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# **West End Hockey League**

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## **By-laws**

Version 5.1 – May 2016

# **West End Hockey League**

## **Introduction**

The WEHL is a corporation under the laws of Ontario. Its mandate to provide hockey programs for children and is governed by the WEHL By-laws, most current version accepted by the members.

This document, Version 5.1, was accepted by the members in May 2016.

# West End Hockey League

## 1. General By-Laws

A By-law relating generally to the transaction of the affairs of West End Hockey League.  
BE IT ENACTED as a By-law of West End Hockey League as follows:

### 1.1. Definitions

In this General By-law of the Corporation, unless otherwise defined herein:

#### 1.1.1. Board of Directors

"Board of Directors" means the Board of Directors of the Corporation described in Section 3;

#### 1.1.2. Hockey Canada

"Hockey Canada" shall mean Hockey Canada, the governing body for amateur hockey in Canada;

#### 1.1.3. Corporation

"Corporation" shall mean the West End Hockey League;

#### 1.1.4. Director(s)

"Director(s)" shall mean those individuals described in Section 3.1. who have been elected by the Members, as Directors of the Corporation, to carry on the day to day affairs of the Corporation;

#### 1.1.5. District

"District" shall mean a grouping of minor hockey associations in a geographical subdivision of Eastern Ontario, as established in HEO Minor constitution;

#### 1.1.6. District Association

"District Association" means a minor hockey association with a District;

#### 1.1.7. District Council

"District Council" means a meeting of the presidents of the Minor Hockey Associations within a District;

#### 1.1.8. Members

"Members" shall mean those members of the Corporation described in Section 2.1. who are in compliance with the constitutions, letters patent, By-laws, and regulations, as the case may be, of the Hockey Canada, HEO, HEO Minor, and the Corporation and who are not under suspension for any breach of the foregoing; (but the foregoing is not intended to exclude any member under suspension for breach of a playing rule);

#### 1.1.9. HEO

"HEO" shall mean the Hockey Eastern Ontario, the governing body for amateur hockey in Eastern Ontario, as established in the Hockey Canada constitution;

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### **1.1.10. HEO Minor**

"HEO Minor" shall mean the Hockey Eastern Ontario Minor Association, the governing body for minor hockey in eastern Ontario, as established in the HEO constitution;

### **1.2. Head Office**

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

### **1.3. Seal**

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

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## 2. Members

### 2.1. Membership of the Corporation

Membership of the Corporation shall be comprised of the following classes of Members:

#### 2.1.1. Regular Members

Regular Members shall consist of:

- i. A parent or a legal guardian of each individual or, in the case of an adult, that individual who is on the Corporation's or Hockey Canada players registration certificate, who shall become Regular Members upon payment of the player's annual registration fee according to the fee schedule which shall be set from time to time by the Board of Directors;
- ii. Each Director of the Corporation, who shall become Regular Members upon election as a Director; and
- iii. Each member of team management (coach, assistant coach, manager), who shall become Regular Members upon approval of their appointment to team management by the Board of Directors. Membership for all Regular Members shall cease on June 30 of each year.

#### 2.1.2. Special Members

Special Members which shall consist of those individuals designated by the Board of Directors from time to time who have demonstrated their desire to take an active part in promoting and participating in the activities of the Corporation.

Each Special Member shall be entitled to one (1) vote each, at all meetings of Members. Membership for all special Members shall cease on June 30 in each year.

#### 2.1.3. Life Members

Life Members, which shall consist of those individuals designated by the Board of Directors from time to time, by a two-thirds (2/3) vote of the Board of Directors who have made an exceptional contribution to the activities of the Corporation over a number of years.

Each Life Member shall be entitled to one (1) vote each, at all meetings of Members. Nominations for Life Membership may be made by any Regular Members and shall be considered once in each playing season by the Board of Directors at the Board of Directors' meeting held immediately prior to the annual meeting of the Members. Life Members shall be announced at the annual meeting.

The presentation of a Life Member's Award shall be made at a time and place decided by the Board of Directors.

