

SAUGEEN VALLEY MINOR HOCKEY ASSOCIATION



BY-LAW

May 19, 2023

SAUGEEN VALLEY MINOR HOCKEY ASSOCIATION

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BY-LAW NUMBER 1

A BY-LAW RELATING GENERALLY TO THE CONDUCT
OF THE BUSINESS AND AFFAIRS OF

SAUGEEN VALLEY MINOR HOCKEY ASSOCIATION

A CORPORATION WITHOUT SHARE CAPITAL SUBJECT TO THE

NOT-FOR-PROFIT CORPORATIONS ACT, 2010 (ONTARIO)

1. INTERPRETATION

1.1 Definitions

In the By-laws and resolutions of the Association, unless the context otherwise requires:

- a) "**Act**" means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, and, where the context requires, includes the regulations made under it, and any statute amending or enacted in substitution therefor, from time to time;
- b) "**Agreement**" means the merger agreement regarding the creation of the Association, dated April , 2023, entered into between West Grey Minor Hockey Association and Hanover Minor Hockey Club Inc., and all schedules thereto;
- c) "**Annual Meeting**" means the annual meeting of the Association;
- d) "**Articles**" means the Letters Patent and/or restated articles of incorporation of the Association, as amended from time to time by articles of amendment;
- e) "**Association**" or "**SVMHA**" means Saugeen Valley Minor Hockey Association (or such other name as the Association may in the future legally adopt) the new name of the not-for-profit corporation known as a HMHA upon its merger with WGMHA, pursuant to the Agreement;
- f) "**Board**" means the board of directors of the Association;
- g) "**By-laws**" means this by-law (including any schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force and effect;
- h) "**Director**" means an individual occupying the position of director, and "**Directors**" means all individuals occupying the position of director on the Board;
- i) "**HC**" means Hockey Canada (or such other name as it may in the future legally adopt);
- j) "**HMHA**" or "**Hanover Minor Hockey**" means Hanover Minor Hockey Club Inc., the prior name of the Association, a not-for-profit corporation incorporated by letters patent under

the Predecessor Act, on March 20, 1986, and identified as Ontario corporation no. 654170, which changed its name to Saugeen Valley Minor Hockey Association upon merging with WGMHA, pursuant to the Agreement;

- k) "**Letters Patent**" mean the original letters patent incorporating the Association, as may have been amended from time to time by supplementary letters patent or articles of amendment, as applicable;
- l) "**Member in good standing**" means a Member who (i) is not in arrears of any Association membership registration fees for a period of three (3) months or more, (ii) has no outstanding equipment on loan from the Association (unless approved by the Equipment Manager), (iii) is not currently being sanctioned by the Association or has received a notice of the Board's intention to suspend or expel the Member, and (iv) is not a party to any legal action brought against the Association.
- m) "**Members**" means all individuals of all classes of membership in the Association as provided for in Section 5.1 of these By-laws, and "**Member**" means any one individual member of any class of membership;
- n) "**Members' Meeting**" means the Association's Annual Meeting or a Special Meeting, as applicable in the circumstances;
- o) "**Officers**" means the individuals occupying the offices of the Association, including, but not limited to, the President, Vice-President, Secretary, and Treasurer, and "**Officer**" means any one of them;
- p) "**OHF**" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- q) "**OMHA**" means Ontario Minor Hockey Association Inc. (or such other name as the OMHA may in the future legally adopt);
- r) "**OWHA**" means the Ontario Women's Hockey Association (or such other name as the OWHA may in the future legally adopt);
- s) "**Policies**" means written statements governing issues affecting the affairs of the Association, including any code of conduct, which have been approved by the Board;
- t) "**Predecessor Act**" means the *Corporations Act*, R.S.O. 1990, Chapter 38, and any amendments thereto, from time to time;
- u) "**Registered Player**" means a minor hockey player eligible to play for and registered with the Association;
- v) "**Special Meeting**" means any Members' Meeting other than an Annual Meeting;
- w) "**special resolution**" means a resolution requiring the approval of not less than 2/3rds of the votes cast;
- (t) "**WGMHA**" or "**West Grey Minor Hockey**" means the West Grey Minor Hockey Association, an unincorporated member association, that developed and promoted minor ice hockey

for the youth in the Township of West Grey prior to merging with HMHA to continue as the Association, pursuant to the Agreement;

- x) “**WOAA**” means Western Ontario Athletic Association (or such other name as the WOAA may in the future legally adopt);

1.2 Other Definitions

Other than as specified in Section 1.1, words and expressions defined in the Act or regulations thereto have the same meanings when used herein, and any other by-laws and resolutions of the Association. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and “including” means including, without limitation.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

2. PURPOSES

2.1 Purposes

The purposes of the Association shall be to organize, develop and promote minor ice hockey for the eligible youth (i.e. boys and girls) of the Saugeen Valley Minor Hockey Association within those territories granted to the Association by the OMHA, including:

- a) to provide the opportunity to participate in recreational house league ice hockey;
- b) to provide community-based programs, which will allow an opportunity to participate in an environment of fun, safety, physical exercise and fair play;
- c) the development of and participation in representative ice hockey in order to provide the opportunity to participate at the highest competitive level of ice hockey;
- d) to foster and promote in all players, coaches, managers and Members associated with the SVMHA, good sportsmanship, proper behavior on and off the ice, respect for others and team play;
- e) to do all such other things that are incidental or conducive to the attainment of the above purposes;
- f) to use any profit or accretions to the Association solely for the purpose of the promotion of the above purposes.

3. SEAL, REGISTERED HEAD OFFICE AND BOUNDARIES

3.1 Seal

The corporate seal, if any, shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for their use and safekeeping.

3.2 Registered Head Office

The registered head office of the Association shall be located in the County of Grey in the Province of Ontario, as specified in the Articles or otherwise as the Association may from time to time determine either by special resolution of the Board or by special resolution of the Members pursuant to the Act, as applicable. The Association may establish such other offices within the Province of Ontario, as the Board may deem expedient and approved by special resolution of the Members.

3.3 Centre Point and Boundaries

For the purposes of determining eligibility for membership, the center point of SVMHA shall be at the intersection of Grey Road 4 and Grey Road 3 in the Municipality of West Grey, Province of Ontario. Furthermore, only those individuals whose primary residential address is within the town limits of Hanover, Durham, Ayton or Neustadt shall be entitled to membership in the Association, and will not be subject to OMHA Regulation 3.4 - Right of Choice.

