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REFEREES' COUNCIL BYLAWS

1.0 INTERPRETATION

- 1.1 Index and Headings. The insertion of headings and the provision of an Index, are for convenience of reference only and shall not affect the construction or interpretation hereof.
- 1.2 Singular, Plural, Gender. Words importing the singular number only include the plural and vice versa, and words importing the use of any gender include all genders.
- 1.3 "In Writing". "In writing" or "written" include printing, typewriting, or any electronic means of communication by which words are capable of being visibly reproduced at a distant point of reception, including telecopier (fax), telex or telegraph.
- 1.4 Notice. Whenever a period of notice is required under these Bylaws, the day on which notice is given shall not be counted as part of the notice period, but the day appointed by the notice for the event to which the notice relates shall be counted as part of the notice period.
- 1.5 Definitions
- 1.5.1 "AAHA" means the Alberta Amateur Hockey Association;
- 1.5.2 "AAHA Bylaws" means the Bylaws of the AAHA;
- 1.5.3 "AAHA President" means the President of the AAHA;
- 1.5.4 "Annual General Meeting" means the general meeting of Members of Referees' Council as contemplated in Section 6.1.1;
- 1.5.5 "Arbitration Board" means the body hearing a grievance in accordance with Section 9.2;
- 1.5.6 "Associate Membership" shall have the meaning set out in Section 3.3;
- 1.5.7 "Board" means the board of directors of the AAHA;
- 1.5.8 "Board's Representatives" means the two (2) people appointed by the President to Referees' Council Executive;
- 1.5.9 "CHA" means Canadian Hockey Association;
- 1.5.10 "CHOP" means the Canadian Hockey Officiating Program as developed and operated by the CHA;
- 1.5.11 "CHOP Levels" means those levels of efficiency and competency as provided for in CHOP;

- 1.5.12 "Council Bylaws" or "hereof", "hereto", "herein", "hereunder" and similar expressions when used in this document refer to this document, and reference to "Section", unless the context otherwise requires, shall refer to the appropriate Section of this document;
- 1.5.13 "Council Rules and Regulations" means those rules of conduct and game procedures as may be determined from time to time by Referees' Council Executive taking into consideration the requirements of the AAHA and CHA;
- 1.5.14 "Disciplinary Committee" means that Special Committee as provided for in Section 4.9;
- 1.5.15 "Extraordinary Resolution" means a resolution which requires a majority of two-thirds (2/3) of the persons present at the meeting;
- 1.5.16 "Good Standing" means a state in which any particular Member is not being disciplined under the Council's Bylaws, Council's Rules and Regulations, the AAHA Bylaws, the AAHA Rules and Regulations or the CHA Bylaws;
- 1.5.17 "Grievance Hearing" shall be the hearing of the matter under grievance where the Griever, the Respondent and all other persons having an interest in the proceedings may attend for the purpose of presenting evidence and information relevant to the matter under grievance to the Arbitration Board;
- 1.5.18 "Grievance Notice" means a notice in writing setting out the circumstances of the grievance, the decision which is being grieved and such other information as may be relevant to the grievance;
- 1.5.19 "Griever" means a Member proceeding with a grievance under Section 9;
- 1.5.20 "Honorary Membership" shall have that meaning set out in Section 3.4;
- 1.5.21 "Life Membership" shall have the meaning set out in Section 3.4;
- 1.5.22 "Linesman" shall have the same meaning as that provided for in the AAHA Bylaws;
- 1.5.23 "Member" shall mean those persons as provided for in Section 3.1;
- 1.5.24 "President" means the President of the AAHA;
- 1.5.25 "Referee" shall have the same meaning as that provided for in the AAHA Bylaws;
- 1.5.26 "Referee Zones" shall have same meaning as defined in Bylaw 5.01.2 of the AAHA Bylaws;
- 1.5.27 "Referees' Council" means the Referees' Council as authorized and defined by the AAHA Bylaws;
- 1.5.28 "Referees' Council Executive" means those persons elected or appointed in accordance with the provisions of the AAHA Bylaws from time to time;
- 1.5.29 "Respondent" is the person or persons which made the initial decision being grieved

- pursuant to Section 9;
- 1.5.30 "Satellite Zone Committee" shall have that meaning set out in Section 4.10.1;
- 1.5.31 "Special General Meeting" shall mean the meeting of Members as contemplated in Section 6.1.3;
- 1.5.32 "Zone" shall mean a Referee Zone;
- 1.5.33 "Zone Committee" means that committee provided for in Section 4.2 and 4.3 hereof;
- 1.5.34 "Zone Committee Executive" shall mean those persons as contemplated in Section 4.6.1.

2.0 **OBJECTIVES AND BUSINESS OF REFEREES' COUNCIL**

- 2.1 The objectives of Referees' Council shall be as follows:
- 2.1.1 to recruit and train Referees and Linesmen to officiate hockey games within the jurisdiction of the AAHA;
- 2.1.2 to select and appoint Referees and Linesmen for hockey games in consultation with the authority(ies) scheduling hockey games;
- 2.1.3 to classify Referees and Linesmen under the CHOP Levels;
- 2.1.4 to conduct all Referees' Council business with Leagues, Local Minor Hockey Associations and other persons;
- 2.1.5 to conduct all matters with the object of improving the game of hockey;
- 2.1.6 to supply Referees for all AAHA championship games.
- 2.2 Council Bylaws and Council Rules and Regulations shall be maintained and enforced by the AAHA through the Referees' Council and/or Referees' Council Executive.

