laws, as amended by the Board, together with the current version of the Constitution and any proposed amendments shall be published by the CVHA office on the first business day next following the last date for submission of nominations to the Board to be considered at the Annual General Meeting, or as soon thereafter as reasonably practical.

(c) By-laws of the Corporation may be enacted, repealed, altered, added to or reenacted by a two-thirds (2/3) majority of the votes cast at any Board meeting.

(d) The general membership may at the Annual General Meeting confirm, reject, amend or otherwise deal with any new By-law or By-law amendment passed by the Board or any Constitutional amendment proposed by the Board and submitted to the meeting for confirmation, but no act done or right acquired thereby under any such amendment is prejudicially affected by any such rejection, amendment or other dealing.

(e) The most current versions of the Constitution and the by-laws of the Association shall be posted on the web-site of the Association throughout the year. The Board shall be required to review and approve the most current versions from time to time prior to posting to the web site of the Association.

5. NOTICE

(a) In computing the date when notice must be given under any provision of the Constitution or by-laws requiring a specific time for notice of any meeting or other event, the date of giving notice is, unless otherwise provided, included. For the purposes of the Constitution and By-laws of the Corporation the term "days" or "business days" for the purpose of giving notices shall mean all days of the week, including Saturday, Sunday or Statutory Holiday as may be applicable in the City of Vaughan, Ontario, Canada

(b) The accidental omission to give notice of any meeting of the Association or the non-receipt of any notice by any member or Officer or by the accountant of the Corporation or

any error in the notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Officer, member or the accountant of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

6. RULES OF PROCEDURE

The rules contained in the most current edition of "Robert's Rules of Order" shall govern the rules and procedures to be used in conducting the meetings and affairs of the Association in all instances when they are applicable and not inconsistent with the Constitution, by-laws, special rules or other governing documents or laws affecting the Association.

The foregoing By-Law No. 1 is enacted by the Board of the Corporation by the affirmative vote of a majority of the Officers of the Association at a special meeting duly called and held in the City of Vaughan, Province of Ontario at which a quorum was present on the 9th day of March, 2003 and further amended by Resolutions of the Board of Directors on February 13, 2004, April 7, 2007, June 12, 2008 and May 11, 2009 and ratified at the AGM on June 11, 2009 and August 26, 2020.

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As amended up to and including June 7, 2012

A By-Law relating to the election and conduct of the Executive of the City of Vaughan Hockey Association.

BE IT ENACTED as By-Law No. 2 of the City of Vaughan Hockey Association:

1 TERMS OF MEMBERSHIP AND ELIGIBILITY (Deleted and added to Constitution
120)

2 NOMINATIONS

(a) Invitations for nominations to the Executive from the members of the Association shall be published on or before the second Friday of April of each year by posting notice of such on the web-site of the CVHA and, if deemed appropriate by the Executive, (a) posting notice in each arena in Vaughan in which CVHA teams regularly play, (b) regular post or e-mail to all CVHA members, executives, delegates, convenors and team officials or (c) in any other manner. The CVHA Office shall supply and make available a nomination form to be completed by all nominees and the nominator and such completed nomination form shall be faxed or delivered to the CVHA Office and must be received in the CVHA Office by no later than 4:30 pm on the next business day following thirty (30) days prior to the published date of the Annual General Meeting.

(b) The list of candidates shall be published by the CVHA office on the first business day next following the last date for submission of nominations to the CVHA Office specified in subparagraph (a) above, or as soon thereafter as reasonably practical by (a) posting notice of such on the web-site of the CVHA and, if deemed appropriate by the Executive, (b) posting notice in each arena in Vaughan in which CVHA teams regularly play, (c) regular post or e-mail to all CVHA members, executives, delegates, convenors and team officials or (d) in any other manner as deemed appropriate by the Executive.

(c) In order for a nomination to be valid the nominee must consent in writing to stand for election and the nomination must be signed by the nominator on the approved form and submitted to the CVHA office as prescribed above. The submitted nomination must be seconded by another member at the Annual General Meeting. A closing of nominations will be called with due notice prior to the election for each position.