4. AFFILIATIONS/COOPERATION

4.1 Affiliations

The Association may be affiliated by way of membership, or as otherwise deemed necessary by the Board, in order to promote its purposes, with the OMHA, OWHA, and WOAA.

4.2 Cooperation

The Association shall operate in cooperation with the Municipality of West Grey and the Town of Hanover in furtherance of promoting its purposes.

4.3 No Pecuniary Gain

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

5. CLASSES OF MEMBERSHIP

5.1 Membership Classes

There shall be two (2) classes of membership in the Association, with no limit as to the number of Members in either class, as follows:

- (a) Regular Members; and
- (b) Parent/Guardian Members.

6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Eligibility

- (a) Regular Members:

The Regular Members shall consist of all Registered Players eighteen (18) years of age or older. Each Regular Member shall be entitled to attend all Members' Meetings and may, by invitation, attend meetings of the Board and Committees of the Association. Each Regular Member in good standing shall be entitled to cast one (1) vote at all Members' Meetings.

- (b) Parent/Guardian Members:

The Parent/Guardian Members shall consist of all parent(s) and/or legal guardian(s) of Registered Players under the age of eighteen (18) years. Each Parent/Guardian Member shall be entitled to attend Members' Meetings and may, by invitation, attend meetings of the Board and Committees of the Association. Each Parent/Guardian Member in good standing shall be entitled to cast one (1) vote at all Members' Meetings. If more than one Parent/Guardian Member represents a Registered Player under eighteen (18) years of age, they may only cast one (1) vote between them for the Registered Player. In the case of two or more Registered Players under eighteen (18) years of age within a family household (irrespective of the number of residences), the Parent/Guardian Members shall be entitled to cast two (2) votes between them.

6.2 Members Register

Subject to Section 6.7 herein, the Registrar of the Board shall prepare and maintain a register of all current Members in each class. The Members register shall be kept at the registered head office of the Association and updated as necessary and made available for inspection to all Members and Directors subject to any conditions or limitations of inspection under the Act. Such Members register shall be used to determine eligibility to attend and vote at any Members' Meetings.

6.3 Membership Year and Term

Unless otherwise determined by the Board, every membership shall commence on or after July 1st in each calendar year, and shall terminate at the conclusion of the Annual Meeting or June 30th in the following calendar year, whichever is later.

6.4 Termination

a) Membership in the Association shall not be transferable and shall terminate in accordance with Section 6.3 or upon a Member's resignation, removal or death.

b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn notifies the appropriate Board members and records the resignation of the Members register.

c) Members whose membership fees are in arrears for a period of three (3) months shall be suspended from membership and will not be permitted to vote, make nominations or hold office in the Association. The Secretary shall send notice to the concerned Member in writing of their arrears a minimum of fifteen (15) days prior to their suspension becoming effective. Such Member shall be given the opportunity to be heard, orally, or in writing, by the Board, not less than five (5) days before they are suspended. The notice shall be delivered in accordance with the notice provisions herein.

d) A Member whose conduct is considered by the Board to be contrary to either the Association's Policies, including any code of conduct, if any, or the purposes of the Association shall be asked by the Board to explain or justify their conduct either orally or in writing. The Secretary shall send notice to the concerned Member not less than five (5) days before they are to make oral or written submissions to the Board, and such notice shall include details of their conduct that is considered to be contrary to either the Association's Policies, including any code of conduct, if any, or the purposes of the Association. If such Member is unwilling or unable to make submissions, they shall be asked by the Board to resign from the Association. If the Member does not resign, the Board shall give fifteen days (15) notice of a motion, to be considered at the next Board meeting, requesting the expulsion of the Member. A copy of this motion shall be included in the notice to the Member concerned. The notice shall be delivered in accordance with the notice provisions herein. If submissions are made by the Member concerned, and the Board deems it appropriate to proceed with a motion for expulsion, such submissions shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting of the Board. The Member concerned shall be invited to attend the Board meeting and to explain his or her position before the vote is taken.

6.5 Membership Fees

Membership fees shall be established annually and resolved by the Board. Upon termination of membership, fees for any unexpired term of membership shall be non-refundable, however, the Board may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

6.6 Right to Vote

All Regular Members and Parent/Guardian Members shall be entitled to notice of, and attend and vote at all Members Meetings, subject to Section 6.1 of this By-law, any other by-law, the Articles and the Act.

6.7 Record Date

Individuals, who are Members of the Association at least ten (10) days in advance of any Annual or Special Meeting of the Members, shall be provided notice of, and be entitled to vote, at such Members Meetings. Any individual who is not a Member at least ten (10) days in advance of a Members Meeting is not entitled to notice of such Members Meeting for which the record date has been established. Notice of Members Meetings shall be provided in accordance with the notice provision of this By-law. Individuals who become Members of the Association less than ten (10) days in advance of any Members Meeting shall still be entitled to attend and vote at such meeting.

7. MEETINGS OF THE MEMBERS

7.1 Annual Meeting

The Annual Meeting shall be held each calendar year on or before June 30th 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 Meeting that shall be sent to each Member in advance of such meeting and in accordance with the notice provisions herein:

- a) approval of the agenda;
- b) approval of the minutes of the previous meeting of the Members;
- c) receiving reports of the activities of the Association during the preceding year;
- d) receiving information regarding the planned activities of the Association for the current year;
- e) receiving the financial statements and/or a 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;
- g) consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- h) transaction of any business which relates to the business of the meeting referred to above, and any other business for which notice and particulars of which are received by the Secretary in writing fourteen (14) days prior to the date of the Annual Meeting;
- i) election of the new Board.

A resolution signed by all Members entitled to vote on that resolution pertaining to business being transacted at a meeting of the Members shall be deemed valid as if it had been passed at a meeting of the Members.

7.2 Special Meetings

a) In addition to the Annual Meeting, a Special Meeting of the Members may be called at any time by a Resolution of the Board. The business to be transacted at a Special Meeting shall be subject to the Act and limited to that specified in the notice calling the Special Meeting.

b) Members that hold at least ten (10) percent of votes that may be cast at a meeting of the Members may request in writing that the Board call a Special Meeting of the Members. Such request, which may consist of several documents of similar form must be signed by each Member calling the meeting, and must state the business to be transacted at the meeting and must be sent to each Director and to the registered head office of the Association.

