

# Lake Erie Minor Hockey Association

General By-Law No. 1

Whereas the constitution of the Association is held in the Articles of Incorporation, let this document serve as a set of By-laws generally relating to the affairs of the Lake Erie Minor Hockey Association.

**BE IT ENACTED** as the By-laws of the Lake Erie Minor Hockey Association, as follows:

## **ARTICLE 1 – DEFINITIONS AND INTERPRETATION**

1.1 **Definitions.** The following terms, when used in these By-laws and in all other Policies, rules and resolutions of LEMHA shall have the following meanings unless the context otherwise requires:

- a) **"Agreement"** means the Erie North Shore Amherstburg Amalgamation Agreement, dated January 17, 2025 entered into between ENSMHA and AMHA, agreeing to amalgamate under the ONCA and continue as the Association;
- b) **"AMHA"** means the Amherstburg Minor Hockey Association, one of the two Centres that amalgamated to form LEMHA;
- c) **"Annual Meeting"** means the annual meeting of the Association;
- d) **"Articles"** means any instrument that incorporates the Association or modifies its incorporating instrument from time to time, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, or special act;
- e) **"Association"** or **"LEMHA"** means Lake Erie Minor Hockey Association (or such other name as the Association may in the future legally adopt), created in accordance with the Agreement;
- f) **"Act"** means the Ontario *Not-for-Profit Corporations Act, 2010* and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- g) **"Board"** means the board of Directors of the Association;
- h) **"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;
- i) **"By-laws"** means this duly authorized 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;
- j) **"Centre"** is 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;
- k) **"Chair"** means the President of the Association;
- l) **"Code of Conduct"** means any set of rules, guidelines and principles that define the expected behaviour and ethical standards for Members, Directors, Officers, employees and volunteers of the Association;
- m) **"Director"** means an individual who has been elected or appointed to the Board;
- n) **"ENSMHA"** means the Erie North Shore Minor Hockey Association, one of the two Centres that amalgamated to form LEMHA;
- o) **"Executive"** means the members of the Executive Committee, as set out in Article 11;
- p) **"Extra-ordinary Resolution"** means a resolution requiring the approval of at least 80% of of the votes cast at a Meeting of Members or Board meeting, as the case may be;
- q) **"Harrow Arena"** means the arena complex located at 243 McAfee Street, Harrow, Ontario;
- r) **"HC"** means Hockey Canada (or such other name as it may in the future legally adopt);
- s) **"Kingsville Arena"** means the arena complex located at 1741 Jasperson Lane, Kingsville, Ontario;

- t) **"Inaugural Board"** means the Directors of the Association listed in the Agreement;
- u) **"Inaugural Year"** means the period commencing at the close of the Annual Meeting held immediately following the enactment of these By-Laws until the close of the Association's Annual Meeting to be held in 2026;
- v) **"Libro Arena"** means the arena complex located at 3295 Meloche Road (Libro Centre), Amherstburg, Ontario;
- w) **"Letters Patent"** is the legal documents prepared for government approval, which approval when granted gives "life" (corporate status) to the Association;
- x) **"Members"** means all classes of membership in the Association as more particularly set out in Article 5;
- y) **"Meeting of Members"** means the Association's Annual Meeting or Special Meeting, as applicable in the circumstances;
- z) **"Officers"** means the individuals who hold the offices of the Association duly appointed by the Board in accordance with Section 10.3;
- aa) **"OHF"** means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- bb) **"OMHA"** means Ontario Minor Hockey Association Inc. (or such other name as the OMHA may in the future legally adopt);
- cc) **"Ordinary Resolution"** means a resolution requiring the approval of at least 50% plus 1 of the votes cast at a Meeting of Members or Board meeting, as the case may be;
- dd) **"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;
- ee) **"Predecessor Act"** means the Ontario *Corporations Act*, R.S.O. 1990, Chapter 38, as amended from time to time;
- ff) **"Registered Player"** means a player registered with the Association, paid-up to date and playing with the Association;
- gg) **"Special Meeting"** means any Meeting of Member other than an Annual Meeting;
- hh) **"Special Resolution"** means a resolution requiring the approval of at least 2/3rds of the votes cast at a Meeting of Members or Board meeting, as the case may be;
- ii) **"LL"** means Local League;
- jj) **"REP"** means Representative, or Travel League;
- kk) **"ECHLL"** means Essex County Hockey Local League

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 - OBJECTIVES AND PURPOSE**

- 2.1 Purpose. The intention of the Association is to organize, develop and promote REP and LL divisions of amateur minor hockey within the Centre's geographic boundaries, in accordance with the purposes set out and described in the Articles.
- 2.2 The Association shall promote, administer and improve organized amateur hockey in the Towns of Amherstburg, Kingsville, and Harrow, Ontario as a member of the OMHA within the authority of the OHF and HC by:
  - a) Fostering and encouraging the sport of hockey within the territory under its control;
  - b) Fostering community spirit among its Members and all participates and supporters;
  - c) Having and exercising a general care, supervision and direction over all participating Association activities; and
  - d) Promoting keen sportsmanship and the development of healthy minds and bodies.
- 2.3 No Pecuniary Gain. The Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its purposes.

