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Sarnia Hockey Association

By-law#1

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By-law No. 1

SARNIA HOCKEY ASSOCIATION

A by-law relating to the transaction of the activities and affairs of Sarnia Hockey Association (the "Corporation").

Be it enacted as a by-law of the Corporation as follows:

ARTICLE 1
Interpretation

1.1 Definitions

In this By-law, unless the context otherwise requires:

- (a) "**Act**" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it, as amended from time to time;
- (b) "**ALLIANCE**" means the Minor Hockey Alliance of Ontario (ALLIANCE Hockey or such name that the ALLIANCE may in future adopt)
- (c) "**Articles**" means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special act;
- (d) "**Board**" means the board of directors of the Corporation;
- (e) "**By-law**" means this by-law of the Corporation;
- (f) "**Chair**" means the chair of the Board;
- (g) "**President**" means the individual elected as president of the Corporation;
- (h) "**Corporation**" means Sarnia Hockey Association;
- (i) "**Director/Officer**" means an individual elected or appointed to the Board. References to Director or Officer in this Constitution /By Law shall be deemed to be interchangeable.
- (j) "**Ex-officio**" means membership "by virtue of office" and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (k) "**Hockey Canada**" – means Hockey Canada (or such name as Hockey Canada may in the future legally adopt);
- (l) "**Members**" means members of the Corporation as described in Article 2;

- (m) “**OHF**” means the Ontario Hockey Federation (or such name as the OHF may in the future legally adopt).
- (n) "**Ordinary Resolution**" means a resolution passed by majority (i.e., more than 50%) of the votes cast on the resolution;
- (o) "**Policies**" means a rule or a policy adopted by the Board **Error! Reference source not found.**;
- (p) "**Secretary**" means the secretary of the Board;
- (q) "**Special Business**" has the meaning given to such term in the *Act* and includes any business other than: consideration of the financial statements, consideration of the audit report, election of Directors, and reappointment of the incumbent auditor;
- (r) "**Special Resolution**" means a resolution that is submitted to a special Members' meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a Members' meeting;
- (s) "**Telephonic or Electronic Means**" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks;
- (t) "**Vice President**" means one or more vice president(s) of the Board.

1.2 Interpretation

In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to the terms in the *Act*, words importing the singular shall include the plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include the opposite, and headings are used for convenience of reference and do not affect the interpretation of this By-law.

1.3 Name and Head Office

The name of the Corporation shall be the SARNIA HOCKEY ASSOCIATION.

The registered office of the Sarnia Hockey Association shall be in the City of Sarnia, in the Province of Ontario, and as such place therein as the Board may from time to time determine.

1.4 Purpose of the Organization

The purpose of the Sarnia Hockey Association shall be:

To provide opportunities for all players to participate in the game of ice hockey at a level appropriate to their degree of skill and interest.

To develop programs to promote and teach the importance of physical activity through friendly competition.

To teach the youth of the Sarnia Hockey Association team play, good sportsmanship, self-discipline and good character among players.

To develop leadership skills in coaches, officials, local volunteers and parents.

1.5 Affiliations

The Corporation shall have the following affiliations:

It shall be a member of the ALLIANCE under the auspices of the Ontario Hockey Federation and Hockey Canada.

It shall be a member of the Sarnia Lambton Jr. Sting AAA Hockey Club.

It shall operate in cooperation with the City of Sarnia.

ARTICLE 2 Membership in the Corporation

2.1 Members

Subject to the Articles, there shall be two (2) class of Members in the Corporation, Ordinary and Honorary.

Ordinary Members: The Corporation may admit, as an ordinary Member, any person who:

- (a) is on the Board of Directors,
- (b) is a resident of Lambton County,
- (c) is at least eighteen (18) years old; and
- (d) is a registered participant in good standing, with the Corporation or with respect to any of the Corporation's activities (i.e., Tournaments); or
- (e) is a parent/guardian of currently registered player(s) in good standing under the age of eighteen (18) years

Honorary members:

From time to time, the Board may admit for life or a lesser term a member who, in the opinion of the Board, has made an outstanding contribution to the development of the Corporation.