7.3 Notice

a) Annual Meeting:

Notice of the Annual Meeting to be held on or before June 30th in each calendar year, shall set out the agenda, including particulars of all business to be transacted at the meeting, the time and the place of the meeting, the text of any resolution to be submitted at the meeting, if any, and such notice shall be delivered a minimum of ten (10) days prior to the meeting by email or by telephone to all Members and Directors at the last known email address or telephone number recorded for such Members and Directors in the records of the Association. Such notice shall also be posted on the SVMHA Website at least thirty days prior to the date of the Meeting.

b) Special Members Meetings:

Notice of any Special Members Meetings shall state the time and place of the meeting, the nature of the business to be transacted, state the text of any special resolution to be submitted at the meeting, and shall be delivered by email or by telephone to all Members and Directors at the last known email address or telephone number recorded for such Members and Directors in the records of the Association a minimum of ten (10) days prior to the meeting. Such notice shall also be posted on the website within at least fifteen (15) days prior to the date of the meeting.

7.3.1 Error or Omission in Notice

The accidental omission to give any notice or to send any document to any Member, Director or other person or the non-receipt of any notice or document by any Member, Director or other

person or any error in any notice or document not affecting the substance of the notice or document shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

7.3.2 Waiver of Notice

Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

7.4 Quorum

A quorum for any Members meeting shall exist if a minimum of 8 Members eligible to vote are 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 of votes cast by Members entitled to vote, unless otherwise required by the Act or by the By-laws of the Association, shall decide every question proposed for consideration at meetings of the Members;
- b) The Chair presiding at a meeting of the Members shall have a vote only in the event of a equality of votes, regardless of whether the Chair is also a Member;
- c) At the meetings of the Members, 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. Whenever a vote by show of hands has been taken upon a question of business to be transacted, 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 favor of or against the motion.

7.6 No Proxies

Proxies will not be permitted. Members must be present in person at all Members meetings in order to exercise their voting rights in relation to business or matters coming before a Members meeting.

7.7 Participation by Electronic Means at Members' Meetings

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a

Members' Meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these By-laws, any person participating in a Members' Meeting pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

7.8 Members' Meeting Held Entirely by Electronic Means (Virtual Meetings)

If the Directors or Members of the Association call a Members' Meeting pursuant to the Act or these By-laws, those Directors or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

7.9 Absentee Voting at Members' Meetings

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

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

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

7.10 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 other than to those Members present in person at the adjourned meeting, unless any meeting is adjourned for an aggregate of thirty (30) days or more. Such adjournment may be made notwithstanding that no quorum is present.

7.11 Chair

In the absence of the President and the Vice-President, the Members entitled to vote and present at any Members meeting shall choose another Director to act as Chair for that meeting and, if no Director is present or if all the Directors present decline to act as Chair, the Members shall adjourn the meeting.

8. BOARD OF DIRECTORS

8.1 Composition

(a) Eligibility

A Director:

- (i) shall be an individual;
- (ii) shall be eighteen (18) or more years of age;
- (iii) shall not be an undischarged bankrupt;
- (iv) shall not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property, and not found incapable by any court in Canada or elsewhere.

A Director need not be a Member of the Association.

b) Number of Directors

The business and affairs of the Association shall be managed by a Board, which shall consist of fifteen (15) individuals elected by the Members.

c) Election of Directors

i. Initial Board

The initial Board shall be appointed by the board of directors for each of HMHA and WGMH, with each organization nominating and appointing seven (7) members, who meet the membership requirements of their respective organization as of the effective date of the Agreement, to the Board. The fifteenth (15th) initial Director shall be a member of either HMHA or WGMH who met the membership requirements of the respective organization as of the effective date of the Agreement and was nominated by the board of directors of the respective organization. The fourteen (14) initial directors of the Board, and if more than one (1) individual in total was nominated between the organizations, shall cast votes by ballot to appoint the fifteenth (15th) Director, to be determined by majority votes; if a tie results from the initial votes cast, a second vote by ballot shall occur to determine a majority; if the second casting of the votes results in a tie, a name from

the nominated members of both organizations shall be anonymously selected from the ballot box to be appointed as the last initial Director.

ii. Subsequent Boards

At the first Annual Meeting, and each Annual Meeting thereafter, the number of Directors whose term in office has expired at the time of such Annual Meeting, shall be elected by the Members for a term of two (2) years.

d) Term of Office

i) Seven (7) of the initial Directors shall be eligible to be appointed for a term of two (2) years, and eight (8) of the initial Directors shall be eligible to be appointed for a term of one (1) year. The term appointments of the initial Directors shall be determined by the Board.

ii) All initial Directors shall be eligible to be elected or appointed for two (2) consecutive terms. The second term of all initial Directors shall be for two (2) years. Initial Directors shall not be eligible for election as a Director for a third consecutive term, save and except by a resolution passed by the Members.

iii) All Directors elected or appointed after the initial Directors shall be eligible for two (2) consecutive terms of two (2) years each and shall not be eligible for election as a Director for a third consecutive two (2) year term, save and except by a resolution passed by the Members.

e) Change in Number of Directors:

If the Articles provide for a minimum and maximum number of Directors, the Members may by a special resolution, increase or decrease the number of Directors within such minimum and maximum range. If the Members have, by a special resolution or a provision in the Articles, empowered the Board to increase or decrease the number within the minimum and maximum range provided for in the Articles, the Board may increase or decrease the number of Directors from time to time within such range. Any such change to the number of Directors shall be in accordance with the Act.

9. PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations

The election of Directors shall take place at the Annual Meeting of the Members. No election or appointment of a Director is effective without consent given in writing prior to or within ten (10) days of the election or appointment. Nomination forms for the Board shall be available each year from the Secretary by January 31st. 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 a minimum of five (5) days prior to the election held at the Annual Meeting.