## **ARTICLE 3 - REGISTERED OFFICE AND SEAL, CENTRE POINT, FISCAL YEAR**

- 3.1 The registered head office of the Association shall be **Harrow Arena, 243 McAfee Street, Harrow, Ontario, NOR-1G0**, or such other place within Amherstburg, Harrow, or Kingsville as the Board may determine, by Ordinary Resolution, from time to time. The mailing address shall be the same.
- 3.2 Until otherwise altered or amended by the Board and the OMHA, the centre point for the Association shall be 5050 Marsh Road, Harrow, Ontario, NOR-1G0 (42.06802 N, 82.91550 W).
- 3.3 The corporate seal of the Association shall be in form that the Board may by Ordinary Resolution adopt from time to time. A document executed on behalf of the Association is not invalid merely because the corporate seal is not affixed thereto.
- 3.4 The fiscal year of the Association shall be from May 1<sup>st</sup> to April 30<sup>st</sup>.

## **ARTICLE 4 – AFFILIATIONS**

4.1 The Association shall have the following affiliations:

- a) HC, OHF, OMHA, Bluewater Hockey League and ECHLL.
- b) Such other affiliations as the Board deems necessary and appropriate to carry out the Association's stated objectives.
- c) The Town of Essex (Harrow), the Town of Amherstburg, and the Town of Kingsville Parks and Recreation Departments.

## **ARTICLE 5 - CLASSES OF MEMBERSHIP**

5.1 There shall be three (3) classes of membership in the Association:

- a) Active Membership;
- b) Parent/Guardian Membership;
- c) Honorary Membership

## **ARTICLE 6 - MEMBERSHIP, ELIGIBILITY AND VOTING ENTITLEMENT**

6.1 Terms and Eligibility

- a) Active Members: Active Members shall consist of all Directors, conveners, committee members, all team officials rostered to active Association teams, all Registered Players who are at least eighteen (18) years of age and in good standing with the Association. Members in this classification shall be entitled to one (1) vote per person at any Meeting of Members.
- b) Parent/Guardian Members: Parent/Guardian Members shall consist of all parents or legal guardians of Registered Players under eighteen (18) years of age and in good standing with the Association. Members in this classification shall be entitled to one (1) vote per eligible Registered Player at any Meeting of Members. Where an eligible Registered Player has two parents or legal guardians, only one (1) vote shall be cast with respect to said eligible Registered Player.
- c) Honorary Members: An Honorary membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated by any voting Member at a Meeting of Members or by the Board and in order for such nomination to have effect, it must be confirmed by a majority vote of the Board or Members (where such nomination is proposed at a Meeting of Members), as the case may be. All individuals who were previously designated as "Life Members" of ENSMHA and AMHA, shall be deemed to be an Honorary Member. Honorary Members shall have no voting rights.

6.2 One Person – One Class of Membership

While a Member may be qualified for more than one (1) class of membership, no person may hold more than (1) class of membership at any Meeting of Members. It is therefore mandatory that each Member shall declare himself/herself prior to the start of any such meeting of the membership and advise the Chair of the membership class he/she wishes to represent. Once the meeting is called to order, the Member must remain in that class of membership throughout the meeting and may not change to another category or class of membership.

### 6.3 Membership and Board Lists

The Registrar shall prepare and maintain a list of current Active, Parent/Guardian and Honorary Members of the Association, which list shall be updated as may be necessary from time to time. Such list shall be kept in an online format within the Hockey Canada Registry. Such list of Members and Directors shall be used to determine eligibility to attend and vote at any Meeting of Members and Directors' meetings and are available upon request to all Directors. The Members' list may only be made available to a Member pursuant to a written request made in accordance with the requirements under the Act.

### 6.4 Membership Year

Unless otherwise determined by the Board, every membership, other than an Honorary membership, shall commence on or after the 1st day of May in each year, and shall lapse and terminate on the 30th day of April, next following the date on which such membership commenced.

### 6.4 Termination of Membership

- i. Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death;
- ii. Members whose fees are in arrears for a period of three (3) months or more shall, without agreed upon prior arrangements, be suspended from membership and shall not be permitted to vote or hold office in the Association. The Association President shall inform those concerned of this suspension, in writing.
- iii. Subject to Section 6.5, Members whose conduct is considered, by the Board, to be detrimental to the Association shall be disciplined or expelled from the Association. The Vice President of Travel, or the Vice President of Local League (as appropriate) shall inform those concerned of this discipline or expulsion, in writing and procedural steps are laid out in the Association Policies and Procedures manual.
- iv. The Association is dissolved or liquidated
- v. The membership is repurchased by the Association under certain circumstances.

### 6.5 Discipline of a Member

(a) The Board retains the right to discipline Members as necessary where the discipline may result in one or more of the following actions:

- i. Suspension – Ordinary Resolution
- ii. Fine – Ordinary Resolution
- iii. Expulsion – Extraordinary Resolution
- iv. Refusal to re-admit as a Member – Special Resolution
- v. Termination of Membership – Special Resolution

(b) Members are entitled to procedural fairness and certain minimum rights under the Act in the event of disciplinary action or termination of membership. A Member whose conduct is considered by the Board to be contrary to the Association's By-laws or Policies, 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 may be asked by the Board to resign from the Association. If they do not resign or have not been asked to resign, the Board shall give not less

than 15 days' written notice to a Member that a proper notice of a motion will be considered at the next Board meeting, requesting that the Member be sanctioned, suspended or their membership be terminated. The notice shall set out the reasons for the disciplinary action or termination of membership and a copy of the motion shall be communicated to the Member concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require approval in accordance with section 6.5(a) above, in a ballot conducted at the Board 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 five (5) days before the disciplinary action or termination of membership becomes effective. 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.

