

BRANT COUNTY MINOR HOCKEY ASSOCIATION

General By-Law No. 1

January 12, 2024

BRANT COUNTY MINOR HOCKEY ASSOCIATION

BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of the BRANT COUNTY MINOR HOCKEY ASSOCIATION.

BE IT ENACTED as a By-law of the BRANT COUNTY MINOR HOCKEY ASSOCIATION as follows:

ARTICLE 1 - DEFINITIONS

1.1 In this By-law and all other By-laws and resolutions of the Association, unless the context otherwise requires, the following terms shall have the following meanings:

- (a) "**Act**" means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15, and any statute amending or enacted in substitution therefore, from time to time;
- (b) "**Annual Meeting**" means the annual meeting of the Members;
- (c) "**Articles**" means the articles of Incorporation of the Association, as may be amended pursuant to the Act, from time to time;
- (d) "**Association**" means BRANT COUNTY MINOR HOCKEY ASSOCIATION (or such other name as the Association may in the future legally adopt), recognized as a Centre;
- (e) "**Board**" means the board of directors of the Association;
- (f) "**Business Day**" means a day other than a Saturday, Sunday or any day on which the principal commercial banks located at the City of Toronto are not open for business during normal banking hours;
- (g) "**By-laws**" means the duly authorized general corporate by-laws of the Association, including this General By-law No.1;
- (h) "**Centre**" means a recognized minor hockey association within the OMHA from a city, town, village, municipality or geographic subdivision which has corporate limits or boundaries accepted by the OMHA for the purposes of determining hockey eligibility of players for competition within the jurisdiction of the OMHA;
- (i) "**Director**" means an individual who has been elected or appointed to the Board of the Association;
- (j) "**HC**" means Hockey Canada (or such other name as it may in the future legally adopt);
- (k) "**Members**" means all classes of membership in the Association set out in the Articles, as more particularly described in Article 5, and "**Member**" means either one of them;
- (l) "**Members' Meeting**" means any meeting of the Members of the Association, either

separately as a class or together with all other classes, including the Annual Meeting and any Special Meeting;

(m) “**Non-Voting Members**” means the class of non-voting Members of the Association, as set out in Section 6.2;

(n) “**Officers**” means the individuals who hold the offices of the Association duly appointed by the Board;

(o) “**OHF**” means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);

(p) “**OMHA**” means the Ontario Minor Hockey Association Inc. (or such other name as the OMHA may in the future legally adopt);

(q) “**Policies**” means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board, from time to time, including any applicable code of conduct;

(r) “**Registered Player**” means a minor hockey player registered with the Association, who is up-to-date in paying their registration fees and are eligible to play for the Association;

(s) “**Special Meeting**” means any Members’ Meeting other than an Annual Meeting;

(t) “**Special Resolution**” means a resolution approved by not less than 2/3rds of the votes cast; and

(u) “**Voting Members**” means the class of voting Members of the Association, as set out in Section 6.1.

1.2 Subject to the terms defined under Section 1.1, words or expressions defined in the Act shall have the same meanings when used herein; words importing the singular number include the plural and vice-versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals and corporate entities.

ARTICLE 2 - HEAD OFFICE AND SEAL

2.1 The corporate seal of the Association shall be in a form that the Board may, by resolution, adopt from time to time, which seal shall be entrusted to the Secretary of the Association for its use and safekeeping.

2.2 The registered head office of the Association shall be located at 63 Charlotte Street, Brantford, Ontario, N3T 2W6, or at such other place within the Centre as the Board may determine, from time to time.

ARTICLE 3 - PURPOSE

3.1 The purpose and intention of the Association is to organize, develop and promote amateur minor hockey within the Centre’s geographic boundaries, with each Member participating and

exercising their right to vote with a view to the best interests of the Association.

3.2 The Association shall be carried on and operated as a not-for-profit corporation without the purpose of gain for its Members, Directors or Officers, and any profits or other accretions to the Association shall be used, for the following purposes:

- (a) To administer, promote, foster and encourage the organized sport of amateur minor ice hockey within the territory under its control;
- (b) Fostering community spirit among its Members, participants and supporters;
- (c) Exercising a general care, supervision and direction over all participating Association activities;
- (d) Promoting keen sportsmanship and the development of healthy minds and bodies; and
- (e) And such other complementary purposes not inconsistent with these objects.

ARTICLE 4 - AFFILIATIONS

4.1 The Association shall have the following affiliations:

- (a) operating as an accredited member of the OMHA, OHF and HC, or any successor or related organizations.

ARTICLE 5 - CLASSES OF MEMBERSHIP

5.1 The two (2) classes of Members of the Association, as set out in the Articles, are:

- (a) Voting Members; and
- (b) Non-Voting Members.

ARTICLE 6 - TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1. Voting Members

The Voting Members of the Association shall consist of all Directors, convenors, coaches, managers and trainers appointed for the current season, all Registered Players who are at least eighteen (18) years of age, and all parents or legal guardians of Registered Players under the age of eighteen (18) years of age. Members in the last category shall be entitled to one (1) vote per eligible Registered Player at any Members' Meeting. All Voting Members in this class shall be entitled to one (1) vote per person at any Members' Meeting, except where an eligible Registered Player has two parents or legal guardians, in which case only one (1) vote shall be cast by the parents/guardians with respect to said eligible Registered Player.

