

GEORGIAN BAY MINOR HOCKEY ASSOCIATION

GENERAL BY-LAW No. 1

November 7, 2024

GEORGIAN BAY MINOR HOCKEY ASSOCIATION

BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of the GEORGIAN BAY MINOR HOCKEY ASSOCIATION.

BE IT ENACTED as a By-law of the GEORGIAN BAY MINOR HOCKEY ASSOCIATION as follows:

ARTICLE 1 – DEFINITIONS AND INTERPRETATION

1.1 Definitions. 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. "**Agreement**" means the memorandum of agreement regarding the creation of the Association, dated November 7, 2024, entered into between Midland Minor Hockey and Penetang Minor Hockey, and all schedules thereto;
- c. "**Annual Meeting**" means the annual meeting of the Members;
- d. "**Articles**" means the articles of incorporation of the Association, as may be amended pursuant to the Act, from time to time;
- e. "**Association**" means GEORGIAN BAY MINOR HOCKEY ASSOCIATION (or such other name as the Association may in the future legally adopt), created in accordance with the Agreement and recognized as a Centre;
- f. "**Board**" means the board of directors of the Association;
- g. "**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;
- h. "**By-laws**" means means this General By-law No.1 and all other by-laws of the Association as amended and which are, from time to time, in force and effect, and the terms "**Midland By-laws**" and "**Penetang By-laws**" refer to the general corporate by-laws of Midland Minor Hockey and Penetang Minor Hockey, respectively;
- i. "**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;
- j. "**Chair**" means the President of the Association;

- k. **“Code of Conduct”** means any set of rules, guidelines and principles that define the expected behaviours and ethical standards for Members, Directors, Officers, employees and volunteers of the Association;
- l. **“Conflict-of-Interest”** is defined as any financial, personal or other material interest of an individual, including in any material contract or transaction or proposed material contract or transaction involving the Association, that will, or may be perceived that it will, compromise or impair the individual’s judgement, decisions or ability to act in the best interests of the Association;
- m. **“Delegate” or “Delegates”** means an individual or individuals, as the case may be, who are authorized to represent a Voting Member and vote on behalf of a Voting Member at any Members’ Meetings of the Association;
- n. **“Director”** means an individual who has been elected or appointed to the Board of the Association;
- o. **“HC”** means Hockey Canada (or such other name as it may in the future legally adopt);
- p. **“Letters Patent”** means the letters patent of Midland Minor Hockey, and/or Penetang Minor Hockey, as may have been or will be amended by supplementary letters patent or articles of amendment from time to time, as the case may be;
- q. **“Local League”** means a group of teams from a number of minor hockey associations which compete regularly in a recreational league, and the **“Local League Organizations”** refers to Midland Minor Hockey and Penetang Minor Hockey;
- r. **“Local League Members”** shall mean the individual members of each of the Local League Organizations, as defined under the Midland By-laws, and the Penetang By-laws;
- s. **“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;
- t. **“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;
- u. **“Midland Minor Hockey”** means Midland Minor Hockey Association, incorporated by Letters Patent, under the Predecessor Act, as a not-for-profit corporation on June 4, 1986 and identified as Ontario corporation number 669446;
- v. **“Non-Voting Members”** means the class of non-voting Members of the Association, as set out in Section 6.2;
- w. **“Officers”** means the individuals who hold the offices of the Association duly appointed by the Board, as more particularly set out and described in Article 13;
- x. **“OHF”** means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- y. **“OMHA”** means the Ontario Minor Hockey Association Inc. (or such other name as the OMHA may in the future legally adopt);
- z. **“Penetang Minor Hockey”** means Penetang Minor Hockey Association Inc., incorporated by Letters Patent, under the Predecessor Act, as a not-for-profit corporation on November 7, 1986 and identified as Ontario corporation number 689823;

- aa. **"Pilot Period"** means the pilot period commencing on the enactment date of these By-laws and ending on March 31, 2027;
- bb. **"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;
- cc. **"Predecessor Act"** means the *Corporations Act*, R.S.O. 1990, Chapter 38, as amended, from time to time;
- dd. **"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;
- ee. **"Representative Team"** means a minor hockey team which is eligible to play for an OMHA, OHF and/or HC championship and whose players are eligible by age and residence;
- ff. **"Special Meeting"** means any Members' Meeting other than an Annual Meeting;
- gg. **"Special Resolution"** means a resolution approved by not less than 2/3rds of the votes cast; and
- hh. **"Voting Members"** means the class of voting Members of the Association, as set out in Section 6.1.

