
South Simcoe Minor Hockey Association
By-laws

Version 1.0

May 31, 2023

SOUTH SIMCOE MINOR HOCKEY ASSOCIATION

BY-LAWS

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SOUTH SIMCOE MINOR HOCKEY ASSOCIATION

BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of the South Simcoe Minor Hockey Association.

BE IT ENACTED as a By-law of the South Simcoe Minor Hockey Association as follows:

ARTICLE 1 DEFINITIONS

- 1.1** In this By-law and all other by-laws and resolutions of the Association, unless the context otherwise requires:
- (a) "Act" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, Chapter 15, and any statute amending or enacted in substitution therefor, from time to time;
 - (b) "Affiliated Player" means a player who is eligible to participate for his registered hockey team and one other team of a higher division or category;
 - (c) "Annual Meeting" means the annual meeting of the Association, as provided for under the Act;
 - (d) "Agreement" means the Memorandum of Agreement regarding the creation of South Simcoe Minor Hockey Association, dated March 22nd 2023, entered into between Bradford West Gwillimbury Minor Hockey Association, and Innisfil Minor Hockey Association, and all schedules thereto;
 - (e) "Articles" means the articles of incorporation of the Association, as may be amended from time to time by articles of amendment;
 - (f) "Association" or "SSMHA" means South Simcoe Minor Hockey Association (or such other name as the Association may in the future legally adopt) created in accordance with the Agreement;
 - (g) "Board" means the board of directors of the Association;
 - (h) "Bradford Minor Hockey" means Bradford West Gwillimbury Minor Hockey Association incorporated by Letters Patent, under the Predecessor Act, as a not-for-profit corporation on October 15, 1985, and identified as Ontario corporation number 636999;

- (i) “Business Day” means a day other than a Saturday, Sunday or any day on which the principal commercial banks located at the City of Toronto are not open for business during normal banking hours;
- (j) “By-laws” means the duly authorized general corporate by-laws of the Association, and the terms “Bradford Minor Hockey By-laws” and the “Innisfil Minor Hockey By-laws” refer to the general corporate by-laws of Bradford Minor Hockey and Innisfil Minor Hockey, respectively;
- (k) “Centre” is a recognized minor hockey association within the OMHA from a city, town, village, municipality or geographic subdivision which has corporate limits or boundaries accepted by the OMHA for the purposes of determining hockey eligibility of players for competition within the jurisdiction of the OMHA;
- (l) “Delegate” or “Delegates” means an individual or individuals, as the case may be, who are authorized to represent a Voting Member and vote on behalf of a Voting Member at any Members’ Meetings of the Association;
- (m) “Director” means an individual who has been elected or appointed to the Board of the Association;
- (n) “HC” means Hockey Canada (or such other name as the Canadian Hockey Association may in the future legally adopt);
- (o) “Innisfil Minor Hockey” means Innisfil Minor Hockey Association incorporated by Letters Patent, under the Predecessor Act, as a not-for-profit corporation on October 2, 1995, and identified as Ontario corporation number 1148632;
- (p) “Letters Patent” means the letters patent of Bradford Minor Hockey and/or Innisfil Minor Hockey, as may have been amended by supplementary letter patent;
- (q) “Lefroy Minor Hockey” means Lefroy Minor Hockey Association incorporated by letters patent, under the Predecessor Act, as a not-for-profit corporation on October 15, 1986, and identified as Ontario corporation number 654033;
- (r) “Local League” means a group of teams from a number of minor hockey associations which compete regularly in a recreational league, and the “Local League Organizations” refers to Bradford Minor Hockey and Innisfil Minor Hockey;
- (s) “Local League Members” shall mean the individual members of each of the Local League Organizations, as defined under the “Bradford By-laws” and the “Innisfil By-laws”

- (t) "Members" means all classes of membership in the Association as provided for in Article 5 and "Member" means any one of them;
- (u) "Members' Meeting" means the Association's Annual Meeting or a Special Meeting, as applicable in the circumstances;
- (v) "Non-Voting Members" means the class of non-voting Members of the Association, as set out in the Articles and Section 6.1(b) of these By-laws;
- (w) "Officers" means the individuals who hold the offices of the Association duly appointed by the Board as set out in Article 11;
- (x) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- (y) "OMHA" means the Ontario Minor Hockey Association Inc. (or such other name as the OMHA may in the future legally adopt);
- (z) "Parties" means Bradford Minor Hockey and Innisfil Minor Hockey, and "Party" means either of them;
- (aa) "Policies" means written statements governing issues affecting the affairs of the Association, including any code of conduct, which have been considered and approved by the Board;
- (bb) "Predecessor Act" means the *Corporations Act* R.S.O. 1990, Chapter 38, as amended from time to time;
- (cc) "Registered Player" means a minor hockey player registered with the Association, who is up-to-date in paying their registration fees and are eligible to play for the Association;
- (dd) "Special Meeting" means any Members' Meeting other than an Annual Meeting;
- (ee) "Special resolution" means a resolution approved by not less than 2/3rds of the votes cast;
- (ff) "SRLL" means the Simcoe Region Local League (or such other name as the SRLL may in the future legally adopt);

- (gg) “Thornton Minor Hockey” means Thornton Minor Hockey Association incorporated by letters patent, under the Predecessor Act, as a not-for-profit corporation on February 26, 1982, as revived on May 4, 2007, and identified as Ontario corporation number 504227;
- (hh) “Voting Members” means the class of voting Members of the Association, and “Voting Member” means any one of them, as set out in the Articles and Section 6.1(a) (i) of the By-laws; and
- (ii) “YSMHL” means the York Simcoe Minor Hockey League (or such other name as the YSMHL may in the future legally adopt);

Subject to the foregoing definitions, words or expressions defined in the Act shall have the same meanings when used herein; words importing the singular number include the plural and vice-versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals and corporate entities.

ARTICLE 2 HEAD OFFICE AND SEAL

- 2.1** The corporate seal of the Association shall be in the form as the Board may by resolution adopt and shall be entrusted to the Secretary of the Association for its use and safekeeping.
- 2.2** The head office of the Association shall be located in the Bradford Leisure Centre, 471 West Park Avenue, Bradford, Ontario, L3Z 0J3 and shall therein be initially located there until otherwise determined by the Board, or at such other place in Ontario as the Voting Members may, from time to time, determine by special resolution pursuant to the Act.

ARTICLE 3 MISSION OF THE ASSOCIATION

- 3.1** The purpose of the Association is to organize, develop and promote representative minor ice hockey for the youth of SSMHA and those territories granted to the Association by the OMHA. The Association will provide the opportunity to participate at the highest competitive level; to instill in all players, coaches, managers and members associated with the SSMHA, good sportsmanship, correct and proper behavior on and off the ice, and respect for authority and team play;

- 3.2** The Association shall be carried on and operated as a not-for-profit corporation without the purpose of gain, for its Members, Directors, or Officers and any profits or other accretions to the Association shall be used in promoting its objects.
- 3.3** In accordance with the Agreement, Bradford Minor Hockey and Innisfil Minor Hockey have agreed to surrender their existing OMHA rights to representative hockey teams, and to transfer such rights to the Association, which shall operate, manage and administer a representative team hockey program on behalf of the Parties and the Local League Members.
- 3.4** Bradford Minor Hockey and Innisfil Minor Hockey shall continue to operate their own recreational Local League Hockey programs on behalf of their respective Local League Members, consisting of community specific teams playing out of their hometown arenas and local communities. As the Local League Organizations, Bradford Minor Hockey and Innisfil Minor Hockey will continue to be responsible for the administration and affairs of their Local League teams, subject to certain mutually agreed upon business functions of a shared nature, as well as certain OMHA specific program issues that the Local League Organizations, pursuant to the terms of the Agreement, have agreed will be managed exclusively by the Association on behalf of the Local League Organizations.

