



## BCHL Constitution – Approved April 2019

### 1. NAME OF ASSOCIATION:

This association shall be referred to as the **Brantford Church Hockey League**, hereinafter, referred to as the BCHL.

### 2. OBJECTIVE AND PURPOSE:

The purpose of the BCHL shall be to foster the development of sportsmanship and life skills by providing youth with the opportunity of playing House League, Select, or any other additional Entry Level Hockey within the City of Brantford.

### 3. LOCATION AND HEAD OFFICE:

1. The official address for the BCHL shall be 69 – 79 Market Street South, P.O. Box 852, Brantford ON N3S 2E4.
2. BCHL shall hold all its meetings within the City of Brantford, or such other places as the Board of Directors may from time to time determine.

### 4. MEMBERS:

The Members of the Association are the elected Directors of BCHL, Coordinators of BCHL, paid employees of BCHL, all persons serving on BCHL Committees, all BCHL team officials, and all parents/legal guardians of players registered with BCHL.

### 5. CONSTITUTION AND BY-LAW AMENDMENTS:

A Special Resolution of the Members shall be required to make any changes to the **BRANTFORD CHURCH HOCKEY LEAGUE CONSTITUTION**.

A “special resolution” means a resolution that is submitted during the AGM or at a special meeting of the members of the association duly called for the purpose of considering the resolution, and passed by a majority vote.

Prior to a special resolution, any proposed changes to the BRANTFORD CHURCH HOCKEY LEAGUE CONSTITUTION must be forwarded, in writing to the Board of Directors of the Association. Notice of any proposed change must be provided by the Board of Directors to all Members in writing at least (30) days prior to the AGM or 30 days prior to a Special Members Meeting.

Excluding changes to BRANTFORD CHURCH HOCKEY LEAGUE CONSTITUTION, which must be made by special resolution, the Board of Directors may pass or amend policies, rules or procedures related to or necessary for the day-to-day operations of the BCHL, including amendments to ASSOCIATION BY-LAWS. Such amendments shall be effected by a majority vote of the Board of Directors. Notice of any new



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policies, rules, or procedures so passed shall be provided to the Members once effected and also at the next AGM.

Upon the ratification of any amendment to this BRANTFORD CHURCH HOCKEY LEAGUE CONSTITUTION or any new policy or rule or procedural amendment to the **ASSOCIATION BY-LAWS**, the Board of Directors shall provide notice of same, together with a revised copy of the relevant amended documents to all Members.

### **6. ASSOCIATION BY-LAWS:**

The rules governing conduct that have been adopted by the BCHL for all registered players and Members will be strictly enforced. The rules, policies and procedures are established in the **ASSOCIATION BY-LAWS** of the BCHL. It is the responsibility of all players and Members to be aware of and abide by these rules. The

ASSOCIATION BY-LAWS shall be published on the BCHL website.

#### LIST OF ASSOCIATION BY-LAWS:

- Complaint Form
- Coach Selection
- Convenor Policy
- Game Format and Curfew
- Game Shoot Out Policy
- Official Code of Conduct
- Parent Code of Conduct
- Player Call Up Policy
- Player Code of Conduct
- Police Check Policy
- Select Policy
- Volunteer Policy

### **7. BOARD OF DIRECTORS:**

The affairs of the BCHL shall be managed by a Board of not less than SEVEN (7) Directors appointed and elected by the Members at the AGM, or no less than EIGHT (8) Directors in years which BCHL is administrating the Minor Development (MD) program;

The Board is responsible for setting policy and approving procedures including ASSOCIATION BY- LAWS. Only eligible members of the association can be elected, re-elected or acclaimed to the Board of



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Directors. The Board is responsible for ratifying day to day decisions as voted on at monthly board meetings. Each Director will be assigned a specific portfolio(s) as a Board member of the Association.

The Board has the authority to form committees at its discretion. The Chair of any committee must be a Board member who reports back to the Board of Directors.

Board of Directors may hold a maximum of 1 vote regardless of how many positions they hold on the Board. Unless otherwise stipulated and agreed, proxy voting will NOT be accepted.

Board members must act in accordance with this CONSTITUTION and the ASSOCIATION BY- LAWS. Impeachment or removal of a Director may be effected by obtaining a majority vote by the Board of Directors during a special resolution meeting and/or election held at next AGM.