1.2 Interpretation. In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- a) other than as specified in Section 1.1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act.;
- b) words importing the singular number only shall include the plural and vice versa;
- c) words importing one gender include all genders;
- d) the word **"person"** shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in the person's capacity as trustee, executor, administrator, or other legal representative;
- e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- f) the By-laws of the Association shall be interpreted in accordance with and subject to the purposes of the Association, which purposes are incorporated by reference and made a part hereof; and
- g) this By-law is enacted subject to the Act and Articles. Whenever this By-law may conflict with the Act or the Articles, such conflict shall be resolved in favour of such law or Articles. If any provision of this By-law or the application thereof to any person or circumstance shall, to any extent, be invalid or unenforceable, the remainder of this By-law or the application of such provision to persons or circumstances other than those to which it is held invalid or unenforceable, shall not be affected thereby and each provision of this By-law shall be separately valid and enforceable to the fullest extent permitted by law.

ARTICLE 2 - HEAD OFFICE AND SEAL

2.1 Corporate Seal. The corporate seal of the Association, if any, 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. A document executed on behalf of the Association is not invalid merely because the corporate seal is not affixed thereto.

2.2 Head Office. The registered head office of the Association shall be located at North Simcoe Recreation Centre, 527 Len Self Blvd, Midland, Ontario, L4R 5N6 or at such other place within the Centre as the Board may determine, by ordinary resolution, 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 Voting 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 purposes.

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; and
- b) York Simcoe Minor Hockey League, Georgian Bay Minor Hockey League/Region 5 Hockey League, Georgian Bay Triangle Local League.

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

- (a) Midland Minor Hockey and Penetang Minor Hockey shall be the only Voting Members of the Association, each entitled to nominate and elect or appoint, as the case may be, an equal number of Directors to the Board. No additional Voting Members shall be permitted to join the Association without the prior consent of both Voting Members.
- (b) For the purposes of Members' Meetings of the Association, the ten (10) representative Directors elected by Midland Minor Hockey and Penetang Minor Hockey to the Board shall also be deemed to be the Delegates authorized to represent their respective Local League Organizations and vote on their behalf.

6.2 Non-Voting Members

The Non-Voting Members shall be comprised of the Directors on the Board, all Local League Members and any honorary lifetime Members. Except for those Directors acting in their capacity as Delegates for the purposes of representing their respective Local League Organizations, the Directors of the Association shall not have any voting rights as 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 an honorary lifetime Member, shall commence on or after the 1st day of May 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 Right to Attend and Vote

- a) Only the Delegates, representing the Voting Members, shall be entitled to receive notice of, attend, and vote at all Members' Meetings of the Association. The Voting Members shall be entitled to make or second a motion, speak to a motion, and vote at any Members' Meeting.
- b) The Non-Voting Members, who are not also Delegates, shall be entitled to receive notice of and attend all Members' Meetings of the Association, but shall have no right to participate in or vote at any such Members' Meetings unless invited to do so by the Board. The Local League Members shall be entitled to receive information and reports from the Board and with the consent of the Chair, participate in any general discussion involving the affairs of the Association. Notwithstanding the foregoing, Local League Members' voting rights shall be limited to the right to vote at the membership meetings of their respective Local League Organizations and not at Members' Meetings of the Association.

6.6 Termination

Membership in the Association shall not be transferable and shall terminate in accordance with Section 6.7 below, upon a Member's resignation in writing, or death in the case of an individual membership, and subject to the Agreement, in the case of termination by either of the Local League Organizations, by providing notice to the other party of its intention to terminate its organization's membership in the Association. Members may resign from the Association by submitting a resignation in writing addressed to the Secretary of the Association, who in turn notifies the Board members.