2.2 Fees

Player Registration fees shall be established by the Budget Committee and resolved annually by the Board.

2.3 Voting

Each Member shall be entitled to receive notice of, attend and vote at all Members' meetings and each such Member shall be entitled to one (1) vote at such meetings provided that the Member has attended at least two (2) open meetings of the Corporation in the preceding twelve (12) months and their attendance is recorded in the minutes of that meeting. It shall be the responsibility of the recording Secretary of the Corporation to keep records of attendance.

2.4 Transferability and Termination

Membership is not transferrable and ceases if the Member resigns or such Membership is otherwise terminated in accordance with the *Act* or this By-law via Board of Reference Committee.

ARTICLE 3 Members' Meetings

3.1 Location

Members' meetings shall be held within Sarnia, Ontario, at a time, place and date to be determined and advertised on the Corporation Web site by the Board.

3.2 Annual Meetings

The annual Members' meeting shall be held not later than fifteen (15) months after the last annual Members' meeting. The purpose of the annual members meeting is to:

- (a) Hearing and receiving reports and statements required by the Corporation at an annual general meeting
- (b) Electing such directors as are to be elected at such annual meeting
- (c) Appointing an auditor or person to conduct an audit of the Corporations financial records
- (d) The transaction of any other business properly brought before the meeting
- (e) Amending the constitution and bylaws of the Corporation

3.3 Calling Meetings

The Board or the Chair shall have power to call at any time, a Members' meeting. Meeting of Members will be open to all member of the Corporation. Directors are delegates of the members.

Members have the right to demand a meeting if at least 10% of members vote to send a request with reason to the Board.

3.4 Quorum

A quorum for the transaction of business at meetings of the annual Members' meeting or additional General Meeting shall consist of not less than eleven (11) voting Members present in person. If a quorum is present at the opening of a members' meeting, the Members present may proceed with the meeting's business, even if quorum is not present throughout the meeting.

3.5 Notice and Proxies

- (a) Notice of the time and place of a Members' meeting is fixed and shall be posted on the Sarnia Hockey Website not less than ten (10) days and not more than fifty (50) days prior to the meeting.
- (b) Not less than 21 days, or the prescribed number of days under the *Act*, before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.
- (c) Voting by proxy is not allowed.
- (d) Notice of a Members' meeting at which Special Business is to be transacted must:
 - (i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
 - (ii) state the text of any Special Resolution to be submitted to the meeting.

3.6 Voting

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one (1) vote on each matter.
- (b) At all Members' meetings, votes shall be taken by a show of hands among the eligible Members present and the chair of the meeting shall have a vote.
- (c) Every question submitted to any Members' meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or on a ballot, the meeting chair shall not have a second vote to break the tie.

- (d) A Member may demand a ballot either before or after any vote. A Member may withdraw a demand for a ballot.
- (e) Unless a ballot is demanded, an entry in the meeting minutes to the effect that the meeting chair declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a ballot is demanded on question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the meeting chair directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.

3.7 Meeting Chair

The chair for Members' meetings shall be:

- (a) the President; or
- (b) the first Vice President, if the President is absent, unable, or unwilling to act; or
- (c) a chair elected by the Members present if the President and First Vice President are absent or unable to act. The Secretary, if present at the meeting, shall preside at the election of the meeting chair, but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

3.8 Adjourned Members' Meetings

If within one-half ($\frac{1}{2}$) hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

3.9 Notice of Adjourned Meetings

If a Members' meeting is adjourned for less than thirty (30) days, no meeting notice that continues the adjourned meeting is required other than by announcement at the adjourned meeting. If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 3.5.

3.10 Written Resolution in Lieu of Meeting

A resolution signed by all of the Members entitled to vote on that resolution at a Members' meeting is valid as if it had been passed at a Members' meeting, except for Members' meetings where a Director or auditor submits a statement giving reasons for their resignation or opposing their removal, or as otherwise provided in the *Act*. The Corporation shall keep a copy of every written Members' resolution with the Members' meeting minutes.