## 2.2. Fees

The fees payable by Members shall be fixed from time to time by the Board of Directors. The secretary shall, on or before November 1<sup>st</sup> in each year given notice of default to members who have not then paid in full the dues or fees payable by them

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and if a defaulting members fails to pay within 30 days of the date of such notice such members shall, subject to the provisions hereinafter contained, automatically cease to be a member. Notwithstanding the foregoing, the Board of Directors shall be entitled to review individual member circumstances and to accept such other payment arrangements as the Board in its discretion considers appropriate in light of the member's circumstances.

### **2.3. Resignations**

Members may resign by resignation in writing, which shall be effective upon delivery to the Board of Directors. In the event of resignation by a Member, such Member shall remain liable for payment of any assessment or other amount levied or which became payable by him or her to the Corporation prior to delivery of his or her resignation.

### **2.4. Abiding by the By-laws**

All Members shall abide by the provisions of Letters Patent and By-laws of the Corporation.

### **2.5. Meetings and Quorum, Members**

#### **2.5.1. Meetings**

The annual or any special meeting of the members shall be held at such place in the City of Ottawa and at such time as the Board of Directors may determine.

#### **2.5.2. Quorum**

The presence of at least ten (10) Members in person shall constitute a quorum at any meeting of the Members.

#### **2.5.3. Notice**

No public notice nor advertisement of any meeting of Members shall be required, except as otherwise expressly provided herein. All reasonable efforts shall be made to notify the membership of any meeting of interest to the membership. This will include posting such notice on the Association's website.

For the Annual General Meeting, notice of the time and place shall be posted conspicuously at the league notice board at the home arena, J. A. Dulude Arena, posted on the WEHL website, and by general email distribution to the members, not less than twenty (20) days before the time fixed for the holding of such meeting.

#### **2.5.4. Annual Meeting**

##### **2.5.4.1. Definition**

There shall be an annual meeting of the Corporation that shall be held at a place, date and time determined by the Board of Directors that shall be held not later than the 15th day of May in each year. In exceptional circumstances, this date may be delayed for a maximum of two weeks, but only by a unanimous vote of the Board of Directors. At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statements and report of the Treasurer shall be presented; the Directors shall be elected for the ensuing year.

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The Members may consider and transact any business, without any notice thereof at any meeting of the Members.

### **2.5.4.2. Agenda**

The order of business at the annual meeting shall be as follows:

- i. Calling the meeting to order;
- ii. Reading of minutes of last annual meeting;
- iii. Reporting of committees, President's report and report of the Board of Directors;
- iv. Treasurer's report;
- v. Old business;
- vi. New business, resolutions, or matters that may properly be brought before the meeting, including without restriction the approval of the financial statements and acceptance of the report of the auditors;
- vii. The appointment of accountants and fixing of their remuneration;
- viii. Presentation of slate of nominees for election of Directors;
- ix. Confirmation of appointment of two (2) scrutinizers;
- x. Election of Directors;
- xi. President's final remarks;
- xii. Adjournment.

### **2.5.5. Special Meetings**

The Board of Directors shall have power to call, at any time, a special meeting of the Members. The Board of Directors shall call a special meeting of Members on the written requisition of not less than one-tenth (1/10) of the Members, which requisition shall state the general nature of the business to be presented at the meeting.

### **2.5.6. Error or Omission in Notice, Members**

No error or omission in giving notice of any meeting or any adjourned meeting of the Members of the Corporation shall invalidate such meeting or invalidate 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.

## **2.6. Voting, Members**

### **2.6.1. Entitlement to Vote**

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each Member of the Corporation shall be entitled to one vote at the meetings of members, provided that:

- i. if a registered player is also a minor then there shall be only one parent or legal guardian of that player entitled to exercise the voting rights of a member in respect of that player, and;
- ii. a member who is the parent or legal guardian of more than one registered player who are each minors shall be entitled to a vote for each such player; and
- iii. a member who is entitled to a vote as parent of a registered player or players shall not be entitled to any additional vote by reason that such member is

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also a Director, or a member of team management.

### **2.6.2. Voting on Questions**

Questions arising at any meeting of Members, other than the election of Directors and except as expressly provided herein, shall be decided by a majority of the votes of those present in person who are eligible to vote, save and except as expressly provided herein. The President shall vote only in the case of an equality of votes.

