

**ELGIN MIDDLESEX 'AAA'  
HOCKEY ALLIANCE 1083605  
ONTARIO LIMITED**



**CONSTITUTIONAL BYLAWS**

## CONSTITUTIONAL BYLAWS

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## **ARTICLE 1 NAME**

The name of this Corporation shall be ELGIN MIDDLESEX HOCKEY ALLIANCE, known as the ELGIN MIDDLESEX 'CANUCKS' and here in after shall be referred to as EMHA. The head office of the Corporation shall be in the Province of Ontario and at such place herein as the Executive may from time to time determine.

## **ARTICLE 2 AIMS AND OBJECTIVES**

The purpose of the EMHA is to:

1. Foster and promote 'AAA' hockey within the established Minor Hockey Alliance of Ontario (MHAO) zone.
2. Support community-based hockey in the local associations to meet the needs of hockey players in the established zone.
3. Attract players to the EMHA who are presently living within the zone.
4. Operate 'AAA' hockey teams from Minor Atom to Major Midget inclusive, within the resources and limitations of the Alliance.

## **ARTICLE 3 AFFILIATION**

3.1 The EMHA shall affiliate with the Minor Hockey Alliance of Ontario (MHAO). EMHA is comprised of the players from all centres within the Elgin Middlesex counties excluding London and any other centres/areas as assigned by the MHAO.

## **ARTICLE 4 MEMBERSHIP**

4.1 Membership in the EMHA shall be open to all players, parents and/or guardians who maintain residency within our affiliated areas, any others who are authorized by the MHAO Rules & Regulations to play hockey in the EMHA and any other individuals who are admitted as members by the Board, regardless of sex, colour, race or creed. All members must agree to and abide by the Rules and Regulations of the Corporation.

4.2 There shall be four (4) classes of Membership in the Association:

- a) Active Player Membership;
- b) Associate Membership
- c) Parent/Guardian Membership;
- d) Honorary Lifetime Membership.

4.3 Terms and Eligibility

- a) Active Player Membership

Active Player membership shall include all active players listed on a team roster within EMHA (excluding affiliate players) for the current hockey season.

- b) Associate Membership:

Associate Membership shall include all non-parent elected or appointed Directors or officials, and all convenors, coaches, managers and trainers appointed for the current season. Members in this classification will be allowed one vote per person and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association. Associate Members may serve

on the EMHA Executive Board; however, Associate Members will not comprise more than 33% of the EMHA Executive Board at any given time.

c) Parent/Guardian Membership:

Parent/Guardian members shall 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 parent shall have one vote per player registered (maximum of 2 eligible votes per player) and may attend members meetings and by invitation, meetings of the Board and of the Committees of the Association.

d) Honorary Lifetime Membership:

Honorary Lifetime Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Lifetime Members by any Member of the Association and the granting of Honorary Lifetime Membership must be confirmed by a majority vote of the Board of Directors. Honorary Members will have no vote but may attend members meetings and by invitation, meeting of the Board and Committees of Association.

e) One Person – One Class of Membership:

Although it is possible for a member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) 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.

#### 4.4 Executive Vacancies

In the event there is a vacant executive position, which when all attempts to fill that position have been exhausted within the membership, the Executive Board has the right to select a non-member to fill that position.

#### 4.5 Membership List:

Subject to Section 6.7 herein, the Secretary of the Board shall prepare and maintain a list of current Active Player Members, Associate Members, Parent/Guardian Members, and Honorary Lifetime Members. This list shall be kept at the head office and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

#### 4.6 Membership Year

Unless otherwise determined by the Board, every Membership, other than Honorary Lifetime Memberships, shall commence at the conclusion of tryouts (no later than May 1 of that year) once the final roster has been posted by the coach of the given team, and shall lapse and terminate at the conclusion of the Annual General Meeting the following year.

#### 4.7 Termination

a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.

b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn notifies the appropriate Executive Board members.

c) Members in good standing shall be those admitted to Membership and who have paid all required membership fees to the Association. Members whose Membership fees are in arrears for a period of one (1) month, without agreed prior arrangements, shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association until said fees have been paid. The Secretary shall inform those concerned of this suspension in writing.

d) Members whose conduct is considered by the Board to be contrary to the stated Code of Conduct and the purposes of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. 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 a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

#### 4.8 Membership Fees

Registration fees shall be established annually by the Budget Committee and resolved by the Board. Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

#### 4.9 Right to Vote

All Active Members and Parent/Guardian Members shall be entitled to notice of and to vote at all Meetings of Members of the Association, in accordance to Article 5 of this constitution.

