North London Sports Association

Annual General Meeting

May 31, 2019

Annual General Meeting - Agenda
2018-19 Season

Date: May 31, 2019 7 p.m.,
Place: Stronach Arena, London, Ontario

1. Welcome from the President……..Sean Wheatley
2. Call to Order and Explanation of Procedural Rule
3. Approval of Minutes of 2018 Annual General Meeting
4. Business Arising from the Minutes
5. Call for New Business
6. Financial Report……Tom Getliffe
7. President's Report……..Sean Wheatley
8. MD Report……..Sean Jeffries
9. CHL Report……Gord Hart
10. Seeded Report……..Kenan Cejvan
11. Announce total declared registered voting delegates……John Jacob
12. Amendment to NLSA Constitution
    a. Article #13 Conflict of Interest Policy
13. Nominations Report……John Jacob
14. Elections and Appointments
15. New Business
16. Meeting adjourned

North London Nationals Hockey Association
AGM minutes
June 10, 2018

Members Present: John Jacob, Sean Wheatley, Kenan Cejvan, , Gerry Vanderhoek, Jeff and Darci Craigmile, Erica Serratore, James Hindle, Sean Jeffries, John Keating, Kevin John, John Jacob, Tom Getliffe, Matt Smith, Joe Pearson
Guests: Sign in sheet.
Carl Vink: Head of referees.

Welcome: Sean Wheatley

- Introduction of officers of the organization at the head table.
- Welcomed all and announced that he was going to be chair for the AGM.

Call to Order and Explanation of Procedural Rule

- Roberts rule of order was explained by Sean. Procedure of protocol was also discussed. Sean to be addressed as Mr. Wheatley, Mr. Chair, or just Chair.

Approval of Minutes of 2017 Annual General Meeting

- Motion to accept minutes of 2017 AGM: made by Jeff C. seconded by Kevin John , Motion carried.

Business Arising from the Minutes

- **None**

Call for New Business

- No call for new business
- Motion to accept agenda made by Kevin J second by James H.., motion carried.

Financial Report (Tom Getliffe)

- Absent: Sean Gave out draft statement

- Discussed Key components: balance sheet and asset, and statement of earnings discussed.
- Motion to approved report, made by James, seconded by Jeff. Motion carried.

President's Report 2017/18 (Sean Wheatley)

- Sean read the president's message to all in attendance

- Sean: Another season of hockey has come and past as I enter my final year of a double term and I reflect on the number of volunteers that it takes to operate a Minor Hockey Association. Looking across our House League, Minor Development and Seeded programming it always feels that we are short on volunteers for all our events and activities, but some how we seem to get it done. It's important to understand why we volunteer;

- At the end of the day, did the North London Sports Association provide a fun and enriching environment to play hockey? Did we provide an activity to increase the fitness level of the participant? Did we teach social responsibility to the participants of our programs. I can honestly say "yes" to all three areas of focus. We make decisions as Administrators at the North London Board and we always must ask ourselves what the impact is on players and officials.

- As you can see from the House League, Minor Development and Seeded reports, we were very successful on the ice this year, thank you to the parents, coaches, managers, trainers, volunteers, and Board members that make North London a great organization.

CHL Report (Gerry Vanderhoek)
House League – 2017/18 Annual Report
Season Results:

- Our House League program had a terrific year. Several teams not only made the city championships and won their respective division city finals but also some of our major age group teams made the Alliance weekend in Woodstock.

- The registration numbers seemed very steady within the House League program which speaks to quality and popularity of our system at North.

- Last year marked for the first time a major change in the way we balanced our teams. The evaluations were done the year prior and those evaluations were used to draft the teams last fall. The results were a better balanced league with a lot of positive feedback from the parent groups of how the process went and the team make up post the balancing games.

- 2017/2018 also marked the first year the GLHA Select Program. The program was very well received from the HL parents in North and we hope to see a more players try out this fall for the respective MD programs using the development they have gained from the extra ice from the Select program.

- After 4 years of being the North CHL Rep, I am officially stepping down as the Director of HL. I truly hope that some of the significant changes that we have put in place to improve our HL programs continue to help with registration over the next several years and increase the fun that hockey is supposed instill our players.

MD Report (Kevin John)
*** 2017-2018 Season Results were shared by Kevin.**
* Tier 3: qualified for Tier 1 Alliance, Finalists West MD champions and Alliance
* Tier 2: West MD champs, Semi finals in Alliance Championship
* Tier 1: West MD Finalists
* Minor Atom: Tier 2 Alliance, finalists in Alliance
* Atom: did not qualify
* M. Peewee: Tier 2 Alliance, Tier 2 Champs.
* Peewee: Tier 2 Alliance
* Min. Bantam: Tier 2 Alliance, Alliance Champs.
* Bantam: did not qualify
* Minor Midget: Tier 2 Alliance, Finalists
* Midget: no division across Alliance.

1. Many players from all the different age groups have moved up for the next season to Seeded or higher. Congratulations to all those players.
2. Two coaches from the 2017-2018 season have also moved up to Jr Mustangs or Jr Knights. Congratulations to those coaches.
3. There were no Teams for Midget MD across all of Alliance.
4. 2018-2019 MD Coaching Interviews are complete. Recommendations to the Board still to be completed.

