



# Ottawa Sting Minor Hockey Association Constitution

September 1, 2007

## By-law no. 1

A by-law relating generally to the transaction of the affairs of the Ottawa Sting Minor Hockey Association: be it enacted as By-law No. 1 Ottawa Sting Minor Hockey Association (herein referred to as the 'Association' or OSMHA) as follows:

### Head Office

1. The head office of the Association shall be in the City of Ottawa, in the Province of Ontario and at such place therein as the Executive Officers (the 'Executive') may from time to time determine.

### Seal

2. The Association may have a corporate seal, and in the event that the Executive adopts such a seal, the impression thereof shall be stamped in the margin hereof.

### Jurisdiction

3. The Association shall have jurisdiction for competitive 'AA' and 'A' players in all of District B (Bytown) as defined by the Ottawa District Hockey Association (the 'ODHA') and the Ottawa District Minor Hockey Association (the 'ODMHA'), as well as, competitive "B" players from Canterbury HA, SouthEnd MHA, Ottawa Centre MHA, Sandy Hill MHA, and St-Laurent MHA as defined by the ODHA and the ODMHA.

### Executive

4. The affairs of the Association shall be managed by an Executive consisting of 19 (15 voting + 4 non-voting) individuals, each of whom is a Member of the Association. Each member of the executive shall be at least 18 years of age and not be an undischarged bankrupt or a mentally incompetent person. All Executive members shall be subject to a police background check and

appointments are conditional on a clear Police Record Check (PRC) result or disclosure of convictions for a positive hit.

### **Election of Directors**

5. In the first year of operation (2007/2008), all positions on the Executive will be filled by appointment. Commencing the second year of operation (2008/2009), up to 50% of all positions on the Executive will be filled by election at the Annual Meeting and the elected members shall serve for a period of two years. At the following Annual Meeting thereafter, the Executive officers in positions not filled by election in the previous year shall retire and new members shall be elected to hold office for a period of two years. This cycle will continue into the future, ensuring the Executive maintains an acceptable level of experience.

### **Removal of Directors**

6. The Members of the association may, by a resolution passed by at least two-thirds of the votes cast at an Annual or Special Meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Executive Officer before the expiration of his or her term of office.

### **Executive Officer Vacancies**

7. A vacancy or vacancies on the Executive among the elected or appointed Officers, however caused, may so long as a quorum of Officers remains in office, be filled by the Officers from among qualified Members. If there is not a quorum of Officers remaining in office, the remaining Officers shall forthwith call a Special Meeting of the Members to fill the vacancy or vacancies. Each Officer who is so appointed shall remain an Officer until the next Annual Meeting of Members.

### **Remuneration of Officers**

8. The Officers shall serve as such without remuneration and no Officer shall directly or indirectly profit from his or her position as such. Notwithstanding the foregoing, an Officer may be paid reasonable expenses incurred in the performance of his or her duties. At the discretion of the OSMHA discretion of the OSMHA Executive, an honorarium may be paid to the Treasurer and Ice Scheduler(s) and other non-voting members.

### **Voting, Executive Officers**

9. Questions arising at any meeting of Officers shall be decided by a majority of votes. In case of equality of votes, the motion shall be deemed to be defeated. All votes at any such meeting shall be taken by ballot if so demanded by any Officer present, but if no such demand is made the vote shall be taken by a show of hands. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be proof of the number or proportion of the votes recorded in favour or against such resolution.

### **Quorum and Meetings of Executive**

**10.** A quorum consisting of 8 voting members of the Executive shall form a quorum for the transaction of business at all meetings of the Executive. (8 being a majority of 15 voting members). Except as otherwise required by law, the Executive may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Officers are present, or if those absent have signified their consent to the meeting being held in their absence. The President, the Vice-President(s), and the Secretary or any two Officers occupying voting positions may call for a board meeting. Notice of such meetings shall be delivered, telephoned or transmitted electronically to each Officer not less than two days before the meeting is to take place. The statutory declaration of the President or the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Executive may appoint a day or days in any month or months for regular meetings at an hour to be named and no notice of such meeting need be sent. An Executive meeting may also be held, without notice, immediately following the Annual Meeting.

### **Disclosure of Conflict of Interest**

**11.** Any Officer who has a proprietary interest in any motion being considered shall declare any conflict of interest and not take part in any voting and/or discussion of said motion. If said Officer does not declare such conflict as aforesaid, any other Officer may point out the said conflict of interest to the Executive, who shall determine if said Officer is or is not in a conflict of interest position and declare said Officer either eligible or ineligible, as the case may be, to participate in discussions and/or voting.

