

**OTTAWA JR. 67's AAA MINOR HOCKEY ASSOCIATION BY-LAW NO. 1**

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**BY-LAW NO. 1**

**Version 7– Apr 30, 2009**

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## **Version Log**

**Versions 1 through 4** were initial work products for the pilot proposal to the ODMHA Minor Council.

**Version 5** includes spelling and grammar corrections.

**Version 6** 2008 AGM updates

**Version 7** 2009 AGM updates

## **GENERAL BY-LAW**

A by-law relating generally to the transaction of the affairs of the Ottawa Jr. 67's AAA Minor Hockey Association;

BE IT ENACTED as a by-law of Ottawa Jr. 67's Minor Hockey Association as follows:

### **DEFINITIONS**

1. In this General By-law, unless otherwise defined herein:

"AAA Association" means the Ottawa Jr. 67's AAA Minor Hockey Association;

"AAA Steering Committee" means the steering committee designated by ODMHA Minor Council to oversee the AAA League for the 3(three) year pilot period, to ensure that the AAA League operates under the guidelines set by Minor Council.

"Board of Directors" means the Board of Directors of the AAA Association described in Section 10(a) of this General By-law.

"Hockey Canada" means the governing body for amateur hockey in Canada.

"Community Association" means Home Associations within Districts as established in the ODMHA constitution.

"Director(s)" shall mean those individuals described in Section 10 (a) of this General By-law who has been elected by the Members, as Directors of the AAA Association, to carry on the day-to-day affairs of the AAA Association.

"District" shall mean a grouping of minor hockey associations in a geographical subdivision of eastern Ontario, as approved by the ODMHA.

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

"District Council" means a meeting of the presidents of the Home Associations within a District.

"Home Association" shall mean the minor hockey associations within the territory granted the AAA Association as established by the ODMHA, for which a person would normally play by virtue of residence.

"Members" shall mean those members of the AAA Association described in Section 4(a) (i), (ii) and (iii) of this General By-law who are in compliance with the constitutions, letters patent, by-laws and regulations, as the case may be, of HOCKEY CANADA, the ODHA, the ODMHA and the AAA Association and who are not under suspension for any breach of the foregoing;

"ODHA" shall mean the Ottawa District Hockey Association, the governing body for amateur hockey in eastern Ontario, as established in the HOCKEY CANADA constitution.

"ODMHA" shall mean the Ottawa District Minor Hockey Association, the governing body for minor hockey in eastern Ontario, as established in the ODHA constitution.

"ODMHL" shall mean the Ottawa District Minor Hockey League.

#### **AAA Steering Committee**

- a) The AAA Steering Committee, as approved by the ODMHA executive, shall remain in place for the duration of the three (3) year Pilot Project, to oversee the AAA League and AAA Zone Association Boards. The AAA Steering Committee will be an oversight body and will hold power of veto to ensure the integrity and success of the AAA Pilot Project. And further ensure that decisions made in the "best interest" of AAA Hockey, and do not bring the newly formed AAA League into conflict or disrepute. They will be responsible for evaluation, modification and continued assessment throughout the year as required subject to ratification by the ODMHA executive.

#### **HEAD OFFICE**

2. The Executive and Board of Directors of each AAA Association will determine the location of their Head Office.

#### **MEMBERS**

3. (a) Membership of the Association shall be comprised of the following classes of Members:
  - (i) Regular Members, which shall consist of:
    - (1) each parent or legal guardian of each individual who is on the AAA Association or HOCKEY CANADA players registration certificate, who shall become Regular Members upon payment of the player's annual registration fee determined by the Board of Directors; and

- (2) each Director of the AAA Association, who shall become Regular Members upon election as an Director; and
- (3) each member of team management (coach, assistant coach, manager, trainer), who shall become Regular Members upon approval of their appointment to team management by the Board of Directors.

Each Regular Member shall be entitled to one (1) vote each, at all meetings of members. Membership for all Regular Members shall cease on June 30<sup>th</sup> in each year.

- (ii) Special Members shall consist of those individuals designated by the Board of Directors who have demonstrated their desire to take an active part in promoting and participating in the activities of the AAA Association. Each Special Member shall be entitled to one (1) vote each, at all meetings of Members. Membership for all Special Members shall cease on June 30 in each year.
- (iii) Life Members, shall consist of those individuals, designated by a two-thirds (2/3) approval vote of the Board of Directors, who have made an exceptional contribution to the activities of the AAA Association over a number of years. Each Life Member shall be entitled to one (1) vote each, at all meetings of Members. Nominations for Life Membership may be made by any Regular Member and shall be considered once in each playing season at the Board of Directors meeting held immediately prior to the annual meeting of Members. Life Members shall be announced at the annual meeting. The presentation of a Life Members Award shall be made at a time and place decided by the Board of Directors.

