



Kingston Area Minor Hockey Association

Constitution

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Kingston Area Minor Hockey Association

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KAMHA Constitution

Preamble

In the summer of 2008, the Directors of both the former Kingston Township Minor Hockey Association and the former Kingston Minor Hockey Association completed a process to unify the two respective associations in the best interests of minor hockey for the greater Kingston area.

To serve the operational and administrative needs of this new organization during its inaugural season, this Constitution has been prepared using language taken from the constitutional documents of both the former Kingston Township Minor Hockey Association and the former Kingston Minor Hockey Association. Where necessary new and original language has been inserted to maintain the integrity and internal consistency of the entire document.

This Constitution is to be considered as the founding constitution of the newly created Kingston Area Minor Hockey Association or KAMHA. This first constitution was approved and adopted by the membership at the first Annual General Meeting on April 15, 2009.

For the purposes of the first election of the officers for the 2009-2010 fiscal year of KAMHA in April 2009, completed years of service shall include the time served on the Executive Committees of the former Kingston Township Minor Hockey Association and the former Kingston Minor Hockey Association.

**Kingston Area Minor Hockey Association
The Constitution
(By-Law #1)**

A by-law relating generally to the conduct of the affairs of the
KINGSTON AREA MINOR HOCKEY ASSOCIATION

1. ORGANIZATIONAL NAME

- 1.1 The name of this organization shall be the Kingston Area Minor Hockey Association, Incorporated. The organization shall be referred to in this constitution and the regulations, procedures, and polices as KAMHA and/or as the Association.

2. OBJECTIVES

- 2.1 To promote, encourage, and govern the play of House League and Representative Hockey in the Ontario Minor Hockey Association (hereafter referred to as OMHA), from the Beginners Skate level up to and including the Midget/Juvenile levels, as well as the Special Needs Hockey Program, within the KAMHA boundaries as set down by this constitution.
- 2.2 To promote hockey as a game played primarily for enjoyment while also fostering skill development, fair play and teamwork.
- 2.3 To establish and maintain, within available resources, a variety of hockey programs (e.g., Beginner Skate, Initiation, House League, Roster Select, Representative, Senior Hockey and Special Needs) for all age groupings.
- 2.3 To ensure that each player, to the extent possible, will be able to participate in a hockey program suited to that player's skill and abilities
- 2.4 To exercise supervision and direction over its players, coaches, managers, spectators, and board, with emphasis on the development of good character and friendship.
- 2.5 To support the aims and objectives of Hockey Canada and the Ontario Minor Hockey Association.
- 2.6 To administer the Association without purpose of monetary gain for its members. Any profits or other accretions to the Association shall be used for promoting its objectives.
- 2.7 To provide an opportunity for boys and girls within the boundaries as set down in this constitution, to learn and play organized hockey according to the rules and regulations as expressed by the OMHA, the Ontario Hockey Federation (OHF) and Hockey Canada (providing facilities, as well as certified coaches and trainers, are available).

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- 2.8 To instil in all players the following ideals: (1) to play fairly under all circumstances and all conditions; (2) to give opponents a fair chance and not take unfair advantage of any opponents; (3) to win modestly and accept defeat gracefully; (4) to give credit to the team that wins; and (5) not to unduly question or dispute the referee's decision.
- 2.9 To keep the Cultural and Recreation Services Department of the City of Kingston informed of all relevant aspects with the running of the KAMHA.
- 2.10 To co-operate and work with the ruling bodies of other associations within both the City of Kingston and the relevant OMHA District/Region.
- 2.11 To raise funds in the community in support of promoting the game of hockey and to disburse those funds to other hockey associations operating in support of the sport in our region.

3. CORPORATE

- 3.1 The KAMHA will be a corporation without share capital and operating not for profit in accordance with the Corporation Act and all other applicable laws of the Province of Ontario.
- 3.2 The head office of the Association shall be within the City of Kingston at a place set by the Board of Directors. Members shall be informed of the head office location.
- 3.3 The 'Big K Logo', an impression of which is displayed on the title page of this document, shall be the corporate seal of the Association.
- 3.4 The financial and operating year of the Association shall commence on May 1 and end on the following April 30 of each year.
- 3.5 Upon the dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario

4. AREA OF OPERATION

- 4.1 The territorial boundaries for the KAMHA are as per registered with the OMHA.