### **Indemnities of Directors and Others**

**12.** Every Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their respective heirs, executors, administrators and other personal representatives, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

**(a)** all costs, charges and expenses whatsoever which such Officer, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or in respect of any such liability provided such Officer acted honestly and in good faith with respect to such matter; and

**(b)** All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

## **Executive Members**

**13.** The Association members may elect annually from among themselves a President, Vice-President of Operations, Vice President of Administration, Director of Coaching, Director of Player Development, Director of Communications, Director of Discipline, Risk and Safety Director, Treasurer, Secretary, Ice Scheduler(s), Registrar, Team Manager Mentor, Equipment Manager(s), and two Members-at-Large. Effective the second year of operation, all elected officers will serve a maximum of two years in any position. Each officer shall hold office until the first Executive meeting following the next Annual Meeting, or until removed as an officer by a simple majority vote of the Officers present at a meeting for which proper notice of the intention to remove such officer is given. Existing Officers may stand for re-election at the end of their term.

### **Voting Member Duties:**

**14. President:** The President shall preside at all meetings of the Officers and the Members. He or she shall be the chief executive officer and chief spokesperson of the Association and shall exercise general control of and supervision over its affairs. The President shall sign all documents requiring his or her signature and have such other duties from time to time prescribed by the Executive or incidental to such office. The President will abstain from voting except to break a tie.

**15. Vice-President of Operations:** In case of absence or disability of the President, the Vice-President of Operations may exercise the powers and perform the duties of the President. The Vice-President shall run the day-to-day duties of the Association, be a source of guidance to the Ice Schedulers, the Director of Coaching, the Director of Discipline, the Risk and Safety Director, the Equipment Manager(s) and the Coach Mentor. He or she will also be the AA/A Representative and will perform such other duties from time to time prescribed by the Board.

**16. Ice Scheduler(s):** The Ice Scheduler(s) shall report to all meetings of the Executive, communicate with the District B Ice Convener and League Schedulers and shall procure for the Association such ice as required for the operation of all Association teams. The Ice Scheduler(s) shall provide all teams with league game times and practice times in an expedient manner upon receipt of same from the District and shall perform such other duties as may from time to time be prescribed by the Executive.

**17. Director of Discipline:** The Director of Discipline will manage game incidents that may result in suspensions, and provides analysis of suspensions to the Association Board and other related organizations such as the District Risk and Safety and the ODMHA regarding Ottawa Sting players at all levels. The Director of Discipline will chair disciplinary hearings at the Association level and chair Fair Play Code infraction proceedings.

**18. Director of Coaching:** The Director of Coaching shall act as Chairman of the Coaching

Selection Committee. The Coaching Selection Committee shall be comprised of the Director of Coaching and two other members that have been approved by the Executive. The Director of Coaching will also be responsible for advertising coaching positions and communicating with the coaches, parents, and Executive officers concerning coaching matters. The Coaching Selection Committee must refer to the Association's Coaching Policy. He/she will be responsible for all development programs (including goalie) and will perform such other duties from time to time prescribed by the Executive.

**19. Risk & Safety Director:** The Risk and Safety Director will manage the overall safety of the hockey operations for the Association. This includes coordinating the Police Record Checks of all volunteers in the Association. In addition, the Risk and Safety Director is also responsible to ensure that all team officials are properly certified including Speak-out, Coaching Levels and valid and current trainer certifications and will perform such other duties from time to time prescribed by the Executive.

**20. Equipment Manager(s):** The Equipment Manager(s) will manage all equipment for the Association. This includes, but is not limited to: inventory control and distribution of sweaters and equipment (pucks, trainer kits, replenishment of trainer supplies etc.); distribution of socks for the teams; make(s) recommendations to the executive Board on procurement and will perform such other duties from time to time prescribed by the Board.

**21. Vice President Administration:** Direct the planning, organizing, implementing and monitoring of all administrative services, and shall be a source of guidance to the Treasurer, Secretary, Registrar, Director of Communications Director/Webmaster and Team Manager Mentor.

**22. Treasurer:** The Treasurer shall ensure that the Association keeps full and accurate accounts of all receipts and disbursements of the Association in accordance with acceptable accounting practices and deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or trust company as may from time to time be designated by the Executive. The Treasurer shall disburse or supervise the disbursement of the funds of the Association under the direction of the Executive, and shall render to the Executive, when required, an account of all transactions and of the financial position of the Association. The Treasurer shall work with the impartial 3rd party during the scrutiny of the Association accounts and perform such other duties as may from time to time be prescribed by the Executive.