6.6 Membership Fees

Registration fees shall be prescribed by the Board based on income statements and proposals drawn up by the Treasurer. Fees for any unexpired term are nonrefundable, subject to the discretion of the Board and any existing Policies in place.

6.7 Record Date

Individuals who are voting Members of the Association at least 10 days, but no more than 50 days in advance of any Annual Meeting are entitled to receive notice of the Annual Meeting and to vote at such Annual Meeting.

6.8 Notification of Annual Meeting and Right to Vote

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

**ARTICLE 7 - MEETINGS OF THE MEMBERSHIP**

7.1 Participation by Telephonic or Electronic Means

The Board may choose to hold a Meeting of 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 Meeting of Members 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.

7.2 Annual General Meeting

(a) The Annual Meeting shall be held each year between April 1<sup>st</sup> and May 30<sup>th</sup>. If all arena locations are unavailable at the time of the Annual Meeting, the Board may choose an alternate location at their discretion.

(b) The transaction of at least the following business shall be transacted at the Annual Meeting, to be set out in the agenda of such Annual Meeting:

- i) Approval of the agenda;
- ii) Approval of the minutes from the previous Meeting of Members;
- iii) Receiving written reports of the activities of the Association for the preceding year;
- iv) Receiving information regarding the planned activities of the Association for the current year;
- v) Receiving and approving the report of the Treasurer of the Association from the previous year and a projected financial position for the current year;
- vi) Receiving the annual financial statements and, if applicable, the report of the auditor (or review engagement) of the Association for the previous financial year;
- vii) Appointment or reappointment of an auditor, or accountant conducting a review engagement, for the ensuing financial year, subject to the waiver requirements under the Act;
- viii) Consideration of any amendments to the Articles or By-Laws of the Association proposed by the Board, subject to Section 7.5;
- ix) Consideration of any written proposals submitted by a voting Member in good standing to the President or Secretary of the Association by no later than 5:00 p.m. on the 60<sup>th</sup> day immediately preceding the date of the Annual Meeting, subject to Sections 7.3 and 7.5 below and the proposal requirements and exceptions under the Act; and
- x) Election of directors to the Board.

7.3 Proposals:

- (a) At least sixty (60) days before an Annual Meeting, a Member entitled to vote may give written notice to the Association of a matter that the Member proposes to raise at the meeting (e.g., proposing to make, amend or repeal a by-law). Subject to the exceptions set out in paragraph 7.3(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 signed 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 Annual 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:
  - (i) The proposal was not submitted at least 60 days prior to the Annual Meeting;

- (ii) 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;
- (iii) The proposal clearly does not relate, in any significant way, to the activities or affairs of the Association;
- (iv) The right to make a proposal is being abused to secure publicity;
- (v) A similar proposal was submitted and defeated by the Association's voting Members within the last two (2) years; or
- (vi) The voting Member who submitted the proposal failed to present a proposal at an Annual Meeting that such voting Member previously submitted within the last two (2) years.

#### 7.4 Special Meeting of the Members

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

- i) Special Resolution of the Board; or
- ii) Written requisition to the Board by Members who hold at least 10% of votes that may be cast at the meeting, or thirty (30) voting Members, whichever is less. The requisition, which may consist of several documents of similar form, each signed by one or more voting Members, must state the business to be transacted at the meeting and must be sent to each Director and to the registered office of the Association. Subject to the Act, including the exceptions described in paragraphs 7.3(f)(ii) to (vi) above, 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.

#### 7.5 Passing and Amending By-laws

Subject to the Act, the By-laws of the Association may be passed, amended or repealed in the following manner:

(a) The Board may recommend, and any voting Member in good standing may propose, that By-laws be passed, repealed or amended from time to time. A new By-law, or the repeal or amendment of an existing By-law that is recommended by the Board shall be presented for adoption at the next Annual Meeting, or at a Special Meeting called by the Board for that purpose. The notice of such Meeting of Members shall refer to, describe and explain the By-law, repeal or amendment(s) of the By-laws, to be presented at the Meeting of Members.

(b) A motion to pass, amend, or repeal a By-law proposed to be raised by a voting Member in good standing shall be made in accordance with Section 7.3 and received by the President or Secretary of the Association by electronic mail, registered mail or the equivalent at least sixty (60) days prior to the Annual Meeting. Any such proposed motion must be accompanied by a written reason supporting the motion and the voting Member submitting the proposed motion must be present and speak to the motion at the Meeting of Members 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.

(c) The Board shall, by electronic mail, ordinary mail or the equivalent, notify all voting Members in good standing of any proposed By-law or repeal or amendment(s) to the By-laws no less than

twenty (20) days prior to the Meeting of Members at which the proposed By-law or repeal or amendment(s) to the By-laws is to be considered.

- (d) A motion to pass, amend or repeal a By-law recommended by the Board or proposed by a voting Member at a Meeting of Members must be approved by an Ordinary Resolution.

#### 7.6 Notice

(a) Annual General Meeting. Notice of time, date, place and agenda of the Annual Meeting shall be posted on the Association website, any social media platforms registered to the Association, and shall be delivered via email to those Members who have provided a valid email address, no later than thirty (30) days prior to the date of the Annual Meeting, but in any event such notice shall not be delivered less than 10 or more than 50 days before the Annual Meeting.

(b) Special Meetings. Notice of time, date, place and business to be transacted at any Special Meeting shall be posted on the Association website, any social media platforms registered to the Association, and shall be delivered via email to those Members who have provided a valid email address no later than twenty (20) days prior to the date of such Special Meeting, but in any event such notice shall not be delivered less than 10 or more than 50 days before the Special Meeting.