3.11 Telephonic or Electronic Members' Meetings

Any person entitled to attend a Members' meeting may participate in the meeting by Telephonic or Electronic Means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available, and a person participating in the meeting by those means is deemed to be present at the meeting. A Members' meeting may be held entirely by Telephonic or Electronic Means if the Members participating in the meeting consent to the holding of such meeting by such means and such means permit all participants to communicate adequately with each other during the meeting.

3.12 Voting by Telephonic or Electronic Means

Eligible Members entitled to vote at a Members' meeting may vote by Telephonic or Electronic Means, using technology approved by the Board.

ARTICLE 4 Directors

4.1 Board Composition

- (a) Subject to the Articles, the Board shall consist of twenty (20) to forty (40) Directors who satisfy the criteria set out in section 4.4 and who are elected by the Members entitled to vote in accordance with section 4.7 or appointed in accordance with section 4.10. Not more than one-third (1/3) of the Board may at any time be comprised of employees of the Corporation or its affiliates.
- (b) The number of directors of the Corporation and the number of directors to be elected at the annual Members' meeting must be the number determined from time to time by Special Resolution or, if a Special Resolution empowers the directors to determine the number, by Board resolution. No decrease in the number of directors shall shorten the term of an incumbent director. All such Directors shall satisfy the criteria set out in section 4.4 and shall be elected by the Members entitled to vote in accordance with section 4.7 or appointed in accordance with section 4.10.

4.2 Duties and Responsibilities

The Board shall manage or supervise the management of the activities and affairs of the Corporation.

4.3 Standard of Care

Every Director in exercising their powers and discharging their duties to the Corporation shall,

- (a) act honestly and in good faith with a view to the Corporation's best interests; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.4 Director Qualifications

No individual shall be qualified for election or appointment as a Director if they:

- (a) are under eighteen (18) years old;
- (b) are a person who has been found under *the Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (c) are a person who has been found to be incapable by any court in Canada or elsewhere;
- (d) have the status of a bankrupt;
- (e) are a person who is an "ineligible individual" under the *Income Tax Act* (Canada) or any regulations made under it; or.
- (f) a member of the Corporation not in good standing;
- (g) have not provided a current vulnerable sector screening police check (VSC) and an OHF Screening Declaration Form (SDF) as per the OHF Screening Policy.

In the case of Corporation president positions, candidates must be a current Director for at least one (1) two-year term to be eligible for these positions.

A Board decision as to whether an individual is qualified to be a director is final.

4.5 Director Consent to Serve as a Director

An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

4.6 Vacation of Office

- (a) The office of a Director shall be automatically vacated if the Director:
 - (i) dies;
 - (ii) resigns in writing;
 - (iii) is removed by the Members in accordance with Subsection 4.6 (d).
 - (iv) becomes disqualified under section 4.4.
- (b) Any member of the executive who is ineligible to vote at the Annual General Meeting may be subject to removal from the board

- (c) A resignation of a director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whatever is later.
- (d) The Members may, by Ordinary Resolution at a special Members' meeting, remove from office any Director or Directors, and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director(s) so removed. The Director facing removal has the right to make a statement opposing their removal.
- (e) Where there is a Board vacancy, the remaining Directors may exercise all the Board powers so long as a quorum remains in office.

4.7 Election and Term

The Directors shall be elected for a term of up to two (2) years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to section 4.6 or until the end of the meeting at which their successor is elected or appointed. It is not necessary that all Directors elected at a meeting be elected to hold office for the same term. Staggered term rotations are used (see Policies) to ensure continuity in the Board. An election of Directors is not required to take place at each annual Members' meeting.

4.8 Maximum Terms

A Director if otherwise qualified, is eligible for re-election. There is no limit on the number of terms that a director may serve on the Board.