5. The Alliance MD Championships will be held in London and will be hosted by the GLHA again for the 2018-2019 season.

Seeded Hockey Report (Kenan Cejvan)
Junior Mustangs Report - AGM 2018 :

- With a strong NLSA player and coach representation in our 2017/18 Junior Mustangs Purple(JMP), our JMP teams had some of their greatest successes this past year. This in large part is due to Mike Goring and John Jacobs, NLSA board members, working tirelessly with their Oakridge counterparts. One example of their hard work with teams is that this year we've had least number of player suspensions and zero suspensions for coaches and their staff. Almost half of our JMP teams qualified for AA loop, and all teams were very successful in the playoffs. Congratulations to JMP Minor Peewee team as they won the AA Constellation playoffs. 2017/18 season was capped off by JMP Midget team coached by Cam Galloway, who's team in 2016/17 won the OHF AA tournament, with nothing less then winning the OHF A tournament. Coach Cam and the rest of our JMP coaches have bought into our process which embodies competitive nature with a balanced approach to running a team. We will continue with this approach and look forward to the 2018/19 season.

Motion to accept all reports made by Kevin J. seconded by Sean J., motion carried.

Announce total declared registered voting delegates

- declared registered voters: 11

Amendment to the NLSA Constitution:
To be added to our constitution:
Article #13 Member Responsibilities, Conflict of Interest, and Confidentiality

NOTICE OF MOTION
AMENDMENT TO: Constitution Article #: 13 (New)
By-Law Number: Regulation Number: Policies Section:

SUBMITTED BY: Sean Wheatley (President)

Rationale: Ensuring constitution is up to date with current requirements for not for profit organizations.

CURRENT WORDING: Not currently in place PROPOSED CHANGES:

MEMBER RESPONSIBILITIES, CONFLICT OF INTEREST, CONFIDENTIALITY

Montion deals with 4 sections:
Section 1: Motion deals with complementing the existing NLSA code of conduct
Section 2: Outlines duties and responsibilities of NLSA members
Section 3: Outlines conflict of Interest Guidelines
Section 4: Outlines confidentiality information

Motion: made by Sean W. to implement constitutional change. Motion seconded by Jeff. ,. Discussion. Motion: James 3.01 to change Oakville to NLSA Motion is seconded by Kevin J, Motion is carried.

Nominations Report – (John Jacob)

- John read through list:

In accordance with our bylaws and constitution of North London Sports Association Inc. I respectfully submit the following candidates for the positions being elected:

1. The position of Volunteer at Large had 8 nominations. The 8 nominations would be read one at a time. (6 Director at large and VP, director at large = 7 director at large positions need to be filled).
   a) Kevin John
   b) James Hindle
   c) Erica Serratore
   d) Gerry Vanderhoek
   e) James Gibbons
   f) Andrew Jamieson
   g) Matthew Biderman
   h) Dean Loupos

2. Three of the nominees were nominated by someone else. Matt Biderman will you let your nomination stand? Dean Loupos will you let your nomination stand? Erica Serratore has previously indicated that she will let her nomination stand.

3. Nominations from the floor can be accepted only if the nominee is present at the AGM. Are there any nominations from the floor?

4. I would like all the new nominees to share why they are wanting to run for volunteer at large: James Gibbons, Andrew Jamieson, Matt Biderman, Dean Loupous. James and Andrew were not present, could not share their key aspects of wanting to join NLSA. Therefore their names have been taken off the ballot, and could be appointed by Sean W. in the future.

5. If there are no more nominations then the position up for election ballots will be prepared for voting purposes (Bylaw – 17). In the event that there are not enough nominations to fill the vacant positions the Volunteer member board will recruit qualified candidates and can be nominated on an interim basis by the President. (Bylaw – 18)

6. **Elections:** Ballots were handed out to voting members.

Voting Ballots handed out to NLSA members only. Will be collected and tallied. Results shared with members.

Results:

Can I have a motion to accept:

A) Kevin John
B) James Hindle
C) Erica Serratore
D) Gerry Vanderhoek
E) James Gibbons – absent – taken off the ballot.
F) Andrew Jamieson - absent – taken off the ballot
G) Matthew Biderman
H) Dean Loupos

Two not attended, all 6 will be acclaimed out of the eight nominees, 1 director at large is still opened. Sean will contact either James or Andrew to see which one would like to take the position.

…..as member at large? Sean J. Can I have a seconder? Jeff C. Discussion? All in favour? Opposed if any. Nominee is asked if they accept the position. The motion is carried.

Volunteer Member Board positions completing their term next season:
Three Officiers – Currently filled by

1. President – Sean Wheatley
2. Secretary – John Jacob
3. Treasurer – Tom Getliffe
4. 6 Director at large positions: Currently filled by:

- Matt Smith
- Jeff Craigmile
- Sean Jeffries
- John Keating
- Gord Hart
- Joe Pearson

The meeting chair can then be handed over to the President.

New Business

- No new business.

Meeting adjourned: motion made by Jeff C, seconded by James Hindle , motion carried.

NORTH LONDON SPORTS ASSOCIATION INC.

Financial Statements

Year ended April 30, 2019

Draft - Subject to change

Ford Keast LLP
Chartered Professional Accountants
Bringing Solutions Together

624 Maitland Street
London, Ontario N6B 2Z9

Ph 519.679.9330
Fx 519.679.3204

www.FordKeast.com

NOTICE TO READER

On the basis of information provided by management, we have compiled the Balance Sheet of North London Sports Association Inc. as at April 30, 2019 and the Statements of Earnings and Retained Earnings for the year then ended.

