



**BRANTFORD COMMUNITY HOCKEY  
LEAGUE  
CONSTITUTION AND BY-LAWS  
JUNE 30, 2024**



# Brantford Community Hockey League Constitution and By-Law

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## 1. DEFINITIONS

- 1.1. Reference to “the Association,” unless otherwise stated, is referring to the Brantford Community Hockey League.
- 1.2. Reference to “the Board,” unless otherwise stated, is referring to the Board of Directors of the Brantford Community Hockey League.
- 1.3. Reference to “Board member” means a Board of Director member of the Association.
- 1.4. Reference to “the chairperson,” unless otherwise stated, is the President of Brantford Community Hockey League.
- 1.5. Reference to “secretary” means the General Manager of the Association and the roles are synonymous.

## 2. NAME

This organization is incorporated under the laws of the Province of Ontario and shall be known as the BRANTFORD COMMUNITY HOCKEY LEAGUE, hereinafter referred to as BCHL.

## 3. PURPOSE

The purpose of the Association shall be:

- 3.1. 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.
- 3.2. To organize and control hockey competition as a division of the Minor Hockey Alliance of Ontario and by the authority of Hockey Canada.
- 3.3. To develop and encourage sportsmanship, community spirit and good fellowship amongst youth to the betterment of their physical, mental and social well-being.
- 3.4. To have and exercise a general care for and direction over all participants, teams and volunteers in their activities relating to the operation of the Association.
- 3.5. To sponsor and promote athletic, social, and other activities as may be required to finance the undertakings of the Association.
- 3.6. To solicit and accept donations, gifts, legacies and bequests for carrying on the undertakings of the Association.

## 4. ASSOCIATION MEMBERSHIP

The Association’s membership will comprise the following categories of members:



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- 4.1. **Honorary Members** – individuals who are identified by the Board of Directors and/or the membership for outstanding community leadership and service which has benefited the development of amateur hockey at any level.
- 4.2. **Current Members of the Board of Directors** – all members of the Board of Directors of the Association who are currently in a Board position.
- 4.3. **Paid staff** of Brantford Community Hockey League
- 4.4. **The Coach and Assistant Coaches of Each Association Team** – the person who is approved by the Board of Directors as the coach and assistant coaches of each of the Association’s hockey teams.
- 4.5. **The Manager of Each Association Team** – the person who is approved by the Board of Directors for each of the Association’s hockey teams.
- 4.6. **The Trainer of Each Association Team** – the person who is approved designated/recognized by the Board of Directors for each of the Association’s hockey teams.
- 4.7. **All parents/legal guardians** of players registered with Brantford Community Hockey league.
- 4.8. **Volunteers** – volunteers who are designated by the Board of Directors as members.
- 4.9. **Forfeiture of Membership** – Membership in the Association will terminate immediately upon:
  - I. The expiration of the Member’s membership, unless renewed in accordance with these By-laws.
  - II. The Member fails to maintain any of the qualifications or conditions of membership.
  - III. Resignation by the Member by giving written notice to the Association.
  - IV. Dissolution of the Association.
  - V. The Member fails to pay dues by a date determined by the Board (or designate);
  - VI. A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Association’s policies.
  - VII. The Member’s death or dissolution, as applicable; or
  - VIII. By majority vote of the Board, a committee of Directors, or a committee of Members (as applicable) at a duly called meeting, provided fifteen (15) days’ written notice to a member. The notice shall set out the reasons for the termination of membership. The Member receiving the notice shall be entitled to give a written submission opposing the termination not less than five (5) days before the end of the 15-day period. The Board, committee of Directors, or committee of Members (as applicable) shall consider the written submission of the Member before making a final decision regarding the termination of membership.
  - IX. As a condition for membership, a member (or the Member’s parent/guardian, on behalf of the Member, if the Member is younger than 18 years old) must comply with the Association’s policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Association’s policies and procedures may result in discipline, or suspension or termination of membership.