### **2.6.3. Method of Voting**

The method of voting at meetings of Members, except for election of Directors, shall be by a show of hands, unless it is decided by a majority of the Members present in person at any meeting that the method of voting shall be of any other means, whether secret or not. A declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie 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 any method of voting other than by show of hands may be withdrawn, but if demanded and not withdrawn the question shall be decided by a majority of votes given by the Members present in person, and such vote shall be taken in such manner as the President shall direct and the result of such vote shall be deemed the decision of the Corporation in the meeting, upon the matter in question.



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### 3. Board of Directors

#### 3.1. Definition

Subject to the terms of this General Bylaw, the affairs of the Corporation shall be managed by a board of ten (10) Directors. Directors shall be eighteen years of age or over with power under law to contract. The Board of Directors shall be comprised of the following Directors of the Corporation who shall (with the exception of the Past President) be elected as Directors of the Corporation in accordance with Article 3.3 of this General By-law:

- i. President;
- ii. Vice-President, Senior Divisions;
- iii. Vice-President, Junior Divisions;
- iv. Vice-President, Risk and Safety;
- v. Secretary;
- vi. Vice-President, Administration;
- vii. Vice-President, Operations;
- viii. Vice-President, Development;
- ix. Registrar;
- x. Vice-President, Ice and Scheduling.

#### 3.2. Removal Before End of Term

The Members may, by resolution passed by at least two-thirds of the votes cast at a meeting of which notice specifying the intention to pass such resolution has been given, remove any Director as an Director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term, provided that person meets the criteria set out in Section 3.1 and 3.3.1.

#### 3.3. Election of Directors

##### 3.3.1. Criteria for Director

No person shall be nominated for, or elected as a Director of the Corporation unless he or she is a Member. Subject to Section 3.4, no person shall hold more than one Director's position at a time.

##### 3.3.2. Nomination Procedure

Each candidate for election as a Director shall be nominated in writing by a Member which written nomination shall be delivered to the Secretary at least five (5) full calendar days prior to the annual meeting.

After all the nominations have been tabled at the annual meeting, any person who has been nominated may withdraw by announcing his or her withdrawal to the President, who shall thereupon instruct the Secretary to strike the name from a list. A candidate may not be nominated at the time of the annual meeting.

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### **3.3.3. Acceptance of Nominations**

Nominations will be accepted for election to the following offices, which individuals shall be elected as Directors at the annual meeting of Members by a plurality of votes cast by the Members:

- i. President, provided that nominations of an individual to the office of President shall be accepted only if such individual has previously been elected as a Director of the Corporation;
- ii. Secretary;
- iii. Vice-President, Senior Divisions;
- iv. Vice-President, Junior Divisions;
- v. Vice-President, Risk and Safety;
- vi. Vice-President, Administration;
- vii. Vice-President, Operations;
- viii. Vice-President, Development;
- ix. Registrar;
- x. Vice President Ice and Scheduling.

### **3.3.4. Terms**

The term of each elected Director shall be two (2) years.

The President, Vice-President Junior Divisions, Vice-President Risk and Safety, Vice-President Ice and Scheduling and Vice-President Development shall be elected in even numbered years.

The Vice-President Administration, Vice-President Senior Divisions, Secretary, Registrar and Vice-President Operations shall be elected in odd numbered years.

### **3.3.5. Election**

Election of Directors shall be by secret ballot distributed at the annual meeting. Those elected will be announced by name only. Vote tallies will not be disclosed.

The voting procedures for the election of Directors shall be conducted at the annual meeting as follows:

- i. There shall be a returning Director, who shall be responsible for the count of the ballots on the completion of voting and shall be assisted by two (2) scrutineers. The returning Director shall be appointed by the Board of Directors prior to the meeting. The returning Director shall prepare and distribute all ballots.
- ii. Voting shall be scrutinised by two (2) scrutineers who shall be appointed by the President, provided that such appointments shall be approved by Members at the meeting.
- iii. Any candidate or Member may view the tally sheet in the presence of the returning Director.
- iv. Any candidate may request a recount of the ballots after the voting. The returning Director will conduct the recount of the ballots and shall be assisted by the two (2) scrutineers.
- v. Any ballots used in conducting of such votes shall be destroyed upon completion of the voting process.

### **3.3.6. Past President**

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The Past President of the Corporation shall be a special Director of the corporation who shall hold such position renewed by vote of the Board of Directors on a yearly basis until such time as he/she is replaced by the former President whose term of office has most recently expired. As per the regulations covering special members, the Past President shall be entitled to vote as a member at any duly convened meeting of the Membership. The Past President will not have a vote on the Board of Directors.