We have not performed an audit or a review engagement in respect of these financial statements, and accordingly, we express no assurance thereon.

Readers are cautioned that these statements may not be appropriate for their purposes.

The firm of Chartered Professional Accountants is not independent of the North London Sports Association Inc. as one of it's ulitmate partners is the treasurer.

Draft - Subject to change

London, Ontario
May 29, 2019

Chartered Professional Accountants
Licensed Public Accountants

Integrating: | Assurance | Advisory | Tax | Wealth Management | Human Resources

NORTH LONDON SPORTS ASSOCIATION INC.

Balance Sheet as at April 30, 2019
Unaudited - See Notice to Reader

356460 printed May 29, 2019

	2019	2018
ASSETS		
CURRENT		
Cash	$ 86,333	$ 118,544
Accounts receivable	25,743	1,860
	$ 112,076	$ 120,404
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	$ 5,371	$ 1
Deferred hockey expenditures	17,385	-
	22,756	1
NET ASSETS		
UNRESTRICTED NET ASSETS	89,320	120,403
	$ 112,076	$ 120,404

APPROVED BY THE BOARD OF DIRECTORS:

Director

Draft - Subject to change

NORTH LONDON SPORTS ASSOCIATION INC.

Statement of Net Assets
Year ended April 30, 2019
Unaudited - See Notice to Reader
356460 printed May 29, 2019

	2019	2018
NET ASSETS, Beginning of year	$ 120,403	$ 151,801
Net loss	(31,083)	(31,398)
NET ASSETS, End of year	$ 89,320	$ 120,403

Draft - Subject to change

NORTH LONDON SPORTS ASSOCIATION INC.

Statement of Earnings
Year ended April 30, 2019
Unaudited - See Notice to Reader
356460 printed May 29, 2019

	2019	2018
REVENUE		
Registration	$ 484,299	$ 531,201
Tournaments	89,547	114,375
Sponsorship and other	7,423	13,753
	581,269	659,329
EXPENSES		
Ice rental	358,905	405,308
Tournaments	84,446	96,427
MHAO fees and insurance	47,971	46,354
Referee fees	27,684	33,642
Equipment and supplies	22,186	31,818
Bank charges and interest	22,173	18,269
Timekeeping fees	12,255	10,740
Ice scheduler fees	9,468	9,356
GLHA Association fees	9,430	10,173
Office supplies and administration fees	8,770	11,571
Banquet and awards	4,729	4,108
Training and development	2,290	9,461
Website and advertising	2,045	3,500
	612,352	690,727
NET LOSS	$ (31,083)	$ (31,398)

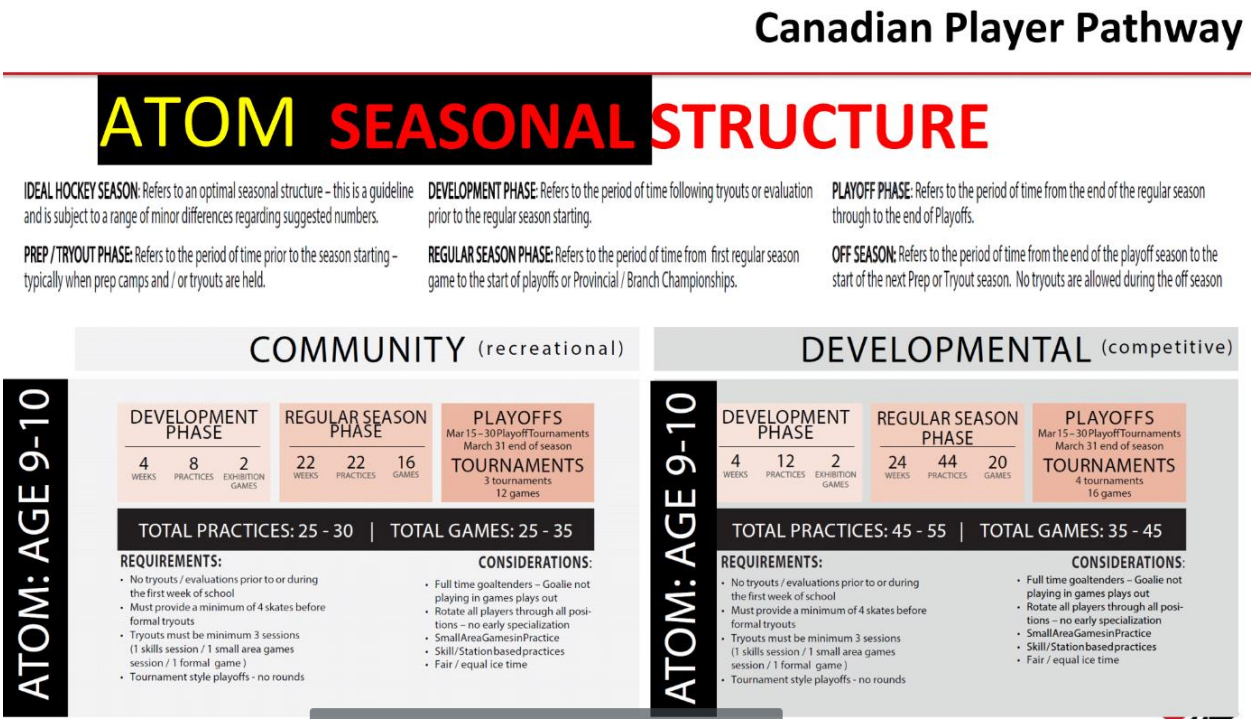
Draft - Subject to change

President's Report

Despite all the challenges this past year, it's been my pleasure to have had the opportunity to volunteer as President for North London for the past four years. I have been a NLSA volunteer for seven year in various roles. Over the past seven years I've seen volunteerism diminish to where we are today struggling to fill Board positions and begging to get Coaches. I don't have an answer other than it's a problem across Canada and has now become a priority for Hockey Canada. They are having workshops and speakers this weekend at their AGM.