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## 5. MEMBERS' MEETINGS

### 5.1. General

- 5.1.1. The only persons entitled to attend a meeting of the Members are the Members, the Directors and Officers, individuals possessing a proxy on behalf of a member, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.
- 5.1.2. Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 5.1.3. Each member has one vote at any duly called members' meeting, excluding the meeting chairperson.
- 5.1.4. The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 6:00 pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.
- 5.1.5. No proxy votes are to be recognized by the Chair/President of the Association at any members' meeting.
- 5.1.6. A secret ballot for member voting can be authorized by the President or the Board of Directors or based on a motion moved and seconded by members at a members' meeting and approved by the eligible members voting. For any secret ballot held at a members' meeting, the Board of Directors' Secretary and two members at such a meeting, elected by the members, will act as scrutinizers to oversee the vote to confirm the vote and result and accuracy, such Secretary and two members still being entitled to enter their vote by ballot. Elections must always be held by secret ballot.
- 5.1.7. All motions, except as required by the legislation or by these By-laws, undertaken at a meeting of the Members is approved by majority vote of the Members.



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- 5.1.8. A motion at a meeting of the Members that receives a tied vote, and for which a quorum exists, the President can accept or reject the motion as the tiebreaker.
- 5.1.9. A motion at an Annual General Meeting that receive a tied vote, and for which a quorum exists, is defeated, as are motions that do not receive 50% plus one (1) vote of acceptance or By-Law amendments that do not receive a two-thirds vote of acceptance.

## 5.2 Annual General Meeting

- 5.2.1 The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Association's fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).
- 5.2.2 All members will be given a minimum of ten (10) and not more than fifty (50) days' notice of the Annual General Meeting based on two (2) email notifications to each member, and/or notification postings in local arenas where Association teams play; and/or Website and/or social media at the discretion of the Board of Directors.
- 5.2.3 Annual General Meetings will be chaired by the Association President, in their absence, the First Vice-President, in their absence, the Second Vice-President, and in his or her absence by a Board member approved by the Board.
- 5.2.4 The minimum agenda requirements for an Annual General Meeting will be as follows:
  - i. Confirmation of the Notice of Meeting
  - ii. Approval of the previous Annual General Meeting and any Special Members' meeting minutes.
  - iii. Presentation of the audited financial statement for the Association, unless unaudited financial statements are permitted by law with the Members' approval.
  - iv. Appointment of the succeeding fiscal year auditors or accountants if unaudited financial statements are permitted by law with the Members' approval.
  - v. Election of Board members for the positions open for election
  - vi. Proposed amendments to the By-law of the Association.
  - vii. Other agenda items appropriate for an Annual General Meeting and as identified and/or approved by the Board of Directors.



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- 5.2.5 A quorum for an Annual General Meeting will be 10% of the eligible members of the Association at the time of the Annual General Meeting.

## 5.3 Special Members' Meetings

- 5.3.1 Special Members' meetings of the Association's members can be called based on the following:  
A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.
- 5.3.2 The President will chair Special Members' meetings unless that person has a conflict of interest or is the subject of the consideration of the Special Members' meeting. If such a case occurs, the First Vice-President will chair the Special Members' meeting, and if the First Vice-President cannot chair the Special Members' meeting, the Second Vice-President will chair the Special Members' meeting, and if the Second Vice-President cannot chair the Special Members' Meeting, then a Board member approved by the Board will chair the Special Members' meeting.
- 5.3.3 Special Members' meetings can have an agenda that contains any of the agenda items that are outlined in this By-Law for an Annual General Meeting, or a topic or topics either approved by the Board of Directors or as identified by the members who have requested such a meeting.
- 5.3.4 Minutes are to be taken of all Special Members' meeting and recorded in the Association's Minute Book.
- 5.3.5 Any Special Members' meeting vote for Board of Director positions will have the vote process undertaken as per the process outlined for an Annual General Meeting in this By-Law.
- 5.3.6 A quorum for a Special Members' meeting will be 10% of the eligible members at the time the Special Members' meeting is held.



