



UPPER CANADA CYCLONES

AAA ZONE 1

MINOR HOCKEY ASSOCIATION

CONSTITUTION

April 2022

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A Constitution relating generally to the transaction of the affairs of Hockey Eastern Ontario (HEO)- Zone 1 – Upper Canada Cyclones Minor Hockey Association.

BE IT ENACTED as the Constitution of the Upper Canada Cyclones AAA Minor Hockey Association as follows:

DEFINITIONS

Article 1 - In this Constitution, unless otherwise defined herein:

- (a) “AAA Association” means the Upper Canada Cyclones Minor Hockey Association.
- (b) “Board of Directors” means the Board of Directors of the AAA Association described in Section 1(a) of this Constitution.
- (c) “Hockey Canada” means the governing body for amateur hockey in Canada.
- (d) “Community Association” means Home Associations within Districts as established in the HEO MINOR constitution.
- (e) “Director(s)” shall mean those individuals described in Section 9(a) of this Constitution who have been elected by the Members, as Directors of the AAA Associations, to carry on the day-to-day affairs of the AAA Association.
- (f) “District” shall mean a grouping of minor hockey associations in a geographical subdivision of eastern Ontario, as approved by HEO.
- (g) “District Association” means a minor hockey association with a District.
- (h) “District Council means a meeting of the presidents of the Home Association within a District.
- (i) “Home Association” shall mean the minor hockey association within the territory granted the AAA Association as established by HEO, for which a person would normally play by virtue of residence.
- (j) “Members” shall mean those members of the AAA Association described in Section 3(a) (i), (ii) and (iii) of this Constitution who are in compliance with the constitutions, letters patent, by-laws and regulations, as the case may be, of Hockey Canada, HEO and the AAA Association and who are not under suspension for any breach of the foregoing.
- (k) “HEO” shall mean Hockey Eastern Ontario, the governing body for amateur hockey in eastern Ontario, as established in the Hockey Canada constitution.

HEAD OFFICE

Article 2 – The Upper Canada Cyclones head office will be the home address of the President.

MEMBERS

Article 3 –

(a) Membership of the Association shall be comprised of the following classes of Members:

(i) Regular Members, which shall consist of:

1. Each parent or legal guardian of each individual who is on the AAA Association or Hockey Canada players registration certificate, who shall become Regular Members upon payment of the player's annual registration fee determined by the Board of Directors; and
2. Each Director of the AAA Association, who shall become Regular Members upon election as a Director, and
3. Each member of team management (coach, assistant coaches, managers, trainers) shall become regular members upon approval of their appointment to team management by the Board of Directors.

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

(ii) Individuals who cannot be classified as Regular members or Life members but want to take an active role in promoting and participating in the activities of the AAA Association are required to send a letter to the President of the AAA Association stating his/her reasons for wanting to be a part of the Board of Directors with entitlement to one (1) vote each at all meetings of the Executive. These members shall be called "Special Members", and membership is for one year only. Individuals applying for special membership must be in the geographical boundaries of Zone 1. No more than two (2) Special Members shall be considered for each hockey season. Request for membership as a "Special Member" must be ratified by the Board of Directors.

(iii) Life Members shall consist of those individuals, designated by a two-thirds (2/3) approval vote of the Board of Directors, who have made an exceptional contribution to the activities of the AAA Association over several years. Each Life Member shall be entitled to one (1) vote each, at all meetings of Members. Nominations for Life Membership may be made by any Regular Member and shall be considered once in each playing

season at the Board of Directors meeting held immediately prior to the annual meeting of Members. Life Members shall be announced at the

annual meeting. The presentation of a Life Members Award shall be made at a time and place decided by the Board of Directors.