(d) No member may accept a nomination for more than one executive position. In the event that a nomination is submitted on behalf of a member for more than one executive position the CVHA office shall notify that member, in writing, of the multiple nominations. The member shall, within twenty-four hours of receiving the CVHA notice, submit a written withdrawal of all nominations submitted on behalf of that member except for one, failing which all nominations submitted on behalf of that member shall be deemed to be automatically withdrawn.

(e) An executive member who automatically qualifies to return for the second year of a two year term may not run for another position on the executive board unless they declare their intention to resign from, or renounce their entitlement to, the executive position to which they are automatically qualified to return. The declaring executive must add their name to the slate of candidates to be established as prescribed by the Constitution. If no slate is established and

posted as required, the declaration is deemed invalid and the returning executive may not run for another position on the Board prior to completing their full term

(f) Candidates for an elected position on the Executive are required to submit with their nomination form, a Vulnerable Sector Screening (VSS) report or receipt that one has been requested and paid for, issued by the York Regional Police, that is no older than 3 months from date of submitting their nomination.

3. PROCEDURE FOR ELECTION OF OFFICERS

a) 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 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. Any member eligible to vote must vote in person at the Annual General Meeting. There shall be no voting by proxy. Any member eligible to vote, where a formal election is required, may do so after the commencement of the Annual General Meeting at any time established by the Executive following the presentation of each nominee and any such member need not be present at the time the ballots are counted.

(b) Ballots shall be counted by the Past President and/or Director at Large together with one scrutineer selected at random at the start of the Annual General Meeting from among the general membership present and approved by majority vote of the general membership present at the Annual General Meeting. In addition, each nominee will have the option of appointing a scrutineer, who will be allowed to monitor the ballot count. The successful candidate for each position will be reported prior to nominations for the next position. The ballots shall be kept in the office of the Association for at least twenty-one days following the Annual General Meeting.

(c) If an election dispute is raised prior to the taking of a vote, the individual with responsibility for conducting the vote has the authority to make a ruling on the dispute, after which the voting procedure will continue. If an election dispute is raised after the taking of a vote but prior to the adjournment of the Annual General Meeting, the ballots relevant to the dispute shall be sealed in an envelope, and turned over to the individual responsible for conducting the election. The dispute will be ruled on by a majority vote of the Executive. Election results not contested prior to the adjournment of the Annual General Meeting will be considered final and not subject to appeal.

4. VACANCIES

Vacancies on the Executive, howsoever caused, may, so long as a quorum of Officers remains in office, be filled by appointment by majority vote of the Executive. Otherwise, such vacancy shall be filled at the next Annual General Meeting in accordance with the procedures for electing officers. In the case of vacancy in the office of President, one of the Vice-Presidents shall be appointed to the position. If no Vice-President is willing to accept the appointment to the office of President or if a quorum of Officers does not remain in office, the remaining Officers shall call a general meeting of members to fill the vacancies from among the qualified members of the Association.