(b) The Board of Directors shall determine the dues or fees payable by Members. The Secretary shall notify the Members on or before February 1st in each year of the dues or fees payable by them and, if any are not paid within sixty (60) days of the date of such notice such Members shall thereupon automatically cease to be Members.

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

(d) All Members shall abide by the provisions of By-laws of the Association.

(e) Membership as a coach, player, parent, guardian or member of the Executive, in the AAA Association is a privilege, not a right. Failure to obey the Policies, By-Laws and Code of Conduct of the AAA Association could result in suspension from all AAA Association functions for a specified period of time or complete expulsion from the Association.

(f) Any individual who repeatedly displays behaviour that breaches the Code of Conduct and fails to respect the Policies and By-Laws of the AAA Association shall be refused membership in the Association.

(g) In the event a parent / guardian breaches a suspension imposed in Paragraph 4 (e) above, the player of said parent / guardian can be suspended from all Team and Association activities or receive an expulsion from the Association to ensure compliance with the suspension.

### **MEETINGS AND QUORUM, MEMBERS**

2. (a) The annual or any special meeting of the Members shall be held at such place in Branch and at such time as the Board of Directors may determine.

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

(c) No public notice nor advertisement of any meeting of Members shall be required, however, except as otherwise expressly provided herein, notice of the time and place of every meeting of Members shall be given to each Member by sending the notice by email or regular mail, not less than twenty (20) days before the time fixed for the holding of such meeting, provided that any meetings of Members may be held at any time and place without such notice if all the Members are present thereat and consent to the holding of such meeting.

3. (a) There shall be an annual general meeting (AGM) of the AAA Association which shall be held at a place, date and time determined by the Board of Directors which, unless otherwise fixed by the Board of Directors shall be held prior to the completion of the hockey season and in any case not later than the 15th day of May in each year. At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statements and the report of the auditors shall be presented, the Directors shall be elected and auditors appointed and their remuneration fixed for the ensuing year. The Members may consider and transact any business, without any notice thereof at any meeting of the Members.

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

- (i) Calling the meeting to order;
- (ii) Reading of minutes of last annual meeting;

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

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

#### **VOTING, MEMBERS**

5. (a) Each Member of the AAA Association shall at all meetings of Members be entitled to one vote and he or she may not vote by proxy.

(b) Questions arising at any meeting of Members, other than the election of Directors and except as expressly provided herein, shall be decided by a majority of the votes of those present; in the case of an equality of votes, the Chair shall vote to break the tie.

(c) The method of voting at meetings of Members, except for election of Directors, shall be by a show of hands. A declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the AAA Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for any method of voting other than by show of hands may be withdrawn, but if demanded and not withdrawn the question shall be decided by a majority of votes given by the Members present in person.

#### **ERROR OR OMISSION IN NOTICE, MEMBERS**

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

**BOARD OF DIRECTORS**

7. (a) Subject to the terms of this General By-law, the affairs of the AAA Association may be managed by a board of eleven (13) Directors. Directors shall be eighteen years of age or over with power under law to contract. The Board of Directors shall be comprised of the following Directors who shall (with the exception of the Past President) be elected as Directors of the AAA Association in accordance with Article 11 of this General By-law:

- i. President;
- ii. 1<sup>st</sup> Vice-President of Operations;
- iii. 2<sup>nd</sup> Vice President of Development;
- iv. Secretary;
- v. Treasurer;
- vi. Ice Convenor;
- vii. Equipment Manager;
- viii. Registrar;
- ix. Director of Fundraising and Sponsorship;
- x. Director of Communications & Public Relations and,

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

**ELECTION OF DIRECTORS**

8. (a) No person shall be nominated for, or elected as a Director of the AAA Association unless he or she is a Member.

(b) Each candidate for election as a Director may be nominated in two ways: in writing by a Member which written nomination shall be delivered to the Secretary at least five (5) full calendar days prior to the annual meeting. After all the nominations have been tabled at the annual meeting, any person who has been nominated may withdraw by announcing his or her withdrawal to the President, who shall thereupon instruct the Secretary to strike the name from the list. A candidate may also be nominated at the time of the annual general meeting.