6.2 Non-Voting Members

An individual who has rendered extraordinary and distinguished service to the Association may be granted an honorary lifetime membership in the Association. Individuals may be nominated by any

Member of the Association at a Members' Meeting. The granting of an honorary lifetime membership must be confirmed by a majority vote of the Board. All Members in this class shall have no voting rights.

6.3 Membership and Board Lists

The Secretary of the Association shall prepare and maintain a list of the current Members and Directors at the head office and updated as necessary and made available to all Directors. Such list of Members and Directors shall be used to determine eligibility to attend and vote at any Members' Meetings and Directors' meetings. The Members' list may only be made available to a Member pursuant to a written request in accordance with the Act.

6.4 Membership Year

Unless otherwise determined by the Board, the membership of every Member, other than a Non-Voting Members, shall commence on or after the 1st day of June in each year, and shall lapse and terminate immediately after the Annual Meeting held in the year next following the year on which such membership commenced.

6.5 Termination

(a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death;

(b) Members in good standing shall be those admitted to membership and who have paid all required registration or membership fees, as the case may be, to the Association. The membership of Members whose registration or membership fees are in arrears for a period of two (2) months, without agreed upon prior arrangements, shall be suspended from membership and not permitted to vote, make nominations or hold office in the Association. The Secretary shall inform those concerned of their suspension, in writing; and

(c) Subject to Section 6.6, Members whose conduct is considered, by the Board, to be detrimental to the Association may be expelled from the Association. The Secretary shall inform those concerned of this expulsion, in writing.

6.6 Disciplinary Act or Termination of Membership for Cause

A Member whose conduct is considered by the Board to be contrary to the Association's Policies, stated code of conduct or the spirit and purposes of the Association shall be asked by the Board to explain or justify their actions. If the Member is unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the Board shall give not less than 15 days' written notice to a Member that a proper notice of a motion will be considered at the next Board meeting, requesting that the Member be sanctioned, suspended or their membership be terminated. The notice shall set out the reasons for the disciplinary action or termination of membership and a copy of the motion shall be communicated to the Member concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Member concerned shall be invited to attend the meeting and to explain their position and/or give the Board a written submission opposing the

disciplinary action or termination not less than two (2) Business Days before the end of the 15-day period. The Board shall consider the Member's written submission and oral arguments before voting on a final decision regarding any disciplinary action or termination of membership.

6.7 Membership Fees

Registration or membership fees shall be prescribed by the Board, from time to time. Fees for any unexpired term are non-refundable, subject to the discretion of the Board.

6.8 Record Date

The record date for the determination of Members entitled to receive notice of a Members' Meeting or to vote shall be at the close of business on the day immediately before the day on which the notice of meeting is given; provided that such record date must not be more than 50 days before the day of the event or action to which it relates.

6.9 Right to Vote

All Members shall be entitled to receive notice of and an invitation to attend the Annual Meeting. Only Voting Members shall be entitled to vote at the Annual Meeting or any Special Meeting, which may be called by the Board on its own motion or through a requisition of the Members, pursuant to Section 7.4 herein.

ARTICLE 7 - MEETINGS OF THE MEMBERSHIP

7.1 Annual Meeting

The Annual Meeting of the Members shall be held each year prior to May 1, at a time, place and day to be determined by the Board.

7.2 Business to be Transacted

The following business shall be transacted at the Annual Meeting, to be set out in the agenda of such Annual Meeting;

- (a) Approval of the agenda
- (b) Approval of the minutes of the previous Annual Meeting;
- (c) Receiving reports of the activities of the Association during the preceding year;
- (d) Receiving information regarding the planned activities of the Association for the current year;
- (e) Receiving the annual financial statements and the report of the auditor (or review engagement) of the Association for the previous financial year and a projected financing position for the current financial year;
- (f) Appointment of the auditor, accountant conducting a review engagement, or waiver of

both for the ensuing financial year, as the case may be, subject to the waiver requirements under the Act;

- (g) Consideration of any proposed amendments to the Articles or By-laws of the Association;
- (h) Any other matter properly referred to the Secretary in writing by any Member on or before 6:00 p.m. no later than the 14th day immediately preceding the Annual Meeting, unless otherwise authorized by the Board; and
- (i) Election and/or appointment of Directors to the Board.

7.3 Passing and Amending By-laws

- (a) The Board and any Member in good standing may recommend amendments to the By-laws of the Association to the Members from time to time. A By-law or amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual Meeting of the Association. The notice of such Annual Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Annual meeting.
- (b) All Members in good standing shall have access to any proposed amendments to the By-laws no less than twenty (20) days prior to the Annual Meeting at a place as stated in the original meeting notice.
- (c) A motion to amend the By-laws recommended by the Board or proposed by a Member at a Members' Meeting called for that purpose must be approved by a two-thirds (2/3) vote of the Members present and voting at such Members' Meeting.
- (d) Any amendment to the By-laws by a Member must be in writing, signed by a Member in good standing and received by the Secretary of the Association at least thirty (30) days prior to the Annual Meeting. Any amendment must be accompanied by a written reason supporting the change and at least one Member who signed the notice of amendment must be present and speak to the motion at the Meeting at which it is to be considered and voted on by the membership, otherwise the motion shall not be tabled and no vote shall be taken on the motion.