- (b) The Board of Directors shall determine the dues or fees payable by Members. The Secretary shall notify the Members by email and posting on the UCC website on or before the 1st of August, before the start of the new season. The Board of Directors shall establish a payment schedule. Any member failing to meet the payment schedule shall automatically cease to be a member.
- (c) Members may resign by resignation in writing, which shall be effective upon delivery to the Board of Directors. In the event of resignation by a Member, such Member shall remain liable for payment of any assessment or other sum levied or which became payable by him or her to the AAA Association prior to delivery of his or her resignation.
- (d) All Members shall abide by the provisions of Bylaws of the Association.
- (e) Membership as a coach, player, parent, guardian or member of the Executive in the AAA Association is a privilege, not a right. Failure to obey the Policies, By-Laws and Code of Conduct of the AAA Association could result in suspension from all AAA Association functions for a specified period or complete expulsion from the Association.
- (f) Any individual who repeatedly displays behavior that breaches the Code of Conduct and fails to respect the Policies and By-Laws of the AAA Association shall be refused membership in the Association.
- (g) In the event a parent/guardian breaches a suspension imposed in Paragraph 4(e) above, the player of said parent/guardian can be suspended from all Team and Association activities or receive an expulsion from the Association to ensure compliance with the suspension.

MEETING AND QUORUM, MEMBERS

Article 4

- (a) The annual or any special meetings of the members shall be held at such place in Branch and at such time as the Board of Directors may determine.
- (b) The presence of at least eight (8) Members in person shall constitute a quorum at any meeting of Members.
- (c) No public notice nor advertisement of any meeting of Members shall be required, however, except as otherwise expressly provided herein, notice of the time and place of every meeting of Members shall be given to each Member by sending the notice by email or regular mail, not less than twenty (20) days before the time fixed for the holding of such meeting, provided that any meetings of Members may be held at any time and place without such notice if all the Members are present thereat and consent to the holding of such meeting.

Article 5

- (a) There shall be an annual general meeting of the AAA Association which shall be held at a place, date and time determined by the Board of Directors which, unless otherwise fixed by the Board of Directors shall be held prior to the completion of

the hockey season and in any case not later than the 15th of May each year. At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statements, the Directors shall be elected, and auditors appointed. The Members may consider and transact any business, without any notice thereof at any meeting of the Members. A financial review will be conducted at the end of the Upper Canada Cyclones fiscal year.

- (b) The order of business at the Annual Meeting shall be as follows:

- > Calling the Meeting to Order.
- > Reading the minutes of the last Annual Meeting.
- > Reporting of committees, President's report and report of the Board of Directors.
- > Treasurer's report.
- > Old Business; and
- > New Business, resolution, or matters that may properly be brought before the meeting, including without restriction the approval of the financial statements and acceptance of the report of the auditors.
- > The appointment of auditors and the fixing of remuneration.
- > Presentation of the slate of nominees for the election of Directors.
- > Confirmation of appointment of two (2) scrutinizers.
 - Election of Directors.
 - President's Final Remarks and adjournment

Article 6

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

VOTING MEMBERS

Article 7

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

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

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

ERROR OR OMISSION IN NOTICE, MEMBERS

Article 8

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

BOARD OF DIRECTORS

Article 9

- (a) A Board of Directors will manage the affairs of the AAA Association. Directors must be eighteen years of age or over with power under law to contract. The Board of Directors shall be comprised of the following; Directors who shall be elected as Directors of the AAA Association in accordance with Article 11.

- > President
- > 1st Vice President

- > 2nd Vice President of Operations
- > Secretary
- > Treasurer
- > Web Master/Social Media Representative
- > Equipment Manager
- > Ice Convener
- > Registrar
- > Director of Risk and Safety
- > District 1, District 4 and District 9 Reps (appointed by the Districts)
- > Zone Chair

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

ELECTION OF DIRECTORS

Article 10

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

(b) Each candidate for election as a Director may be nominated in two ways; in writing by a Member which written nomination shall be delivered to the

secretary at least five (5) full calendar days prior to the annual meeting. After all the nominations have been tabled at the annual meeting, any person who has been nominated may withdraw by announcing his or her withdrawal to the President, who shall thereupon instruct the Secretary to strike the name from the list. A candidate may also be nominated at the time of the annual general meeting.

