

**BYLAWS OF COLE HARBOUR BEL AYR
MINOR HOCKEY ASSOCIATION**

In the bylaws, unless there is something in the subject of context inconsistent therewith:

1. **Association** – means the Cole Harbour Bel Ayr Minor Hockey Association
2. **Executive** -- means the elected or appointed Directors of the Cole Harbour Bel Ayr Minor Hockey Association;
3. **Family unit** – 2 parents/guardians and up to 2 players; blended families would be considered to be 2 family units (e.g., up to 4 parents/guardians and up to 4 players)

BY -LAW #1 – MEMBERSHIP

- 1.1 The Cole Harbour Bel Ayr Minor Hockey Association shall be composed of the directors, officers, and other members.
- 1.2 Membership shall be open to parents/guardians of registered players and registered players over the age of 18 within our geographic boundaries as determined by Hockey Nova Scotia at the annual registration upon completion of the registration form and will be valid until the next annual registration. Membership will be accorded to one (1) parent/guardian per registered player to a maximum of two (2) per family unit (see definitions).
- 1.3 Membership shall be open to all registered coaches, managers, team officials and on-ice officials with the association shall be deemed to be members of the association and people who offer to serve in any capacity from one registration period to the next and have been accepted by the Executive.
- 1.4 Life membership may be bestowed by a two-thirds majority vote of members present at an Annual or Special meeting. Life membership shall entitle the honored member to all privileges in the Association for life. Life membership granted to an individual who has rendered extraordinary and distinguished service to the Association. Life membership shall be limited to up to five (5) individuals who have rendered extraordinary and distinguished service to the Association.
- 1.5 A member in 'good standing' is a member who abides by the Objects, Policies, Memorandum of Association and By- Laws of the Association, the rules, articles and regulations of Hockey Canada and Hockey Nova Scotia, have paid all their dues and fees to the Association, and have not had their membership suspended or revoked.
- 1.6 Each member in good standing described above will have a maximum of one (1) vote per registered player, up to two (2) votes per family unit (e.g., one vote for each parent/guardian/member).
- 1.7 Any member delinquent in their fees shall forfeit membership until full payment of fees.
- 1.8 Subject to the limitations set out in these by-laws, every member in good standing of the Association shall be entitled to:
 - 1.8.1 attend any meeting of the Association;

- 1.8.2 hold any office.
- 1.8.3 vote at any general or special meeting of the Association;
- 1.8.4 Members are not entitled to vote by proxy and membership of the Association is not transferrable.

1.9 Membership in the Association shall cease upon the death of a member, or if, by notice in writing to the Association, the member resigns their membership, or if the member ceases to qualify for membership in accordance with these by-laws.

BY—LAW # 2 — FISCAL YEAR

2.1. The fiscal year of the Association shall be the period from June 1st to May 31st in the year following.

BY—LAW # 3 — MEETINGS

- 3.1 The Annual Meeting shall be held within four months after the end of the fiscal year of the Association at the time, date and place determined by the Executive.
- 3.2 The books and records of the Association may be inspected by any member at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Association.
- 3.3 The Annual General Meeting shall be held within four months after the end of the fiscal year of the Association at the time, date and place determined by the Executive.
- 3.4 Notice of the Annual General Meeting shall be given thirty (30) clear days prior to the meeting. Notice of meeting will be well advertised by way of email and/or the Association website and include a copy of the proposed agenda. The nonreceipt of said notice by any member shall not invalidate the proceedings at any General Meeting.
- 3.5 A minimum of fifty percent plus one of the Executive plus ten (10) members eligible to vote will constitute a quorum at any General or Special Meeting.
- 3.6 Special or General Meeting - The Executive may, wherever it sees fit, or the Executive shall upon receipt of written request, signed by not less than one hundred (50) members eligible to vote, call a Special or General Meeting of the Association.
- 3.7 Notice of a Special or General Meeting of the Association shall be well advertised five (5) clear days prior to the meeting specifying the time, date, place and business to be discussed either by way of email and/or the Association website. Non-receipt of such notice by any member shall not invalidate the proceedings of any special General Meeting.
- 3.8 The notice of the Special or General Meeting shall state the purpose for which the meeting is called, and no other business may be transacted.
- 3.9 At each Annual General Meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - 3.9.1 Minutes of the preceding General Meeting and all Special meetings;
 - 3.9.2 consideration of Reports of the Executive for the past season;
 - 3.9.3 Consideration of the financial statements, including balance sheet and operating statement
 - 3.9.4 Approval of the projected budget for the ensuing year;