Resignations may be accepted before a term ends. The position(s) may be filled by appointment and ratified by 75% of the Board of Directors. Appointed Directors will conclude the term of the position.

In the event of the President's resignation, the Vice-President will automatically assume the position of President, and a new Vice-President shall be appointed by the Board of Directors, to conclude the term of the position.

The Board of Directors is comprised of the following positions:

- President (1 position)
- Vice President of Operations (1 position)
- Treasurer (1 position)
- Director of Risk Management and Compliance (1 position)
- Director of Player and Coach Development (1 position)
- Director of Select Operations (1 position)
- Director of Minor Development Operations (1 position) – only in years which BCHL is administrating the Minor Development Program
- Director at Large - House League Operations (max. 6 positions)
- Immediate Past President (1 position) – non-voting

### **PRESIDENT**

- a) Act as chief executive officer of the BCHL;
- b) Act as an ex-officio member of all meetings and committees;
- c) Execute documents as one of the signing officers of the BCHL;
- d) Chair all Board meetings;



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- e) Chair the SCHEDULING COMMITTEE; approve or delegate authority to approve all schedules and ice rental agreements;
- f) The President shall sit on the DISCIPLINE & DISPUTES COMMITTEE;
- g) Exercise the powers of the Board of Directors in case of an emergency; all such emergency decisions will be immediately communicated to the board and will be brought forward at the next scheduled meeting to be discussed and documented in the minutes.
- h) Represent the BCHL (or appoint a delegate to do so) at all Alliance functions;
- i) Assume responsibility for all incoming written communication directed to the BCHL and distribute same;
- j) Have discretion to suspend individual players, coaches, managers or teams for up to 72 hours; in the event that the President issues a suspension, an emergency meeting of the Board of Directors will take place within 72 hours to discuss and minute the decision, and to determine if further disciplinary action is required;
- k) With the Treasurer, review all registration fees paid to date, and deny playing privileges to any player unless fees are paid in full; and
- l) Approve refunds of any registration fees.

### **VICE PRESIDENT**

- a) In the absence of the President or in the event of the President's inability to act, the Vice President shall have and exercise all powers of the President;
- b) Sit on the COACH SELECTION & MANAGEMENT COMMITTEE;
- c) Chair the DISCIPLINE & DISPUTES COMMITTEE; Oversee and enforce any player disciplinary issues and forward any unresolved issues to the Board of Directors;
- d) To ensure that BCHL is represented at the Brantford Sports Council (attend or appoint a delegate to do so) as scheduled and report to the Board of Directors at the next Board of Directors meeting;
- e) Attend Alliance meetings as scheduled in lieu of BCHL representation as needed;
- f) In partnership with Brantford Minor Hockey League, to ensure that BCHL is equally represented by attending the MINOR DEVELOPMENT COMMITTEE in non-administrating years;
- g) In years when administrating the MINOR DEVELOPMENT program, sit in on the MINOR DEVELOPMENT COMMITTEE as chaired by the DIRECTOR MINOR DEVELOPMENT HOCKEY OPERATIONS; and
- h) Advise and assist with hockey operations as needed by other directors.

### **TREASURER**

- a) Keep a record of all monies received and disbursed, deposit all monies in a bank, make all disbursements by cheque as directed and approved by the Board of Directors;



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- b) All cheques from the Association are to be executed by the President and Treasurer, or in the absence of either, by the President or Treasurer and one other designated member of the Board of Directors;
- c) Keep a complete record of all monies received from registered players;
- d) Provide the Board of Directors with a monthly financial statement;
- e) Present at the AGM, a report and updated financial statement and ensure that an annual audited statement is completed and available in a reasonable period at the end of the BCHL year of operation;
- f) Work with the Auditor appointed by the Members at the AGM;
- g) In co-operation with the Board of Directors, prepare a budget for the current season, to be approved by Oct.15th by the Board of Directors; and
- h) To present regular bills paid since last meeting for approval of the Board of Directors and present any other bills for payment approval at regular Board of Directors meetings.