ARTICLE 4 AFFILIATIONS

- 4.1** The Association shall operate as an accredited member of the OMHA, OHF, HC, YSMHL and SRLL, as well as any successor or related organizations, and shall be governed by the rules and regulations of such parent organizations as may be applicable from time to time.
- 4.2** Player Affiliation (AP) will be available to players who are qualified as per OMHA regulations. Affiliated Players must be registered with one (1) of the following associations in order to be considered
1. South Simcoe Minor Hockey Association
 2. Bradford West Gwillimbury Minor Hockey Association
 3. Innisfil Minor Hockey Association
 4. Thornton Minor Hockey Association
 5. Lefroy Minor Hockey Association

- 4.3** Since Thornton Minor Hockey and Lefroy Minor Hockey Association do not currently have Representative Hockey programs, their OMHA rights to Representative Hockey teams will remain with Innisfil and shall be transferred to the Association upon the Agreement's execution and approval by Bradford Minor Hockey Association and Innisfil Minor Hockey Association and the OMHA.

Thornton Minor Hockey and Lefroy Minor Hockey members who meet residential qualifications (i.e. the player must reside within the territorial boundaries of the Association) will be provided opportunities to Affiliate Players to the Association. The Association will be designated as the OMHA Representative Hockey Centre for both Thornton Minor Hockey and Lefroy Minor Hockey members.

ARTICLE 5 CLASSES OF MEMBERSHIP

- 5.1** There shall be three (3) classes of Members in the Association, as follows:
- (a) Voting Members;
 - (a) Non-Voting Members; and
 - (b) Honorary Lifetime Members.

ARTICLE 6 TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

- (a) Voting Members:
 - (i) Bradford Minor Hockey and Innisfil Minor Hockey shall be the only Voting Members of the Association, each entitled to nominate and elect or appoint, as the case may be, an equal number of Directors to the Board. No additional Voting Members shall be permitted to join the Association without the prior consent of Bradford Minor Hockey and Innisfil Minor Hockey.
 - (ii) For the purposes of Members' Meetings of the Association, the representative Directors elected or appointed by Bradford Minor Hockey and Innisfil Minor Hockey shall also be deemed to be the Delegates authorized to represent their respective Local League Organizations and vote on their behalf.

(b) Non-Voting Members:

The Local League Members and the Directors on the Board shall be considered the Non-Voting Members. Except for those Directors acting in their capacity as Delegates for the purposes of representing their respective Local League Organizations, the Directors of the Association and Local League Members shall not have any voting rights as Members.

(c) Honorary Lifetime Members:

An individual who has rendered extraordinary and distinguished service to the Association may be granted an Honorary Lifetime membership in the Association. Individuals may only be nominated to be Honorary Lifetime Members by a Member of the Association and the granting of an Honorary Lifetime membership must be confirmed by a majority vote of the Board. Honorary Lifetime Members shall have no voting rights with the Association. Honorary Lifetime Members' names once added to the list in appendix 1 of the bylaw are permanent and can only be removed by a majority vote of the board.

6.2 Membership and Board Lists

The Secretary of the Association shall prepare and maintain a list of current Members and Directors of the Association as of the Annual Meeting in each year and be updated throughout the year as necessary and be made available to all Members in accordance with the Act. Such list of the Members and Directors shall be used to determine eligibility to attend and vote at the Annual Meeting, Directors' meetings and any other Members' Meetings that may be authorized and convened from time to time.

6.3 Termination

Membership in the Association shall not be transferable and shall terminate upon a Member's resignation in writing, or death in the case of an individual membership or in the case of Bradford Minor Hockey and Innisfil Minor Hockey, by providing notice to the other Parties of its intention to terminate its organization's membership in the Association. Members may resign from the Association by submitting a resignation in writing addressed to the Secretary of the Association, who in turn notifies the Board members.

6.4 Right to Vote

All Delegates, representing the Voting Members, shall be entitled to notice of and to vote at all Members' Meetings of the Association.

ARTICLE 7 LOCAL LEAGUE MEMBERSHIP RIGHTS

7.1 The Association acknowledges that:

- (a) Local League Members shall continue to be members of Bradford Minor Hockey and Innisfil Minor Hockey, in accordance with the Bradford By-laws and Innisfil By-laws, respectively.
- (b) The Association will operate a consistent registration process for all players both at the Representative Team and Local League hockey levels, which shall allow all eligible Representative Team hockey players to have their applicable Centre and territorial rights assigned to the Association for all OMHA, OHF and HC purposes.
- (c) Representative Team hockey players Local League Members rights will remain with their respective Local League Organizations, and will be determined using the player's residential address within such territory, using the OMHA borders in place between the Parties, as recognized on May 1st of each year.
- (d) Representative players shall exercise their rights within their respective Local League organizations, for all purposes provided for under the Act, including the right to attend membership meetings, exercise voting rights, and elect the directors of their respective Local League organizations, and thereby indirectly to the Association.
- (e) The Local League Members shall be entitled to appropriate prior notice, and the right to attend the Association's Members' Meetings, including the right to receive information and reports from the Board and participate in any general discussion involving the affairs of the Association. Notwithstanding the foregoing, Local League Members' voting rights shall be limited to the right to vote at the membership meetings of their respective Local League Organizations.
- (f) NRP (Non-Resident Players) who are selected for a representative team will have voting rights with one (1) of the Local League centres. To determine where they would vote, players would vote with Bradford Minor Hockey if their home address is south of Highway 89 and Innisfil Minor Hockey if their home address is north of Highway 89.

ARTICLE 8 MEETINGS OF THE MEMBERSHIP

8.1 Annual Meeting of Members

The Annual Meeting of the Members shall be held prior to May 30th each year, at a time, place and day determined by the Board, for the transaction of the following business, to be set out in the agenda of such Annual Meeting;

- (a) approval of the agenda;
- (b) approval of the minutes of the previous Annual Meeting;
- (c) receiving reports of the activities of the Association during the preceding year;
- (d) receiving information regarding the planned activities of the Association for the current year;
- (e) receiving and approving the annual financial statements and the report of the auditor (if applicable) of the Association;
- (f) appointment of the auditor or accountant conducting either an audit or review engagement, or waiver of both, for the ensuing year, as the case may be, subject to the requirements under the Act;
- (g) consideration of any proposed amendments to the Association's Articles or By-laws;
- (h) transaction of any business which relates to the business of the meeting referred to above, and notice and particulars of such business, including any proposed amendments to the By-laws, which must be received by the Secretary of the Association in writing on or before 6:00 p.m. on the 14th day immediately preceding the Annual Meeting;
- (i) the election and/or appointment of Directors to the Board.

8.2 Additional Special Meetings of Members

In addition to the Annual Meeting, a Special Meeting may be called at any time by a resolution of the Board. The business to be transacted at a Special Meeting shall be limited to that specified in the notice calling the Special Meeting.

8.3 Notice of Meetings

(a) Annual Meeting

Notice of the Annual Meeting shall set out the agenda, including particulars of any other business to come before the Annual Meeting, the time and the place of the Annual Meeting, and such notice shall be posted on the Association's website, Bradford Minor Hockey website, Innisfil Minor Hockey website, and, if applicable, the Thornton Minor Hockey website and the Lefroy Minor Hockey website. Notice will also be distributed electronically using the membership distribution lists for Bradford Minor Hockey, Innisfil Minor Hockey, Lefroy Minor Hockey, and Thornton Minor Hockey at least thirty (30) days, but no more than fifty (50) days, prior to the date of such meeting.

(b) Special Meetings

Notice of any Special Meeting, along with the applicable agenda setting out the nature of the business to be conducted at such meeting shall be posted on the Association's website, Bradford Minor Hockey website, Innisfil Minor Hockey website, and (if applicable) Lefroy Minor Hockey, and Thornton Minor Hockey website. Notice will also be distributed electronically using the membership distribution lists for Bradford Minor Hockey, Innisfil Minor Hockey, Lefroy Minor Hockey, and Thornton Minor Hockey at least fifteen (15) days, but no more than fifty (30) days, prior to the date of such meeting.

