

**NORTHUMBERLAND MINOR HOCKEY ASSOCIATION
BY-LAW NO. 1
(GENERAL BY-LAW)**

A By-law relating generally to the conduct of the affairs of **Northumberland Minor Hockey Association** (the “**Corporation**”), made as of the date of enactment set forth below (the “**Effective Date**”)

BE IT ENACTED as a By-law relating generally to the conduct of the activities and affairs of the Corporation as follows:

**ARTICLE I
General Provisions**

Section I.01 Definitions.

In this By-law, and unless the context otherwise requires, the meaning of the terms set forth in this Section are as follows:

- (a) “**Act**” means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, as amended from time to time;
- (b) “**Articles**” means the articles of amendment of the Corporation and any subsequent articles of amendment;
- (c) “**Board**” means the board of directors of the Corporation;
- (d) “**Boundaries**” mean the municipalities or parts thereof on which the Corporation has been given authority by OMHA, OHF and HC to pursue the Corporation’s purposes;
- (e) “**By-laws**” means this By-law and any other by-law of the Corporation which are, from time to time, in force and effect;
- (f) “**Chair**” means the chair of the Board;
- (g) “**Director**” means a member of the Board;
- (h) “**Extraordinary Resolution**” means a resolution of the Members passed by a majority of not less than **eighty percent (80%)** of the votes cast on that resolution or consented to by each Member entitled to vote at the meeting;
- (i) “**HC**” means “Hockey Canada” and any successor thereto;
- (j) “**Member**” means a member of the Corporation;

- (k) "**Officer**" means an officer of the Corporation;
- (l) "**OHF**" mean the Ontario Hockey Federation and any successor thereto;
- (m) "**OMHA**" means the Ontario Minor Hockey Association and any successor thereto;
- (n) "**Ordinary Resolution**" means a resolution of the Members or Directors passed by a majority of the votes cast on that resolution or consented to by each Member or Director entitled to vote at a meeting of Members or the Board of the Corporation, as the case may be;
- (o) "**Record Date**" means a date established for the purpose of determining the members entitled to receive notice of a given meeting of Members and vote at such meeting and any adjournment thereof;
- (p) "**Season**" means the twelve-month period running from September 1st of a given year to August 31st of the subsequent year;
- (q) "**Special Business**" means:
 - (i) all business transacted at a Special Meeting; and
 - (ii) all business transacted at an annual meeting of Members, with the exception of:
 - A. consideration of the financial statements;
 - B. consideration of the audit review or review engagement report, if any;
 - C. an Extraordinary Resolution to have a review engagement instead of an audit, or to not have an audit or review engagement;
 - D. election of Directors; and
 - E. reappointment of the incumbent auditor or person engaged to conduct a review engagement.
- (r) "**Special Meeting**" means a meeting of Members other than the annual meeting; and
- (s) "**Special Resolution**" means a resolution of the Members passed by a majority of not less than **two-thirds (2/3)** of the votes cast on that resolution or consented to by each Member entitled to vote at a meeting of Members.

Section I.02 Conflict with Applicable Law or Articles.

- (a) This By-law is enacted subject to any applicable law and the Articles.
- (b) Whenever this By-law may conflict with any applicable law or the Articles, such conflict shall be resolved in favour of such law or Articles.

Section I.03 Purpose of the Corporation.

The purpose of the Corporation is to organize, develop and promote a safe and fun co-educational minor hockey environment for all participants by:

- (a) providing community-based programs that allow players to participate in a safe and positive environment for fun, physical exercise and fair play;
- (b) creating opportunities for all eligible individuals to participate in recreational house league and select ice hockey;
- (c) developing players' potential to foster participation in the highest possible levels of representative hockey;
- (d) instilling in all players, coaches, managers and members of the Corporation good values of sportsmanship, team play, appropriate behaviour on and off the ice, and respect for individuals and legitimate authority; and
- (e) developing any such complementary activities not inconsistent with the aforementioned ones.

Section I.04 No Purpose of Gain.

- (a) The purposes of the Corporation shall be carried on without the purpose of gain for its Directors and Members, and any profits or other accretions of the Corporation shall be used in promoting the Corporation's purposes as stated in Section I.03 (Purposes of the Corporation).
- (b) This Section I.04 is without prejudice to Section IV.17 (Remuneration).

Section I.05 Affiliations.

The Corporation shall be affiliated with, and be a member in good standing of:

- (a) OMHA;
- (b) OHF;
- (c) HC; and

- (d) any other entities the Corporation shall be required to be affiliated with, or a member of, to pursue its purposes as stated in the Articles,

or any successors of the foregoing.

Section I.06 Collaborations.

The Corporation shall operate in collaboration with the departments responsible for parks and recreation of the municipalities within the Boundaries, as well as with other entities as may be determined by Ordinary Resolution of the Board.

Section I.07 Execution of Documents.

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by:
 - (i) the Chair; and
 - (ii) the Vice Chair or the Treasurer.
- (b) The Board may from time to time direct the manner in which, and the person by whom, a particular document or type of document shall be executed.
- (c) Any person authorized to sign any document may affix the Corporation's seal (if any) to the document.
- (d) Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy.

Section I.08 Registered Office and Other Offices.

- (a) The registered office of the Corporation shall be maintained in the Town of Cobourg at the location specified in the Articles, or at such other location within the Town of Cobourg as the Board may from time-to-time determine.
- (b) The members, by Special Resolution, may designate another location within Northumberland County for the registered office of the Corporation.
- (c) The Board may establish other offices of the Corporation within Northumberland County.

Section I.09 Seal.

- (a) The seal of the Corporation shall be in such form as shall be approved by the Board.

- (b) The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board.
- (c) The Secretary of the Corporation shall be the custodian of the seal.

Section I.10 Books and Records.

- (a) Any records maintained by the Corporation in the regular course of its business as required by the Act, including its register of Directors, Officers and Members, books of account and minute books, may, subject to the Act, be in any form, provided that the records are capable of being reproduced in an accurate and intelligible written form within a reasonable time.
- (b) The Corporation shall make such records available for inspection under applicable law.

Section I.11 Financial Year.

The financial year of the Corporation shall end on the 31st of May of every year, or on any other date determined by the Board.

ARTICLE II
Membership

Section II.01 Classes of Members.

Subject to the Articles, there are **three (3)** classes of Members in the Corporation:

- (a) Active Members, who are, in any given Season:
 - (i) all elected and appointed Directors, Officers and Heads of Department of the Corporation for that Season;
 - (ii) all the coaches, managers and trainers rostered by the teams(s) managed by the Corporation for that Season; and
 - (iii) all the registered players of the team(s) managed by the Corporation who are at least **eighteen (18) years of age** at the beginning of that Season.
- (b) Parent/Guardian Members, who are, in any given Season, either parents or legal guardians of registered players who are under **eighteen (18) years of age** at the beginning of that Season.