### **DIRECTOR RISK MANAGEMENT AND COMPLIANCE**

- a) To ensure that the BCHL Code of Conduct Policy is reviewed, approved by the Board of Directors, and updated annually. Code of Conduct Policy shall be published on the BCHL website;
- b) Ensure that all BCHL's policies are understood, including enforcement of protocols thereof, by coaches, assistant coaches, trainers, managers, players, parents official and committee members; and that all policies are published on the BCHL website;
- c) Receive all complete injury reports, and forward same to Alliance for their records;
- d) Ensure that up to date Vulnerable Sector Police Check records are maintained for any members of BCHL who are in a position of trust or authority over players under 18 years of age;
- e) Ensure that the Alliance abuse and harassment policy is understood, including enforcement protocols thereof, by all BCHL coaches, assistant coaches, trainers, managers, players, parents, officials and committee members;
- f) Maintain an up to date listing of parents who require Parent Respect In Sport certification; and
- g) The Director is responsible for submitting a report at the monthly Board of Directors meetings.

### **DIRECTOR PLAYER & COACH DEVELOPMENT**

- a) Provide direction, guidance and training opportunities to all House League and Select Coaches;
- b) Co-ordinate and ensure that all Coaches and Trainers are properly certified by aiding all other directors as needed;
- c) Be available to all coaches as on ice/off ice aid;
- d) Chair the COACH SELECTION & MANAGEMENT COMMITTEE;



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- e) Serve as Director of BCHL's PLAYER DEVELOPMENT PROGRAM and GOALIE DEVELOPMENT PROGRAM. These programs will be on-ice instructional sessions offered to registered BCHL players;
- f) Serve as Director of BCHL's LITTLE SAINTS PROGRAM; and
- g) A report summarizing all Player and Coach Developments activities to be presented at the monthly Board of Directors meetings.

### **DIRECTOR MINOR DEVELOPMENT HOCKEY OPERATIONS (Pending league administration)**

- a) To oversee all matters relating to the Minor Development Hockey Program, and all its operations;
- b) The Director of Minor Development will sit on the COACH SELECTION & MANAGEMENT COMMITTEE;
- c) The Director shall oversee the interviewing and selection of coaches to participate in the Minor Development Hockey Program;
- d) The Director shall be responsible for providing a list of appointed Minor Development Coaches to the Board of Directors for review. All coaches must be selected and in place as per the MINOR DEVELOPMENT COMMITTEE;
- e) The Director shall provide MD Coaches and MD Team Managers with approved rosters, travel permits and rules. Copies of all issued travel permits must be maintained;
- f) The Director of MD Hockey shall provide assistance to the Director of Player and Coach Development, ensuring that all MD Coaches have obtained the requisite certification and training programs;
- g) Alternate Players (AP's) must be approved and authorized as per the MINOR DEVELOPMENT COMMITTEE; and
- h) A report summarizing all MD Hockey Operations must be presented at the monthly Board of Directors meetings.

### **DIRECTOR SELECT HOCKEY OPERATIONS**

- a) To oversee all matters relating to the Select Hockey Program, and all its operations;
- b) The Director of Select Hockey will sit on the COACH SELECTION & MANAGEMENT COMMITTEE;
- c) The Director shall oversee the interviewing and selection of coaches to participate in the Select Hockey Program;
- d) The Director shall be responsible for providing a list of appointed Select Coaches to the Board of Directors, for review. All coaches must be selected and in place no later than Oct. 15th.
- e) The Director shall provide Select Coaches and Select Team Managers with approved rosters, travel permits and rules. Copies of all issued travel permits must be maintained;



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- f) The Director of Select Hockey shall provide assistance to the Director of Player and Coach Development, ensuring that all Select Coaches have obtained the requisite certification and training programs;
- g) Alternate Players (AP's) must be approved and authorized by the Director of Select Hockey.
- h) The Director shall Chair the TOURNAMENT COMMITTEE; and
- i) A report summarizing all Select Hockey Operations must be presented at the monthly Board of Directors meetings.