(c) Error or Omission in Notice

No inadvertent error or omission in giving notice of any Annual Meeting or Special Meeting or any adjourned meeting, whether Annual or Special, shall invalidate such a meeting or make void any proceedings taken at such meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

8.4 Quorum

A quorum for an Annual Meeting or Special Meeting of the Association shall be a minimum of ten (10) Delegates eligible to vote and present in person, provided there shall be no fewer than five (5) Directors elected or appointed by each Voting Member present. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

8.5 Voting Procedures

- (a) A majority of votes cast by those Delegates entitled to vote, unless otherwise required by the Act or by the By-laws of the Association, shall decide every question proposed for consideration at Members' Meetings;
- (b) The President will be responsible for presiding as Chair over all Members' Meetings. The Chair presiding at a Members' Meeting shall have a vote only in the event of a tie vote.
- (c) At all Members' Meetings, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Delegate. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.6 No Proxies

Proxies will not be permitted. The Delegates representing the Voting Members of the Association must be present in person at the Annual Meeting and any Special Meetings of the Association in order to exercise their voting rights in relation to matters coming before the Annual Meeting and any Special Meetings.

8.7 Participation by Electronic Means at Members' Meetings

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Members' Meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Members' Meeting pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

8.8 Members' Meeting Held Entirely by Electronic Means (Virtual Meetings)

If the Directors or Members of the Association call a Members' Meeting pursuant to the Act or these By-laws, those Directors or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

8.9 Absentee Voting at Members' Meetings

Instead of voting by proxy, a member entitled to vote at a Members' Meeting may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Association has a system that:

- (a) enables the votes to be verified as having been made by Members entitled to vote; and
- (b) the Association is not able to identify how each Member voted.

A special resolution of the Members is required to make any amendment to the By-laws of the Association to change this method of voting by Members not in attendance at a Members' Meeting.

8.10 Adjournments

Any Members' Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting(s) as might have been transacted at the original meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned meeting other than to those Members present in person at the adjourned meeting. Such adjournment may be made notwithstanding that no quorum is present.

8.11 Chair

In the absence of the President and the First Vice-President, those Delegates entitled to vote and present at any Members' Meeting shall be entitled to choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Delegates present shall choose any other Individual Member of the Local League Organizations to be Chair.

ARTICLE 9 BOARD OF DIRECTORS

9.1 Composition of the Board

Eligibility

A Director:

- (i) shall be an individual who is eighteen (18) years of age or more;
- (ii) shall not be a person who has the status of bankrupt;
- (iii) shall not be a person who has been found to be incapable by any court in Canada or elsewhere;
- (iv) shall not be a person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- (v) shall be a Local League Member of either Bradford Minor Hockey or Innisfil Minor Hockey at the time of his or her election or appointment;
- (vi) shall remain a Local League Member of Bradford Minor Hockey or Innisfil Minor Hockey throughout his or her term of office;
- (vii) shall not be an executive member, board member, director or employee of any governing body associated with minor hockey, this will include but is not limited to Hockey Canada, the Ontario Hockey Federation, The Ontario Minor Hockey Association, York Simcoe Minor Hockey Association, Simcoe Region Local League, and any other bodies that may be deemed to be governing by the Association;

9.2 Interim Board of Directors

Upon the enactment of these By-laws, the Voting Members shall appoint Sixteen (16) voting Directors and two (2) non-voting members to the Board of the Association (the "Interim Board"), comprised of Eight (8) voting Directors nominated by each Party, and one (1) non-voting director nominated from Lefroy Minor Hockey, and one (1) non-voting director nominated from Thornton Minor Hockey, for an initial one (1) year period, to oversee and coordinate an effective transition of the Agreement and the successful launch of a coordinated Representative Team hockey program by the Association. Following the one (1) year transition period, the Parties will appoint Directors to the Association's Board in accordance with Section 9.4 of these By-laws. To the extent possible, the members of the Interim Board shall have served on the board of directors of Bradford Minor Hockey, or Innisfil Minor Hockey during the negotiation of the Agreement, in order to ensure adequate knowledge and familiarity with the Agreement and the intent of the Parties.

- 9.3** The Interim Board may also, in its discretion, appoint additional non-voting Directors, Officers and/or Convenors as necessary during the initial one (1) year transition period, to assist in the implementation of the Agreement.

9.4 Permanent Board of Directors

The affairs of the Association shall fall under the supervision of and be governed by a Board jointly administered by the Parties, subject to the provisions of the Act and these By-laws.

- 9.5** The Association shall have a Board consisting of an aggregate of sixteen (16) voting Directors, and two (2) non-voting members, eight (8) of whom shall be elected by Bradford Minor Hockey, eight (8) of whom shall be elected by Innisfil Minor Hockey as representative Directors possessing full voting rights, and one (1) non-voting director who shall be elected by Lefroy Minor Hockey, and one (1) non-voting director who shall be elected by Thornton Minor Hockey.

- 9.6** Bradford Minor Hockey, and Innisfil Minor Hockey shall each be entitled to nominate and elect/appoint eight (8) representative Directors to the Board (for a total of Sixteen (16) Directors in possession of voting rights) and each Voting Member shall be entitled to remove and replace their respective nominees from time to time in accordance with these By-laws.

- 9.7** Lefroy Minor Hockey shall be entitled to elect/appoint one (1) representative to the Board who shall have no voting rights, and Thornton Minor Hockey shall be entitled to elect/appoint one (1) representative to the Board who shall have no voting rights, they shall be entitled to remove and replace their respective nominees from time to time in accordance with their by-laws.
- 9.8** Following the election or appointment of the Sixteen (16) voting locally elected Directors to the Association's Board, the Association's Board shall have the authority to appoint additional non-voting Directors for certain specialized roles, as provided for under these By-laws.

ARTICLE 10 PROCEDURE FOR ELECTION OF DIRECTORS

10.1 The Association's Board shall consist of the following voting Directors:

1. President
2. 1st Vice-President
3. Vice-President – Hockey Operations
4. Vice-President – OMHA Delegate
5. Centre Convenor Bradford
6. Centre Convenor Innisfil
7. Player Development Director
8. Coach Development Director
9. Director of Equipment
10. Director of Apparel
11. Director of Marketing
12. Director of Communication
13. Director of Tournaments
14. Director of Risk Management/Head Trainer
15. Board Secretary
16. Board Comptroller

10.2 The Association’s Board shall consist of the following non-voting Directors:

1. Local League Representative – Lefroy Minor Hockey
2. Local League Representative – Thornton Minor Hockey

10.3 Election by Slate

The Directors of Bradford Minor Hockey and Innisfil Minor Hockey elected by their respective Local League Members to the position enumerated in Section 10.1 above shall be elected by rotating ‘slates’.

The Local League Representative – Lefroy Minor Hockey and the Local League Representative – Thornton Minor Hockey are non-voting positions and will not be elected by slate.

The applicable “Slates” for the rotating election of Directors shall be as follow;

Bradford Minor Hockey

Slate “A” (Elected in Even Years)	Slate “B” (Elected in Odd Years)
Vice President Operations	President
Technical Director	Equipment Director
Tournament Director	Marketing Director
	Secretary

Innisfil Minor Hockey

Slate “A” (Elected in Even Years)	Slate “B” (Elected in Odd Years)
President	Vice President – Representative Hockey Operations
Director of Equipment and Apparel	Director of Coaching and Development
Director of Marketing and Communications	Director of Risk Management
Secretary	

10.4 The Directors of Bradford Minor Hockey, and Innisfil Minor Hockey elected by their respective Local League Members to the position enumerated in Section 10.1 above shall be appointed or elected by Bradford Minor Hockey, and Innisfil Minor Hockey to sit as Directors on the Association’s Board.

The Director of Lefroy Minor Hockey elected by its Local League members to the position enumerated in Section 10.2 above shall be appointed or elected by Lefroy Minor Hockey to sit as a Director on the Associations Board

The Director of Thornton Minor Hockey elected by its Local League members to the position enumerated in Section 10.2 above shall be appointed or elected by Thornton Minor Hockey to sit as a Director on the Associations Board.

In the event Bradford Minor Hockey or Innisfil Minor Hockey have a vacancy on their respective Local League Boards in any of the designated roles set out above, either Local League Organization shall be entitled to appoint a Director at Large from within their own organization to the SSMHA Board in order to maintain equal voting rights between the Member organizations.

In the event Lefroy Minor Hockey or Thornton Minor Hockey has a vacancy of their position as set out above, Lefroy Minor Hockey or Thornton Minor Hockey shall be entitled to appoint a Director at Large from within their own organization to the SSMHA Board.