9.2 Board Positions

At the first Board meeting following the appointment of the Board, and at every Board meeting immediately after any new Directors have been elected or appointed, the Board shall appoint each Director to the following Board positions:

- a) President – Director/Officer
- b) Past President – Director – the initial Past President position shall be held by the outgoing president of either HMHA or WGMH and shall be appointed by the initial Directors.
- c) Vice President – Director/Officer
- d) Secretary – Director/Officer
- e) Treasurer – Director/Officer
- f) Centre Boys Contact – Director
- g) Centre Girls Contact – Director
- h) Registrar - Director
- i) Coach Coordinator U9 and Under – Director
- j) Coach Coordinator U11 and Above – Director
- k) Player Development – Director
- l) Parent Rep – Director
- m) Director at large – Director
- n) Equipment Manager – Director
- o) Webmaster – Director

9.2.1 Staff positions

The Board may enter into contract(s) with third party individuals for the provision of certain services for remuneration specified in the contract(s) for the following roles and terms, which contracts shall not be deemed or construed to form an employee/employer relationship:

Or

The Board shall appoint among themselves, individuals to hold the following roles and terms in addition to their role as Director:

Ice Manager -Appointed -one (1) term appointed by the Board

Referee Coordinator -Appointed -one (1) term appointed by the Board

Tournament Coordinator - Appointed - one (1) term appointed by the Board

9.3 Election Procedures

The Chair of the Nominations and Elections Committee shall post on the SVMHA website a listing of all individuals who have been nominated for election to the Board fourteen (14) days prior to the Annual Meeting.

9.4 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 Members 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 the vacancy occurs as a result of the Members removing a Director by special resolution, then the Members may fill the vacancy by an ordinary resolution at a meeting of the Members. If there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy.

9.5 Termination

(a) Removal of Director by Members

Provided that notice specifying the intention to pass such resolution has been given with the notice of Special Meeting, eligible voting Members of the Association, by ordinary resolution passed by the majority of the votes cast at a Special Meeting of Members may remove any Director before the expiration of his or her term of office, and, by ordinary resolution by a majority of the votes cast at that meeting, may elect any eligible 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 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. The Board shall present a resolution to the Members for the removal of such absent Director at a Special Meeting called by the Board, and the resignation of such Director shall not become effective until the ordinary resolution is passed by majority vote of the Members.

c) Resignation

A Director of the Board may resign at any time by submitting a letter of resignation to the President of the Association and the Association at its registered head office, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later.

d) Other

A Director shall be deemed to have resigned upon his or her death, or in the event he or she becomes ineligible pursuant to Section 8.1(a).

e) Suspension by Board

While only the Members may remove a Director prior to the end of his or her term, the Board may, by special resolution passed at a special meeting of the Board, suspend a Director from attending and voting at Board meetings as a result of a major infraction alleged to have been committed by such Director, in violation of the Association's code of conduct pursuant to a formal complaint, where the nature and severity of such alleged infraction is sufficiently serious to warrant the Director's suspension from the Board until the earlier of such time as the Board has had a sufficient opportunity to investigate and either decide in favour of the suspended Director or the complainant, in which case the Board will call a Special Meeting at which the Members will decide either to remove or retain such Director.

9.6 Assistants to Officers

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

9.7 Eligibility for Office

a) All initial Officers of the Association shall be appointed by the initial Directors based on a majority of votes cast between them for each office, among the initial Directors. All subsequent Officers of the Association shall be appointed by the Board, from time to time, among the Directors.

b) The initial President of the Association must have served on the board of either HMHA or WGHA for at least one (1) year immediately prior to appointment to office.

c) All subsequent President's of the Association must have served on the Board for at least (1) year immediately prior to appointment to office.

d) The Board shall endeavor to appoint as Treasurer a Director who has employment experience and skills in accounting procedures.

9.8 Responsibilities of Directors

A) President: The President shall:

i) Represent the Association in the Community;

ii) Act as Chair of the Board and at all Meetings of the Membership;

iii) Exercise general supervision of the Association in accordance with Policies determined by the Board;

- iv) Be a non-voting Member of all committees and sub-committees of the Association;
- v) Report regularly to the Board on matters of interest;
- vi) Delegate tasks as necessary;
- vii) Attend monthly board meetings.
- viii) Chair the discipline committee

B) Past President; The Past President shall:

- i) help the President when called upon

C) Vice President; The Vice President shall:

- i) Assume the duties of the President in the absence for any reason of the President;
- ii) 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;
- iii) Be available to assist any Director requiring assistance in the completion of his or her functions;
- iv) Carry out duties as assigned by the Board or the President;
- v) Attend monthly board meetings.

D) Secretary: The Secretary shall:

- i) Record or delegate the recording of the minutes of General Meetings of the Membership, Board 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 and By-laws and the Policies and procedures established by the Board or by the Membership;
- ii) Ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- iii) Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- iv) Recommend policy to the Board regarding internal and external communications of the Association;
- v) Oversee the Webmaster
- vi) Carry out duties assigned by the Board or the President;
- vii) Attend monthly board meetings;

E) Treasurer: The Treasurer shall:

- i) Ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- ii) Ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;

- iii) 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;
- iv) Evaluate, review and recommend financial policy to the Executive Committee and to the Board;
- v) Carry out duties assigned by the Board or the President;
- vi) Attend monthly board meetings.
- vii) Provide a financial report at each meeting of the board

F) OMHA Centre Boys Contact: OMHA Centre Contact shall:

- i) 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;
- ii) Be available to assist any Director requiring assistance in the completion of his or her functions;
- iii) Be the primary contact to/from OMHA and WOAA including attendance at mandatory meetings, clarifications of procedures/rules, general inquiries, suspension confirmations;
- iv) Ensure all correspondences are distributed to the appropriate person(s) including Manuals, Rule books, schedules;
- v) Submit requested travel permits for exhibition games and tournaments
- vi) Liaise with Registrar when Offers of Affiliation are submitted
- vii) Apply for all travel permits
- viii) Responsible for all right of choice, transfer and release forms
- ix) Attend monthly board meetings.
- x) Maintain police record checks for all Bench Staff as required

G) OWHA Centre Girls Contact: OWHA Centre Contact shall:

- i) 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;
- ii) Be available to assist any Director requiring assistance in the completion of his or her functions ;
- iii) Be the primary contact to/from OWHA and WOAA including attendance at mandatory meetings, clarifications of procedures/rules, general inquiries, suspension confirmations;
- iv) Ensure all correspondences are distributed to the appropriate person(s) including Manuals, Rule books, schedules;
- v) Submit requested travel permits for exhibition games and tournaments
- vi) Liaise with Registrar when Offers of Affiliation are submitted
- vii) Apply for all travel permits
- vii) Attend monthly board meetings.
- viii) Maintain police record checks for all Bench Staff as required