7.4 Special Meeting

In addition to the Annual Meeting referred to herein, a Special Meeting of the Members may be called at any time by:

- (a) The Board; or
- (a) On requisition to the Board, signed by at least (i) 10% of all Voting Members, or (ii) thirty-five (35) Voting Members of the Association, whichever is less, specifying the nature of the business to be discussed at such Special Meeting. Within ten (10) days of receiving such requisition, the Board shall provide notice to the Members of the time, date and place of such Special Meeting.

7.5 Business at Special Meeting

Only the business specified in the notice of Special Meeting shall be transacted at that meeting, and no other.

7.6 Error or Omission in Notice

No error or omission in giving such notice for a Members' Meeting shall invalidate or make void any proceedings taken or had at such meeting and any Member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

7.7 Quorum

A quorum for any Members' Meeting shall be a minimum of 51% of Members eligible to vote and present in person or by any permitted telephonic, electronic or other communication facility. In the absence of a quorum, no business shall be transacted, except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

7.8 Voting Procedures

- (a) A majority of the votes cast by Members entitled to vote, unless otherwise required by the Act or the By-laws of the Association, shall decide every question proposed for consideration at a Members' Meeting;
- (b) The Chair presiding at a Members' Meeting, shall be entitled to vote, and in the event of a tie, shall have a second and casting vote;
- (c) At Members' Meetings, and unless otherwise specified herein, every question shall be decided by a show of hands, unless a specific vote count or secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Members' Meeting is conclusive evidence of the fact without proof of the number of votes recorded in favour or against the motion.

7.9 Proxies

Proxies will not be permitted. Members must be present in person at any Members' Meeting, as provided for under these By-laws, in order to exercise their voting rights in relation to matters coming before any Members' Meeting.

7.10 Adjournments

Any Members' Meeting of the Association may be adjourned at any time, and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting, from which the adjournment took place.

7.11 Chair

In the absence of the President and the Vice-President, the Members present and entitled to vote at any Members' Meeting, shall choose another Director as Chair and if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be the Chair.

7.12 Notice of Meeting

(a) A notice stating the date, time and place of a Members' Meeting shall be sent to (i) each Member entitled to receive the notice, (ii) each Director, and (iii) the auditor of the Association or person appointed to conduct a review engagement by telephonic or electronic means, at least ten (10) days and not more than fifty (50) days prior to the Members' Meeting. The notice of any Members' Meeting shall also be posted concurrently on the face page of the Association's website.

(b) If special business is to be transacted at a Members' Meeting, the notice shall also state the nature of the business to be transacted at the meeting in sufficient detail to permit a Member to form a reasoned judgment on the business, and provide the text of any special resolution to be submitted at the meeting.

(c) In the case of a Members' Meeting held entirely or partially by telephonic or electronic means, the notice of meeting must include instructions for attending and participating in the meeting and, if applicable, instructions for voting electronically at the meeting. If the meeting is held entirely by telephonic or electronic means, the notice of meeting need not specify a place of the meeting.

7.13 Members' Meetings held by Telephonic or Electronic Means

The Board may choose to hold a meeting of the Members entirely by one or more telephonic or electronic means, or by a combination of in-person attendance and one or more telephonic or electronic means, that enables all persons entitled to attend the meeting to reasonably participate. A Member participating in such a meeting is deemed to be present at the meeting. Any person participating in a Members' Meeting pursuant to this section who is entitled to vote at that meeting may vote, subject to the Act, by means of any telephonic or electronic means made available for that purpose.

7.14 Absentee Voting at Members' Meetings

Instead of voting by proxy, a Member entitled to vote at a Members' Meeting may vote by mailed-in ballot or by telephonic or electronic means if the Association has a system that:

- (a) enables the votes to be verified as having been made by Members entitled to vote; and
- (b) the Association is not able to identify how each Member voted.

A special resolution of the Members is required to make any amendment to the By-laws of the Association to change this method of voting by Members not in attendance at a Members' Meeting.

ARTICLE 8 - BOARD OF DIRECTORS

8.1 Composition of the Board

To be eligible to be a Director of the Association, such person must be:

- (i) An individual;
- (ii) Eighteen (18) years of age or older;
- (iii) Not be a person found to be incapable of managing property under of managing property under the *Substitutes Decisions Act, 1992* or the *Mental Health Act*;
- (iv) Not found to be incapable by any court in Canada or elsewhere;
- (v) Not have the status of a bankrupt;
- (vi) A Member in good standing of the Association throughout his term of office; and
- (vii) A person with a clear police screening report from the police force having jurisdiction where the Director resides.

8.2 Number of Directors

- (a) Unless otherwise changed in accordance with these By-laws and the Act, the affairs of the Association shall be managed by a Board of eight (8) Directors, consisting of seven (7) elected Directors and the Immediate Past President (*ex-officio* Director).
- (b) If the Articles provides for a range of Directors, the Members may, by a special resolution, increase or decrease the number of Directors within such range, provided that if the Members have, by special resolution, empowered the Board to fix the number within the range provided for in the Articles, the Board may change the number of Directors within the range specified in the Association's Articles. In either case, any change in the number of Directors shall be in accordance with the Act.