10.5 Removal and Replacement of Directors

The Voting Members entitled to nominate and appoint/elect Directors to the Board shall be entitled to remove and replace any such appointed/elected Directors in accordance with the terms of the Bradford By-laws and Innisfil By-laws, as the case may be, and where applicable, shall provide notice to such Director and the Association.

- 10.6** Any vacancy occurring on the Board by reason of the death, disqualification, inability to act, resignation or removal of any Director shall be filled only by a further nominee of the Local League Organization whose nominee was so affected so as to maintain a Board consisting of the numbers of nominees specified in Section 9.5.
- 10.7** In the event that a substitute Director is appointed by a Local League Organization to fill such a vacancy, the appointed Director shall serve the balance of the elected Director's term, until such time as a regularly scheduled election is required.
- 10.8** In order to establish a rotation of Directors on the Board, the appointment of Directors from each Local League Organization shall be staggered on an annual basis, providing for three (3) or four (4) Directors to be elected/appointed from amongst the Local League Members of each Local League Organization in even numbered years and with three (3) or four (4) Directors to be elected/appointed from amongst the Local League Members of each Local League Organization in odd numbered years. The numbers of Directors elected/appointed from amongst the Local League members of each Local League Organization is outlined in the table in Section 10.3.

10.9 Following election to their respective Local League board of directors, Bradford Minor Hockey and Innisfil Minor Hockey shall appoint their respective Directors to the Association's Board.

10.10 The Association's Board shall have the authority to select an Executive Committee by appointment from amongst the Directors on the Board.

10.11 The term of each Director shall officially commence on June 1st of the year in which they were elected or appointed as a Director by their Local League Organization, or immediately following the Annual Meeting of the Association whichever occurs first.

10.12 Removal of Director by Local League Organizations

Directors appointed/elected by a Local League Organization may be removed at the direction of such Local League Organization, in accordance with the by-laws of the Local League Organization.

10.13 Removal of Director for Absenteeism

The absence of a Director from three (3) consecutive Board meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board meetings shall be deemed to be a resignation of the said Director from the Board, unless such period of absence has been specifically excused, waived or approved by a majority of the Board. Directors may only have one (1) excused absence per year

10.14 Resignation of Director

A Director of the Board may resign his or her position as a director by submitting a letter of resignation to the President of the Association.

10.15 Suspension by Board

While only the Members may remove a Director elected to the Board, prior to the end of his or her term, the Board may, by special resolution passed at a special meeting of the Board, suspend a Director from attending and voting at Board meetings as a result of a major infraction alleged to have been committed by such Director, in violation of the Association's code of conduct pursuant to a formal complaint, where the nature and severity of such alleged infraction is sufficiently serious to warrant the Director's suspension from the Board until the earlier of such time as the Board has had a sufficient opportunity to investigate and decide upon the complaint or the next Members' Meeting at which the Members may, in their sole discretion, elect to remove or retain such Director.

ARTICLE 11 COMPOSITION OF THE BOARD

11.1 Rotating Board Positions

The Association's Board shall have rotating Board position. The Directors from Bradford Minor Hockey and Innisfil Minor Hockey shall be appointed to the positions assigned below and shall be responsible for chairing sub-committee meetings of the Association. As well as all duties listed in the Board job descriptions in the SSMHA rules of operation.

1. President (rotating)
 - a. Filled by President of Bradford Minor Hockey on odd numbered years, and President of Innisfil Minor Hockey on even numbered years.
2. 1st Vice-President (rotating)
 - a. Filled by President of Bradford Minor Hockey on even numbered years, and President of Innisfil Minor Hockey on odd numbered years.
3. Vice-President - Hockey Operations (rotating)
 - a. Filled by Vice-President Operations Bradford Minor Hockey on odd numbered years, and Vice-President – Representative Hockey Operations Innisfil Minor Hockey on even numbered years.
4. Vice-President - OMHA Delegate (rotating)
 - a. Filled by Vice-President Operations Bradford Minor Hockey on even numbered years, and Vice President – Representative Hockey Operations Innisfil Minor Hockey on odd numbered years.
5. Centre Convenor Bradford
 - a. Filled by a member of the board of directors for Bradford Minor Hockey Association. Member will be elected by board of directors of Bradford Minor Hockey Association annually to represent Bradford Minor Hockey Association Local League interests.
6. Centre Convenor Innisfil
 - a. Filled by a member of the board of directors for Innisfil Minor Hockey Association. Member will be elected by board of directors of Innisfil Minor Hockey Association annually to represent Innisfil Minor Hockey Association Local League interests.
7. Player Development Director (rotating)
 - a. Filled by Technical Director Bradford Minor Hockey on odd numbered years, and Director of Coaching and Development Innisfil Minor Hockey on even numbered years.
8. Coach Development Director (rotating)
 - a. Filled by Technical Director Bradford Minor Hockey on even numbered years, and Director of Coaching and Development Innisfil Minor Hockey on odd numbered years.

9. Director of Equipment (rotating)
 - a. Filled by Equipment Director Bradford Minor Hockey on odd numbered years, and Director of Equipment and Apparel Innisfil Minor Hockey on even numbered years.
10. Director of Apparel (rotating)
 - a. Filled by Equipment Director Bradford Minor Hockey on even numbered years, and Director of Equipment and Apparel Innisfil Minor Hockey on odd numbered years.
11. Director of Marketing (rotating)
 - a. Filled by Marketing Director Bradford Minor Hockey on odd numbered years, and Director of Marketing and Communications Innisfil Minor Hockey on even numbered years.
12. Director of Communication (rotating)
 - a. Filled by Marketing Director Bradford Minor Hockey on even numbered years, and Director of Marketing and Communications Innisfil Minor Hockey on odd numbered years.
13. Director of Tournaments
 - a. Filled by Tournament Director Bradford Minor Hockey.
14. Director of Risk Management/Head Trainer
 - a. Filled by Director of Risk Management Innisfil Minor hockey.
15. Board Secretary (rotating)
 - a. Filled by Secretary Bradford Minor Hockey on odd numbered years, and Secretary Innisfil Minor Hockey on even numbered years.
16. Board Comptroller (rotating)
 - a. Filled by Secretary Bradford Minor Hockey on even numbered years, and Secretary Innisfil Minor Hockey on odd numbered years.

11.2 Rotating President (1st Vice-President)

The Associations Board shall have a rotating Presidency. On odd numbered years, the President of Bradford Minor Hockey shall be appointed as President of the Association and shall be responsible for chairing all meetings of the Board, and fulfilling all other responsibilities as outlined in this By-law and the SSMHA rules of operations. Conversely, on even numbered years the President of Innisfil Minor Hockey shall be appointed as President of the Association and shall be responsible for chairing all meetings of the Board, and fulfilling all other responsibilities as outlined in this By-law and the SSMHA rules of operations.

On alternating years while not serving as the Associations President, the respective President of either Bradford Minor Hockey or Innisfil Minor Hockey, as the case may be, shall be appointed the 1st Vice President of the Association. The 1st Vice President shall serve as the primary deputy to the President and will fill in for the President whenever necessary. The 1st Vice President of the Association will chair the Representative Hockey Operations Committee, and will carry out all duties and responsibilities as outlined in this By-law and the SSMHA rules of operation.

The 1st Vice President of the Association may not vote during any Board meeting unless due to the absence of the President they are required to act as the President, in which instance they would then vote as per section 8.5.

11.3 Vice President – Hockey Operations/Vice President – OMHA Delegate

The Associations Board shall have rotating Vice Presidency responsibilities. On odd numbered years the Vice-President - Representative Hockey Operations shall be filled by the Vice-President Operations Bradford Minor Hockey, who shall be the primary contact for Members of the Association, and fulfilling all other responsibilities as outlined in this By-law and the SSMHA rules of operations. Conversely the Vice President – Representative Hockey Operations Innisfil Minor Hockey shall act as Vice President – OMHA Delegate, and shall be the primary contact for the OMHA, and fulfilling all other responsibilities as outlined in this By-law and the SSMHA rules of operations. The Vice Presidents shall alternate responsibilities each year.

