

Quinte Regional Minor Hockey Association

“Quinte Red Devils”



Constitution

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ARTICLE 1 - PURPOSE AND OBJECTIVES

- 1.01 The organization shall be known as the “Quinte Regional AAA Minor Hockey Association (the “Association”) and shall be referred to as “Q.R.M.H.A.” or “the Association”.
- 1.02 Teams playing for Q.R.M.H.A. will be known as the Quinte Red Devils and the team colours shall be red, black and white.
- 1.03 The organization was incorporated as a non-profit organization, as of June 24, 1991 as 944195 Ont. Inc. pursuant to the *Corporations Act*, and as such, business shall be carried on without purpose of financial gain for its members, and any profits to the organization shall be used in promoting its objectives.

ARTICLE 2 – STATUS OF THE ASSOCIATION

- 2.01 This Association shall have jurisdiction of "AAA" hockey within the boundaries of the Quinte zone. Quinte Zone shall be determined by the Ontario Minor Hockey Association (the “OMHA”) and shall include the geographic area outlined in article 4.03.
- 2.02 This Association may become affiliated with any hockey league or leagues, or any other organization, as determined by the Board of Directors.

ARTICLE 3 - OBJECTIVES

- 3.01 The objective of the organization shall be to promote, encourage and foster the development of hockey and hockey players in the Quinte Regional "AAA" zone.

ARTICLE 4 - MEMBERSHIP

- 4.01 Membership in the Association may be granted to individuals in-good-standing, for the year in which the Annual General Meeting occurs, who shall agree to abide by and comply with the policies, procedures, rules and guidelines of the Association. The following are the classes of members in the Association:
 - (a) Active membership – include all elected or appointed Directors or Referee-in-Chief and all coaches, managers and trainers appointed for the current season and all registered players who are 18 years of age or more. Members in this classification will be allowed one vote per person.
 - (b) Parent/Guardian Membership – include all parents and/or legal guardians of registered players, in good standing, where the registered player is under the age of eighteen (18) years. Each couple or custodial single parent shall have one vote per player and may attend members meetings and, by invitation, meetings of the Board and of Committees of the Association.

- (c) Honorary Lifetime Membership – granted to an individual who has rendered extraordinary and distinguished service to and have been expressly named by a duly passed resolution of the Board. These members have no vote but may attend members meetings and, by invitation, meetings of the Board and of Committees of the Association.
- (d) One Person – One Class of Membership – although it is possible for a member to be qualified for more than one class of membership in the Association, no person may hold membership in more than one class of membership. It is, therefore, mandatory that each member shall declare himself/herself prior to the start of any meeting of the membership and advise the chairperson of the membership class he/she wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership for the remainder of the fiscal year.

4.02 Termination of membership in Association occurs as follows;

- (a) Membership in the Association shall not be transferable and shall terminate upon members resignation, death or when no longer meeting the qualifications for membership in article 4.01.
- (b) Members may resign from the Association by submitting a letter of resignation to the Secretary of the Association. The resignation shall take effect at the time of such delivery unless a later date is specified in the resignation.
- (c) Members whose conduct is considered by the Board to be contrary to the polices, procedures, or by-laws , or the purposes of the Association, shall be asked by the Board to resign their membership. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these members. A copy of this motion shall be communicated to the members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such motion shall require a two-thirds (2/3) majority in a ballot conducted at the Board meeting. The members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

4.03 All general members of the Association will have their primary residence within the Quinte Regional Zone which is defined as: at Lake Ontario and proceeding north along the Theatre Road and continuing in a straight line to the south shore of Rice Lake. East along the South Shore of Rice Lake to the 11th Concession of Percy Township. Then East along the 11th Concession of Percy Township to the West Boundary of Seymour Township. then north along the west Boundary of Seymour Township to the south shore of the Trent River. North-East along the south Shore of the Trent River to the North Boundary of Seymour Township. East along the North Boundary of Seymour Township to the 3rd Concession of Belmont Town hip. then North to the North-/West corner of Lot 26 Con 3 Belmont Township. Then East along the North Boundary of lots 26 Con 3,2,1 to the West Boundary of Hastings County Continuing North along the West Boundary of Hastings County to the North Boundary of Peterborough County, then West along the North Boundary of Peterborough county to HWY 28, then in a

Northerly direction from Hwy 28 to the intersection of hwy 60 and Algonquin Park. Then in a south-Easterly direction to the North East Boundary of Hastings County, then south along the East Boundary of Hastings County to the North Boundary of Kaladar Township. Then East along the north Boundary of Kaladar Township to the East Boundary of Lennox and Addington County. Then South along the East Boundary of Lennox and Addington County to the North Boundary of Ernestown Township. Then west along the North /boundary of Ernestown Township to the West Boundary of Ernestown Township, then south along the West boundary of Ernestown Township to the south West corner of Ernestown township tat Lake Ontario., this zone also includes all of Prince Edward County and encompasses all OMHA designated Centres within these aforementioned Boundaries.