6.7 Disciplinary Act or Termination of Membership for Cause

- a) A Member (includes any Delegate representing a Voting 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.
- b) 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 Board 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.

6.8 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.

6.9 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.

ARTICLE 7 - MEETINGS OF THE MEMBERSHIP

7.1 Annual Meeting

The Annual Meeting of the Members shall be held each year prior to April 30th, at a time, place and day to be determined by the Board. Any Member, upon request, shall be provided, not less than five (5) Business Days, or other number of days before the Annual Meeting that may be prescribed by the Act, with a copy of the approved financial statements, any applicable auditor's report or review engagement report, and any other financial information required by the By-laws or Articles.

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 or reappointment 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 amendments to the Articles or By-laws of the Association proposed by the Board;

- h) Consideration of any written proposals submitted by a Voting Member to the President or Secretary of the Association by no later than 4:00 p.m. on the 60th day immediately preceding the date of the Annual Meeting, subject to Section 7.6 below and the Act;
- i) Any other special business of the Board that may be brought before the Annual Meeting and is properly set out in the notice of such meeting; and;
- j) Election of Directors to the Board.

7.3 Passing and Amending By-laws

- a) The Board and any Voting 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 Voting Member at a Members' Meeting called for that purpose must be approved by a two-thirds (2/3) vote of the Delegates present and voting at such Members' Meeting.
- d) Any amendment to the By-laws by a Voting Member must be in writing, signed by a Delegate in good standing representing that Voting Member and received by the Secretary of the Association at least sixty (60) days prior to the Annual Meeting. Any amendment must be accompanied by a written reason supporting the change and at least one (1) Delegate who signed the notice of amendment must be present and speak to the motion at the Members' 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
- b) On requisition to the Board, signed by at least 10% of all Voting Members, specifying the nature of the business to be discussed at such Special Meeting. Subject to the Act, including the exceptions described in paragraphs 7.6(f)(ii) to (vi) below, upon receiving such a requisition, the Board shall call a Special Meeting within twenty-one (21) days. The only business that may be conducted at a Special Meeting shall be the matter or matters specified in the notice of requisition, and no other. If the Board does not call the Special Meeting within the twenty-one (21) day period, any Delegate who signed the requisition may call the 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 Proposals

- a) At least sixty (60) days before an Annual Meeting, a Member entitled to vote may give notice to the Association of a matter that the Voting Member proposes to raise at the meeting. Subject to the exceptions set out in paragraph 7.6(f) below, the Association must include the proposal in the notice of Annual Meeting.
- b) Upon the request of the Voting Member who submits a proposal, the Association shall include in the notice of meeting a statement in support of the proposal by the Voting Member and the name and address of the Voting Member. The statement and the proposal must together not exceed the maximum number of words or characters prescribed under the Act. The Board shall be entitled to include its own statement with the notice of meeting and/or speak to the proposal at the Annual Meeting, whether in support or opposition to such proposal.
- c) A Voting Member who submits a proposal shall pay any cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented.
- d) A proposal may include nominations for the election of Directors if the proposal is signed by not less than five per cent (5%) of the Voting Members of the Association.
- e) The Voting Member who submits a proposal must be present and speak to the motion at the Members' Meeting at which it is to be considered and voted on by the membership, otherwise the proposal shall not be tabled and no vote shall be taken on the proposal.
- f) In accordance with the Act, the Board may exclude a proposal in the notice of Annual Meeting only if:
 - a. The proposal was not submitted at least 60 days prior to the Annual Meeting;
 - b. The proposal's primary purpose clearly appears to be to deal with a personal claim or resolve a personal complaint against the Association or any of its Directors, Officers, Members, or creditors;
 - c. The proposal clearly does not relate, in any significant way, to the activities or affairs of the Association;
 - d. The right to make a proposal is being abused to secure publicity;
 - e. A similar proposal was submitted and defeated by the Association's Voting Members within the last two (2) years; or
 - f. The Voting Member who submitted the proposal failed to present a proposal at a Members' Meeting that such Voting Member previously submitted within the last two (2) years.

