

# ERIN-HILLSBURGH MINOR HOCKEY ASSOCIATION



## BY-LAW NUMBER 2.3

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# 1. DEFINITIONS

1.1. In this By-Law and all other By-Laws and Resolutions of the Association, unless the context otherwise requires:

- a) "Association" means Erin-Hillsburgh Minor Hockey Association (or such other name as the Association may in the future legally adopt);
- b) "Board" means the Board of Directors of the Association;
- c) "By-Law" means this by-law and all other by-laws of the Association from time to time in force and effect, including this general operating by-law herein.
- d) "Code of Conduct" refers to the Code of Conduct of the Association, as defined in the Rules of Operation.
- e) "Committee" means a committee of the Association.
- f) "Corporations Act" means the *Corporations Act* R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;
- g) "Director" means an individual who has been elected, acclaimed, or appointed to the Board of Directors of the Association;
- h) "HC" means Hockey Canada (or such other name as HC may in the future legally adopt);
- i) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
- j) "Member(s) in Good Standing" means the applicable registration fees are paid, not serving any sanctions or suspensions of OMHA or of the Association, not withholding any property or documents owned by the Association, not involved in any legal action against the Association and/or its Directors, and must be in agreement with the objects of the Association and be willing to contribute to the moral and financial welfare of the Association.
- k) "Members" or "Membership" means all classes of members in the Association as provided for in Section 5.
- l) "Officers" mean the individuals who hold the offices enumerated in Section 11.
- m) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt).
- n) "OMHA" means the Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt).
- o) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
- p) "Resolution" means a motion or resolution passed by the required number of votes cast by persons entitled to vote (including those represented by proxy, where applicable) at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the *Corporations Act* or this By-Law otherwise require. For greater certainty, for example, "majority Resolution" means a resolution passed by a simple majority of the votes cast at a meeting, "two-thirds Resolution" means a resolution passed by two-thirds of the votes cast at a meeting, and "special Resolution" means "special resolution" as defined in the *Corporations Act*.

- q) "Rules of Operation" refers to a separate document of the Association which governs the day-to-day operations of the Association.

1.2. All terms defined in the *Corporations Act* have the same meaning in this By-Law and all other By-Laws and Resolutions of the Association.

## **2. REGISTERED OFFICE, SEAL AND BOUNDARIES**

- 2.1. The corporate seal of the Association shall be in the form as determined by the Board by Resolution and shall be entrusted to the Vice-President of Administration for the Association for its use and safekeeping.
- 2.2. The registered head office of the Association shall be in the Town of Erin, in the Province of Ontario and thereafter as the Association may from time to time determine by special Resolution of the members pursuant to the *Corporations Act*. The Association may establish such other offices within Canada, as the Board may deem expedient by Resolution.
- 2.3. The boundaries of the Association shall be as determined upon consultation with the OMHA.

## **3. OBJECTS OF THE ASSOCIATION**

- 3.1. The objects of the Association are those set out in the letters patent of the Association, as amended from time to time by supplementary letters patent.

## **4. AFFILIATIONS**

- 4.1. The Association shall have the following affiliations:
  - a) The Association shall be a member of the OMHA and its affiliates, which could include, but are not limited to the OHF and Hockey Canada; and,
  - b) Tri-County Hockey Association within the OMHA.

## **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 Lifetime Membership.

## **6. TERMS OF MEMBERSHIP AND ELIGIBILITY**

6.1. Terms and Eligibility

- a) Active Membership:

Active Members shall include all elected and ex officio Directors, Officers, and all convenors, coaches, managers and trainers appointed for the current season, and all registered players who are at least 18 years of age. Active Members shall have one vote per person at Membership

meetings. Active Members may attend meetings of the Board and Committees of the Association by invitation.

b) Parent/Guardian Membership:

Parent/Guardian Members shall include all parents and or legal guardians living at the address of the registered player or players in good standing where the registered player is under the age of eighteen (18) years. Each Parent/Guardian member of a registered player shall be entitled to one vote. For greater certainty, each Parent/Guardian member shall have one vote for each registered player in good standing that the person is a parent and or legal guardian of. By way of example, if a Parent/Guardian member is the parent of three registered players in good standing, the Parent/Guardian member shall have three votes. Parent/Guardian members may attend Membership meetings and, by invitation, meetings of the Board and Committees of the Association.

c) Honorary Lifetime Membership:

Honorary Lifetime Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Lifetime Members by any Member of the Association and the granting of Honorary Lifetime Membership must be granted by a majority Resolution of the Board of Directors. Honorary Members will have no vote but may attend members meetings and, by invitation, meetings of the Board and Committees of the Association.

d) One Person – One Class of Membership:

Notwithstanding the above, although it is possible for a person to be qualified for more than one (1) class of Membership in the Association, no person may hold more than one (1) class of Membership for the purpose of participating and voting at Membership meetings. It is therefore mandatory that each member shall declare himself/herself prior to the start of any meeting of the Membership and advise the chairperson 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 and may not change to another category or class of Membership. For greater certainty, by way of example, if a person is qualified both as an Active Member and as a Parent/Guardian Member (by reason of that person being the parent or legal guardian of one registered player in good standing who is under 18 years old), that person shall declare prior to a Membership meeting whether the person is voting as an Active Member or as a Parent/Guardian member at that meeting.

## 6.2. Membership List

Subject to Section 6.7 herein, the Secretary of the Board shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary Lifetime Members. This list shall be kept at the head office and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any meeting of the Membership.

## 6.3. Membership Year

Unless otherwise determined by the Board, every Membership, other than Honorary Lifetime Memberships shall commence on or after September 1<sup>st</sup> in each year, and shall lapse and terminate on the 31st day of August next following the date on which such Membership commenced.