3.0 **MEMBERSHIP IN REFEREES' COUNCIL**

- 3.1 Except as provided for in Section 3.2 below, membership in the Referees' Council shall be available to all persons that apply for membership and that:

- 3.1.1 are ordinarily resident in that area of land under the jurisdiction of AAHA;
 - 3.1.2 in the current hockey season have attended a minimum of one (1) referees' school sanctioned by a Zone Committee or the Referees' Council;
 - 3.1.3 have paid all dues and assessments of the Referees' Council and relevant Zone Committee;
 - 3.1.4 have registered with the Referees' Council on or before the date in each year established for registration by Referee's Council Executive;
 - 3.1.5 are in good standing.
- 3.2 A person applying for membership in the Referees' Council is not eligible for membership if:
- 3.2.1 the Zone Committee of the Zone in which the applicant resides or the Referees' Council Executive has passed a resolution by two-thirds (2/3) majority that the applicant should not be a member of Referees' Council.
- 3.3 Associate Membership: Referees' Council Executive may by ordinary resolution appoint persons as associate members of Referees' Council. Associate Membership is open to individuals who have previously been Members and no longer wish to participate as Referees and/or Linesmen. Associate Members shall be required to annually meet the requirements (including, without limitation, the payment of fees) as determined from time to time by resolution of the Referees' Council Executive. Associate Members shall have the same rights at meetings of Referees' Council excepting out the following:
- 3.3.1 they shall not act as Referees or Linesmen.
- 3.4 Honorary and Life Membership: The members of Referees' Council may by ordinary resolution appoint persons as:
- 3.4.1 Honorary Members of Referees' Council; or
 - 3.4.2 Life Members of Referees' Council.

Persons that have made outstanding contributions to Referees' Council or persons who, in the opinion of the members of Referees' Council, would be beneficial to the operation and well-being of Referees' Council, are eligible to be appointed as Honorary Members or Life Members.

The appointment of an Honorary Member shall be for a term of one (1) year.

The appointment of a Life Member may only be rescinded by extraordinary resolution of the Members at an Annual General Meeting.

4.0 **REFEREE ZONES AND ZONE COMMITTEES**

- 4.1 The Referee Zones shall be those as may be determined from time to time by the AAHA Bylaws;
- 4.2 To assist in the administration of the Referees' Council and the operation of the business of Referees' Council, each Referee Zone shall have a committee (herein referred to as the "Zone Committee").
- 4.3 Each Zone Committee shall consist of all Members of Referees' Council residing within the relevant Referees' Zone.
- 4.4 Each Zone Committee shall hold meetings as follows:
 - 4.4.1 an annual general meeting (herein called the "Zone Committee Annual Meeting") in March, April or May of each calendar year;
 - 4.4.2 in addition to the Zone Committee Annual Meeting, five (5) general meetings in each calendar year (herein referred to as the "Zone Committee General Meeting"), said Zone Committee General Meeting to be held during the months of September to May in each calendar year;
 - 4.4.3 such special meetings as may be called from time to time (herein referred to as "Zone Committee Special Meetings");
 - 4.4.4 Each Zone Committee Annual Meeting, Zone Committee General Meeting and Zone Committee Special Meeting shall be called upon seven clear days prior written notice;
 - 4.4.5 In the event that neither the Chairperson or the Vice-Chairperson are present at a properly called meeting, those persons present and entitled to vote shall elect a Zone Committee Director to chair the meeting, provided that in the event that there is not a Zone Committee Director present, those persons present and entitled to vote shall elect a chairperson of the meeting from those persons present;
 - 4.4.6 A quorum at Zone Committee meetings shall be those number of persons as may be the

lesser of:

- (a) Fifty (50) Members; or
- (b) Members of the Zone equal to three (3%) per cent of the Members of that Zone.

4.5 At the Zone Committee Annual Meeting, the order of business shall be as follows:

- 4.5.1 Reading of the Minutes;
- 4.5.2 Business arising from the Minutes;
- 4.5.3 Chairperson's Report;
- 4.5.4 Financial Report and Approval;
- 4.5.5 Report of Zone Committee Directors;
- 4.5.6 Election of Zone Committee Executive;
- 4.5.7 Appointment of Persons to Audit Special Committee;
- 4.5.8 New Business;
- 4.5.9 Adjournment.

4.6 Zone Committee Executive

4.6.1 The Zone Committee shall at each Zone Committee Annual Meeting elect a Zone Committee Executive. Subject to Bylaw 4.6.2 below, the Zone Committee Executive shall consist of a minimum of eight (8) persons. Each person nominated for election to the Zone Committee Executive must be a Member of Referees' Council residing in the relevant Referees' Zone and be in good standing with Referees' Council. The Zone Committee Executive shall be composed of the following:

- (a) Zone Committee Chairman;
- (b) Zone Committee Secretary;
- (c) Zone Committee Treasurer;

- (d) Zone Committee Vice-Chairman;
- (e) three (or more) elected Zone Committee Directors;
- (f) Zone Committee Past Chairman;
- (g) appointed Zone Committee Directors as contemplated in Section 4.6.2.