- 4.04 Where there is any conflict between article 4.03 and the OMHA designated boundaries, the latter shall prevail.

ARTICLE 5 – BOARD OF DIRECTORS

5.01 A Member of the Board:

- (a) shall be eighteen (18) or more years of age;
- (b) shall not be an undischarged bankrupt or of unsound mind; and
- (c) shall remain a Member of the Association as per article 4.01 throughout his/her term of office.

5.02 Nominations and Elections

All elected positions for the Board of Directors shall take place at the Annual General Meeting of the Membership.

5.03 Board Positions

The Board shall consist of twelve (12) persons who are members of the Association or members of the general public and elected at the Annual General Meeting or as appointed pursuant to this Constitution. Half of the Directors shall serve 2 year terms and the other half 1 year terms.

5.04 Election Procedures

Nominations for proposed Directors shall come from the floor at the Annual General Meeting . Such nominated Directors shall then be voted on by members at the Annual General Meeting by way of secret ballot vote. Nominated Directors receiving the most votes of members at the Annual General Meeting, shall be deemed to have been elected as Directors. The appointed Directors will be approved by the new Board at the first meeting following the Annual General Meeting.

5.05 Vacancies

The position of a Director shall be vacated upon the occurrence of any of the following events:

- (a) submission of letter of resignation to the secretary of the Association.
- (b) Director obtaining a status of bankruptcy
- (c) Director becoming of unsound mind, as so found by a court in Canada
- (d) a Director acquiring a criminal record
- (e) death of the Director
- (f) no longer meeting the membership qualifications in article 4.01; or
- (g) absence of a Director for three (3) consecutive board meetings without giving a reasonable explanation in advance to the President and/or Secretary

5.06 Members of the Board of Directors agree, as a condition of their status as Director, to abide by the Constitution, Policies and Procedures, and By-laws of the Association.

5.07 A vacancy on the Board occurring pursuant to this Constitution may be filled by appointment by the remaining Directors provided a quorum exists. The person appointed to the Board will complete the term of office of the vacating Director.

5.08 The Association shall be managed by the Board of Directors (the “ Board”). This includes the entering into contracts, purchasing or selling of equipment, and rental of ice, and may generally exercise all such other acts and things as the Association is, by its mandate to exercise and do. These duties will be executed in accordance with the Constitution, Policies, Procedures, By-laws of the Association as well as any applicable laws and regulations.

5.09 Regular Meetings

Regular Board Meetings shall be held on a monthly basis at the call of the President. Notice shall be given by the Secretary to each Director at least seven (7) calendar days prior to the date of the meeting. Such notice shall include a tentative agenda. The meetings of the Board shall be held at a place determined by the President or Secretary. Non-Board members may seek the advanced approval of the President before attending a regular board meeting.

5.10 Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three (3) Directors. Notice must comply with the time period referred to in article 5.09 and must clearly specify the purpose for which the meeting is being called. The only business which may be transacted at a Special Meeting is the business that is referred to in the notice.

5.11 Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

5.12 A quorum of the Board shall be eight (8) Directors, at least two (2) of which shall be Officers of the Association with one of them being the President or a Vice-President. The President, or in their absence, the Vice-President will Chair the meeting.

5.13 Questions arising at any meeting of the Board shall be decided by a majority of votes of those Board members present with the chair person abstaining. In the case of an equal number of votes, the chairperson shall cast a deciding vote. All votes at any such meeting shall be by ballot and/or recorded if so demanded by any Director present; however, if no demand is made, the vote shall be taken by show of hands and counting total number in favour and total number opposed. All formal dissents will be recorded, if requested, by a Director.

5.14 Any Director wishing to resign from the Board in advance of his elected term, shall submit a written notice of resignation to the President of the Association at least thirty (30) days in advance of the date he wishes to terminate his responsibilities.