8.3 Term of Office

- (a) Unless removed by the Members pursuant to a Special Resolution, or as may be suspended under Section 8.5, each elected Director shall hold office for a period of two (2) years and shall cease to be a Director at the Annual Meeting held on or about the second (2nd) anniversary date of the Director's election.
- (b) Unless a rotation of Directors on the Board has already been established, order to establish a rotation of elected Directors following the completion of the enactment of these By-laws, the Vice-President, Secretary and one Director-at-Large shall be up for re-election at the next following Annual Meeting, while the President, Treasurer and two Directors-at-Large shall serve until the 2nd Annual Meeting following the enactment of these By-laws. At each successive Annual Meeting thereafter, the Directors' positions shall be the subject matter of an election in the normal course of these By-laws.

8.4 Consecutive Terms

No elected Director shall hold office for more than three (3) consecutive terms of two (2) years, except where there are insufficient candidates to elect a complete slate of Directors, as contemplated by this By-law.

8.5 Suspension

While only the Members may remove a Director elected to the Board, prior to the end of his/her term, the Board may, by Special Resolution passed at a special meeting of the Board, suspend a Director from attending and voting at Board meetings as a result of a major infraction alleged to have been committed by such Director, in violation of the Association's code of conduct pursuant to a formal complaint, where the nature and severity of such alleged infraction is sufficiently serious to warrant the Director's suspension from the Board until the earlier of such time as the Board has had a sufficient opportunity to investigate and decide upon the complaint or the next Annual Meeting at which the Members may, in their sole discretion, elect to remove or retain such Director.

8.6 Removal of Director by Members

Subject to the Act and provided a notice specifying the intention to pass such a resolution has been given with the notice of Member's Meeting, eligible Voting Members of the Association may, by an ordinary resolution passed at a Members' Meeting, remove any elected Director before the expiration of his or her term of office. Members of the Association, by a majority of the votes cast at that meeting, may elect any person in his or her stead for the remainder of his or her term, providing that the person is in good standing with the Association.

8.7 Removal of Director for Absenteeism

The absence of a Director from three (3) consecutive Board meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board meetings shall be deemed to be a resignation of the said Director from the Board, unless such period of absence has been specifically excused and approved by a majority of the Board.

8.8 Resignation of Director

A Director of the Board may resign as a director of the Association by submitting a letter of resignation to the President of the Association.

8.9 Vacancies

(a) Subject to Section 8.6 above, if a Director resigns, dies, becomes disqualified as a Director or is otherwise removed, any vacancy occurring on the Board may, by a resolution of the Board, be filled by appointment, provided there is a quorum of the Board then in office. If the Board elects to fill a vacant position, the Board shall provide a period of not less than twenty (20) days to consider applications from Members for appointment to the vacant position. The Director appointed to fill a vacancy only holds office for the unexpired term of the Director's predecessor.

(b) If there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors then in office shall, without delay, call a Special Meeting to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

ARTICLE 9 - PROCEDURE FOR ELECTION OF DIRECTORS

9.1. Nominations

The election of elected Directors shall take place at the Annual Meeting. Nomination forms for positions on the Board that will be up for election at the next Annual meeting shall be available each year from the Secretary sixty (60) days prior to such Annual Meeting. A nomination form must be completed by all nominees and signed by two (2) nominators, who must be Members of the Association. Nomination forms must be delivered to the Secretary no later than thirty (30) days prior to the Annual Meeting. If, at the Annual Meeting, there are an insufficient number of nominees to fill the positions up for election, nominees can be solicited from the floor of the Annual Meeting.

9.2. Nominees Listed

- (a) Ten (10) days prior to the Annual Meeting, the Secretary shall post, or cause to be posted, on the Association's website, an alphabetical list of all individuals who have been nominated for election to the Board together with the positions for which they have been nominated.
- (b) All such nominees shall be alphabetically listed on the ballot for election at the Annual Meeting. In the event nominations for Director are received from the floor at the Annual Meeting their names shall be added to the ballot prior to the election of the Directors.

9.3. Elections

- (a) The election of Directors shall be by secret ballot, unless the number of nominees is less than or equal to the number of positions to be filled at the Annual Meeting, in which case such nominees shall be acclaimed as Directors.
- (b) The results of the election shall be communicated to the Members by the Chair. The results of the election (i.e., the votes cast in favour of each nominee) shall be recorded by the Secretary and maintained in the Association's records.

ARTICLE 10 – BOARD GOVERNANCE AND PROCEDURE

10.1 Governance

The Board shall govern the Association in compliance with the purposes, powers, By-laws and Policies of the Association.

10.2 Regular Board Meetings

Except as otherwise required by law, the Board may hold meetings at such place or places as the President or in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than **four (4)** times per year.

10.3 Special Board Meetings

A special meeting of the Board may be called:

- (a) By the President, who may convene a special meeting of the Board on providing no less than

two (2) Business Days written notice to all Directors, which notification shall specify the nature of the business to be transacted at such meeting;

- (b) On written requisition to the Secretary of three (3) Directors, which requisition shall specify the nature of the business to be transacted at such meeting. Upon such receipt of such requisition, the Secretary shall convene on no less than two (2) Business Days written notice to all Directors, which notification shall specify the matters contained in the requisition.

10.4 Error or Omission in Notice

No error or omission in giving such notice for a meeting of Directors shall invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

10.5 Public Meetings

Subject to Article 10.6 below, the Board may invite Members and such other persons to attend Board meetings, which invitation shall be made by the Secretary by posting on the Association's website, and by email to the last known email addresses of the Members.