7.7 Quorum

A quorum for an Annual Meeting or Special Meeting of the Association shall be a minimum of six (6) Delegates eligible to vote and present in-person or by any permitted telephonic, electronic or other

communication facility, provided that there shall be no fewer than three (3) Delegates of each Voting Member present. No business shall be transacted in the absence of a quorum 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 the Delegates, 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) An abstention by a Delegate shall not be considered a vote cast;
- d) 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 Delegate. 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.
- e) Notwithstanding paragraph 7.8(d) above, any vote referred to in that subsection may be held, in accordance with the regulations under the Act, if any, entirely by means of a telephonic, an electronic or other communication facility, if the Association makes available such a communication facility. Any Delegate participating in a Members' Meeting under Section 7.13 may vote at that meeting, and that vote may be held, in accordance with the regulations under the Act, if any, by means of the telephonic, electronic or other communication facility that the Association has made available for that purpose.

7.9 Proxies

Proxies will not be permitted. Except as may otherwise be provided for in these By-laws, Delegates must be present in-person or by any permitted telephonic, electronic or other communication facility at Members' Meetings in order to exercise their voting rights in relation to matters coming before a 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 Delegates present at any Members' Meeting shall be entitled to choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Delegates present shall choose any other individual member of one of the Local League Organizations to be 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, or Voting Members on a requisition to 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 Qualifications

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

- a) An individual;
- b) Eighteen (18) years of age or older;
- c) 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*;
- d) Not found to be incapable by any court in Canada or elsewhere;
- e) Not have the status of a bankrupt;
- f) A Member in good standing of the Association at the time of his or her election or appointment to office and throughout his or her term of office; and
- g) A person with a clear police screening report from the police force having jurisdiction where the Director resides.

8.2 Number of Directors

- a) Subject to Section 8.3, and unless otherwise changed in accordance with these By-laws and the Act, the affairs of the Association shall be managed by a Board of eleven (11) Directors, consisting of ten (10) elected voting Directors and the non-voting Immediate Past President (*ex-officio* Director).
- b) Each of the Voting Members shall each be entitled to nominate and elect five (5) representative Directors to the Board from among the directors serving on the board of their Local League Organization, and each Voting Member shall be entitled to remove and replace their respective nominees from time to time in accordance with these By-laws.
- c) If the Articles provides for a range of Directors, the Voting Members may, by a Special Resolution, increase or decrease the number of Directors within such range, provided that if the Voting 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 Interim Board During Pilot Period

- a) Upon the enactment of these By-laws, the Voting Members shall elect ten (10) voting Directors to the Board of the Association (the "**Interim Board**"), comprised of five (5) voting Directors nominated by each Local League Organization, for the Pilot Period to oversee and coordinate an effective transition of the Agreement and the successful launch of a coordinated Representative Team hockey program by the Association. Following the Pilot

Period, the Voting Members will appoint Directors to the Association's Board in accordance with Article 9 of these By-laws. To the extent possible, the Directors on the Interim Board shall have served on the board of directors of Midland Minor Hockey or Penetang Minor Hockey during the negotiation of the Agreement, in order to ensure adequate knowledge and familiarity with the Agreement and the intent of the Local League Organizations.

- b) The Interim Board may also, in its discretion, appoint Officers and/or convenors as necessary during the Pilot Period to assist in the implementation of the Agreement.

8.4 Term of Office

Except as provided for in Section 8.3 above, and unless removed by the Delegates pursuant to a Special Resolution or as may otherwise be provide for under these By-laws, or 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.

8.5 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. For clarity, the period of time Directors serve on the Interim Board under Section 8.3 shall not be counted towards the above consecutive term limit.