### **DIRECTOR AT LARGE (max. 6 positions)**

- a) To oversee all matters relating to House League operations within assigned division(s);
- b) To create the House League Teams by means of a draft or other equitable format, achieving parity of teams within each respective division;
- c) Manage and maintain player evaluations database for current and future years;
- d) To assist the League Administrator to have all House League Rosters submitted for approval by November 30th;
- e) Provide assist the Director Player and Coach Development to ensure that all bench staff has completed the required certifications, courses, etc.;
- f) To advise and counsel the President and the Vice President;
- g) Monitor competitive balance over the course of the season and approve players moves;
- h) Manage and oversee game play during the regular season, round robin and playoffs;
- i) Select one Director to attend all Alliance Hockey House League meetings and report to the Board of Directors at the next Board of Directors meeting;
- j) Assist in the investigation of any risk management issues that pertain to safety and Codes of Conduct within the jurisdiction in question and make decisions for disciplinary or corrective actions where needed using established guidelines; and
- k) Attend the DISCIPLINE & DISPUTES COMMITTEE if requested.
- l) Enforce ASSOCIATION BY-LAWS;

### **IMMEDIATE PAST PRESIDENT**

- a) The Immediate Past President serves as advisor to the President and assists the Board of Directors where needed;
- b) Ensures the successful onboarding of the President and the Board of Directors;
- c) Assists with special projects as assigned;
- d) Must have served as the President of BCHL in their previous term;
- e) Must be a current member in good standing;
- f) This role is automatic and is not voted on by the membership;
- g) The Past President is a non-voting position.



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\*\* For re-election, Directors will be identified as 1 through 6, representing the order of appointment.

An up to date and current contact listing of all Board of Directors will be maintained on the BCHL website.

### **8. EMPLOYEES OF THE ASSOCIATION:**

#### **LEAGUE ADMINSTRATOR (Contract paid position to be renewed annually – July 1st to June 30th)**

- a) Reporting directly to the President and Vice President, the League Administrator shall perform all general administrative duties for the BCHL and attend all Board of Directors Meetings;
- b) Respond under direction of the President or Board of Directors to all correspondence pertaining to the operations of the BCHL;
- c) Register all players with BCHL, Alliance Hockey and Hockey Canada; finalize and submit all rosters;
- d) Provide notice of all meetings as directed by the Board of Directors at least one week in advance of all Board of Directors Meetings to all members;
- e) Prepare and keep on file accurate minutes of all proceedings occurring at Board of Directors and Committee Meetings and distribute the minutes to each Director and Committee member at least one week prior to the next meeting date;
- f) Prepare and distribute all Board approved communications; publish the BCHL monthly newsletter; and update the league Notice Board located at the Brantford & District Civic Centre.
- g) Maintain an up-to-date mailing, email and telephone list of all Board of Directors, Coordinators, coaches, team trainers and parents;
- h) Send the notice of the AGM of the BCHL to the members of the Association;
- i) Attend the Annual General Meeting of the BCHL and record minutes;
- j) Execute documents as one of the signing officers of the BCHL;
- k) Hold regular office hours at the Brantford & District Civic Centre; and
- l) Under the direction of the Treasurer, assist in the collection of fees, payment of invoices, general banking and book keeping activities.

#### **ICE SCHEDULER (Contract paid position to be renewed annually – July 1st to June 30th)**

- a) Reporting directly to the President and Vice President, the Ice Scheduler shall assist with general administrative duties for the BCHL and attend all Board of Directors Meetings;
- b) Respond under direction of the President or Board of Directors to all correspondence pertaining to the operations of the BCHL;
- c) Sit on the SCHEDULING COMMITTEE, maintain and update the official league schedule on the BCHL website;





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- d) Provide assistance in the management of ice rental agreements;
- e) Maintain the BCHL website; update schedules and game results;
- f) Schedule time keepers for all house league and select games;
- g) Confirm ice schedules with outside parties, such as the City of Brantford and the Grand River Referee Association;
- h) Represent the interest of BCHL in matters involving ice times, ice costs, schedules and referees.