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

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

- > 1st Vice-President
 - > 2nd Vice President of Operations
 - > Secretary
 - > Treasurer
 - > Web Master/Social Media Representative
 - > Equipment Manager
 - > Ice Convener
 - > Registrar
 - > Director of Risk and Safety
 - > District 1, District 4 and District 9 Reps (appointed by the Districts)
 - > Zone Chair
- (d) The Past President of the AAA Zone Association shall be an ex-officio Director who shall hold such positions until such time as a former President whose term of office has expired replaces him/her.
- (e) The term of each Director shall be two (2) years. The President, Secretary, AAA League Representative, Equipment Manager and Registrar shall be elected in even numbered years and the 1st Vice-President, 2nd Vice-President, Treasurer, Ice Convener and Director of Risk and Safety shall be elected in odd numbered years, to stagger the terms.
- (f) The election of all Directors shall be by secret ballot distributed at the annual meeting. Those elected will be announced by name only. Vote tallies will not be disclosed. The voting procedures for the election of Directors shall be conducted at the annual meeting as follows:
- > There shall be a returning Director, who shall be responsible for preparing, distributing and the counting of the ballots on the completion of voting and shall be assisted by two (2) scrutinizers. The Board of Directors prior to the meeting shall appoint the returning Director to this role.
 - > Voting shall be scrutinized by two (2) scrutinizers who shall be appointed by the President, provided that such appointments shall be approved by the Members at the meeting.

- > Any candidate may request a recount of the ballots after voting. The Returning Officer will conduct the recount of the ballots and shall be assisted by the two (2) scrutinizers; and
- > Any ballots used in conducting such votes shall be destroyed upon completing the voting process.

VACANCIES

Article 11

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

POWERS OF DIRECTORS

Article 12

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

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

- > shall advise the Members on all matters of policy and shall review the previous season's operations prior to the annual meeting of Members and establish policies for the forthcoming season prior to the commencement of training camp.
- > shall maintain liaison with District Associations through District Council meetings for the purpose of ensuring that the policies and practices are not in conflict with those of the Home Associations.
- > may, in the event of a general or specific dissatisfaction with the operation of the AAA Association, may by majority resolution, cause a Board of Directors meeting to be held within seven (7) days thereafter to discuss such matters. If such issues are not resolved at that time, the Directors, by majority resolution may call a special meeting of Members to consider the relevant matter.
- > shall insure that a slate of nominees for Directors is available for each position for which there is to be an election, provided that, Members may make nominations in accordance with the provisions of Section 10(b).
- > shall appoint all coaches, and approve additional personnel that constitute the team management, for each team.

- > shall monitor and ensure that each member abides by the by-laws of the AAA Association and that players abide by any rules or regulations approved by the AAA Association, HEO and Hockey Canada.
- > may suspend or expel any member who fails to comply with the by-laws of the AAA Association provided that that Board of Directors follow the principles of natural justice in the case of any such suspension or expulsion.
- > may approve expenditure of AAA Association funds.

- > Shall provide to all Members in attendance at the annual meeting a full report of the activities of the AAA Association since the last annual meeting; and
- > Shall have the power to consult with or engage the services of legal counsel with respect to the affairs of the AAA Association.

MEETINGS AND QUORUM, BOARD OF DIRECTORS

Article 13

- (a) Subject to any express provisions provided herein, meetings of the Board of Directors may be called by the President or Vice-President, or by the Secretary on directions of the President or Vice President, or by the Secretary on direction in writing of two (2) Directors.
- (b) The Board of Directors may hold its meetings at such place or places as it may from time to time determine.
- (c) Not less than five (5) Directors shall form a quorum for the transaction of business at meetings of the Board of Directors.
- (d) No formal notice of any such meeting shall be necessary, if all the Directors are present and waive notice. Notice of such meetings shall be delivered, telephoned or emailed to each Director no less than forty-eight (48) hours before the meeting is to take place or shall be mailed to each Director no less than fourteen (14) days before the meeting is to take place. The statutory declaration of the President or Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.

Article 14

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

VOTING, BOARD OF DIRECTORS

Article 15

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

INDEMNIFICATION

Article 16

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

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

REMUNERATION OF DIRECTORS

Article 17

It shall be at the discretion of the Board of Directors if a Director is given remuneration for his/her duties.

DUTIES OF THE BOARD OF DIRECTORS

Article 18

- (a) The President shall provide leadership to the AAA Association and shall preside at all meetings of the Members of the Board of Directors. The President shall have the general management and supervision of the affairs and operations of the AAA Association. The President shall (when necessary) make decisions between meetings of the Board of Directors. The President

may appoint committees as deemed necessary. Examples: Coach Selection Committee, Transfer Committee etc.

- (b) The President shall attend all meetings as required by the AAA League, HEO MINOR and/or HEO.
- (c) The President does have the right to suspend any member of the Upper Canada Cyclones when deemed necessary.
- (d) To be eligible to run for this position, a person must have sat on the Upper Canada Cyclones Board of Directors for at least one year.