The Vice President – OMHA Delegate will act as OMHA delegate for the Association and for both individual Local League Organizations.

The Vice President – Hockey Operations and the Vice President – OMHA Delegate will be mutually responsible for all Representative team hockey operations, and will co-chair the finance and Budget Committee and fulfil all other responsibilities as outlined in this By-law and the SSMHA rules of operations.

The Vice President – Hockey Operations and the Vice President – OMHA Delegate are equal in all responsibilities and will determine between themselves an equal split of all responsibilities.

11.4 Centre Convenor

The Centre Convenor Bradford will be assigned by the board of directors for Bradford Minor Hockey. The Centre Convenor Innisfil will be assigned by the board of directors for Innisfil Minor Hockey.

The Centre Convenors will act as representatives of their individual Local League Centres and shall represent the interests of their respective Local League associations on the Board. The Centre Convenors will work together to ensure cooperation between both Local League Organizations and to standardize all rules and procedures in regards to Registered Players transitioning from recreational hockey to representative hockey, and will fulfil all other responsibilities as outlined in this By-law and the SSMHA Rules of Operations.

11.5 Player Development Director/Coach Development Director

The Technical Director of Bradford Minor Hockey and the Director of Coaching and Development of Innisfil Minor Hockey will act as either the Player Development Director or the Coach Development Director. From amongst the two (2) directors they will decide (depending on their individual preferences and skill sets) which director will be assigned to which role, these directors may alternate such roles as necessary and appropriate.

The Technical Director of Bradford Minor Hockey and the Director of Coaching and Development of Innisfil Minor Hockey will co-chair The Coaching Selection/Evaluation Committee, and will fulfil all other responsibilities as outlined in this By-law and the SSMHA rules of operations. The Player Development Director will be responsible for developing skill development curriculum for the benefit of Registered Players, and the cost-efficient sourcing of qualified skill development instructors. The Coach Development Director will be responsible for developing skill development curriculum for the benefit of coaches, and the evaluation/monitoring of coaches and there coaching credentials.

11.6 Director of Equipment/Director of Apparel

The Equipment Director of Bradford Minor Hockey and the Director of Equipment and Apparel of Innisfil Minor Hockey will act as either the Director of Equipment or Director of Apparel. From amongst the two (2) directors they will decide (depending on their individual preferences and skill sets) which director will be assigned to which role, these directors may alternate such roles as necessary and appropriate.

The Equipment Director of Bradford Minor Hockey and the Director of Equipment and Apparel of Innisfil Minor Hockey will work in cooperation to retain an apparel and equipment provider for the Association, and will fulfil all other responsibilities as outlined in this By-law and the SSMHA rules of operations. The Director of Equipment will be responsible for the cost-effective sourcing and maintenance of any equipment required by the representative teams, including Jerseys and pucks. The Director of Apparel will be responsible for the cost-effective sourcing and delivery of team/fan wear for the Association.

11.7 Director of Marketing/Director of Communication

The Marketing Director Bradford Minor Hockey and the Director of Marketing and Communications Innisfil Minor Hockey will act as either the Director of Marketing or Director of Communication. From amongst the two (2) directors they will decide (depending on their individual preferences and skill sets) which director will be assigned to which role, these directors may alternate such roles as necessary and appropriate.

The Marketing Director Bradford Minor Hockey and the Director of Marketing and Communications Innisfil Minor Hockey will work in cooperation to oversee the Association's communications, website and social media accounts, as well as all team sponsorships and fundraising activities, and will fulfil all other responsibilities as outlined in this By-law and the SSMHA rules of operations. The Director of Marketing will be responsible for oversight and governance for all sponsorships and fundraising activities as well as planning and organization of Association events as proposed by the chair, the Board and its Members (does not include fundraising events planned within specific teams). The Director of Communication will be responsible for oversight of the Association membership email list, social media accounts, and all mass communications with Members.

11.8 Director of Tournaments

The Tournament Director Bradford Minor Hockey will act as the Director of Tournaments.

The Director of Tournaments will be responsible for the coordination and execution of all Association tournaments. The Director of Tournaments will retain and manage the tournament management company to be used by the Association and fulfil all other responsibilities as outlined in this By-law and the SSMHA rules of operations.

11.9 Director of Risk Management and Head Trainer

The Director of Risk Management Innisfil Minor Hockey will act as the Director of Risk Management and will assign and manage the Head Trainer for the organization.

The Director of Risk Management will be responsible for chairing the Discipline and Ethics Committee, and will fulfil all requirements of their position as outlined in this By-Law and the SSMHA rules of Operations.

The Head Trainer of the Association will be appointed by the Director of Risk Management and will report directly to the Director of Risk Management on all matters. The Head Trainer can not attend meetings of the board unless requested to do so and does not have any right to vote at Association meetings. The Head Trainer will fulfil all requirements of their position as outlined in this By-Law and the SSMHA rules of Operations.

11.10 Board Secretary/Board Comptroller

The Secretary Bradford Minor Hockey and the Secretary Innisfil Minor Hockey will act as either the Board Secretary or Board Comptroller. From amongst the two (2) directors they will decide (depending on their individual preferences and skill sets) which director will be assigned to which role, these directors may alternate such roles as necessary and appropriate.

The Board Secretary shall be responsible to record the minutes of Members' Meetings, Board meetings, and Executive Committee meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the articles and By-Laws of the Association and the policies and procedures established by the Board or by the Members of the Association; as well as all requirements as listed in this By-Law and SSMHA rules of Operations.

The Board Comptroller shall be responsible to fulfil all responsibilities of the Board Secretary in the case where the Board Secretary is unavailable. The Board Comptroller is the point of contact for all financial management for the board, they will be the point of contact for the Bookkeeper and will oversee the maintenance of the board and team budgets, and the financial policies and procedures established by the Board; as well as all requirements as listed in this By-Law and SSMHA rules of Operations.

11.11 Should the Voting Members mutually agree, and subject to the incumbent office holder wishing to remain in the role, any requirement for a rotating Director can be temporarily waived on a year-to-year basis, allowing a sitting Director to hold office for a term of two (2) years.

11.12 Non-Voting Directors

Lefroy Minor Hockey shall provide one (1) Non-Voting Director to the Board. The Local League Representative – Lefroy Minor Hockey will act as representative of their individual Local League Centre and shall represent the interests of their respective Local League associations on the Board, fulfilling all other responsibilities as outlined in this By-law and the SSMHA rules of operations.

Thornton Minor Hockey shall provide one (1) Non-Voting Director to the Board. The Local League Representative – Thornton Minor Hockey will act as representative of their individual Local League Centre and shall represent the interests of their respective Local League associations on the Board, fulfilling all other responsibilities as outlined in this By-law and the SSMHA rules of operations.

The Association may, by a special resolution, increase or decrease the number of its Directors, provided however, that the number of Directors that Bradford Minor Hockey and Innisfil Minor Hockey appoint to the Board with voting rights shall remain equal at all times between the Parties. Any such change to the number of Directors shall be in accordance with the Act.

11.3 The Board may appoint such assistant(s) to the Directors as the Board may determine by resolution from time to time.

ARTICLE 12 EMPLOYEES OF THE ASSOCIATION

12.1 Retention of Employees

Recognizing that the Association is operated as a not-for-profit organization by volunteers, provisions shall be available for the Association to employ staff to fill critical administrative duties where there are no volunteers available to perform those duties. The Board shall have the power to hire staff, and where need be to terminate the employ of staff.

- 12.2** The hiring and termination of all Association staff must be approved by the Board. Any employee(s) hired will be accountable to the President, or their designate. No Director of the Association may be hired as an employee of the Association. Without limiting the generality of the foregoing, the Association will retain staff where necessary.

ARTICLE 13 AUTHORITY OF THE ASSOCIATION

13.1 Powers and Jurisdiction

- 13.2** Except as otherwise provided in these By-laws, the Board may exercise any of the powers and authority granted to the Board under the Act or any other statutes or laws as may be applicable from time to time.

- 13.3** Without limiting the generality of the foregoing, pursuant to the Agreement, the Local League Organizations transferred exclusive jurisdiction over operational issues associated with the administration of a shared Representative Team hockey program to the Association, including applicable OMHA related program obligations, as well as certain mutually agreed upon business issues of a shared nature, to be directed and controlled on behalf of the Local League Organizations by the Board.