4.6.2 The Zone Committee Executive may appoint individuals to the Zone Committee Executive as they may deem appropriate.

4.6.3 The term for each individual elected to the Zone Committee Executive shall be as follows:

- (a) Zone Committee Chairman - 2 years;
- (b) Zone Committee Secretary - 2 years;
- (c) Zone Committee Treasurer - shall be initially elected for a one (1) year term and thereafter for two (2) year terms;
- (d) Zone Committee Vice-Chairman - shall be initially elected for a one (1) year term and thereafter for two (2) year terms;
- (e) elected Zone Committee Directors - shall be for a term of one (1) year, provided that the Members at the Zone Committee annual meeting may by extraordinary resolution increase the term of elected Zone Committee Directors to a term of two (2) years and in that event:
 - (i) in the year that the said extraordinary resolution is passed, one-half (1/2) [or where there is an odd number of elected Zone Committee Directors, then one (1) less than half] of the Zone Committee Directors shall have a term of two (2) years and the other half a term of one (1) year;
 - (ii) in each subsequent year, the elected Zone Committee Directors shall have terms of two (2) years.

The aforesaid extraordinary resolution may be rescinded by the Members at the Zone Committee annual meeting by a further extraordinary resolution;

- (f) appointed Zone Committee Directors shall have a term expiring on the day following the next Zone Committee Annual Meeting.

The term of each shall commence on the day following the Zone Committee Annual Meeting at which the individual is elected.

- 4.6.4 Each person elected (or appointed) to the Zone Committee Executive, excepting thereout the Zone Committee Chairman, shall have one (1) vote at all Zone Committee Executive meetings. In the event of a tie vote on a resolution before the Zone Committee Executive, the Zone Committee Chairman shall have the casting vote.
- 4.6.5 In the event that any person elected (or appointed) as a Zone Committee Executive vacates his position on the Zone Committee Executive, for any reason whatsoever, the remaining Zone Committee Executive at their next meeting or within thirty (30) days, whichever is the sooner, may appoint by resolution a person to complete the term of the vacated seat on the Zone Committee Executive. Notwithstanding the power to appoint as aforesaid, the remaining Zone Committee Executive may resolve to call a bi-election at the following Zone Committee Annual Meeting to fill the vacated position for the unexpired term.
- 4.6.6 If any person on the Zone Committee Executive fails to attend at two (2) consecutive meetings of the said Executive and in the opinion of the other Executive the said person does not have a good and sufficient reason for his absence, the said person shall be deemed to have resigned from the Zone Committee Executive.
- 4.6.7 In the event that the number of individuals forming the Zone Executive Committee should not be sufficient to form a quorum (taking into consideration the maximum number of individuals that are to form that particular Zone Executive Committee) those individuals then remaining on the Zone Executive Committee may appoint individuals to the Zone Executive Committee and said appointments shall be for a term expiring at the conclusion of the next Zone Committee Annual Meeting.

4.7 Duties of the Zone Committee Executive and Officers

- 4.7.1 The duties and responsibilities of the Zone Committee Executive shall be as follows:
 - 4.7.1.1 to conduct the business of the Zone Committee;

4.7.1.2 to present to the Zone Committee at a Zone Committee General Meeting prior to the commencement of a hockey season, a proposed policy to be in effect for the then current hockey season regarding the following:

- (a) Game fees which shall include:
 - (i) Officials showing up for games which were cancelled and they were not notified by the League or Team;
 - (ii) Officials showing up for games which were cancelled and were not notified by the assignor;
- (b) Travel arrangements for Referees and Linesmen;
- (c) Assignment of Referees and Linesmen;
- (d) Clinics;
- (e) Match Penalties on Referees and Linesmen;
- (f) Missed assignments and late arrivals by Referees and Linesmen to games which they were assigned;
- (g) Such other policy matters as the Zone Executive deems pertinent.

4.7.1.3 act as the Zone finance committee;

4.7.1.4 set and establish a fee to be paid by the Members of the Zone (the "Zone Fee") which the Zone Committee Executive believes is necessary to effectively conduct the business of the Zone Committee;

4.7.1.5 call an extraordinary general meeting of the Members of the Zone for the purpose of passing an extraordinary resolution authorizing an assessment of money to be levied on the Members of the Zone for the purpose of paying for operations of the Zone Committee;

4.7.1.6 approve expenditures for the benefit of the Zone Committee to a maximum amount of One Thousand (\$1,000.00) Dollars on any single occasion;