### 9. BOARD APPOINTED COORDINATORS

The Board of Directors reserves the right to appoint **COORDINATORS** to assist in the day to day operation of the league as required. Coordinator positions are non-voting. Coordinators operate under the direction of the Board of Directors, and will be assigned specific tasks and portfolios. The following positions may be appointed by the Board of Directors:

- TIME KEEPER COORDINATOR
- CONVENOR IN CHARGE
- FUNDRAISING/SPONSORSHIP COORDINATOR
- COACH IN CHARGE (JUNIOR HOUSE)
- COACH IN CHARGE (SENIOR HOUSE)
- PLAYER DEVELOPMENT COORDINATOR
- EQUIPMENT COORDINATOR
- TOURNAMENT COORDINATOR
- SOCIAL MEDIA/COMMUNICATION COORDINATOR

The Board of Directors, at its discretion **may** offer 1 (one) partial registration credit per person to the above Coordinator Positions. Any and all registration credits will be voted on and ratified by the Board of Directors. The names of individuals holding these positions along with areas of accountability shall be posted on the BCHL website.

### 10. ASSOCIATION COMMITTEES

The following association committees shall be formed following the AGM. Committees will be comprised of Board of Directors, and Members/Non-members of the Association. The Board of Directors will publish a notice to the membership of the community requesting volunteer participation.



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### **TOURNAMENT COMMITTEE** – Chaired by Director of Select

- This committee shall oversee the planning and management of the annual Tournament of Friends.

### **SCHEDULING COMMITTEE** – Chaired by President

- This committee shall oversee ice scheduling and rental agreements.

### **DISCIPLINE & DISPUTES COMMITTEE** – Chaired by Vice President

- This committee shall oversee all matters relating to discipline and disputes.

### **COACH SELECTION & MANAGEMENT COMMITTEE** – Chaired by Director of Player & Coach Development

- This committee shall oversee all matters relating to coach selection and management.

### **MINOR DEVELOPMENT COMMITTEE (In administration years) – Chaired by Director Minor Development Hockey Operations.**

- This committee shall oversee all matters relating to the Minor Development program.

Committees shall meet as required. The Chairperson of each committee shall call meetings on an as needed basis. Meeting minutes must be recorded at all sessions, and forwarded to the League Administrator. Committee meeting minutes shall be posted on the BCHL website.

Committees are also required to submit reports to the Board of Directors for review. Any items requiring ratification must be submitted in the form of a report. Ratification will take place at the following monthly meeting of the Board of Directors.

Committees are in place to assist in the management and oversight of our league and associated programs. Committee members are encouraged to bring forth ideas and suggestions for improvement. Committees do not have the authority to amend ASSOCIATION BY-LAWS or the BRANTFORD CHURCH HOCKEY LEAGUE CONSTITUTION. All recommendations arising from committee meetings must be presented to the Board of Directors in a written report.

## **11. ELECTION OF DIRECTORS**

MEMBERS of BCHL, in good standing are eligible to stand for election or re-election for the above positions. NON-MEMBERS of BCHL are also eligible to stand for election or re-election for the above positions, with the exception of the President and Vice President positions.

Members of BCHL standing for election or re-election as a Director may be acclaimed to the position if there are no other candidates also standing for election or re-election for the same position.



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A Non-member of BCHL standing for election or re-election as a Director is not eligible to be acclaimed to any position. In the event that a Non-member is the sole candidate vying for a position, then a majority vote by all members in attendance at the AGM is required for acclamation.

After a Director has served a term of two (2) years in any capacity, he/she must stand for re-election as a Director by the Members at the AGM before he/she may sit on the Board.

At subsequent AGMs, the Members shall elect Directors to fill vacancies caused by the expiring terms of any Directors in the manner prescribed below:

In EVEN numbered years, the Vice President, Director Risk Management & Compliance, Director Select Operations, Director at Large (1), Director at Large (3) and Director at Large (5) will stand for election.

In ODD numbered years, the President, Treasurer, Director of Player and Coach Development, Director at Large (2), Director at Large (4) and Director at Large (6) will stand for election.

The Director of Minor Development Operations shall serve a maximum two (2) year term. The position will stand for election at the AGM in any year directly preceding an MD administrating season.

If a Director position is declared vacant by resignation, removal by the Board or Members, or in the event that there is no successful candidate at the AGM, such vacancies may be filled by appointment by the Directors by a majority vote as the Directors see fit, and such appointments will be held in accordance with the election cycle prescribed within this constitution.