8.6 Suspension

While only the Voting 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, provided the Board adheres to applicable rules of procedural fairness in a timely manner. If, after such investigation, the Board determines that the complaint is without merit, unsubstantiated or does not support the permanent removal of the Director, such suspension shall be lifted, subject to any other disciplinary sanction the Board may elect to invoke. If, after such investigation, the Board does determine that there is sufficient evidence to seek the removal of the Director permanently, the suspension shall remain in place while the Board forthwith calls a Special Meeting for the purpose of asking the Voting Members to vote for the removal of such Director before the expiration of the Director's term of office, or the intention to remove the Director at the next Annual Meeting in accordance with Section 8.6.

8.6 Removal and Replacement of Directors

The Local League Organizations entitled to nominate and elect Directors to the Board shall be entitled to remove and appoint a replacement for any such elected Directors in accordance with the terms of their Local League Organization by-laws, as the case may be, and where applicable, shall provide notice to such Director and 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.

ARTICLE 9 - PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations

The Association's Board shall consist of ten (10) elected Directors, comprised of five (5) Directors nominated and elected by each Local League Organization from their respective Local League Organization's board of directors. The Immediate Past President shall be a non-voting *ex-officio* Director.

9.2 Vacancies

Any vacancy occurring on the Board by reason of the death, disqualification, inability to act, resignation or removal of any Director shall be filled only by the appointment of a further nominee of the Local League Organization whose nominee was so affected so as to maintain a Board consisting of the number of nominees specified in Section 9.1. In the event that a substitute Director is appointed by a Local League Organization to fill such a vacancy, the appointed Director shall serve the balance of the elected Director's term, until such time as a regularly scheduled election is required.

9.3 *Rotation*

- (a) In order to establish a rotation of Directors on the Board following completion of the Pilot Period, the appointment of Directors from each Local League Organization shall be staggered on an annual basis, providing for five (5) Directors to be elected from each Local League Organization's board of directors each year, with two alternating "Slates" of Directors being elected at the Local League Organization level on alternating years. In accordance with Section 9.3(b) below, the Directors listed in Slate "A" shall serve until the 2nd Annual Meeting following the Pilot Period, while the Directors listed in "Slate "B" will be up for re-election at the 1st Annual Meeting following the Pilot Period. At each successive Annual Meeting thereafter, each Director shall hold office for a two (2) year term.
- (b) The applicable "Slates" for the rotating election of Directors of the Association shall be as follows:

Slate "A"	Slate "B"
President	Vice-President
Secretary	Treasurer
Director-at-Large	Director-at-Large
Director-at-Large	Director-at-Large
Director-at-Large	Director-at-Large

- 9.4 The term of each Director shall officially commence on May 1st of the year in which they were elected or appointed as a Director by their Local League Organization.

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 from time to time determine may fix the place, date and time of regular Board meetings and send a copy of the resolution fixing the place, date and time of such meetings to each Director, and no other notice shall be required for such meetings. The Board shall meet no fewer than eight (8) times during any one membership year and, if practical, the Board shall endeavour to hold monthly Board meetings during any membership year.

10.3 Special Board Meetings

Other than the regular Board meetings, the Board may call a special meeting of the Board, as follows:

- a) By the President, or the Vice-President in his or her absence, 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; or
- b) On the written requisition to the Secretary of any 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 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 such invitees.

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:
 - a. Any question or matter requiring the approval of the Members;
 - b. To fill a vacancy among the Directors, position of auditor or person conducting a review engagement;
 - c. To appoint additional Directors;
 - d. To issue debt obligations;
 - e. To approve any financial statements;
 - f. To adopt, amend or repeal by-laws; or
 - g. 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 the transaction of business at all meetings of the Board shall consist of at least six (6) Director's present in person or by such telephone, electronic or other communication facilities permitted, provided that there shall be no fewer than three (3) Directors elected or appointed by each Voting Member present. If a quorum is not present at any meeting, the meeting shall either be adjourned to a fixed date or may be reconvened upon two (2) Business Days' notice to all of the Directors, at which reconvened meeting the quorum shall be a majority of Directors.