- 3.9.5 Approval of the projected registration fee for the ensuing year; and
- 3.9.6 Election of Executive for the following year; and
- 3.9.7 New Business
- 3.10 If, within one half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the request of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if, at such an adjourned meeting a quorum of members is not present, it shall be adjourned indefinitely.
- 3.11 The President of the Association shall preside as Chair at every General Meeting of the Association. If there is no President or at any meeting he/she is not present at the time of holding the same, the Vice President shall preside as Chair. If there is no President or Vice President or if at any meeting neither the President nor the Vice President is present at the holding of the same, the members present shall choose someone of their number to be Chair.
- 3.12 The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
- 3.13 The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have a deciding vote.
- 3.14 At any General Meeting, unless a poll is demanded by at least three members, a declaration by the chairman that a resolution has been carried and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution.
- 3.15 If a poll is demanded, the same shall be taken in a manner prescribed by the Chair and the result of such poll shall be deemed to be a resolution of the Association's General Meeting.
- 3.16 Meetings and voting may be held virtually.

BY-LAW #4 DIRECTORS

4.1 Unless otherwise determined by General Meeting, the minimum number of Directors shall not be less than six (6) and the maximum number of Directors shall not exceed twenty (20).

4.2 The Executive shall be the:

- President;
- Vice-President;
- Past President;
- Director U7/U9
- Director, Competitive
- Director, Recreational
- Director, Development;
- Director, Risk Management

- Director, Equipment;
- Registrar;
- Secretary;
- Director, Communication; and
- Director, Managers/Treasurers

The Directors includes four (4) annually appointed positions:

- Treasurer;
- Ice Scheduler;
- Referee-in-Chief; and
- Director, Joe Lamontagne Tournament

- 4.3 The Executive shall nominate an Equity, Diversity and Inclusion Advisor annually. The Equity, Diversity and Inclusion Advisor is a non-voting, non-Executive position whose advice and guidance will solicited as and when required.
- 4.4 The Executive shall have a standing committee on Sponsorship and Community Engagement to identify Association-wide opportunities for:
- 4.5 sponsorship to help defray costs; and
- 4.6 community engagement to grow the sport.
- 4.7 Voting at the Annual General Meeting for elected positions shall be held in the following order:

Odd years:

- President;
- Director, Recreational;
- Director, Development;
- Director, Risk Management;
- Registrar; and
- Director, Managers/Treasurers

Even years:

- Secretary;
- Director, Competitive;
- Director, U7/U9;
- Director, Equipment;
- Vice President; and
- Director, Communication.

- 4.8 The membership may nominate individuals who are members in good standing for any Executive position other than the position of President by providing notice to the Secretary not less than 30 days prior to the annual general meeting. Such notice shall set out the name of the individual nominated and the position for which the individual is nominated. The nomination must be signed (or electronically verified) by the nominee indicating that they are willing to accept the position if elected.
- 4.9 Candidates for the position of President must be nominated from within the current Executive with notice provided to the Secretary not less than 60 days prior to the annual

general meeting. Nominees for President must be members in good standing and must have been a member of the Executive for the past two years. Such notice shall set out the name of the individual nominated and the nomination must be signed (or electronically verified) by the nominee indicating that they are willing to accept the position if elected. In the event that at least one eligible person is not available to stand for election to the office of President, any member of good standing of the Association for the past two (2) years shall be eligible for nomination via the process outlined in By-law #4.6.