10.6 In Camera Meetings

- (a) Notwithstanding the foregoing, the Board may recess to an in-camera session to:
 - (i) entertain and discuss and decide business matters and transactions which affect the character and/or reputation of a Member or other person; or
 - (ii) if the decision required is based on the character or reputation of a Member or other persons; or
 - (iii) when the business is such that the Association could be prejudiced by reporting of the business discussed in the private session.
- (b) No person, other than the Board, or a non-Board Member with the invitation of the Board, may attend an in-camera session. At such in-camera session, the Board shall appoint as recording secretary, and all notes and recordings shall be maintained by said appointed Director, until the business matter is concluded and a resolution of the Board is made respecting same. All notes and records arising from such in-camera session shall be assembled in one file and sealed and thereafter, be provided to the Secretary of the Association, for safe-keeping.

10.7 Confidentiality

Every Director shall respect the confidentiality of matters brought before the Board in-camera.

10.8 Notice of Meeting

- (a) A notice of meeting of Directors shall state the date, time, and place of meeting, but need not specify the purposes of or the business to be transacted, unless the meeting is intended to address

any of the following matters:

- (i) Any question or matter requiring the approval of the Members;
- (ii) To fill a vacancy among the Directors, position of auditor or person conducting a review engagement;
- (iii) To appoint additional Directors;
- (iv) To issue debt obligations;
- (v) To approve any financial statements;
- (vi) To adopt, amend or repeal by-laws; or
- (vii) To establish contributions or dues to be made or paid by the Members.

(b) In the case of a meeting is held entirely or partially by telephonic or electronic means pursuant to Section 10.11, the notice of meeting shall include instructions for attending and participating in the meeting and, if applicable, instructions for voting electronically at the meeting. If a meeting is held entirely by telephonic or electronic means, the notice of meeting need not specify a place of the meeting.

10.9 Quorum

A quorum for a Board meeting shall be a simple majority of the Directors. No business shall be transacted in the absence of a quorum. For the purposes of determining quorum, a Director may be present in person or, if authorized under these By-laws, by means of a teleconference and/or by other electronic means.

10.10 Voting

- (a) Each Director, present at a Board meeting, shall be entitled to one (1) vote. The Chair shall not be entitled to a second or casting vote.
- (b) A majority of the Directors present at a Board meeting shall decide every question. Every question shall be decided by a show of hands, unless a secret ballot is required by a Director present. A declaration by the Chair that a motion has been carried or defeated and an entry in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

10.11 Directors' Meetings held by Telephonic or Electronic Means

The President of the Association may choose to hold a meeting of the Board, or a committee of the Board, entirely by one or more telephonic or electronic means, or by a combination of in-person attendance and by one or more telephonic or electronic means, that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously during the meeting, and a Director participating in the meeting by these means is deemed to be present at the meeting.

10.12 Remuneration

Directors shall serve without any remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of the Director or for any service rendered to the Association, provided however, that the Directors shall be entitled to be reimbursed for their

reasonable expenses incurred in the performance of their duties as Directors.

10.13 Accountant and Audit Requirements

Subject to the requirements and waivers available under the Act, on an annual basis, the Board shall appoint an accountant of the Association to conduct an independent audit or review of the Association's financial books, records and statements. The audit report or review engagement of the accountant shall be finalized within six (6) months of the Association's financial year end, and delivered to the Board for approval, then made available to the Members for inspection upon request, and shall otherwise be presented annually to the Members during the Annual Meeting.

10.14 No Conflict of Interest

- (a) Every Director who, directly or indirectly, has an interest in a proposed or existing contract or transaction or other matter relating to the Association, shall make a full and fair declaration of the nature and extent of the interest at a Board meeting at which the question of entering into the contract or transaction or other matter is first raised. If the affected Director is either not a Director at the time such contract, transaction or other matter is first raised, then at the first meeting at which the affected Director is first in attendance.
- (b) After making such declaration, the affected Director shall not vote on such a contract or transaction or other matter, nor shall he/she be counted in the quorum in respect of such a contract, transaction or other matter.
- (c) If the affected Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section 10.13, the affected Director is not accountable to the Association for any profit realized from the contract, transaction or other matter. If the affected Director fails to make such declaration, he/she shall be accountable to the Association and reimburse it for all profits realized from such contract, transaction or other matter.

10.15 Indemnification

Every Director shall be indemnified and saved harmless by the Association from and against all costs, charges and expenses whatsoever that he/she sustains in or arising out of any action, suit or proceeding that is brought, commenced or prosecuted against him/her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her in or arising out of the execution of the duties of his/her office. Notwithstanding the foregoing, no Director shall be entitled to such indemnification for matters occasioned by his/her own wilful misconduct or gross misconduct.

10.16 Insurance

The Association may purchase Directors and Officers errors and omissions liability insurance, in such amounts as the Board may, from time to time, determine.