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 a Conflict-of-Interest shall make a full and fair declaration of the nature and extent of the interest at a Board meeting.
- b) The declaration of a Conflict-of-Interest shall be made at the Board meeting at which the the Conflict-of-Interest matter is first taken into consideration or, if the individual is not yet a Director at the date of that Board meeting, at the next Board meeting held after the Director assumes the office.
- c) After making such a declaration, no Director shall vote on such Conflict-of-Interest matter, nor shall he or she be counted in the quorum in respect of the Board meeting at which such Conflict-of-Interest matter is considered.

- d) To ensure equal representation of the Local League Organizations at the Association Board meeting, for items where Conflict-of-Interest is declared by one Director elected by one Local League Organization, one Director elected by the other Local League Organization shall also refrain from participating and voting on the matter.
- e) If a Director has made a declaration of a Conflict-of-Interest in compliance with this Section, the Director is not accountable to the Association for any profit realized from the declared Conflict-of-Interest.
- f) If a Director fails to make a declaration of a Conflict-of-Interest in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such undeclared Conflict-of-Interest.

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 so long as the Director acted honestly and in good faith with a view to the best interests of the Association, and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the Director had reasonable grounds for believing that his or her conduct was lawful. Notwithstanding the foregoing, no Director shall be entitled to such indemnification for matters occasioned by his/her own willful misconduct or gross negligence.

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 eleven (11) Directors:

- a) President;
- b) Vice-President;
- c) Secretary;
- d) Treasurer;
- e) Immediate Past President (*ex-officio* position)
- f) Six (6) Directors-at-Large

11.2 Elected/Appointed Directors

The elected Directors shall be the President, Vice-President, Secretary, Treasurer and the six (6) Directors-at-Large; and the Immediate Past President shall be an *ex-officio* Director (i.e., by virtue of the office).

11.3 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.

11.4 Treasurer 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.

11.5 Duties

(a) President:

The President shall:

- a) Represent the Association in the community, the OMHA, the OHF, HC and such other organization with which the Association is affiliated;
- b) Act as Chair of the Board and at all Members' Meetings;
- c) Exercise general supervision of the Association in accordance with its By-laws and such policies, regulations and rules as determined by the Board;
- d) Be an *ex-officio* member of all committees (permanent and ad-hoc) of the Association;
- e) Report regularly to the Board on matters of interest;
- f) Delegate tasks as necessary;
- g) 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
- h) Assist in the transition of duties to the incoming President; and
- i) Such further and other matters as may be ancillary to the duties as set out above.

(b) Vice-President:

The Vice-President shall:

- a) 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;
- b) Be the alternate delegate for the OMHA, and attend as many meetings as possible;
- c) Oversee the complete operation of all Association teams;
- d) Preside at all meeting of teams groups, which shall include Referee-in-Chief, Timekeeper-In-Chief and all coaches trainers, and managers from the Association teams;
- e) Be the liaison between the Association teams and the Board;
- f) Prepare and report to the Board on the operations of the Association teams at all regularly scheduled Board meetings;
- g) Assist in the scheduling and rescheduling of all games and practices;
- h) Enforce the Association's policies, rules and regulations;
- i) Recommend to the President the suspension of teams, players and team officials, when such action may be required;
- j) Inform the Referee-in-Chief and Timekeeper-in-Chief, of the Association team requirements;
- k) Assist in the transition of duties to the incoming Vice-President; and
- l) Carry out other duties as assigned by the Board or the President; and

m) Such further and other matters as may be ancillary to the duties as set out above.

(c) Treasurer:

The Treasurer shall:

- a) Ensure adherence to and implementation of financial policies in the financial administration of the Association;
- b) 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;
- c) 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;
- d) Provide financial statements at monthly Board meetings;
- e) Evaluate, review, and recommend financial policy to the Board;
- f) Ensure that all necessary and appropriate insurance has been purchased;
- g) Assist in the transition of duties to the incoming Treasurer; and
- h) Such further and other matters as may be ancillary to the duties as set out above.