### **3.4. Vacancies**

Vacancies of Directors, however caused, shall, so long as a quorum of Directors remain in office, be filled by the Board of Directors. In the case where a Director holds more than one position simultaneously as a result of a vacancy, that person shall be entitled to a single vote. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy. Any vacant positions on the Board of Directors shall be open for election by the Membership at the Annual General Meeting. In the case where a position is being elected in a year not normally filled in that year as per 3.3.5, the election will be for a term of one year.

### **3.5. Powers of Directors**

The Corporation exists to provide a community based, development focused, house league hockey league for the children and families of the West End of Ottawa. To this end the Board of Directors shall 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 letters patent or otherwise, authorized to exercise and do.

Without in any way derogating from the foregoing, the Board of Directors:

- i. shall by resolutions at the first regular meeting of the Board of Directors following the annual meeting of members , appoint a Treasurer following the procedure established in Section 4.1. No person shall be appointed Treasurer unless that person has knowledge and experience with corporate accounting functions and record keeping.
- ii. is 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 conditions as they may deem advisable;
- iii. shall advise the Members on all matters of policy and shall review the previous seasons operations prior to the annual meeting of Members and establish policies for the forthcoming season prior to commencement;
- iv. shall ensure that the Corporation's policies and practices are not in conflict with applicable practices of District Council and HEO Minor;
- v. may, in the event of a general or specific dissatisfaction with the operation of the Corporation, by majority resolution, cause a Board of Directors meeting to be held within seven (7) days thereafter to discuss such matters. In the event that such concerns are not resolved at that time, the Directors, by majority resolution may call a special meeting of Members to consider the relevant matter;

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- vi. will ensure that a slate of nominees for Directors is available for each position for which there is to be an election, provided that, Members may make nominations in accordance with the provisions of Section 3.3.3.;
- vii. shall appoint all division conveners and coaches, and approve additional personnel that constitute the team management, for each team;
- viii. shall monitor and ensure that each Member abides by the letters patent and By-laws of the Corporation and players abide by any applicable rules or regulations approved by the Corporation, District Council, HEO Minor and Hockey Canada;;
- ix. may suspend or expel any Member who fails to comply with the letters patent and By-laws of the Corporation provided that the Board of Directors shall follow the principles of natural justice in the case of any such suspension or expulsion;
- x. may approve expenditure of Corporation funds;
- xi. shall provide to all Members in attendance at the annual meeting a full report of the activities of the Corporation since the last annual meeting; and
- xii. shall have the power to consult with, or engage the services of legal counsel with respect to the affairs of the Corporation.

### **3.6. Meetings and Quorum, Board of Directors**

#### **3.6.1. Calling of Meetings**

Subject to any express provision provided herein, meetings of the Board of Directors may be called by the President or any two (2) Vice-Presidents, or by the Secretary on direction of the President or by the Secretary on direction in writing of any two (2) Vice-Presidents.

#### **3.6.2. Location of Meetings**

The Board of Directors may hold its meetings at such place or places as it may from time to time determine.

#### **3.6.3. Quorum**

Not less than six (6) Directors shall for a quorum for the transaction of business at meetings of the Board of Directors.

#### **3.6.4. Notice of Meeting**

No formal notice of any such meeting shall be necessary if all the Directors are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence. Notice of such meetings shall be delivered, telephoned, emailed or facsimiled to each Director not less than forty-eight (48) hours before the meeting is to take place or shall be mailed to each Director not less than fourteen (14) days before the meeting is to take place. The statutory declaration of the President or Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.

#### **3.6.5. Regularly Scheduled Meetings**

The Board of Directors 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

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sent. A meeting of the Board of Directors may also be held, without notice, immediately following the annual meeting of the Corporation.

### **3.6.6. Error or Omission in Notice, Board of Directors**

No error or omission in giving notice of any meeting or any adjourned meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had thereat or at any adjourned meeting and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

### **3.7. Voting, Board of Directors**

Questions arising at any meeting of the Board shall be decided by a majority of votes of Directors in attendance at the meeting who are entitled to vote. The President shall have no vote at meetings of Directors except only in the case of tie votes in which case the President shall vote on the question. All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be 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 admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### **3.8. Indemnification**

Every Director of the Corporation, and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- i. all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- ii. all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expense as are occasioned by his or her own willful neglect or default.

