

CONSTITUTION

This Constitution and By-laws relating generally to the transaction of the affairs of

PORT COLBORNE MINOR HOCKEY ASSOCIATION INC.

BE IT ENACTED as by-laws of Port Colborne Minor Hockey Association Inc. as follows:

1. HEAD OFFICE

1. The Head Office of the Corporation shall be in the City of Port Colborne, Province of Ontario, and at such place therein as the Directors may from time to time determine.

2. SEAL

2. The seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the Corporation.

3. BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a board of 13 Directors, each of whom at the time of election or within ten days thereafter and throughout their term of office shall be an Officer and a member of the Corporation. All officers of the Corporation shall be members of the Board of Directors. The elections of the Directors will follow procedures outlined in section 10 b). The members of the Corporation may, by resolution passed by at least two thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Directors before the expiration of their term of office, and may by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of the term.

4. BOARD OF DIRECTOR VACANCIES

4. Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancies. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

5. QUORUM AND MEETINGS OF THE BOARD OF DIRECTORS

5. A quorum shall be formed when a minimum of 50% of the Directors, which shall include at least one senior Executive who has been granted signing authority, **are** present for the transaction of business. Except as otherwise required by law, the Board of Directors 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 Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Director's meetings may be formally called by the President or 1st Vice President, or by the Secretary on the direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned, telegraphed, faxed, or e-mailed to each Director not less than three days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A Director's meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

6. ERRORS IN NOTICE OF BOARD OF DIRECTORS MEETINGS

6. No error or omission in giving such notice for a meeting of Directors shall invalidate such meetings or invalidate or make void any proceedings taken or had at such meetings 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.

7. VOTING AT BOARD OF DIRECTORS MEETINGS

7. Questions arising at any meeting of the Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson, in addition to the original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facia proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. In the absence of the President his duties may be performed by the 1st Vice President or such other Director as the Board may from time to time appoint for the purpose.

8. POWERS

8. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and consideration and upon such terms and conditions as they may deem advisable.

9. REMUNERATION OF DIRECTORS

9. The Directors shall receive no remuneration for acting as such.

10. OFFICERS OF THE CORPORATION

10. There shall be a President, a 1st Vice-President Administration, a 2nd Vice-President Minor Hockey Operations, a Registrar, a Secretary, a Treasurer, an Assistant to the treasurer, a House League Director, a Ice Scheduler, a Travel Team Convenor, a 1st Director at large, a 2nd Director at large, and a 3rd director who will be the liaison with the PCGMHA as well as such other Officers as the Board may determine from time to time. One person may not hold more than one office.

10 B) ELECTIONS

- i) For the position of President, nominated candidates must have served for one full term as a member of the P.C.M.H.A Board of Directors, unless there are no other nominations.
- ii) Nominations and elections will be held upon the expiry of each term of office as follows:
- President – two (2) year term (odd)
 - 1st vice president – two (2) year term (odd)
 - 2nd vice president – two (2) year term (even)
 - Treasurer – two (2) year term (even)
 - Assistant to the treasurer - two (2) year term (odd)
 - Secretary– two (2) year term (odd)
 - Registrar - two (2) year term (even)
 - Travel team convenor – two (2) year term (odd)
 - House league director – two (2) year term (even)
 - Ice convenor – two (2) year term (even)
 - 1st director at large, webmaster – two (2) year term (odd)
 - 2nd director at large, equipment – two (2) year term (even)
 - 3rd director at large, liaison to PCGMHA- two (2) year term (even)
- iii) All elections will be by ballot.

11. DUTIES OF THE PRESIDENT AND 1ST VICE-PRESIDENT

11. The President shall, when present, preside at all meetings of the members of the Corporation and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other Officer appointed by the Board of Directors for the purpose shall sign all by-laws and membership certificates. During the absences or inability of the President, such duties and powers may be exercised by the 1st Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

12. DUTIES OF THE SECRETARY

12. The Secretary shall be the official clerk of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and Directors. The Secretary shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which the Secretary shall deliver up only when authorized to do so by resolution of the Board of Directors and to such person or persons as may be named in the resolution, and the Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

13. DUTIES OF THE TREASURER

13. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

14. DUTIES OF OTHER OFFICERS

14. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

15. EXECUTION OF DOCUMENTS

15. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or 1st Vice President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, 1st Vice-President, Treasurer, or by any other person authorized by the Board.

The President, 1st Vice-President, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provision to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

16. BOOKS AND RECORDS

16. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

17. MEMBERSHIP

17. The membership shall consist of;
- (a) **ACTIVE MEMBERSHIP** :-Persons holding positions as elected officers on the board of directors, rostered team officials and all registered players who are at least 18 years of age and have paid annual registration fees

- (b) **Parent/Guardian Membership:** a maximum of two (2) parents, or two (2) legal guardians per family of those persons under eighteen years of age, who have paid annual registration fees;
- (c) **Honorary Membership:** Honorary Membership may be granted to an individual for special recognition for the purpose of promoting youth hockey in Port Colborne. An individual may submit an application or be nominated to be an Honorary Member by any member of PCMHA. Granting of an Honorary Membership must be confirmed by a majority vote of the Board of Directors.

Members may be refused acceptance, or membership may be terminated at the discretion of the Board of Directors. Notice of such action would be notification in writing and effective immediately.

In case of resignation or termination, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to the acceptance of their resignation or notice of termination.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meetings of the members. Each member in good standing may vote through a duly authorized proxy. Anyone wishing to be represented by proxy must complete a proxy form provided by the Board. A proxy form must be witnessed by the Secretary or President and be filled at least the day prior to the meeting for which the proxy is to be used.