### **12. ANNUAL GENERAL MEETING (AGM)**

The Annual Meeting of the Brantford Church Hockey League shall be held on a date and time set by the Board of Directors, following the end of the BCHL hockey season, but no later than the 30th day of May. Notification of the time and place of the meeting must be posted 30 days prior to the meeting.

Expired positions for the Board of Directors will be posted on website and distributed through email newsletter no earlier or later than 30 days prior to the scheduled AGM.

Nominations forms must be submitted to the League Administrator in writing or via email 10 days prior to the AGM. Nominees must be in good standings with BCHL. Nominations will not be accepted from the floor for a position on the Board of Directors

Changes to the Constitution must be published 30 days prior to the AGM.

Items of concern must be submitted to the Secretary in writing 14 days prior to the AGM.



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The Agenda will be posted 10 days in advance of the AGM, along with nominees up for election at the AGM on the BCHL website and communicated via newsletter.

Amendments to the Constitution arising from items of concern must be presented in the form of a motion, seconded and must be approved by 66% of the eligible voters to pass and will take place effective immediately.

Members in good standing, as of March 31st in the current calendar year are eligible to vote. All those wishing to vote must first register with the League Administrator prior to the meeting during the voter registration.

Items not on the Agenda may be debated and voted under New Business.

### **AGM Agenda Format:**

- Voter Registration
- Call to order
- Conflicts of Interest
- Approval of Agenda
- Approval of Previous Minutes
- President Introduction & Remarks
- Presentation of Reports:
  - Treasurer Report
  - Select Report
  - House Report
  - MD Report (if applicable)
- Nominations & Election of Directors
- New Business
- Motion to Adjourn

### **13. MONTHLY BOARD OF DIRECTORS MEETINGS**

The Board of Directors will meet monthly (minimum of 10 times per year). The quorum will consist of a majority (50% plus one) of the Board of Directors. Committee, Director Reports, New Business or items for discussion must be submitted to the League Administrator on the 1st of each month. Directors not able to attend the Board Meeting are required to notify the secretary 24 hrs in advanced of the meeting.

The League Administrator will distribute to the Board of Directors in a form of a package including all reports and an agenda 7 days prior to the next scheduled Board Meeting.



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Meetings outside of the regular schedule to deal with operational issues (A Special Meeting) may be called with approval of 50% of the Board of Directors.

### **Board Meetings Agenda Format:**

- Call to order Conflict of Interests Consent Agenda:
- Previous Minutes
- House League Report Select Report
- Treasurer Report Committee Reports
- New Business
- Confirmation of Upcoming Meetings
- Motion to Adjourn

### **14. SPECIAL MEETINGS:**

Special Meetings to discuss any issues may be called with the approval of 50% of the Board of Directors.

In the event of a Special Meeting, Directors may submit their vote via proxy to another Director in their absence. Proxy voting may only be used when there is quorum. In doing so, the Director in attendance may vote on behalf of the absent Director. Only one proxy vote per Director may be held. A roll call will be held at the beginning of the special meeting to duly note in the minutes which Directors are present and which Directors are absent and voting by proxy.

Meeting minutes to be forwarded to the League Administrator, and shall be posted on the BCHL website.

### **15. AMENDMENTS TO THE ASSOCIATION BY-LAWS:**

Amendments made to the ASSOCIATION BY-LAWS must be presented to the Board of Directors for approval. All amendments require a majority vote by the Board of Directors be effected.

Amendments shall be posted on the BCHL website.

### **16. DISSOLUTION OF THE ASSOCIATION:**

16.1 Dissolution of the Association can occur at an Annual General Meeting or a Special Members' meeting where two-thirds of the members in attendance vote for such dissolution and a quorum exists. Unless allowed by law, no proxy votes will be permitted.



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16.2 Notice of Motion to dissolve the Association will be published in the local media a minimum of three times (3) starting with the first notification thirty (30) days prior to the Annual General Meeting or Special Members' meeting at which such a motion is to be considered.

16.3 Any motion to dissolve the Association must first be received by the League Administrator who will bring it to the Board of Directors who must meet and have a quorum to vote on such a motion. A two-thirds majority vote by the Board members must occur before such a motion advances to an Annual General Meeting or Special Members' meeting.