#### 4.10 Record Date

Individuals, who are Members of the Association at least 35 days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 35 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

## ARTICLE 5 VOTING

5.1 Parents or guardians of active players of the EMHA, in good standing, associate members and life members shall be entitled to a vote at General Membership Meeting of the membership. Active players shall not be entitled to a vote.

5.2 At all meetings, Monthly Board Meetings, General Membership Meetings and the Annual General Membership Meeting, every question shall be decided by a vote of the members present in person. Every question shall be decided in the first instance by a show of hands, unless a poll is requested by any member. In the event of an equality of votes at any of the above-mentioned meetings, whether upon a show of hands or by poll, the President shall be entitled to a second or casting vote.

5.3 Executive members (as stated in Article 11) shall be entitled to a vote at all Board Meetings.

5.4 At the conclusion of all votes, a declaration by the President that a resolution has been carried or defeated and an entry made to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact.

## **ARTICLE 6 MEETINGS**

6.1 The Annual General Meeting (AGM) of the EMHA will be held in May each year, at a time and place to be decided by the President and such meeting and notice of proposed Constitutional By-Law and/or Rules & Regulations amendments shall be posted for all parties that are current members of the EMHA before the May Board meeting.

6.2 The Board will meet monthly at a place and time to be decided by the President. Additional Board meetings must be called by the President on the request of 3 or more members of the Board. Notice of such meetings shall be delivered, emailed, telephoned or faxed to each officer not less than one day before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been served shall be sufficient and conclusive evidence of the giving of such notice.

6.3 No error or omission in giving such notice for any Annual General Meeting or Board meeting shall invalidate such meeting. Nor shall it invalidate or make void any proceedings taken at such meeting and any Board member may at any time waive notice of such meetings and may ratify and approve of any or all proceedings taken therein.

6.4 Any submission by a general member of the EMHA to a Board meeting must be submitted in writing to the Secretary at least a week prior to the meeting at which it is to be discussed. A written reply will be forwarded after the submission has been discussed.

6.5 At every AGM, in addition to any other business that may be transacted, the report of the Board and a Financial report on the previous administrative year as well as a current Financial Statement shall be presented, and the Executive elected.

6.6 At least one month prior to the AGM, the current Executive shall appoint a nominating committee composed of between three to five members from amongst the members of the EMHA. This committee shall prepare a slate of members for the positions on the Executive, for election at the AGM.

6.7 Nominations for a position on the Executive may be submitted to the Secretary, in writing, prior to the AGM or be made from the floor at the meeting. If the nomination is in writing, then the person's attendance at the AGM is not required.

6.8 The order of business at all meetings may be as follows: Call to order; Minutes of previous meeting; Business arising from minutes; Treasurer's Report; Reports of Executive; Unfinished Business; Correspondence; Amendments to Constitutional By-Laws (only at AGM); Amendments to Rules & Regulations (only at AGM); Election of new Executive (only at AGM) and adjournment.

## **ARTICLE 7 QUORUM OF MEMBERS**

7.1 A quorum for the transaction of business at all General Membership Meetings of the EMHA shall consist of a minimum of 2/3 of the current voting Board members of the Corporation or twenty-five (25) persons who are voting members of the Corporation.

7.2 A majority of the Board shall form a quorum for the transaction of business. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time

determine. The Executive may consider or transact any business, either special or general, at any meeting attended by the Executive.

## **ARTICLE 8 AMENDMENTS**

8.1 The Constitutional By-Laws and/or EMHA Rules & Regulations may be amended at any Annual General Meeting (AGM) of the EMHA. By a two-thirds vote of the membership present and voting the time such amendments are presented to the AGM.

8.2 Proposed amendments shall be presented in writing to the secretary and must include rationale otherwise the motion will be considered incomplete, null and void no later than thirty (30) days prior to the AGM, or the amendments will not be proposed amendments. Amendments or revisions of the Constitution shall be posted on the EMHA website within 60 days of the Annual General Meeting each year and shall be effective on the first day of the administrative year following the AGM.

8.3 A constitutional review by the Executive will be done each year and presented to the Board prior to AGM, the board will make any revisions or changes as according to sub-section 8.2 of this section.

## **ARTICLE 9 THE EXECUTIVE BOARD OF ADMINISTRATION**

9.1 Definitions:

a. Executives: Members elected to office at the Annual General Meeting (AGM) by the membership;

b. Officers: Any member that holds an office on the Board of Administration.