- 4.7.1.7 in the event that the Zone Committee collects fees on behalf of its Members, the Zone Committee Executive shall pay the fees collected to the appropriate Members, by cheque, at:
- (a) regular meetings of the Members of the Zone Committee;
 - (b) the conclusion of the hockey season by regular mail;
- 4.7.1.8 carry out all negotiations with hockey leagues and hockey teams within the Zone regarding:
- (a) fees payable for Referees and Linesmen that work at the relevant hockey games;
 - (b) working conditions within the Zone;
- 4.7.1.9 report to Members of the Zone as to the agreements and arrangements made with hockey leagues and teams within the Zone;
- 4.7.1.10 designate an individual(s) that shall be responsible for all appointments of Referees and Linesmen to work hockey games;
- 4.7.1.11 subject always to the authority of the AAHA to discipline Referees and Linesmen pursuant to the AAHA Bylaws and the right of appeal under the AAHA Bylaws, to impose and enforce appropriate penalties (including, without limitation, suspension for a period not to exceed three [3] years) upon Referees, Linesmen and Members for violations or breaches of Council Bylaws, Council Rules and Regulations, CHA Bylaws, CHA Rules and Regulations, AAHA Bylaws and AAHA Rules and Regulations;
- 4.7.1.12 to select and appoint the Referee Zone Representatives on Referee Council Executive as contemplated in Section 5.1.1(f) of these Bylaws and the AAHA Bylaws. The appointment of the Referee Zone Representatives shall be made prior to the Referees' Council Annual General Meeting and in the event that the Zone Committee Chairman has been recently elected, the outgoing Zone Committee Chairman shall (subject to his consent) be appointed as one of the Referee Zone Representatives.

4.7.2 The duties and responsibilities of the officers of the Zone Committee Executive shall be as follows:

4.7.2.1 Zone Committee Chairperson:

- (a) to preside and chair all meetings of the Zone Committee and Zone Committee Executive;
- (b) except as otherwise provided for herein, to chair all committees struck or appointed by the Zone Committee Executive;
- (c) shall be the chief executive officer of the Zone Committee Executive, subject to the authority of the Zone Committee Executive;

4.7.2.2 Zone Committee Vice-Chairperson:

- (a) shall perform the duties of the Zone Committee Chairperson in the absence, resignation or death of the Zone Committee Chairperson;

4.7.2.3 Zone Committee Secretary:

- (a) shall attend all meetings of the Zone Committee and Zone Committee Executive and act as secretary of the said meetings, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat;
- (b) shall give or cause to be given, as and when required, all notices to those entitled to receive notice;
- (c) act as custodian of all minute books and records, documents, books and papers of the Zone Committee and the Zone Committee Executive;

4.7.2.4 Zone Committee Treasurer:

- (a) shall keep proper accounting records;
- (b) be responsible for deposit and disbursement of money of the Zone Committee;

- (c) shall render to the Zone Committee and Zone Committee Executive, whenever required, an account of all his financial transactions on behalf of the Zone Committee and Zone Committee Executive;

4.8 Meetings of the Zone Committee Executive

- 4.8.1 The Zone Committee Executive shall meet at least once a month during the months of September to March in each calendar year and these meetings should be scheduled to be held prior to the Zone Committee General Meetings.
- 4.8.2 The Zone Committee Chairperson or the Zone Committee Secretary at the request of three (3) of the Zone Committee Executive, may call other Zone Committee Executive meetings as he may from time to time believe necessary upon three (3) days prior written notice.
- 4.8.3 A quorum at each Zone Committee Executive meeting shall be a majority of persons entitled to vote at Zone Committee Executive meetings.

4.9 Zone Committee Special Committees

- 4.9.1 Each Referee Zone may have the following Special Committees:

- 4.9.1.1 Senior Hockey;
- 4.9.1.2 Minor Hockey;
- 4.9.1.3 Commercial Hockey;
- 4.9.1.4 Classification;
- 4.9.1.5 Grievance;
- 4.9.1.6 Discipline;
- 4.9.1.7 Social;
- 4.9.1.8 Clinics;
- 4.9.1.9 Nominating;
- 4.9.1.10 Audit;
- 4.9.1.11 Assignments.

- 4.9.2 The Zone Committee Executive may appoint Standing Committees as they may deem necessary from time to time to carry out the business and activities of the Zone Committee.

4.10 Satellite Zone Committees

- 4.10.1 Subject to the written approval of the AAHA Board of Directors, a Zone Committee may by resolution passed at a Zone Committee General Meeting allow for a standing committee called a Satellite Zone Committee, which standing committee shall be in existence until cancelled. The Satellite Zone Committee is struck for the purpose of providing administration to those Referees and Linesmen within a specific area of a Referees' Zone, said area to be defined by the creating resolution.
- 4.10.2 Subject to the limitations set out herein, a Satellite Zone Committee shall operate its business in accordance with the provisions of this Section 4 as though it were a Zone Committee.
- 4.10.3 Satellite Zone Committees shall allow an individual from the Zone Committee Executive to attend its meetings.
- 4.10.4 Satellite Zone Committees shall keep minutes and records of its meetings and shall, within twenty-one (21) days of each meeting send copies of the said minutes to the Secretary of the Zone Committee Executive.

5.0 REFEREES' COUNCIL EXECUTIVE

- 5.1 5.1.1 The business and affairs of Referees' Council shall be managed and conducted by Referees' Council Executive which shall consist of the following:
- (a) Council Chairperson;
 - (b) Secretary-Treasurer;
 - (c) Two (2) people appointed by the President to represent the Board ("Board's Representatives");
 - (d) Referee Zone Chairperson for each Referee Zone;
 - (e) Immediate past Council Chairperson;
 - (f) Referee Zone Representatives, the number of which will vary depending upon the number of Referees and Linesmen registered in each Referee Zone as follows:
 - (i) 100 to 649 Referees and Linesmen in a Referee Zone shall entitle that Referee Zone to two (2) Representatives;
 - (ii) 650 to 799 Referees and Linesmen in a Referee Zone shall entitle that Referee Zone to three (3) Representatives;
 - (iii) 800 to 999 Referees and Linesmen in a Referee Zone shall entitle that

- Referee Zone to four (4) Representatives;
- (iv) for each 200 Referees and Linesmen in excess of 800 in a Referee Zone, the Referee Zone shall be entitled to one (1) additional Representative.