(c) Special Business. In the case of any Meeting on Members where special business will be transacted, the notice must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and provide the text of any specific resolution to be submitted to the meeting.

(d) Virtual Meeting. If a Meeting of Members is to be 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 to be held entirely by telephonic or electronic means, the notice of meeting need not specify a place of the meeting.

(e) Error or Omission in Notice. No inadvertent error or omission in giving notice of any Annual Meeting or Special Meeting or any adjourned meeting, whether Annual or Special, shall invalidate such a meeting or make void any proceedings taken at such meeting and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such meeting.

#### 7.7 Quorum

A quorum for the transaction of business at any Meeting of Members shall be at least ten percent (10%) of the Members eligible to vote, or thirty (30) voting Members, whichever is less, who are present in-person or by any permitted telephonic, electronic or other communication facility. In the absence of a quorum, no business shall be transacted, except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess. If a quorum is present at the commencement of a Meeting of Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

#### 7.8 Voting Procedures

Business arising at any Meeting of Members shall be decided by a majority of votes unless otherwise required by the Act or these By-laws, provided that:

- a) each Member with voting rights shall be entitled to one (1) vote at any meeting, in accordance with the voting rights for their class of membership;
- b) votes shall be taken by a show of hands among all Members present and the chair of the meeting (if someone other than the Association's President), if a Member, shall have a vote;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is defeated; and
- f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### 7.9 Proxies

Proxies will not be permitted. Members must be present in person or by any permitted telephonic, electronic or other communication facility at any Meeting of Members in order to exercise their voting rights in relation to matters coming before any Meeting of Members.

#### 7.10 Adjournments

Any Meeting of Members or of the Board may be adjourned at any time. Such business that may have been transacted at the original adjourned meeting may be as transacted at the proceeding meeting from which such adjournment took place. No notice shall be required of any such adjourned meeting other than to those Members present at the adjourned meeting. Such adjournment may be made notwithstanding that no quorum is present.

#### 7.11 Chair

The Chair shall preside at all Meetings of Members and Board meetings. In the absence of the Chair, the Members present and entitled to vote at any Meeting of Members, shall choose a Vice President as Chair and if no Vice President is present or if all the Vice Presidents present decline to act as Chair, the Members present shall choose any Member present to be Chair.

### **ARTICLE 8 - BOARD OF DIRECTORS**

#### 8.1 Composition

##### a) Eligibility

A Director shall:

- i. Be an individual;
- ii. Be 18 years of age or older;
- iii. Be a person not found to be incapable of managing property under the *Substitutes Decision Act, 1992* or the *Mental Health Act*;
- iv. Be a person not found to be incapable by any court in Canada or elsewhere;
- v. Not have the status of bankrupt;

- vi. Be a Member in good standing of the Association at the time of their election or appointment or have been a Member in good standing of the Association during at least one of the three (3) years immediately preceding the year in which election is held;
- vii. Remain a Member in good standing of the Association throughout their term of office;
- viii. Be required to submit a clear police screening report from the Ontario Provincial Police.

b) Duties and Responsibilities

Subject to the Act, all Directors are required to:

- i. Act honestly and in good faith with a view to the best interests of the Association
- ii. Exercise the care, diligence and skill that a reasonably careful person would exercise in similar circumstances.

c) Election and Appointment

(i) A person may become a Director,

- (1) When they are elected by the Members;
- (2) By virtue of a specific office they hold within the Association (*ex officio* director), such as the Immediate Past President);
- (3) When they are appointed by the other Directors in accordance with these By-laws.

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

(iii) Subject to the Act and these By-laws, between Annual Meetings, the Directors are entitled to appoint one or more additional Directors, whose term must expire no later than the close of the next Annual Meeting, provided that the number of Directors so appointed does not exceed 1/3<sup>rd</sup> of the number of Directors elected at the previous Annual Meeting.

d) Number of Directors

Until changed in accordance with the Act, the Board shall consist of that number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the number of Directors of the Association and the number of Directors to be elected at the Annual Meeting must be the number determined from time to time by Special Resolution of the voting Members or, if a Special Resolution of the Members empowers the Directors to determine the number, by Board resolution. All Directors shall satisfy the criteria set out in Section 8.1(a).

e) Term of Office

Except in respect of the Inaugural Board under Section 10.1, unless removed by the Members pursuant to these By-laws, each Director who is not part of the Executive shall hold office for a period of one (1) year commencing from the close of the Annual Meeting at which they are elected until the close of the next Annual Meeting. Those Directors who are part of the Executive shall hold office for a period of two (2) years commencing from the close of the Annual Meeting at which they

are elected until the close of the second (2nd) following Annual Meeting at which their successor is duly elected.

f) Consecutive Terms

Directors and Executives are welcome to serve consecutive terms in the event that they are voted back into their position during the Annual Meeting at the end of their term.

g) Termination

(i) Removal of Director by Membership. Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, the eligible voting Members of the Association, by a resolution passed by a majority of the votes cast at a Special Meeting may remove any Director before the expiration of his or her term of office, and, by a majority of the votes cast at that meeting, may elect any person in his or her stead for the remainder of his or her term.

(ii) Absenteeism. Unless otherwise determined by the Board, 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 may 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.

(iii) Resignation. A Director may resign from the Board by submitting a letter of resignation to the President or Secretary of the Association, which shall be effective at the time it is received by the President or Secretary of the Association or at the time specified in the notice, whichever is later.