- 13.4** Those issues falling within the exclusive jurisdiction and control of the Association are described as follows:

1. Responsible for the day-to-day management and administration of the Representative hockey teams and programs on behalf of the parties.
2. Selection, appointment and training of all Representative Hockey Coaches and Support Staff.
3. Administration of an individually organization managed equipment, uniform, team wear and fan wear purchasing function on behalf of the Representative Association.
4. Responsibility for all matters involving player residency, player movement, Affiliated Player (AP) opportunities, territorial agreements/disputes with surrounding Associations, borders, centre point determination, travel permits, and affiliation rights to any other organizations.

5. Exclusive point of contact and decision maker for both the Representative and Local League hockey programs operated by the Parties, for all governance related, insurance, program compliance and regulatory issues involving the OMHA, OHF, YSMHL Hockey Canada, and any applicable AAA affiliate, including the right to exercise all voting, delegate selection, appeal, and player movement/release rights on behalf of both the Association and the Parties.
6. Administration of a Representative Hockey Tryout Process.
7. Operation of an organization administered registration process for eligible players selected to Representative hockey teams to be transferred from their home Local League organization to their Representative team through HC.
8. Implementation of a consistent registration and player fee structure for Representative Hockey operations of the Parties.
9. Management of a separate Representative Hockey treasury and finance function, for all applicable Representative player registration and team related fees.
10. Responsibility for all Risk Management, Safety, OMHA Code of Conduct, Respect in Sport, and Disciplinary matters involving Representative Hockey operations.
11. Responsibility for negotiating and securing favorable municipal ice contracts on behalf of both the Representative and Local League Hockey operations of both Parties, as well as responsibility for administering any ice allocation and scheduling functions required by the Parties.
12. Responsibility for booking separately administered tournaments on behalf of the Representative Hockey organization. SSMHA may book tournaments in Bradford, Innisfil and any other regions as required. Bradford Minor Hockey may book tournaments in Bradford and any other regions as required with the exception of Innisfil. Innisfil Minor Hockey may book tournaments in Innisfil and any other regions as required with the exception of Bradford.
13. Responsible for player Skill Development and Coaching Qualification & Development for all Representative Hockey teams.
14. Responsible for Representative Hockey community matters involving volunteers, sponsors, fundraising and special events.

13.5 Those issues remaining within the jurisdiction of Bradford Minor Hockey, and Innisfil Minor Hockey to be managed at the Local League level are described as follows:

1. Responsible for the day-to-day management and administration of their individual Recreational Hockey programs and teams.
2. Selection, appointment and training of all Local League Hockey Coaches and Support Staff of their Individual Hockey programs and teams.
3. Administration of an individually managed equipment, uniform, team wear and fan wear purchasing function on behalf of their individual Local League associations.
4. Independent participation in SRLL and jurisdiction over all Local League matters, including the right to appoint their own separate Local League delegates to SRLL meetings.
5. Responsible for registering all perspective Representative players from their individual Local Leagues to HCR.
6. Implementation of a consistent registration and player fee structure for the individual Local League Hockey operations of the Parties.
7. Management of separate Local League Hockey treasury and finance function, for all applicable Local League player registration and team related fees.
8. Responsibility for all Risk Management, Safety, OMHA Code of Conduct, Respect in Sport, and Disciplinary matters involving their individual organizations for Local League Hockey operations.
9. Responsibility for administering tournaments on behalf of their individual Local League Organizations.
10. Responsible for player Skill Development and Coaching Qualification & Development for their individual Local League Hockey teams.
11. Responsible for their individual Local League Hockey community matters involving volunteers, sponsors, fundraising and special events.
12. Ongoing financial independence regarding the use of their individual Local League owned assets, equipment and segregated monetary reserves not

specifically allocated by the Local League Organization for shared use by the Association.

13.6 For greater clarity, Bradford Minor Hockey and Innisfil Minor Hockey agree to be exclusively governed and bound by those decisions of the Association's Board on all issues set out in Sections 13.4 above, and the Association shall respect those decisions made by Bradford Minor Hockey and Innisfil Minor Hockey on all matters of a strictly local nature, as set out in Section 13.5 above.

13.7 For the purposes of these By-laws, the division of jurisdictional responsibilities enumerated by the Parties in the Agreement are expressly incorporated by reference into these By-laws.

13.8 Rules of Operation & Association Policy

The Board shall have the power to pass all necessary rules, Policies and regulations as deemed expedient by the Board, related in any way to the day to day operations and affairs of the Association, including without limitation, the conduct of Members, Directors, Officers, employees and volunteers; team operations, tryouts, coaching selection, ice time, player movement, registration, fees, fundraising, safety, ethics and discipline, member teams and guests, provided such rules, policies and regulations are not otherwise inconsistent with the Articles and these By-laws.

ARTICLE 14 MANAGEMENT OF THE ASSOCIATION

14.1 Regular Board Meetings

The Board of the Association shall meet regularly at least once a month and, if a meeting of the Board is not held during any one (1) month period, the President may call a meeting of the Board on at least five (5) Business Days prior written notice to the other Directors. At each meeting of the Board, unless waived unanimously by the Board, the President shall report fully to the Board with respect to the current status of the operations of the Association and with respect to all major developments or planned actions involving the Association and the Comptroller shall present to the meeting complete current financial information with respect to the Association and such other information as may be requested by the Board.

14.2 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. Business transacted at a special Board meeting shall be limited to that specified in the notice calling the meeting.

14.3 Notice of Board Meetings

- (a) Notice of all Board meetings shall be communicated to all Directors at least five (5) days in advance of the meeting, unless all Directors agree to the calling of a meeting on shorter notice or the Board meeting is held on a regular day or date each month or immediately following a Members' Meeting;
- (b) Notice shall include a tentative agenda in the case of a regular Board meeting and shall specify the business to be conducted in the case of a special Board meeting.
- (c) No formal notice of any Board meeting shall be necessary if all the Directors are present or if those absent signify their consent to the meeting being held in their absence.

14.4 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.

14.5 Adjournment of Board Meetings

Any Board meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

14.6 Quorum

A quorum for the transaction of business at all meetings of the Board shall consist of at least eight (8) Director's present in person or by such telephone, electronic or other communication facilities permitted, provided that there shall be no fewer than four (4) Directors elected or appointed by each Voting Member present. If a quorum is not present at any meeting, the meeting shall either be adjourned to a fixed date or may be reconvened upon two (2) Business Days' notice to all of the Directors, at which reconvened meeting the quorum shall be a majority of Directors.

14.7 Electronic / Telephone Meetings

At the discretion of the President, any or all Directors may participate in a meeting of the Board by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear and communicate with each other simultaneously and a director participating in such a meeting by such means is deemed to be present at the meeting.

14.8 Accountant and Audit Requirements

Subject to the requirements and waivers available under the Act, on an annual basis, the Board shall appoint an auditor or accountant of the Association to conduct an independent audit or review of the Association's financial books, records and statements. The audit report or review engagement of the accountant shall be finalized within six (6) months of the Association's financial year end, and delivered to the Board for approval, then made available to the Members for inspection upon request, and shall otherwise be presented annually to the Local League Members of Bradford Minor Hockey and Innisfil Minor Hockey during the course of their respective annual membership meetings.

14.9 Matters Requiring Special Consent of the Members

Subject to the Act, no decision will be made and no action taken by or with respect to the Association concerning the following special matters, without the express consent of Bradford Minor Hockey and Innisfil Minor Hockey:

- (a) any change to the Association's Articles or By-laws;
- (b) any action that may lead to or result in a material change in the purposes and/or objects of the Association;

- (c) the borrowing of any money in excess of \$20,000;
- (d) the making or incurring of any single capital expenditure in excess of \$10,000;
- (e) the granting of any encumbrances on the assets of the Association;
- (f) the taking of any steps to wind up or terminate the corporate existence of the Association;
- (g) the entering into of a partnership, union of interests, joint venture or reciprocal concession with any person, corporation or organization;
- (h) altering the Association's borders, territory, centre point or AAA affiliation;
- (i) the entering into of an amalgamation, merger or consolidation with any other association or body corporate; or
- (j) any change in the number or representation of Directors.