- 5.1.2 The persons forming the Referees' Council Executive shall be those persons provided for by the AAHA Bylaws as may be amended from time to time.
 - 5.1.3 The term of appointment or election of each person forming the Referees' Council Executive shall be as provided for by the AAHA Bylaws, as may be amended from time to time.
 - 5.1.4 Referees' Council shall elect the Council Chairman for a term of two (2) years. In the event that the individual elected should resign, die, or become incapacitated during his/her term, Referees' Council Executive shall appoint by resolution an individual which is then on Referees' Council Executive to serve as Council Chairman for the unexpired portion of the term of the original Council Chairman.
 - 5.1.5 Annually the Referees' Council shall appoint a Secretary-Treasurer. The person elected shall be a Member of Referee Council.
- 5.2 Referees' Council Executive shall, subject always to the AAHA Bylaws, have the following duties and responsibilities:
- 5.2.1 those duties and responsibilities as may be specified by the Bylaws of the AAHA, as may be amended from time to time;
 - 5.2.2 to foster the aims and objectives of Referees' Council;
 - 5.2.3 to supervise the operations of the Zone Committees and Zone Committee Executives in an effort to ensure that all matters are conducted in accordance with the Referees' Council Bylaws and the Referees' Rules and Regulations, and policies as may be established by Referees' Council Executive from time to time;
 - 5.2.4 to manage the finances and financial affairs of Referees' Council and in so doing shall always ensure that:
 - (a) at the fiscal year end of Referees' Council, the equity on the balance sheet shall not decrease more than twenty (20%) per cent of the equity in the previous year provided that the Members at the annual meeting of Referees' Council may pre-

approve a decrease in excess of twenty (20%) per cent.

5.3 In order to carry out its duties and responsibilities, the Referees' Council Executive shall have the following powers:

5.3.1 from time to time to suspend the operations of a Zone Committee which has not complied or is not complying with and abiding by the Bylaws of the AAHA, the AAHA Rules and Regulations or Council Bylaws. Any suspension of a Zone Committee shall be subject to the approval and/or ratification of the AAHA Board;

5.3.2 to manage and direct the affairs of a Zone Committee which has been suspended or discontinued including, without limitation, management of money held by the Zone Council;

5.3.3 to establish and set fees to be paid by Referees and Linesmen, said fees to be collected by the Zone Committee and remitted to Referees' Council;

5.3.4 to cause Referees' Council to purchase goods that are required to conduct the business of Referees' Council, including, without limitation, crests, arm bands, case books, rule books, and level books;

5.3.5 provided that the Referees' Council Executive obtains the prior written consent of the AAHA Board, to borrow money from time to time;

5.3.6 to appoint standing committees as is deemed necessary and the persons appointed to these committees shall be appointed for a term ending on the earlier of:

(a) one (1) year; or

(b) replacement by the Referee Council Executive;

5.3.7 to pass, amend, or delete rules and regulations for the conduct and decorum of Referees and Linesmen, subject always to the approval of the AAHA Board of Directors;

5.3.8 subject to the provisions of the AAHA Bylaws, to discipline Members including, without limitation, suspensions for periods of time not to exceed twenty (20) years.

5.4 The duties of the officers of the Referees' Council Executive are as follows:

5.4.1 Council Chairman shall:

- (a) chair all annual and special meetings of Referees' Council and meetings of Referees' Council Executive;
- (b) present the Chairman's Report at Annual Meetings of Referees' Council;
- (c) shall cause to be called all meetings of Referees' Council and Referees' Council Executive;
- (d) subject to the overall management and supervision of Referees' Council Executive, provide general management and supervision of the affairs and operations of Referees' Council;
- (e) be an ex-officio member of all standing committees of Referees' Council;
- (f) assign Referees and/or Linesmen to officiate at those hockey games specified by Referees' Council Executive.

5.4.2 Council Secretary-Treasurer shall:

- (a) attend all meetings of Referees' Council and Referees' Council Executive and record the proceedings and matters dealt with at those meetings, keeping the records in a minute book;
- (b) keep or cause to be kept full and accurate accounts of receipts and payments of Referees' Council;
- (c) deposit or cause to be deposited in a bank account in the name of Referees' Council (ie., "AAHA Referees' Council"), all revenue including, without limitation, all fees, dues, assessments, and fines;
- (d) pay, in a timely fashion, all debts and liabilities of Referees' Council;
- (e) prepare or cause to be prepared annual financial statements and such other financial statements, budgets, and other financial data as Referees' Council Executive may require from time to time;
- (f) keep all receipts, vouchers and other documents at such place or places as may be approved by Referees' Council Executive from time to time, and shall not destroy these financial records until approval is obtained from Referees' Council Executive;

- (g) deliver the books, records and all financial records to the auditors of the AAHA or Referees' Council Executive forthwith upon their request;
- (h) deliver a copy of the audited financial statement for the year to the AAHA following approval of the statement at the Annual General Meeting;
- (i) deal with and obtain from Zone Committee Treasurers financial information and statements of the Zone Committees and prepare or cause to be prepared by September 1 of each year a statement of the same for delivery to the AAHA Board;
- (j) deliver or cause to be delivered audited financial statements at each Annual General Meeting with the report of Referees' Council Executive as to the state and condition of the financial affairs of Referees' Council.