(iv) Suspension. While only the voting Members may remove an elected Director, in accordance with Section 8.1(g)(i), prior to the end of their term of office, 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 complaint, where the nature and severity of such alleged infraction is sufficiently serious to warrant the Director's immediate suspension from the Board until the earlier of such time as the Board has had an 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 determines 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 remove the Director before the expiration of such Director's term of office.

h) Vacancies

Subject to the Act, any vacancy occurring on the Board, whether as a result of a Director resigning or otherwise being removed, the Board shall fill the vacancy by appointing a replacement Director who meets the qualifications set out in paragraph 8.1(a) above. The replacement Director shall serve out the balance of the Director's vacated term. The Board may invite applications from the membership for appointment to the vacancy on the Board. The Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated if a suitable candidate is found.

## **ARTICLE 9 - PROCEDURE FOR ELECTION OF DIRECTORS**

### **9.1 Nominations**

The election of Directors shall take place at the Annual Meeting of the membership. No election or appointment of a Board member is effective without consent given in writing prior to the election or appointment. Nomination forms for the Board shall be available each year from the President or Secretary. A Nomination form must be completed by all nominees and two (2) nominators who are voting Members of the Association. Such completed form must be delivered to the President or Secretary no later than fourteen (14) days prior to the Annual Meeting. If, at the Annual Meeting, there are an insufficient number of nominees to fill the positions up for election, nominees can be solicited from the floor of the Annual Meeting.

### **9.2 Nominees Listed**

(a) No later than five (5) days prior to the Annual Meeting, the Secretary shall post, or cause to be posted, on the Association's website, an alphabetical list of all individuals who have been nominated for election to the Board together with the positions for which they have been nominated.

(b) All such nominees shall be alphabetically listed on the ballot for election at the Annual Meeting. In the event nominations for Director are received from the floor at the Annual Meeting their names shall be added to the ballot prior to the election of the Directors. The Annual Meeting minutes shall reflect any Member who wishes to be nominated for any position, as well as the Member named in each vacancy.

### **9.3 Elections**

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

## **ARTICLE 10 - ELECTED DIRECTORS AND RESPONSIBILITIES**

### **10.1 Inaugural Board**

During the Inaugural Year, the LEMHA Board shall consist of the Board of Directors set out in the Agreement.

### **10.2 Board Composition.**

At the first Annual Meeting following the Inaugural Year, and subject to the number of Directors determined in accordance with Section 8.1(d) of this By-law, the Board shall be comprised of the following Directors:

- (a) President (elected to 2-year term);
- (b) Vice-President Administration (elected to 2-year term);
- (c) Vice-President Representative/Travel (elected to 2-year term);

- (d) Vice-President Local League (elected to 2-year term);
- (e) Secretary (elected to 2-year term);
- (f) Sixteen (16) Directors-at-Large (elected to 1-year terms);
- (g) Treasurer (an *ex-officio* position); and
- (h) Immediate Past President (an *ex-officio* position).

### 10.3 Appointment of Officers

- (a) At the first Board meeting following the election of Directors in accordance with 10.2 above, the Board shall appoint elected Directors-at-Large to the following Officer positions for a term of one (1) year:
  - (i) Risk Management and Compliance
  - (ii) Sponsorship/Fundraising
  - (iii) Communications
  - (iv) Lead Trainer
  - (v) Association Development
  - (vi) Rep/Travel Affairs
  - (vii) Coach/Player Development – Local League
  - (viii) Coach/Player Development – Rep/Travel
  - (ix) Ice Scheduler – Local League
  - (x) Ice Scheduler – Rep/Travel
  - (xi) Local League Affairs
  - (xii) Registrar
  - (xiii) Equipment Manager
  - (xiv) Tournaments
  - (xv) Local League Convenor
  - (xvi) Rep/Travel Convenor
- (b) The Association shall have the ability to appoint additional individuals to Officer positions, who need not be Directors, to assist in the management and administration of the Association's affairs and operations.

### 10.4 Appointment of Treasurer

- (a) At the first Board meeting following each Annual Meeting, the Board shall appoint or reappoint an individual to serve as the Treasurer. The Treasurer shall serve on the Board of the Association as an *ex-officio* Director. While the Association shall endeavour to fill this position with a Member of the Association, if the Board determines that there is no individual qualified or willing to serve as the Treasurer, the Board shall be entitled to broaden its search for a qualified candidate beyond its Members.
- (b) The Treasurer's responsibilities shall include maintaining the day-to-day finances of the Association, paying its bills, and keeping up-to-date accounts and financial statements. The individual appointed to this role should have an accounting designation or occupational experience with respect to banking or financial matters, including experience, skills in accounting practice and procedures and/or qualifications as a bookkeeper, accountant, or similar field.

## 10.5 Retention of Employees

(a) Recognizing that the Association is operated as a not-for-profit organization by volunteers, provisions shall be available for the Association to employ staff to fill critical administrative duties where there are no volunteers available to perform those duties. The Board shall have the power to hire staff, and where need be to terminate the employment of staff.

(b) The hiring and termination of all Association staff must be approved by the Board. Any employee(s) hired will be accountable to the President, or their designate. No Director of the Association may be hired as an employee of the Association.

## 10.6 Director Responsibilities

Directors shall fall under the supervision of their Executive lead. Responsibilities shall be written in the Association's Policies and procedures.