(d) Secretary:

The Secretary shall:

- a) 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;
- b) 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;
- c) Post any changes to the Association's By-Laws, Policies or procedures;
- d) Ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- e) Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- f) Recommend policy to the Board regarding internal and external communications of the Association;
- g) Maintain the membership, Board and team lists;
- h) Assist in the transition of duties to the incoming Secretary;
- i) 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:

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

(f) Directors-At-Large:

The six (6) 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:

- a) Coordinate and oversee player development programming;
- b) Coordinate and oversee coach development programming;
- c) Convene and support all representative Jr. or Sr. representative teams including bench staff and managers;
- d) Coordinate all fundraising and sponsorship objectives;
- e) Coordinate all equipment purchases and ordering;
- f) Be available to assist any other Director requiring assistance in the completion of his or her functions.

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, including those set out in Section 12.15, 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) Finance Committee;
- b) Branding and Equipment Committee;
- c) Coach Selection Committee;

- d) Player Selection Committee;
- e) Public Relations and Fundraising Committee;
- f) Nominating and Elections Committee;
- g) Tournament Committee;
- h) Player Development Committee;
- i) Coach Development Committee;
- j) Banquet & Awards Committee;
- k) Risk Management & Conflict Resolution Committee;

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 Finance Committee

The Finance Committee shall be chaired by the President and shall:

- a) Establish a budget for the year;
- b) Create or update the payment policy for the association including fee amounts, due dates, and payment mechanisms;
- c) Create or update team budget and financial reporting requirements;
- d) Review paid positions and their related salaries and make recommendations to the Directors about any changes;
- e) Review referee and time keeper fee schedules and make recommendations to the Directions about any changes;

12.5 Branding and Equipment Committee

The Branding and Equipment Committee shall be chaired by the Vice President and shall:

- a) Establish or Update the Association name, logo, color scheme and brand;
- b) Facilitate sock, jersey, apparel and equipment design as needed;
- c) Seek bids and proposals from at least three (3) vendors for all jersey/sock and apparel orders;
- d) Make recommendations to the Directors about jersey/sock and apparel orders;

- 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;

12.6 Coach Selection Committee

The Coach Selection Committee shall be co-chaired by the President and Vice President and shall:

- a) Create or update the coach selection policy for the Association;
- b) Review all applications submitted for head coaching positions of an Association team, together with the applicant's experience, qualifications, previous coaching record and history;
- c) 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.

12.7 Player Selection Committee

The Player Selection Committee shall be co-chaired by the President and Vice President and shall:

- a) Create or update the player selection policy for the Association;
- b) Ensure that all selected coaches are aware of the player selection policy and answer any questions related to the process of player selection before or during tryouts;
- c) Assist in the recruitment of independent evaluators to assist in the tryout process;
- d) Along with other Directors, facilitate the tryout process including the distribution of jerseys/pinnies, tracking and collection of tryout fees, posting of player selection announcements, and any other tasks related to the tryout process;
- e) Identify any failure to follow the player selection policy and report to the Directors who will be responsible for taking corrective actions as necessary.

12.8 Public Relations and Fundraising Committee

The Public Relations and Fundraising Committee shall be chaired by a Director and 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 and fundraising projects;
- d) Manage and supervise current sponsorship and fundraising 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;

12.9 Nominating and Elections Committee

The Nominating and Elections Committee shall be chaired by the Past President and 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.

12.10 Player Development Committee

The Player Development committee shall be chaired by a Director and shall:

- a) Establish best practices to increase the efficiency and effectiveness of player development throughout the Association at all ages;
- b) Schedule and facilitate additional player development opportunities outside of standard team practices;
- c) Hire third party instructors to assist in the delivery and execution of player development programming as needed;
- 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;

12.11 Coach Development Committee

The Coach Development committee shall be chaired by a Director and shall:

- a) Establish best practices to increase the efficiency and effectiveness of coach development throughout the Association at all ages;
- b) Schedule and facilitate additional coach development opportunities outside of standard coach qualification clinics;

- c) Hire third party instructors to assist in the delivery and execution of coach development programming as needed;
- 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;

12.12 Tournament Committee

The Tournament committee shall be chaired by a Director and shall:

- a) Recruit and train volunteers to perform the functions required for organizing tournaments 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 and donations for the tournament;
- 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 tournaments to the Board;
- f) Source and order awards, trophies, etc. as needed for the tournament

12.13 Banquet & Awards Committee

The Banquet and Awards committee be chaired by a Director and shall:

- a) Recruit and train volunteers to perform the functions required for organizing banquets 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 and donations for the banquet;
- 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 banquet and awards to the Board;
- f) Organize and arrange banquets in conjunction Vice-Presidents; and
- g) Source and order awards, trophies, etc.