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

- i. President, provided that, nominations of an individual to the office of President shall be accepted only if such individual has previously been elected as a Director of the AAA Association;

- ii. 1<sup>st</sup> Vice-President of Operations;
- iii. 2<sup>nd</sup> Vice President of Development;
- iv. Secretary;
- v. Treasurer;
- vi. Ice Convenor;
- vii. Equipment Manager;
- viii. Registrar;
- ix. Director of Fundraising and Sponsorship
- x. Director of Communications and Public Relations

(e) The Past President of the Ottawa Jr. 67's AAA Association shall be an ex-officio Director who shall hold such positions until such time as a former President whose term of office has expired replaces him/her.

(f) The term of each Director shall be two (2) years. The President, Secretary, AAA League Representative, Equipment Manager, Registrar and Director of Fundraising and Sponsorship shall be elected in even numbered years and the 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice President, Treasurer, Ice Convener; and Director of Communications and Public Relations shall be elected in odd numbered year, in order to stagger the terms. (In the first year following the creation of the AAA Association, the Vice-Presidents, Treasurer and Ice Convener will be elected for a term of one (1) year and all other Directors will be elected for a term of two (2) years.)

- (h) Election of all Directors shall be by secret ballot distributed at the annual meeting. Those elected will be announced by name only. Vote tallies will not be disclosed. The voting procedures for the election of Directors shall be conducted at the annual meeting as follows:
- (i) There shall be a returning Director, who shall be responsible for preparing, distributing and the counting of the ballots on the completion of voting and shall be assisted by two (2) scrutinizers. The Board of Directors prior to the meeting shall appoint the returning Director to this role.
  - (ii) Voting shall be scrutinized by two (2) scrutinizers who shall be appointed by the President, provided that such appointments shall be approved by the Members at the meeting.
  - (iii) Any candidate or Member may view the tally sheet in the presence of the returning officer.
  - (iv) Any candidate may request a recount of the ballots after the voting. The returning officer will conduct the recount of the ballots and shall be assisted by the two (2) scrutinizers.

- (v) Any ballots used in conducting of such votes shall be destroyed upon completion of the voting process.

### **VACANCIES**

9. Vacancies of Directors, however caused, shall, so long as a quorum of Directors remain in office, be filled by the Board of Directors but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy.

### **POWERS OF DIRECTORS**

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

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

- (a) shall advise the Members on all matters of policy and shall review the previous season's operations prior to the annual meeting of Members and establish policies for the forthcoming season prior to the commencement of training camp;
- (b) shall maintain liaison with District Associations through District Council meetings for the purpose of ensuring that the policies and practices are not in conflict with those of the Home Associations;
- (c) may, in the event of a general or specific dissatisfaction with the operation of the AAA Association, by majority resolution, cause a Board of Directors meeting to be held within seven (7) days thereafter to discuss such matters. In the event that such concerns are not resolved at that time, the Directors, by majority resolution may call a special meeting of Members to consider the relevant matter;
- (d) shall ensure that a slate of nominees for Directors is available for each position for which there is to be an election, provided that, Members may make nominations in accordance with the provisions of Section 8(b);
- (e) shall appoint all coaches, and approve additional personnel that constitute the team management, for each team;

- (f) shall monitor and ensure that each Member abides by the by-laws of the AAA Association and that players abide by any rules or regulations approved by the AAA Association, the ODMHA and HOCKEY CANADA;
- (g) may suspend or expel any Member who fails to comply with the by-laws of the AAA Association provided that the Board of Directors follow the principles of natural justice in the case of any such suspension or expulsion;
- (h) may approve expenditure of AAA Association funds;
- (i) shall provide to all Members in attendance at the annual meeting a full report of the activities of the AAA Association since the last annual meeting; and
- (j) shall have the power to consult with, or engage the services of legal counsel with respect to the affairs of the AAA Association.

#### **MEETINGS AND QUORUM, BOARD OF DIRECTORS**

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

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

(c) Not less than five (5) Directors shall form a quorum for the transaction of business at meetings of the Board of Directors.

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

12. The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named and no notice of such meeting need be sent. A meeting of the Board of Directors may also be held, without notice, immediately following the annual general meeting of the AAA Association.

#### **VOTING, BOARD OF DIRECTORS**

13. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes, the President, or his designate, shall cast the deciding vote. All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken by a show of hands. Any member having a conflict of interest on a voting issue must declare their conflict for the record. They may speak to the issue but must abstain from the vote. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### **INDEMNIFICATION**

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

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

### **REMUNERATION OF DIRECTORS**

15. The Directors shall receive no remuneration for acting as such, except that the Treasurer may, at the discretion of the Board, be paid an honorarium as approved by the Board.