## **ARTICLE 11 – EXECUTIVE MEMBERS**

### 11.1 Establishment and Composition

Subject to the provisions contained in these By-laws and the Act, the Board may appoint Executive members. The Executive Committee members will be comprised of the President, Vice President Administration, Vice President LL, Vice President – Rep/Travel, and the Secretary. Unless otherwise determined by the Board, the Executive Committee members shall have the power to fix its quorum at not less than a majority of its members and to regulate its procedures.

### 11.2 Duties and Jurisdiction

The Executive Committee Members shall:

- i. During the intervals between Board meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board meeting;
- ii. Present a report regarding the activities of the Executive Committee members to the Board;
- iii. Recommend policy to the Board regarding management and administrative issues relation to the Association; and
- iv. Deal with any other matters assigned to it by the Board.

## **ARTICLE 12 – EXECUTIVE MEMBER ROLES AND RESPONSIBILITIES**

### 12.1 Executive Member Roles and Responsibilities

#### a) Association President

The Association President shall:

- i. be a Director elected by the membership acting in an executive capacity

- ii. be a signing officer on all Association bank accounts
- iii. act as Chair of the Board, the Executive Committee and at all Meetings of Members
- iv. represent the Association in the community, the OMHA, the OHF, HC and such other organizations with which the Association is affiliated;
- v. exercise general supervision of the Association in accordance with its Articles, By-laws and such Policies, regulations and rules as determined by the Board;
- vi. be an *ex-officio* member of all committees (permanent and ad-hoc) of the Association;
- vii. report regularly to the Board on matters of interest;
- viii. delegate tasks as necessary;
- ix. approve the suspension or discipline of teams, team officials or players, subject to ratification by the Disciplinary Committee meeting, which shall be convened within three (3) days of suspension;
- x. assist in the transition of duties to the incoming President; and
- xi. such further and other matters as may be ancillary to the duties as set out above.
- xii. be conversant with all of the business to be transacted at each meeting.

b) Vice President – Administration

The Vice President – Administration shall:

- i. be a Director elected by the membership acting in an executive capacity
- ii. be a signing officer on all Association bank accounts.
- iii. represent the Association in the community, the OMHA, the OHF, HC and such other organizations with which the Association is affiliated as needed;
- iv. 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 Administration 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 Administration from amongst its remaining elected members;
- v. exercise general supervision of the following positions: Treasurer, Secretary, Director of Compliance and Risk management, Director of Sponsorship, Director of Fundraising, Director of Communications, Referee in Chief, Director of Association Development, and Lead Trainer in accordance with its constitution and such policies, regulations and rules as determined by the Board;
- vi. ensure the proper custody of the Association's corporate seal, if any, corporate minutes and resolutions and other corporate records and documents;
- vii. report regularly to the Board on matters of interest;
- viii. delegate tasks as necessary;
- ix. be conversant with all of the business to be transacted at each meeting;
- x. assist in the transition of duties to the incoming President; and
- xi. such further and other matters as may be ancillary to the duties as set out above.

c) Vice President Representative/Travel Division

The Vice President Representative/Travel Division shall:

- i. be a Director elected by the Membership acting in an executive capacity
- ii. represent the Association in the community, the OMHA, the OHF, HC and such other organizations with which the Association is affiliated as needed;

- iii. exercise general supervision of the following positions: Travel Affairs – OMHA Representative, Travel Ice Scheduler, Travel Coach Liaison/Player Development in accordance with its bylaws and such policies, regulations and rules as determined by the Board;
- iv. oversee the complete operation of all Representative ("Rep") teams;
- v. preside at all meetings of Rep teams' groups, which shall include all coaches and managers from the Rep teams, as well as all Rep conveners;
- vi. be the liaison between the Rep teams and the Board;
- vii. if selected as the head coach of a representative team, vacate their responsibilities to an alternate Board member for that division only;
- viii. prepare and report to the Board on the operations of the Rep teams at all regularly scheduled Board meetings;
- ix. assist in the scheduling and rescheduling of all Rep team games and practices;
- x. ensure that each Rep team receives a copy of the Official Rule Book of HC and the OMHA Manual of Operations;
- xi. enforce the Policies, rules and regulations;
- xii. recommend to the Disciplinary Committee the suspension of teams, players and team officials, when such action may be required;
- xiii. be conversant with all of the business to be transacted at each meeting;
- xiv. be the alternate delegate for the OMHA, and attend as many meetings as possible;
- xv. be the primary representative for the Bluewater League and attend these meetings;
- xvi. assist in the transition of duties to the incoming Vice President – Representative/Travel; and
- xvii. such further and other matters as may be ancillary to the duties as set out above.

d) Vice President – Local League Division

The Vice President – Local League Division shall:

- i. oversee the complete operation of all LL teams;
- ii. be the liaison between the LL teams and the Board;
- iii. exercise general supervision of the following positions: Local league Affairs, Registrar, Ice Scheduler – Local League, Coach/Player Development, Initiation Program Coordinator, and Equipment Manager in accordance with its bylaws and such Policies, regulations and rules as determined by the Board;
- iv. if selected as the head coach of a LL team, vacate their responsibilities to the President for that division only;
- v. prepare and report to the Board on the operations of the LL at regular Board meetings;
- vi. assist in the scheduling and rescheduling of all LL games and playoffs;
- vii. inform the Director of Ice Scheduling – Local League of the LL team's requirements;
- viii. ensure that each LL team receives a copy of the Official Rule Book of HC and the OMHA Manual of Operations;
- ix. enforce the Policies, rules and regulations;
- x. recommend to the Disciplinary Committee the suspension of teams, players and team officials, when such action may be required;
- xi. be Primary Representative at Essex County Local League Meeting;
- xii. be conversant with all of the business to be transacted at each meeting;
- xiii. assist in the transition of duties to the incoming Vice President – Local League; and

xiv. such further and other matters as may be ancillary to the duties as set out above.

e) Secretary

The Secretary shall:

- i. record or delegate the recording of the minutes of Meetings of the Members, Board meetings, and Executive Committee 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, By-Laws and the Policies and procedures established by the Board or by the membership;
- ii. be a signing authority on all Association bank accounts;
- iii. provide and post all minutes, once passed by the Board;
- iv. assist in the transition of duties to the incoming Secretary;
- v. such further and other matters as may be ancillary to the duties as set out above.