### **3.9. Remuneration of Directors**

The Directors shall receive no remuneration for acting as such.

## **4. Directors**

### **4.1. Definition**

The Directors shall be those individuals elected from time to time by the Members of the Corporation as Directors to the offices described in Section 3.1. and as such, other Directors as the Board of Directors may determine from time to time, provided that the Board of Directors shall appoint a Treasurer as specified in Section 4.8. Such other Directors shall be appointed by majority resolution of the Board of Directors and shall not be deemed to be Directors of the Corporation.

### **4.2. President**

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### **4.2.1. Role of President**

The role of the president shall include the following:

- i. The President shall provide leadership to the Corporation and shall preside at all meetings of the Members and the Board of Directors.
- ii. The President shall have the general management and supervision of the affairs and operations of the Corporation and shall perform all duties as are customary for a president of a corporation similar in size and operation to the Corporation.
- iii. The President shall, together with the Secretary, or other Director designated by the Board of Directors for the purpose, sign all By-laws and membership certificates, if any.

### **4.2.2. Appointing of Committees**

The President may appoint such committees or sub-committees from the Members as the Board of Directors, determined by resolution of a majority of Directors considers in the interests of the Corporation. Such committees shall appoint a chairman, who shall submit a written report of its recommendations and such other reports as are required by the Board of Directors. Any member of a committee or sub-committee may be removed at any time at the discretion of the Board of Directors.

## **4.3. Vice-President, Senior Divisions**

### **4.3.1. Role of Vice-President, Senior Divisions**

The VP Senior Divisions shall be responsible for team liaison and overseeing of conveners and coaches at the PeeWee, Bantam and Midget Divisions. Working with the VP of Development, VP Junior and the VP Ice and Schedule, the VP Senior shall be responsible for recommending the player programs for the upcoming season to the executive for approval. The VP Senior will be responsible to ensure that the Sr. Division meets its fiduciary responsibilities to the league and will present regular updates on the Sr. Division budget balance to the executive.

## **4.4. Vice-President, Junior Divisions**

### **4.4.1. Role of Second Vice-President, Junior Divisions**

The VP Junior Divisions shall be responsible for team liaison and overseeing of conveners and coaches at the Initiation Program, Novice and Atom Divisions. Working with the VP of Development, VP Senior and the VP Ice and Schedule, the VP Junior shall be responsible for recommending the player programs for the upcoming season to the executive for approval. The VP Junior will be responsible to ensure that the Jr. Division meets its fiduciary responsibilities to the league and will present regular updates on the Jr. Division budget balance to the executive.

## **4.5. Vice-President, Risk and Safety**

### **4.5.1. Role of Vice-President, Risk and Safety**

The Vice President Risk & Safety shall be responsible:

- i. for discipline & risk management for the Corporation;

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- ii. to liaise with the Corporation's Referee-in-Chief in respect of the overseeing of Referees in the performance of their duties;
- iii. to ensure that the suspensions, whether of player or team official, resulting from the breach of rules, including code of discipline matters, are reported accordingly to the rules of the Corporation, HEO Minor and other organizations that need to be informed and are communicated and enforced by the conveners and team officials;
- iv. to convene a panel of at least three (3) other Directors to hear such appeals as are within the jurisdiction of the Corporation or in respect of which the Corporation is instructed by HEO Minor to handle; and shall preside over such appeals;
- v. for all aspects pertaining to on and off ice risk within the Corporation. This shall include such matters as Police record searches on volunteers and the Speak Out Program;
- vi. for the reviewing of volunteer selection and report back to the Board of Directors any person who cannot volunteer for the Corporation."

### **4.6. Past-President**

#### **4.6.1. Role of Past-President**

By virtue of experience, the Past President shall be a source of guidance on past practices of the Corporation. Specific additional duties of the Past President shall be determined by the Board of Directors.