H) Registrar The Registrar shall:

- i) Maintain the membership list referred to in Section 6.2;
- ii) Carry out duties assigned by the Board or the President;
- iii) Chair the Registration Committee;
- iv) Attend monthly board meetings.
- vi) Ensure that all players are registered with the OMHA, OWHA and WOAA;
- vii) Complete team rosters as teams are selected as per WOAA/OMHA/OWHA deadlines;
- viii) Ensure team officials are registered and rostered accordingly and communicate any discrepancy regarding role certification;
- ix) Add affiliated players to rosters as requested as per deadlines;
- x) Ensure team rosters are submitted for approval as per deadlines;
- xi) Distribute approved team rosters to coaches and other appropriate board member members;
- xii) ensure that respect in sport and rowans law is completed
ensure that all necessary registration documents are provided

I) Coach Coordinator (U9 & under): The U9 & under coach coordinator shall:

- i) Organize and supervise the tryout process each season (U9 & under)
- ii) Liaise with the Referee in Chief;
- iii) Liaise with Girl and Boy's Town Contact to ensure the coaching staff have the proper qualifications
- iv) Carry out other duties as assigned by the Board or the President;
- v) Chair the U9 & under Coaches Committee;
- vi) Attend monthly board meetings.

J) Coach Coordinator (U11 & above): The U11 & above coach coordinator shall:

- i) Organize and supervise the tryout process each season (U11 & above)
- ii) Liaise with the Referee in Chief;
- iii) Liaise with Girl and Boy's Town Contact to ensure the coaching staff have the proper qualifications
- iv) Carry out other duties as assigned by the Board or the President;
- v) Chair the U11 & above Coaches Committee;
- vi) Attend monthly board meetings.

K) Player Development: Player Development shall:

- i) For purposes of establishing, implementing, and evaluating on ice and off ice technical development programs
- ii) Liaise with Coach Coordinators to ensure organization focus, goals and objectives for player development "All ages"

- iii) Recruit and train volunteers to perform the functions required for skill development;
- iv) Prepare and provide cost summary analysis budget for initial board meeting
- v) Carry out other duties as assigned by the Board or the President;
- vi) Organize clinics such as body checking, power skating etc.;
- vii) Attend monthly board meetings.

L) Parent Rep:

- i) ensure all members are aware of the proper protocol for dealing with any complaints and the procedures as outlined in The Code of Conduct;
- ii) is responsible for maintaining case files while in term of present year. At the end of term all case files shall be handed over to the new director. These case files will be kept on file for future reference and remain sealed. A written report will be used as reference if needed;
- iii) Oversee the Year end Banquet;
- iv) Oversee photo day;
- v) Provide training as necessary for electronic game sheets and score clock operation;
- vi) Be on Fundraising & Sponsorship Committee;
- vii) Attend monthly board meetings.

M) Director at Large: The Director at Large shall;

- i) Chair the Fundraising & Sponsorship Committee;
- ii) Carry out duties assigned by the Board or the President;
- iii) Attend monthly board meetings;
- iv) Tournament Committee.

N) Equipment Manager: The Equipment Manager Shall:

- i) Maintain an inventory of all owned equipment by the association including training aids, junior program half ice items, jerseys, trainers' kits, pucks, goalie equipment, lockers, trophies and banners;
- ii) Work with the Coaches committee on annual equipment needs;
- iii) Purchase equipment required throughout operations of the season;
- iv) Work with the arena managers for the three facilities for placement and/or storage of training aids, junior program items, hanging of banners and placement of trophies in display cases;
- v) Distribute minor hockey assets to coaches, trainers and goalies throughout the season;
- viii) Carry out duties assigned by the Board or the President;
- ix) Attend monthly board meetings.

O) Webmaster: The Webmaster shall:

- i) Maintain and update website;
- ii) Establish contact with web provider;
- iii) Post all information forwarded from the various Committees and Board on website and applicable social media platforms;
- iv) Attend monthly board meetings.

STAFF

Ice Manager: The Ice Manager shall;

- i) Assess the ice requirements for the Association and shall enter negotiation with the Municipalities to meet these needs;
- ii) Apportion the ice and times in a fair and equitable manner;
- iii) Work with the Board in determining the ice budget;
- iv) Present a report regarding Ice Scheduling to the Board;
- v) Recommend policy to the Board regarding Ice Scheduling;
- vi) Review invoices for ice time

Referee coordinator The Referee coordinator shall:

- i) Ensure there are enough referees in place to officiate all games;
- ii) Liaison with the Coach Coordinators to estimate fees for the upcoming year;
- iii) Liaison with the Treasurer to ensure all Officials are reimbursed accordingly
- iv) Ensure refereeing complaints are addressed and solved in a timely fashion;
- v) Schedule referees
- vi) Provide monthly financial report to board

Tournament Coordinator

- i) Organizer for all tournaments hosted by SVMHA
- ii) Provide monthly financial report to board
- iii) Chair the tournament committee

10. BOARD RESPONSIBILITIES

10.1 Governance

The Board shall govern the Association in compliance with its purposes, Articles, By-laws, Rules of Operation, Policies, if any, the Act and all applicable regulations thereto. regulations.

10.1.1 Powers

The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board.

10.1.2 Duties

Every Director in exercising his or her powers and discharging his or her duties to the Association shall, act honestly and in good faith with a view to the best interests of the Association; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

10.2 Board Meetings

(a) Regular Board Meetings

Except as otherwise required under the Act, 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 fiscal year (May 1 - April 30).

(i) Directors are required to submit an operational report based on their responsibilities found under Section 9.8, a minimum of forty-eight (48) hours prior to any regular meeting, to the Secretary and every other Director, for review and approval by the Board at the regular meeting.

(b) Special Board Meeting

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 subject to the Act and 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 any Board meeting, unless all Directors agree to the calling of a Meeting on shorter notice or a 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) Subject to the Act, no formal notice of any Board meeting shall be necessary if all the Directors are present or if those absent provide their written consent to the meeting being held in their absence;

d) Notice shall be provided to all Directors a minimum of seven (7) days in advance of any Board meeting where the business to be transacted relates to:

- i) Submitting to the Members any question or matter requiring the approval of the Members;
- ii) Filling a vacancy among the Directors, Officers or the position of auditor;
- iii) Appointing additional directors;
- iv) Issuing debt obligations except as authorized by the Directors;
- v) Approving any financial statements under section;
- vi) Adopting, amending or repealing By-laws;
- vii) Establishing contributions to be made, or dues to be paid, by Members under section.