9.2 The affairs of the EMHA shall be managed by the Board of Administration, consisting of the elected Executive, each of whom at the time of his/her election or appointment and throughout his/her term of office, shall be a member of the Corporation. Each Officer shall be at least 18 years old. Each Executive shall be elected to hold office until the first day of the administrative year after his election or until his successor has been duly elected and qualified, namely, June 30th.

The term of the elected Executive shall be for one (1) year with the following positions to be elected at the AGM.

- President
- Registrar
- Secretary
- Assistant Treasurer
- Assistant Ice Scheduler
- Coach Mentor
- Vice President Hockey Operations
- Treasurer
- Website/Communications Manager

- Ice Scheduler
- Equipment Manager
- Fundraising

9.3 No member of the Board of Directors shall vote on a matter in which (s) he/she has a direct or indirect financial interest or direct or indirect personal interest in the outcome of a vote or discussion. Such a Member shall declare his or her conflict and absent him or herself from the meeting and discussion dealing with the subject matter of the conflict. The Secretary will record this declaration of conflict in the minutes. For the purpose of clarification, and without detailing all matters of conflict, a Member shall have a conflict of interest if his or her son, daughter, grandson or granddaughter, or the team to which their son, daughter, grandson, or granddaughter, belongs, is the subject matter of the discussion or vote. Any team officials on the Board of Directors must declare a conflict if an issue to be voted on centers around their team and excuse themselves from the meeting. The Chair has the right to declare a conflict of any Member(s) upon a majority vote of the Board of Directors.

9.4 A member of the Board absent for 3 consecutive meetings without notice to the President or any other officer may be removed from the Board by a majority vote of the remaining officers.

#### 9.5 Termination

##### a. Removal of Director by Membership

Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of the Association, by a resolution passed by at least 2/3 of the votes cast at a General Meeting of Members may remove any Director before the expiration of his or her term of office, and, by a majority of the votes cast at that Meeting, may elect any person in his or her stead for the remainder of his or her term.

##### b. Absenteeism

Unless otherwise determined by the Executive Board, and based on just cause, 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 Executive Board.

##### c. Resignation

A Director of the Executive Board may resign his or her Directorship by submitting a letter of resignation to the President of the Association.

9.6 Upon the death, resignation, incapacitation or termination of any elected or appointed officer, or in the event of failure of any office to carry out the duties of his office, the Executive declare said office vacant and shall appoint a successor to fill said office for the remainder of the term of that office.

9.7 Vacancies on the Board, however caused, may so long as a quorum of officers remain in office, be filled by the officers from the qualified members of the Corporation, if they see fit to do so. But if there is not a quorum of officers, the remaining officers shall forthwith call a meeting of the members to fill the vacancies.

9.8 The powers and duties of the officers of the Board of administration shall be provided for the Constitutional By-laws of EMHA.



9.9 Unless otherwise ordered by the Executive, the administrative year of the Corporation shall terminate on the 30th day of June in each year.

9.10 Fiscal year for reporting financial year-end for the Corporation will be the 30th day of June.

9.11 All Members of the Board shall submit a police check to the Secretary in accordance with the current OHF/Alliance Policy by August 31 in the first year they are elected and every other year thereafter. Failure to submit police checks by the above noted dates may result in removal from the Board at the Board's discretion.

## **ARTICLE 10 POWERS**

10.1 The Board of Administration is empowered from time to time to purchase, lease or otherwise acquire, will, exchange or otherwise dispose of securities, lands, buildings and other property, moveable or immovable, real or personal or any right of interest therein owned by the EMHA, for such consideration and upon such terms and conditions as they may deem advisable.

10.2 It shall be the duty of the Board of Administration to oversee the operations of the EMHA, in accordance with the Constitutional By-Laws and Rules & Regulations of the EMHA, MHAO and HC. The Board will have the power to determine policy on matters arising that are not at the time, covered by the aforementioned governing bodies.

10.3 The Board shall have the power to and suspend or discipline any team, manager, coach, player, trainer or other official connected with any team under the jurisdiction of the EMHA.

10.4 Each year the coach mentor in conjunction with the Vice President of Hockey operations selects a coach selection committee to be approved by board. All coaching applicants must complete and submit prior to their interview the required coaching application form as designed by the Executive, or submit their application to the Coach Mentor in writing by hard copy or email. Coach Mentor will organize a coach selection committee and book coach selection committee interview(s) with coaching applicants. The dates of the interviews will be provided to the Coaching Applicants by Coach Mentor. Upon receipt of the application, coaching prospects will be reminded of the interview dates by the Coach Mentor.