We all grew up in hockey and feel it should be done the same way as we did. As one of over two thousand organizations in Canada we must be agile enough to make changes in programming. Hockey programming that comes from some of the greatest hockey minds in the Country. Hockey Canada will be continuing to adjust programming from Atom to Midget in the coming years. The toughest part is implementation and Hockey Canada has put measures in past to do a better job at this.

Major Novice will complete the switch-over for all Novice hockey this coming season, with all of Atom following in 2020/21;



At the Alliance AGM last weekend, they talk about their five strategies for the upcoming season;

Lot of change to adapt too.

To conclude I would like to take the time to thanks all the Coaches, Managers, Trainers, On-ice Helpers, Dressing Room parents… Thank you to all parents for bringing their kids to the rink for exercise and FUN. To the Board members that I have served along side for the past seven years, who I have admired, looked to for guidance and always felt I could lean on whenever I had to. Sometimes people do mean things to people, but we must focus on the greater good. If you ever need a "pick me up" stand in the rink on a weekend at 7am and watch the initiation program – THANKS!

Best of luck in the 2019/20 season.

Sean Wheatley

MD Report

*** 2018-2019 Season Results.**

* Tier 3: First year with ½ ice and no scoring – Dan Phillips (head coach) did a great job with the new format
* Tier 2: Alliance West semi finalist, did not qualify for Alliance Championship
* Tier 1: West MD Champions, Semi finals in Alliance Championship
* Minor Atom: Did not qualify
* Atom: Did not qualify
* Minor Peewee: Alliance West semi finals, Alliance Championships Tier 2 semi finalist
* Peewee: Alliance West Champions, Alliance Championships Tier 1
* Minor Bantam: Did not qualify
* Bantam: West MD Finalist, Alliance Championships Tier 1
* Minor Midget: Alliance West semi finals, Alliance Championships Tier 2
* Midget: No team

1. 6 skaters and 2 goalies from Tier 1 made AAA Knights and 5 Tier 1 and 4 Tier 2 made AA Knights

2. 2019-2020 MD Coaching Interviews are complete. Recommendations to the Board still to be completed.

CHL Report (Gordon Hart)
House League – 2018/19 Annual Report
Season Results:

- Our House League program had a very strong year. Several North teams made the city championships and three moved on to the Alliance weekend in Woodstock (Novice A2, Atom A4 and Peewee A6) with two making to the finals with A2 and A6 losing in the finals.

- The registration numbers were down slightly within the House League program which indicates some of the challenges faced by Hockey Canada to engage and promote the sport. With that in mind, the new Initiation Program was a great success with approximately 116 participants in the first year of the program.

- The Initiation Program required a significant investment of time and volunteer hours to implement the Hockey Canada initiative to focus on skill development and fun. Based on feedback, this program was a tremendous success which bodes well for growth for North London Hockey.

- Balance was the name of the game over the past season as the organization wanted to ensure there was fair and equitable opportunity for all North London athletes. Prior year evaluations were used to help draft equal and fair teams with only a few issues at a couple of age groups due to unforeseen challenges. Year two of this approach should help with next year's process.

- Scarcity of goalies at a number of age groups continues to be a concern and goalie development clinics and incentives for goalies are being considered.

- There were a significant number of new NL HL coaches. Turnover provided some unique opportunities to add to the NL pool of coaches and develop some younger non-parent coaches which created some fantastic results. Due to the turnover, there were some unique advantages for experienced coaches with knowledge of player background and abilities. Moving towards a blind draft based on player evaluations should be the last step in ensuring fair and balanced teams at the NL HL program (coaches draft teams then draw for team assignments where more than one time exists, coach's players and bench staff players would be "traded" among the final team assignments).

- There was some significant upward movement of HL players to MD and competitive levels which highlight the quality of the volunteer coaching North London has at the HL level.

- 2018/2019 also marked the second year the GLHA Select Program. The program continues to be well received by HL players and parents. The first year saw a significant increase transition of players to competitive hockey. An increase the number of games assisted with increased development, but GLHA lags many other associations on the number of games (often 30 vs GLHA 13) and ice time (GLHA no dedicated ice time vs dedicated timeslots for Selects with other associations to avoid conflict with HL schedule).

- The 2018/2019 season was very busy with only one CHL rep. North's reputation was on display with infrequent suspension issues and little to no conflict with other associations in addition to collaboration with goalie shortages and facilitation of player choice on associations. There was only a single case of coach discipline required and it was addressed in an efficient successful manner.

- Due to increasing challenges on my time, I am respectfully resigning from NL hockey and the board. I appreciate the opportunity to help the organization and work with parents and players to advance house league hockey in North London.