2 CONDUCT AND DISCIPLINE OF OFFICERS

- (a) Officers and Directors shall:
 - (i) refrain from public criticism of Board policy and/or other Board members.
 - (ii) carry out their duties in a manner consistent with the Constitution and by-laws of the Association, and with the directives of the Board.
 - (iii) refrain from publicly criticizing game officials, coaches, or players before, during, or after games.
 - (iv) notify the Board of situations where a conflict of interest might exist in the execution of duties related to the Association. This includes, but is not limited to, matters of potential financial gain or personal involvement to an extent that judgement could be influenced.
 - (v) declare a conflict of interest wherever they or one of their family members is directly or indirectly involved in a matter with the Association. The Board member shall be excluded from discussion and/or voting on any matter which may be affected by such conflict of interest.
 - (vi) sign, by no later than the first Executive meeting following the Annual General Meeting, and comply at all times thereafter with, the Executive Code of Conduct attached as Schedule "A" hereto, as may be amended by the Board from time to time. Failure to sign the Executive Code of Conduct as required shall result in immediate dismissal from the Board with no right of appeal.
- (b) An Officer may, at the discretion of the Board, be sanctioned or, without limiting the generality of the foregoing, be disciplined by censure, suspension, expulsion or removal from the Executive for:
 - (i) any breach of, or failure to comply with, the Constitution, by-laws, rules or regulations of the Association;
 - (ii) failure to act honestly, in good faith and in the best interests of the Association and its members;
 - (iii) breach of a fiduciary obligation owed to the Association or its members;
 - (iv) missing three consecutive meetings of the Board without notice and/or just reason.
 - (v) failure to comply with any decision approved at any Executive meeting or the Annual General Meeting and recorded in the minutes of such meetings
 - (vi) failure to adhere to the Executive Code of Conduct
- (c) A motion to discipline a member of the Executive may not take place unless a special meeting of the Executive has been called. A vote of two-thirds of the votes cast is required to enforce discipline of a member of the Executive.
- (d) The Executive may, by a motion passed by at least two-thirds (2/3) of the votes cast at a special meeting of the Executive, called as prescribed by subparagraph 5 (c) above and in respect of which written notice specifying the intention to pass the motion has been given, may remove any Officer before the expiration of the term of office.
- (e) Any person disciplined as set out above and deemed to have breached a position of trust with the Association shall be permanently barred from holding an elected or appointed office in the Association.
- (f) An officer deemed not to be in good standing if found by the Board to be, or have been in breach of, or non-compliant with, of any of the Constitution, By-Laws, rules, regulations or policies of the Association. Any such officer may be put back into good standing by two thirds of the votes cast by the Board.

6. REMUNERATION OF OFFICERS

(a) The Officers of the Association shall serve without remuneration. No Officer shall directly or indirectly receive any profit from their position or promote themselves or any entity with which they might be directly or indirectly involved, for the purpose of obtaining a profit, benefit or gain, in any manner that uses their position within the CVHA or information as a result of such position, without the approval of the Board.

(b) The Executive may establish policies relating to the reimbursement or remuneration of employees or appointments and for the reimbursement of Officers for reasonable expenses incurred in the performance of their duties as Officers of the Association.

(c) Notwithstanding the foregoing the Executive may choose to pay an honorarium to any Officers or appointed official. These honorariums are to be established and reviewed on a yearly basis.

7. INDEMNIFICATION OF OFFICERS AND INSURANCE

(a) Every Officer of the Association and their heirs, executors, and administrators, who has undertaken a liability on behalf of the Association, shall at all times be indemnified and saved harmless by the Association 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 Association, save and except willful acts, neglects or defaults.

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

(c) Officers 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 Association, except such as shall have been submitted to and authorized or approved by the Executive.

(d) Where an Officer is a defendant in a civil action for damages because of acts done in an attempted performance in good faith of his/her duties he/she shall be indemnified for the necessary and reasonable legal costs incurred in the defence of such an action in the following circumstances only:

(e) Where the Association is not joined in the action as a party, and the Association does not defend the action on behalf of itself and of the Officer at the Association's sole expense.

(f) The Board will obtain sufficient Directors and Officers Liability Insurance or other insurance as is necessary to indemnify each Officer of the Association against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred in respect of any civil, criminal, or administrative action or proceeding to which he/she is made party to by reason of acts done in an attempted performance in good faith of his/her duties.

The foregoing By-Law No. 2 is enacted by the Board of the Corporation by the affirmative vote of a majority of the Officers of the Association at a special meeting duly called and held in the City of Vaughan, Province of Ontario at which a quorum was present on the 9th day of March, 2003; and further amended by Resolutions of the Board of Directors on February 13, 2004, April

1, 2005, April 25, 2006, April 7, 2007 and May 29, 2008, at the Annual General Meetings of May 8, 2007 and June 12, 2008 and further amended by Resolution of the Board of Directors on May 11, 2009 and ratified at the AGM on June 11, 2009.