10.4 Error in Notice

The accidental omission to give any notice or to send any document to any Director or other person or the non-receipt of any notice or document by any Director or other person or any error in any notice or document not affecting the substance of the notice or document shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

10.5 Adjournment of Board Meetings

Any Board meeting may be adjourned at any time and from time to time and such business maybe transacted at such continued 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 as long as the time and place of the continued meeting is announced at the meeting that is adjourned.

10.6 Quorum

A quorum for a Board meeting shall be 8 Directors. No business of the Board shall be transacted in the absence of a quorum. If all of the Directors of the Association consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting for the purposes of establishing a quorum.

10.7 Electronic / Telephone Meetings

At the discretion of the President, any or all Directors may participate in a meeting of the Board by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear and communicate with each other simultaneously and a director participating in such a meeting by such means is deemed to be present at the meeting.

10.8 Accountant and Audit Requirements

Subject to Sections 14.2 and 14.3 herein, and the requirements and waivers under the Act, on an annual basis, the Board shall appoint an accountant of the Association to conduct an independent audit or review of the Association's financial books, records and statements. The audit report, review engagement or notice to reader, as the case may be, of the accountant shall be finalized within six (6) months of the Association's financial year end, and delivered to the Board for approval, then made available to the Members for inspection upon request, and shall otherwise be presented annually to the Members at the Annual Meeting.

10.9 Voting Rights

Each Director, present at a Board meeting, including the Chair, shall be entitled to one vote. The Chair shall be entitled to a second vote only in the event of an equality of votes. If a Director holds two (2) Director positions such Director is eligible for 1 vote only.

10.10 Voting Procedures

A majority of votes of the 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 favor or against such motion.

10.11 Remuneration

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 may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

10.12 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 first Board meeting held after the Director becomes so interested office.

c) If the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested.

d) If a person who is interested in a contract or transaction later becomes a Director, at the first meeting after he or she becomes a Director.

e) 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.

f) 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.

g) 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.

10.13 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, so long as the Director acted honestly and in good faith with a view to the best interests of the Association, and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the Director had reasonable grounds for believing that his or her conduct was lawful, 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 willful 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.

10.14 Confidentiality

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

10.15 Rules of Operation

Notwithstanding any other provision contained in this By-law, the Board shall have the power to pass, subject to the confirmation or ratification by resolution of the Members of the Association all necessary Policies, rules and regulations as they deem expedient related in any way to the operations of the Association, including, without limitation, the conduct of its Members, Member teams and guests, provided such rules and regulations are not otherwise inconsistent with the Articles of the Association, the Act or this By-law. Such prescribed Policies, rules and regulations shall have force and effect until the next Annual Meeting when they shall be confirmed by the Members. In the event of default of confirmation at such Annual Meeting the Policies, rules and regulations may cease to have force and effect.

11. OFFICERS

11.1 Appointment

(a) Initial Officers

The initial Directors shall appoint the following initial Officers, based on a majority of votes cast between them for each office, from among the initial Directors: President, Vice-President, Treasurer and Secretary. The office of Treasurer and Secretary may be held by the same individual and may be known as the Secretary-Treasurer.

(b) Subsequent Officers

The Board shall appoint from among the Directors the following Officers: President, Vice-President, Treasurer, Secretary and any other Officers as determined necessary by the Board at the first Annual Meeting after the passing of this By-law. The office of Treasurer and Secretary may be held by the same individual and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same individual. The Board may appoint such other Officers as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

11.2 Election and Term of Office

(a) Initial Officers

The initial Directors shall elect all initial Officers amongst themselves by way of majority of votes cast between them for each office and respective term. The initial Directors may elect initial Officers for a term of either one (1) or two (2) years. To be eligible for the office of President, the

individual must have presided as a president for either HMHA or WGMH for at least one year prior to being elected. Unless removed, an initial Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed;
- b. the Officer's resignation;
- c. such Officer's death;
- d. if such Officer was elected for a one (1) year term by the initial Directors, until the close of the first Annual Meeting following his or her year of election; or
- e. if such Officer was elected for a two (2) year term by the initial Directors, until the close of the second Annual Meeting following his or her year of election.

(b) Subsequent Officers

The Directors shall elect all Officers amongst themselves by way of resolution for a term of two (2) years. To be eligible for the office of President, the Director must have presided on the Board for at least one year prior to being elected. Any Officer shall cease to hold office upon being removed by resolution of the Board. Unless removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed;
- b. the Officer's resignation;
- c. such Officer's death; or
- d. until the close of the second Annual Meeting following his or her year of election.

11.3 Vacancies in Office

If a vacancy occurs in any Office, or if for any reason an Officer is unable or unwilling to act in that capacity, a Board meeting shall be held within thirty (30) days for the purpose of selecting a replacement Officer from among the current Directors. The Board shall fill vacancies in offices for the balance of the unexpired terms from among those eligible to serve.

11.4 Duties

a) Officers shall be responsible for the duties assigned to them in section 9.2 of this By-law or as otherwise instructed by way of resolution passed by the Board.

b) Every Officer in exercising his or her powers and discharging his or her duties to the Association shall, act honestly and in good faith with a view to the best interests of the Association; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances

c) Every Officer shall comply with, the Act and the regulations thereto; and the Association's Letters Patent, Supplemental Letters Patent, By-laws and Rules of Operation.

11.5 Conflict of Interest

a) Every Officer 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 Officer is not at the date of that Board meeting interested in the proposed contract or transaction or other matter, at the first Board meeting held after the Officer becomes so interested office.

c) If the Officer becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested.

d) If a person who is interested in a contract or transaction later becomes an Officer, at the first meeting after he or she becomes an Officer.

e) If an Officer has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Officer is not accountable to the Association for any profit realized from the contract or transaction or other matter.

f) If an Officer fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Officer shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

11.6 Indemnification of Officers

Every Officer 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, so long as the Officer acted honestly and in good faith with a view to the best interests of the Association, and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the Officer had reasonable grounds for believing that his or her conduct was lawful, 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 willful neglect or default; provided that, no Officer 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 an Officer, 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 Officers as the Board may from time to time determine.