### **4.7. Secretary**

#### **4.7.1. Role of Secretary**

The role of the secretary shall include the following:

- i. The Secretary shall keep a proper record of the proceedings of all meetings of the Members-and Board of Directors and shall prepare proper minutes of every such meeting.
- ii. The Secretary shall have charge of all books, documents and papers of a non-financial nature, and perform other duties as determined by the Board of Directors.
- iii. The Secretary shall forward notices of all meetings of Members and the Board of Directors to each respective member.
- iv. The Secretary shall keep a record of all persons who are Members which will include all necessary information determined from time to time as necessary by the Board of Directors including, without restriction, the date on which each person became or ceased to be a Member.

### **4.8. Treasurer**

#### **4.8.1. Role of Treasurer**

The Treasurer shall be appointed by the Board of Directors pursuant to Section 4.1. , and:

- i. The Treasurer shall have charge of all books pertaining to the financial affairs of the Corporation.
- ii. The Treasurer shall have care and custody of the funds of the Corporation and deposit the same in the name of the Corporation in such bank or banks as the Board of Directors may direct. The Treasurer shall also have care and custody of the securities of the Corporation and may deposit the same in a

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safety deposit box to be provided by the Corporation for that purpose.

iii. The Treasurer shall keep an accurate record of all monies received and disbursed to the satisfaction of the Directors of the Corporation and produce the same for inspection within ten (10) days of a request therefore.

iv. The Treasurer shall keep a petty cash account and shall have power to use the same for purposes of expenditures not exceeding the sum of one hundred dollars (\$100.00).

v. The Treasurer shall prepare an annual report giving the receipts and disbursements of that year. Copies of the report shall be printed and made available on request to any Member. The Treasurer shall prepare an interim financial report giving receipts and disbursements to date at the annual meeting of the Corporation for presentation, together with a proposed budget for the forthcoming season.

vi. The Treasurer shall, with the approval of the Board of Directors, invest and keep invested, from time to time, the Corporation monies.

### **4.9. Vice-President, Administration**

#### **4.9.1. Absence of President**

The Vice President Administration shall, in the absence of the President or in the case of the President's inability to act, perform all duties of the President. In the case of a vacancy in the office of President the Vice President Administration shall preside until a new President is elected.

#### **4.9.2. Role of Vice-President, Administration**

The responsibilities of the Vice President Administration shall include the following:

- i. appointing members, subject to the Board of Directors approval, to the positions Fundraising, Sponsorship and any other position the Board of Directors considers necessary for general administration of the Corporation;
- ii. with the President and Treasurer the Vice President of administration shall have signing authority on cheques.
- iii. submission to the membership of the Corporation's financial statements and the annual budget; and,
- iv. liaison with the Treasurer in respect of all matters pertaining to the financial affairs of the Corporation.

### **4.10. Vice-President, Operations**

#### **4.10.1. Absence of President and Vice-President, Administration**

The Vice President Operations shall in the absence of the President and the Vice President of Administration or in the case of their inability to act, perform all the duties of the President. In the case of a vacancy in the office of the President and the Vice President Administration, the Vice President Operations shall preside until a new President is elected.

#### **4.10.2. Role of Vice-President, Operations**

The Vice President Operations shall be responsible for appointing of members, subject to the Board of Directors approval, to the positions of Ice Allocation,



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Information Technology, Equipment, Events and any other positions the Board of Directors considers incidental to the foregoing.

### **4.11. Vice-President, Development**

#### **4.11.1. Role of Vice-President, Development**

The Vice President Hockey Development shall be responsible for the Coach, Player and Referee development and continuing development and education, if necessary.

The Vice President Hockey Development responsibilities shall include:

- i. co-ordination of the Coach Mentorship program within the Corporation, hockey development/skills camps for the players and referees and as a resource for the members; and,
- ii. organization and running of various development clinics for the Corporation.

### **4.12. Vice-President, Ice and Scheduling**

#### **4.12.1. Role of Vice-President, Ice and Scheduling**

The Vice-President of Ice and Scheduling shall:

1. be responsible for managing the ice purchase contracts with the City of Ottawa,
2. ensure the ice contracts are within the approved budget of the league
3. ensure the ice is allocated fairly to all divisions and members
4. ensure that any inter-league scheduling is done in a manner that is fair and equitable to the members of the WEHL
5. recommend special members to the Board of Directors to assist with the above duties, report to the Board of Directors on a regular basis the status of the above items.