- 4.10 All candidates for the Executive will be vetted by the current Executive prior to being communicated to the membership. Vetting will consist of ensuring that all candidates are in good standing as defined in By-law #1: Membership and may include other considerations.
- 4.11 A list of all duly vetted and nominated candidates and notice of election shall be communicated to the membership not less than ten (10) days prior to the annual general meeting via the Association's website and/or electronic mail.
- 4.12 Voting at the annual general meeting for directors shall be by secret ballot. Balloting may be virtual. To be declared elected, a candidate must receive fifty (50) percent plus one vote of the ballots cast. If no candidate receives the required number of votes on a ballot, the candidate with the fewest votes shall be eliminated and a further ballot held. This process shall continue until a winner is determined. A candidate is acclaimed if they are the only person nominated for a position.
- 4.13 Unfilled positions will be appointed by the executive to fulfill the duties during the balance of the two-year term.
- 4.14 No person shall be eligible to be elected as President of the Association for more than two (2) terms or four years.
- 4.15 No business shall be transacted at any meeting of the Executive unless a least fifty-one percent (51%) in number of the Directors are present at the commencement of such business.
- 4.16 The President, or in his absence, the Vice President, or in the absence of both of them, any Director appointed from among those Directors present shall preside as Chairman at meetings of the Executive.
- 4.17 The Executive shall nominate the positions of Referee-in-Chief, Ice Scheduler, Treasurer, and Director, Joe Lamontagne Tournament as well as determine their remuneration.
- 4.18 The Executive of the Association are subject to the Code of Ethics By-law 10 and the Code of Conduct for Executive members By-law 11.

BY-LAW #5 POWERS OF THE EXECUTIVE

- 5.1 The management of the activities of the Association shall be vested in the Executive, who, in addition to the powers and authorities by these By-Laws or otherwise expressly conferred upon them, may exercise all such powers, and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in general meeting. The Executive in the exercise of these powers shall conform to any regulation or direction that may from time to time be imposed upon it by the membership at an annual or special meeting or from Hockey Canada or Hockey Nova Scotia.

- 5.2 Any contracts, deeds, bills of exchange or other instruments and documents made on behalf of the Association shall be authorized by the Executive and executed on behalf of the Association by such Executive members as the Executive may from time to time designate.
- 5.3 The Executive is empowered to employ staff and determine their duties, responsibilities, and remuneration. Staff members employed or provided a stipend by the Association are eligible for full membership within the Association.
- 5.4 The Executive of the Association may from time to time in their discretion, subject to these By-Laws:
- acquire and take by purchase, donation, devise, bequest or otherwise, real estate and personal property, and hold, enjoy, sell, exchange, lease, let, improve, and develop the same, and erect and maintain buildings and structures;
 - raise or borrow money for the purposes of the Association;
 - sign or endorse bills, notes, acceptances, cheques, contracts, and other dividends of or securities for money borrowed for the purposes aforesaid; and
 - issue debentures or mortgage the real property of the Association to secure payment of money borrowed by it.
- 5.5 Neither the Executive nor any person acting on their behalf shall sell, exchange, or otherwise alienate the real property of the Association without the approval of the membership of the Association by way of special resolution duly passed at a special meeting of the Association called for that purpose, notice of which meeting has been given in writing to all members in good standing at least twenty days prior to the meeting.
- 5.6 Contracts, deeds, bills of exchange and other instruments and documents may, only with the approval of the Board of Directors, be executed on behalf of the Association by the President and the Vice President or otherwise as prescribed by resolution of the Executive.
- 5.7 approve appointments of team officials as required
- establish guidelines for participating in tournaments
 - establish registration fees and any other assessments it considers necessary or advisable
 - appoint committees it considers necessary to assist in administering the affairs of the Association or to undertake special projects
 - establish criteria and/or priorities for team composition.
 - Approve policies, procedures, guidance and any amendments/ revisions/updates including a team selection process
 - Approve decisions pertaining to the operation of the Association outside of the scope/duties assigned to each member of the Executive
 - Approve all expenditures of the Association that are not in the budget approved at the Annual General Meeting and
 - suspend for cause any Executive, official, player or member for failure to comply with the Constitution, by laws, Code of Conduct and/or Association policies, as well as actions deemed by the Executive to be detrimental to hockey on a case by case basis