### **PRESIDENT**

16. (a) The President shall provide leadership to the AAA Association 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 AAA Association. The President shall, together with the Secretary, or other Officer designated by the Board of Directors for the purpose, sign all by-laws and membership certificates.

(b) The President may appoint such committees or sub-committees such as, for example, coach selection committees from the Members as the President may deem necessary in the interests of the AAA Association. Such committees shall appoint a chairman, who shall submit a written report of its recommendations and such other reports as are required by the Board of Directors. Any

member of a committee or sub-committee may be removed at any time at the discretion of the Board of Directors.

### **1<sup>ST</sup> VICE-PRESIDENT OF OPERATIONS**

17. The 1<sup>ST</sup> 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. The 1<sup>ST</sup> Vice-President shall render such assistance to the President as may be required by the President. In the case of a vacancy in the office of President, the 1<sup>ST</sup> Vice-President shall preside until a new President is elected. The 1<sup>ST</sup> Vice-President shall be specifically responsible for team liaison assignments at each level prior to the start of tryouts and day to day operations. The VP of Operations shall be responsible for Risk and Safety, abuse and harassment issues within the AAA Association. Keep the AAA League Risk and Safety Director informed of issues. Liaise as required with the ODMHA Risk and Management Team. The VP of Operations shall be responsible for all liaison duties between the AAA Association and the AAA League, shall attend all AAA League meetings and shall act as representative for their respective AAA Association at such meetings.

### **2<sup>ND</sup> VICE-PRESIDENT OF DEVELOPMENT**

18. The 2<sup>ND</sup> Vice-President shall, in the absence of the President and in the absence of the 1<sup>ST</sup> Vice-President or in the case of the President's and 1<sup>ST</sup> Vice-Presidents inability to act, perform all duties of the President. The 2<sup>ND</sup> Vice-President shall render such assistance to the President as may be required by the President. In the case of a vacancy in the office of President and the 1<sup>ST</sup> Vice-President, the 2<sup>ND</sup> Vice-President shall preside until a new President is elected. The 2<sup>ND</sup> Vice-President shall be specifically responsible for Association development program.

### **PAST PRESIDENT**

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

### **SECRETARY**

20. (a) The Secretary shall keep a proper record of the proceedings of all meetings of the Members and Board of Directors and shall prepare and distribute proper minutes of every such meeting.

(b) The Secretary shall have charge of all books, documents and papers of a non-financial nature, and perform other duties as determined by the Board of Directors.

(c) The Secretary shall forward notices of all meetings of Members and the Board of Directors to each respective member.

(d) The Secretary shall keep a record of all persons who are Members which will include all necessary information determined from time to time as necessary by the Board of Directors including, without restriction, the date on which each person became or ceased to be a Member.

### **TREASURER**

21. (a) The Treasurer shall have charge of all books pertaining to the financial affairs of the AAA Association. The financial year-end for each hockey season will be April 30<sup>th</sup>.

(b) The Treasurer shall have care and custody of the funds of the AAA Association and deposit the same in the name of the AAA Association in such bank or banks as the Board of Directors may direct.

(c) The Treasurer shall keep an accurate record of all monies received and disbursed to the satisfaction of the auditors of the AAA Association and produce the same for inspection within ten (10) days of a request thereof.

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

(e) The Treasurer shall prepare an annual report giving the receipts and disbursements of that year. Copies of the report shall be printed and made available on request to any Member. The Treasurer shall prepare an interim financial report giving receipts and disbursements to date at the annual meeting of the AAA Association for presentation.

(f) The Treasurer shall, with the approval of the Board of Directors, invest and keep invested, from time to time, the AAA Association monies.

### **EQUIPMENT MANAGER**

22. The Equipment Manager shall purchase, repair and maintain an accurate inventory of all equipment as approved by the Board of Directors.

### **ICE CONVENER**

23. The Ice Convener shall acquire and allocate, with the cooperation of the AAA Association Board of Directors, all ice for annual tryouts, games and practices for each season as required. All ice schedules shall be delivered, in a timely fashion, to the coaches of the respective teams and AAA League Representative.

### **REGISTRAR**

24. (a) The Registrar shall be responsible for the registration and verification of all players and team officials in the AAA Association.
- (b) The Registrar shall ensure that all team lists are correctly completed and forwarded to the District and Branch Registrars as required.
- (c) The Registrar shall maintain a listing of all current players and team officials.