## 6.4. Termination

- a) Membership in the Association shall not be transferable.
- b) Membership shall terminate upon a Member's resignation, death, at the end of each Membership year, or upon the non-renewal at the discretion of the Board pursuant to Section 6.7 below. Active Members

shall terminate if the persons fail to hold the positions set out in Section 6.1(a). Parent/Guardian Membership shall terminate if the persons fail to satisfy the requirements set out in Section 6.1(b). Members may resign from the Association by submitting a resignation in writing addressed to the President who in turn notifies the appropriate Board members.

- c) Members whose registration fees are in arrears for a period of three (3) months shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Secretary shall inform those concerned of this suspension in writing.
- d) Members whose conduct is considered by the Board to be contrary to the stated Code of Conduct or and the objects of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, the Board may impose such sanctions as determined appropriate by the Board, including asking the Members to resign, suspending the persons' membership upon such terms and conditions as decided by the Board, or imposing such terms and conditions on the Members as decided by the Board. If the the Members refuse to resign upon request by the Board, the Board shall give due notice of motion, to be considered at the next Board meeting, to terminate their Membership. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time in advance of the said Board meeting for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority Resolution of the Board in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.
- e) Children of a parent whose Membership is under suspension remain eligible to participate in games and functions of the Association.
- f) Members who are in litigation against the Association automatically have their Membership suspended, without appeal, for the duration of the litigation.

#### 6.5. Registration Fees

Registration fees shall be established annually by the Budget Committee and approved by the Board. All Members in Good Standing are required to pay the applicable registration fee. Fees for any unexpired term of Membership are normally not refundable but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

#### 6.6. Record Date

Individuals who are Members of the Association at least 35 days in advance of any general meeting of the Members of the Association, are entitled to receive notice of and to vote, in accordance with this By-Law at such general meeting of Members. Any individual who is not a Member at least 35 days in advance of a general meeting is not entitled to notice of or to vote at such general meeting for which the record date has been established.

#### 6.7. Membership Approval

Except as may be otherwise determined by the Board in any particular case, Association Membership is subject to review and renewal at the discretion of the Board, on an annual basis on a date fixed by the Board.

#### 6.8. Spectators

Spectators whose conduct is considered by the Board to be contrary to the stated Codes of Conduct or the objects of the Association, may be subject to sanctions. "Spectators" refers to members of the public, other than Members of the Association, who may seek to attend Association events, including practices, games, team off-ice events, fundraising activities, information sessions, parent meetings, and other gatherings of Association members and/or players. If the Board proposes to apply sanctions to such Spectators, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting sanction of these Spectators. Approval of such a motion shall require a two-thirds (2/3) majority Resolution of the Board in a

ballot conducted at the meeting. At the discretion of the Board, by majority vote, the Spectator(s) concerned may be invited to attend the said Board meeting and to explain their positions before the vote is taken.

## **7. MEETINGS OF THE MEMBERSHIP**

### **7.1. Annual General Meeting of Members**

The annual general meeting of Members shall be held each year within the month of May or as soon after May as possible, at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such annual general meeting:

- a) approval of the agenda;
- b) approval of the minutes of the previous meeting of the Membership;
- c) receiving reports of the activities of the Association during the preceding year;
- d) receiving information regarding the planned activities of the Association for the current year;
- e) receiving and approving the report of the auditor of the Association from the previous year and a projected financial position for the current year;
- f) appointment of the auditor for the ensuing year and fixation or authorization of the Board to fix remuneration for the auditor;
- g) consideration of any proposed amendments to the letters patent or By-Laws of the Association and Rules of Operation;
- h) election of Directors;
- i) approval of past actions of the Directors and Officers; and
- j) transaction of any business which relates to the business of the meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 6:00 p.m. on March 15th, immediately preceding the annual general meeting;

### **7.2. Special General Meetings of Members**

In addition to the annual general meeting described in Section 7.1, special general meetings of the Membership may be called at any time by a majority Resolution of the Board. A special meeting of members may also be called by the written request of at least ten percent (10%) of the total number of Members entitled to vote. Notice of such special meeting of members shall be sent by the President within thirty (30) days of the receipt of such written request. The business to be transacted at a special general meeting shall be limited to that specified in the notice calling the special general meeting.

### **7.3. Notice**

#### **a) Annual General Meeting**

Notice of any annual general meeting of Active Members shall be provided to all Members by mail sent to each Member to the address shown on the books of the Association or by Email to each Member to the electronic address provided by the Member at time of registration, not less than thirty (30) days before the meeting of Members is to take place.

#### **b) Special General Meetings**

Notice of any special general meeting of Members shall be provided to all Members by mail sent to each Member to the address shown on the books of the Association , or by Email to each Member to the electronic address provided by the Member at time of registration, not less than fifteen (15) days before the meeting of Members is to take place. Such notice shall also be posted in all Association Arenas within at least fifteen (15) days prior to the date of the meeting.

c) Contents

Notice of an annual general meeting or a special general meeting shall include the date, time and place for the meeting, the purpose of the meeting, the agenda (including particulars of any business to come before the meeting, and sufficient information to permit the Members to make a reasonable judgment on the decision to be taken. Notice of each meeting of Members must remind Members that Active Members and Parent/Guardian Members have the right to vote by proxy.

d) Error or Omission in Notice and Waiver of Notice

No inadvertent error or omission in giving notice of any Members meetings or any adjourned meetings thereof, or the non-receipt of any notice by any Member shall invalidate such a meeting or make void any proceedings taken at such meeting. A Member may waive notice of a meeting of Members and attendance of any such Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting of Members is not lawfully called.