- 5.8 The Executive, at any meeting of the Board, may remove any member of the Executive for cause who has been consistently remiss or neglectful to duty (such as excessive absenteeism without a written explanation), or who has engaged in conduct harmful to the Association or in non-compliance with the Constitution, by laws, Code of Conduct, Executive Code of Conduct and/or Association policies. Removal must be affirmed by not less than three quarters of the Executive in full. The President's vote is included.
- 5.9 Any member of the Executive may be removed for cause from office by Ordinary Resolution passed by the members voting at a Special Meeting called for that specific purpose. Criteria for removal would be the same as in 5.8

BY-LAW #6 – FINANCIAL GOVERNANCE

- 6.1 The Association is a non-profit organization.
- 6.2 Excluding expenses necessary to run our games (e.g., ice rentals and officials), acquisition of new or replacement jerseys and core development program (practices and development instructors), any expense over \$15,000 must be presented to and voted on by the membership at the AGM or Special Meeting. A majority vote is required before the expense can be incurred.
- 6.3 The financial records of the Association are subject to review by the Executive.
- 6.4 There shall be a Financial Oversight Committee:
- 6.4.1 Purpose: The purpose of the Financial Oversight Committee is to assist the Executive in fulfilling its oversight responsibilities by reviewing the financial information which will be provided to members and others, the systems of control which the Executive have established and the review process. The Finance Committee, with the Treasurer, is responsible for managing all financial operations and interests of Association. This includes but is not limited to ensuring that the Association maintains proper books of accounts.
- 6.4.2 Composition and Term of Office: The Committee shall consist of four persons, at least one of which will be from the members at large. The Treasurer will serve as Chair and is the committee's only permanent member.
- 6.4.3 Re-election and quorum: The Committee shall serve as a standing committee of the Executive. Members are eligible for re-appointment annually. Two members constitute a quorum. The Chair shall not count towards quorum.
- 6.5 The Treasurer shall be responsible for:
- 6.5.1 Presenting annually to the Board a written report on the financial position of the Association. The report shall include: A balance sheet showing Association assets, liabilities and equity, and a statement of Association income and expenditure in the preceding fiscal year;
- 6.5.2 A copy of the report, approved by the Executive, shall be signed by members of the Financial Oversight Committee and filed as required by the Societies Act of Nova Scotia;
- 6.5.3 Presenting at the Annual General Meeting (and Special General Meetings as required): the approved annual financial statements described above, an annual budget and any other financial reports and proposals that may be of interest to Association membership and may be requested by the Executive;