5. MEMBERSHIP

- 5.1 Subject to article 5.2, membership in the KAMHA is open to every individual eighteen (18) years of age or older who is:

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- (a) Registered with the Association as a player and has paid the annual player registration fees;
 - (b) A parent or legal guardian of a player under age of eighteen (18) years and who has paid the annual player registration fees;
 - (c) Any person(s) approved by the Board of Directors, up to a maximum of four (4) team officials per team, and registered with the KAMHA as team officials prior to December 1 of the hockey year;
 - (d) A person(s) appointed by the Board of Directors to fulfill voluntary responsibilities on behalf of the KAMHA who would not otherwise qualify as members.
- 5.2 Every application of registration as a player or approval as a coach, assistant coach, trainer, or manager of a team in the KAMHA is subject to approval by the Board of Directors.
- 5.3 Players under the age of eighteen (18) who are registered in any of the programs or activities of the KAMHA shall be considered Junior Members of the Association and shall not be entitled to vote at general meetings of the KAMHA.

6. REGISTRATION FEES

- 6.1 The Board of Directors shall determine the amount of the annual registration fees for players in the KAMHA.
- 6.2 The Registrar may notify any player at any time that the player's registration fees are due and, if not paid within 30 days of such notice, the member shall be in default.
- 6.3 Any player who is in default of the payment of player registration fees can, at the discretion of the Board of Directors, lose their playing and membership privileges until the amount owing has been paid in full. In those instances involving extenuating circumstances, it will be at the discretion of the Board of Directors as to the appropriate course of action.
- 6.4 Any member may resign from the Association by giving written notice to the Registrar. Should the resignation occur after December 1 of the current hockey season, then any player registration fees paid shall be forfeited. If the resignation occurs prior to December 1, player registration fees shall be refundable in such amount as the Board of Directors determines to be fair and reasonable in the circumstances as per the official KAMHA Refund policy.
- 6.5 The Board of Directors reserves the right to withhold the admin cost when issuing any refund of player registration fees.

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7. FISCAL YEAR

- 7.1 The Association's fiscal year will be a twelve-month period, commencing May 1 and ending April 30 of the following year.

8. BOARD OF DIRECTORS

- 8.1 The KAMHA Board of Directors shall be composed of both Elected and Appointed Officers.
- 8.2 All Elected Board of Directors positions shall be voluntary and as such receive no remuneration.
- 8.3 The Elected Officers (also to be known as the Executive Committee) of the Board of Directors of the KAMHA will be as follows:
- (a) President
 - (b) Immediate Past President (gains title by succession)
 - (c) Vice President – House League Hockey Operations
 - (d) Vice President – Representative Hockey Operations
 - (e) Director of Coaching Development
 - (f) Director at Large
 - (g) Secretary
 - (h) Treasurer
- 8.4 All other Board of Director positions will be considered as Appointed Officers. In any given year, these positions will include, but are not limited to, those listed in paragraph 8.5.
- 8.5 Minor Officials Liaison, Ice Scheduler, Tournament Chairperson(s), Equipment Manager, Beginners Skate Chairperson, Registrar, Risk Management Chairperson, Sponsorship Chair, and all Convenors (i.e., Roster Select, Representative, and House League).
- 8.6 The Executive Committee reserves the right to create other appointed positions as needed or necessary.
- 8.7 The Board shall reserve the right to provide honouraria to Appointed Directors, including, but not limited to those identified in Clause 8.7.1
- 8.7.1 Registrar, Ice Scheduler, Webmaster, 50 / 50 Coordinator
- 8.8 The Executive Committee shall determine the value of these Honouraria, which shall be recorded within financial statements and reported to the Board.