Article 19

- (a) The 1st Vice President shall, in the absence of the President or in the case of the President's inability to act, perform all duties of the President. The 1st Vice President shall render assistance to the President as may be required by the President. In the case of a vacancy in the office of President, the 1st Vice President shall take the position of President. If the 1st Vice President does not want to act as President, then a new President will be elected. The 1st Vice President shall be specifically responsible for team liaison assignments at each level prior to the start of try-outs. To be eligible to run for this position, a person has had to have sat on the Upper Canada Cyclones Board of Directors for at least one year.
- (b) The Second Vice President of Operations will be responsible for all activities related to player development, coach selection and day-to-day liaisons with all coaches to ensure an AAA caliber hockey program is offered at each respective level.

Specific Duties:

- > Chair Coach Selection Committee.
- > Coordinate Conditioning Camps.
- > Supervise fall try-outs.
- > Host Coach Meetings.
- > Coordinate Player Development.
- > Watch 5 games and 3 practices for each team in each half of the season.
- > Develop Import Strategy (in consultation with President, 1st Vice and Zone Chair).
- > set up NCAA/OHL mentoring for players and parents.
- > Develop a practice ice selection strategy that gives all teams a more balanced schedule.

- > Develop Cyclones PP and PK systems. Provide video instruction to coaches & players so the players learn the same systems each year. Trial this with PP and PK and move to more systems if successful. Trial would happen on one team at start of the season then share with other teams after program is successful.
- > Put together a then to now path. History of Cyclones drafted. Who made the playoffs? Etc.
- > Be available to help on teams' benches if required. i.e., sickness, suspensions, bench management and coaching.
- > Be accessible to players for personal development and ongoing issues.
- > To be eligible to run for this position, a person must have had to sit on the Upper Canada Cyclones Board of Directors for at least one year and be a certified HP1 Coach or in the process of obtaining their certification.

PAST PRESIDENT

Article 20

By virtue of experience, the Past President shall be a source of guidance on past practices of the AAA Association. The Board of Directors shall determine specific additional duties of the Past President.

SECRETARY

Article 21

- (a) The Secretary shall keep a proper record of the proceedings of all meetings of the Members and Board of Directors and shall prepare and distribute proper minutes of every such meeting.
- (b) The Secretary shall have charge of all books, documents and papers of a nonfinancial nature, and perform other duties as determined by the Board of Directors.
- (c) The Secretary shall forward notices of all meetings of Members and the Board of Directors to each respective member.
- (d) The Secretary will be the direct liaison with the Events Coordinator at the North Grenville Municipal Centre, to sign contracts for Hall Rentals for all Cyclones' events.
- (e) The Secretary shall keep a record of all persons who are Members which will include all necessary information determined from time to time as necessary

by the Board of Directors including without restriction, the date on which each person became or ceased to be a member.

TREASURER

Article 22

- (a) The treasurer shall have charge of all books pertaining to the financial affairs of the AAA Association.
- (b) The treasurer shall have care and custody of the funds of the AAA Association and deposit the same in the name of the AAA Association in such bank or banks as the Board of Directors may direct.
- (c) The treasurer shall keep an accurate record of all monies received and disbursed to the satisfaction of the auditors of the AAA Association and produce the same for inspection within ten (10) days of a request thereof.
- (d) The Treasurer shall keep a petty cash account and shall have power to use the same for purposes of expenditures not exceeding the sum of one hundred dollars (\$100.00).
- (e) The Treasurer shall prepare an annual report giving the receipts and disbursements of that year. Copies of the report shall be printed and made available on request to any Member. The Treasurer shall prepare an interim financial report giving receipts and disbursements to date at the annual meeting of the AAA Association for presentation.
- (f) The Treasurer shall, with the approval of the Board of Directors, invest and keep invested, from time to time, the AAA Association monies.
- (g) The Treasurer shall present a financial statement and present the same at each Board of Directors' meeting. A signed copy of the statement shall be submitted to the Treasurer of HEO MINOR.

WEBMASTER/SOCIAL MEDIA REPRESENTATIVE

ARTICLE 23

The Webmaster and social media representative shall be responsible to updates to the Upper Canada Cyclones website and all social media platforms to promote the Upper Canada Cyclones.