16.4 Upon the dissolution of the Association, and after payments of all debts and liabilities, the Association's remaining property shall be disposed of and distributed to other not-for-profit minor sports organizations operating primarily in the City of Brantford. The Board of Directors will determine the specific recipients and the amounts they are to receive from any residual funds that result from dissolution.

### **17. PROTECTION AND INDEMNITIES TO DIRECTORS AND OTHERS:**

17.1 Every Director, Officer or Agent, including all Officers of the Board, of the Corporation who acted honestly and in good faith and their heirs, executors and administrators, and their estate and effects, respectively, shall be indemnified and save harmless out of the funds of the Corporation, from and against:

17.1.1 All costs, charges and expenses whatsoever that the Trustee sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against the Director, Officer or Agent in relation to any act, deed, matter or thing whatsoever, made, done or permitted by the Director, Officer or Agent in relation to the execution of the duties of the Director, Officer or Agent, including any duties as an Officer of the Board; and,

17.1.2 All other costs, charges and expenses which that are sustained or incurred by the director, officer or agent about or in relation to the affairs of the Corporation , except such costs, charges or expenses as are occasioned by their own willful neglect or default or lack of authority of the Director, Officer or Agent.

17.2 The Corporation shall also indemnify any director or officer in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by the Act or law.

17.3 FURTHER PROTECTION FOR DIRECTORS AND OFFICERS - Except as otherwise provide by the Act, no director (including any Officer of the Board) or officer for the time being of the Corporation shall be



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liable for the acts, receipts, neglects or defaults of any other director or officer or agent or employee or for the joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage ensuing from the bankruptcy, insolvency or tortuous act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own willful neglect or default. The directors, or officers, for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation; except such as shall have been submitted to and authorized or approved by the Board of Directors.

17.4 FORMER DIRECTORS AND OFFICERS – For greater certainty, the indemnities and protections shall be extended to former directors and officers of the Corporation after they have left office regarding any alleged acts and omissions which arose while they were still in office.

### 18. CONFLICT OF INTEREST POLICY:

The purpose of the Conflict of Interest Policy is to protect BCHL's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one its elected Directors of BCHL, Coordinators of BCHL, paid employees of BCHL, all persons serving on BCHL Committees, all BCHL team officials, and all parents/legal guardians of players registered with BCHL. This policy is intended to supplement, but not replace, any applicable federal or provincial laws.

Conflicts of interest covered under this policy can arise from **Financial Interests** or can also arise from **Hockey Operation Interests** (such as the appointment of coaches and player selections).

**Financial Interests** – if the individual has, directly or indirectly, any actual or potential ownership, investment or compensation arrangement with any entity that conducts transactions with BCHL.

**Hockey Operation Interests** – if the individual has, directly or indirectly, any actual or potential benefit which may result for any hockey operation interests, such as coach and player appointments – OR – if the individual has a direct or indirect influence on any hockey operation matter in which impartiality can be questioned or challenged.

**Note** – not all Financial Interests and Hockey Operation Interests are necessarily conflicts of interest. A conflict of interest can only be declared if the BCHL Governing Board confirms that a conflict of interest exists.



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### **Duty to Disclose**

In connection with any actual or possible conflict of interest, a person with financial or hockey operation interests must disclose the existence of the interest and be given the opportunity to disclose all the material facts to the directors of BCHL. The interested entity/person shall disclose all material facts in writing to the Board of Directors.

### **Board of Directors Review**

The board shall review all material facts, and any other disclosures regarding the Financial or Hockey Operation interests. After exercising due diligence, the BCHL Board of Directors shall determine whether the organization can obtain, with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not produce a conflict of interest. The interested person shall not be present during the deliberation by the Board of Directors. The review will be executed by disinterested board members only.

If an alternate transaction or arrangement is not possible, the board of directors shall determine by majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of BCHL. The board of directors shall make its decision on whether to enter into the transaction or arrangement.

### **Disciplinary Actions**

If the board of directors has reason to believe an individual has failed to disclose actual or potential conflicts of interest, it will inform the interested individual and provide an opportunity for clarification. If the board of directors still has reason to believe that a conflict of interest exists, it will take correction action which may include a cancelling of any contracts/transactions (in financial related matters), and may also result in suspensions or dismissals (in hockey operation related matters).