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## 6. BOARD OF DIRECTOR ELIGIBILITY AND ELECTIONS

- 6.1. To be eligible to be a Board member, nominees for the Board of Directors and incumbent Board members must:
  - 6.1.1. Be over the age of eighteen (18) years and be an individual
  - 6.1.2. Not be a person found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing projects.
  - 6.1.3. Not be a person who has been found incapable by any Court in Canada, or elsewhere.
  - 6.1.4. Be a member of the Association in good standing in terms of all payments to the Association, dues, etc., including without limitation the punctual payment of fees for any member's child who plays for the Association.
  - 6.1.5. Have been a volunteer in good standing at any level in the Association for at least one (1) year immediately preceding the commencement of the Board's ensuing annual term, unless this requirement is waived by a vote of two-thirds of the Board of Directors.
  - 6.1.6. Pass any screening requirements as determined by the Board (or designate)
  - 6.1.7. Be bondable for positions on the Board of Directors positions that are involved with the handling of corporate or organizational funds.
  - 6.1.8. Be in attendance at the annual General Meeting or Special Members' meeting at which their nomination is being voted on and declare their interest in and time availability to fulfil their role as a Board member and the assigned role they would have on the Board of Directors, or provide in writing to the said meeting their interest in and time availability if they cannot attend the meeting.
- 6.2 The Nominating Committee of the Board of Directors will present nominees for the Board positions that are either vacant or up for renewal for the purposes of election at the Annual General Meeting.
- 6.3 Nominations from members of the Association will be accepted by the Board Secretary for a vote at an Annual General Meeting if the Association member making the nomination gives thirty (5) days' prior written notice to the Secretary of the nominee together with a second member seconding the nomination.
- 6.4 Once all nominations are finalized, the Chair will call on the Secretary for a vote for each position, using a secret ballot.
- 6.5 The Secretary of the Board of Directors will announce the results of the vote identifying the new Board members.





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- 6.6 The results of the elections will be recorded in the minutes of the Annual General Meeting, and if a secret ballot is utilized, the meeting Chair will accept a motion to destroy the ballots after final acceptance.
- 6.7 Minutes will be taken for all Annual General Meetings and recorded in the Association's Minute Book, with minute's approval at the succeeding Annual General Meeting.
- 6.8 An individual who is elected or appointed to be a director must register with the Association as a Director, must sign all required documents presented by the Association, and must consent in writing to hold office as a director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a director who is re-elected or reappointed when there has been no break in their term of office.

## 7. BOARD OF DIRECTORS

### 7.1. Board of Directors Role

- 7.1.1. The governance and policy making responsibilities of the Association shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs.
- 7.1.2. The Board is empowered, including but not limited to:
  - i. Make policies and procedures or manage the affairs of the Association for the purpose of furthering the objects and purposes of the Association in accordance with the Act and these By-laws.
  - ii. Make policies and procedures relating to the discipline of Members and have the authority to discipline Members in accordance with such policies and procedures.
  - iii. Make policies and procedures relating to the management of disputes within the Association and deal with disputes in accordance with such policies and procedures.
  - iv. Employ or engage under contract such persons as it deems necessary to carry out the work of the Association.
  - v. Determine registration procedures, determine membership fees, and determine other registration requirements.
  - vi. Enable the Association to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and



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- purposes of the Association.
- vii. Make expenditures for the purpose of furthering the objects and purposes of the Association.
  - viii. Invest funds for the purpose of furthering the objects and purposes of the Association.
  - ix. Manage the Association's assets and resources expenditures for the purpose of furthering the objects and purposes of the Association.
  - x. Borrow money upon the credit of the Association as it deems necessary in accordance with these By-laws; and
  - xi. Perform any other duties from time to time as may be in the best interests of the Association.