12.14 Risk Management & Conflict Resolution Committee

The Risk Management & Conflict Resolution committee shall be chaired by a Director and shall:

- a) Establish and update the Association's conflict resolution policy;
- b) Receive and pursue any incoming conflicts or complaints from the Members following the policy established by the committee;

- c) Report to the board the outcome of any conflicts or complaints received and processed by the conflict resolution committee;

12.15 Restrictions on Delegating

In accordance with the Act, the Board may not delegate the following powers to a committee of Directors under this Article 12:

- a) To submit to the Members any question or matter requiring the approval of the Members;
- b) To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Association;
- c) To appoint additional Directors;
- d) To issue debt obligations, except as authorized by the Board;
- e) To approve any annual financial statements required under the Act;
- f) To adopt, amend or repeal By-laws; or
- g) To establish any annual fees or contributions to be made or annual dues to be paid, by the Members.

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 Board positions set out in Section 11.1 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, including, but not limited to, the following Officer positions:

(a) 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.

(b) Timekeeper-In-Chief

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

- (i) Ensure that there are qualified timekeepers in place to timekeep all games;
- (ii) Ensure timekeeper complaints are addressed and resolved in a timely fashion;
- (iii) Recruit, train, monitor and evaluate performance of timekeepers;
- (iv) Schedule timekeepers for games and tournaments;
- (v) Assist in the transition of duties to the incoming Timekeeper-In-Chief;

(c) Ice Scheduler

While not a Director, the Board shall appoint an Ice Scheduler who shall be responsible to:

- (i) Ensure that teams receive appropriate practice times;
- (ii) Ensure that teams schedule home and away games per league regulations;
- (iii) Schedule tryouts, player development, exhibition games, tournaments and other on-ice events;
- (iv) Assist with the cancellation of games and practices;
- (v) Keep the Association calendar up-to-date on the Association website;
- (vi) Review ice time invoices for correctness and accuracy;
- (vii) Ensure the efficient use of all allocated ice times;
- (viii) Assist in the transition of duties to the incoming Ice Scheduler; and
- (ix) Such further and other matters as may be ancillary to the duties as set out above.

(d) Registrar

While not a Director, the Board shall appoint a Registrar who shall be responsible to:

- (i) Setup the registration system at the beginning of the season;
- (ii) Assist parents and players in the registration process;
- (iii) Ensure all players have proper documentation needed to register and validate their primary residence;
- (iv) Assist coaches with determining qualification and requirements;
- (v) Construct and seek approval for all team rosters in the Association;

- (vi) Track and provide reporting on the payment of all registration fees and ancillary fees to the Treasurer and to the Directors;
- (vii) Make updates to rosters as needed throughout the season;
- (viii) Assist in the transition of duties to the incoming Registrar; and
- (ix) Such further and other matters as may be ancillary to the duties as set out above.

13.2 Appointment of Assistants to the Board

The Board may appoint such assistant(s) to the Directors as the Board may determine by resolution from time to time.

13.3 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:

- a) the Officer's successor being appointed,
- b) the Officer's resignation, or
- c) such Officer's death.

13.4 Retention of Other Employees

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.

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.
- b) 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 (including any Delegates), may be signed electronically, including, without limitation, through DocuSign, Adobe Acrobat Sign 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 (including any Delegates), 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 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 each financial 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 30th 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

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 By-laws 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. Attendance of any Director at a meeting of the Board or of any Member at a Members' Meeting is a waiver of notice of such meeting, except where he or she attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

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 (including Delegate), 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 (including Delegate), 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 Provision

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 in person at _____ this day of _____, 20____, as evidenced by the signature of two of the Directors below.

Name:
Title: President

Name:
Title: Vice President