5.5 An individual that has been elected or appointed to the Referees' Council Executive shall cease to be part of the Referees' Council Executive forthwith upon any one or more of the following events:

5.5.1 if the individual is adjudged bankrupt or should make an assignment in bankruptcy;

5.5.2 if the individual becomes of unsound mind;

5.5.3 if the individual is convicted of an indictable criminal offence;

5.5.4 if the individual resigns by notice;

5.5.5 except for the appointees of the AAHA Board, if the individual ceases to be a Member in good standing;

5.5.6 upon the expiration of his term.

5.6 In the event that the number of individuals forming the Referees' Council Executive should not be sufficient to form a quorum (taking into consideration the maximum number of individuals that should form the Referees' Council Executive) those individuals then remaining on the Referees' Council Executive may, with the exception of those individuals to be appointed by the AAHA Board, appoint individuals to the Referees' Council Executive and said appointments shall be for a term expiring at the conclusion of the next Annual General Meeting.

- 5.7 All acts of the Referees' Council Executive shall be valid and binding notwithstanding that it may later be discovered that there may be some defect in any one or more of the appointments or election of an individual to the Referees' Council Executive.
- 5.8 In the event that the Council Chairman is not present at a meeting of the Referees' Council Executive at the time appointed for commencement of the meeting, those individuals then present shall elect from their midst an individual to act as Chairman of that meeting until such time as the Council Chairman shall be in attendance.
- 5.9 Excepting those individuals appointed by the AAHA Board, Members may at a Special General Meeting by Extraordinary Resolution, remove one or more individuals from Referees' Council Executive and by ordinary resolution elect an individual(s) to replace the individual(s) so removed, and the individual(s) so elected shall be elected for a term expiring at the same date that the term of the individual that was removed would have expired.
- 5.10 Referees' Council shall indemnify an individual, his heirs and legal representatives from and against all costs, charges, expenses, judgments, claims, and damages reasonably incurred by him in respect of all acts and decisions made by an individual when acting in his/her capacity of Council Executive, provided that the aforesaid indemnity shall not apply or be effective if the individual did not act honestly and in good faith.

6.0 **MEETINGS**

6.1 General Meeting of Referees' Council:

- 6.1.1 The annual meeting of Referees' Council shall normally be held annually on the first Sunday in June of each year at a location determined by the Referees' Council Executive upon 21 days notice in writing to all Members.
- 6.1.2 In the event circumstances warrant holding the Annual General Meeting on a day other than the first Sunday of June in each year, Referees' Council Executive may specify another day of the relevant year upon 30 days notice in writing to the Members.
- 6.1.3 Special General Meetings shall be all meetings of the Members other than the Annual General Meeting and all resolutions considered at a Special General Meeting shall, other than as is specifically provided otherwise herein, require an Extraordinary Resolution.

- 6.1.4 A quorum at an Annual General Meeting or at Special General Meetings shall be thirty-five (35) Members. In the event that a quorum is not present within one-half (1/2) hour following the time appointed for the commencement of a meeting, and provided that the Special General Meeting was not convened under Article 6.1.9 below, the meeting shall stand adjourned to the same day of the following week at the same time and place, and at the adjourned meeting a quorum shall be twenty-five (25) Members. If the Special General Meeting was convened pursuant to Article 6.1.9 below, and a quorum is not present, the Special General Meeting shall be deemed to be dissolved.
- 6.1.5 At each Annual General Meeting or Special General Meeting each Member present in person shall be entitled to one (1) vote. There shall be no proxies allowed. Unless a Member requests voting by secret ballot, every resolution shall be decided by a show of hands. A Member may request a poll on any question. If a poll is requested it shall be taken in such manner as the chairman of the meeting may direct. A request for a poll may be withdrawn by the individual initially requesting the poll.
- 6.1.6 In the event of any issue as to the admission or rejection of any particular ballot, the chairperson of the meeting shall resolve the same, and such resolution shall be final and conclusive.
- 6.1.7 In the event of an equality of votes on any question, the chairperson of the meeting shall have a casting vote.
- 6.1.8 The chairperson of an Annual General Meeting or a Special General Meeting may, with the consent of the Members present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished from the meeting which was adjourned.
- 6.1.9 A Special General Meeting shall be convened upon the request in writing of the greater of the following:
- 6.1.9.1 a number of Members which is equal to three (3%) per cent of the total Members; or
 - 6.1.9.2 thirty-five (35) Members;
- and the request shall specify the business to be conducted at the Special General Meeting.

6.1.10 The order of business at Annual General Meetings shall be as follows:

- (i) Call to order
- (ii) Roll Call of Members
- (iii) Minutes of Previous Meeting
- (iv) Correspondence
- (v) Chairman's Report
- (vi) Treasurer's Report
- (vii) Zone Reports
- (viii) Other Reports
- (ix) Unfinished Business
- (x) New Business
- (xi) Elections
- (xii) Good and Welfare
- (xiii) Announcement of Next Meeting
- (xiv) Adjournment

6.2 Meetings of Referees' Council Executive

6.2.1 The Referees' Council Executive shall meet as follows:

- (a) on the day prior to the Annual General Meeting;
- (b) such other meetings as Referees' Council Executive or Council Chairperson may determine to be necessary or upon the written request of three persons of Referees' Council Executive and notice of such a meeting shall be given in writing seven (7) days in advance of the meeting date.