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- 8.9 Upon the conclusion of their term of office on the KAMHA Board, all former directors (elected and appointed) are to return all property and assets (i.e. financial records, equipment, personal files and records, keys, etc.) to the Secretary.

9. DUTIES OF THE ELECTED AND APPOINTED OFFICERS

9.1 PRESIDENT

- (a) The President, when available, shall preside at, and chair all meetings of KAMHA (including the Annual General Meeting) and be a member in good standing.
- (b) Shall be empowered to have a meeting at the request of three or more Directors of the Executive Committee.
- (c) Shall be an Ex-Officio Member of all Standing Committees.
- (d) Shall perform all duties as directed by the Executive Committee.
- (e) The President or an appointed delegate from the Executive Committee (as per paragraph 8.3) and/or Appointed Executive (as per paragraph 8.5) shall represent KAMHA at all OMHA meetings or any other meeting at which the Executive feels the KAMHA should be represented where and when possible.
- (f) The President shall not participate in debate while residing as chair of a meeting except in the case where the President has brought forth a motion.

9.2 IMMEDIATE PAST PRESIDENT:

- (a) Shall act as an advisor to the President and the Executive Committee and must be a member in good standing.
- (b) Shall perform such duties as may be assigned by the President and/or the Executive Committee.

9.3 VICE-PRESIDENT- HOUSE LEAGUE HOCKEY OPERATIONS:

- (a) Shall perform such duties of the President or Vice President of Representative Hockey Operations. While acting in that capacity shall vote only in the event of a tie and be a member in good standing.
- (b) Shall perform such duties as assigned by the President and/or the Executive Committee of KAMHA.
- (c) Shall be primarily responsible for leading all aspects with respect to the operation of the House League and dealing with issues that pertain to the House League Teams.

9.4 VICE-PRESIDENT-REPRESENTATIVE HOCKEY OPERATIONS:

- (a) Shall perform the duties of the President or Vice President of House League Operations and be a member in good standing.

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- (b) Shall perform such duties as assigned by the President and/or the Executive Committee of KAMHA.
- (c) Shall be primarily responsible for dealing with issues that pertain to representative teams.

9.5 DIRECTOR OF COACHING DEVELOPMENT:

- (a) Shall be responsible for the development of all House League and Representative coaches and trainers, and be a member in good standing.
- (b) Shall be responsible for coordinating all clinics for coaches, trainers, managers, and players as needed and required.
- (c) Shall perform such duties as assigned by the President and/or the Executive Committee of KAMHA.

9.6 DIRECTOR AT LARGE:

- (a) Shall perform such duties as assigned by the President and/or the Executive Committee of KAMHA, and be a member in good standing.

9.7 SECRETARY:

- (a) Shall keep an accurate record of all votes and decisions and distribute the minutes of all Executive Committee Meetings, Standing Committee Meetings, and General Meetings, to all Executive Committee members, and other persons the Executive Committee deem necessary, and be a member in good standing.
- (b) Shall carry out correspondence, to answer inquiries at the direction of the Executive Committee.
- (c) Shall notify the Executive Committee of the time, place, and date of meetings.
- (d) Shall assure the proper processing of all contracts and birth certificates.
- (e) Shall be the custodian of all books, papers, records, documents, and other instruments belonging to the KAMHA.
- (f) Shall carry out all duties as assigned by the Executive Committee.

9.8 TREASURER:

- (a) Shall deposit all funds received into a Chartered Bank approved by the Executive Committee in a timely manner, and be a member in good standing.
- (b) Shall pay all accounts by cheque, signed by the Treasurer, President, or one of the Vice Presidents or any other Officer as authorized by the Executive Committee to countersign.
- (c) Shall keep an accurate record of all monies received and disbursed and report the same at each Executive Committee meeting and the Annual General Meeting.
- (d) Shall present an Interim Financial Statement at the Annual General Meeting. A chartered accountant will prepare the financial books of KAMHA as of April 30.

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- (e) Shall report at each Executive Committee meeting any unusual items, unpaid fees and balances of all accounts.
- (f) The Treasurer shall not pay any invoice until approved by the Executive Committee. The Treasurer shall pay no invoice that is not an original, and shall never pre-sign any KAMHA cheques for any reason.