- (c) Lifetime Members are any individuals who, upon nomination by any current Member and at the sole discretion of the Board expressed by Ordinary Resolution, are awarded such membership as a reward for extraordinary and distinguished service to the Corporation.

Section II.02 Voting Rights.

- (a) Each Active Member and Lifetime Member is entitled to **one (1) vote**, provided they are in good standing at the time of any such vote.
- (b) Each parent/guardian of a registered player under the age of eighteen (18) is entitled to **one (1) vote**.
- (c) Notwithstanding (a) and (b), and the fact that an individual may hold a membership in more than one class of Members, no Member shall be entitled to more than **one (1) vote** in any matter put to a vote. Members holding more than one membership shall vote in the class of Members for which they pay their membership dues.

Section II.03 Transfer of Memberships.

There shall be no transfers of memberships of the Corporation.

Section II.04 Membership Dues.

- (a) The membership dues for each class of Members shall be established annually by the Board by Ordinary Resolution, upon proposal made by the Budget Committee.
- (b) Members shall be notified in writing of their membership dues for a given Season, which shall be paid in full before the start of such Season.
- (c) Individuals who hold membership in more than one class of Members shall pay dues pertaining to one of such classes only, and communicate to the Corporation, pursuant to the terms set forth by the Corporation, the class for which they choose to pay their dues. The Board, in its sole discretion, shall determine what class of membership dues must be paid by Members who fail to communicate their choice.
- (d) Unless so determined by the Board on a case-by-case basis, upon proposal made by the Finance and Budget Committee further to the request of a Member, membership dues are non-refundable after November 1st.
- (e) Members whose membership dues are in arrears may have their membership right suspended by the Board, including the rights to vote at a

meeting of Members, be elected, submit and discuss proposals at meetings of Members, and hold any office in the Corporation.

- (f) A Member whose membership rights have been suspended shall be promptly informed in writing of same by the Board and have their membership rights promptly reinstated once the reasons for the suspension have ceased, without prejudice to a Record Date that may have been already established by the Board.

Section II.05 Termination of Membership.

- (a) A membership in the Corporation is terminated when:
 - (i) the Member dies or resigns;
 - (ii) the Member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws;
 - (iii) the Member's term of membership expires; or
 - (iv) the Corporation is liquidated and dissolved under the Act.
- (b) A Member is deemed to have resigned when they ask for the reimbursement of the membership dues paid and such reimbursement is effected by the Corporation.

Section II.06 Effect of Termination of Membership.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Section II.07 Discipline of Members and Staff.

- (a) The Risk and Conduct Committee shall have authority to discipline, in good faith and in a fair and reasonable manner, any Member and staff of the Corporation for violating any provision of the Articles, By-laws or written policies of the Corporation.
- (b) The discipline may include and go up to the suspension or termination of membership, pursuant to the provisions of the applicable By-laws and/or policies of the Corporation.
- (c) Without prejudice to any applicable By-laws or policies that may prescribe longer delays, a Member shall be given:

- (i) a **fifteen (15) day**-notice, with reasons, of any disciplinary action against them; and
 - (ii) the opportunity to be heard – orally, in writing or in another format permitted by the applicable By-laws or policies – by the Risk and Conduct Committee **five (5) days** before the disciplinary action becomes effective.
- (d) The Risk and Conduct Committee has the power to decide interim measures pending investigation of the facts at the origin of the disciplinary procedure, which may include the suspension of rights of Members.
- (e) The decisions of the Risk and Conduct Committee may be appealed to the Board, without any further right of appeal.
- (f) For clarity, this section II.07 applies to the discipline of Members and staff as Members or staff of the Corporation, as the case may be, and does not relate to disciplinary action carried out by OMHA, OHF, HC, or any other entities that may have jurisdiction over Members or staff.
- (g) Notwithstanding (f), a final and unappealable decision of any of the entities mentioned therein against a Member or staff of the Corporation, due to facts under the jurisdiction of such entities, may be cause to begin a disciplinary procedure against a Member or staff of the Corporation.

ARTICLE III **Meetings of the Members**

Section III.01 Place of Meetings (In-person Meetings).

All meetings of Members shall be held in-person at such place in Northumberland County as the Board determines and that shall be stated in the notice of meeting.

Section III.02 Virtual Meetings.

The Board may determine, in its sole discretion, that special circumstances require that a meeting of Members be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. For clarity, no meeting of Members shall be held both in-person and virtually; as such, there shall be no arrangements for Members to attend virtually meetings of Members called to a given place (in-person meetings).

Section III.03 Annual Meetings.

- (a) Unless otherwise decided by the Board, the annual meeting of Members shall be held in either May or June to elect Directors of the Corporation and transact any other business, as appropriate.
- (b) The business to transact at the annual meeting of Members shall include the:
 - (i) approval of the meeting agenda;
 - (ii) approval of the minutes of the previous meeting of Members;
 - (iii) presentation and discussion of the Corporation’s report of activities since the last annual meeting;
 - (iv) presentation, discussion and approval of the Corporations annual report for the last financial year, and presentation and discussion of the projected financial position for the current financial year;
 - (v) appointment of the auditor or person to conduct the review engagement, as the case may be; and
 - (vi) election of the Directors of the Corporation.
- (c) In addition to any other information that the Board is required by law and this By-law to make available to Members, the Board shall, at **least twenty-one (21) days** prior to the annual meeting, provide any Member who has so requested with copies of:
 - (i) the annual financial statements of the Corporation; and
 - (ii) the report of the Corporation’s auditor or the person who conducted the review engagement.

Section III.04 Member’s Rights to Submit and Discuss Proposals at Annual Meetings.

A Member entitled to vote at an annual meeting of the Members may:

- (a) give notice to the Corporation of any matter that the Member proposes to raise at the meeting (a “**Proposal**”); and
- (b) discuss at the meeting any matter with respect to which the Member would have been entitled to submit a Proposal.

Section III.05 Special Meetings.

- (a) The Board may at any time by Ordinary Resolution call a Special Meeting.
- (b) Members who hold **ten percent (10%)** of the votes that may be cast at a meeting sought to be held may requisition the Board to call a Special Meeting for the purposes stated in the requisition.
- (c) The requisition mentioned in (b) shall be sent to each Director and to the registered office of the Corporation.
- (d) Subject to the Act, the Directors shall call the Special Meeting within **twenty-one (21) days** from receipt of the requisition, failing which any Member who signed the requisition may call the Special Meeting.

Section III.06 Fixing the Record Date.

- (a) The Board may fix a Record Date, which:
 - (i) shall not precede the date on which the resolution fixing the Record Date is adopted by the Board; and
 - (ii) shall not be more than **fifty (50) days** before the date of the meeting for which the Record Date has been established.
- (b) If the Board does not fix a Record Date, the Record Date shall be at the close of business on the day immediately preceding the day on which notice is given, or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held.

Section III.07 Notice of Meetings.