5.15 Any violation of the Constitution, Policies or Procedures of this Association or decisions of the Board by any Director may render such member liable to suspension by the Board for a period of time not to exceed three (3) months at a time. The Board may, by motion passed by at least two-thirds (2/3) of the majority of the Directors present at a meeting of which due notice was given, remove any Board member before the expiration of her/his term.

5.16 Any clause in the policy, procedures and operations manual of the Association may be clarified and changed at any time by a majority vote of a quorum at any meeting of the Board .

5.17 Any Director shall declare to the Board any actual or perceived conflict of interest, whether pecuniary or otherwise, pertaining to any matter undertaken by the Board previous to the undertaking. The Director must refrain from discussing and voting on said undertaking. Necessary action regarding any conflict of interest may be determined by the Board.

5.18 All members, the Board and Team Officials will abide by the Abuse and Harassment Policy

5.19 Renumeration

Directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their position on the Board. They shall be reimbursed for reasonable out-of-pocket expenses properly incurred by them carrying out business on behalf of the association and as approved by the Board.

5.20 Indemnification of Directors

Every Director of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:

- (a) all costs, damages, charges and expenses whatsoever that such Director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed matter or thing whatsoever made, done or permitted by him or her in or about the good faith execution of the duties of his or her position: and
- (b) all other costs, damages, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the association except such costs, charges and expenses as are occasioned by his or her own willful neglect or default.
- (c) The Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

5.21 Confidentiality

Every Director of the Association shall respect the confidentiality of matters brought before the Board which are dealt with in camera and shall not disclose the fact or content of such discussions to anyone whatsoever.

5.22 Powers & Duties

Without limitation on the powers of the Board to manage the affairs of the association, the Board shall:

- (a) Assume the responsibility for organizing 'AAA' hockey for the Association, according to the constitution, policies, procedures and by-laws of the OMHA, and its affiliated associations or regulatory bodies.
- (b) Supervise the Executive Committee and from time to time review its actions and decisions.
- (c) Control the affairs and conduct business of the Association and do all things necessary to ensure receipt of needed revenues and adequate control of projected expenditures.
- (d) Engage the persons whom it deems necessary to carry out the Association's business, determine their remuneration, if applicable, and their conditions of service with power to terminate such service.
- (e) Receive and act upon all matters of discipline including, but not limited to, all disagreements, grievances, protests, suspensions and unbecoming conduct of its members wherever dictated by the Manual of Operations of the OMHA or to matters pertaining to the by-laws, policies or procedures of the Association.
- (f) Be empowered to establish such standing committees and ad hoc committees as deemed necessary from time to time, and to appoint the Chairperson of such committees and to alter the compositions of Committees appointed by it and to terminate appointments of Committee members or to dissolve such Committees.

- (g) Receive reports from and give direction to the Committees of the Association.
- (h) Uphold the by-laws of the Association and establish, amend or alter policies, as they evolve, to enable the Association to comply with the aims and objectives described in the By-laws.
- (i) Review at least once annually the polices, procedures and by-laws of the Association and recommend any changes
- (j) Determine registration procedures, fees, dues, assessments, charges and other budgetary requirements, on a on-going basis and administer and control monies, funds, donations and investments of the Association; and
- (k) Subject to governing law, purchase and maintain such insurance as determined by the OMHA and the Board.

ARTICLE 6 - EXECUTIVE COMMITTEE

- 6.01 The Officers of the Board shall consist of the President, the Immediate Past President, Vice-President - Hockey Operations, Vice-President - Business Administration, Vice-President - OMHA, Secretary, and Treasurer and collectively, shall constitute the Executive Committee of the Board.
- 6.02 The Board shall, at the first Board meeting following the Annual General Meeting, elect the Officers of the organization by majority vote of those in attendance.
- 6.03 Persons nominated for President are preferred to have served as an Officer previously. However, it is not necessary to have done so, nor is it necessary that they have been a board member.
- 6.04 The President can serve as many terms as the general membership and board wish.
- 6.05
 - (a) It is desired that persons nominated for President shall have served on the Board for one (1) of the last three (3) years.
 - (b) It is desired that persons nominated for Vice President shall have served on the Board one (1) of the last two (2) years.
- 6.06 A quorum of the Executive committee shall consist of three (3) of the six (6) members eligible to attend such meetings, one of who shall be the President and a Vice-President.
- 6.07 The Executive Committee shall be responsible for day to day management of the affairs of the Association, including monitoring all Committees of the Board.. This Executive Committee is also empowered to carry on interim and emergent business as necessary. In these instances the Committee shall take immediate action to deal with the unforeseen circumstances, but may not set Association policy without approval from the Board.