10. APPOINTED OFFICERS

10.1 ICE SCHEDULER CHAIRPERSON:

- (a) Shall be responsible for co-ordinating and allocating all ice time in accordance with requirements determined by the Executive Committee

10.2 HOUSE LEAGUE CONVENORS:

- (a) Reporting directly to Vice President of House League Operations. Shall be asked to perform various duties as deemed necessary for the betterment of KAMHA.

10.3 REPRESENTATIVE CONVENORS:

- (a) Reporting directly to Vice-President of Representative Hockey. Shall be asked to perform various duties as deemed necessary for the betterment of KAMHA. They shall also be responsible for:
 - i. Setting up all league schedules for their respective divisions.
 - ii. All changes to practice and game schedules shall be cleared /arranged through them.
 - iii. Assuring that all players are registered and accredited for play within their respective divisions.
 - iv. Registering all tournaments and exhibition games that their teams play, with the Vice President.
 - v. Arrange with the Vice-President of House League Hockey Operations and the respective House League Convenor(s) for the movement of players between the Representative division and the House League division.

10.4 MINOR OFFICIALS LIASON:

- (a) Shall be responsible for liaising between the KAMHA and various Referee Associations (as sanctioned by the OMHA) as needed or directed regarding issues including, but not limited to, the training, scheduling, and supervising of competent referees and linesmen for both House League and Representative games.

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10.5 TOURNAMENT CHAIRPERSON(S):

- (a) Shall be responsible for organizing, co-ordinating and sanctioning all such tournaments hosted by the KAMHA
- (b) Shall be responsible for submitting a budget for approval by the Executive Committee prior to the tournament and submitting a financial statement to the Executive Committee within one month of tournament completion.

10.6 EQUIPMENT CHAIRPERSON:

- (a) Shall be asked to perform such duties as deemed necessary for the betterment of KAMHA and shall be responsible for all hockey equipment owned by KAMHA. The Equipment Chair will ensure that each Initiation, Novice, and Atom House League Teams is provided with a set of appropriately sized goalie equipment (including a goalie stick) that is in good repair.

10.7 BEGINNERS SKATE CHAIRPERSON:

- (a) Shall be asked to perform such duties as deemed necessary for the betterment of KAMHA.

10.8 WEBMASTER:

- (a) Operate and maintain the KAMHA website.

10.9 REGISTRAR:

- (a) Shall register all players, coaches, trainers, and managers with the Ontario Minor Hockey Association (OMHA).
- (b) Register all affiliated players with the OMHA.
- (c) Provide all Representative teams with roster sheets and forward originals to the OMHA.
- (d) Ensure all player residential questionnaires are filled out and sent to the OMHA and all appropriate transfer documentation.
- (e) To set up dates and locations for player registrations.
- (f) To co-ordinate and work with the OMHA Area Representative on all matters dealing with registration.

10.10 RISK MANAGEMENT:

- (a) To review, the activities, programs, and operating procedures (including buildings and staff) of the KAMHA in order to identify, understand, and insure against the everyday risks confronted in operating an organized hockey program.
- (b) This review will include, but not be limited to, the following:

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- i. Identifying the risks connected with an activity (e.g., game, practice, change room, arena parking lot, travel)
- ii. Assess the relative significance of all on-ice and off-ice risks.
- iii. Eliminate or minimize identified risks
- iv. Provide protection against unavoidable risks. This can include insurance coverage.

10.11 SPONSORSHIP CHAIR

- (a) Shall be responsible for securing sponsors for all Representative and House League Teams.