**23. Secretary:** The Secretary shall attend to the giving and service of all notices of meetings of the Executive and of the Members and shall keep the minutes of all such meetings in a book or books to be kept for that purpose. The Secretary shall also perform such other duties as may from time to time be prescribed by the Executive.

**24. Registrar:** The Registrar shall perform the duties of the Association Registrar including ensuring all registration documents are completed and verified, be responsible to register all players for Conditioning Camps & Tryouts, ensure all documentation for affiliation of players is properly completed, coordinate activities with the District B Registrar, and any other duties as required from time to time as prescribed by the Executive.

**25. Director of Communications/Webmaster:** The Director of Communications/Webmaster shall be responsible for the website and any publication of the association, including managing the distribution of OSMHA information and publicity materials to the membership and other associations. The Director of Communications shall also perform such other duties as may from time to time be prescribed by the Executive.

**26. Team Manager Mentor:** The Team Manager Mentor will be a resource available to all Managers in the OSMHA organization, providing guidance and advice on the roles and responsibilities of a team manager, sharing experience, identifying and sharing association “best practices” related to the administrative aspects of a team.

### **Non-Voting Members**

**27. Director of Player Development:** description to be determined upon election of first Director or Player Development.

**28. Coach Mentor:** The Coach Mentor shall be an appointed non-voting position and report to and receive direction from the Vice President of Operations. The Coach Mentor shall assist all Association coaches in their development; operate group coaching sessions; actively encourage coaches to improve their skills and help them follow the coaching programs that are offered by Hockey Canada. He/she shall offer body contact sessions to teams requesting them. The coach mentor must have a minimum of Hockey Canada Intermediate and Initiation and Speak Out Program, have extensive (and recent) experience coaching minor hockey. He/she must demonstrate a familiarity with Nike Skills and Initiation Programs and have excellent communication skills (spoken and written). He/she must be a member in good standing of the local community and demonstrate a positive influence with players and parents. He/she must have the ability to communicate, teach, motivate and work effectively with adults and be completely familiar with local hockey programs.

**29. Past President -** The Past President shall be the source of guidance to the Executive on all matters relating to the past conduct of business of the OSMHA. He shall be a non-voting member of the Executive.

### **Registration**

**30.** Within the registration period and the rules as to eligibility determined from time to time by the Executive, the Hockey Canada and the ODMHA, the Executive shall admit as players all eligible persons who have been invited to play hockey in the divisions offered by the Association.

### **Membership**

**31.** The Executive shall accept a parent or the legal guardian of each player for membership in the Association. If there is any dispute as to membership, after reviewing the records of the

Association, the individual who signed the older player's registration form, shall be entitled to vote at any meeting of Members. Each family shall be entitled to one vote for each player in the family at a meeting of Members.

**32.** The membership for any given year shall also consist of any team official of each Association team, each Director, officer and official and such other persons as may be appointed or accepted for membership by the Executive as long as each such individual is not the parent or legal guardian of a player.

**33.** If a Member has not paid the annual or team fees set by the Association and/or such levies set by the player's team, such Member may be found not to be a member in good standing by the Executive and shall not be entitled to vote at a meeting of Members.

**34.** A Member who becomes a Member by virtue of a district transfer approved by the ODMHA shall cease to be a Member when the player plays his last game for an Association team.

**35.** A Member shall cease to be a member in good standing once a player is officially released from the team. Members may also resign by written notice to the Association which shall be effective upon acceptance thereof by the Executive, which acceptance shall not be unreasonably refused.

**36.** Any Member may be required to resign by a vote of two-thirds of the Members at an Annual or Special Meeting provided that any such Member shall be granted an opportunity to be heard at such meeting. There must be due notice as to the intent of such a meeting.

**37.** In case of resignation, a Member shall remain liable for payment of annual fees set by the Executive and/or such levies set by the players' team which became payable by such Member during the current season.

### **Annual and Other Meetings of Members**

**38.** The Annual Meeting shall be held at a place determined by the Executive prior to May 31st of each year.

**39.** At every Annual Meeting, in addition to any other business that may be transacted, the report of the Officers, the financial statements and the report of the auditors, if available, shall be presented and auditors appointed for the ensuing year. Financial statements will be made available to parents of players through team managers or any Executive Members at least seven days prior to the date of the meeting.