### **4.13. Registrar**

#### **4.13.1. Role of Registrar**

The Registrar shall:

1. ensure all members are registered within the league in accordance with applicable rules and regulations,
2. ensure member data is managed in a controlled and secure manner,
3. work with other league's registrars to facilitate the movement of players,
4. assist the treasurer, as required, in preparing league financial reports, recommend special members to the Board of Directors to assist with the above duties.

### **4.14. Duties of Other Directors**

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

### **4.15. Special Directors**

The Board of Directors may, by resolution, from time to time, appoint one or more persons as Special Directors of the Corporation in recognition of

- i. their respective contributions to the Corporation or its predecessor; and
- ii. their ability to provide ongoing advice and counsel to the Board of Directors

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by virtue of their experience. Special Directors shall be entitled to receive notices of and to attend all meetings of the Board of Directors but shall not be entitled to vote thereat. Special Directors shall hold office at the discretion of the Board of Directors.

### **5. Rules of Order Adjournments**

#### **5.1. Rules of Order**

The President shall preserve order and decorum, and decide questions of rules of order or practice, stating the applicable rule. Except as expressly provided herein, the rules of order contained in Wainberg's Society Meetings shall be followed at all meetings of Members, the Board of Directors and other committees of the Corporation.

#### **5.2. Ruling of the President**

When the ruling of the President is appealed against, he or she shall, without debate, put the question in the following words, "Shall the ruling of the President be sustained". He or she shall have the right to state his or her reason for the decision given.

#### **5.3. Motions**

All motions, before being debated, shall be read by the Secretary.

#### **5.4. Adjournment**

Any meetings of the Members or of the Board of 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 a quorum is not present.

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### **6. Revenue**

The revenue of the Corporation shall be derived as follows:

#### **6.1. Membership Dues**

Membership dues shall be charged according to the following:

- i. registration fees charged each player in an amount and manner to be determined by the Board of Directors;
- ii. sponsorship fee charged to sponsors in an amount and manner to be determined by the Board of Directors;
- iii. fundraising projects, both optional and compulsory, as approved by the Board of Directors, and donations.

#### **6.2. Fundraising**

Any fundraising for the purposes of the Corporation or for any team or division or any party indicating affiliation with the Corporation shall be approved in advance by the Board of Directors and any revenue so raised shall be paid to the Corporation. No member shall maintain any separate account or hold any money for any team or division or for the benefit of the Corporation or any member in respect of the Corporation's activities without the prior consent of the Board of Directors.

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## 7. Administration

### 7.1. Execution of Documents

#### 7.1.1. Signing of Documents

Deeds, transfer, licenses, contracts, engagements and any other instrument in writing to be signed by the Corporation may be signed on behalf of the Corporation by either the President or the Vice-President of Administration, together with the Treasurer. The Secretary shall affix the seal of the Corporation to such instruments as require the same.

#### 7.1.2. Transfers

The President or the Vice-President of Administration, together with the Treasurer, 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 outstanding 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.

#### 7.1.3. Payments

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by either the President or the Vice-President of Administration, together with the Treasurer or by any person or persons from time to time designated, as determined by resolution of the Board of Directors and any such person may alone endorse notes and drafts for collection on account of the Corporation through its bankers, endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation. Any one of such persons 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 of the bank's forms or settlement of balances and release or verification slips.

### 7.2. Books and Records

The Board of 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.

### 7.3. Fiscal Year

The fiscal year of the Corporation shall end on the last day of April in each year.

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### **7.4. Inspection by Members**

All Members shall have the right to inspect any account or book or document relating to the finances of the Corporation, provided that, such accounts, books or documents shall be made available to the Member at the Corporation office within ten (10) days after receipt of a request in writing. If the Board of Directors determines, after due consideration that such requests are being unreasonably or frivolously made, the Board may limit the right of any member or members to make further requests.

### **7.5. Petition and Referendum**

Subject to applicable law, no Member shall send out, or cause to be sent out or circulated any petition or communication relating to any resolution, referendum or proposal under consideration or that deals with the policy of the Corporation without first having notified the Board of Directors.

### **7.6. Amendments to By-Laws**

#### **7.6.1. Proposals**

Amendments to the By-laws of the Corporation may be proposed by a Member and shall be considered by the Board of Directors if received by the Secretary in writing prior to the 15th day of January in each year.