10.17 Regulations and Rules

Subject to the Act, the Articles and this By-law, and the applicable HC, OHF and OMHA by-laws, regulations, policies and guidelines, the Board shall have the power to pass, without any

confirmation or ratification by the Members of the Association, Policies, regulations and rules dealing with the following matters:

- (a) creation and appointment of permanent and/or ad-hoc committees, including the composition and mandate of those committees;
- (b) Regulation of the play of minor hockey within the Centre, including the development of governing policies and protocols;
- (c) Coach qualification and selection for all teams within the Centre;
- (d) Player and team official registration;
- (e) Third party contracts, concessions and sponsorships;
- (f) Uniform and equipment
- (g) Discipline (players and team officials);
- (h) Dressing room protocol;
- (i) Player and team official registration;
- (j) Team selection; and
- (k) Such further and other matters as the Board, acting reasonably, shall advise.

ARTICLE 11 - COMPOSITION OF THE BOARD

11.1 The Board shall be comprised of the following eight (8) Directors:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Immediate Past President (*ex-officio* position)
- (f) Three (3) Directors-at-Large

11.3 Elected/Appointed Directors

- (a) The elected Directors shall be the President, Vice-President, Secretary, Treasurer and the three (3) Directors-at-Large; and
- (b) The Immediate Past President shall be an *ex-officio* Director (i.e., by virtue of the office).

11.4 Term

Except as may otherwise be provided for herein, the elected Directors shall hold office until the close of the Annual Meeting held approximately two (2) years after the Directors were elected.

11.5 Qualification

The Association shall endeavour to nominate an individual as Treasurer who has an accounting designation, and employment experience or skills in accounting practice and procedures.

11.6 Duties

(a) President:

The President shall:

- (i) Represent the Association in the community, the OMHA, the OHF, HC and such other organization with which the Association is affiliated;
- (ii) Act as Chair of the Board and at all Members' Meetings;
- (iii) Exercise general supervision of the Association in accordance with its By-laws and such policies, regulations and rules as determined by the Board;
- (iv) Be an *ex-officio* member of all committees (permanent and ad-hoc) of the Association;
- (v) Report regularly to the Board on matters of interest;
- (vi) Delegate tasks as necessary;
- (vii) Suspend teams, team officials or players, subject to ratification by the Board, which meeting shall be convened within three (3) days of suspension. The suspended team's officials or players shall be notified in writing of the suspension by the Secretary by means of fax, email or registered mail within forty-eight (48) hours of the suspension, the reason for the suspension, which notice shall include the appeal rights and the procedure to be followed. The OMHA Regional Director for the individual or team so suspended, shall also be notified by the Secretary; and
- (viii) Assist in the transition of duties to the incoming President; and
- (ix) Such further and other matters as may be ancillary to the duties as set out above.

(b) Vice-President:

The Vice-President shall:

- (i) Assume the duties of the President in the absence for any reason of the President or should the position of President become vacant during the President's term. In such case,

the Vice-President shall fill the position of President for the remainder of the President's term. In such case, the Board shall appoint a new Vice-President;

- (ii) Be the alternate delegate for the OMHA, and attend as many meetings as possible;
- (iii) Oversee the complete operation of all Association teams;
- (iv) Preside at all meeting of teams groups, which shall include Referee-in-Chief, and all coaches and managers from the Association teams;
- (v) Be the liaison between the Association teams and the Board;
- (vi) Prepare and report to the Board on the operations of the Association teams at all regularly scheduled Board meetings;
- (vii) Assist in the scheduling and rescheduling of all games and practices;
- (viii) Ensure that each team receives a copy of the Official Rule Book of HC and the OMHA Manual of Operations;
- (ix) Enforce the Association's policies, rules and regulations;
- (x) Recommend to the President the suspension of teams, players and team officials, when such action may be required;
- (xi) Inform the Referee-in-Chief, of the Association team requirements;
- (xii) Assist in the transition of duties to the incoming Vice-President; and
- (xiii) Carry out other duties as assigned by the Board or the President; and
- (xiv) Such further and other matters as may be ancillary to the duties as set out above.

(c) Treasurer:

The Treasurer shall:

- (i) Ensure adherence to and implementation of financial policies in the financial administration of the Association;
- (ii) Ensure the submission of the books of account to the auditor or accountant (as the case may be) of the Association at the end of the financial year;
- (iii) Present a report of the auditor or review engagement, if any, from the previous year and a projected financial position for the current year to the Members at the Annual Meeting;
- (iv) Provide financial statements at monthly Board meetings;
- (v) Coordinate and keep records of player registration; Provide a list of registered Members

- in good standing to the Secretary;
- (vi) Evaluate, review, and recommend financial policy to the Board;
 - (vii) Ensure that all necessary and appropriate insurance has been purchase;
 - (viii) Assist in the transition of duties to the incoming Treasurer; and
 - (ix) Such further and other matters as may be ancillary to the duties as set out above.

(d) Secretary:

The Secretary shall:

- (i) Record or delegate the recording of the minutes of Annual and Special Members' Meetings, Board meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute of law, the Articles and By-Laws and the policies and procedures established by the Board;
- (ii) Post all Members' Meeting minutes on the Association's website and in the arenas within the Centre which run the Association's minor hockey programs;
- (iii) Post any changes to the Association's By-Laws, Policies or procedures;
- (iv) Ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- (v) Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- (vi) Recommend policy to the Board regarding internal and external communications of the Association;
- (vii) Maintain the membership, Board and team lists;
- (viii) Assist in the transition of duties to the incoming Secretary;
- (ix) Such further and other matters as may be ancillary to the duties as set out above.