4.9 Nomination Procedure for Election of Directors

Candidates for the position of Director shall include Nominations made for the election of Directors at a Members' meeting may be made only:

- (a) the slate of candidates proposed by the Nominating Committee; or
- (b) the persons whose names are put in for nomination by any Member entitled to vote at any time, must be received not less than seven (7) days before the date of the meeting of the Members at which the election of directors is held and they must consent to their name being put forward.
- (c) in accordance with the process set out in the *Act*, by not less than five percent (5%) of the Members entitled to vote at the Members' meeting at which the election is to occur.

The Board decision as to whether a candidate is qualified to stand for election is final.

4.10 Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by the Directors then in office, provided that a Director appointed to fill a vacancy shall be only appointed for the unexpired portion of the term of such Director's predecessor.

In the absence of a quorum of Directors, or if the Members have failed to elect the number of Directors (or the minimum number of Directors provided for in the Articles), the Directors then in office shall without delay call a Members' meeting to fill the vacancy.

So long as there is a quorum of Directors in office, Directors may appoint one or more additional Directors to hold office for a term expiring not later than the close of the next annual meeting of Members, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number elected at the previous annual Members' meeting.

4.11 Directors Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

This provision does not apply to the honorarium provided to the ice scheduler.

ARTICLE 5 Board Meetings

5.1 Board Meetings

The Board shall meet at such times and in such places as may be determined by the Board, the Chair, or a Vice President. Board meetings shall be called by the President or their designate, upon receipt of the written request of two (2) Directors.

5.2 Regular Meetings

The Board meets approximately thirteen (13) times per year typically on the first Tuesday and third Wednesday of each month. The place and time are set and posted on the Corporation Website. No further notice of the regular meetings need be given. Board meetings shall be open to all Members. Delegations shall be entitled to address the Board, at any regular meeting provided they have requested an opportunity to do so in advance and is added to the agenda by the Chair. In-camera items may be discussed at a closed meeting after the regular meeting is adjourned.

5.3 Telephonic or Electronic Meetings

If all the Directors have consented, a Board meeting or a meeting of a committee of Directors may be held by such Telephonic or Electronic Means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a director participating in the meeting by those means is deemed to be present at the meeting.

5.4 Notices

Notice of meetings, other than regular meetings, shall be given to all Directors at least 48 hours prior to the meeting. The Chair, a Vice President or the President may call a meeting on less notice, by such means as are deemed appropriate, if notice is given to all Directors and the majority of the Directors consent to the holding of such meeting. Notice of an adjourned Board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Notice of a Board meeting is not necessary if all Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the meeting.

Notice of a Board meeting need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters in which case the notice must specify that matter:

- (a) to submit to the Members any question or matter requiring the Members' approval;
- (b) to fill a vacancy among the Directors or in the position of auditor;
- (c) to appoint additional Directors;
- (d) to approve any annual financial statements;
- (e) to adopt, amend or repeal by-laws; or

5.5 Quorum

A quorum for the transaction of business at the meeting shall be eleven (11) which is the majority (51%) of the minimum number of Directors of the Corporation which is currently twenty (20). A quorum must be present throughout the meeting-

5.6 Meeting of Board after Annual Meeting

Provided a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual Members' meeting.

5.7 Persons Entitled to be Present

Guests may attend Board meetings with the meeting's consent on the invitation of the Chair or President. Such persons may be invited on a regular basis, may be given regular notice of Board meetings and may participate in Board meetings if the Board permits. Other persons attending a Board meeting by invitation shall not be entitled to vote or to exercise any other powers or duties of Directors.

5.8 Voting

Each Director present at a Board meeting shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at a Board meeting, or a committee meeting shall be determined by a majority of votes.

Electronic voting is allowed as per electronic voting procedure in Policies.

5.9 Casting Vote

In the case of an equality of votes, the meeting chair shall cast the deciding vote.

5.10 Polls

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the meeting chair. Otherwise, a vote shall be taken by a show of hands. Unless a ballot is demanded, an entry in the minutes to the effect that the meeting chair declared that a resolution has been carried, or carried by a particular majority, or defeated, shall be conclusive in the absence of evidence to the contrary.