## **7.2 Board of Director Membership, Meetings, Terms and Voting**

- 7.2.1 The Association's Board of Directors will consist of no less than six (6) and no more than fifteen (15) members elected by the Association's members.
- 7.2.2 Each Board member has one vote at a duly constituted Board of Directors' meeting. No proxy votes will be authorized / recognized by the Chair of any such Board of Directors' meeting.
- 7.2.3 A Board Member may, if all the Board members consent, participate in a meeting of the Board by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Board member so participating in a meeting is deemed to be present at the meeting.
- 7.2.4 At the discretion of the President, and at times between scheduled Board of Directors meeting, motions seeking approval from the Board of Directors can be emailed/digitally sent to the Board Members requesting their vote on the motion and to return their vote to the President by email/digitally. The same quorum requirements and voting procedures as for regular Board of Directors meetings will apply.
- 7.2.5 The President, acting as the Chair of a Board meeting, has no vote. If a Board member other than the President is acting as the Chair, the Board member so acting as Chair has one (1) vote. The quorum for a Board meeting is a majority of the elected Board members present.
- 7.2.6 Board members are elected for two-year terms and are allowed to serve a total of 8 years consecutively, after which they must leave the Board of Directors and wait one (1)



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year before they become eligible for election to the Association's Board of Directors.

- 7.2.7 Board of Director positions (not including Officers and Past President) listed in the Policies Manual Board of Directors 1.1.4 Section 1.2 will stand for election those listed in the policy with odd numbers in odd years and even numbers in even years. (Example Director of Coaching and Development will be up for election in odd years, Director of Select will be up for election in even years).
- 7.2.8 The office of any Director will be vacated automatically if:
- i. The Director resigns.
  - ii. The Director fails to consent in writing to hold office as a director within ten (10) days of their initial election or appointment.
  - iii. The Director is found to be incapable of managing property by a court or under Ontario law.
  - iv. The Director is found by a court to be incapable; or
  - v. The Director dies
- 7.2.9 No individual may hold more than one position on the Board of Directors of the Association at any one time.
- 7.2.10 Board members shall serve without remuneration. No Board member shall directly or indirectly profit from his/her position or receive fees. Reasonable expenses incurred by him/her in the performance of his/her duties may be reimbursed subject to standard accounting principles.
- 7.2.11 An elected Director may be removed by majority vote at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such meeting.

## **7.3 Board of Director Assignments and Committees**

- 7.3.1 Directors may be appointed, by the Board, to serve as Directors of various portfolios related to the operations of the Association (e.g., Communications Director, Sponsorship Director, etc.). Directors may have more than one portfolio and may be assigned and removed duties by resolution of the Board.
- 7.3.2 The Board has the authority to establish all Board of Directors position, assignments, roles, functions, and titles, except for the Officer positions on the Board of Directors.



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- 7.3.3 Where the Association's document of incorporation or document that legally modifies such incorporation provides for a minimum and maximum number of Board members, the number of Board members of the Association may be determined by two-thirds of the Board members. A decrease in the number of Board members does not shorten the term of an incumbent Board member.
- 7.3.4 The Board of Directors has the authority to form Standing Committees, Ad Hoc Committees and Task Forces at its discretion. Each Committee and Task Force is to have a Terms of Reference approved by the Board of Directors.
- 7.3.5 The Chair of any Standing Committee, Ad Hoc Committee or Task Force is to be a Board member who reports back to the Board of Directors of the Association.
- 7.3.6 An Executive Committee of the Board of Directors will be formed, involving the:
- i. President
  - ii. First Vice-President
  - iii. Second Vice-President
  - iv. Treasurer
  - v. One other Board member elected by the Board of Director
  - vi. General Manager
- 7.3.7 The Executive Committee will have the following responsibilities:
- i. Organize, prioritize, and develop the activities for Board of Directors meetings, including agenda development for any Board meeting.
  - ii. Approve the Nominating Committee's proposed list of Board members prior to its presentation to the Board.
  - iii. Act on behalf of the Board of Directors in emergency or time limited situations, seeking Board of Directors' approval at the next Board of Directors' meeting for its decisions, or by calling a Special Board of Directors' meeting to deal with such situations.
  - iv. Ensure that the strategic planning, operational plans, relationships with Hockey Canada and the Minor Hockey Alliance of Ontario and other partners are functioning appropriately and in the best interests of the Association.
  - v. Undertake other actions as delegated by the Board through an approved Board motion authorizing such actions.
- 7.3.8 The Board of Directors will meet a minimum of five (5) times a year between the first of September and the end of June each year, and at other times as determined by the Board of Directors and/or as called by the President.