Junior Mustangs Report - AGM 2018

With a strong NLSA player and coach representation in our 2017/18 Junior Mustangs Purple(JMP), our JMP teams had some of their greatest successes this past year. This in large part is due to Mike Goring and John Jacobs, NLSA board members, working tirelessly with their Oakridge counterparts. One example of their hard work with teams is that this year we've had least number of player suspensions and zero suspensions for coaches and their staff.

Almost half of our JMP teams qualified for AA loop, and all teams were very successful in the playoffs. Congratulations to JMP Minor Peewee team as they won the AA Constellation playoffs.

2017/18 season was capped off by JMP Midget team coached by Cam Galloway, who's team in 2016/17 won the OHF AA tournament, with nothing less then winning the OHF A tournament. Coach Cam and the rest of our JMP coaches have bought into our process which embodies competitive nature with a balanced approach to running a team. We will continue with this approach and look forward to 2018/19 season.

Respectfully,
Kenan Cejvan
JMP Chair/scheduler

North London Sports Association Inc.

CONSTITUTION

ARTICLE I - NAME

1.1 The name of the organization shall be the NORTH LONDON SPORTS ASSOCIATION INC. (Commonly referred to as the "NLSA").

ARTICLE II - PURPOSE

2.1 The purpose of the NLSA shall be:

a) The development of minor hockey;
b) Fostering competition and skills development; and
c) Other activities and undertakings as may seem appropriate to the association.

2.2 The following are NLSA functions:

a) to govern over and regulate house league and competitive minor hockey within the North London boundaries;
b) to co-operate with the Greater London Hockey Association and the Alliance Hockey Associate and Hockey Canada for the promotion of minor hockey; and
c) Other activities and undertakings as may seem appropriate to the NLSA.

2.3 The activities may include:

a) establishing minor hockey teams, coaches, and all other related functions;
b) governing over the association for the betterment of minor hockey; and
c) Such other activities and undertakings as may seem appropriate to the NLSA.

ARTICLE III - MEMBERSHIP

3.1 Regular membership shall be one parent or guardian of the NLSA registered player(s) or coaches, assistant coaches, trainers and managers of the NLSA teams and NLSA directors, life members and volunteer board members without family members playing within NLSA.

3.2 Only individuals associated with Regular Membership will be eligible to hold office in the NLSA.

3.3 The Executive will make a decision and will communicate that decision to the membership and give the membership 30 days to respond.

3.4 Each membership entitles the individual to one (1) vote. Where an individual has more than one child on an NLSA team, the individual shall still only have one (1) vote.

3.5 Members, in good standing, are eligible to hold office and to vote at meetings of the Members.

3.6 The Board of Directors and Volunteer Member Board by Majority are empowered to vote Honorary and Life Memberships to individuals for their outstanding commitment and dedication to North London Sports Association Inc. Such appointments to be accompanied by a suitable certificate or memento.

ARTICLE IV - DIRECTORS

4.1 The affairs of the NLSA shall thereafter be managed by a Board of Directors (the "Board of Directors") consisting of three individuals. Each Director is appointed by the majority vote of the Board of Directors. Their term is automatically renewed every 2 years.

4.2 A retiring director shall be replaced and appointed by the majority vote of the remaining Directors. If a majority vote cannot be established the President of the Volunteer board shall vote. If the President is a Director the Vice President shall vote.

4.3 No individual shall be qualified to serve as a director unless he or she is a Member of the Association or the duly nominated representative of a Member; provided that if an individual who is not so qualified is elected a director, he or she may so qualify by becoming a member or the representative of a Member within ten (10) days after the date of election.

4.4 The Members may, by resolution passed by a majority of votes cast thereon at a special meeting of Members called for the purpose (of which notice specifying the intention to pass the resolution has been given), request removal of any Director before the expiration of his or her term of office. The remaining Directors will vote at the members' request.

4.5 The Board of Directors may appoint a replacement for a vacancy during anytime of the term of office.

4.6 A quorum for the transaction of business at meetings of the Board of Directors shall be a majority of the Directors in office.

4.7 (a) Meetings of the Board of Directors shall be held in London, Ontario, or as designated in the notice calling the meeting. Meetings of the Board of Directors may be called by the Secretary of the Association. There shall be a meeting of the Board of Directors at least once every calendar year. The Board of Directors shall hold a meeting within seven (7) days following the annual meeting of the Association for the purpose of organization, the election and appointment of officers if needed and the transaction of any other business. The President of the Volunteer Member Board shall appoint vacancies of the Members Board if required.

(b) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or a committee of Directors.

4.8 Notice of meetings of the Board of Directors shall be delivered, telephoned or emailed to each Director not less than five (5) days, or mailed not less than fourteen (14) days (excluding Saturdays, Sundays and statutory holidays) before the meeting is to take place. The statutory declaration of the Secretary that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

4.9 Questions arising at any meeting of the Board of Directors shall be decided by a majority vote. Each Director is authorized to exercise one vote. In the case of an equality of votes, the chair shall not have a second or casting vote. If required, the President of the member board may be included to vote.

4.10 The Directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The directors may be reimbursed by the NLSA for their traveling and other out-of-pocket expenses reasonably and actually incurred in connection with the performance of their duties. No confirmation of any such payment by the Members shall be required.

ARTICLE V - OFFICERS

5.1 The officers of the NLSA are the President, Vice-President, Secretary and Treasurer.

5.2 The officers of the NLSA shall be voted in bi-annually by the members at the Annual General Meeting of the member association for a term of two (2) years and are eligible for re-election.