The selection committee, led by the Coach Mentor, will be comprised of one of either the President or VP of Hockey. If neither is available, an alternate Executive Board member can be designated by the Board. The selection committee will also include a minimum of three impartial non-members with extensive hockey knowledge and experience as agreed by the Executive Board. The selection committee will meet to agree criteria for selecting coaches 2 weeks prior to the first interview and will only invite coaching prospects to interview that meet the pre-determined criteria. Questions and the interview process will be conducted in accordance with the guidelines and coach selection framework established by Hockey Canada. Coaching prospects found to meet the criteria will be interviewed on one of the predetermined days by the Coach Selection Committee. The Committee will then recommend Head Coaches to the board for approval for the upcoming season. The recommendation of Head Coach of each team shall be made at a special meeting of the Board prior to April 1st. The coach mentor will present the top two candidates for the head coach position for each team to the board and explain the reasons why a candidate was chosen. Each appointed Head Coach will be responsible to present their choices for team officials, including assistants, trainers and managers to the Board for approval, prior to the July EMHA Executive meeting to ensure all team officials are in place and certified prior to their teams first ice times. The Head Coach then appoints the approved person to their respective positions. All team officials must clear police security checks to remain active in EMHA.

A coaching position may not be guaranteed for more than a year at a time, may be held for a maximum of two years, and, if required, given consideration for a third year with

- A 2/3rd anonymous evaluation/vote by the parents
- A review by all board members
- However, if a qualified new coach cannot be found, then an exception can be made upon approval of the board

10.5 Each member of the Board shall receive an Honorarium on a specified date.

Honorarium amounts are as follows:

Ice Scheduler - \$3000

Registrar \$1000

All other Board members \$500

The Honorarium shall be issued by cheque prior to the end of the current hockey season. 80% punctual attendance at meetings is required to qualify.

10.6 The Board may appoint any Committees necessary to aide in the matters of the administration. Such Committees are subject to the approval of the Board and such powers, as the Board may deem necessary.

10.7 Although not part of the board each team will elect from their team parents a representative to attend monthly meetings of the EMHA. These meetings will be classed as the General part of the EMHA monthly meeting and each team must have a representative present. They will receive information from the board to return to the team as well as bring issues of concern from their team to the board for resolution.

## **ARTICLE 11 EXECUTIVE OF THE EMHA**

There shall be a Past President, President, Registrar, Vice President of Hockey Operations, Secretary, Treasurer, Assistant Treasurer, Ice Scheduler, Assistant Ice Scheduler, Coach Mentor, Equipment Manager , Fundraiser/Special Events Coordinator and Website/Communications Administrator . One person may hold more than one office, except the offices of Past President, President and Vice President. Persons nominated for President, Registrar and Vice President of Hockey Operations shall have served one complete year of the two immediate previous years on the Board or the Corporation. However, if the qualifications and/or criteria identified above cannot be met, then an exception to the qualifications can be made upon approval of 2/3 of the existing Executive. If the Past President is unable to participate as an active member of the executive, the position can remain vacant.

## **ARTICLE 12 DUTIES OF PRESIDENT**

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board. The President shall be charged with General Management and Supervision of the affairs of the Corporation and shall be an ex-officio/member of all committees and with the Vice President, Hockey Operations is a co-signer in all financial transactions. Shall be responsible as the alternate for attending monthly Operations Meeting of the Alliance as an EMHA representative and attends all Alliance Presidents Meetings including the Semi-annual and annual AGM. One of the officers that issues Form one releases.

**ARTICLE 13 DUTIES OF REGISTRAR**

The Registrar is responsible for all player administrative matters pertaining to the EMHA. Shall be responsible for attending any Operations Meetings of the Alliance as an EMHA representative as it pertains to registration. Shall forward to each local association a list of players from each local association that were successfully carded with EMHA and those that were unsuccessful and returned to their home centre. Shall help schedule and organize the Spring Tryouts, collecting all registrations and pre tryout forms. Will help teams ensure AP rosters, F1 rosters etc are filled out correctly and on time.

**ARTICLE 14 DUTIES OF VICE PRESIDENT OF HOCKEY OPERATIONS**

The Vice President of Hockey Operations shall be responsible for all teams in the EMHA in all hockey matters. He shall assist the Coach Mentor, along with a committee, prepare a slate of coaches for approval by the Board prior to the end of the administrative year. During the absence or inability of the President, his duties and powers may be exercised by the Vice President of Hockey Operations. Shall be responsible for attending monthly Operations Meetings of the Alliance as an EMHA representative. One of the officers that issues Form one releases.