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7.3.9 The President can call a Special Board of Directors meeting at their sole discretion or a Special Board of Directors meeting can be called if three (3) or more current members of the Board of Directors request such a meeting to the President in a letter identifying the topic or topics to be discussed at the Special Board of Directors meeting and is signed by the requesting Board members. Such a meeting must be called within five (5) days after receipt of such a letter signed by three (3) or more Board members. If the President is not available, the First Vice-President will act on such a meeting request and the First Vice-President will also do so, if the President fails to call the Special Board of Directors' meeting within five (5) days. The five (5) days' notice can be extended at the sole discretion of the Board members requesting a Special Board of Directors' meeting.

## **7.4 Nominating Committee and Call for Nominations**

7.4.1 Each year, ninety (90) days before the end of the fiscal year, the Board of Directors will appoint a Nominating Committee comprised of the Past President, one (1) current Board member and two (2) Association members. If the Past President is unavailable or unable, then the First Vice-President shall sit in the place of the Past President. If the First Vice-President is unavailable or unable, then the Second Vice-President shall sit in the place of the Past President. If the Second Vice-President is unavailable or unable, then the Board shall select their replacement to sit on the Nominating Committee.

7.4.2 The Nominating Committee will first identify the Board of Directors' positions for which their full-term limit has expired. The Nominating Committee will then ask the incumbent Board members whose two-year term is over, if they are interested in a further two-year term.

7.4.3 Based on Board positions being vacated due to resignations, short term appointments, retirements or term limits, the Nominating Committee will then identify the positions that are to be voted on at the Annual General Meeting and undertake a Call for Nominations.

7.4.4 A Call for Nominations will be placed on the Association's website and posted in arenas where Association teams play and undertaken in other ways as appropriate to secure Board of Director nominations.

7.4.5 Nominations for Board of Director positions must be received by the Board Secretary or the Nominating Committee five (5) days prior to the date of the Annual General Meeting. The Board Secretary will transfer nominations received from the membership



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to the Chair of the Nominating Committee.

- 7.4.6 The Nominating Committee membership will review the nominees presented to the Committee and/or secure nominations through its own efforts and determine which individuals are eligible for election. With the understanding that all eligible nominees will be submitted to the membership for a vote, the Nominations Committee will then develop a list of endorsed nominees.

## **8. OFFICERS**

### **8.1. Positions, Terms and Eligibility**

The Board of Directors will elect the President, First Vice-President, Second Vice President, Secretary and Treasurer.

- 8.1.1. The President, First Vice-President and Second Vice-President will be elected each for a two (2) year term and the Secretary and Treasurer will be elected each for a two (2) year term by the Board members at the first meeting of the Board of Directors after the Annual General Meeting. Officers at the Annual General Meeting will remain in place until the new Officers are elected by the Board of Directors.
- 8.1.2. To be eligible to run for an Officer position of the Association, an individual must have served a minimum of one (1) year on the Board of Directors of the Association within the past two years before the election, unless this requirement is waived by a vote of two-thirds of the Board of Directors.
- 8.1.3. The Board of Directors will elect the First Vice-President, Second Vice President, Secretary and Treasurer. The First Vice-President will automatically move into the President's position on the Board of Directors of the Association, unless the current President is re-elected by the Board of Directors to that position.
- 8.1.4. Once the President leaves the President's position, the previous President becomes the Past President, and the incumbent Past President leaves the Board of Directors. There can only be one Past President at any one time. In cases where a President leaves during their term of office and/or is not available to fulfill a Past President role, the Current Past President will stay on the Board of Directors. If a Board member completes the one-year term of a President who has resigned or was otherwise unable to complete his or her term, the Board member that completes the term of such President shall be the Past President.