5.3 The position of President and Vice President are not up for election in the same year unless a resignation creates the requirement. Should this occur, following the 2 year term, the Vice-President position shall become a 1 year term at the subsequent election.

5.4 The Position of Treasurer will be appointed by the majority vote of the Board of Directors and President of the Volunteer Member Board with consultation from the Volunteer Member Board. The Treasurer shall have the appropriate credentials to hold that office.

ARTICLE VI - MEETINGS

6.1 Two general meetings of the NLSA shall be held annually. The meeting held within six months following the NLSA's year-end shall be the annual general meeting.

6.2 Special general meetings may be convened by the President and shall be communicated to the volunteer Member Board.

6.3 Ten (10) days' notice of all meetings shall be given to all active Members. However, Members in attendance at meetings may waive this notice requirement.

6.4 Questions arising at any meeting of the NLSA shall be decided by a majority vote of those present and entitled to vote. In the case of a tie, the chair of the meeting has a casting vote.

6.5 A majority of the Active Volunteer Member Board present in person shall constitute a quorum of Members for the transaction of business by the membership.

ARTICLE VII - BY-LAWS

7.1 The Board of Directors may pass by-laws respecting the affairs of the NLSA. Any by-law passed by the Board of Directors shall be confirmed by a majority of Members voting at a meeting duly called for that purpose and approved by the Board of Directors, and shall not be effective until so confirmed and approved.

7.2 The Volunteer Member board may pass by-laws respecting the affairs of the NLSA by majority vote during a monthly meeting.

ARTICLE VIII - AUDITORS

8.1 Subject to the direction of the Board of Directors, auditors may be appointed at the annual meeting of the NLSA.

ARTICLE IX - NOT-FOR-PROFIT

9.1 No member of the NLSA may receive any income of the NLSA (except for repayment of reasonable expenses duly authorized by the Board of Directors and properly incurred on behalf of the NLSA), and the activities of the NLSA shall be carried on without a view to profit.

ARTICLE X - DISSOLUTION

10.1 The NLSA may be dissolved by two-thirds of the votes cast at a general meeting of members called for that purpose. On dissolution of the NLSA, the property remaining after payment of all debts of the NLSA shall be transferred to the Members.

ARTICLE XI - AMENDMENTS

11.1 Any amendment to this Constitution must be approved by a majority of the Board of Directors. No amendment shall be effective until confirmed by a two-thirds majority vote of the active Volunteer Member Board at the Annual General Meeting.

ARTICLE XII - GENERAL

12.1 The NLSA shall indemnify and hold harmless each Member from and against any and all claims, losses, liabilities or damages incurred by reason of an act performed or omitted to be performed by a Member in good faith on behalf of the NLSA and in a manner reasonably believed by such Member to be within the scope of the authority conferred upon him by this Constitution in the best interest of the NLSA, provided that any act or omission giving rise to such claim, loss, liability or damage does not amount to negligence or wilful misconduct. Any Member whose negligence or willful misconduct has given rise to such claims, losses or liability shall not be entitled to the benefit of the protections provided in this paragraph.

12.2 This Constitution shall be governed and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein, and the courts of such Province shall have exclusive jurisdiction to ascertain any action in connection with this Agreement.

ARTICLE XIII - MEMBER RESPONSIBILITIES, CONFLICT OF INTEREST, CONFIDENTIALITY

DUTIES AND RESPONSIBILITIES OF MEMBERS

13.1 Member Responsibilities

Each Member that volunteers for a role in the Corporation is responsible to:

(a) Be informed of the documents under which the NLSA operates, its By-laws, mission, values, codes of conduct, and policies;

(b) Exercise respect, care, diligence and skill in dealing with Directors, Officers, Coaches, Convenors, opposing team coaches, parents, players and all members of the NLSA;

(c) In the performance of volunteer duties, not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;

(d) Act with honesty and integrity with zero tolerance for bullying, threats, and/or violence towards others;

(e) Comply with all other codes and policies of the Corporation and its governing bodies.

13.2 Directors & Officers

Notwithstanding the responsibilities of Members, a Director or Officer of the NLSA will at all times bear the additional responsibilities to:

(a) Support the objectives of the Corporation and follows its By-laws and Polices;

(b) Bring credibility and goodwill to the Corporation;

(c) Demonstrate good faith, prudent judgment, honesty, transparency and openness

(d) Communicate with fellow Directors and Officers in a respectful and appropriate manner;

(e) Ensure that the financial affairs of the Corporation are conducted in a responsible and transparent manner with due regard for fiduciary responsibilities and public trusteeship;

(f) Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Corporation’s By-laws and policies)

(g) Maintain confidentiality of Board of Director meetings, and;

(h) Attend Board meeting, serve on committees of the Board and become an active participant in a board that functions effectively as a whole.

(i) Comply with their officers' agreement with the Corporation.

CONFLICT OF INTEREST GUIDELINES

13.3 Integrity

These Conflict of Interest Guidelines are intended to ensure the highest standards and maintenance of the integrity. All members that undertake a volunteer role in the Corporation shall act at all times in the best interests of the NLSA placing the interests of the NLSA and the children ahead of any personal interest or the interest of any other person or entity. It also means performing volunteer duties and transacting the affairs of the NLSA in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the minor hockey in Oakville.