#### 7.4. Quorum

A quorum for a Members meeting shall be a minimum of 20 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

#### 7.5. Voting Procedures

- a) A majority Resolution of the votes cast by Members entitled to vote thereat, present in person or represented by proxy, unless otherwise required by the *Corporations Act* or by the By-Laws of the Association, shall decide every question proposed for consideration at meetings of the Membership.
- b) In the case of equality of votes, the Chair presiding at a meeting of the Members, in addition to his original vote, shall have a second or casting vote.
- c) At the meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote thereat. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a Resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- d) If, at any meeting, a secret ballot is requested, it shall be taken in the manner as the Chair directs. The result of a secret ballot shall be deemed to be the Resolution of the meeting at which the secret ballot was requested. A request for a secret ballot may be withdrawn at any time prior to its taking. If secret ballots are utilized at any meeting, such secret ballots are to be destroyed following the completion of the meeting.

#### 7.6. Proxies

Votes at meetings of Members may be given either personally or by proxy, provided that the proxy appointed is either the Secretary or the President, or alternatively another person who represents no more than one other Member at such meeting by proxy. At every meeting at which a Member is entitled to vote, every such

Member and/or person present or appointed by proxy to represent such a Member shall have one (1) vote for each Member present or represented by proxy. A proxy shall be executed by the Member or the Member's attorney authorized in writing. A proxy may be in the following form, or some similar form:

The undersigned Member of the Association hereby appoints the Secretary, or failing the person appointed above, as the proxy of the undersigned to attend and act at the meeting of Members of the said Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the \_\_\_\_\_ day of \_\_\_\_\_,  
Signature of Member

\_\_\_\_\_  
Name of Member - \_\_\_\_\_

The Board may from time to time make rules regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held and to determine particulars of such proxies being cabled, telegraphed or sent by facsimile, e-mail or other electronic means, or in writing before the meeting of Members or adjourned meeting to the Association. The Chair may, subject to any rules made as aforesaid, in the discretion of the Chair, accept telegraphic, cable, facsimile, e-mail or other electronic means, or written communication as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy form as stated above conferring such authority has been lodged with the Association, and any votes given in accordance with such communication accepted by the Chair shall be valid and shall be counted.

#### 7.7. Adjournments

Any meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting(s) as might have been transacted at the original meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned meeting. Such adjournment may be made notwithstanding that no quorum is present.

#### 7.8. Chair

The Chair of Members meetings shall be the President, or the Vice-President of Administration if the President is absent or unable to act. In the absence of the President and the Vice-President of Administration, the Members entitled to vote thereat and present in person or represented by proxy shall choose by majority Resolution another Director as Chair. If no Director is present thereat or if all the Directors present decline to act as Chair, the Members entitled to vote thereat and present in person or represented by proxy shall choose by majority Resolution one of the Members present to be Chair.

## 8. BOARD OF DIRECTORS

### 8.1. Composition

#### a) Eligibility

A Director:

- i. shall be eighteen (18) or more years of age;
- ii. shall not be an undischarged bankrupt or of unsound mind
- iii. shall be a Member of the Association at the time of his or her election or appointment;
- iv. shall remain a Member of the Association throughout his or her term of office.

#### b) Number of Directors

The affairs of the Association shall be managed by a Board, which consists of ten (10) elected Directors, one (1) Past President and eight (8) ex officio Directors. Elected Directors are individuals who are elected by the Members at Membership meetings to the respective positions on the Board as set out in the table

below. Ex officio Directors are individuals who are appointed by the Board to the respective positions on the Board as set out in the table below, and thereby are Directors of the Association ex officio.

c) Board Positions:

The Board shall consist of the following 19 Directors:

<b>BOARD POSITION</b>	<b>ELECTED/ EX OFFICIO</b>	<b>TERM</b>
a) Past President	Immediate	One (1) year
b) President	Elected	two (2) year term on even years
c) Vice-President of Administration	Elected	two (2) year term on odd years
d) Vice-President of Hockey Operations	Elected	two (2) year term on even years
e) Treasurer	Elected	two (2) year term on odd years
f) Secretary	Elected	two (2) year term on even years
g) Technical Director	Elected	two (2) year term on odd years
h) House League Hockey Director	Elected	two (2) year term on even years
i) Representative Hockey Director	Elected	two (2) year term on odd years
j) Fundraising Director	Elected	two (2) year term on even years
k) CHIP Director	Elected	two (2) year term on odd years
l) Risk Management Director	Ex officio	one (1) year term
m) Referee in Chief / Referee Liason	Ex officio	one (1) year term
n) Equipment Director	Ex officio	one (1) year term
o) Ice Scheduler	Ex officio	two (2) year term on odd years
p) Communications Director	Ex officio	one (1) year term
q) Tournament Director	Ex officio	one (1) year term
r) Registrar	Ex officio	one (1) year term
s) Coaching Director	Ex officio	one (1) year term

d) Term of Office of Elected Directors

- i. Each of these elected Directors shall be elected for a two (2) year term as set out in the table above. Each year at the annual general meeting, the Members of the Association shall elect the number of elected Directors equal to the number of elected Directors whose term is ending.
- ii. The election of Directors shall be rotated as stated in Section 9.2, such that five (5) Directors will be elected in even years and five (5) Directors will be elected in odd years.
- iii. The term of office of ex officio Directors shall be one (1) year or two (2) years applicable as set out in the table above.
- iv. The term of all incumbent Directors at the date of adoption of this By-Law shall continue until the expiry of their current term of office.

e) Change in Number of Directors;

The Association may by special Resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations.

