

RMHA CONSTITUTION AND BY-LAWS

This document contains the set of fundamental principles concerning how the RMHA is structured and according to which the RMHA is governed.

*September 2018
(Rev 5)*



Part 1 – Constitution

The Constitution and By-Laws of the Russell Minor Hockey Association (RMHA) are written in a two part document.

Part 1 is the RMHA Constitution and deals with the creation and “raison d’être” of the RMHA.

Part 2 is the RMHA By-Laws which comprise the principles and requirements pertaining to the organization and administration of the RMHA members and board of directors.

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Article 1 - Interpretation and Definitions

The singular includes the plural.

The masculine includes the feminine

“The Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time

“ONCA” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time

“Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act

“Association” means Russell Minor Hockey Association

“Board” means the Board of Directors of the Association

“Directors” includes the elected officers

“Chair” means the President of the Russell Minor Hockey Association

“RMHA” means the Russell Minor Hockey Association

“GHA” means the Gloucester Hockey Association

“HEO” means Hockey Eastern Ontario

“HEO Minor” means Hockey Eastern Ontario Minor

“Hockey Canada” means the Canadian Hockey Association

“Article” means a requirement in the Constitution

“By-Law” means a requirement pertaining to the organization and function of the RMHA

“Policy” means a requirement or group of requirements pertaining to the operation of the RMHA’s off-ice activities

“Procedure” means instructions or guidelines of how a policy is met.

“Rule” means a requirement pertaining to the operation of the RMHA’s on-ice activities.

“Regulation” means instructions or guidelines of how a rule is met.



Article 2 - Severability and Precedence

The invalidity or unenforceability of any provision of these Articles and By-laws shall not affect the validity or enforceability of the remaining provisions of these Articles and By-laws. If any of the provisions contained in the Articles and By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

Article 3 - Name

This corporation shall be known as the Russell Minor Hockey Association (RMHA). The RMHA is a volunteer run, Not-For-Profit Corporation under Ontario's Not-for-Profit Corporations Act, 2010 (ONCA).

Article 4 - Head Office

The head office of the Association shall be in the Town of Russell, in the Province of Ontario or at such place as the Board of Directors (the "Board") may from time to time determine.

Article 5 - Nickname and Logo

The RMHA shall adopt the nickname "Warriors" for its house League teams. The RMHA has sole ownership of the Russell Warriors logo. The logo is not be used without prior permission from the RMHA.

Article 6 - Objectives

The objects for which the corporation is incorporated are:

- a. To provide a recreational outlet by teaching fair play and sportsmanship, the game of hockey and its related skills.
- b. To foster goodwill and sportsman ship among the members of the community.
- c. To promote competitions and award prizes, awards and distinctions.

Article 7 - Affiliation

The RMHA shall be affiliated with Hockey Canada and Hockey Eastern Ontario Minor (HEO Minor) and operate under their general guidelines.

The RMHA shall be a member association of the Gloucester Hockey Association (GHA) and as such has full autonomy, within the terms provided for in the GHA By-laws and the Rules and Regulations, to function as local Minor Hockey Association.

The RMHA Constitution and By-laws shall not conflict with the GHA By-laws and Rules and Regulations. A current copy of the RMHA Constitution and By-laws is to be posted for viewing on the RMHA website.

The RMHA shall maintain financial independence and has authority to fund their operations as they see fit.



Article 8 - Members

An RMHA member is an individual who is:

- a. A properly registered adult player;
- b. The parents or guardians of a player(s) who is (are) not of legal voting age and who is (are) properly registered with the RMHA;
- c. A manager, coach, assistant coach, trainer or referee who is properly registered with the RMHA; or
- d. A member of the RMHA Board of Directors.

All members must be in good standing with respect to registration fees, equipment returns or discipline.

All members shall be subject to the Constitution, By-laws, Policies and Procedures and Rules and Regulations of the RMHA.

Article 9 - Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

Article 10 - Disciplinary Act or Termination of Membership for Cause

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws.

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Article 11 - Revenues

The revenues of the RMHA shall be derived from registration fees, sponsorships, fund raising activities, grants, donations, and other revenue generating activities approved by the RMHA Board of Directors. All monies received by the RMHA shall be placed into a general fund.

Article 12 - Authority

The business affairs of the RMHA shall be conducted by a Board of Directors who shall act in accordance with this Constitution and the By-Laws as may from time to time be enacted by the RMHA.

Article 13 - Players and Boundaries

The RMHA shall have jurisdiction for hockey players in the first four concessions of Russell Township within the boundaries of district 9 as defined by HEO Minor and the Geo Mapping system of HEO Minor.



Article 14 – Amendments to the Constitution

The Constitution of the RMHA shall not be amended except at an AGM. Notice of the proposed amendments shall be given to the Secretary in writing at least thirty (30) days prior to the AGM.