**ARTICLE 13 - BOARD GOVERNANCE AND PROCEDURE**

13.1 Governance

The Board shall govern the Association in compliance with the objects, powers, bylaws and Policies of the Association.

13.2 Board Meetings

(a) Participation 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.

(b) Regularly Scheduled Board Meetings

(i) Meetings of the Directors may be called by the President or any two (2) Directors at any time and place on notice as required by this By-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five (5) days' notice to each Director, stating the time and place of the meeting.

(ii) Copies of the minutes of all Board meetings shall be forwarded as expeditiously as possible after such meetings to each of the Directors.

(iii) The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings unless the business to be conducted includes the following matters:

- i. Any question or matter requiring approval of the members;
- ii. To fill a vacancy among the directors, position of an auditor or person conducting a review engagement;
- iii. To appoint additional directors;
- iv. To issue debt obligations;

- v. To approve any financial statements;
- vi. To adopt, amend or repeal bylaws;
- vii. To establish contributions or dues to be made or paid by members.

(iv) A quorum for the transaction of business at a Board meeting is a majority of the Directors entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Board, the Directors present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

(v) The Board shall endeavor to meet monthly from September 1<sup>st</sup> — May 31<sup>st</sup> and at least once between June 1<sup>st</sup> and August 31<sup>st</sup>. The meetings shall be held on dates designated by the Chair or in the absence of the Chair a Director nominated and approved by the Directors present at the meeting. A date/schedule for regular Board meetings shall be set at the conclusion of each Board meeting. Notice of regular Board meetings will be sent electronically to all Board members.

(c) Special Meetings

A special meeting of the Board may be called:

- i. By the Chair, who may convene a special meeting of the Board on providing no less than four (4) days written notice to all Directors, which notification shall specify the nature of the business to be transacted at such meeting;
- ii. On written requisition to the Chair of four (4) Directors, which requisition shall specify the nature of the business to be transacted at such meeting.

(d) Error in Notice

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

(e) Public Meetings

Members have no legal right to attend director's meetings, except by invitation of the Board.

(f) In-Camera Meetings

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.

No party, 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, one of its Directors, 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.

(g) Confidentiality

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

13.3 Voting Rights

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.

13.4 Voting Procedures

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 requested 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.

13.5 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of the Director for any service rendered to the association, provided that, the Board may establish policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

13.6 Conflict of Interest

(a) Subject to the Act, every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association, shall make a full and fair declaration of the nature and extent of the interest at a Board meeting at which the question of entering into the contract or transaction or other matter is first raised. If the affected Director is either not a Director at the time such contract, transaction or other matter is first raised, then at the first meeting at which the affected Director is first in attendance.

(b) After making such declaration the affected Director shall not vote on such a contract or transaction or other matter, nor shall they be counted in the quorum in respect of such a contract, transaction or other matter.

(c) If the affected Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the affected Director is not accountable to the Association for any profit realized from the contract, transaction or other matter. If the affected Director fails to make such declaration, they shall be accountable to the Association and reimburse it for all profits realized from such contract, transaction or other matter.

13.7 Indemnification

(a) Subject to the Act, the Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association or another individual who acts or acted at the Association'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 Association or other entity.

(b) The Association may advance monies to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 13.7(a). The individual shall repay the monies if he or she does not fulfil the conditions of Section 13.7(c).

(c) The Association shall not indemnify an individual under Section 13.7(a) unless the individual (i) acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which he or she acted as a Director or Officer or in a similar capacity at the Association's request, and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

(d) The Association shall also indemnify the individual referred to in Section 13.7(a) in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

### 13.8 Insurance

The Association shall purchase commercial insurance to cover properties held at both Kingsville Arena, Harrow Arena and Libro Arena which shall be renewable yearly in such amounts as the Board may from time to time determine. Directors and Officers errors and omissions liability insurance may be purchased through OMHA insurance purchased on behalf of all Board members on a yearly basis.

### 13.9 Regulations and Rules

In accordance with applicable incorporation legislation and with these By-laws, the Board is empowered to make Policies, rules and procedures to manage the affairs of the Association.

## **ARTICLE 14 - ORGANIZATIONAL DIVISIONS**

### 14.1 Divisions

The Association shall have the following divisions:

- a) Representative/Travel
- b) Local League

Both divisions shall play under the logo for Lake Erie Minor Hockey Association.

### 14.2 Representative/Travel Division

Shall be responsible for:

- i. Overseeing and administering the "Rep" teams.
- ii. Oversee any divisional fundraising.
- iii. Such further and other responsibilities as may be assigned to it by the Board.