Schedule "A"

City of Vaughan Hockey Association (CVHA) CODE OF CONDUCT -BOARD OF DIRECTORS

We will adhere to all rules and regulations as put forth by HC, OHF, GTHL and as identified in the CVHA Constitution, By-Laws and Administrative Practices.

We will follow accepted rules of order when conducting Board of Director business.

We will maintain confidentiality of all business discussed at Board of Director/committee meetings unless/until there is agreement to publish/release the results of such discussions.

We will show fiscal responsibility in conducting the affairs of the association.

We will set aside personal issues and focus on our role within the Board to provide the best amateur hockey program possible for all members of CVHA.

We will comply with the CVHA Conflict of Interest policy.

We will conduct association business in an environment that encourages open discussion and consideration of all opinions on matters to be decided by the Board of Directors.

We will coordinate and support programs that train and educate players, coaches, parents, officials and volunteers.

We will work to provide programs that encompass fairness to all participants and promote fair play and sportsmanship.

We will respect game officials, coaching staff, players, parents and volunteers in a manner that promotes fairness, integrity and mutual respect.

We will not tolerate abusive comments, gestures or inappropriate behaviour directed toward game officials, coaching staff, players, parents, competitors, volunteers or elected officials of this association.

We will demonstrate behaviour conducive to being role models to the youth and families in our sport at all CVHA events, board of director meetings and committee meetings.

We will respect, support and encourage each other to do the best job possible in our individual tasks and collectively as the Board of Directors.

I am in agreement with this code of conduct.

Print Member Name _____ Position _____

Signature _____ Date _____

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As amended up to and including June 11, 2009

A By-Law relating to the transaction of business and financial matters of the City of Vaughan Hockey Association.

BE IT ENACTED as By-Law No. 3 of the City of Vaughan Hockey Association:

1. EXECUTION OF DOCUMENTS

No contractual obligation of the Association, not previously approved by the Executive in the budget for any year is binding unless, subject to subparagraph 3(a) herein, first presented to and approved by a majority of the Executive. All contractual obligations and documents shall be signed by the President and the Officer or Director under whose departmental responsibility the matter most directly arises. All cheques and negotiable instruments must be signed by both the President and the Treasurer. The Executive may require the President and the Treasurer to be bondable for an amount as set forth by a majority vote of the Executive.

2. FINANCIAL YEAR

The financial year-end of the Association shall be May 30th, of each year.

2 TRANSACTIONS

(a) Monies to be spent by the Association, not previously approved by the Executive in the budget for any year must have approval of the Executive for amounts greater than \$1,000.00. All such expenditures must be confirmed by the President and the Treasurer by signing an approved purchase order.

(b) All expenditures should be disclosed to the entire Executive with each monthly financial report. All expenditures must be supported with receipts.

(c) Investment of the Association's reserve funds requires Executive approval and shall be administered by the Treasurer

(d) No member of the Association shall be permitted to receive any monies in cheque form, unless the cheque is payable to the Association, or to a recognized and Board approved committee.

(e) The use of cash to settle transactions within the Association is discouraged, however, if cash is received by any member of the Association, the member must issue a proper receipt, indicating the date, amount of cash received, and the purpose of the transaction. All cash received in such a manner, along with a copy of the receipt, must be turned over to the Association Office.

(f) No member of the Association shall be permitted to keep or deposit funds belonging to the Association, with the exception of the Treasurer, unless otherwise approved by the Board.

(g) All board members must adhere to and comply with the expense policy of the CVHA attached hereto as Schedule "A"

(h) Notwithstanding anything herein contained, in the event that a Board member wishes to engage a third party for guidance in respect of seeking professional advice or counsel, and payment is to be made for that service, the Board must first approve the need for such referral and the parameters of the instructions to be given. Unless otherwise approved by the

Board, the President and Treasurer shall have the joint responsibility for instructing the intended provider, with the Board to be copied.

4. AUDITORS and BUDGET

(a) The Executive must adopt and approve a preliminary budget for the following hockey season by no later than May 30th of the Current Hockey Season. Once approved, no modifications or amendments to the budget may be made without the approval of the Executive.