6.08 The Executive Committee shall:

- (a) during the intervals between Board meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board meeting;
- (b) have the authority to dismiss coaches, team officials or teams;
- (c) review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for resolution;
- (d) present a report regarding the activities of the Executive Committee to the Board;
- (e) deal with any other matters assigned to it by the Board or by the President.

6.09 The Executive Committee shall have the power to suspend individual players, coaches, managers, team officials, other persons, or teams upon the receipt of the recommendations of the Dispute Resolution Committee.

6.10 All decisions of the Executive Committee must be presented at the next Board meeting following the decision having been taken, for information purposes.

6.11 The Immediate Past President shall:

- (a) chair the first meeting of the new year;
- (b) act in advisory capacity;
- (c) be eligible to sit on all committees;
- (d) be a voting Director or member;
- (e) carry out duties as assigned by the Board, the Executive Committee or the President

6.12 The President shall:

- (a) chair all meetings of the Board, Executive Committee and Membership;
- (b) sit on all committees as an ex-officio voting member;
- (c) in consultation with the board, delegate in whole or in part the responsibilities of any vacant board position to any other current director;
- (d) exercise general supervision of the Association in accordance with Policies and By-laws as determined by the board;
- (e) be one of the signing officers of the Association.

6.13 The Vice-President – Hockey Development & Operations shall:

- (a) be one of the Vice-Presidents who shall assume the duties of the President in the absence for any reason of the President;
- (b) co-chair the Coaching Selection Committee;

- (c) administer a coaching evaluation at the end of the regular season via coaching evaluation forms filled out by parents, players and coaching staff members;
- (d) ensure that all coaches receive a copy of the Coaches' manual prior to try-outs;
- (e) approve all ice schedules prior to distribution to the teams;
- (f) oversee a Player Development Program;
- (g) be a voting Director or member;
- (h) carry out duties as assigned by the Board, the Executive Committee or the President.

6.14 The Vice-President – Business & Administration shall:

- (a) be one of the Vice-Presidents who shall assume the duties of the President in the absence for any reason of the President;
- (b) chair the Policy Committee;
- (c) approve all team fundraising activities;
- (d) monitor each team's financial statements and, if deemed necessary by the Board, to audit any team's records;
- (e) deny playing privileges to any player unless registration fees are paid in full;
- (f) be a voting Director or member;
- (g) carry out duties as assigned by the Board, the Executive Committee or the President.

6.15 The Vice-President – OMHA shall:

- (a) be one of the Vice-Presidents who shall assume the duties of the President in the absence, for any reason, of the President;
- (b) ensure that the Association and each of its teams is in compliance with the policies, procedures, rules and regulations of the OMHA and the Eastern AAA Hockey League (the "ETA");
- (c) acts as liaison between the Association, each of its teams and the OMHA and ETA;
- (d) attend meetings of the OMHA and the ETA as required as a representative of the Association;
- (e) distribute information to the Association and each of its teams from the OMHA and ETA;
- (f) carry out duties as assigned by the Board, the Executive Committee or the President.

6.16 The Treasurer shall:

- (a) keep a record of all monies received and disbursed, deposit all monies in the Bank, make all disbursements by cheques as directed and approved by the Board;
- (b) chair the Budget Committee;
- (c) provide a financial statement to the Board on a monthly basis;
- (d) obtain the approval of the Board for refunds on any registration fees;
- (e) present at each Annual General Meeting a report and updated financial statement and ensure that an annual review engagement is completed and available in a reasonable period at the end of the Association's year of operation;
- (f) obtain appropriate coverage of all insurance policies for the Association;
- (g) be bonded at the Association's expense;
- (h) immediately return to the Association all books, papers, money and other records or property in his/her possession or under his/her control upon retirement or removal from the Board;
- (i) be a voting Director or member;
- (j) carry out duties as assigned by the Board, the Executive Committee or the President.

6.17 The Secretary shall:

- (a) attend and record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and Executive Committee Meetings and ensure that the association's records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Polices and procedures established by the Board or by the Membership;
- (b) ensure the proper custody of the association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- (c) give notice of all Board meetings, draft an agenda and forward same to all Directors;
- (d) keep attendance record of all Board Meetings;
- (e) respond to correspondence pertaining to the operation of the Association;
- (f) maintain an up-to-date *electronic* mailing and telephone list of all Directors and Members of the Association;
- (g) e-mail notice of Annual General Meeting to all current members, and ensure that it is posted on the association's website;
- (h) chair the Nominations Committee;
- (i) be responsible for maintaining current revisions to Manual of Operations;
- (j) ensure that all Directors have a current copy of the Manual of Operations;
- (k) be a voting Director or member;
- (l) carry out duties as assigned by the Board, Executive Committee or the President.