## **9. ELECTION, VACANCY AND TERMINATION OF DIRECTORS**

### **9.1. Nominations for Elected Directors:**

The election of elected Directors shall take place at the annual general meeting of the Membership. No election or appointment of an elected Director is effective without consent given in writing prior to the election or appointment. Nomination Forms for elected Directors shall be available each year from the Secretary by February 31<sup>st</sup>. A Nomination Form must be completed by all nominees and two (2) nominators who are Members of the Association. Such completed form must be delivered to the Secretary on or before the fourteenth (14<sup>th</sup>) day of April each year.

9.2. Eligibility for Office:

- a) The President must have served on the Board of the Association for at least two (2) years prior to election to this position.
- b) The Association shall endeavour to nominate as Treasurer a person who has employment experience and skills in accounting procedures.

9.3. Election Procedures for Elected Directors:

The Chair of the Nominations and Elections Committee shall post in all Association arenas a listing of all individuals who have been nominated for election to be elected Directors on or before the fifteenth (15<sup>th</sup>) day of April in each year. Such listing shall identify what position each nominee is seeking election for.

9.4. Ex Officio Directors

The Elected Directors may appoint individuals to the respective positions on the Board as set out in the table above at the Board meeting following the annual general meeting. Upon the appointment, the said persons shall become Directors of the Association ex officio.

9.5. Vacancies:

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall 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.

9.6. Termination

a) Removal of Director by Membership

Provided that notice specifying the intention to pass such Resolution has been given with the notice of meeting, eligible voting Members of the Association, by a Resolution passed by at least 2/3 of the votes cast at a general meeting of Members 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.

b) Absenteeism

Unless otherwise determined by the Board, the absence of a Director without written or verbal notice from three (3) consecutive Board meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board meetings shall be deemed to be a resignation of the said Director from the Board.

c) Resignation

A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the Association.

a) Removal for Cause

The Board, by Resolution approved by two-thirds (2/3) of the Directors present, may remove any Director for cause before the expiration of his or her term of office.

## 10. BOARD RESPONSIBILITIES

### 10.1. Governance:

The Board of Directors shall govern the Association in compliance with the objects, powers, By-Laws and Policies of the Association, Rules of Operation and all applicable laws and regulations.

### 10.2. Board Meetings

#### a) Regular Board Meetings

Except as otherwise required by law, the Board may hold meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than ten (10) times per year.

#### b) Special Board Meetings

Special Board meetings may be called by the President or a Vice-President, in the absence of the President, or on petition in writing to the Secretary signed by any three Directors. Business transacted at a special Board meeting shall be limited to that specified in the notice calling the meeting.

### 10.3. Notice of Board Meetings

a) Notice shall be communicated to all Directors at least seven (7) days in advance of the meeting, unless all Directors agree to the calling of a meeting on shorter notice or the Board meeting is held on a regular day or date each month or immediately following a meeting of the Members of the Association;

b) Notice shall include a tentative agenda in the case of a regular Board meeting and shall specify the business to be conducted in the case of a special Board meeting.

c) No formal notice of any Board meeting shall be necessary if all the Directors are present or if those absent signify their consent to the meeting being held in their absence.

### 10.4. Error in Notice

No error or omission in giving 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.

### 10.5. Adjournment of Board Meetings

Any Board meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

### 10.6. Quorum

A quorum for a Board meeting shall be 6 elected Directors. No business of the Board shall be transacted in the absence of a quorum.

### 10.7. Voting Rights

Each elected Director, present at a Board meeting, including the Chair, shall be entitled to one vote. The Chair shall have a second vote in the event of a tie vote. Ex officio Directors and the Past President shall not have the right to vote.

### 10.8. Voting Procedures

A majority of votes of the elected Directors present at a Board meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

#### 10.9. Remuneration

With the exception of the Ice Scheduler, Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association; provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association. The Ice Scheduler shall receive an honorarium in an amount set annually by the Board of Directors for ice scheduling duties performed during the year.

#### 10.10. Conflict of Interest

- a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board meeting.
- b) The declaration of a conflict of interest shall be made at the Board meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board meeting interested in the proposed contract or transaction or other matter, at the next Board meeting held after the Director assumes the office.
- c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

#### 10.11. Indemnification of Directors

Every Director of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:

- a) All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- b) All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default; provided that, no Director of the Association shall be indemnified by the association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a director, he or she has achieved complete or substantial success as a defendant.
- c) The Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

#### 10.12. Confidentiality

Every Director of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera.

#### 10.13. Rules of Operation

Notwithstanding any other provision contained in this By-Law, the Board shall have the power to pass without any confirmation or ratification by the members of the Corporation all necessary rules and regulations as they deem expedient related in any way to the operations of the Corporation, including, without limitation, the conduct of members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Corporation or this By-Law. Such prescribed rules and regulations shall have force and effect only until the next AGM when they shall be confirmed and in default of confirmation at such AGM shall, at and from that time, cease to have force and effect.

#### 10.14. Participation at Meeting by Telephone or Electronic Means

If a majority of the Directors consent, either at a Board meeting by resolution or by consents signed individually by a majority of the Directors, a meeting of the Board of Directors may be held using telephonic, electronic or other means permitting all participants to communicate adequately with each other during the meeting provided that:

- a) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; and
- b) each Director has equal access to the specific means of communication to be used.

A Director participating in the meeting by such means shall be deemed for the purposes of the *Corporations Act* to have been present at that meeting. A written consent pursuant to this Section may be given before or after the meeting to which it relates and may be a "blanket" consent, relating to all meetings of the Board and/or committees of the Board.