5.11 Written Resolutions in Lieu of Meeting

A resolution, signed by all the Directors entitled to vote on that resolution at a Board meeting or a committee of Directors is as valid as if it had been passed at a Board meeting or of a committee of Directors. The Corporation shall keep a copy of every written resolution with the meeting minutes of the Board or of a committee of Directors.

5.12 Consent of Director

A Director is deemed to have consented to a resolution passed or action taken at a Board meeting or of a committee of Directors if:

- (a) the Director was present at the meeting, unless,
 - (i) the Director's dissent is entered in the meeting minutes;
 - (ii) the Director requests that their dissent be entered in the meeting minutes;
 - (iii) the Director gives their dissent to the meeting secretary before the meeting is terminated;
 - (iv) the Director submits their written dissent immediately after the meeting is terminated to the Corporation; or
- (b) the Director was not present at the meeting and within seven (7) days after becoming aware of the resolution, the Director has not,

- (i) caused their written dissent to be placed with the meeting minutes; or
- (ii) submitted their written dissent to the Corporation.

A Director who votes for or consents to a resolution is not entitled to dissent under this section.

5.13 Meeting Adjournment

If within one-half ($\frac{1}{2}$) hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until the next meeting date or sooner if determined by the meeting chair.

5.14 Notice of Adjourned Meeting

The adjournment of the meeting would be documented in the minutes.

ARTICLE 6 Interest of Directors or Officers in Contracts or Transactions

6.1 Declaration of Conflict

- (a) Any Director or officer who:
 - (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
 - (ii) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation

shall disclose to the Corporation or request to have entered in the minutes of meetings of Directors the nature and extent of their interest.

- (b) The disclosure required to be made, pursuant to subsection 6.1(a), by a Director shall be made:
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after such Director becomes so interested;
 - (iii) if the Director becomes interested after a contract is made or transaction entered into, at the first meeting after the Director becomes so interested; or
 - (iv) if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after such person becomes a Director.
- (c) The disclosure required to be made, pursuant to subsection 6.1(a), by an officer who is not a Director shall be made:

- (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
 - (ii) if the officer becomes interested after a contract is made or transaction is entered, forthwith after they become so interested; or
 - (iii) if a person who is interested in a contract or transaction later becomes an officer, forthwith after they become an officer.
- (d) In the event that the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of subsection 6.1(a) is one that, in the ordinary course of the Corporation's business, would not require Directors' or Members' approval, then the Director or officer shall disclose to the Corporation or request to have entered in the Board meeting minutes the nature and extent of their interest forthwith after the Director or officer becomes aware of the contract or transaction or proposed contract or transaction.
- (e) Except as permitted by the *Act*, a Director referred to in subsection 6.1(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- (f) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction or proposed contract or transaction in respect of which a disclosure is required only because a Director is not permitted to be present at the meeting by reason of subsection 6.1(e), the remaining Directors are deemed to constitute quorum for the purposes of voting on the resolution.
- (g) Subject to the provisions of the *Act*, if all Directors are required to make such disclosure, the contract or transaction or proposed contract or transaction may only be approved by the Members.
- (h) A contract or transaction for which disclosure is required under section 6.1(a) is not void or voidable, and the Director or officer is not accountable to the Corporation or the Members for any profit or gain realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board or committee meeting that considered the contract or transaction, if:
- (i) disclosure of the interest was made in accordance with this section;
 - (ii) the Board approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.

6.2 General and Continuing Disclosure of Interest

For the purposes of section 6.1, a general notice to the Directors by a Director or officer declaring that the Director or officer is a director or officer of or has a material interest in a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person is sufficient declaration of interest in relation to any contract or transaction so made.

6.3 Conflict of Interest Policy

The provisions of this Article 6 are in addition to any conflict of interest policy adopted by the Board from time to time.