6.18 The Board shall from time to time create such Committees as deemed necessary for the orderly functioning of the Association.

- 6.19 The chairperson of each Standing Committee shall be a Board Member, as determined at the first Board meeting following the Annual General Meeting.
- 6.20 In addition to Board Members, any general member of the Association, as approved by the Board, is eligible to serve on a Standing Committee.

ARTICLE 7 - ANNUAL GENERAL MEETING

- 7.01 An Annual Meeting of the general members of the Association shall take place each calendar year prior to June 30, at such time and place as may be designated by the Board.
- 7.02 Special meetings of general members may be called when deemed necessary by the President or shall be held when requested by a vote of two-thirds (2/3) of the Executive Committee.
- 7.03 Notice of the Annual General Meeting or any other special meeting of the general members shall be given *by public notice posted on the Association website and shared via social media outlets and other location determined by the Board of Directors*. In the case of a special meeting, the business transacted at that meeting shall be limited to the business stated in the notice of the special meeting.
- 7.04 General voting on questions placed before the Annual General Meeting or Special Meeting of the General Membership shall be achieved by an open vote of the approved general members of the Association and shall be decided by a majority vote. The question shall be declared, "carried" or "defeated" by the chair.
- 7.05 Fifteen (15) members at the Annual General Meeting or any other special meeting of the general members shall constitute a quorum for the purpose of conducting Association business.
- 7.06 There shall be no proxy votes at any meetings of members.
- 7.07 The Order of Business at any Meeting of Members shall be at the discretion of the Chairperson of the meeting. Subject to the aforesaid, the Order of Business shall be as follows:
- (a) Call to Order
 - (b) Reading of notice call the meeting
 - (c) Reading and approval of the previous Meeting of Members
 - (d) Directors Reports
 - (e) Financial Report
 - (f) Motions
 - (g) Correspondence
 - (h) Election of the new Board (elected positions only) – AGM only
 - (i) Other Business
 - (j) Adjournment

ARTICLE 8 - EXECUTION OF DOCUMENTS

8.01 Execution of Documents

The Board may from time to time appoint three (3) Directors either to sign documents generally or to sign specific documents. One (1) of the three (3) Directors must be the President. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

8.02 Books and Records

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

ARTICLE 9 - FINANCIAL YEAR

9.01 The fiscal year of the Association shall be from May 1st to April 31st of each year.

ARTICLE 10 - BANKING ARRANGEMENTS

10.01 Banking Resolution

The Board shall designate, by resolution, the Directors and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the accounts of the Association with a bank or trust company;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Association;
- (d) authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

For the purposes of this article, the resolution of the Directors or other persons so authorized above shall include the President and Treasurer at a minimum.

10.02 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon written order of the Association signed by such director or directors, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as

custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposits or proceeds thereof.

ARTICLE 11 - AMENDMENTS

- 11.01 This Constitution may be amended from time to time by a two thirds (2/3) majority of the members of the Association attending an annual General Meeting or any other special meeting of the General membership called for such a purpose.
- 11.02 Notice of proposed amendments to the constitution must be submitted by registered mail or equivalent, to the Secretary of the Association not later than 60 days in advance of the Annual General Meeting. The Secretary of the Association shall, in turn, notify by mail or equivalent, all local Minor Hockey Associations entitled to notice of General Meetings, the proposed amendments 30 days prior to the Annual General Meeting.
- 11.03 Any amendment or change of the Constitution, By-Laws, Regulations or Playing Rules of Ontario Minor Hockey Association shall automatically amend or change the Constitution, Policies and Procedures of this Association.
- 11.04 This Association at any annual general, special, or Board meeting may adopt, amend, revise or repeal Policies or Procedures or By-laws for the governance of this Association at a Board meeting.

Notes on Changes

May 2013

Articles 3.01, 5.03, 6.03, 6.04, 6.05 were updated to reflect the desire to allow non-parent board members, and more flexibility in choosing executives.

November 2021

Articles 6.12, 6.13, 6.13, 6.17, 7.03 were updated to reflect current practices.