## 11. OFFICERS

### 11.1. Officer Positions:

- a) The various Board positions of the elected Directors and ex officio Directors shall be deemed to be Officer positions of the Association for purposes of the *Corporations Act*.
- b) Officer positions for Elected Directors shall be the President, Vice-President of Administration, Vice-President of Hockey Operations, Treasurer, Secretary, Technical Director, Representative Hockey Director, House League Hockey Director, CHIP Director and Fundraising Director.
- c) Officer positions for ex officio Directors shall be the Referee in Chief / Referee Liaison, Communications Director, Risk Management Director, Equipment Director, Registrar, Tournament Director, and Ice Scheduler.
- d) A Director shall not hold more than one Office position, except that the Board may appoint another eligible Officer to fill a vacancy if no other candidate can be found.

### 11.2. Assistants to Directors

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

### 11.3. Term of Office

The term of the Officers shall be the same as the term of the Directors as set out in Section 8.

### 11.4. Termination of Officers

The termination of Officers shall be governed by the termination of Directors as set out in Section 8 above.

#### 11.5. Vacancies in Office

The filling of vacancies shall be governed by the termination of Directors as set out in Section 8 above.

#### 11.6. Responsibilities of Officers

a) Past President;

The Past President shall:

- a. Chair the Nominations and Elections Committee;
- b. Be available to assist any Director requiring assistance in the completion of his or her functions;
- c. Carry out other duties as assigned by the Board, Executive Committee, or the President.

b) President;

The President shall:

- a. Represent the Association in the Community;
- b. Act as Chair of the Board, the Executive Committee, and at all meetings of the Membership;
- c. Exercise general supervision of the Association in accordance with Policies determined by the Board;
- d. Be a voting Member of all committees and sub-committees of the Association;
- e. Report regularly to the Board on matters of interest;
- f. Delegate tasks as necessary.

c) Vice-President of Administration;

The Vice-President of Administration shall:

- a. Assume the duties of the President in the absence, for any reason, of the President;
- b. Monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
- c. Ensure the proper custody of the Association's Corporate seal;
- d. Be available to assist any Director requiring assistance in the completion of his or her functions;
- e. Carry out duties as assigned by the Board, the Executive Committee, or the President;
- f. Maintain Association By-Laws and Rules of Operation manuals.

d) Vice-President of Hockey Operations

The Vice-President of Hockey Operations shall:

- a. Be the primary contact for the OMHA
- b. Ensure that each convenor receives a copy of the Referees rulebook and OMHA Manual of Operations.
- c. Assume the duties of the President in the absence of the President and the Vice- President of Administration.
- d. Be available to assist any Director requiring assistance in the completion of his or her functions.
- e. Carry out duties as assigned by the Board, the Executive committee, or the President.

e) Treasurer;

The Treasurer shall:

- a. Ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- b. Ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;
- c. Present a Report of the Auditor from the previous year and a projected financial position for the current year to the Membership at the annual general meeting;
- d. Evaluate, review and recommend financial policy to the Executive Committee and to the Board;

- e. Chair the Budget Committee;
- f. Carry out duties assigned by the Board, the Executive Committee, or the President.

f) Secretary;

The Secretary shall:

- a. Record or delegate the recording of the minutes of general meetings of the Membership, 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 or law, the Letters Patent, By-Laws, and the Rules of Operation established by the Board or by the Membership;
- b. Ensure the proper custody of the corporate minutes and Resolutions and other corporate records and documents;
- c. Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- d. Recommend policy to the Board regarding internal and external communications of the Association;
- e. Ensure that all necessary and appropriate insurance has been purchased;
- f. Maintain the Membership list referred to in Section 6.2;
- g. Carry out duties as assigned by the Board, the Executive Committee, or the President.

g) Technical Director;

The Technical Director shall:

- a. For purposes of establishing, implementing and evaluating on ice and off ice technical development programs, liaise with the House League Hockey Director, Representative Hockey Director and the CHIP Director;
- b. Recruit and train volunteers to perform the functions required for technical development;
- c. Liaise with the Referee In Chief / Referee Liaison;
- d. Liaise with the Coaching Director concerning the coach mentor program;
- e. Build and maintain a technical training library.
- f. Carry out other duties as assigned by the Board, Executive Committee, or the President.

h) House League Hockey Director;

The House League Hockey Director shall:

- a. Prepare and report to the Board regarding House League operations;
- b. Appoint the members of the House League Hockey Operations Committees;
- c. Appoint all House League Hockey convenors;
- d. Chair the House League Hockey Operations Committee;
- e. Carry out other duties as assigned by the Board, Executive Committee, or the President.

i) Representative Hockey Director;

The Representative Hockey Director shall:

- a. Prepare and report to the Board regarding Representative Hockey League operations;
- b. Appoint the members of the Representative Hockey Operations Committees;
- c. Chair the Representative Hockey Operations Committee;
- d. Carry out other duties as assigned by the Board, Executive Committee, or the President.

j) Fundraising Director

The Fundraising Director shall:

- a. Coordinate all fundraising for the Association
- b. Be a member of the Sponsorship Committee
- c. Coordinate with the Treasurer all incoming fundraising funds
- d. Chair the Sponsorship Committee;
- e. Carry out other duties assigned by the Board, Executive Committee, or the President.

k) CHIP Director;

The CHIP Director shall:

- a. Prepare and report to the Board regarding CHIP operations;