EQUIPMENT MANAGER

Article 24

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

ICE CONVENOR

Article 25

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

REGISTRAR

Article 26

- (a) The Registrar shall be responsible for the registration and verification of all players and team officials in the AAA Association.
- (b) The Registrar shall ensure that all team lists are correctly completed and forwarded to the District and Branch Registrars as required.
- (c) The Registrar shall maintain a listing of all current players and team officials.
- (d) The Registrar shall be responsible for collecting and storing all Codes of Conduct from members and Police Checks from Coaching staff and Managers.

RISK AND SAFETY

Article 27

- (a) The Risk Management Director shall be responsible for risk, abuse and harassment issues within the AAA Association.
- (b) Keep the AAA League Risk and Safety Director informed of issues.
- (c) Liaise as required with the HEO MINOR Risk Management team.

ZONE CHAIR

Article 28

- (a) The Zone Chair will be appointed as per HEO.
- (b) The Zone Chair will be responsible for all Rules and Discipline as mandated by the HEO Code of Discipline. More stringent suspensions may be handed out by the Zone if necessary.
- (c) The Zone Chair shall have the power with proper justification to suspend, expel or discipline any coach, manager, player, trainer, referee and other official or person connected with the Upper Canada Cyclones Association.
- (d) The Zone Chair will consult with the President and/or the 1st Vice President of the Upper Canada Cyclones Association when need arises.

SPECIAL OFFICERS

Article 29

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

RULES OF ORDER AND ADJOURNMENTS

Article 30

- (a) The President shall preserve order and decorum, and decide questions of rules of order or practice, stating the applicable rule. Except as expressly provided herein, Roberts's Rules of Order shall be followed at all meetings of Members, the Board of Directors, and other committees of the AAA Association.
- (b) When the ruling of the President is appealed against, he or she shall, without debate, put the question in the following words, "Shall the ruling of the President be sustained". He or she shall have the right to state his or her reason for the decision given.
- (c) All motions before being debated shall be read by the Secretary.
- (d) Any meetings of the Members of the Board of Directors may be adjourned to another time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting. No Notice shall be required of any such adjournment. Such an adjournment may be made notwithstanding that a quorum is not present.

REVENUE

Article 31

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

- (a) Member dues'
- (b) Registration fees charged each player in an amount and manner to be determined by the Board of Directors.
- (c) Sponsorship fees charged to sponsors in an amount and manner to be determined by the Board of Directors
- (d) Fundraising projects, both optional and compulsory, as approved by the Board of Directors; and
- (e) Parent donations, to be determined by team management.

EXECUTION OF DOCUMENTS

Article 32

- (a) Deeds, transfer, licenses, contracts, engagements and any other instrument in writing to be signed by the AAA Association may be signed on behalf of the AAA Association by either the President or the Vice-Presidents, or any other member as directed by the President, together with the Treasurer.
- (b) All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the AAA Association, shall be signed by either the President or the Vice-President, together with the Treasurer or by any person or persons from time to time designated, and in such manner as determined by resolution of the Board of Directors. Any such person may endorse notes and drafts "for collection" or "for deposit" with the bankers of the AAA Association. Any one of such persons so appointed may arrange, settle, balance and certify all books and accounts between the AAA

Association and its bankers, and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

BOOKS AND RECORDS

Article 33

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

INSPECTION BY MEMBERS

Article 34

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

PETITION AND REFERENDUM

Article 35

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

AMENDMENTS TO CONSTITUTION

Article 36

- (a) Amendments to the by-laws of the AAA Association may be proposed by a Member and shall be considered by the Board of Directors if received by the Secretary one month prior to the annual general meeting.
- (b) The Board of Directors shall consider such proposed amendment and, if passed by the Board of Directors, notice of proposed amendments to the Bylaws shall be circulated to all Members, together with the notice of the annual meeting or special meeting, as the case may be.
- (c) Amendments to the by-laws of the AAA Association shall be passed by majority vote of the Members at an annual meeting or special meeting, as the case may be.

NOTICE

Article 37

Notice of meetings of the Members and the Board of Directors shall contain such notices of motion and a business agenda to permit participants at such meetings to form a reasoned judgment thereon.

INTERPRETATION

Article 38

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