ARTICLE 7

Protection of Officers and Directors

7.1 Liability

Any Director or officer or committee member of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, officer, committee member or employee or for any loss, damage or expense happening to the Corporation through any insufficiency or deficiency of title to any property acquired by the Corporation or for any insufficiency or deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or officer's or committee member's respective office unless such occurrence is as a result of such Director's or officer's own wilful neglect or default.

7.2 Indemnities to Directors and Others

- (a) Every Director or officer or former Director or officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the Corporation's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation may advance money to an individual referred to in subsection 7.2(a) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection 7.2(c).
- (c) The Corporation shall not indemnify an individual under subsection 7.2(a) unless:

- (i) the individual acted honestly and in good faith with a view to the Corporation's best interests or other entity, as the case may be; and
- (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

7.3 Insurance

Directors and Officers Liability: The Hockey Canada Insurance policy covers the directors and officers of all member Minor Hockey Associations for their exposure to legal action rising from alleged wrongful acts, which they are believed to have committed while as a director or officer of the Corporation.

ARTICLE 8 Committees

8.1 Committees

The Board may from time to time establish:

- (a) standing committees, being those committees, whose duties are normally continuous ("**Standing Committees**" which currently include the Executive Committee, Board of Reference, Budget, Coach Selection, Nomination, Policy and Regulations and Audit Committee described in Policies, Procedures and Regulations); and
- (b) special or ad hoc committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned ("**Special Committees**").

8.2 Committee Functions, Duties, Responsibilities, and Powers

The functions, duties, responsibilities and powers of committees shall be provided in the Board resolution by which such committee is established or in terms of reference adopted by the Board.

8.3 Committee Members, Chair

Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of committees, the chair of each committee and, if desirable, the vice chair thereof.

The members of any committee (other than a committee referred to in section 8.5, if any) need not be Directors. The members and the chair and vice chair of a committee will hold their office at the Board's pleasure. Each chair of a Standing Committee shall be a Board member. Unless otherwise provided, and the President shall be an *Ex-officio* member of all committees, except for an executive committee, if any.

8.4 Committee Meeting Procedures

Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.

8.5 Delegation to a Committee

The Directors may delegate to any committee comprised entirely of Directors any of the Board's powers other than the following powers:

- (a) to submit to the Members any question or matter requiring the Members' approval.
- (b) to fill a vacancy among the Directors or in the position of auditor.
- (c) to appoint additional Directors.
- (d) to issue debt obligations except as authorized by the Directors.
- (e) to approve any annual financial statements.
- (f) to adopt, amend or repeal by-laws; or
- (g) to establish dues to be paid by Members.

ARTICLE 9 Officers

9.1 Officers

- (a) The Corporation's officers shall include:

- (i) the Chair; and
- (ii) the President,

and may include one or more Vice Presidents, a Treasurer, a secretary, and any such other officers as the Board may by resolution determine.

- (b) The officers shall be appointed by Board resolution at the first Board meeting following the annual Members' meeting at which the Directors are elected or at such other times when a vacancy shall occur.
- (c) Subject to the *Act*, the Board may specify the duties of officers and delegate to them powers to manage the Corporation's activities and affairs, except the power to do anything referred to in section 8.5.
- (d) A person may hold more than one office.

9.2 Terms of Office

Unless otherwise provided in this By-law, the officers appointed by the Board shall hold office for one (1) year (except for the Treasurer whose term is two (2) years) from the date of appointment or until their successors are appointed in their stead and shall be eligible for reappointment.

Officers shall be subject to removal by Board resolution at any time. The removal of a director may occur by a motion passed by at least two thirds (2/3) of the votes cast at a special meeting of which notice specifying the intention to pass the motion has been given.

The Directors may remove any Director before the expiration of the term of office, and may, by a majority of the votes cast at the meeting, elect any person in their stead to that position for the remainder of the term.

No such motion shall be put before the Members until after the Director in question has been notified in writing of the cause for removal from office and afforded an opportunity for a hearing before the Members.