- b. Appoint all CHIP Hockey coaches;
  - c. Chair the House CHIP Operations Committee;
  - d. Carry out other duties as assigned by the Board, Executive Committee, or the President.
- l) Risk Management Director;  
The Risk Management Director shall:
- a. Implement and enforce all OMHA Risk Management Programs;
  - b. Establish and maintain procedures with respect to clearance of all volunteers required to complete a police report;
  - c. Carry out volunteer screening as per Policy and guidelines;
  - d. Assist as requested with implementation of Risk Management Programs;
  - e. Carry out other duties as assigned by the Board, Executive Committee, or the President.
- m) Referee in Chief / Referee Liaison;  
The Referee in Chief / Referee Liaison shall:
- a. The Association Board will appoint the HCOP Certified Referee in Chief and a Referee Liaison, if deemed necessary. The Referee Liaison must abide the law 1 as set down by the Referee in Chief.
  - b. These positions will have jurisdiction over the officiating of House League/Local League and Representative Hockey games.
  - c. Canadian Hockey Association and Ontario Minor Hockey Association impose certain conditions and restrictions on Game officials, which will take precedence over those imposed by Erin-Hillsburgh Minor Hockey Association. Guidelines for the Game officials and Officials Committee, in addition to those in the Association.
- n) Equipment Director  
The Equipment Director shall:
- a. Maintain an accurate inventory of all equipment of the Association
  - b. Be responsible for handling any and all equipment of the Association
  - c. Maintain an accurate record of all equipment on loan
  - d. Ensure all equipment is returned to the Association
  - e. Clean and store all equipment of the Association
  - f. Carry out other duties as assigned by the Board, the Executive committee, or the President
- o) Ice-Scheduler  
The Ice Scheduler shall:
- a. Chair the Ice Committee;
  - b. Chair the Purchasing Committee;
  - c. Carry out other duties as assigned by the Board, Executive Committee, or the President.
- p) Communications Director  
The Communications Director shall:
- a. Produce a regular newsletter to all members
  - b. Communicate to all members the dates of general meetings
  - c. Be responsible to place ads in newspapers as directed by the Board
  - d. Be the liaison to the web master for updating the website of the Association
  - e. Carry out other duties as assigned by the Board, the Executive Committee, or the President
- q) Tournament Director  
The Tournament Director shall:
- a. Set up a budget for any tournaments run by the Association
  - b. Book ice time for said tournaments through the Ice Scheduler and /or the Ice Scheduling Committee
  - c. Organize all volunteers for the tournaments
  - d. Ensure all rosters are approved
  - e. Follow OMHA guidelines for tournaments
  - f. Ensure all documentation is complete

- g. Approve all teams entering the tournaments according to OMHA guidelines
- r) Registrar  
The Registrar shall:
  - a. Register all players and members
  - b. Maintain an accurate list of members
  - c. Register all representative team and select teams
  - d. Maintain an accurate data base according to OMHA rules
  - e. Be the liaison with the on-line registration provider
  - f. Chair the Registration Committee;
  - g. Carry out other duties as assigned by the Board, the Executive committee, or the President.
- s) Coaching Director;  
The Coaching Director shall:
  - a. For purposes of establishing, implementing and evaluating on ice and off ice coaching development programs, liaise with the House League Hockey Director, Representative Hockey Director and the CHIP Director;
  - b. Recruit and train volunteers to perform the functions required for coaching development;
  - c. Liaise with the OMHA concerning the coach mentor program;
  - d. Build and maintain a coach library;
  - e. Carry out other duties as assigned by the Board, Executive Committee, or the President.

## **12. COMMITTEES OF THE BOARD**

### 12.1. Standing Committees:

The following committees shall be Standing Committees of the Board:

- a) Executive Committee;
- b) House League Hockey Operations Committee;
- c) Representative Hockey Operations Committee;
- d) Budget Committee;
- e) Nominations and Elections Committee;
- f) Ice Scheduling Committee;
- g) Purchasing and Equipment Committee;
- h) Registration Committee;
- i) Sponsorship Committee.

12.2. Nothing in this By-Law shall be construed to limit the ability of the Directors and Membership of the Association from abolishing or creating Standing Committees by By-Law or from establishing such ad-hoc committees or subcommittees by Directors' Resolution as may be desired or required from time to time.

### 12.3. Executive Committee:

- a) The Executive Committee shall be chaired by the President, and shall consist of the Vice-President of Administration, the Vice-President of Hockey Operations, the Secretary, the Treasurer, the Past President, and the Risk Management Director, and shall be responsible for the day to day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.
- b) The Executive Committee shall:
  - a. During the intervals between the 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;

- b. Review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for Resolution;
- c. Present a report regarding the activities of the Executive Committee to the Board;
- d. Submit to the Budget Committee an estimate of revenues and expenditures of the Executive Committee for the next fiscal year of the Association;
- e. Recommend policy to the Board regarding management and administrative issues related to the Association;
- f. Deal with any other matters assigned to it by the Board or by the President.

#### 12.4. House League Hockey Operations Committee:

- a) The House League Hockey Operations Committee shall consist of the House League Hockey Director, as Chair, and house league convenors. The House League Hockey Operations Committee shall:
  - i. Operate the House League Hockey Programs pursuant to the Policies of the Association;
  - ii. Establish and monitor Policies relating to House League Hockey Operations provided that such Policies shall be and remain consistent with all other Policies of the Association and approval by the Board;
  - iii. Recruit and train volunteers to perform the functions required to operate the House League Hockey Operations;
  - iv. Submit to the Budget Committee in each year an estimate of revenues and expenditures of the House League Hockey Operations Committee for the next fiscal year of the Association;
  - v. Present a report regarding House League Hockey Operations to the Board;
  - vi. Select Ad-Hoc committees as required;
  - vii. Recommend policy to the Board regarding House League Operations.