All proposed amendments to the Constitution shall require a two-thirds (2/3) majority of those voting members present at the AGM. Sub-amendments to such amendments may be made and voted upon at the meeting provided that such sub-amendments shall not change the original intent of the motion.



Part 2 - By-Laws

By-Law 1 - RMHA Board of Directors

The affairs of the RMHA shall be managed by a Board of Directors.

The Board of Directors shall be chaired by the President.

The Board of Directors shall consist of:

President	Secretary	Treasurer	Past President
Director House League	Director Competitive	Director Discipline Risk and Safety	Director Initiation Program
Director Special Events	Director Communication and Sponsorship	Director Ice Services	Director Registration (Registrar)
Director Equipment	Director GHA Convenor	Director Web Services (Webmaster)	Director Merchandise
Director at Large (Not Filled)	Director at Large (Not Filled)		

Two of the Director at Large positions are currently not filled, these positions may be appointed by the Board of Directors as required, from time to time, for specific roles.

By-Law 2 - The President

The President shall provide leadership to the RMHA and shall preside at all meetings of the Members and the Board of Directors.

The President shall have the general management and supervision of the affairs and operations of the RMHA.

By-Law 3 - The RMHA Executive Committee

The Executive Committee shall act on behalf of the Board when required between Board meetings.

The Executive Committee shall consist of:

President	First Vice President (normally Director House League)	Second Vice President (normally Director Competitive Hockey)
Treasurer	Secretary	

Should the Director House League or the Director Competitive Hockey not wish to be on, or is unable to be on the Executive Committee, the Board shall vote another Director to the position for the year.



By-Law 4 - The Vice Presidents

The First Vice-President 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 First Vice-President shall preside until a new President is elected.

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

By-Law 5 - Powers and Duties of the Board of Directors

The RMHA Board of Directors shall formulate and prepare recommendations, alterations and amendments to Constitution and By-laws for the governance of the RMHA.

The Board shall formulate and prepare recommendations, alterations and amendments to Policy and Procedures and Rules and Regulations for the operations the RMHA.

The Board shall regulate the membership of the RMHA.

The Board shall regulate the financing of the RMHA.

The Board shall regulate the playing of hockey in the RMHA.

The Board shall respond to all questions arising from emergencies or the conduct of the RMHA affairs, not covered elsewhere in these By-Laws.

By-Law 6 - Duties of Board Members

The RMHA shall identify the area of responsibility, duties, skills, time commitments, and training required for each volunteer position within the RMHA. For each position a three part written description has been created that: provides a clear and precise job description for each volunteer position within the RMHA; assesses the risk for the each volunteer position; and, requires an acknowledgement and commitment by the volunteer. The written description for each position is contained in Annex A - Volunteer Job Descriptions. (Provisional - Under Review)

By-Law 7 - Officers of the RMHA

Reoccurring work on behalf of the RMHA Board of Directors is carried out by Officers of the RMHA. These positions are normally require specific skill sets or interests that not everyone is capable of performing.

Officers are members of the RMHA but are not members of the RMHA Board of Directors.

Officers are the eligible for selection for RMHA Committees.



For each position a three part written description has been created that: provides a clear and precise job description for each volunteer position within the RMHA; assesses the risk for the each volunteer position; and, requires an acknowledgement and commitment by the volunteer. The written description for each position is contained in *Annex A - Volunteer Job Descriptions*.

Novice/Atom Convenor	Coach Mentor
Peewee/Bantam Convenor	Head Coach
Midget/Juvenile Convenor	Assistant Coach
	Manager
	Trainer
	Team Treasurer

By-Law 8 - Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

By-Law 9 - Financial Year

The financial year of the Corporation ends on April 30 in each year or on such other date as the Board may from time to time by resolution determine. (Provisional – Under Review).

By-Law 10 - Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board’s responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

By-Law 11 - Elections

The President and Directors shall be elected at the Annual General Meeting.

The following positions shall be elected in even years:

President	Director House League	Director Registration (Registrar)
Director Special Events	Director Equipment	Director GHA Convenor
Director Web Services (Webmaster)		



The following positions shall be elected in odd years:

Secretary	Treasurer	Director Ice Services
Director Initiation Program	Director Competitive	Director Discipline Risk and Safety
Director Communication and Sponsorship	Director Merchandise	

To be eligible for election as President of the RMHA, a member shall have had previous experience on the Board.

By-Law 12 - Nominations

A Nominating Committee of three (3) shall be appointed annually by the Board, to solicit candidates for the coming fiscal year.

The Nominating Committee shall be appointed no later than February 1.

The nominees' consent to stand for election shall be obtained from all nominees prior to the list of nominations being made public.

