



# THOROLD AMATEUR ATHLETIC ASSOCIATION

## CONSTITUTION & BYLAWS

*(ONCA-Compliant – Executive Voting Board Model)*

*(Revised January 2026)*

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## ARTICLE #1 – NAME

The name of this organization shall be:

**Thorold Amateur Athletic Association** (Incorporated in 1988)

(hereinafter referred to as the “Association” or “TAAA”).

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## ARTICLE #2 – OBJECTIVES

The objectives of the Association are to organize, develop, and promote minor ice hockey for the youth of the City of Thorold, including:

- Providing the opportunity for all City of Thorold youth to participate in recreational league ice hockey;
  - Developing participation in competitive representative ice hockey;
  - Encouraging good fellowship, honesty, sportsmanship, integrity, and responsibility;
  - Promoting the Association to hockey organizations, sponsors, civic leaders, and the community;
  - Developing moral values including fair play, respect for authority, and leadership;
  - Fostering community spirit among members and supporters;
  - Encouraging diversity, equity, and inclusion in all Association activities.
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## **ARTICLE #3 – MEMBERSHIP**

### **a) Eligibility**

Membership shall be open to any individual who:

- Is a member in good standing of the Association;
- Is at least eighteen (18) years of age; or
- Participates as a coach, volunteer, or official within the Association.

### **b) Membership Fee**

The annual membership fee shall be set by the Board of Directors.

### **c) Classes of Membership**

There shall be Regular Members and Associate Members. Associate Members may participate in Association activities but may not hold elected office.

### **d) Voting Rights**

Each member in good standing shall be entitled to one (1) vote at meetings of members.

### **e) Suspension or Termination**

Membership may be suspended or terminated by resolution of the Board for conduct contrary to the Association's purposes or By-laws, following at least fifteen (15) days' written notice and an opportunity to be heard. The decision of the Board may be appealed to the membership.

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## **ARTICLE #4 – BOARD OF DIRECTORS (EXECUTIVE VOTING BOARD)**

### **4.1 Composition of the Board**

The affairs of the Association shall be governed by a Board of Directors (the "Board"), which shall serve as the Executive Voting Board of the Association. The Board shall consist of the following elected Directors, each of whom shall have full voting privileges and fiduciary responsibilities under the Ontario Not-for-Profit Corporations Act, 2010 (ONCA):

- President
- Vice President / Secretary



- Treasurer
- Overall Hockey Chair
- Senior Local League Director
- Senior Representative (Rep) Director
- Jr. Hawks Director
- Registrar
- Tournament Director
- Equipment Director
- Risk Management and Safety Director
- Marketing and Communications Director
- Coaching Director

All Directors shall be elected in accordance with these By-laws and shall fulfill the duties and responsibilities assigned to their respective positions in support of the Association's objectives and in compliance with governing bodies, including the Ontario Minor Hockey Association (OMHA) and Hockey Canada.

The Board shall consist of no fewer than seven (7) and no more than thirteen (13) voting Directors, depending on positions filled.

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## 4.2 Authority

The Board shall exercise all powers of the Association except those reserved to the members by ONCA, the Articles, or these By-laws.

## 4.3 Voting

Each Director shall be entitled to one (1) vote. Proxy voting is not permitted.

## 4.4 Term of Office



Directors shall be elected for terms of up to two (2) years and may be re-elected. Terms may be staggered.

#### **4.5 Removal**

Any Director may be removed by ordinary resolution of the members at a duly called members' meeting.

#### **4.6 Vacancies**

Vacancies may be filled by Board appointment until the next Annual General Meeting.

#### **4.7 Conflict of Interest**

Directors shall disclose conflicts of interest and abstain from discussion and voting where a conflict exists.

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### **ARTICLE #4A – NON-VOTING BOARD POSITIONS (ADVISORY & OPERATIONAL)**

#### **4A.1 Establishment**

The Board may appoint individuals to non-voting Board positions to support the operations and programs of the Association. These individuals are not Directors under the Ontario Not-for-Profit Corporations Act (ONCA).

#### **4A.2 Non-Voting Positions**

Non-voting Board positions may include, but are not limited to:

- Ice Scheduler
- Sponsorship & Fundraising Coordinator
- Canteen Coordinator
- Banquet Coordinator
- Director of Development
- Select Program Coordinator



- Members-at-Large
- **Administrator (Admin)**

#### 4A.3 Rights and Limitations

Non-voting Board positions:

- May attend Board meetings by invitation;
- May participate in discussion and submit reports;
- Shall not vote;
- Shall not be counted toward quorum;
- Shall not assume fiduciary duties of Directors;
- Members-at-Large may be assigned to assist operational areas or committees, as defined in Board policy.

#### 4A.4 Appointment and Removal

Non-voting Board positions shall be appointed and removed by resolution of the Board.

#### 4A.5 Compensation

The Board may approve compensation for certain non-voting positions where operational needs require dedicated administrative or professional support.

- The **Administrator (Admin)** position is based on **up to 20 hours per week** and shall be compensated by way of an **honorarium at a rate of \$20 per hour**, subject to annual budget approval.
  - Compensation shall be reviewed annually and may be amended or discontinued by Board resolution.
  - Receipt of an honorarium does not confer Director status or voting rights.
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## ARTICLE #5 – DUTIES OF OFFICERS

### President

- Presides at meetings and provides leadership to the Board.

### Vice-President / Secretary

- Assists the President and assumes duties in the President's absence.
- Maintains minutes, records, and official correspondence.

### Treasurer

- Oversees financial records, reporting, and compliance.
- All financial instruments shall require two authorized signing officers.

### Additional Officers / Directors

- Duties of other voting Directors (Hockey Chair, Local League, Rep Director, Jr. Hawks Director, Tournament Director, Equipment Director, Risk & Safety Director, Marketing & Communications Director, Coaching Director) shall be defined in Board policy.

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## ARTICLE #6 – MEETINGS OF MEMBERS

- a) **Annual General Meeting (AGM):** Held annually in April.
- b) **Notice:** 10–21 days' notice to members.
- c) **Quorum:** Majority of members entitled to vote.
- d) **Voting:** One vote per member; proxy voting not permitted.

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## ARTICLE #6A – MEETINGS OF THE BOARD OF DIRECTORS



**6A.1 Quorum:** Majority of voting Directors in office.

**6A.2 Participation:** Meetings may be in person or electronic.

**6A.3 Decision-Making:** Majority vote unless otherwise required by ONCA.

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## **ARTICLE #7 – FINANCIAL DISCLOSURE**

Annual financial statements prepared per ONCA and presented at the AGM.

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## **ARTICLE #8 – AMENDMENTS**

By-laws may be amended by Board resolution and confirmed by two-thirds (2/3) member vote at a duly called meeting.

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## **ARTICLE #9 – DISSOLUTION**

Remaining assets distributed to one or more Ontario not-for-profit organizations with similar purposes.

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## **ARTICLE #10 – RULES OF ORDER**

Meetings conducted in an orderly manner; motions properly moved and seconded; decisions by majority vote.

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## **ARTICLE #11 – TRANSITION & EFFECTIVE DATE**

**11.1 Immediate Effect:** Effective upon approval at Special Members' Meeting.

**11.2 Transition of Directors & Officers:** All prior Directors/Officers cease office except where elected/appointed under this Executive Board structure.

**11.3 Continuity of Operations:** All actions, resolutions, contracts, or financial commitments remain valid and binding on the Association.

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End of Constitution & By-laws (ONCA Compliant Draft – January 2026)