- (a) Notice of the time and place of a meeting of Members shall be given in writing to each Member entitled to vote at the meeting, no less than **ten (10) days** and not more than **fifty (50) days** before the day on which the meeting is to be held, by one the following means:
 - (i) e-mail;
 - (ii) mail;
 - (iii) courier; or
 - (iv) personal delivery.

- (b) Notices by electronic, mail or courier shall be delivered to the electronic or physical addresses, as the case may be, on the Corporation's file for the Member.
- (c) At least **fourteen (14) days** prior to the meeting, information about such meeting shall be posted in all the arenas affiliated to the Corporation and on the website of the Corporation.
- (d) If a Member may attend a meeting of the members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (e) Notices of Special Meetings shall:
 - (i) specify the purposes for which the meeting has been called in sufficient detail to permit the Member to form a reasoned judgment on the Special Business; and
 - (ii) include the text of any Special Resolution to be put to vote at the meeting.
- (f) Notice of any meeting need not be given to any Member who submits a waiver of notice. Attendance of a meeting shall be deemed a waiver of notice, except if the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called. Any Member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

Section III.08 Adjournments.

- (a) Any meeting of the members, annual or special, may be adjourned from time to time by Ordinary Resolution of the Members to reconvene at the same or some other place, if any.
- (b) At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.
- (c) Subject to (c), notice need not be given of any adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken.

- (d) If the adjournment is for more than **thirty (30) days**, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting.
- (e) If, after the adjournment, a new Record Date is fixed for members entitled to vote at the adjourned meeting, the Board shall give notice of the new Record Date and notice of the adjourned meeting to each member entitled to vote at the adjourned meeting in accordance with the Act and this By-law.

Section III.09 List of Members.

- (a) A Member, on payment of a reasonable fee and giving the Corporation the statutory declaration prescribed by the Act, may request the current list of Members.
- (b) The list of Members shall be organized alphabetically and show, for each Member, their membership class, and physical and electronic addresses.

Section III.10 No Proxies.

No proxy voting is allowed at any meeting of Members.

Section III.11 Quorum.

- (a) A quorum for a meeting of Members shall be:
 - (i) the Chair or their designated representative for such meeting; and
 - (ii) **ten (10) Members** eligible to vote at such meeting.
- (b) Once a quorum is established, it does not need to be maintained throughout the meeting.
- (c) If a quorum is not present at a meeting of Members, the Members entitled to vote thereat shall have the power, by the affirmative vote of a majority holding voting power thereof, to adjourn the meeting.
- (d) At a meeting adjourned pursuant to (c) at which there is a quorum, any business may be transacted that might have been transacted at the original meeting.

Section III.12 Persons Entitled to Attend.

- (a) The only persons entitled to be present at a meeting of Members are:

- (i) those entitled to vote at the meeting; and
 - (ii) the auditor or the person engaged to conduct a review engagement, as the case may be.
- (b) Any other person may be admitted to a meeting of Members by proposal of the Chair approved by Ordinary Resolution.

Section III.13 Conduct of Meetings.

- (a) Subject to the Act, the Articles and this By-law, the Chair or their designate shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in their judgment are appropriate for the proper conduct of the meeting, which may include the following:
- (i) limiting attendance at, or participation in, the meeting to the persons entitled to attend, or participate in, such meeting;
 - (ii) maintaining order at the meeting and the safety of those present;
 - (iii) restricting entry to the meeting after the time fixed for the commencement thereof;
 - (iv) managing and limiting the time allotted to questions or comments by participants; and
 - (v) determining when the polls shall open and close for any given matter to be voted on at the meeting.
- (b) The Secretary or, in their absence or inability to act, the person whom the chair of the meeting shall appoint the secretary of the meeting, shall prepare and keep the minutes thereof.

Section III.14 Matters to be Decided by Special Resolution of the Members.

In addition to any other decisions for which a Special Resolution of the Members is required by the Act or this By-Law, the following require a Special Resolution of the Members:

- (a) changes to the number of Directors of the Corporation, within the limits set forth in the Articles;
- (b) amendments to the Articles to:
 - (i) change the Corporation's name;

- (ii) change the purpose of the Corporation;
 - (iii) change the manner of giving notice to members entitled to vote at a meeting of members;
 - (iv) change the conditions required to being a Member;
 - (v) add, change or remove a provision respecting the transfer of a membership;
 - (vi) change to whom the property remaining on liquidation, after the discharge of any liabilities of the corporation, is to be distributed;
- (c) authorization of the sale, lease or exchange of all, or substantially all, of the property of the Corporation;
 - (d) authorization of the amalgamation of the Corporation with one or more corporations; and
 - (e) the voluntary winding up of the Corporation.

Section III.15 Matters to be Decided by Extraordinary Resolution of the Members.

Subject to the terms set forth in the Act, the Members may by Extraordinary Resolution determine with respect to the Corporation's financial year to

- (a) have a review engagement instead of an audit; or
- (b) not appoint an auditor and not have an audit or a review engagement.

Section III.16 Voting.

- (a) Unless otherwise prescribed by the Act, the Articles or this By-law:
 - (i) every resolution put to a vote of the Members shall be decided by a show of hands or, in case of virtual meetings, by a roll call of the participating members; and
 - (ii) resolutions of Members shall be passed by Ordinary Resolution.
- (b) Upon request by a Member present and entitled to vote at an in-person meeting, the Members may determine by Ordinary Resolution that a resolution be put to vote by roll call or secret ballot.
- (c) Unless the vote has taken place by a specific count or secret ballot, a declaration by the Chair or their designate that a resolution has been carried

or defeated, and an entry to such an effect in the meeting minutes is conclusive evidence of the fact without proof of the number of votes in favour or against the motion.

- (d) The Chair or their designate shall have a casting vote.

Section III.17 Scrutineers at Meetings of Members.

- (a) The Board, in advance of any meeting of Members, may appoint two or more scrutineers from among the Members to act at the meeting or any adjournment thereof.
- (b) Each scrutineer shall:
 - (i) faithfully execute the duties of a scrutineer with strict impartiality and according to the best of their ability;
 - (ii) ascertain the number of Members and the voting rights of each;
 - (iii) determine the Members represented at the meeting and the existence of a quorum;
 - (iv) count all votes and ballots;
 - (v) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the scrutineers; and
 - (vi) certify their determination of the number of Members represented at the meeting and their count of all votes and ballots.

Section III.18 Election of Directors.