14.10 Elected Directors Voting on Matters Requiring Special Consent

For the purposes of those matters specifically requiring the special consent of Members as defined above, the Sixteen (16) voting elected Directors representing Bradford Minor Hockey and Innisfil Minor Hockey shall act as the Delegates representing their respective Local League Organizations. Such Delegates shall be entitled to vote on such matters, which shall require a majority of the Delegates of Bradford Minor Hockey and Innisfil Minor Hockey to vote in favour of such a resolution.

For the purposes of those "Matters Requiring Special Consent" set out in 14.9 above, the Delegates representing Bradford Minor Hockey and Innisfil Minor Hockey must bring any proposed amendment to an Annual Meeting / Special Meeting of their respective memberships, and the memberships must approve and authorize such amendment by a special resolution of those members eligible to approve such change.

14.11 Remuneration and Expenses

Board members shall serve without remuneration and no Director shall directly or indirectly receive any remuneration, salary or profit from his or her position as a Board member or for any service rendered to the Association. The Board may establish Policies relating to the reimbursement of the Board members for reasonable out-of-pocket expenses incurred in the performance of their duties as members of the Board of the Association, including attending meetings of the Board or any committee of the Board, and may issue honorariums as approved by the Board.

14.12 Directors and Officers Insurance

The Association shall, if determined by the Board, arrange directors' and/or officers' liability insurance coverage for the Directors and/or Officers of the Association on terms and conditions and in an amount acceptable to the Board.

14.13 Indemnification

The Association shall indemnify each Director and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative proceeding to which he or she is made a party by reason of being or having been a Director of the Association provided;

- (i) he or she acted honestly and in good faith with a view to the best interests of the Association; and
- (ii) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

14.14 Member Consent

Any resolution in writing signed by all of the Delegates of a particular Voting Member shall be deemed to constitute the consent of that Voting Member to such written resolution, and any matter recorded in the minutes of a meeting of the Voting Members as having been approved or agreed upon, by resolution or otherwise, shall, subject to any contrary intention being indicated in the minutes, be deemed to have been consented to by a particular Voting Member.

14.15 Conflict of Interest

- (a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board meeting.
- (b) The declaration of a conflict of interest shall be made at the Board meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board meeting interested in the proposed contract or transaction or other matter, at the next Board meeting held after the Director assumes the office.
- (c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- (d) If a director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- (e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

14.16 Confidentiality

Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera. Every Director will read and agree to the confidentiality agreement in the SSMHL rules of operation.

ARTICLE 15 VOTING OF DIRECTORS

- 15.1** Except as otherwise provided for herein, all questions arising at any meeting of the Board shall be decided by a simple majority of votes by those Directors in possession of voting rights. Votes may be taken by secret ballot if requested by any Director present, but in the absence of any such demand, votes shall be by a show of hands for or against. In routine matters dealing with day-to-day operational issues, the President shall have a tie breaking vote on the Board.

- 15.2** In matters involving a material difference of opinion between the Parties involving the terms of the Agreement or these By-laws, including those matters requiring the special consent of Voting Members, should there be a deadlock between the Directors with voting rights appointed by Bradford Minor Hockey and Directors with voting rights appointed by Innisfil Minor Hockey, the Board shall appoint a mutually agreeable representative of the OMHA to act as mediator in an attempt to resolve the impasse.
- 15.3** Should no mutually agreeable resolution be reached, the mutually appointed OMHA Representative shall cast the tie breaking vote. The results of such a decision shall be considered to be final and conclusive and no right of appeal shall apply.

ARTICLE 16 COMMITTEES OF THE BOARD

- 16.1** The following Committees shall be Standing Committees of the Board of the Association:
- (a) Executive Committee;
 - (b) Finance and Budget Committee;
 - (c) Representative Hockey Operations Committee;
 - (d) Equipment and Apparel Committee;
 - (e) Coaching Selection/Evaluation Committee
 - (f) Discipline and Ethics Committee
- 16.2** Nothing in this By-law shall be construed to limit the ability of the Board from abolishing or creating Standing Committees by By-law or from establishing such ad hoc committees or subcommittees by Board resolution as may be desired or required from time to time.

16.3 Executive Committee

- (a) The Executive Committee shall consist of the President who shall Chair the committee, the 1st Vice-President, the Vice-President – Hockey Operations, the Vice President – OMHA Delegate, the Board Secretary, and the Board Comptroller. This Committee shall be responsible for the day-to-day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.
- (b) The Executive Committee shall:
 - (i) 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;
 - (ii) review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for resolution;
 - (iii) recommend policy to the Board regarding management and administrative issues related to the Association;
 - (iv) deal with any other matters assigned to it by the Board or by the President.

16.4 Finance and Budget Committee

- (a) The Finance and Budget Committee shall be Chaired by the President and shall consist of the 1st Vice-President, the Comptroller, the Secretary, and those staff responsible for day-to-day business and administration of the Association, such as the Administrator and Registrar as applicable.
- (b) The Finance and Budget Committee shall:
 - (i) prepare a budget for the Association not later than January 30th in each year, for the next fiscal year for submission to the Board for approval;
 - (ii) liaise with all Committees of the Board to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the Budget;

- (iii) recommend policy to the Board regarding financial budgeting and planning for the Association.
- (iv) Provide monthly reports to be presented at the board meetings.
- (v) Provide a year-end report to be presented at the Annual Meeting.

16.5 Representative Hockey Operations Committee

- (a) The Representative Hockey Operations Committee shall be co-chaired by the Vice President – Hockey Operations and the Vice President – OMHA Delegate, and shall consist of the Player Development Director and the Coach Development Director and any additional directors as required. This committee will be responsible for setting all dates and agenda for the Representative committee.
- (b) The Representative Hockey Operations Committee shall:
 - (i) provide oversight and support for the Representative Hockey Teams pursuant to the Policies of the Association;
 - (ii) establish and monitor Policies relating to Representative Hockey Operations provided that such Policies shall be and remain consistent with all other Policies of the Association;
 - (iii) recruit and train volunteers to perform the functions required to operate the Representative Hockey Teams;
 - (iv) provide management and support for the Representative Team tryout process, including the selection of an independent panel to objectively assess players;
 - (v) provide management and support for the Representative Team coaching selection process, in accordance with the Association's Policies; and
 - (vi) recommend policy to the Board regarding Representative Hockey Operations.

16.6 Equipment and Apparel Committee

- (a) The Equipment & Apparel Committee shall be co-chaired by the Director of Equipment and the Director of Apparel, and shall consist of the Director of Marketing and the Director of Communication, and any additional directors as required.
- (b) The Equipment and Apparel Committee shall:
 - (i) Sourcing and providing an Apparel/Equipment provider for the association
 - (ii) Sourcing and providing a mascot costume and finding a volunteer to wear the mascot costume
 - (iii) Oversee and Maintain the SSMHA logo;
 - (iv) carry out other duties as assigned by the Board, Executive Committee, or the President.

16.7 Coaching Selection/Evaluation Committee

- (a) The Coaching Selection/Evaluation Committee shall be co-chaired by the Player Development Director and the Coach Development Director and shall include the Vice President – Hockey Operations, and the Vice President – OMHA Delegate. It may also include any Neutral parties at the discretion of the committee being equally represented from each of the Parties.
- (b) The Coaching Selection Committee shall consist of an equal number of Committee members from the Local League Organizations. The Committee shall be responsible for preparing a Coaching Selection Policy for consideration and approval by the Board to assist in the fair and objective selection of skilled and competent Representative Team Coaches.
- (c) The Coaching Selection Committee shall be responsible for implementing a Rep Coach Selection Process in accordance with the Coaching Selection Policy, conducting an evaluation and interview of qualified candidates, determining the most suitable Head Coach candidate for each Team under consideration as well as their supporting Bench Staff, and nominating such candidates to the Board for final ratification and approval.