**DIRECTOR OF FUNDRAISING AND SPONSORSHIP**

25. (a) Will co-ordinate the Association fundraising and sponsorship programs.
- (b) Act as interface to Association sponsors.
- (c) Will market the Association to potential sponsors.

**DIRECTOR OF COMMUNICATIONS AND PUBLIC RELATIONS**

26. (a) Will have communications with the Webmaster to insure pertinent information is available to our families via our website.
- (b) Will collect stories and articles or items of interest and prepare a monthly newsletter
- (c) Will co-ordinate and arrange the Association Banquet
- (d) Act as focal point for media relations and provide all information required.

**SPECIAL OFFICERS**

27. The Board of Directors may, by resolution, from time to time, appoint one or more persons as special officers (advisors) of the AAA Association in recognition of their respective contributions to the AAA Association or its predecessor; and/or their ability to provide ongoing advice and counsel to the Board of Directors by virtue of their experience. Special officers shall be entitled to receive notice of and to attend all meetings of the Board of Directors but shall not be entitled to vote thereat. Special officers shall hold office at the discretion of the Board of Directors.

**RULES OF ORDER and ADJOURNMENTS**

28. (a) The President shall preserve order and decorum, and decide questions of rules of order or practice, stating the applicable rule. Except as expressly provided herein, Robert's Rules of Order shall be followed at all meetings of Members, the Board of Directors, and other committees of the AAA Association.
- (b) When the ruling of the President is appealed against, he or she shall, without debate, put the question in the following words, "Shall the ruling of the President be sustained". He or she shall have the right to state his or her reason for the decision given.
- (c) All motions, before being debated, shall be read by the Secretary.

(d) Any meetings of the Members or of the Board of Directors may be adjourned to another time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is not present.

#### **REVENUE**

29. The revenue of the AAA Association shall be derived as follows:

- (a) Members dues;
- (b) registration fees charged each player in an amount and manner to be determined by the Board of Directors;
- (c) sponsorship fee charged to sponsors in an amount and manner to be determined by the Board of Directors;
- (d) fundraising projects, both optional and compulsory, as approved by the Board of Directors; and
- (e) parent donations, to be determined by team management.

#### **EXECUTION OF DOCUMENTS**

30. (a) Deeds, transfer, licences, contracts, engagements and any other instrument in writing to be signed by the AAA Association may be signed on behalf of the AAA Association by either the President or the Vice-Presidents, together with the Treasurer.

(b) All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the AAA Association, shall be signed by either the President or the Vice-Presidents, together with the Treasurer or by any person or persons from time to time designated, and in such manner as determined by resolution of the Board of Directors. Any such person may alone endorse notes and drafts "for collection" or "for deposit" with the bankers of the AAA Association. Any one of such persons so appointed may arrange, settle, balance and certify all books and accounts between the AAA Association and its bankers, and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release or verification slips.

**BOOKS AND RECORDS**

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

**INSPECTION BY MEMBERS**

32. All Members shall have the right to inspect any account or book or document relating to the finances of the AAA Association, provided that, such accounts, books or documents shall be made available to such Member at the AAA Association office within ten (10) days after receipt of a request in writing.

**PETITION AND REFERENDUM**

33. Subject to applicable law, no Member shall send out, or cause to be sent out or circulated any petition or communication relating to any resolution, referendum or proposal under consideration or that deals with the policy of the AAA Association without first having been authorized to do so by the Board of Directors.

**AMENDMENTS TO BY-LAWS**

34. (a) Amendments to the by-laws of the AAA Association may be proposed by a Member and shall be considered by the Board of Directors if received by the Secretary one month prior to the annual general meeting

(b) The Board of Directors shall consider such proposed amendment and, if passed by the Board of Directors, notice of proposed amendments to the By-laws shall be circulated to all Members, together with the notice of the annual meeting or special meeting, as the case may be.

(c) Amendments to the by-laws of the AAA Association shall be passed by majority vote of the Members at an annual meeting or special meeting, as the case may be.

**NOTICE**

35. Notices of meetings of the Members and the Board of Directors shall contain such notices of motion and a business agenda so as to permit participants at such meeting to form a reasoned judgement thereon.

**INTERPRETATION**

36. (a) In this General By-law and in all other by-laws of the AAA Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and AAA Associations.

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Director

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Director

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Article I. President

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1<sup>st</sup> Vice-President