(e) Immediate Past President:

The Immediate Past President shall:

- (i) Chair the Nominations and Elections Committee;
- (ii) Be available to assist any Director requiring assistance in the completion of his or her functions;
- (iii) Such further and other matters as may be ancillary to the duties as set out above.

(f) Directors-At-Large:

The three (3) Directors-At-Large shall carry out such duties and tasks that may be delegated or assigned by the President or the Board, which may include, without limitation, one or more of the following:

- (i) *[Insert appropriate duties and responsibilities]*; and
- (iii) Be available to assist any other Director requiring assistance in the completion of his or her functions.

11.7 Referee-In-Chief

While not a Director, the Board shall appoint a Referee-In-Chief who shall be responsible to:

- (i) Ensure that there are qualified referees in place to officiate all games;
- (ii) Ensure refereeing complaints are addressed and resolved in a timely fashion;
- (iii) Recruit, train, monitor and evaluate performance of referees in conjunction with the OMHA supervisor of referees;
- (iv) Schedule referees for games and tournaments;
- (v) Maintain a current knowledge of all OMHA rules and advise coaches and Directors on interpretations or issues and of new rules;
- (vi) Prepare and report to the Board on the rule changes and issues at the monthly meetings;
- (vii) Assist in the transition of duties to the incoming Referee-In-Chief; and
- (viii) Such further and other matters as may be ancillary to the duties as set out above.

ARTICLE 12 – COMMITTEES

12.1 Committees

Committees may be established by the Board as follows:

- (a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
- (b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

12.2 Standing Committees

The following standing committees shall be established:

- (a) Coaches Selection Committee;
- (b) Public Relations and Fundraising Committee;
- (c) Nominating and Elections Committee;
- (d) Ice Scheduling Committee;
- (e) In addition to the foregoing, the Board shall have the right to establish ad-hoc or permanent standing committees to address any issue or issues as it may from time-to-time deem necessary and appropriate.

12.3 Committee Mandates & Composition

All committee appointments shall be proposed by the President and reviewed by and approved by the Board. All committees shall have the right to set their own internal rules and procedures in the carrying out of the mandates as set out below

12.4 Coaches Selection Committee

The Coaches Selection Committee shall:

- (a) Review all applications submitted for head coaching positions of an Association team, together with the applicant's experience, qualifications, previous coaching record and history;
- (b) Send out and review the player/parent questionnaire and the coaching staff evaluation. Based on the foregoing together with an interview with each applicant, the committee shall nominate a candidate for the head coaching position of a team to the Board. The Board shall thereafter confirm such recommendation, unless in the opinion of the Board, the recommended candidate will not uphold the stated objectives of the Association. In the event the Board fails to confirm the nominee proposed by the committee, the committee shall provide the name of a further nominee for consideration.

12.5 Public Relations and Fundraising Committee

The Public Relations and Fundraising Committee shall:

- (a) Recruit and train volunteers to perform the functions required for sponsorship for the Association;
- (b) Set up an accurate recording system covering income and disbursements relating to mandate of this committee for delivery to the Treasurer;

- (c) Actively pursue new sponsorship projects;
- (d) Manage and supervise current sponsorship endeavours;
- (e) Submit to the Treasurer in each year an estimate of revenues and expenditures of the committee for the next fiscal year of the Association;
- (f) Present a report regarding public relations and sponsorship to the Board;
- (g) Recommend policy to the Board regarding public relations and sponsorship;
- (h) Be responsible for the contents of the Association's website, artwork, flyers and forms required by the Association or its various committees;
- (i) Be responsible for content and publication of the Association's newsletters to its Membership and coaching staff;
- (j) Organize and arrange banquets in conjunction Vice-Presidents; and
- (k) Source and order awards, trophies, etc.

12.6 Nominating and Elections Committee

The Nominating and Elections Committee shall:

- (a) Solicit nominations for each Board position, which is to become vacant for nominations at the Annual Meeting;
- (b) Be responsible for conducting the annual election of Directors in accordance with the provisions contained in this By-law;
- (c) Present a report regarding nominations and elections of the Board; and
- (d) Recommend policy to the Board regarding nominations and elections.

12.7 Ice Scheduling Committee

The Ice Scheduling Committee shall:

- (a) Assess the ice requirements for the Association and shall enter negotiation with the parks, recreation departments and arena associations within the Centre, and such other private operators as are present within the Centre, to meet these needs;
- (b) Apportion the ice and times in a fair and equitable manner among Association teams;
- (c) Work with the Treasurer and Vice-President in determining the ice budget;
- (d) Submit to the Treasurer in each year an estimate of revenues and expenditures of the

committee for the next fiscal year of the Association;

- (e) Present a report regarding ice scheduling to the Board;
- (f) Recommend policy to the Board regarding ice scheduling.

ARTICLE 13 – OFFICERS AND EMPLOYEES OF THE ASSOCIATION

13.1 Officers

The Board may appoint, including from among the Directors-at-Large on the Board, any person to hold any office with the Association as it deems necessary, other than those positions elected by the Members as set out in Section 11.3 of these By-laws, and who shall have such authority and shall perform such duties as the Board may prescribe, assign or delegate to them from time to time.

13.2 Office Held at Board’s Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- (i) the Officer's successor being appointed,
- (ii) the Officer's resignation, or
- (iii) such Officer's death.