11.7 Confidentiality

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

11.8 Remuneration

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

12. COMMITTEES OF THE BOARD

12.1 Establishment

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. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

12.2 Standing Committees

The following committees shall be Standing Committees of the Board:

- a) Nominations
- b) Discipline
- c) Risk Management
- d) Coaches U9 & Under
- e) Coaches U11 & Above
- f) Fundraising & Sponsorship

- g) Registration
- h) Tournaments
- i) Standing Committee

12.3 Other

Nothing in this By-law shall be construed to limit the ability of the Board and Members of the Association from abolishing or creating Standing Committees by By-law or from establishing such ad hoc committees or subcommittees by Director's resolution as may be desired or required from time to time.

12.5 Nominations Committee

The Nominations Committee shall be chaired by the Vice President and shall consist of the Officer at large, and registrar. The Nominations Committee shall:

- i) Solicit nominations for each Board position, which is to become vacant including nominations for each Annual Meeting;
- ii) Be responsible for conducting the annual election of Officers in accordance with the provisions contained in this By-Law;
- iii) Present a report regarding Nominations to the Board;
- iv) Recommend policy to the Board regarding Nominations and Elections.

12.8 Risk Management Committee

The risk management committee shall be chaired by the Boys Centre Contact and should consist of 2 other Directors. The Risk Management Committee shall:

- i) Implement and enforce all OMHA Risk Management Programs;
- ii) Establish and maintain procedures with respect to clearance of all volunteers required to complete a police report;
- iii) Carry out volunteer screening as per policy and guidelines;
- iv) Assist as requested with implementation of Risk Management Programs;
- v) Carry out other duties as assigned by the Board or the President.

12.10 Discipline Committee

- i) Be Chaired by President
- ii) Will consist of President and 2 additional appointed board members. For the inaugural 2023-2024 season one appointed member must have previously belonged to the former West Grey Minor Hockey and the other appointed member must have previously belonged to the former Hanover Minor Hockey
- iv) Will not deal with any complaints unless in writing, signed and presented to any committee member

v) Any committee member involved in dispute may not vote on the said matter only and will be requested to leave the room.

vi) Will govern all issues outside of the OMHA guidelines

12.11 Coaches Committee (U9 & Under)

i) Coaches Committee to be chaired by the U9 and Under Coach Coordinator

ii) Committee will consist of Vice President, U9 and Under Coach Coordinator and 2 appointed members. For the inaugural 2023-2024 season only; one appointed member must have previously belonged to the former West Grey Minor Hockey and the other appointed member must have previously belonged to the former Hanover Minor Hockey

iii) Be responsible for soliciting and interviewing prospective coaches

iv) Bring recommendations of head coaches to the executive and Board

v) Review Coaching staff and bring to Executive for approval

vi) Be responsible for conducting coaches meeting

vii) Responsible for dealing with issues of Coaches Conduct

12.12 Coaches Committee (U11 & Above)

i) Coaches Committee to be chaired by the U11 and Above Coach Coordinator

ii) Committee will consist of Vice President, U11 and Above Coach Coordinator and 2 appointed members. For the inaugural 2023-2024 season only; one appointed member must have previously belonged to the former West Grey Minor Hockey and the other appointed member must have previously belonged to the former Hanover Minor Hockey

iii) Be responsible for soliciting and interviewing prospective coaches

iv) Bring recommendations of head coaches to the executive and Board

v) Review Coaching staff and bring to Executive for approval

vi) Be responsible for conducting coaches meeting

vii) Responsible for dealing with issues of Coaches Conduct

12.13 Fundraising & Sponsorship Committee

i) Will be chaired by the Officer at Large

ii) Responsible for fundraising events, sponsorship commitments and projects

iii) Establish a committee to organize the year end banquet

iv) Committee to include Parent Rep

v) Responsible for compiling all financial details and promptly forwarding money to the Treasurer

vi) Pre-approve team fundraising initiatives

12.14 Registration Committee

i) Chaired by the Registrar

ii) Will assist Registrar with all duties as assigned

12.15 Tournament Committee

i) Chaired by the tournament coordinator

ii) Responsible for organizing, promoting and operating tournaments

iii) Communicate with the Centre Contact to ensure all necessary documentation is completed as per deadlines.

iv) Responsible for compiling all financial details and promptly forwarding money to the Treasurer

12.16 Standing Committee Procedure

(a) All Standing Committees shall comply with the Act, all By-laws, guidelines, Policies and procedures of the Association as determined by the Board or the Members, from time to time, and also shall comply with all requirements of the OMHA, OWHA, WOAA, OHF, HC, when necessary, 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) 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.

(e) Annual Report: Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Members at the Annual Meeting of the Association.

13. EXECUTION OF DOCUMENTS

13.1 Execution of Documents

All instruments in writing to be entered into by the Association shall be signed by the President or Vice President, and by the Secretary or Treasurer of the Association, or otherwise as the Board may from time to time determine by resolution. Any instruments in writing so signed shall be binding upon the Association without any further authorization or formality. Any signing Officer may affix the corporate seal to any instrument requiring the same. The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contracts, documents, powers of attorney, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases receipts and discharges for the payment of money or other obligations, conveyances,

transfers and assignments of shares, stocks, bonds, debentures or other securities, instruments of proxy and all paper writing.

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 and the Act are regularly and properly maintained and any contracts or agreements are filed for safekeeping. The books and records shall be kept at the registered head office or as otherwise determined by the Board.

The following is a list of records that the Association shall keep:

- a) the Association's Articles, and By-laws, and amendments to them;
- b) the minutes of meetings of the Members and of any committee of Members;
- c) the resolutions of the Members and of any committee of Members;
- d) the minutes of meetings of the Directors and of any committee of Directors;
- e) the resolutions of the Directors and of any committee of Directors;
- f) a register of Directors;
- g) a register of Officers;
- h) a register of Members;
- i) accounting records adequate to enable the Directors to ascertain the financial position of the Association with reasonable accuracy on a quarterly basis; and
- j) a register of ownership interests in land.

14. FINANCIAL YEAR

14.1 Financial Year

The financial year of the Association shall terminate on the 30th day of May in each calendar year.