6.2.2 On a day in January of each year to be determined by the Council Chairman, there shall be a meeting of Referees' Council Executive with a quorum being two-thirds (2/3) of the following individuals present in person:

- (a) Council Chairman;
- (b) Council Secretary Treasurer;
- (c) Past Council Chairman;
- (d) The Zone Chairmen; and
- (e) those individuals on the Referee's Council Executive who have been appointed by the AAHA.

- 6.2.3 Those people entitled to attend a meeting of Referees' Council Executive are as follows:
- (a) those persons elected or appointed to Referees' Council Executive;
 - (b) any person authorized by resolution of Referees' Council Executive;
 - (c) any person authorized by resolution of Members at a meeting of Referees' Council;
- 6.2.4 Except as is provided for in Section 6.2.2 of these Bylaws, a quorum of Referees' Council Executive shall be a majority of those persons elected or appointed to Referees' Council Executive.
- 6.2.5 At all meetings of Referees' Council Executive, unless otherwise specifically provided in these Council Procedures and Regulations, majority vote of the persons present in person shall be sufficient to pass a resolution.
- 6.2.6 A resolution in writing executed by a majority of the persons on Referees' Council Executive shall be good and binding.
- 6.2.7 A meeting of Referees' Council Executive may be held by conference phone provided that each individual present by phone may hear the others. All resolutions passed at a meeting by conference phone call shall be ratified by resolution in writing executed by those individuals present at the meeting.

6.3 Notices of Meetings

- 6.3.1 Notices of all Annual General Meetings, Special General Meetings, and meetings of the Referees' Council Executive, shall be mailed by prepaid mail, delivered personally, telegraphed or telefaxed to the address last recorded in the records of Referees' Council, or if no address is recorded therein, to the last address known to the Secretary-Treasurer of Referees' Council Executive;
- 6.3.2 Any notice sent by prepaid mail shall be deemed to have been received on the date on which the notice is posted;
- 6.3.3 Accidental omission to give notice to a Member or an individual of the Referees' Council Executive shall not invalidate any Meeting.

7.0 **BOOKS AND RECORDS**

- 7.1 Referees' Council Executive shall maintain or cause to be maintained books and records which shall contain a record of all business of Referees' Council and Referees' Council Executive including, without limiting the generality of the foregoing, the following:
- 7.1.1 Minutes of all meetings of Referees' Council and Referees' Council Executive and Committees (Special and Standing);
 - 7.1.2 names and addresses of all Members;
 - 7.1.3 the annual Classification of each Member;
 - 7.1.4 of all appointments made by the Referees' Council Executive;
 - 7.1.5 the names, addresses, and phone numbers of all individuals appointed and elected to Referees' Council Executive and Zone Committee Executive of each Referee Zone;
 - 7.1.6 the Council Bylaws, as amended from time to time;
 - 7.1.7 the Council Rules and Regulations, as amended from time to time;
 - 7.1.8 all disciplinary steps undertaken by Referees' Council Executive and Zone Committee Executive;
 - 7.1.9 all financial transactions including, without limitation, receipts, expenditures, accounts payable, and accounts receivable.
- 7.2 The books and records of Referees' Council and each Zone Committee shall at reasonable times be made available to each Member upon receipt of a written request for inspection. The books and records of Referees' Council and each Zone Committee shall be made available for inspection by Members at the Annual General Meeting.
- 7.3 The books and records of Referees' Council shall be stored at the home of the Secretary-Treasurer or at such other place as Referees' Council Executive may determine from time to time.

8.0 **FINANCIAL AND AUDIT**

- 8.1 The fiscal year of Referees' Council shall be from May 1 to April 30 of each year.
- 8.2 The fiscal year end of each Zone Committee shall be set by a resolution of the Zone Committee to a date between March 31 and June 30. *{Ammended June 3, 2001}*
- 8.3 Following the 30th day of April in each year, the financial transactions and records of Referees' Council for the preceding fiscal year shall be audited by an independent accountant or audit committee consisting of 3 people as directed by Referees' Council Executive. The audit report shall be delivered to the Referees' Council Executive prior to the Annual General Meeting.
- 8.4 All monies belonging to Referees' Council or Zone Committees shall be deposited in banks approved by Referees' Council Executive.
- 8.5 All cheques drawn upon Referees' Council bank account shall be signed by the Chairman and the Secretary-Treasurer.
- 8.6 All cheques drawn upon the bank account of a Zone Committee shall be signed by any two (2) of the following:
- (a) Zone Chairman;
 - (b) Zone Treasurer;
 - (c) the Vice-Zone Chairman or another Zone Executive person which is designated by the Zone Executive.
- 8.7 In the event that Referees' Council has borrowed money and Referees' Council is not in a financial position to pay the debt obligations as they become due, Referees' Council Executive may assess each person who was a Member at the date the loan was authorized and drawn, in a pro-rata amount as may be necessary to pay the debt obligation.