The Director shall receive at least fifteen (15) days' notice of the Members' meeting at which their removal will be considered by the Members. The notice will provide the reason for which the Director in question may be removed from the Board, and the time and place of the meeting.

ARTICLE 10 Duties of Officers

10.1 President

The President shall, when present, preside as Chair over all meetings of the Board and the Members of the Corporation. The President shall supervise the affairs and operations of the Corporation, sign all documents requiring a signature of the President and have the other powers and duties from time to time prescribed by the Corporation or incident to the office. The President may serve as ex-officio, nonvoting member on all committees. The President shall vote at meetings of the Corporation only in the event of a tie of votes cast by the executive members.

10.2 First Vice President

- (a) The First Vice President shall, in the Chair's absence or disability, perform the Chair's duties and exercise the Chair's powers and shall perform such other duties as shall from time to time assigned to the First Vice President by the Board.
- (b) In the absence of the President and the First Vice President, if any, the Directors present will choose one of their numbers to act as chair.

10.3 Secretary

The Secretary shall carry out the duties of the Corporation's secretary generally and shall attend, or cause a recording secretary to attend, all meetings of the Board, the Members, and committees, to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall prepare and distribute minutes of meetings to the Board and once approved by the Board, send the minutes to the Web Director for posting on the Corporation Website, excluding any in-camera information. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board and shall perform such other duties as may be prescribed by the Corporation's by-laws or the Board.

10.4 Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Corporation. The Treasurer shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Audit Committee, monthly, an account of all his transactions as Treasurer and of the financial position of the Corporation. The Treasurer shall cooperate with the Audit committee of the Association and provide such reasonable information as it may reasonably require and shall also perform such other duties from time to time as prescribed by the Board incident to their office. The Treasurer will recommend to the Board annually a third-party auditor to review the financial records of the Corporation. The Treasurer will report the third-party auditor results to the Board. The Treasurer will not be an elected director but shall be appointed by the Board for a two (2) year term as a full voting member of the Corporation. The Treasurer will chair the Budget Committee.

10.5 Other Officers

The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

ARTICLE 11 Organization and Financial

11.1 Seal

The Corporation's seal, if any, shall be in the form determined by the Board. Currently the Corporation does not have a seal.

11.2 Execution of Documents

- (a) All cheques, etc. shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Corporation.

- (b) Documents requiring execution by the Corporation may be signed by the President or the First Vice President and the Recording Secretary or the Treasurer or any two (2) Directors, and all document so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time, by resolution, direct the way and the person or persons by whom any Document may or shall be signed. The signature of any Director or Officer of the Corporation may be written, stamped or electronic.

11.3 Banking and Borrowing Arrangements

The Corporation's banking business or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, determine from time to time. Without limiting the Corporation's borrowing powers as provided by the *Act*, but subject to the Articles, the Board may from time to time on the Corporation's behalf, without the Members' authorization:

- (a) borrow money on the Corporation's credit;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on the Corporation's behalf to secure the performance of any obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any of the Corporation's property, owned or subsequently acquired, to secure any of the Corporation's obligations.

11.4 Financial Year

Unless otherwise determined by the Board, the Corporation's fiscal year end shall be the last day of April in each year.

11.5 Appointment of Auditor

The Treasurer will present the third -party audit report to the board at a Board meeting immediately following the issuing of the audit report. The Treasurer will then recommend to the Board a third-party auditor for the following season.

11.6 Investments

Subject to the Articles and applicable laws, and to any limitations accompanying a gift, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

ARTICLE 12 Books and Records

12.1 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the *Act*, the Corporation's by-laws, or by any applicable statute or law are regularly and properly kept.

Members' access to the register of members will be as required by the *Act* and, if requested, they will be required to sign a Declaration Form.

ARTICLE 13 Confidentiality

13.1 Confidentiality

Every Director, officer, and committee member of the Corporation shall respect the confidentiality of matters:

- (a) brought before the Board;
- (b) brought before any committee.