A list of nominations and the agenda shall be made public no later than one week in advance of the AGM.

By-Law 13 - Terms of Office

All Board position shall have a two year term.

A second term shall be allowed at the AGM

The terms of office of the Board of Directors of the RMHA shall run from AGM to AGM. Where the Annual General Meeting (AGM) is held prior to the end of hockey season, the outgoing Board of Directors shall have full voting rights until the end of the hockey season. The new Board of Directors will take position/role at the beginning of the Fiscal Year.

By-Law 14 - Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable of managing property by a court or under Ontario law; or



- d. if, at a meeting of the Members, a resolution is passed by at least a two thirds majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

By-Law 15 - Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

By-Law 16 - Removal

A member of the Board who absents himself from two consecutive meetings without cause shall have his/her office declared vacant unless previously granted a leave of absence by the President.

By-Law 17 - Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have: complied with the Act and the Corporation's articles and By-laws; and exercised their powers and discharged their duties in accordance with the Act. (Provisional – Under Review)

By-Law 18 - Calling of Meetings

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.



Notice and agenda of all meetings shall be provided by the Secretary to appropriate members prior.

By-Law 19 - Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in By-Law 20 to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

By-Law 20 - Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

By-Law 21 - Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting. (Provisional – Under Review)

By-Law 22 - Voting and Quorum

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes (quorum). In case of an equality of votes, the Chair shall have a vote.

By-Law 23 - Participation by Telephone or Other Communications Facilities

If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

By-Law 24 - Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.



By-Law 25 - Emergency Meetings

Emergency meetings of the Board of Directors may be requested by the President or any two Directors at any time and any place; and be held provided that a majority of the Board is available to attend.

By-Law 26 - Rules of Order

The Rules contained in Robert's Rules of Order, Revised, shall govern the procedures of the RMHA in all cases to which they are applicable, and are not inconsistent with this.

By-Law 27 - Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

By-Law 28 - Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

By-Law 29 - Annual General Meeting

The Annual General Meeting (AGM) of the members shall be held no later than the 30th day of May each year. Its purpose shall be to review the activities of the past season and to carry out elections, and to consider policies aimed at improving the RMHA's operations for the coming season.

The agenda for the AGM shall be prepared by the President and shall include the following essential annual business:

AGM Agenda
President's Annual Report
Treasurer's Annual Report
Constitutional Amendments
Elections

By-Law 30 - Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;



- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

By-Law 31 - Professional Services

The Board shall have the power to consult with, or engage the services of Legal Counsel or other professional services as required.

By-Law 32 - Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by the President. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof. (Provisional – Under Review)

By-Law 33 - Remuneration of Directors

No member of the Board shall profit financially as a direct result of their status as a member of the RMHA.

By-Law 34 - Disclosure of Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

By-Law 35 - Amendments to the By-Laws

The By-Laws of the RMHA may be amended by the Board of Directors by motion during the year. Notice of the proposed amendments shall be given to the Secretary in writing at least five (5) days prior to the meeting.



All proposed amendments to the By-Laws shall require a majority of those voting board members present at the meeting. Sub-amendments to such amendments may be made and voted upon at the meeting provided that such sub-amendments shall not change the original intent of the motion.

Any changes to the By-Laws of the RMHA made during the years shall be ratified at an AGM. Notice of the proposed amendments shall be given to the Secretary in writing at least thirty (30) days prior to the AGM.

All proposed amendments to the By-Laws shall require a majority of those voting members present at the AGM.

Table of Amendments

Article or By-Law	Summary of Change	Revision & Date
All	New Constitution and Bylaws Adopted at AGM. Following Articles and By-Laws under review. <ul style="list-style-type: none">• By-Law 6 Provisional - needs to be expanded to include key aspects of job descriptions.• By-Law 7 Provisional - needs to be expanded to include key aspects of job descriptions and the inclusion of team staff as Officers is not common and was not ratified by the AGM• By-Law 9 Provisional – needs the Treasurer to change fiscal year before it can be accepted• By-Law 17 Provisional – needs to be reviewed further.• By-Law 21 Provisional – needs to be reviewed further.• By-Law 32 Provisional – needs to be reviewed further.	Rev 1 May 2013
By-Law 1, 12, 13 & 19	Typo's corrected	Rev 2 September 2013
All, By-Law 7	Updated ODHA to HEO and ODMHA to HEO Minor. Added three Division Convenor Officer positions – ByLaw Updated.	Rev 3 April 2016
By-Law 1, 7 & 11	Updated to reflect Director position addition and voting rights for Webmaster and Merchandise roles. Changed from non-voting to voting.	Rev 4 April 2018
All Pages	Updated document with new Russell MHA logo.	Rev 5 September 2018