11. BOARD MEETINGS

- 11.1 The President shall call all Board meetings. Board meetings should be held monthly during the hockey season (September through April) and as necessary during the rest of the calendar year.
- 11.2 Voting on a motion may only be done if a quorum exists at a given Board meeting. A quorum is defined as 50% of the Board plus 1. The Board is defined as the complement of the Elected Officers and Appointed Officers, including the Immediate Past President. Unless otherwise stated in the constitution and/or regulations, procedures, and policies, the Elected Officers and Appointed Officers may execute voting. The President will only vote in the event of a tie vote. On some issues, as stated in the constitution and/or regulations, procedures, and policies, only the Executive Committee votes.
- 11.3 All Elected and Appointed Directors are required to declare a conflict of interest in matters where their vote could potentially result in their own personal benefit -- financially or otherwise. They shall not vote in such instances. The President, as Chair of the Meeting, will make a ruling where the question of a conflict of interest arises.
 - 11.3.1 If any member challenges the ruling of the President in a question of Conflict of Interest, the matter may be referred to the Executive Committee.
- 11.4 Any amendment or change to the regulations, procedures, and polices made by the Executive Committee must be approved by a simple majority of the Officers (Elected + Appointed) in attendance and shall only have force for the remainder of the current hockey season.
- 11.5 Any Elected or Appointed Officer who is absent a minimum of (3) three consecutive Board meetings in a given hockey season will lose their voting privileges for the remainder of that current hockey season. Any Elected or Appointed Officer requesting a reinstatement of their voting privileges may make an appeal to the Executive Committee.
- 11.6 Only members in good standing of KAMHA shall be eligible to vote at these meetings.

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- 11.7** The KAMHA Standing Committees will be as set forth in the regulations, procedures, and policies.
- 11.8** It is the responsibility of each newly Elected Executive Committee to make reasonable and regular efforts to keep the membership informed as to the details of the decisions rendered at the Annual General Meetings.

12. ELECTION OF DIRECTORS AND TERMS OF OFFICE

- 12.1** The Officers comprising the Executive Committee shall be elected at the Annual General Meeting, held between April 1st and April 30th of each year. Each elected Officer shall live within the boundaries as set down in this constitution and must be a member in good standing with KAMHA.
- 12.2** All Elected and Appointed Officers must submit a Police Record (i.e., CPIC) within one (1) month of being elected or appointed.
- 12.3** Candidates for the office of President shall have served three (3) complete years of the previous four (4) consecutive years on the KAMHA Executive Committee. Candidates for the office of President shall also have served at least one (1) year over the last four (4) years in the capacity of one of the following positions: Vice President of House League Hockey Operations, Vice President of Representative Hockey Operations.
- 12.4** Candidates for the office of Vice President of House League Hockey Operations shall have served two (2) complete years of the previous (3) years on the KAMHA Executive Committee. The candidates must also be knowledgeable in House League Hockey Operations and have been a House League Convenor for at least one (1) year with the KAMHA.
- 12.5** Candidates for the office of Vice President of Representative Hockey Operations shall have served two (2) complete years of the past three (3) years on the KAMHA Executive Committee. The candidates must also be knowledgeable in Representative Hockey Operations and have served as a Representative Convenor for at least one (1) year with the KAMHA.
- 12.6** A person serving on the Executive Committee cannot move from the House League program to be a candidate for Vice President of Representative Hockey Operations until he/she serves as a Representative Convenor for at least 1 year. Similarly, a person serving on the Executive Committee cannot move from the Representative Program to be a candidate for Vice President of House League Hockey Operations until he/she serves as a House League Convenor for at least 1 year.