9.0 **GRIEVANCE**

- 9.1 A Member (in this Section referred to as the "Griever") that is dissatisfied with a decision directly affecting that Member has a right to grieve that decision in strict accordance with the procedures set out in this Section 9.

- 9.2 There are four (4) levels of grievance as follows:
- 9.2.1 Level I - grievance is made to the Zone Committee Executive in which the Griever resides;
 - 9.2.2 Level II - grievance is made to the Zone Committee (general body) in which the Griever resides;
 - 9.2.3 Level III - grievance is made to the Referees' Council Executive;
 - 9.2.4 Level IV - grievance is made to the AAHA President (or his designate) with the rights of appeal as set out in the AAHA Bylaws.
- 9.3 The Griever must grieve the matter progressively from Level I to Level IV. At Levels I through Level III, the body responsible for hearing the grievance (the "Arbitration Board") may, prior to hearing the grievance, direct the Griever to proceed to the next Level.
- 9.4 Upon Application in writing to the Griever, the AAHA President may, following consultation with Referees' Council Chairman, direct the grievance to be heard at a Level which the AAHA President deems to be proper.
- 9.5 The procedure for grievance is as follows:
- 9.5.1 the Griever must attempt to discuss and resolve the subject matter of the grievance with the body that made the decision which is being grieved;
 - 9.5.2 to proceed to grieve the matter at each Level, the Griever must within fourteen (14) days after becoming aware of the decision which is being grieved or the decision of the Arbitration Board (whichever is relevant), serve a Grievance Notice directed to the following:
 - (a) Level I - Zone Chairman or his designate at the home address; or
 - (b) Level II - Zone Chairman at his home address; or
 - (c) Level III - Council Chairman at his home address; or
 - (d) Level IV - AAHA President c/o the AAHA business office; and
 - (e) the Respondent.
 - 9.5.3 The Respondent, upon receipt of a Grievance Notice shall serve a reply in writing (the "Reply") upon the relevant Arbitration Board as aforesaid and the Griever within 7 days of receipt of the Grievance Notice;

- 9.5.4 Except in the case of a Level IV Grievance (which Grievance is dealt with under the AAHA Bylaws, a grievance shall be concluded within the following time limitations:
- (a) if a Level I grievance, on or before the twenty-first (21st) day following receipt of the Grievance Notice as contemplated in Bylaw 9.5.2 above;
 - (b) if a Level II grievance, on or before the sixtieth (60th) day following receipt of the Grievance Notice as contemplated in Bylaw 9.5.2 above;
 - (c) if a Level III grievance, on or before the thirtieth (30th) day following receipt of the Grievance Notice as contemplated in Bylaw 9.5.2 above;
- 9.5.5 Upon the AAHA President receiving a Grievance Notice, the provisions of the AAHA Bylaws shall be effective in the same manner as though there were a violation under Bylaw XII of the AAHA Bylaws;
- 9.5.6 Upon the Arbitration Board receiving the Reply or if an Arbitration Hearing is held, the Arbitration Board shall, within 21 days, render a decision in writing with reasons for the decision.
- 9.6 A Grievance Notice shall not be deemed to be invalid if it did not contain all of the relevant facts.
- 9.7 When a Griever fails to file a Grievance Notice or fails to proceed with a grievance, within the time limits set out in this Section 9, he shall be deemed to have abandoned the grievance.
- 9.8 When an Arbitration Board fails to proceed as required by this Section 9, the Griever shall be entitled to proceed with the grievance to the next consecutive Level.
- 9.9 All Grievance Notices, Replies and notices, and decisions sent by the Arbitration Board shall be sent by registered mail or delivered by hand and where mailed it shall be deemed to have been received by the addressee on the date the envelope is postmarked.
- 9.10 All time limitations may be extended if consented to in writing by the Griever, the Respondent, and the Arbitration Board.

10.0 **GENERAL**

10.1 Unless otherwise specifically provided for herein, all correspondence directed to Referees' Council shall be directed to the Chairman with a copy to the Secretary-Treasurer.

10.2 All Members shall sign an attendance record upon entering meetings of Referees' Council.

10.3 Roberts Rules of Order, Revised, shall govern all meetings of Referees' Council except where those rules may conflict with the rules and procedures set out herein.

10.4 Honoraria

10.4.1 Honoraria may be paid to Members and other persons. In each fiscal year, the aggregate amount of the Honoraria is to be determined by the Members at the Annual General Meeting and then allocated to individuals in amounts to be determined by Referees' Council Executive.

10.4.2 Notwithstanding the passing of a resolution to pay honoraria, no honoraria shall be paid unless there is sufficient money in the bank to cover all known liabilities and having a least One Thousand (\$1,000.00) Dollars to start the following year's operation.

10.5 Amendment of Council Bylaws

10.5.1 Council Bylaws shall become effective and in force upon their adoption by the Referees' Council at Annual General Meeting or Special General Meeting, and ratification by the AAHA Board and such adoption and ratification shall rescind any previous Rules, Regulations or any other documents whatsoever to this effect.

10.5.2 Council Bylaws may be amended or changed by Extraordinary Resolution at an Annual General Meeting or Special General Meeting provided that the proposed amendment has been included with the written notice calling the meeting.

REFEREES' COUNCIL BYLAWS