**ARTICLE 14.1 DUTIES OF COACH MENTOR**

The Coach Mentor, along with the Vice President of Hockey Operations and a committee, shall prepare a slate of coaches for approval by the Board prior to the end of the administrative year. He/She will also hold regular coaches' meetings, oversee Spring tryouts, coordinate Power Skating sessions and Special camps for EMHA, sit in on a hockey related issues, not limited to team issues and coach issues. Fulfills the role of VP Hockey operations if there are conflicts of interest. Upon requests does player evaluations .

**ARTICLE 15 DUTIES OF THE SECRETARY**

The Secretary shall be the clerk of the Board and shall attend all meetings of the Board and record all the facts and minutes of all proceedings in the books kept for this purpose and distribute to the Board Members in a timely fashion. Shall be the custodian of the Seal of the Corporation and of all books, papers, records, correspondence, contracts and other documentation belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. Shall perform such duties from time to time determined by the Spring Tryouts; Congratulations; Coaches Manual; Managers Manual; Rules & Regulations; Constitution and Policy Manual.

**ARTICLE 16 DUTIES OF THE TREASURER**

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the EMHA in proper books of accounts. He/she shall disburse the funds of the EMHA under the direction of the Board. He/she shall render to the Board at the regular meetings an account of all his/her transactions as Treasurer and the financial position of the EMHA. He/she may be responsible for having an audit when requested of the EMHA immediately following the administrative year and for obtaining copies of said audit. He shall forward a copy of the annual budget, when set by the Board to the MHAO Office if requested. He/she shall be a member of the registration committee.

**ARTICLE 16.1 DUTIES OF THE ASSISTANT TREASURER**

The Assistant Treasurer shall share the workload as agreed upon with the Treasurer. This position may be looked upon as the junior partner under the tutelage of the EMHA Treasurer who will gain hands on experience dealing with the financial duties of the EMHA. Ideally this officer would be elected to the position of Treasurer, once that office becomes vacant. He shall deposit all monies or

other valuable effects in the name of the credit of the board. He will be one of the signatories on the EMHA chequing account.

### **ARTICLE 17 DUTIES OF THE ICE SCHEDULER**

The Ice Scheduler shall be responsible for obtaining adequate ice time from a place or places as determined by the Board. The Ice Scheduler will follow the EMHA Ice Scheduler Best Practice guide, a copy of which will be kept in the Canucks office. He/she shall attend all mandatory scheduling meetings of the MHAO and make available to the EMHA teams all necessary dates and times during the administrative year. The Ice Scheduler shall prepare monthly and year-end Ice Usage Reports as per the sample provided to him/her at the commencement of their duties as EMHA Ice Scheduler.

### **ARTICLE 17.1 DUTIES OF THE ASSISTANT ICE SCHEDULER**

The Assistant Ice Scheduler shall be responsible for collecting game sheets, reporting major penalties to the Alliance, and shall share the workload as agreed upon by the Ice Scheduler. Assist with Spring Tryouts.

### **ARTICLE 18 DUTIES OF FUNDRAISER/SPECIAL EVENT COORDINATOR**

The Fundraiser/Special Events Coordinator shall organize and manage all fundraising and special activities for the EMHA. He shall Chair a fundraising committee consisting of a member from each team and promote the EMHA and act on its behalf at all service club meetings.

### **ARTICLE 19 DUTIES OF PAST PRESIDENT**

The Past President shall be the retired President of the Board of Administration of the preceding administrative year. He/she shall attend all meetings of the Board if requested .

### **ARTICLE 20 DUTIES OF EQUIPMENT MANAGER**

The duties of the Equipment Manager will be to catalogue Canuck's equipment in the off season, deliver to the Board a status report as to repairs required and/or replacement, solicit quotes as to costs and carry out as approved by the Board. At the start of the season issue equipment to each team and collect at the end of the season. During the season assist teams that encounter equipment problems. Canuck's equipment shall consist of sweaters, socks, try-out pinnies, pucks, trainer's kits and any other items as determined by the Board. The equipment manager shall help organize tryouts and is responsible for assisting coaches throughout the tryout process. This includes making sure they have the equipment they need for tryouts, allocating team pinnies and team jerseys and ensuring all pinnies and jerseys are returned in good condition.