- (a) The following persons are disqualified from being a Director of the Corporation:
 - (i) a person who is not an individual;
 - (ii) a person who is under **eighteen (18) years** of age;
 - (iii) a person who has been found under the *Substitute Decisions Act, 1992* or the *Mental Health Act* or any successor thereof to be incapable of managing property;
 - (iv) a person who has been found incapable by any court in Canada or elsewhere; and

- (v) a person who has the status of bankrupt.
- (b) Any Directors elected before the first annual meeting of Members after the confirmation of this By-Law by the Members hold office until the next annual meeting of Members. Thenceforth, the Directors shall be elected at annual meetings of Members.
- (c) Not more than **ninety (90) days** and not less than **sixty (60) days** prior to the annual meeting, the Secretary shall make available nomination forms for the positions put to vote at such annual meeting.
- (d) The nomination period shall end **fourteen (14) days** prior to the date of the annual meeting.
- (e) The nomination form shall:
 - (i) be completed in full by the candidate, including in what relates to their brief bio and reasons for seeking election, and Director position being sought;
 - (ii) signed by such candidate and a nominator, whose nominator shall be a Member in good standing of the Corporation;
 - (iii) include the candidate's consent to act as a Director of the Corporation, if elected; and
 - (iv) returned to the Secretary not less than **fourteen (14) days** prior to the annual meeting.
- (f) A list of the candidates that meet the legal and administrative requirements shall be posted on the Corporation's website not later than **seven (7) days** prior to the annual meeting. Such list shall include the information set forth in subsection (e)(i).
- (g) Candidates who are not Members of the Corporation at the time of the annual meeting shall be deemed Members of the Corporation from the moment of their election and shall so remain until the term of their office.
- (h) Candidates having submitted a nomination form are not required to be present at the annual meeting to be elected.
- (i) The Chair or their designate shall accept nominations from the floor during the annual meeting for elected positions that received no nominations, provided that:

- (i) the nomination is seconded by a Member in good standing; and
- (ii) the nominee signs prior to the election their consent to act as a Director.

- (j) A candidate for the position of Chair shall be a current Director.
- (k) The election of Directors shall be held by secret ballot.
- (l) Without prejudice to (m) to (o), each Member entitled to vote shall be entitled to cast one vote for each position to be filled on the board.
- (m) The Members may, by Ordinary Resolution, decide that the election of Directors be held by slate. No such decision shall be taken by the Members within **ninety (90) days** of the annual meeting.
- (n) A slate shall put to vote candidates for each of the Director positions to be elected by the members at a given annual meeting.
- (o) The aforementioned process for the election of individual Directors applies *mutatis mutandis* to the election by slate, except in what relates to nominations from the floor.

ARTICLE IV
Board of Directors

Section IV.01 General Powers.

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

Section IV.02 Number of Directors.

Subject to the Articles, the Board shall be comprised of the number of Directors as determined from time to time by Special Resolution of the Members or, if the Special Resolution empowers the Board to determine the number, by Ordinary Resolution of the Board.

Section IV.03 Directors of the Corporation.

- (a) Subject to (b), the Board shall consist of:
 - (i) **seven (7) Directors** elected by the Members for a term of **two (2) years**, of whom:
 - (A) one Chair; and

(B) one Vice-Chair;

and

- (ii) one appointed Director, who shall be the immediate past-Chair. The immediate past-Chair has an advisory role and has no right to vote at meetings of the Board and Committees of the Board.
- (b) With a view to implementing staggered terms for the Directors, in the first annual meeting after the confirmation of this By-law by the Members, the Members shall elect:
 - (i) **four (4) Directors** for a term of **two (2) years**, of whom the Chair and the Vice-Chair; and
 - (ii) **three (3) Directors** for a term of **one (1) year**.

Section IV.04 Term of Office.

- (a) The Directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting following the election.
- (b) Each Director shall hold office until a successor is duly elected, or until the earliest of the Director's death, resignation, disqualification, or removal.
- (c) The filling of a vacancy of a Director who is an *ex officio* Officer entails that the Director appointed to fill the vacancy assume the *ex officio* Officer of the replaced Director.

Section IV.05 Newly Created Directorships and Vacancies.

- (a) Any newly created directorships resulting from an increase in the authorized number of Directors prescribed in Section IV.02 (Number of Directors), and any vacancies occurring in the Board, may be filled by Ordinary Resolution of the Board.
- (b) A Director elected pursuant to (a) shall hold office until the next election of Directors, or the earliest of such Director's death, resignation, disqualification, or removal.

Section IV.06 Resignation.

- (a) Any Director may resign at any time by notice given in writing to the Corporation. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified.

- (b) The resignation of a Director who holds an *ex officio* Officer position entails their resignation as an Officer.

Section IV.07 Removal.

Subject to the Act and the Articles, the Members may, by Ordinary Resolution at an annual or Special Meeting, remove any Director from office.

Section IV.08 Reasons by Director.

- (a) A Director is entitled to give the Corporation a statement giving reasons for:
 - (i) resigning; or
 - (ii) opposing their removal as Director, if a meeting of Members is called for the purpose of their removal.
- (b) The Corporation shall immediately give to the Members a copy of any statement mentioned in (a).

Section IV.09 Telematic and Hybrid Meetings.

- (a) A Board meeting may be held by means of telephonic, electronic or other telematic communication facility that permit all participants to communicate simultaneously and instantaneously with each other during the meeting, or in a hybrid manner, by a combination of physical and telematic attendance of Directors.
- (b) Participation in a telematic meeting shall constitute in-person presence at such meeting.

Section IV.10 Calling of Board Meetings.

Board meetings may be held:

- (a) regularly, and
- (b) *ad hoc*, upon request of the Chair or their designate, or any **three (3) Directors** entitled to vote.

Section IV.11 Notice of Board Meetings.

- (a) Notice of the time and place of a Board meeting shall be given via e-mail, by the Chair or their designate, not less than **seven (7) days** prior to the meeting.

- (b) Time and place of regular Board meetings may be set in advance, by the Chair or their designate, for a given month or the whole financial year of the Corporation by the Chair or their designate.
- (c) Notice of Board meetings shall include instructions for attending and participating in the meeting by telematic means.
- (d) No notice of a Board meeting need to specify the purpose or business to be transacted at the meeting, unless such meeting is intended to deal with one of these matters:
 - (i) submit to the Members any matter or question regarding the approval of the Members;
 - (ii) fill a vacancy among the Directors, or in the position of auditor or person appointed to conduct a review engagement of the Corporation;
 - (iii) appoint additional Directors;
 - (iv) issue debt obligations, except as authorized by the Directors;
 - (v) approve any financial statements of the Corporation;
 - (vi) adopt, amend or repeal By-laws; and
 - (vii) establish contributions to be made, or dues to be paid, by Members.
- (e) Notice of meeting shall not be necessary if:
 - (i) all the Directors are present and none of them objects to holding the meeting; or
 - (ii) those Directors who are absent have waived notice or otherwise signified their consent to holding the meeting.

Section IV.12 Waiver of Notice.

- (a) Whenever notice to Directors is required by the Act, the Articles or this By-law, a waiver thereof, in writing, signed by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice.
- (b) Attendance by a Director at a regular or *ad hoc meeting* of the Board shall constitute a waiver of notice of such meeting, except when the Director

attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was unlawfully called.

- (c) Neither the business to be transacted at, nor the purpose of, any regular or *ad hoc* meeting of the Board or Committee of the Board need be specified in any waiver of notice.

Section IV.13 Quorum.