13.2 Board Spokesperson

The Board may give authority to one or more officers, Directors, or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

ARTICLE 14 Rules, Policies and Procedures

14.1 Parliamentary Authority

The rules contained in the current edition of the 21st Century Robert's Rules of Order shall guide the Corporation in all instances when they are applicable and not inconsistent with these bylaws and any special rules the Corporation shall adopt.

14.2 Policies

The Board may, from time to time, make such Policies as it may deem necessary or desirable in connection with the management of the Corporation's activities and affairs and the conduct of the Directors, officers, and Members, provided however that any such Policy shall be consistent with the provision of the *Act* and the Corporation's by-laws.

ARTICLE 15 Notices

15.1 Notice

- (a) Whenever under the provisions of the By-law notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic mail to: (i) each Director at their latest

address as shown in the Corporation's records or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; (ii) to each Member, officer, or committee member at their latest address as shown in the Corporation's records; or (iii) to the Corporation's auditor at its business address. A notice so delivered shall be deemed to have been received when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5th) day after it was deposited in a post office or public letter box, or as otherwise prescribed by the *Act*; and a notice so sent by any means of facsimile transmission or electronic mail shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000* (Ontario). The President may change or cause to be changed the recorded address of any Member, Director, officer, auditor or committee member in accordance with any information believed by them to be reliable.

- (b) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth (5th) business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

15.2 Computation of Time

In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall expire at midnight of the last day of the notice period except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

15.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, committee member or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, committee member or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

15.4 Waiver of Notice

Any Member, Director, officer, committee member, or the Corporation's auditor may, in writing, waive or consent to abridge the time for giving any notice required to be given to them or it under any provision of the *Act*, the Articles or the Corporation's by-laws, and such waiver or consent to abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitute waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

ARTICLE 16
Fundamental Changes

Notwithstanding any provision of this By Law, any change that requires a Special Motion under the *Act* shall be submitted to a special meeting of Directors and then approved at a special or the annual meeting of Members by not less than two thirds of the Members present and entitled to vote.

ARTICLE 17
Dissolution

The Corporation may be dissolved by a special motion passed by the voting Board members of the Corporation at a voting board member's meeting.

If the Corporation is dissolved, its assets shall be liquidated and transferred to a qualified recipient selected by the members by a special motion passed by the voting Board members at a members meeting.

A special motion passed by the voting board members is required to make any change concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation.

ARTICLE 18
Amendment of By-laws

18.1 Amendment

Subject to the *Act*, a by-law or an amendment to a by-law passed by the Board shall have full force and effect from the time of the Board resolution, or from such future time as may be specified in said Board resolution.

18.2 Member Approval

- (a) The Board shall submit all new by-laws, amendments to by-laws, or repeals of by-laws, to the Members at the next Members' meeting, and the Members may confirm, reject or amend the by-law, amendment, or repeal by Ordinary Resolution.
- (b) Subject to section 18.2(c), new by-laws, amendments to by-laws, or repeals of by-laws shall be effective from the date of the Board resolution.
- (c) If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
- (d) If the by-law, amendment, or repeal is not submitted to the Members at the next Members' meeting, it automatically ceases to have effect and any subsequent by-law amendment or repeal that has substantially the same purpose or effect shall not be effective until confirmed by the Members.

- (e) If a by-law, amendment, or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.
- (f) The Members entitled to vote at the meeting may confirm the by-law as presented, reject it or amend it. If rejected, it thereupon ceases to have effect and the Corporation shall revert to the by-law in force immediately prior thereto, provided that no act done or right acquired under any such by-law is prejudicially affected by any such rejection or refusal to approve. If approved, or approved as amended, the by-law remains effective in the form in which it was confirmed.

18.3 Repeal

All previous by-laws of the Corporation related to the subject matter of this By-law are repealed upon the enactment of this By-law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Directors or Members with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

[Signature page follows]

ENACTED by the Board this _____ day of _____, 20__.

Chair

Secretary

CONFIRMED by the Members on this _____ day of _____, 20__.

Secretary