(b) The auditors of the Association shall (i) perform an audit of the books and records of the Association at the end of each fiscal year in accordance with generally accepted accounting principles and the Corporation Act and (ii) be available for questions from any member at the Annual General Meeting. The statements shall be available to any member in good standing at any time upon written request.

The foregoing By-Law No. 3 is enacted by the Board of the Corporation by the affirmative vote of a majority of the Officers of the Association at a special meeting duly called and held in the City of Vaughan, Province of Ontario at which a quorum was present on the 9th day of March, 2003 and further amended by Resolutions of the Board of Directors on April 7, 2007 and May 11, 2009 and ratified at the AGM on June 11, 2009.

Schedule "A"

CVHA EXPENSE POLICY -2008

1.1 **Expenditures**

Proposals for expenditures must be referred to the President for approval by the Board of Directors except as may be otherwise provided in this section.

1.2 **Contractual Commitments.**

The annual budget and any revision (over-expenditure) to the total budget shall be approved by the Board of Directors. Notwithstanding the foregoing and, for the purposes of this section:

(a) The Treasurer shall ensure that operations remain within the approved total budget and any approved over-expenditure. A report shall be made available at each meeting of the Board of Directors of changes in any categories within the total budget (i.e. budget status report);

(b) The President shall have the authority to execute staffing/payroll commitments within a Board of Directors approved structure and within payroll complement levels, except the following:

- i) Appointments to managerial positions reporting to the President (which shall require approval of the Board);
- ii) Revisions to pay ranges and/or benefits; and
- iii) Any increase in total budgeted payroll;

(c) Other contractual commitments, within Board approved budgets, shall normally be confirmed by the preparation of a Purchase Order and signed for completeness by the Office Manger and approval by the department head where appropriate, the Treasurer and President; and

(d) The Board of Directors shall retain the authority to approve all other contractual commitments.

1.3 **Expenses**

(a) Members of the Board of Directors, committees of the Board of Directors and staff are eligible to claim expenses when such are incurred by any individual representing and/or acting on behalf of the CVHA and providing the expense was necessary for the individual to carry out his/her duties.

(b) Expense claims must be submitted to the CVHA office on a designated CVHA expense claim form, accompanied by the requisite support documents, and should be submitted within 60 days of the expense being incurred whenever possible.

(c) Requisite support documents for all expense claims are to be provided prior to approval and must include, where appropriate and whenever possible (i) vouchers and issued receipts (ii) a reasonably detailed description of the nature or type of expense or item purchased, (iii) the date and type of event and (iv) the reason for incurring the expense.

(d) The President and the Treasurer are normally responsible for the review and approval of all expense claims.

(e) Expenses of the President or the Treasurer are subject to review and approval of the other non-submitting officer of the two, together with two (2) other members of the Board, to be named by the Board.

(f) Transportation expenses shall be incurred by the most economical and reasonable means and reimbursed at the current rate established by the Board of Directors.

(g) Accommodation and meal expenses, including gratuity and taxes, will be authorised where it is necessary for staff or a Board member to stay overnight for the purpose of attending to authorised CVHA business. A meal allowance will be provided to any individual representing the CVHA who travels outside the boundaries of Toronto, Mississauga, Vaughan and Markham or to an individual identified in this policy who attends meetings or other functions and incurs a meal expense when meals are not provided to the participants at the event.

Breakfast -\$10.00

Lunch -\$15.00

Dinner -\$30.00

1.4 **Reporting and Compliance**

(a) Any expenses reimbursed pursuant to this Policy shall be reported to the Board of Directors at its regular monthly meetings and the detail shall be made available for review by any Board member upon request.

(b) Notwithstanding anything herein contained the provisions of this policy shall at all times be subject to and comply with the Constitution and By-Laws of the CVHA.

(b) Notwithstanding anything herein contained the provisions of this policy shall at all

times be subject to and comply with the Constitution and By-Laws of the CVHA.