A quorum for a Board meeting shall be **a majority** of the Directors entitled to vote at the meeting, such majority being necessary and sufficient for the transaction of business.

Section IV.14 Adjourned Meetings.

- (a) A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place.
- (b) Notice of a meeting that continues an adjourned Board meeting is not required to be given if all of the following are announced at the time of an adjournment:
 - (i) the time of the continued meeting;
 - (ii) the place of the continued meeting (if not a fully virtual meeting); and
 - (iii) instructions for attending the meeting via telematic means.

Section IV.15 Conduct of Meetings.

- (a) Subject to the Act, the Articles and this By-law, the Chair or their designate shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in their judgment are appropriate for the proper conduct of the meeting.
- (b) The Secretary or, in their absence or inability to act, the person whom the chair of the meeting shall appoint the secretary of the meeting, shall prepare and keep the minutes thereof.
- (c) The Chair or their designate shall have a casting vote.

Section IV.16 Resolutions in Writing.

Unless otherwise restricted by the Articles or this By-law, any resolution required or permitted to be passed at any meeting of the Board may be taken without a meeting if all Directors entitled to vote consent thereto in writing or by electronic transmission, and the

writings or electronic transmissions are filed with the minutes of proceedings of the Board in accordance with the Act.

Section IV.17 Remuneration.

- (a) The Directors may fix the remunerations of the Directors, Officers, staff, and employees of the Corporation, and the aforementioned individuals may be reimbursed for expenses incurred in the service of the Corporation.
- (b) Any Member, Director or Officer may receive reasonable remuneration, and be reimbursed for expenses for services to the Corporation in any other capacity.

Section IV.18 Committees of the Board.

- (a) The following shall be Committees of the Board:
 - (i) the Risk and Conduct Committee;
 - (ii) the Finance and Budget Committee; and
 - (iii) the Governance Committee
- (b) The Board may designate *ad hoc* Committees of the Board and appoint the members of such committees.
- (c) All members of Committees of the Board shall be Directors of the Corporation.
- (d) Any Committee of the Board shall consist of at least **three (3)** Directors of the Corporation, and any Director may be a member of more than one Committee.
- (e) The Board shall appoint from among its members the chairs of the Committees.
- (f) The Chair of the Board shall be an *ex officio* member of all the Committees of the Board.

Section IV.19 Powers of the Committees of the Board.

No Committee of the Board shall have the authority to do any of the set forth in subsection IV.11(d).

Section IV.20 Organization of the Committees of the Board.

The provisions of this ARTICLE IV on telematic and hybrid meetings, calling of meetings, notice of meetings, waiver of notice, adjourned meetings, conduct of meetings and resolutions in writing shall apply *mutatis mutandis* to the Committees of the Board.

Section IV.21 Risk and Conduct Committee.

The Risk and Conduct Committee is a standing Committee of the Board and shall:

- (a) have authority to discipline any Member or staff of the Corporation pursuant to the terms of Section II.07 (Discipline of Members and Staff);
- (b) establish, maintain and amend, as appropriate, procedures to handle complaints and obtain security and background clearances for volunteers required to undergo police checks;
- (c) undertake other tasks delegated by the Board, subject to the Act and the Articles.

Section IV.22 Finance and Budget Committee.

The Finance and Budget Committee is a standing Committee of the Board and shall:

- (a) prepare a draft budget for the subsequent financial year of the Corporation for approval of the Board prior to be put to the vote of the Members;
- (b) liaise with the Officers of the Corporation to obtain timely estimates of revenue and expenditures to include in the draft budget;
- (c) lead the development of new finance-related policies and the amendment of current ones, as appropriate;
- (d) review, prior to their execution, employment contracts, and service and other commercial agreements to be entered with by the Corporation;
- (e) evaluate the performance of employees and Officers who are not Directors of the Corporation; and
- (f) undertake other tasks delegated by the Board, subject to the Act and the Articles.

Section IV.23 Governance Committee.

The Governance Committee is a standing Committee of the Board and shall:

- (a) lead the development and the review, as appropriate, of the Corporation's By-laws and policies, and the implementation of said policies;
- (b) develop metrics for the measurement and benchmarking of the performance of the Corporation's departments;
- (c) promote the adoption of best practices within and across the Corporation's departments;
- (d) develop and maintain a succession plan for the leadership of the Corporation; and
- (e) undertake other tasks delegated by the Board, subject to the Act and the Articles.

Section IV.24 *Ad Hoc* Committees.

- (a) *Ad hoc* Committees of the Board shall have the authority vested on them by the Board, subject to the Act, the Articles and this By-law.
- (b) An *ad hoc* Committees of the Board ceases its existence according to the terms of the decision of the Board that created such committee, or by decision of the Board to cease the existence of such committee.

Section IV.25 Advisory Bodies.

- (a) The Board may designate consultative bodies ("**Advisory Bodies**") and appoint the members of such bodies.
- (b) The Board shall enact terms of reference for each Advisory Body, which shall include rules on individuals qualified to be members of such an Advisory Body, conduct of meetings, and deliverables.
- (c) An Advisory Body shall be chaired by a Director and may be constituted by individuals who are not Members of the Corporation.
- (d) Each Advisory Body shall appoint a secretary, who shall be responsible for attending and recording, by drafting minutes, the proceedings of such Advisory Body meetings.
- (e) The Chair of each Advisory Board shall be responsible for causing to be included in the records of the Board the minutes of the Advisory Body of which they is the Chair.

- (f) An Advisory Body ceases its existence according to the terms of the decision of the Board that created such Advisory Body, or by decision of the Board to cease the existence of such Advisory Body.

ARTICLE V

Officers

Section V.01 Election and Appointment of Officers.

- (a) The Officers of the Corporation are the individuals appointed by the Board pursuant to Section V.04 (Officers of the Corporation).
- (b) Two or more offices may be held by the same individual.
- (c) A Director may be appointed by the Board as an Officer.
- (d) An individual who is not a Member of the Corporation at the time of their appointment as an Officer is deemed a Member of the Corporation from the moment they accept the appointment, and, as such, is entitled to the rights, and subject to the duties, of the Members of the Corporation, including in what respects to the payment of membership dues.

Section V.02 Powers of Officers.

- (a) Officers of the Corporation have no inherent powers. They derive their authority from this By-law and the powers that the Board may, from time-to-time, delegate to them.
- (b) Notwithstanding (a), the Board may not delegate to any of the Officers any of the following powers:
 - (i) to submit to the Members any matter or question regarding the approval of the Members;
 - (ii) to fill a vacancy among the Directors, or in the position of auditor or person appointed to conduct a review engagement of the Corporation;
 - (iii) to appoint additional Directors;
 - (iv) to issue debt obligations, except as authorized by the Directors;
 - (v) to approve any financial statements of the Corporation;
 - (vi) to adopt, amend or repeal By-laws; and

- (vii) to establish contributions to be made, or dues to be paid, by Members.

Section V.03 Term.