#### **7.6.2. Meeting to Consider Proposals**

The Board of Directors shall, prior to the 31st day of January following receipt of such proposed amendment, meet to consider the same and, if approved by the Board of Directors, shall cause notice of the proposed amendments to the By-laws to be circulated to all Members at the same time as notice of the annual meeting or special meeting, as the case may be.

#### **7.6.3. Deferred Proposals**

If a proposed amendment is not passed by the Board of Directors in accordance with the foregoing, the member who proposed the amendment may require that such amendments be placed on agenda and considered at the next annual meeting of the members by complying with the following:

- i. the member shall give written notice to the Board of Directors that he or she requires that the proposed amendments be placed before the membership at the annual meeting;
- ii. such notice shall be given before February 15th and shall specify the proposed amendment, and;
- iii. shall be accompanied by a requisition signed by not less than 25 members requiring that the proposed amendment be considered by the membership at the annual meeting.

Upon receipt of the foregoing the Secretary shall cause notice of the proposed amendments to be given to members and shall place the same on the agenda for consideration at the annual meeting of members.

#### **7.6.4. Passing of By-Laws**

Amendments to the By-laws of the Corporation shall be passed by a two thirds majority vote of the Members at an annual meeting or special meeting, as the case may be.

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### **7.7. Notice**

Notices of meetings of the Members and the Board of Directors shall contain such notices of motion and a business agenda so as to permit participants at such meeting to form a reasoned judgment thereon. Subject to the provisions and without limiting the effect of Sections 2.5. and 3.6., any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Corporations Act (Ontario), the letters patent, the By-laws or otherwise to a Member, Director, other Director, accountant or interested party shall be sufficiently given if prominently posted in arenas of which the Corporation commonly makes use, is delivered personally to the person to whom it is to be given, or delivered to his or her recorded address or mailed to him or her at his or her recorded address by prepaid ordinary mail, or if sent to him or her at his or her 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 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, other Director or auditor in accordance with any information believed by him or her to be reliable office or public letter box; and a notice sent by any means 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, other Director or auditor in accordance with any information believed by him or her to be reliable.

### **7.8. Borrowing**

The Board of Directors may from time to time:

- i. borrow money on the credit of the Corporation; or
- ii. issue, sell or pledge securities of the Corporation; or
- iii. 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 Board of Directors may authorize a Director, other Director 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 as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any moneys borrowed or remaining due by the Corporation as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

### **7.9. Dissolution**

In the event that the WEHL is dissolved or ceases to operate for any reason, its material assets shall be liquidated and all remaining funds after payment of all outstanding debts and obligations shall be distributed among the membership as follows:

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All remaining funds shall be distributed among the members of record of the previous season on a pro-rata basis in accordance with their voting entitlements defined in section 2.6.1 provided that in the event that the dissolution occurs between July 1 of a given year and prior to the commencement of the following season (nominally September 1) that all members who have paid fees in anticipation of the upcoming season shall first have those fees refunded in their entirety.

For greater certainty the money will be paid to the parent of the player who signed the membership application.

Any funds that remain uncollected 6 months after the dissolution of the corporation will be donated to Roger's House Charity in Ottawa, Ontario.

### **7.10 Ice Contract Management**

The purpose of the WEHL is to facilitate the development of minor hockey players through the playing of hockey games and the practicing of hockey skills. To be able to achieve that, access to local hockey rinks and arenas is indispensable. Therefore the WEHL exists through its ability to procure ice from the City of Ottawa through its yearly renewable contracts with the City.

The ice contracts are hereby declared an essential resource that cannot be sold or assigned to another organization by the Board of Directors. The Board of Directors are responsible for the use of the ice made available from the City of Ottawa, for the prompt settling of accounts with the City and the application on a yearly basis for a renewal of the Contracts held from the previous year.

These By-laws prohibits the placement of anyone other than a member of the WEHL Board of Directors as the responsible authority for the management of the WEHL ice contracts with the City of Ottawa.

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### **8. Interpretation**

#### **8.1. General Interpretation**

In this General By-law 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 vice versa, and references to persons shall include firms and corporations.

#### **8.2. Applicable Laws**

This General By-law shall be read subject to applicable law including, without restriction, the applicable provisions of the Corporations Act (Ontario) and, to the extent of any inconsistency between the provisions of this General By-law and any such law, the provisions of such law shall prevail.