### **ARTICLE 20.1 DUTIES OF WEBSITE/COMMUNICATIONS ADMINISTRATOR**

Shall access and maintain the website and all its users. Shall be responsible for advertising or submission of articles for publication on behalf of the organization. Assist teams with their individual websites.

### **ARTICLE 20.2 DUTIES OF THE OTHER OFFICERS**

Other officers shall be responsible for the general management, supervision and efficient operation of their respective areas of responsibility and select other individuals to assist them in their duties.

### **ARTICLE 21 EXECUTION OF DOCUMENTS**

21.1 Deeds, transfers, licenses, contracts and engagements on behalf of the EMHA shall be signed by either the President, Vice President of Hockey Operations, Registrar and by the Secretary.

21.2 Contracts in the ordinary course of the EMHA operations, may be entered into on behalf of the EMHA by the President, Vice President of Hockey Operations, Registrar, Treasurer or by any person authorized by the Board.

21.3 Notwithstanding any provisions to the contrary contained in the Rules & Regulations of the EMHA, the Board may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligation of the EMHA may or shall be executed.

#### **ARTICLE 22 BOOKS AND RECORDS**

The Board shall see that all necessary books and records of the EMHA required by this Constitution or any applicable statute or law, are regularly and promptly kept. All financial documentation must be signed by the President and Treasurer.

#### **ARTICLE 23 ADJOURNMENTS**

Any meeting of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### **ARTICLE 24 CHEQUES, ETC.**

All cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorse "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign the entire bank's forms or settlement of balances and release or verification slips.

#### **ARTICLE 25 DEPOSIT OF SECURITIES FOR SAFEKEEPING**

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions 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 Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner, as shall from time to time be determined 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 withdrawn from deposit of the proceeds thereof.

#### **ARTICLE 26 BORROWING**

The Directors may from time to time:

- a) borrow money on the credit of the Corporation; or
- b) issue, sell or pledge securities of the Corporation; or
- c) charge, mortgage, hypothecate or pledge all or any of the real personal property of the Corporation, 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 Corporation. From time to time, the Directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as such to the

securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due to the Corporation as the directors may authorize an generally to manage, transact and settle the borrowing of money by the Corporation.

#### **ARTICLE 27 INDEMNIFICATION**

Subject to the limitations contained in The Corporation Act, every director and every officer of the Corporation and every other person who has undertaken or is about to undertake any liability on behalf of the Corporation or anybody corporate controlled by it, and his heirs, executors, administrators and other legal personal representatives shall, from time to time be indemnified and save harmless by the Corporation from and against:

- a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suite or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his officers; and
- b) all other costs, charges an expenses that he sustains or incurs in respect of the affairs of the Corporation.

#### **ARTICLE 28 INTERPRETATION**

In these Constitutional By-Laws and in all other Rules & Regulations of the Corporation hereinafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be and vice versa, and reference to persons shall include firms and corporations.

#### **ARTICLE 29 RULES & REGULATIONS**

The EMHA will develop and enact its own 'Rules & Regulations' in order to maintain a successful hockey program. The EMHA Rules & Regulations will follow all procedures in the same manner with those pertaining to the Constitutional By-Laws.

#### **ARTICLE 30 EMHA POLICY MANUAL**

The EMHA Board shall maintain a Policy Manual regarding any issues and/or procedures not covered in the EMHA Rules & Regulations/Constitution. This manual may be revised at any time by 2/3 vote of the Board. The integrity of past Boards will be respected by referring to the EMHA minutes citing previous incidences a precedent. Once a policy has been proven viable over the course of at least 1 season, it may be considered to be proposed as an Article for the Rules & Regulations or Constitution at the AGM.

**PASSED BY THE BOARD OF ADMINISTRATION AND SEALED WITH THE CORPORATE SEAL THIS 8<sup>TH</sup> DAY OF JANUARY, 2024.**

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Secretary

President

**RESOLVED THAT THE FOREGOING CONSTITUTIONAL BY-LAW IS HEREBY ENACTED BY THE DIRECTORS OF THE CORPORATION, PURSUANT TO THE CORPORATIONS ACT AS EVIDENCE BY THE RESPECTIVE SIGNATURES HERETO OF ALL THE OFFICERS THIS DAY OF JANUARY 8<sup>TH</sup>, 2024**

**CONFIRMED BY THE MEMBERS THIS 8<sup>TH</sup> DAY OF JANURY, 2024**