- (a) Officers *ex officio* serve as officers for as long as they are Directors of the Corporation.
- (b) Appointed Officers serve for the term of their respective appointments by the Board, or until the earliest of their death, resignation, or being relieved of their Officer duties, whether for cause or without cause, by the Board.
- (c) The resignation of an *ex officio* Officer entails their resignation as Director.

Section V.04 Officers of the Corporation.

Subject to the powers of the Board to create, merge and abolish offices, the Officers of the Corporation and their respective responsibilities are as follows:

- (a) Executive Director, whose responsibilities are:
 - (i) to be responsible for the day-to-day management of the Corporation;
 - (ii) to exercise general supervision of the Corporation, in accordance with the Act, the Articles, and the Corporation's By-laws and policies;
 - (iii) to be, within the limits prescribed by the Board, the Corporation's primary representative, including before the Corporation's stakeholders and the community at large;
 - (iv) to grant access rights and manage the Corporation's use of the Hockey Canada Registry (HCR) database;
 - (v) if a Director of the Corporation, to be an *ex officio* member of all the Committees of the Board;
 - (vi) to be the Secretary of the Corporation, unless otherwise determined by the Board;
 - (vii) to delegate their tasks as necessary, subject to the approval of the Board, including in what relates to the direction and supervision of the Corporation's ice scheduling, referee and timekeeping leads;
 - (viii) to report regularly to the Board; and

- (ix) any other that may be delegated to them by the Board.
- (b) Treasurer, who shall be appointed from among the elected Directors of the Corporation, whose responsibilities are:
 - (i) to be the custodian of the Corporation's funds and securities, except as otherwise provided by the Board;
 - (ii) if a Director of the Corporation, to chair the Finance and Budget Committee;
 - (iii) to keep full and accurate accounts of disbursements in books belonging to the Corporation;
 - (iv) to deposit, or cause to be deposited, all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board;
 - (v) to disburse, or cause to be disbursed, the funds of the Corporation as per the guidance provided by the Board and keep proper record of such disbursements in books belonging to the Corporation;
 - (vi) to render account and provide financial reports, to the Board and to the Executive Director, at any Board meetings and whenever the Chair so requests, of the financial transactions of the Corporation and the financial condition of the Corporation;
 - (vii) to liaise between the Corporation and Corporation's auditor or the person engaged to conduct the review engagement, and ensure that the Corporation's records required for the preparation of the audit or review engagement report, as the case may be, have been prepared in accordance with Canadian general accepted accounting principles (Canada);
 - (viii) to ensure adherence to, and implementation of, all the finance-related policies of the Corporation, and lead, with the Finance and Budget Committee, the development of new policies and the amendment of current ones, as appropriate;
 - (ix) to present the audit report or review engagement report, as the case may be, to the Members at the annual meeting of the Corporation; and
 - (x) any other that may be delegated to them by the Board.
- (c) Secretary, whose responsibilities are:

- (i) to attend and record, by drafting minutes, the proceedings of all meetings of the members, the Board and the Committees of the Board;
 - (ii) to enter, or caused to be entered, in the Corporation's minute book, all of the proceedings of aforementioned meetings mentioned in (i);
 - (iii) to give, or cause to be given, notices to Members, Directors and the Corporation's auditor or person engaged to conduct the review engagement, as the case may be;
 - (iv) to be custodian of all the Corporation's books, records, documents and other instruments, with the exception of the Corporation's fund and securities, and, if applicable, the Corporation's seal; and
 - (v) any other that may be delegated to them by the Board.
- (d) OMHA Contact Officer, whose responsibilities are:
- (i) to coordinate the rostering of all the Corporation's players, teams and team officials;
 - (ii) to ensure that the Corporation purchases all the required and appropriate insurance for the Corporation's teams and players;
 - (iii) to secure, or cause to be secured, travel permits for the teams and team officials, wherever required;
 - (iv) to apply for tournament sanctions and complete tournament reconciliations;
 - (v) to represent the Executive Director at OMHA's annual meetings;
 - (vi) to liaise with OMHA officers, in matters whose liaison is not assigned by the By-Laws or policies of the Corporation to another Officers;
 - (vii) to liaise with other Officers, as appropriate, to finalize the rosters to submit to OMHA;
 - (viii) to ensure that all required rosters are timely submitted to OMHA, as per OMHA's guidelines;
 - (ix) to liaise with team managers regarding suspensions received by players of the different teams of the Corporation;

- (x) to delegate their tasks as appropriate, subject to the approval of the Executive Director; and
 - (xi) any other that may be delegated to them by the Board or Executive Director.
- (e) Equipment Officer, whose responsibilities are:
- (i) to submit to the Finance and Budget committee reports on estimated equipment expenditures, and courses and training for coaches and players;
 - (ii) to ensure adherence, to and implementation of, the equipment purchase policy of the Corporation, and lead the development of new policies and the amendment of current ones, as appropriate;
 - (iii) to maintain an inventory of all the equipment owned by the Corporation;
 - (iv) to maintain and repair all equipment owned by the Corporation;
 - (v) to review request for proposals for equipment needs;
 - (vi) to purchase hockey equipment, as required, pursuant to the approved budget;
 - (vii) to report on development and equipment matters, including on the purchase of equipment for the Corporation, to the Board and to the Executive Director;
 - (viii) to delegate their tasks as appropriate, subject to the approval of the Executive Director; and
 - (ix) any other that may be delegated to them by the Board or the Executive Director.
- (f) The Hockey Development Officer, whose responsibilities are:
- (i) to establish a mentor program for the Corporation's teams' coaches;
 - (ii) to develop a series of tactics and systems for each age group, in consultation with the Officers responsible for the Corporation's teams, to ensure consistency in coaching and player development across the teams;

- (iii) to recruit and train volunteers to work on the technical development of coaches and players;
 - (iv) to evaluate coaches and trainers, on an *ad hoc* basis;
 - (v) to manage, supervise, and improve, as required, the coach mentoring program;
 - (vi) to develop and update as required, in consultation with OMHA coaches, tactics and systems appropriate for each age group, with the purpose of ensuring consistency in coaching and player development across teams;
 - (vii) to recruit and train volunteers to assist with the technical development of coaches and players;
 - (viii) to liaise with HC, OHF and OMHA on matters related to hockey development;
 - (ix) to develop, manage and deliver in-house clinics, courses and workshops for coaches and players;
 - (x) to manage coaches and players' participation in clinics, courses and workshops offered by third-party organizations, and liaise with such third-parties;
 - (xi) to assist the Officers responsible for the Representative Hockey, as required, with selecting the coaches for the Representative Hockey teams;
 - (xii) to lead, in consultation with the Executive Director and other Officers, as appropriate, the interviews to hire for skill development positions, such as power skating, skills development, and goalie training);
 - (xiii) to report on hockey development matters to the Board and to the Executive Director;
 - (xiv) to delegate their tasks as appropriate, subject to the approval of the Executive Director; and
 - (xv) any other that may be delegated to them by the Board or the Executive Director.
- (g) Representative Hockey (U14-U18) Officer, whose responsibilities are:

- (i) to manage and supervise the work of Representative Hockey (U14-U18);
 - (ii) to lead the selection of the coaches for the Representative Hockey U14-U18 teams;
 - (iii) to chair all meetings of coaches and managers under the authority of the Representative Hockey (U14-U18) Officer;
 - (iv) to be responsible for the enforcement of the OMHA's rules and regulations in what relates to Representative Hockey (U14-U18);
 - (v) to liaise between the Corporation's representative teams U14-U18 and the Board;
 - (vi) to liaise and coordinate, as required, with the Representative Hockey (U10-U13) Officer, and Officers responsible for other Corporation's teams;
 - (vii) to represent the Executive Director at regional and provincial meetings related to Representative Hockey (U14-U18);
 - (viii) to delegate their tasks as appropriate, subject to the approval of the Executive Director; and
 - (ix) any other that may be delegated to them by the Board or the Executive Director.
- (h) Minor Development (U8 MD-U9 MD) and Representative Hockey (U10-U13) Officer, whose responsibilities are:
- (i) to assist the Representative and Minor Development Officers with the selection of coaches for the representative teams;
 - (ii) to coordinate the delivery of all clinics, courses and workshops;
 - (iii) to liaise with OMHA and HC officials on program development;
 - (iv) to lead the team responsible for the recruitment of individuals to be hired by the Corporation for the purpose of skill development (such as power skating; skills clinics, and goalie training);
 - (v) to manage and supervise the work of Minor Development (U8 MD-U9 MD) and Representative Hockey (U10-U13);

- (vi) to lead the selection of the coaches for Minor Development (U8 MD-U9 MD) and Representative Hockey U110-U13 teams
 - (vii) to chair all meetings of coaches and managers under the authority of the Minor Development (U8 MD-U9 MD) and Representative Hockey (U10-U13) Officer;
 - (viii) to be responsible for the enforcement of the OMHA's rules and regulations in what relates to Minor Development (U8 MD-U9 MD) and Representative Hockey (U10-U13);
 - (ix) to liaise between the Corporation's Minor Development (U8 MD-U9 MD) and Representative Hockey (U10-U13) teams and the Board;
 - (x) to liaise and coordinate, as required, with Officers responsible for other Corporation's teams;
 - (xi) to represent the Executive Director at regional and provincial meetings related to Minor Development (U8 MD-U9 MD) and Representative Hockey (U10-U13);
 - (xii) to delegate their tasks as appropriate, subject to the approval of the Executive Director; and
 - (xiii) any other that may be delegated to them by the Board or the Executive Director.
- (i) Select Hockey Program Officer, whose responsibilities are:
- (i) to manage and supervise the work of Select Hockey programming;
 - (ii) to manage the registration of the Select team officials and players;
 - (iii) to lead the appointment of the Select convenors;
 - (iv) to chair meetings with the Select convenors;
 - (v) to liaise with the Corporation's ice scheduling lead regarding the allocation of time slots for Select practices and games;
 - (vi) to be responsible for the enforcement of the OMHA's rules and regulations in what relates to Select;
 - (vii) to ensure that convenors are familiar with the current version of Corporation's Manual of Operation and Rules Book;

- (viii) to report on Select matters to the Board and to the Executive Director;
 - (ix) to delegate their tasks as appropriate, subject to the approval of the Executive Director; and
 - (x) any other that may be delegated to them by the Board or the Executive Director.
- (j) House League Hockey (U12-U21) Program Officer, whose responsibilities are:
- (i) to manage and supervise the work of the House League (U12-U21) programming;
 - (ii) to manage the registration of the House League (U12-U21) team officials and players;
 - (iii) to lead the appointment of the House League (U12-U21) convenors;
 - (iv) to chair meetings with the House League (U12-U21) convenors;
 - (v) to liaise and coordinate, as required, with the House League (U5-U11) Program Officer, and Officers responsible for other Corporation's teams;
 - (vi) to liaise with the Corporation's ice scheduling lead regarding the allocation of time slots for House League (U12-U21) practices and games;
 - (vii) to be responsible for the enforcement of the OMHA's rules and regulations in what relates to the House League (U12-U21);
 - (viii) to ensure that the House League (U12-U21) convenors are familiar with the current version of Corporation's Manual of Operation and Rules Book;
 - (ix) to report on House League (U12-U21) matters to the Board and to the Executive Director;
 - (x) to delegate their tasks as appropriate, subject to the approval of the Executive Director; and
 - (xi) any other that may be delegated to them by the Board or the Executive Director.

- (k) House League Hockey (U5-U11) Program Officer, whose responsibilities are:
- (i) to manage and supervise the work of the House League (U5-U11) programming;
 - (ii) to manage the registration of the House League (U5-U11) team officials and players;
 - (iii) to lead the appointment of the House League (U5-U11) convenors;
 - (iv) to chair meetings with the House League (U5-U11) convenors;
 - (v) to liaise and coordinate, as required, with the House League (U10-U21) Program Officer, and Officers responsible for other Corporation's teams;
 - (vi) to liaise with the Corporation's ice scheduling lead regarding the allocation of time slots for House League ((U5-U11) practices and games;
 - (vii) to be responsible for the enforcement of the OMHA's rules and regulations in what relates to the House League ((U5-U11));
 - (viii) to ensure that the House League (U5-U11) convenors are familiar with the current version of Corporation's Manual of Operation and Rules Book;
 - (ix) to report on House League (U5-U11) matters to the Board and to the Executive Director;
 - (x) to delegate their tasks as appropriate, subject to the approval of the Executive Director; and
 - (xi) any other that may be delegated to them by the Board or the Executive Director.
- (l) Risk Management Officer, whose responsibilities are:
- (i) to implement and enforce OMHA's risk management programs;
 - (i) to work with the Risk and Conduct Committee to establish, maintain and amend, as appropriate, procedures to handle complaints and obtain security and background clearances for volunteers required to undergo police checks;

- (ii) to lead the drafting and reviewing of the Corporation's By-laws and policies;
 - (iii) if a Director of the Corporation, to chair the Risk and Conduct Committee;
 - (iv) to implement and maintain a channel for the Corporation to receive complaints from Members and other persons who may have a legitimate interest in such complaints;
 - (v) to lead the investigation of complaints, and ensure the fair and expeditious investigation of complaints in an impartial, confidential and independent manner;
 - (vi) to report on complaints received; disciplinary issues, and risk management matters to the Board and to the Executive Director;
 - (vii) to delegate their tasks as appropriate, subject to the approval of the Executive Director; and
 - (viii) any other that may be delegated to them by the Board or the Executive Director.
- (m) Team Managers and Parent Liaison Officer, whose responsibilities are:
- (i) to provide support to team managers;
 - (ii) to conduct bi-monthly check-in meetings with the team managers and relay information to Officers, as appropriate;
 - (iii) to liaise with, and be the primary point of contact for, parents and guardians on matters related to players and their teams;
 - (iv) to delegate their tasks as appropriate, subject to the approval of the Executive Director; and
 - (v) any other that may be delegated to them by the Board or the Executive Director.
- (n) any other Officers that the Board may appoint; such Officers shall have the powers that the Board – subject to the Act, the Articles and this By-law – entrusts them with.