#### 12.5. Representative Hockey Operations Committee:

- a) The Representative Hockey Operations Committee shall consist of the Representative Hockey Director, as Chair, and shall consist of the Representative Hockey Team Managers and the Vice-President of Hockey Operations.
- b) The Representative Hockey Operations Committee shall:
  - i. Operate the Representative Hockey Program pursuant to the Policies of the Association;
  - ii. Establish and monitor Policies relating to Representative Hockey Operations provided that such Policies shall be and remain consistent with all other Policies of the Association and approved by the Board;
  - iii. Recruit and train volunteers to perform the functions required to operate the Representative Hockey Operations;
  - iv. Represent and promote the interests of the Association in relation to any Representative Hockey involvement of the Association with any other local minor hockey associations or leagues;
  - v. Submit to the Budget Committee in each year an estimate of revenues and expenditures of the Representative Hockey Operations Committee for the next fiscal year of the Association;
  - vi. Present a report regarding Representative Hockey Operations to the Board;
  - vii. Select Ad-Hoc committees as required;
  - viii. Recommend policy to the Board regarding Representative Hockey Operations.

#### 12.6. Budget Committee:

- a) The Budget Committee shall be chaired by the Treasurer and shall consist of one (1) member of the House League Hockey Operations Committee and one (1) member of Representative Hockey Operations Committee.
- b) The Budget Committee shall:
  - i. Prepare a budget for the Association for the next fiscal year for submission to the Board for approval;
  - ii. Liaise with all Committees of the Board to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the Budget;

- iii. Finalize schedule of budget submissions from all committees on an annual basis;
- iv. Recommend policy to the Board regarding financial budgeting and planning.

#### 12.7. Nominations and Elections Committee

- a) The Nominations and Elections Committee shall be chaired by the Past President and shall consist of one (1) member of the House League Hockey Operations Committee and one (1) member of the Representative Hockey Operations Committee.
- b) The Nominations and Elections Committee shall:
  - i. Solicit nominations for each Board position, which is to become vacant including nominations for each annual general meeting;
  - ii. Be responsible for conducting the annual election of Elected Directors in accordance with the provisions contained in this By-Law;
  - iii. Submit to the Budget Committee each year an estimate of revenues and expenditures of the Nominations and Elections Committee for the next fiscal year of the Association;
  - iv. Present a report regarding Nominations and Elections to the Board;
  - v. Recommend policy to the Board regarding Nominations and Elections.

#### 12.8. Ice Scheduling Committee:

- a) The Ice Scheduling Committee shall be chaired by the Ice Scheduler and shall consist of one (1) member of the House League Hockey Operations Committee and one (1) member of Representative Hockey Operations Committee.
- b) The Ice Scheduling Committee shall:
  - i. Assess the ice requirements for the Association and shall enter negotiation with the city to meet these needs;
  - ii. Apportion the ice and times in a fair and equitable manner;
  - iii. Work with the Director of House League Hockey Operations and the Director of Representative Hockey Operations in determining the ice budget;
  - iv. Present a report regarding Ice Scheduling to the Board;
  - v. Recommend policy to the Board regarding Ice Scheduling.

#### 12.9. Equipment Committee:

- a) The Purchasing and Equipment Committee shall be chaired by the Equipment Director and shall consist of one (1) member of the House League Hockey Operations Committee and one (1) member of Representative Hockey Operations Committee
- b) The Purchasing and Equipment Committee shall:
  - i. Recruit and train volunteers to perform the functions required for purchasing and equipment;
  - ii. Maintain an inventory of all equipment owned by the Association;
  - iii. Collect rental fees and security deposits for all goalie equipment leased;
  - iv. Solicit bids and purchase hockey equipment, as required;
  - v. Maintain and repair all equipment owned by the Association;
  - vi. Solicit bids and arrange the purchase of awards;
  - vii. Act as the purchasing agent for the Association with respect to all Association purchases;
  - viii. Submit to the budget committee in each year an estimate of revenues and expenditures of the purchasing and equipment committee for the next fiscal year of the Association;
  - ix. Present a report regarding purchasing and equipment to the Board;
  - x. Recommend policy to the Board regarding purchasing and equipment.

#### 12.10. Registration Committee

- a) The Registration Committee shall be chaired by the Registrar and shall consist of one (1) member of the House League Hockey Operations Committee and one (1) member of Representative Hockey Operations Committee.
- b) The Registration Committee shall:

1.
  - a) Assist in the recruitment of new officials.
  - b) Ensure that all officials have copies of all Rules.
  - c) Evaluate and rate officials on an ongoing basis and suggest improvements.
2. Game officials and the Referee Liaison will be supplied with a copy of the E.H.M.H.A. Bylaws and Rules.
3. Game officials and the Referee Liaison shall be fully conversant with the Current Canadian Hockey Association and Ontario Minor Hockey Association Rules and strictly enforce them in all instances.
4. All written reports of misconduct by game officials must be delivered to the Referee in Chief who will thoroughly investigate them and report to the game officials and officials committee, who are accountable to the Board.
5. Game officials shall not start any game until the game sheet is signed by all team officials on the respective benches and is in the hands of the timekeeper. No penalties will be assessed under OMHA Rule 17 (c) in all house league games.

#### 12.11. Sponsorship Committee:

- a) The Sponsorship Committee shall be chaired by the Fundraising Director and shall consist of one (1) member of the House League Hockey Operations Committee and one (1) member of Representative Hockey Operations Committee and the Treasurer.
- b) The Sponsorship Committee shall:
  - i. Recruit and train volunteers to perform the functions required for sponsorship for the Association;
  - ii. Set up an accurate recording system covering income and disbursements relating to sponsorship for delivery to the Treasurer;
  - iii. Actively pursue new sponsorship projects;
  - iv. Manage and supervise current sponsorship endeavours;
  - v. Submit to the Budget Committee in each year an estimate of revenues and expenditures of the Sponsorship Committee for the next fiscal year of the Association;
  - vi. Present a report regarding sponsorship to the Board;
  - vii. Recommend policy to the Board regarding sponsorship.