- 6.5.4 Receiving, in the name of Association, all monies, which shall be deposited in one or more Association accounts at a recognized financial institution;
- 6.5.5 Paying out of the funds of the Association any costs, charges and expenses involved in the administration and operation of the Association, in accordance with the policies and guidelines as set forth by the Financial Oversight Committee; and
- 6.5.6 Investing Association assets in accordance with policies and guidelines as proposed by the Financial Oversight Committee and approved by the Executive.
- 6.6 Each standing committee of the Executive has financial management authority within its own scope of work. The Chair of each committee shall: Present to the Financial Oversight Committee, for approval, a detailed budget for each fiscal year, operate within the approved annual budget, and report to the Financial Oversight Committee periodically on financial status and forecasts, in particular reporting and seeking approval for significant variances, and noting variances from the budget and explanations thereof
- 6.7 Association members may inspect the annual financial statements at the registered office of Association with one week's notice. All other books and records of the Association may be inspected by any member with one week's notice and at least two days before the Annual General Meeting at the registered office of the Association.
- 6.8 An independent, qualified reviewer/auditor may be appointed to review/audit the annual financial statements of the Association. As part of its financial oversight, the Executive or Financial Oversight Committee may recommend the execution of a review or audit, and recommend a reviewer/auditor. The recommendation shall require approval by the Executive. If the Executive does not recommend a review/audit, the Association membership may initiate the appointment of a reviewer/ auditor by Ordinary Resolution at a Special or Annual General Meeting. Such an Ordinary Resolution must include the reasons a review/audit is warranted, which may include: material errors in the annual financial statements; and/or evidence of insufficient financial controls; and/or evidence that the annual financial statements misrepresent the true financial position of Association. Once a reviewer/auditor has been appointed and approved, the Executive shall cooperate fully with the requirements of the reviewer/auditor, and make the results of the review/audit available to the Association as soon as is practical.
- 6.9 Signing authority for financial matters or as an Officer of Association is limited to the members of the Executive Committee. Dual approval of all financial expenditures exceeding \$100 is required, one of whom must be the Treasurer. This includes writing cheques and sending e-transfers.
- 6.10 The Executive shall serve without remuneration except as noted in By-Law #7.16 and shall not receive any profit from their positions. However: reasonable expenses incurred in the performance of duties relating to the Executive may be reimbursed.
- 6.11 Appointed members of the Executive, specifically the Ice Scheduler and Referee-in-Chief, or other volunteers as approved at an Annual General Meeting may receive reasonable stipends in recognition of their service to the Association. The budget for these items will be included in the annual approved budget, and the expense will be included in the annual financial statements.

- 6.12 The Association shall not make loans, guarantee loans or advance funds to any director and no funds of the Association shall be paid to or be available for the personal benefit of any member.
- 6.13 The Association may only borrow money as approved by a special resolution passed by the members at an Annual General Meeting or a Special General Meeting

BY-LAW #7 – AMENDMENTS

- 7.1 Repeals, amendments or additions can only be made to the By-Laws at the AGM of the Association. With a quorum in place, a three fourths majority is required to approve such repeals, amendments or additions to the By-Laws.
- 7.2 Notices to repeal, amend or add to the By-Laws must be received in writing or by email by the Association Secretary at least sixty (30) days prior to the AGM. The Secretary shall communicate by email and posting on the Association website all such proposals to each member thirty (15) days before the AGM.
- 7.3 No amendments or additions to the by-laws shall take effect until accepted and/or approved by the Registrar of Joint Stock Companies.

BY-LAW #8 - RULES OF ORDER

- 8.1 Except where modified by the Bylaws, Annual, or Special General Meetings, meetings shall be conducted in accordance with Robert's Rules of Order.

BY-LAW #9 - DISCIPLINE and APPEALS

- 9.1 All members must abide by the Association's Discipline Policy.
- 9.2 The Executive has the right to discipline any member and or player and the Association Discipline Policy and the Abusive Parent Dispute Resolution Policies outlined by HNS will be adhered to,
- 9.3 Any member who is disciplined by the Association may appeal his/her suspension in accordance with the following procedures:
- 9.4 a written request is to be submitted to the President, Vice President and Director, Risk Management requesting hearing. This written request must be submitted within ten days of written notice of discipline; and the President and two other members of the Executive will review the appeal within ten days of receipt of an appeal and may render a decision immediately, but in any case, no longer than five days after the appeal hearing. All Executive, including the President, must not be in a conflict of interest (for example, have not participated in an investigation or other non-arms length relationship with the appellant).

BY-LAW #10 CODE OF CONDUCT AND ETHICS

- 10.1 All Members are to comply with the Association's Code of Conduct and Ethics, and review and acknowledge the Association's Code of Conduct and Ethics each year as may be amended from time to time.

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BY-LAW #11 EXECUTIVE CODE OF CONDUCT

11.1 Members of the Executive will comply with the Association's Executive Code of Conduct, the Association's Executive Conflict of Interest Code; and review and sign off on the Executive Code of Conduct annually as may be amended from time to time.