13.4 No Pecuniary Benefit

No volunteer of the Corporation, shall;

(a) Directly or indirectly receive any profit from their position. Notwithstanding anything herein contained to the contrary, such volunteers may receive reasonable honorarium for their services and reimbursement for reasonable expenses incurred by them in the performance of their duties as permitted in the By-laws and approved by the Board.

(b) The pecuniary interests of immediate family members (including the immediate family members of an official's partner) or close personal or business associates are considered to also be the pecuniary interests of the volunteer.

13.5 Definition of Conflict of Interest

(a) A conflict of interest refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, objectivity, judgment or ability to act in the best interests or complete the fiduciary responsibilities of volunteers to the NLSA.

(b) A conflict of interest may be real, potential or perceived in nature.

(c) A real conflict of interest arises where a member has a private or personal interest, for example, a close family connection or financial interest.

(d) A perceived or apparent conflict of interest may exist when a reasonable, well-informed person has a reasonable belief that a member has a conflict of interest, even if there is no real conflict. (e) Full disclosure, in itself, does not remove a conflict of interest.

13.6 Examples of Conflict of Interest

(a) Any circumstance that may result in a personal or financial benefit to a member volunteer or their family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to the NLSA or its members or suppliers in relation to the activities of the Corporation other than payment for services permitted under the policies of the NLSA.

(b) Being a member of the Board or staff of another entity or organization which might have material interests that conflict with the interests of the Corporation or its Members; and dealing with matters on one board which might materially affect the other board.

(c) A Director or Officer (or family member, business partner, or friend) seeking, accepting or receiving any personal benefit from a supplier, vendor or any individual or organization doing or seeking business with the NLSA.

13.7 Conflict of Interest Disclosure

(a) Members who volunteer must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Board or its committees deal with the matter at issue.

(b) If the Member is not certain whether he/she is in a conflict of interest position, they must disclose the facts and the Board will determine by majority vote if a conflict exists.

13.8 Gifts and Hospitality

Volunteers shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or other personal rewards, which are intended to influence the activities or affairs of the NLSA and/or team budgets.

13.9 The conflict of interest guidelines shall not apply in respect of payments made to members who volunteer for roles with the NLSA where such payments are approved by the NLSA Board of Directors or where such payments are otherwise permitted pursuant to the policies of the NLSA. Payments include, but are not limited to, honorariums, reimbursement of costs incurred to undertake the volunteer position, and payment for services rendered to the NLSA. Payments may be approved by the Board of Directors through the annual budget process and/or at any point in time otherwise required at the discretion of the Board.

13.10 Notwithstanding the conflict of interest guidelines, the Board of Directors may set aside the application of the guidelines, at the discretion of the Board, where such application creates an unintended result in contradiction to the best interests of the NLSA.

CONFIDENTIALITY

13.11 Confidential Information

It is the responsibility of Directors and Officers to maintain the confidentiality of Board meetings and respect the time-line for the disclosure of decisions and updated policies to the membership. Directors and Officers must, both while having and after ceasing to have that status, treat as confidential all information regarding the policies, internal operations, systems, business or affairs of the Corporation obtained by reason of his/her status as a Director and not generally available to the public. A Director or Officer shall not use information obtained as a result of their involvement on the Board for personal benefit. Each Director or Officer shall avoid activities which may create appearances that they have benefited from confidential information received during the course of their duties as a Director or Officer.

2019-01

NOTICE OF MOTION

AMENDMENT TO:	☒	**Constitution**	**Article #: 13**
	☐	**By-Law**	**Number:**
	☐	**Regulation**	**Number:**
	☐	**Policies**	**Section:**

SUBMITTED BY: Sean Wheatley (President)

CURRENT WORDING:

MEMBER RESPONSIBILITIES, CONFLICT OF INTEREST, CONFIDENTIALITY

PROPOSED CHANGES: CONFLICT OF INTEREST POLICY

The provisions of this Policy are intended to replace the existing North London Sports Association (NLSA) Code of Conduct Article XIII

RATIONALE:

Ensuring constitution is up to date with current requirements for not for profit organizations.

13.1 **Definition of Conflict of Interest:**

A conflict of interest is a situation in which a person has a private or personal interest sufficient to appear to influence the objective exercise of his or her official duties with NLSA.

13.2 "Private or personal interest" refers to an individual's self-interest (e.g. to achieve financial profit or avoid loss, or to gain another special advantage or avoid a disadvantage); the interests of the individual's immediate family or business partners; or the interests of another organization in which the individual holds a position (voluntary or paid).

13.3 "Objective exercise of duties" refers to an individual's ability to carry out her or his responsibilities in the best interest of NLSA.

13.4 Types of conflict

A Board member, employee or volunteer of NLSA may be in a conflict of interest situation that is:

a) Actual or real, where his official duties are or will be influenced by his private interests.

b) Perceived or apparent, where her official duties appear to be influenced by her private interests.

c) Foreseeable or potential, where his official duties may be influenced in the future by his private interests.

13.5 Examples of Conflicts of Interest:

a) Self-interested funding, contracting or hiring: when an affected person uses a position in NLSA to influence a decision to provide funding or contracts to another organization in which he or she has an interest, or to go outside normal hiring processes to give a job to a friend or family member.

b) Improper influence: when an affected person solicits or accepts some form of benefit in return for influencing NLSA activities or promoting someone else's interests in Alliance Hockey.

c) Inappropriate outside activity: when an affected person's activities outside Alliance Hockey are in conflict with the interests of Alliance Hockey.

d) Accepting undue benefits, such as significant gifts which place an affected person under obligation to the donor (Member Association, Sponsor, Client).