- (d) The Coaching Selection Committee shall provide day to day managerial oversight, development, mentoring and support to Rep Team Coaches, helping to ensure their adherence to applicable rules, implementation of Hockey Canada skill curriculum elements into player development and practice plans, and assisting Coaches to achieve and maintain their credentials through workshops and training; coordinate with the OMHA concerning applicable coaching certification, evaluation and training program, and provide any necessary information to the Association and its volunteers for the purposes of training and developing highly skilled Coaches;

16.8 Discipline and Ethics Committee

- (c) The Discipline & Ethics Committee shall be chaired by the Director of Risk Management, and shall consist of the President, the 1st Vice President, the Secretary and any additional directors as required.
- (d) The Discipline & Ethics Committee shall:
 - (i) implement and enforce all OMHA Risk Management Programs;
 - (ii) review all complaints and situations received by the Association involving officials, players, Directors, parents, participants, Local League Members, volunteers, on and off ice officials, etc. that fall under the guidelines of the OMHA Code of Conduct, OMHA, Hockey Canada and OHF Rules and Regulations, and applicable Risk Management Programs;
 - (iii) conduct investigations and formal hearings as necessary in accordance with applicable Association and OMHA/OHF and HC policies;
 - (iv) seek to mediate and resolve conflicts between program participants in an amicable manner, where possible;
 - (v) recommend and impose remedial action and disciplinary sanctions against those program participants found to be in breach of applicable policies, where warranted; and
 - (vi) carry out other duties as assigned by the Board, Executive Committee, or the President.

16.9 Coaching Selection/Evaluation Committee

- (e) The Coaching Selection/Evaluation Committee shall be co-chaired by the Player Development Director and the Coach Development Director and shall include the Vice President – Hockey Operations, and the Vice President – OMHA Delegate. It may also include any Neutral parties at the discretion of the committee being equally represented from each of the Parties.
- (f) The Coaching Selection Committee shall consist of an equal number of Committee members from the Local League Organizations. The Committee shall be responsible for preparing a Coaching Selection Policy for consideration and approval by the Board to assist in the fair and objective selection of skilled and competent Representative Team Coaches.
- (g) The Coaching Selection Committee shall be responsible for implementing a Rep Coach Selection Process in accordance with the Coaching Selection Policy, conducting an evaluation and interview of qualified candidates, determining the most suitable Head Coach candidate for each Team under consideration as well as their supporting Bench Staff, and nominating such candidates to the Board for final ratification and approval.
- (h) The Coaching Selection Committee shall provide day to day managerial oversight, development, mentoring and support to Rep Team Coaches, helping to ensure their adherence to applicable rules, implementation of Hockey Canada skill curriculum elements into player development and practice plans, and assisting Coaches to achieve and maintain their credentials through workshops and training; coordinate with the OMHA concerning applicable coaching certification, evaluation and training program, and provide any necessary information to the Association and its volunteers for the purposes of training and developing highly skilled Coaches;

ARTICLE 17 TERRITORY AND BORDERS

- 17.1** The Association shall maintain a single consolidated border for the purposes of OMHA Representative Team hockey territorial rights, encompassing the previous combined territories of Bradford Minor Hockey and Innisfil Minor Hockey, as recognized and/or amended by the OMHA from time to time.
- 17.2** For greater certainty, all applicable territories and borders for the Association shall be outlined in detail in the South Simcoe Minor Hockey Association Rules of Operation and shall be posted on the South Simcoe Minor Hockey Association website.

ARTICLE 18 CENTRE POINT

- 18.1** The Voting Members have mutually agreed upon an acceptable Centre Point for the Association, as agreed to and sanctioned by the OMHA. Until otherwise altered or amended by the Board and the OMHA, the Centre Point for the Association shall be as follows: Ultramar, 2231 Simcoe Rd 89, Innisfil Ontario L0L 1R0. South West Corner of Highway 89 and Yonge Street.

ARTICLE 19 TEAM NAME AND OFFICIAL COLOURS

- 19.1** The Voting Members shall mutually determine a new team name, logo and uniform colours for the Association, which shall be unique and distinct from the current branding used by Bradford Minor Hockey and Innisfil Minor Hockey.
- 19.2** The Association will be known as “South Simcoe Storm” and shall use the colours and logo as outlined in the South Simcoe Minor Hockey Association Rules of Operation.

ARTICLE 20 AAA AFFILIATION RIGHTS

- 20.1** Unless otherwise altered or amended by the Board and the OMHA, the Association’s players shall have the right to affiliate for AAA hockey opportunities. Eligible Players Registered with SSMHA will have AAA Affiliation Rights with the AAA centre (Barrie AAA Zone or York Simcoe Express) each Party was previously affiliated with prior to the enactment of this By-Law. Bradford residents will affiliate to York Simcoe Express, Innisfil residents will affiliate with Barrie AAA Zone. PTS forms will be provided by Bradford Minor Hockey Association for Bradford residents and Innisfil Minor Hockey Association for Innisfil residents.

ARTICLE 21 EXECUTION OF DOCUMENTS

21.1 Execution of Documents:

The Board may from time to time appoint any Director or Directors or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

21.2 Books and Records:

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

ARTICLE 22 FINANCIAL YEAR

22.1 The financial year of the Association shall terminate on the May 30th in each year or such other date as the Board may from time to time by resolution determine.

ARTICLE 23 BANKING ARRANGEMENTS

23.1 Banking Resolution

The Board shall designate, by resolution, the Directors (minimum of four with one Director representing each Party) 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 a 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 a 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.

23.2 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 the 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 deposit or the proceeds thereof.

ARTICLE 24 BORROWING BY THE ASSOCIATION

24.1 Borrowing Power:

24.2 Subject to the limitations set out in the Articles, the Agreement, By-laws or Policies of the Association, the Board may by resolution authorize the Association to:

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge securities of the Association; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

24.3 Borrowing Resolution:

From time to time, the Board may authorize any Director or Officer of the Association or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

ARTICLE 25 NOTICE

25.1 Computation of Time:

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is excluded, unless otherwise permitted under the Act.

25.2 Omissions and Errors:

The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting.

Any Director, Member or the auditor of the Association may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

25.3 Method of Giving Notice:

Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or Member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address of any Member, Director or Officer shall be his or her last address in the records of the Association.

ARTICLE 26 PASSING AND AMENDING BY-LAWS

26.1 The Board may recommend amendments to the By-laws of the Association from time to time, to the Voting Members.

26.2 If the Board intends to discuss any amendment of the By-laws of the Association at a Board meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the meeting and discussion and voting thereon

adjourned to the next meeting for which written notice of intention to pass or amend such By-laws shall be given.

- 26.3** A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Members' Meeting. The notice of such Members' Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Members' Meeting. Amended By-laws require a 2/3 majority vote to pass.
- 26.4** The Delegates at the Members' Meeting may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-law.

ARTICLE 27 RULES OF PROCEDURE

- 27.1** The rules contained in the most current edition of *Procedures for Meetings and Organizations* by M.K. Kerr and Hubert W. King shall govern the rules and procedures to be used in conducting the meetings and affairs of the Association in all cases to which they are applicable and in which they are not inconsistent with these By-laws or other governing documents or laws affecting the Association.

ARTICLE 28 REPEAL OF PRIOR BY-LAWS

28.1 Repeal

All prior by-laws of the Association are hereby repealed as of the coming into force of these By-laws.

28.2 Proviso

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

ARTICLE 29 EFFECTIVE DATE

- 29.1** This By-law shall come into force without further formality upon its enactment after approval by the Voting Members of the Association as hereinbefore set out.
- 29.2** The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by affirmative vote of the Voting Members of the

Association at a Members' Meeting of the Association duly called and held in, Innisfil Ontario, on May 31st, 2023, at which a quorum was present.

Signatory Page

This by-law is in effect as of __May 31st, 2023__

President

Thomas Brennan

1st Vice-President

John Reilly

Board Secretary

Sonia Marchese

Board Comptroller

Courtney Ward

Appendix 1

Honorary Lifetime Members

In appreciation of outstanding and distinguished service South Simcoe Minor Hockey Association would like to grant Honorary Lifetime Memberships to the following Individuals;

1. Paul Dossey (First President of South Simcoe Minor Hockey Association and founding member of the Association)
- 2.