### **8.2 Officer Position Responsibilities**



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## 8.2.1 President

Within the authority of the Association and as the Chair of the Board of Directors, shall have all the powers of the President of the Branch, and without limiting the generality of the foregoing, shall have the powers to:

- i. Ensure the objectives and policies of the Association are conducted.
- ii. Ensure the rules and regulations of other governing organizations, including the Minor Hockey Alliance of Ontario, Hockey Canada and the Ontario Hockey Federation are adhered to.
- iii. Be one (1) of the signing Officers of the Association.
- iv. Chair all Board of Directors,' Annual and Special Members' meetings of the Association.
- v. Be the Association's representative to the Brantford's Sports Council or appoint a designate.
- vi. Undertake other duties as assigned by the Board of Directors.

## 8.2.2 First Vice-President

- i. In the absence of the President, or in the event of the President's inability to act, have all the authorities of the President.
- ii. Assist the President in the operation and administration of the Policies and By-laws of the Association.
- iii. Be one (1) of the signing Officers of the Association.
- iv. Be responsible for any strategic and operational planning for the Association.
- v. Undertake other duties as assigned by the President or the Board of Directors.

## 8.2.3 Second Vice-President

- i. In the absence of the President and First Vice-President, have all of the authorities of the President if assigned by the President or First Vice-President.
- ii. Look after/oversee all publicity and communications pertaining to Association matters.
- iii. Oversee the operation of tournaments operated by the Association.
- iv. Be one (1) of the signing Officers of the Association.
- v. Other duties as assigned by the President or the Board of Directors.

## 8.2.4 Secretary/General Manager

- i. Ensure an accurate record of all Board of Directors,' Annual and Special Members' meetings in writing, and maintain copies on file for the future use of the Association and for any statutory reporting requirements.
- ii. Receive and distribute to the Board of Directors all correspondence directed to the Board of Directors or any member of the Board of Directors that is to be



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dealt with by the Board and retain on file all copies of such correspondence received and as distributed.

- iii. Establish and maintain accurate lists of the current members of the Association eligible to vote at the Annual General Meeting or Special Members' meeting.
- iv. Other duties as assigned by the President or the Board of Directors.

## **8.2.5 Treasurer**

- i. Keep a record of all funds received and disbursed, deposit all funds in Association bank account(s) and make disbursements by cheque.
- ii. Present at each meeting of the Board of Directors up-to-date financial statements.
- iii. Act as a Chair of a Budget and Finance Committee for the Association if formed by the Board of Directors.
- iv. Be one (1) of the signing Officers for the Association.
- v. Have the Association's financial statements independently reviewed annually by an auditor and present such financial statements for approval at the Association Annual General Meeting, provided that the appointment of an auditor shall not be required where it is not a requirement by law and the members agree that an audit is not required.
- vi. Receive from each select teams, a statement of accounts on a monthly basis to be kept on file within the Association.
- vii. Be consulted with respect to all activity/event budgets operated on behalf of the Association.

## **9. SIGNING AUTHORITIES**

- 9.1. Association cheques must bear the signature of two (2) of the following four (4) Officers of the Association, namely, the President, First Vice-President, Second Vice-President, and Treasurer.
- 9.2. Any contractual arrangements via a contract, agreement or other legal authority, requires Board of Directors' approval, and the signature of two (2) of the following four (4) Officers of the Association, namely, the President, First Vice-President, Second Vice-President and Treasurer or other signatories authorized by Board resolution.

## **10. ASSOCIATION OFFICE AND STAFFING**

- 10.1. The location of the Association offices will be within the boundaries of the City of Brantford or any succeeding municipal structure that includes all or most of the City of Brantford's boundaries as of January 1, 2013.





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- 10.2. The Board of Directors, at its sole discretion and with approving motions at Board of Directors' meetings, can recruit, retain and terminate and evaluate paid staff and volunteers for the Association's activities and programs. For paid staff positions, the Board of Directors have the authority to set compensation levels, hours of work, position responsibilities and related matters consistent with prevailing statutory and regulatory requirements.