13.3 Retention of Other Employees

- (a) Recognizing that the Association is operated as a not-for-profit organization by volunteers, provisions shall be available for the Association to employ staff to fill critical administrative duties where there are no volunteers available to perform those duties. The Board shall have the power to hire staff, and to terminate the employment of such staff, if necessary.
- (b) No Director of the Association may be hired as a paid employee of the Association. Without limiting the generality of the foregoing, the Association may retain staff where necessary, to fill the roles of administrator/registrar, time keeper, and ice scheduler.

ARTICLE 14 - EXECUTION OF DOCUMENTS

14.1 Execution of Documents

(a) *Signing Authority.* The Board may from time to time appoint any Director or Directors or any person or persons on behalf of the Association either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

(c) *Signing Documents Electronically and Counterparts.* Unless otherwise prohibited by law, all contracts, agreements, instruments, by-laws, resolutions and other documents of the Association (collectively the “Documents”), required to be signed by one or more of its Officers, Directors or Members, may be signed electronically, including, without limitation, through DocuSign and similar applications. Documents may also be signed in any number of counterparts (including

counterparts by scanned or electronic signature) and each such counterpart shall be deemed to be an original, all of which taken together shall be deemed to constitute one and the same instrument. Delivery of a Document as a printed counterpart (whether the counterpart was signed electronically), by facsimile, transmission over an electronic signature platform or as a scanned image (e.g., .pdf or .tiff file extension) attachment to electronic mail, bearing the signature of an Officer, Director or Member, as the case may be, shall be as valid, enforceable and binding as if an originally signed copy of the Document had been delivered in person.

14.2 Books and Records

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association and the Act are regularly and properly maintained and any contracts or agreements are filed for safekeeping with the Secretary of the Association. At the conclusion of the year-end of the financial reports, committee reports, and Board minutes are to be filed in the Association's office.

ARTICLE 15 - FINANCIAL YEAR

15.1 The financial year of the Association shall terminate on the 1st day of April in each year.

ARTICLE 16 - BANKING ARRANGEMENTS

16.1 Banking Resolution

The Board shall designate, by resolution, the Directors (minimum of two (2)) and other persons authorized to transact the banking business of the Association or any part thereof, with the bank, trust company, or other financial institution that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- (a) Operate the accounts of the Association with a bank or a trust company;
- (b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) Issue receipts for and orders relating to any property of the Association;
- (d) Authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

16.2 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Director or Directors, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians of the Board, shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE 17 – RULES OF PROCEDURE

17.1 Rules of Procedure

The rules contained in the most current edition of *Procedures for Meetings and Organizations* by M.K. Kerr and Hubert W. King shall govern the rules and procedures to be used in conducting the meetings and affairs of the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or other governing documents or laws affecting the Association.

ARTICLE 18 - BORROWING BY THE ASSOCIATION

18.1 Borrowing Power

Subject to the limitations set out in the Act, the regulations hereunder, the Articles, By-Laws, Policies or procedures of the Association, as the case may be, the Board may by resolution authorize the Association to:

- (a) Borrow money on the credit of the Association;
- (b) Issue, sell or pledge securities of the Association; or
- (c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

18.2 Borrowing Resolution

From time to time, the Board may authorize any Director of the Association or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions to any loan and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

ARTICLE 19 - NOTICE

19.1 Computation of Time

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is excluded, unless otherwise permitted under the Act.

19.2 Omissions and Errors

The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any

notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or the auditor of the Association may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

19.3 Method of Giving Notice

Whenever any notice, communication or other document is required or permitted under any provision of the Act, Articles, By-laws or otherwise by the Association to any Member, Director, Officer, auditor or member of a committee of the Board of the Association shall be sufficiently given if (i) sent by electronic mail (email) or by an recognized overnight courier service, or (ii) personally delivered to the person to whom it is to be given or to his or her recorded address, or (iii) sent by prepaid ordinary mail to such person at his or her recorded address. A notice sent by electronic mail or a recognized overnight courier service shall be deemed to have been received on the next Business Day following such delivery. A notice personally delivered shall be deemed to have been delivered immediately upon personal delivery. A notice sent by prepaid ordinary mail shall be deemed to have been given when deposited in a post office or public letter box and shall be deemed to have been received on the fifth (5th) Business Day after mailing. The Secretary or, in the absence of the Secretary, any other Officer of the Association, may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or member of a committee of the Board of the Association in accordance with any information believed by such Officer to be reliable. The declaration by the Secretary, or any other Officer of the Association, that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The recorded address of a Director shall be his or her latest address as shown in the records of the Association or in the most recent notice filed under the Act, whichever is the more current.

ARTICLE 20 - REPEAL OF PRIOR BY-LAWS

20.1 Repeal

All prior by-laws of the Association are hereby repealed as of the coming into force of these By-laws.

20.2 Proviso

The repeal of all prior by-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

ARTICLE 21 - EFFECTIVE DATE

21.1 This By-Law shall come into force without further formality upon its enactment after approval by the Voting Members of the Association, as hereinbefore set out.

21.2 The foregoing By-Law No. 1, is hereby enacted, sanctioned, confirmed and approved without variation by the affirmative vote of the Voting Members held this 1st day of April 2024.

Signature of Director

Name: _____
Title: Director

Signature of Director

Name: _____
Title: Director