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- 12.7** Candidates for the office of Secretary, Treasurer, Coach Development, shall have served two (2) complete years of the past three (3) years on the KAMHA Board of Directors.
- 12.8** If there are no interested members that meet the criteria for any office, then the membership may solicit nominations from the floor during the Annual General Meeting to fill those positions. Nominations from the floor at the Annual General Meeting must meet the criteria as describe above. Should there still be no KAMHA members interested in filling any elected positions on the executive, then the newly elected executive shall have the authority, at the beginning of the new fiscal year to appoint one individual to any available position(s). A person appointed to an elected executive position will have the same rights, responsibilities, accountabilities, and authority as if the person had been duly elected.
- 12.9** Elected Officers shall hold office as of May 1st following the date of their election. the term of office for President shall be for a two (2) year term, the term of Office for the position of all Vice President positions shall be for a two (2) year term, and the term office for Secretary, Treasurer, Coach Development, and Director at large will be for one (1) year term.
- 12.10** The KAMHA Executive Committee is empowered to carry on the business of the Association at its regular Annual General Meeting.
- 12.11** The KAMHA Executive Committee shall have the power, with proper justification, to suspend, expel or discipline any member, coach, trainer, manager, player, and/or any other persons connected in any way with the Association. Suspensions, expulsions or disciplinary sanctions may be assessed for the violation of the playing rules, conduct unbecoming to hockey, and/or refusing to accept and obey rulings of KAMHA.
- 12.12** Directors may be removed for the following reasons:
- 12.12.1. Failure to provide an acceptable Police Record (CPIC) within one (1) month of being elected or appointed.
- 12.12.2. Violating the KAMHA Members Code of Conduct resulting in membership in the Association being revoked.
- 12.12.3. Acting against the interests of the Association, causing public harm to the image and reputation of the Association.
- 12.12.4. Failure to perform defined duties, or to carry out directions provided by the Board, at a level acceptable to the Board.

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12.13 Removal of an Elected Director will require a 2/3 majority vote of the KAMHA Board at a meeting of the Board.

12.14 Removal of an Appointed Director will require a simple majority vote (50+1) of Directors at a meeting of the Board

13. BANKING

13.1 The banking business of the Association shall be transacted with such bank or trust company as the Directors may designate, appoint or authorize from time to time by resolution.

13.2 All cheques or other orders for the payment of money issued in the name of the Association shall be signed by any two of the President, Vice-President and Treasurer, or such other officers or Directors of the Association as shall be from time to time determined by resolution of the Board of Directors.

13.3 Any one of the President, Vice-Presidents or Treasurer may alone endorse cheques for deposit only with the Association's bankers for the credit of the Association. Any one of the officers so appointed from, may arrange, settle, balance and certify all books and accounts between the Association and the Association bankers and may receive all paid cheques and vouchers and sign all bank's forms or settlement of balances and release or verification slips.

13.4 The Treasurer must authorize all expenses.

13.5 The Executive Committee must approve all expenses in excess of \$500.

14. EXECUTION OF DOCUMENTS

14.1 All contracts and other written documents requiring the signature of the Association shall be signed by the President and the Secretary and the Secretary shall affix the seal/corporate logo of the Association as required.

14.2 Despite the foregoing, the Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular contract or other obligation of the Association may or shall be executed.

15. BOOKS AND RECORDS

15.1 The Directors shall see that all necessary books and records of the Association required by the regulations, procedures, and policies of the Association or by an applicable statute or law are regularly and properly kept.

16. POWERS, EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

16.1 The Board of Directors is responsible for the overall management and operation of the Association and the administration of its affairs.

16.2 The Directors are authorized to:

- (a) Pass regulations, procedures, policies and resolutions,
- (b) To approve rules and regulations, and operational policies to govern the administrative and competitive operation of the Assoc, within the guidelines of the OMHA;
- (c) To manage financial affairs of the organization, including setting fees and entering into contracts and to otherwise take such actions and do such things as they consider necessary to fully and completely achieve the objectives of the Association;
- (d) Form committees;
- (e) Suspend or expel anyone for notorious or foul behaviour at any meeting or gathering in the interests of minor hockey, or for any unacceptable infringements of the code of conduct, rules and regulations of the KAMHA or of the OMHA;
- (f) Suspend or discipline any coach, manager, player, member or other official connected with KAMHA;
- (g) Resolve all difficulties arising from emergency situations not provided for in this constitution, or regulations, or in the rules of competition.
- (h) To employ staff to fill critical administrative duties where there are no available volunteers. The Executive Committee shall have the authority to determine the roles, responsibilities and conditions of employment of all staff. This shall include recruitment, salary and benefits, and termination.
 - i. When recruiting staff members, the Executive Committee shall appoint a hiring committee to conduct the recruitment, in accordance with direction from the Board.
 - ii. The hiring committee shall be comprised of not less than three Board members, and not more than five. This hiring committee shall report to the Board with recommendations, including the ranking of candidates.