#### 12.12. Standing Committee Procedure

- a) All Standing Committees shall comply with all By-Laws, guidelines, Rules of Operation of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OMHA, the OHF, the CHA, and, if applicable, any other hockey organizations with which Association teams are participating.
- b) Meetings:  
Each Standing Committee shall meet at the call of the Chair but shall meet not less than four times per year.
- c) Notice:  
Notice of all meetings of Standing Committees shall be communicated to all members of the standing committee at least seven (7) days prior to the meeting, except that such notice may be waived by consent of all members of the Standing Committee.
- d) Quorum:  
A quorum for a Standing Committee shall be a majority of the members of the Standing Committee.
- e) Voting Rights:  
Each Member of a standing committee present at a meeting shall be entitled to one vote; In the case of an equality of votes, the Chair shall have a second or casting vote.
- f) Minutes:  
Standing Committees shall maintain and keep minutes of their meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.

g) Annual Report:

Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Membership at the annual general meeting of the Association.

#### 12.13. Sub-Committees and Ad Hoc Committees

The Standing Committee procedure also shall govern the procedure of all sub-committees and ad-hoc committees of the Association.

## 13. EXECUTION OF DOCUMENTS

### 13.1. 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. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

### 13.2. Books and Records:

The Board shall ensure that all necessary books and records of the Association required by the By-Laws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

## 14. FINANCIAL YEAR

14.1. The financial year of the Association shall terminate on the 30<sup>th</sup> day of April in each year.

## 15. BANKING AND FINANCIAL ARRANGEMENTS

### 15.1. Banking Resolution:

The Board shall designate, by Resolution, a Director and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the Resolution, including, unless otherwise restricted, the power to:

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

### 15.2. Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, 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.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange to be signed on behalf of the Association must be signed by two people consisting of the Treasurer and one of the following – President or Vice-President of Administration, or by such other persons as the Board may from time to time determine.

### 15.3. Auditor

- b) The Members of the Association shall at its annual meeting appoint an auditor to review the financial statements. The auditor shall hold office until the next general meeting. In the event that an auditor is not appointed at an annual meeting of Members, the auditor then in office shall continue in office until a successor auditor is appointed.
- c) The auditor shall, at all reasonable times, have access to the books, accounts and vouchers of the Association and may require from the Directors such information and explanations as may be necessary for the performance of his/her duties.
- d) The auditor shall make a report to the members on the financial statement to be laid before the Association at each general meeting during his/her term of office.

## 16. BORROWING BY THE ASSOCIATION

### 16.1. Borrowing Power:

Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, By-Laws or Policies of the Association, 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.

### 16.2. 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 of 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.

## 17. NOTICE

### 17.1. 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 included, unless otherwise provided.

### 17.2. 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.

### 17.3. Method of Giving Notice:

Unless otherwise provided in the *Corporations Act* or the By-Law, whenever under the provisions of this By-Law, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or Member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid. For the purposes of sending any notice, the address of any Member, Director or Officer shall be his or her last address in the records of the Association.

## 18. PASSING AND AMENDING BY-LAWS

18.1. The Board and at least ten percent (10%) of the Active and Parent/Guardian Members in Good Standing may recommend amendments to the By-Laws of the Association from time to time, to the Membership.

### 18.2. Amendments initiated by the Board

If the Board intends to discuss amendment of the By-Laws of the Association at a Board meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such meeting. Where such notice is not provided, any recommendation to amend the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting for which written notice of intention to pass or amend such By-Laws shall be given.

A By-Law or an amendment to a By-Law recommended by the Board shall be presented for adoption at the next annual general meeting of the Members of the Association or at a special Members meeting called for the purpose of amending the By-Laws. The notice of such general meeting shall refer to, describe and explain the By-Law or amendment(s) to the By-Law to be presented at the meeting of the Members.

### 18.3. Amendments initiated by Members in Good Standing

Any amendment to the By-Laws by Members must be in writing, signed by at least ten percent (10%) of the Active and Parent/Guardian Members in Good Standing and received by the Secretary of the Association 45 days prior to the annual general meeting. Upon receipt of the document referred to above, a copy of the same shall be delivered to all Members of the Association with the notice for the annual general meeting if it has not already been delivered to the Members calling the said meeting, or if the notice calling the annual general meeting has already been delivered to the Members, then a copy of the amendment requested by the Member shall be delivered to the Members of the Association as soon as possible, together with an amended notice of the annual general meeting.

### 18.4. Consideration of Proposed Amendments

- i. The Members at the general meeting of Members may confirm the proposed By-Law or amended By-Law as presented or amend or reject the proposed By-Law or amended By-Law.
- ii. A motion to amend the By-Laws recommended by the Board or proposed by a Member at a general meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such general meeting.
- iii. Except as otherwise provided, a By-Law or an amendment to a By-Law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion. A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next annual meeting of Members or to a special general meeting of Members of the Association called for that purpose. The Members at the annual meeting or special general meeting may confirm the By-Law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect, and if amended, it thereupon takes effect as amended. Any rejection,

amendment or refusal to approve the By-Law or part of the By-Law made in accordance with this Section shall not invalidate any act done or right acquired under any such By- Law prior to its rejection, amendment or refusal to approval.

## **19. REPEAL OF PRIOR BY-LAWS**

### 19.1. Repeal

All prior By-Laws of the Association are hereby repealed.

### 19.2. Proviso

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

## **20. RULES OF PROCEDURE**

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

## **21. EFFECTIVE DATE**

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

The foregoing By-Law number is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a general meeting of the Members of the Association duly called and held via a virtual Video conference meeting in the Town of Erin, Ontario, and at which a quorum was present on January 11, 2021.



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Syd Spear, President

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Patrick D'Almada, Secretary