Membership applications will be offered at player registration and available until FEBRUARY 1st of each year. Term of membership is from September 1st or at time of acceptance and expires August 31st

The Registrar will compile an up-to-date list of members.

18. DUES

18. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by the Board of Directors and confirmed by a vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them and if any are not paid within 60 days of the date of such notice the members in default shall thereupon automatically cease to be a member of the Corporation, but any such

members may on payment of all unpaid dues and fees be reinstated by a vote of the Board of Directors.

19. ANNUAL AND OTHER MEETINGS OF THE MEMBERS

19.1

The Annual General Meeting of the Members shall be held each year in May, at a time, place and day determined by the Board of Directors for the transaction of the following business, to be set out in the agenda (seven) 7 days prior of such Annual General Meeting;

- (a) Approval of the minutes of the previous Annual General Meeting;
- (b) Receiving reports of the activities of the Association during the preceding year;
- (c) Receiving and approving the annual financial statements and the report of the Accountant of the Association;
- (d) Appointment of the Accountant for the ensuing year and the remuneration shall be fixed ;
- (e) Transaction of any business, which relates to the business of the Meeting referred to above, for which the notice and particulars have been received by the Secretary of the Association in writing at least 30 days preceding the Annual General Meeting.
- (f) Election of a Board of Directors and Officers
- (g) Consideration of any proposed amendments to the Letters Patent or By-laws of the Association

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members....

19.2 In addition to the Annual General Meeting described in Article 19.1, the Board of Directors or the President or 1st Vice-President shall have the power to call at any time a general meeting of the members of the Corporation.

19.3 NOTICE of the Annual General Meeting will be distributed to the players who are on the roster as of February 10th of the current year, in addition notice shall be posted in the EVENT section of the PCMHA website prior to the end of the regular season. When notices cannot be distributed in this manner, notices will be sent by regular mail to the parent and/or guardian of all other players no later than 30 days before the Annual General Meeting.

19.4 AGM Dates

- 45 days prior** to all members in good standing, AGM Notice shall be given
- Members can add topics to agenda by contacting secretary with request (in any form) to add topic 30 days prior to AGM

-**15 days prior** to AGM any proposed amendments to constitution/by-laws must be received by secretary.

-**7 days prior** to the AGM the AGM agenda will be made available to members via public posting in location(s) determined by board of directors. Location(s) to be included in AGM notice and or spring newsletter

20. ERROR OR OMISSION IN NOTICE

20. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or Officer shall be their last address recorded on the books for the Corporation.

21. ADJOURNMENTS

21. Any meetings 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.

22. QUORUM OF MEMBERS

22. A quorum for the transaction of business at any general meeting of the members shall consist of not less than 20 members present or represented by proxy.

23. VOTING MEMBERS

23. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote. No member shall be entitled in person to vote at a meeting of the Corporation unless they have paid all dues or fees, in any, then payable by them.

At all meetings of members every question shall be decided by a majority of votes of members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried shall by an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facia proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn but if a poll is demanded and not withdrawn the question shall be decided by a

majority of votes given by the members present in person and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting of the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll the Chairperson shall be entitled to a second or casting vote.

24. FINANCIAL YEAR

24. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of April each year.

25. CHEQUES, ETC.

25. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences or indebtedness issued on 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 of Directors 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 credit of the Corporation, or the same may be endorsed "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 all bank's forms or settlement of balances and release or verification slips.

26. DEPOSIT OF SECURITIES FOR SAFE KEEPING

26. 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 of Directors. 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 such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians by the Board of Directors, shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

27. NOTICE

27. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, Director, Officer or Auditor shall be sufficiently given if delivered

personally to the person to whom it is to be given or if delivered to their recorded address or if mailed to them at their recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, Officer or Auditor in accordance with any information believed by the Secretary to be reliable.

28. BORROWING

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

29. POLICIES, RULES AND REGULATIONS

29. The Board of Directors may pass such policies, rules and regulations for its hockey operations as per the current OMHA Constitution and Manual of Operations for the current year.

30. INTERPRETATION

30. In these by-laws and in all other by-laws of the Corporation hereafter 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 visa versa, and references to persons shall include firms and corporations.

Passed by the Board of Directors and sealed with the corporate seal this 3rd day of June, 2003. Amended at the Annual General Meeting May 14, 2015.

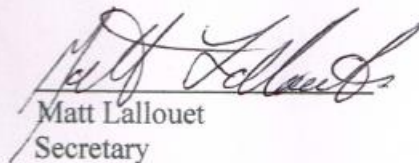
31. PASSING AND AMENDING BY-LAWS

31. Passing and amending by-laws would include any changes, including updates and or deletions and additions.

- a.) A notice of motion of a new by-law or to amend an existing by-law can be recommended by the executive or proposed by a member in good standing.
- b.) A notice of motion for by-law amendment must be submitted in writing and received by the secretary of the association at least fourteen (14) days prior to the annual general meeting.
- c.) all members in good standing shall have access to any proposed amendments to the by-laws, at least seven(7) days prior to the annual general meeting at a location that will be stated in the original notice calling the annual general meeting.
- d.) The motion for amendment must be approved by a two thirds majority vote of the members present at the annual general meeting, or special meeting call for such a vote.



Paul Masotti
President



Matt Lallouet
Secretary



Witnessed By