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- iii. Acceptance of the Report and its recommendations shall require the support of two-thirds voting members present at a meeting of the Board of Directors.
- iv. On a day to day basis, the employee(s) will be accountable to the President.
- v. An employee of the KAMHA cannot be a Director or an immediate family member of a Director of the Association.

- (i) To disburse funds as agreed upon to other hockey associations operating in support of hockey in our region.

16.3 Under authorities granted in paragraph 16.2, the Executive Committee must approve, based on a majority vote the following:

- (a) Fees
- (b) All expenditures in excess of \$500 (Treasurer must approve all expenditures)
- (c) Membership in leagues
- (d) Discipline to players, coaches, assistant coaches or other members
- (e) Ice Schedule
- (f) Appointment of head coaches and the approval of all team officials prior to a team's first game.
- (g) Tryout policies

17. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

17.1 Every Director of the Association when exercising his/her powers and discharging his/her duties must:

- (a) Act honestly, in good faith, and in the best interests of the Association;
- (b) Carry out his/her duties as a reasonable person would in the circumstances; and
- (c) Comply with the Ontario Corporations Act, its regulations, any amendments to the Act or its regulations, all other applicable law, the Letters Patent, and the regulations, procedures, and policies of the Association.

17.2 Limitation of Liability. No Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer.

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- 17.3 Indemnity. The Association shall indemnify and save harmless the Directors and officers of the Association and their personal representatives against:
- (a) All costs, charges and expenses which the Director or officer sustains or incurs in or about to any action, suit or proceeding brought, commenced or prosecuted against him or her, in or about the execution of the duties of his or her offices or in respect of such liability; 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 of expenses as are occasioned by his/her own wilful neglect or default.
- 17.4 Insurance. Subject to the limitations of the Act, the association may purchase and maintain such insurance for the benefit of its Directors and officers as such, as the Board may from time to time determine.

18. MEETINGS AND ELECTIONS

18.1 ANNUAL GENERAL MEETING

- (a) The President shall call an Annual General Meeting that will be held in Kingston, Ontario between April 1 and April 30 of each year, for the purpose of changing the constitution, regulations, procedures, and policies and electing officers.
- (b) The Executive committee shall appoint a nominating Committee of at least three (3) members of KAMHA at least three weeks prior to elections. The nominating Committee shall if possible, submit the names of at least two members for each office, and shall obtain their consent to run for office.
- (c) All reasonable efforts will be made to notify the KAMHA membership of the date, time, and location of the Annual General Meeting. These are to include, but not be limited to the following: advertising with local media (e.g., radio, television, and newspapers), KAMHA website, and posters at local areas.
- (d) All members of KAMHA will be notified of the time, date, proposed agenda and location of the meetings by the Secretary, at least fourteen (14) calendar days in advance of such date.
- (e) A quorum for Annual General Meetings shall be 9 eligible voters.
- (f) At each Annual General Meeting, the membership shall be advised of any proposed (7 days in advance) changes to the KAMHA constitution and/or regulations, procedures, and policies. These changes may then be ratified by a majority vote of the membership at the Annual General Meeting to be put into force indefinitely. Changes to the Constitution can only be made by the membership at the Annual General Meeting.
- (g) Only members of KAMHA shall attend meetings.
- (h) Non-members can be invited by special invitation as approved by the Executive where such presence will be beneficial to the meeting.
- (i) Only members in good standing may vote at the Annual General Meeting.