Responsibilities:

13.6 Overall Responsibility

Members of the NLSA, staff and volunteers are responsible for managing conflict of interest situations in order to ensure that workplace behaviour and decision-making throughout Alliance Hockey are not influenced by conflicting interests.

13.7 Responsibility for Prevention

NLSA supports an organizational culture in which people freely take responsibility for both "self-declaring" possible conflicts of interest, and respectfully raising possible conflicts faced by others in the organization. This culture makes it possible to avoid any such situations from arising in the first place.

Managers, staff, volunteers and Board members have the responsibility to implement appropriate practical preventive measures, such as:

- Providing education about what to do when gifts and hospitality are offered;
- Providing meeting agendas in advance to enable participants to foresee possible conflicts;
- Ensuring that people are clearly told when information must be protected from improper use;
- Declining involvement in an action (such as supporting a questionable outside activity).

13.8 Responsibility for Managing

Where prevention is not the solution, conflict of interest situations must be managed. Here are the steps to be taken by those involved in such situations, working together and supporting one another's ethical responsibilities.

a) **Declare it.** Ensure transparency by self-declaration, and by making sure that a record of the declaration is made.

b) **Discuss it.** In a doubtful situation, take a moment for a quick word with the chair of your meeting, or undertake a full dialogue with the group, if the situation warrants it.

c) **Deal with it.** Measures to mitigate or eliminate a conflict of interest will depend on what is appropriate to the severity of the situation.

Options include:

* **Restrict the involvement of the individual.** For example, the individual may with draw from decision-making. This would not be appropriate if the conflict of interest arises frequently, or if the individual cannot be separated from parts of the activity.

* **Recruit a third party to assist.** For example, ask a disinterested party to sit on a hiring board, appeal process. There will be situations where no appropriate third party is available.

* **Remove the individual from affected duties.** When "restrict" and "recruit" are not suitable options, the individual with the conflict may be removed from duties or discussions related to the conflict. The individual could transfer to other duties.

* **Relinquish the private interest.** In cases of serious conflict, the individual may choose to drop the private interest, such as membership on the Board of another organization, which is causing the conflict.

* **Resign from the official duties.** In serious cases where other solutions are not possible, the individual may have to resign from the position creating the conflict.

d) **Document what has been done.** Board minutes, correspondence to interested parties, or other documentation will provide a record of steps taken.

13.9 Policy Application:

a) This policy must be explained to all new Board members, staff and volunteers. All such affected persons must agree in writing, at the outset of taking a position or volunteering with Alliance Hockey, that they will abide by this policy.

b) At that time, Board members and staff must disclose possible conflict situations to the Executive Director (or President) in confidence. Subsequent material changes must be disclosed when they first emerge. Volunteers must inform the President and or Executive Director of possible conflict situations.

c) The Executive Director will indicate to each individual whether any further action is necessary to manage the possible conflicts of interest disclosed. Actions might include the following, depending on the severity of the conflict:

* Declaring the conflict to all concerned before discussion or decision-making;

* Withdrawing from final decision-making only;

* Withdrawing from all aspects of discussion and decision-making.

d) The Executive Director is also the final authority on resolving disputes, for example when an individual does not agree with the perception that he or she is facing a conflict of interest.

e) The Executive Director is the authority on dealing with real conflicts of interest which are discovered “after the fact”. A variety of serious measures, such as cancelling a contract or hiring decision, may have to be considered, case by case, in such situations. Alliance Hockey legal services will normally be involved in the final disposition.

f) For the purposes of this policy, the President is the appropriate authority in all matters relating to the affairs of the Board, and to any issues involving the Executive Director’s own affairs. Any issues involving the President’s own affairs will be dealt with by the Senior Vice President of the Board. The Executive Director is the authority in all other matters.

RATIONALE:

Ensuring constitution is up to date with current requirements regarding Conflict of Interest. An effective policy is needed to deal with many situations that may be perceived as a conflict of interest arising from volunteers who take on various roles.

An effective policy protects those who are in a perceived position on the NLSA Board of Directors.

- ☐ **Carried**
- ☐ **Carried as amended**
- ☐ **Defeated**
- ☐ **Withdrawn**
- ☐ **Tabled**

Notes:

Nomination Committee Report

The Nominations committee respectfully submits nominations for the following positions:

a) President, Vice President, Treasurer, Secretary
b) 12 Directors at Large

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6 directors at large who keep their position for another year:
a) Kevin John
b) James Hindle
c) Gerry Vanderhoek
d) James Gibbons
e) Matt Biderman
f) Dean Loupos

Positions up for 2019-20:
4 Officers:
a) President
b) VP (must be a 1-year term since President is up for re-election at the same time)
c) Secretary
d) Treasurer

6 Directors at Large positions open for elections:

Nomination forms: 2 officers:

1. Vice President: Matt Biderman (if accepts, 7 director at large position becomes opened.)
2. Treasurer: Tomas Getliffe

6 Directors at Large to be voted in:

1. John Keating
2. Sean Jeffries
3. Alan O'Brian
4. Ryan Finnson
5. Jeff Van Bakel
6. Steve Wilkinson
7. Open (only if Matt Biderman excepts V.P. role)

Appointments:

Jr Mustangs Chair: Kenan Cejvan