14.2 Audit

At the first Board meeting, and thereafter at each Annual Meeting, Members shall by ordinary resolution, and pursuant to the Act, unless an exemption from an audit or a review engagement is permitted under the Act, appoint either:

- a) an auditor to hold office until the close of the next Annual Meeting; or
- b) a person to conduct a review engagement of the Association.

The Board shall determine annually whether an auditor or a person to conduct a review engagement of the Association is required under the Act, which shall depend on whether the Association received more than ten thousand dollars (\$10,000.00 CAD) in that financial year in

either donations from people who are not Members, Directors, Officers or employees, or grants or similar financial assistance from federal, provincial or municipal government or a government agency and on whether the revenue of the Association less than or greater than one hundred thousand (\$100,000.00 CAD) or less than or greater than five hundred thousand (\$500,000.00 CAD).

14.3 Financial Disclosure

a) The Directors shall approve annual financial statements of the Association that relate to the period that began immediately after the end of the last completed financial year and ended not more than six months before the Annual Meeting or, if the Association has not completed a financial year, that began on the date the Association came into existence and ended not more than six months before the Annual Meeting. The approval of the Directors must be evidenced by the signature of one or more Directors.

b) The Directors of the Association shall place before the Members at every Annual Meeting:

i) the financial statements approved by the Directors;

ii) the report of the auditor or of the person who conducted a review engagement, as the case may be; and

iii) any further information respecting the financial position of the Association and the results of its operations required by the Articles or the By-laws.

c) Not less than twenty-one (21) days before each Annual Meeting of the Members or before the signing of a resolution in lieu of the Annual Meeting, the Association shall give a copy of the documents referred to above to all Members who have informed the Association that they wish to receive a copy of those documents.

14.4 Other

The Board shall manage the financial affairs of the Association with the aim of maintaining financial strength and prudence by keeping a reserve fund as determined by the Board.

15. BANKING ARRANGEMENTS

15.1 Banking Resolution

The Board shall designate, by resolution, the Officers 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.

15.3 Cheques/Transfers

- a) All cheques written by the Association shall be signed by the Treasurer and one other Officer either President or Vice President of the Association.
- b) All E-transfers to be approved by the Treasurer and one other Officer either President or Vice President of the Association.

16. BORROWING BY THE ASSOCIATION

16.1 Borrowing Power

Subject to the limitations set out in the Articles, By-laws or Policies of the Association, the Board may by Resolution authorize the Association to:

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

16.2 Borrowing Resolution

From time to time, the Board may authorize any Officer 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 and posted on SVMHA website

17.2 Omissions and Errors

The accidental omission to give any notice or to send any document to any Member, Director or other person or the non-receipt of any notice or document by any Member, Director or other person or any error in any notice or document not affecting the substance of the notice or document shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

17.3 Method of Giving Notice

Unless otherwise provided, a notice or document required by the Act, the regulations thereto, the Articles or the by-laws of the Association to be sent to a Member, auditor or Director of the Association may be sent by email, prepaid mail addressed to, or may be delivered personally, or communicated by telephone to the Member at his or her latest address or telephone number as shown in the records of the Association or to the Director at his or her latest address or telephone number as shown in the records of the Association or to the auditor at his or her latest address or telephone number as shown in the records of the Association.

17.4 Waiver of Notice

Notice may be waived or the time for the sending of a notice or document may be waived or abridged at any time with the consent in writing of the person entitled to notice. Attendance of any Director at a meeting of the Directors or of any Member at a meeting of Members is a waiver of notice of such meeting, except where he or she attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

18. PASSING AND AMENDING BY-LAWS

18.1 General

The Board and a Member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Members.

18.2 By 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 fourteen (14) 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.

18.3 Amendments

(a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual Meeting of the Members of the Association. The notice of such Annual Meeting shall refer to, describe and explain in sufficient detail the By-law or amendment(s) to the By-law to be presented at the meeting of the Members.

(b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a meeting of Members called for that purpose must be approved by a two-thirds (2/3) vote of the Members present at such meeting.

(c) The Members at a 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.

(d) Any proposed amendment to the By-laws by a Member must be in writing, signed by a Member in good standing and received by the Secretary of the Association thirty (30) days prior to the Annual Meeting.

(e) All Members in good standing shall be sent notice of any proposed amendments to the By-laws, seven (7) days prior to the Annual Meeting.

19. REPEAL OF PRIOR BY-LAWS

19.1 Repeal

All prior By-laws of the Association, including the document entitled the "Constitution" of the Association are hereby repealed.

19.2 Provision

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

20. RULES OF PROCEDURE

20.1 Rules

The Rules contained in the most current edition of "Procedures for Meetings and Organizations" by Roberts Rules of Order 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 the Act affecting the Association.

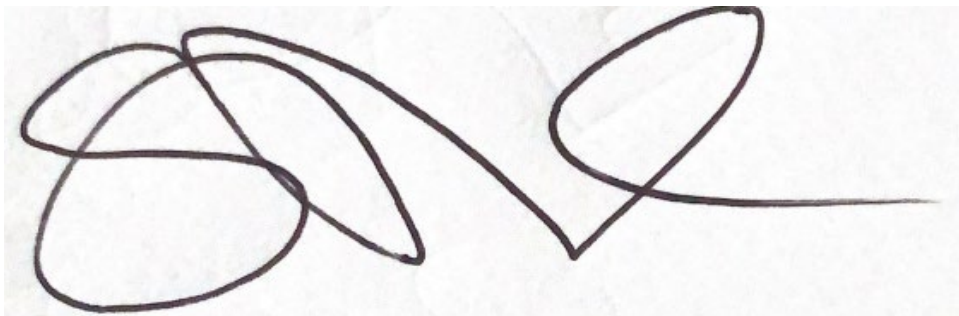
21. EFFECTIVE DATE

21.1 Effect

This By-law shall come into force and effect without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out. The foregoing By-law Number 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at the Annual Meeting of the Members of the Association duly called and held at in the Municipality of West Grey, Ontario, and at which a quorum was present on the ****DATE****

Signed and Dated 19th May, 2023

Sabrina Osborne-Crawford - Secretary

A handwritten signature in dark ink, appearing to be 'S. Osborne-Crawford', written in a cursive style with several loops and a long horizontal tail.

Jeremy White - President

A handwritten signature in dark ink, appearing to be 'J. White', written in a cursive style with several loops and a long horizontal tail.