Section V.05 Vacancy in Office.

Should any vacancy occur among any appointed Officer, the position shall be filled by the Board.

Section V.06 Temporary Substitution of Appointed Officers.

In case any appointed Officer is absent, or for any other reason that the Board may deem sufficient, the Executive Director, subject to the Board's approval, may delegate for the time being the powers or duties of such appointed Officer to any Officer.

Section V.07 Meetings of Officers.

- (a) Meetings of all or a number of Officers may be convened at the Executive Director or their designate's discretion.
- (b) No Officers, meeting as Officers, shall make any decisions that, according to the Act, the Articles or this By-law, falls within the scope of authority of the Board or a Committee of the Board.

ARTICLE VI

Banking Arrangements and Borrowing Powers

Section VI.01 Banking Arrangements.

- (a) The banking business of the Corporation, including in what relates to the deposit of securities, shall be transacted at such bank(s), trust company/ies, credit union(s), or other firm(s) or corporation(s) carrying on a banking business in Canada as the Board may designate, appoint or authorize from time to time by Ordinary Resolution.
- (b) All deposits of the Corporation shall be in guaranteed investment certificates (GICs), bonds, or cash accounts.
- (c) The banking business, or any part of it, including the signature of cheques and the electronic transfer of funds, shall be transacted by such Director(s) and/or Officer(s) of the Corporation, or other person, as the Board may by Ordinary Resolution from time to time designate, direct or authorize, within the limits, if any, of such designation, direction or authorization.

Section VI.02 Borrowing Powers.

- (a) The Board may, without authorization of the Members:
 - (i) borrow money on the credit of the Corporation;

- (ii) issue, reissue, sell, pledge debt obligations of the Corporation;
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (iv) mortgage, pledge or otherwise create a security interest in all or any of the property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- (b) The Board may, by Ordinary Resolution, delegate the powers set forth in (a), and the powers to modify arrangements, terms and conditions to the operations set forth in (a) to a Director, a Committee of Director or an Officer or Officers of the Corporation.

ARTICLE VII

Dispute Resolution

Section VII.01 Dispute Resolution.

Subject to Section II.07 (Discipline of Members and Staff), if a dispute or controversy between or among the Corporation's Members, Directors or Officers arising out of or related to the Articles or By-laws, or any aspect of the activities or affairs of the Corporation, is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows, to the exclusion of such persons instituting a law suit or legal action:

- (a) The dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute.
- (b) All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and not be subject to appeal on a question of fact, law, or mixed fact and law; and
- (c) All costs incurred with the arbitrator shall be borne by such parties as may be determined by the arbitrator.

ARTICLE VIII

Limitation of Liability and Indemnity

Section VIII.01 Limitation of Liability.

- (a) Every Director and officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith in the best

interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- (b) Nothing in this Section shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach thereof.
- (c) A Director who votes for or consent to a resolution authorizing either of the following is jointly and severally liable to restore to the Corporation any money or property so paid or distributed and not otherwise recovered by the Corporation:
 - (i) a payment of a distribution to a Member, Director or Officer contrary to the Act; or
 - (ii) a payment of an indemnity contrary to the Act.
- (d) A Director who has satisfied a judgment is entitled to contribution from the other Directors who voted for or consented to the unlawful act upon which the judgment was founded.
- (e) No provision in a contract, the Articles, the By-laws or a resolution relieves a Director or Officer from the duty to act in accordance with the Act and regulations under the Act, or relieves them from liability for breach of said act and regulations.
- (f) Subject to the foregoing and to the Act or other applicable legislation, no Director or Officer shall be liable for
 - (i) the acts, omissions, failures, neglects or defaults of any other Director, Officer, or staff or employee of the Corporation;
 - (ii) joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
 - (iii) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested;
 - (iv) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited;
 - (v) any loss occasioned by any error of judgment or oversight on their part; or

- (vi) any loss, damage or misfortune that shall happen in the execution of the duties of their office or in relation thereto.
- (g) The Board shall arrange for liability insurance for the Directors and Officers of the Corporation.

Section VIII.02 Indemnity.

- (a) The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or such another entity.
- (b) The Corporation shall advance monies to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in this Section, and such individual shall repay the monies if they do not fulfil the conditions set forth in (c).
- (c) The Corporation shall not indemnify an individual under the stipulated in (a) unless such individual:
 - (i) acted honestly and in good faith in the best interests of the Corporation or, as the case may be, in the best interests of the other entity for which they acted as a director or officer or in a similar capacity at the Corporation's request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.
- (d) The Corporation shall also indemnify the individual referred to in (a) in such other circumstances as the Act or other applicable law permits or requires.
- (e) Nothing in this By-law shall limit the right of any person entitled to indemnity for reasons other than the reasons set forth in this Section.

ARTICLE IX
Amendment and Repeal of By-Laws

Section IX.01 Amendment.

- (a) Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws, except in matters related to:
 - (i) the transfers of membership;
 - (ii) changes to the manner of giving notice to members entitled to vote at meetings of Members; and
 - (iii) changes to the method of voting by Members not in attendance at a meeting of Members.
- (b) Any By-law of provision therein amended or repealed in accordance with (a) shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by Ordinary Resolution.
- (c) If the By-law, amendment or repeal is confirmed or confirmed as amended by the members by Ordinary Resolution, it remains effective in the form in which it was confirmed.
- (d) The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.
- (e) Members may make proposals to make, amend or repeal By-laws in accordance with the procedure set forth in the Act.

Section IX.02 Repeal.

- (a) The Sixth Edition (June 2023) of the General By-law No. 1 of the Corporation and all the precedent editions thereto are repealed as of the coming into force of this By-law.
- (b) The repeal shall not affect the previous operation of any By-laws totally or partially repealed, consistent with applicable laws, or affect the validity of any act done, or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made, under any such By-law, before its repeal.
- (c) All officers and persons acting under the provisions of this By-law, and all resolutions of the members or the Board or a Committee of the Board with continuing effect passed under any repealed By-laws shall continue to be

good and valid except to the extent inconsistent with the Act, the Articles and this By-Law.

[Signatures on the following page]

DRAFT

Northumberland Minor Hockey Association
By-Law No. 1 – General By-Law

ENACTED by the Board on the _____ of _____, 2025

Jodi METCALFE, Chair of the Board

Melissa ESLER, Secretary

CONFIRMED by the Members on the _____ of _____, 2025

Jodi METCALFE, Chair of the Board

Melissa ESLER, Secretary

The certifications hereto may be signed in two or more counterparts, each of which shall be deemed an original and all of which shall be deemed to be one instrument.