**40.** The Executive, the President or the Vice-President(s) shall have power to call a meeting of the Members at any time.

**41.** The Executive shall give notice of an Annual or Special Meeting at least 14 days prior to the date of the meeting and the notice of meeting shall include an agenda and outline of the business

to take place at such meeting. The Notice of Meeting shall be by delivery via regular or electronic mail to the Members of the Association through the Head Coach or Manager and will be posted on the Association website ([www.ottawasting.com](http://www.ottawasting.com)).

**42.** For the purpose of sending notice to any Member, Director, officer or official for any meeting or otherwise, the address of such Member, Director or official shall be the last address recorded on the books of the Association.

**43.** A quorum for the transaction of business at any meeting of Members shall consist of the Members present in person or represented by proxy.

**44.** Each Member shall at all meetings of Members be entitled to one vote per player in good standing.

**45.** At all meetings of Members every question shall be decided by a majority of the votes cast by Members present in person or represented by proxy unless otherwise required by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Member. Upon a show of hands, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. In case of equality of votes at any Meeting of Members, whether upon a show of hands or at a poll, the matter shall be deemed to be defeated.

**46.** However, in the event that a Member chooses to appoint a person by means of a proxy to attend and act at the meeting as his or her nominee, a proxy may be completed and submitted at the meeting.

### **Adjournments**

**47.** Any meeting of the Officers or of the Members may be adjourned to another time and such business may be transacted at such rescheduled 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.

### **Errors in Notice**

**48.** No error or omission in giving notice for a meeting of Officers or Members shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Officer may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had there at.

### **Discipline and Appeals Committee**

**49.** The Executive shall establish a Discipline and Appeals Committee for each hockey season, chaired by the Director of Discipline and will consist of three additional members of the

Executive. A quorum shall consist of two. The Discipline and Appeals Committee shall report to the Executive their determination. Where any person has been disciplined or suspended, such person may appeal to the Executive as a whole for further consideration.

### **Books and Records**

**50.** The Board shall at all times ensure that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept and that all filings are made in a timely fashion.

### **Execution of Documents and Cheques**

**51.** Deeds, transfers, licenses, contracts and agreements on behalf of the Association shall be signed by any two of: the President, the Treasurer, the VP of Administration and the VP of Operations.

### **Financial Year**

**52.** Unless otherwise determined by the Executive, the financial year of the Association shall terminate on the 30th day of April in each year.

### **Financial Scrutiny**

**53.** The President will ensure the Association accounts are scrutinized by an impartial third party annually and that the Association receives a clean review. The Treasurer will review the results of the scrutinizer and if necessary, take the necessary steps to correct and prevent future exposures. The Treasurer will file a report of all the findings back to the Executive members at the next scheduled Executive meeting.

### **Banking**

**54.** All conditioning camp, tryout and annual fees received by any member or team management on account of a player or Association sponsorship or any other matter, shall be deposited to the Association's bank account for proper allocation or team credit. There shall NOT be maintained by any member of team management any individual bank account on behalf of an individual team or player. Failure to conform to this rule will result in disciplinary actions against the member and/or team management.

### **NSF Cheques:**

**55.** NSF cheques returned by the bank due to insufficient funds are subject to a \$25 administration fee and must be replaced by cash or cash equivalent (money order, certified cheque, etc.) within two weeks.

**Refunds:**

56. All refund requests must be made in writing to the Association Registrar. Refunds or player released will be based on the date the request was received, according to a schedule approved by the Association Executive.

**Rules, Policies and Regulations**

57. The Executive may prescribe such rules, policies and regulations not inconsistent with the By-laws of the Association relating to the management and operation of the Association as they deem expedient. Please see document entitled “Ottawa Sting Minor Hockey Association – Rules & Regulations” for details regarding rules, policies and regulations.

**Amendment of By-Laws**

58. The By-laws of the Association may be repealed or amended by by-law enacted by a majority of the voting members of the Executive at a meeting of the Executive and sanctioned by an affirmative vote of two-thirds of the Members at the next Annual Meeting of Members.

**Enactment of By-Law**

The foregoing By-Law number 1, as enacted, was ratified, sanctioned, confirmed and approved by a majority vote of members at a meeting of members duly called and held at, in the City of Ottawa, Province of Ontario, Canada and at which a quorum was present on the ??th day of September, 2007.

ENACTED THIS 24th DAY OF SEPTEMBER, 2007.

President

Vice President, Operations

Vice President, Administration

Tom Hughson

Brooke Kelly

Sylvie Langis