### 14.3 Local League Division

Shall be responsible for:

- i. Overseeing and administering the LL teams

- ii. Oversee any divisional fundraising.
- iii. Such further and other responsibilities as may be assigned to it by the Board

## **ARTICLE 16 – STANDING/AD HOC COMMITTEES**

### **16.1 Establishment of 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 under the Act, as set out in Section 16.2, the Board may establish any standing or ad hoc committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition, mandate and terms of reference, and any rules and procedures for any such committee. The Board may dissolve any committee by resolution at any time.

### **16.2 Restrictions on Delegating.**

In accordance with the Act, the Board may not delegate the following powers to a committee of Directors under Section 16.1 above:

- (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 contributions to be made or annual dues to be paid, by the Members.

### **16.3 Travel/Representative Coaches Selection Committee**

(a) The Coaches Selection Committee shall have a Chair recommended by the President and approved by the Board. The Committee shall consist of the Representative Vice President along with no less than three (3) Members of the Association as are recommended by the President and approved by the Board. In the event that a member of the committee is an applicant for a coaching position, they shall be excluded from all involvement in determining the coaches for the following season, for all levels within the division for which they have applied.

(b) The Coaches Selection Committee shall:

- i. Review all applications submitted for head coaching positions of a Representative Team, together with the applicant's experience, qualifications, previous coaching record and history; and
- ii. Review the player/parent questionnaire and the coaching staff evaluation.

iii. For Local League, The Coach Selection Committee will be formed as necessary upon receipt of more than one application per team.

(c) Based on paragraph 16.3(b), together with an interview with each applicant, the committee shall nominate a candidate for the head coaching position of a Representative 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.

## **ARTICLE 17 - TRANSACTION OF THE AFFAIRS**

### **17.1 Execution of Documents**

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. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Officer or Director may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

### **17.2 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, subject to Section 17.1 above, may be signed electronically, including, without limitation, through DocuSign, Adobe Acrobat Sign or other similar applications. Documents may 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 or not the counterpart was signed electronically), by facsimile, transmission over an electronic signature platform or as a scanned image (e.g., .pdf or .jpg file extension) attached to electronic mail, bearing the signature of an Officer, Director or Member of the Association, 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.

### **17.3 Books and Records**

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

### **17.4 Banking Resolution**

The Board shall designate, by Ordinary 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:

- i. Operate the accounts of the Association with a bank or a trust company;

- ii. 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;
- iii. Issue receipts for and orders relating to any property of the Association;
- iv. 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.

17.5 Deposit of Securities

The securities of the Association, if any, 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 18 – AUDIT AND FINANCIAL STATEMENTS**

18.1 Audit

- i. Subject to the waiver requirements under the Act, an auditor or a person to conduct a review engagement (less extensive and expensive than an audit) shall be appointed by the voting Members at each Annual Meeting.
- ii. The person conducting the audit or review engagement must be authorized to do so under the *Public Accounting Act, 2004* and be independent from the Association (e.g., the Treasurer of the Association would be disqualified).
- iii. Under certain circumstances, the voting Members may waive an audit and/or review engagement depending on whether the Association is considered a public benefit or non-public benefit corporation and the level of its annual revenues. The table below sets out as to whether an audit or review engagement is required and if a waiver of one or both is available under the Act (Refer to the Act for full particulars). A waiver must be renewed annually by the Members at the Annual Meeting if it is to apply from year-to-year.

<b>Annual Revenues</b>	<b>Public Benefit Corporation (charitable)</b>	<b>Public Benefit Corporation (non-charitable)</b>	<b>Non-Public Benefit Corporation</b>
≤ \$100,000	By extra-ordinary resolution*, members may elect to waive both the audit and the review engagement.	By extra-ordinary resolution*, members may elect to waive both the audit and the review engagement.	By extra-ordinary resolution*, members may elect to waive both the audit and the review engagement.
\$100,001 to \$499,999	By extra-ordinary resolution*, members may elect to waive the audit requirement, but NOT a review engagement	By extra-ordinary resolution*, members may elect to waive the audit requirement, but NOT a review engagement	By extra-ordinary resolution*, members may elect to waive both the audit and the review engagement.
>\$500,000	Audit is mandatory (No waiver permitted)	Audit is mandatory (No waiver permitted)	By extra-ordinary resolution*, members may elect to waive the audit requirement, but NOT a review engagement

\* “extra-ordinary resolution” means a resolution requiring the approval of at least 80% of of the votes cast at a Meeting of Members

## 18.2 Financial Statements

All financial statements must be approved by the Board and presented to the Members at the Annual Meeting. Any voting Member, upon request made to the Treasurer, shall be provided via email, not less than five (5) Business Days, or such 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.

## **ARTICLE 19 - BORROWING BY THE ASSOCIATION**

### 19.1 Borrowing Power

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

- i. Borrow money on the credit of the Association;
- ii. Issue, sell or pledge securities of the Association; or
- iii. 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.

### 19.2 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 20 - RULES OF PROCEDURE**

### **20.1 Rules of Procedure.**

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

## **ARTICLE 21 - NOTICE**

### **21.1 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.

### **21.2 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.

### **21.3 Method of Giving Notice.**

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

## **ARTICLE 22 – REPEAL OF PRIOR BY-LAWS**

### **22.1 Repeal/Amendment**

(a) All prior By-laws of the Association are hereby repealed.

(b) 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 23 - EFFECTIVE DATE**

##### 23.1 Enactment

Pursuant to the Agreement, these By-laws were enacted and came into full force and effective without further formality immediately upon the date a certificate of amalgamation was issued for the Association under the Act, being the 30<sup>th</sup> day of June, 2025.