## 11. BY-LAW AMENDMENT

- 11.1. Subject to Section 11.2 (when applicable), these By-laws may only be amended, revised, repealed or added to by:
- i. Majority vote of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by majority vote. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
  - ii. A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by majority vote.
- 11.2 Two-thirds resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the Association. Fundamental Changes are defined as follows:
- i. Change the Association's name.
  - ii. Add, change or remove any restriction on the activities that the Association may carry on.
  - iii. Create a new category of Members.
  - iv. Change a condition required for being a Member.
  - v. Change the designation of any category of Members or add, change or remove any rights and conditions of any such category.
  - vi. Divide any category of Members into two or more categories and fix the rights and conditions of each category.
  - vii. Add, change or remove a provision respecting the transfer of a membership.
  - viii. Increase or decrease the number of, or the minimum or maximum number of Directors.
  - ix. Change the purposes of the Association.



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- x. Change to whom the property remaining on liquidation after the discharge of any liabilities of the Association is to be distributed.
- xi. Change the manner of giving notice to Members entitled to vote at a meeting of Members.
- xii. Change the method of voting by Members not in attendance at a meeting of the Members; or
- xiii. Add, change or remove any other provision that is permitted by the Act.

## **12. DISSOLUTION OF THE ASSOCIATION**

- 12.1. Upon dissolution of the Association and after payment of all debts and liabilities, its remaining property shall be distributed to charitable or not-for-profit organizations as determined by the Board of Directors.

## **13. INDEMNITIES TO BOARD MEMBERS, OFFICERS, AND OTHERS**

- 13.1. For the Protection of Board members and Officers, except as otherwise provided in the Act, no Board member or Officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Board member or Officer or employee, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Board member's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Board member's own willful neglect or default.
- 13.2. Every Board member or Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any Association controlled by it and their 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 Association, from and against:
  - i. all costs, charges and expenses whatsoever which such Board member, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Board member Officer or other person for or in respect of any act, deed, matter or thing whatever, made, done or



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permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and

- ii. all other costs, charges and expenses which the Board member, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

- 13.3 The Association shall also indemnify any such person in such other circumstances as the Act or law permit 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 law.

## 14. FINANCE AND MANAGEMENT

- 14.1. Unless otherwise determined by the Board, the fiscal year of the Association will be June 1<sup>st</sup> to May 31<sup>st</sup>.
- 14.2. The banking business of the Association will be conducted at such financial institution as the Board may determine.
- 14.3. At the Annual Meeting, the Members may choose to change or appoint an auditor to audit or conduct a review of engagement of the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Association and must be permitted to conduct an audit or review engagement of the Association under the Public Accounting Act, 2004, as amended. When the Association's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by 80% resolution, to appoint an auditor. Alternatively, when the Association's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by 80% resolution, choose to conduct a review engagement in lieu of an audit.
- 14.4. The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Association of the last fiscal year of the Association but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
  - i. The financial statements.
  - ii. The auditor's report or review engagement (if any); and
  - iii. Any further information respecting the financial position of the Association.



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- 14.5 The necessary books and records of the Association required by the By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
- i. The Association’s articles and By-laws.
  - ii. The minutes of meetings of the Members and of any committee of Members.
  - iii. The resolutions of the Members and of any committee of Members.
  - iv. The minutes of meetings of the Directors or any committee of Directors.
  - v. The resolutions of the Directors and of any committee of Directors.
  - vi. A register of Directors.
  - vii. A register of Officers.
  - viii. A register of Members; and
  - ix. Account records adequate to enable the Directors to ascertain the financial position of the Association on a quarterly basis.

## DOCUMENT HISTORY

DATE	NUMBER	CHANGE	PREVIOUS WORDING	RATIONALE FOR CHANGE
April 17, 2017	Title	Logo Change		
April 20,2021		MD Program		BCHL is no longer administering the MD program in conjunction with BMHA
April 20,2021		Board of Directors term lengths	Wording is confusing	The board of directors will assign 7 director positions to a 1-year term and 8 director positions to a 2-year term for the purposes of transition, and in order to initiate the Board member term limits process
June 6, 2024		Many	Changes to the previous bylaws	Changes required to be compliant with ONCA