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- (j) KAMHA members in good standing are required to declare a conflict of interest in matters where their vote could potentially result in their own personal benefit -- financially or otherwise. Members shall not vote in such instances. The President, as Chair of the Meeting, will make a ruling where the question of a conflict of interest arises.
- (k) If any member challenges the ruling of the President in a question of Conflict of Interest, the matter may be referred to the Executive Committee.
- (l) Non-members may not vote.
- (m) Election Rules and Protocol:
 - i. Nominations may be made from the floor on election night providing that the consent of the nominee has been obtained and said nominee is in good standing.
 - ii. The Nominating Committee shall prepare ballots for elections.
 - iii. The Nominating Committee Chairman shall act as returning officer, with two committee members as scrutineers to count ballots. The count is to be kept confidential and the ballots are to be destroyed after the elections have been completed.
 - iv. The elections shall be by secret ballot, and shall require a majority vote. In the event that there are more than two candidates running for any one office, a majority of votes overall will be required to elect anyone.
 - v. The elected officers shall be elected in the following order: President, Vice President of House League Operations, Vice President of Representative Hockey Operations, Director of Coaching Development, Director at large, Secretary and Treasurer. The Past President gains title by succession.
 - vi. Ballots for each office shall be counted, and the election result announced before proceeding with the election of the next office.
 - vii. Defeated candidates shall be able to stand for any other office, if they so desire.
 - viii. In the event of a tie, the Chairman of the Nominating Committee shall cast the deciding vote.

18.2 RULES OF ORDER AT ANNUAL GENERAL MEETINGS

- (a) Confirm voting powers and credentials. (To be noted in the minutes of this meeting.)
- (b) President's welcome address.
- (c) Reading of the minutes of the previous Annual General Meeting and all other General Meetings held since that time.
- (d) Discussion of minutes.
- (e) Reading of outstanding correspondence.
- (f) Business arising out of outstanding correspondence.
- (g) Annual report of the Secretary.
- (h) Annual report of the Treasurer, prepared by Certified Chartered Accountant, available to each member
- (i) Reports of Standing and Special Committees.
- (j) Presidents Report

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- (k) Vice President of House League Hockey Operations report.
- (l) Vice President of Representative Operations report.
- (m) Director of Coaching Development Report
- (n) Reports from Directors at large
- (o) Old Business
- (p) Changes and Amendments to the Constitution, regulations, procedures, and policies, and Rules.
- (q) Election of Officers
- (r) New Business
- (s) Good and Welfare of KAMHA
- (t) Meeting adjourned.

18.3 VOTING AT ANNUAL AND OTHER GENERAL MEETINGS

- (a) Only members of KAMHA as defined in section 5 shall be entitled to one vote at annual or other general meetings.
- (b) No vote may be assigned by proxy, or be assigned to a member who is not the parent or legal guardian of the registered player.
- (c) Every question shall be decided in the first instance by a show of hands unless any member requests a poll. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll is demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be conclusive evidence of whether the resolution was carried or lost.
- (d) The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person, and the poll shall be taken in such manner as the Chair shall direct and the result of the poll shall be deemed the decision of the Association in general meeting upon the matter in question.
- (e) In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a casting vote.

19. SPECIAL GENERAL MEETING

- 19.1 A Special General Meeting of KAMHA may be called by the President or shall be called upon the written request of not less than fifty (50) adult members of KAMHA, after discipline and complaints committee has reviewed the request.

20. ERROR OR OMISSION IN NOTICE

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- 20.1 The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution past or any proceedings taken at any meeting.

21. AMENDMENTS

- 21.1 This Constitution shall not be amended or repealed except by resolution confirmed by at least two-thirds (2/3) of the members attending a meeting of the membership.
- 21.2 Any proposed resolution to amend or repeal this Constitution shall be published and/or posted on the official KAMHA website at least seven (7) days in advance of the meeting at which the resolution is to be considered.

22. REPEAL OF PREVIOUS CONSTITUTION

- 22.1 Upon this Constitution being passed and coming into force, all previous constitutions of the Association and any regulations, procedures, and policies or parts thereof inconsistent with this Constitution shall be repealed and be of no further effect.

PASSED by the Board of Directors on April 17, 2009 and

APPROVED by the Members at the Annual General Meeting on April 15, 2009.

This Constitution was amended, ratified, and re-approved by the Members at the Annual General Meeting on April 17, 2019

Steve Walker, President

Scott Ford, Secretary