

BY-LAWS

CONTENTS

Article 1	DEFINITIONS AND INTERPRETATION.....	2
1.1.	Definitions.	2
1.2.	Interpretation.	4
Article 2	BOARD OF DIRECTORS	4
2.1	Number of Directors.	4
2.2	Qualifications.	4
2.3	Directors Ceasing to Hold Office.	4
2.4	Election and Term.	4
2.5	Directors' Compensation.	5
2.6	Removal of Directors.	5
2.7	Appointment of Additional Directors.	6
2.8	Power of the Directors.	6
2.9	Executive Committee.	6
2.10	Nomination Committee.	6
2.11	Other Committees.	7
Article 3	DIRECTORS' MEETINGS.....	7
3.1	Calling of Meetings.	7
3.2	Notice of Meetings.	7
3.3	Quorum.	7
3.4	Meetings Held Entirely by Telephonic or Electronic Means.	8
3.5	Votes to Govern.	8
3.6	Resolution in Lieu of Meeting.	9

3.7	Confidentiality.	9
3.8	Conflict of Interest.	9
Article 4 APPOINTMENT AND DUTIES OF OFFICERS.		11
4.1	Appointment of Officers.	11
4.2	Description of Offices.	11
4.3	Variation of Duties.	12
4.4	Term of Officers.	12
Article 5 INDEMNIFICATION.		13
5.1	Limitation of Liability.	13
5.2	Indemnity of Directors and Officers.	13
5.3	Insurance.	14
Article 6 MEMBERSHIP CONDITIONS.		14
6.1	Classes of Membership.	14
6.2	Term of Membership.	15
6.3	Transfer of Membership.	15
6.4	Membership Dues.	15
6.5	Good Standing.	15
6.6	Termination of Membership.	15
6.7	Discipline or Termination of a Member.	16
6.8	Board of Discipline.	16
Article 7 MEETINGS OF MEMBERS.		17
7.1	Notice of Meetings.	17
7.2	Record Date.	17
7.3	Timing of Annual Meeting of Members.	18
7.4	Place of Meetings.	18

7.5	Information to be Furnished in Advance of Meeting.	18
7.6	Special Business.	18
7.7	Persons Entitled to be Present.	19
7.8	Chair of Meeting.	19
7.9	Quorum.	19
7.10	Votes to Govern.	19
7.11	Participation by Telephone or Electronic Means.	20
7.12	Meeting Held Entirely by Telephonic or Electronic Means.	20
7.13	Voting by Members not in Attendance at a Meeting of Members.	20
7.14	Voting by Proxy.	20
7.15	Resolution in Lieu of Meeting.	21
7.16	Proposals.	21
7.17	Requisitioning a Meeting	22
7.18	Membership List	22
Article 8 BANKING ARRANGEMENTS, CONTRACTS, RECORDS <i>ETC.</i>		22
8.1	Execution of Documents.	22
8.2	Banking Arrangements.	23
8.3	Books and Records.	223
8.4	Access.	233
Article 9 NOTICES.		24
9.1	Giving Notice.	24
9.2	Electronic Notice.	24
9.3	Errors or Omissions.	25
9.4	Computation of Time.	25
9.5	Undelivered Notices.	25

9.6	Waiver of Notice.	25
Article 10_BY-LAW AMENDMENTS & FUNDAMENTAL CHANGES.....		25
10.1	By-Laws, Amendment, or Repeal.	25
10.2	Repeal.	26
10.3	Effect of Repeal of By-Laws.	26
10.4	Fundamental Changes.	26
Article 11 GENERAL.....		27
11.1	Financial Year End.	27
11.2	Head Office.	27
11.3	Policies.	27
11.4	Invalidity of any Provision of This By-Law.	27

**A By-Law relating generally to
the conduct of the affairs of**

**Whitchurch-Stouffville
Minor Hockey Association**

BE IT ENACTED as a by-law of Whitchurch-Stouffville Minor Hockey Association
(the “**Association**”) as follows:

ARTICLE 1
DEFINITIONS AND INTERPRETATION.

1.1. Definitions.

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- (a) “**Act**” means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15, including Regulations made pursuant to the Act, and any amendments, statutes or Regulations that may be substituted from time to time;
- (b) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival of the Association or letters patent, supplementary letters patent or a special act issued to the Association;
- (c) “**Auditor**” means a person permitted to conduct an audit or review engagement of the Association under the *Public Accounting Act, 2004*, S.O. 2004, c. 8 and who is independent of the Association, any of its affiliates, and the Directors and officers of the Association and its affiliates;
- (d) “**Board**” means the board of directors of the Association;
- (e) “**By-law**” means this by-law and any other by-law of the Association as amended which are, from time to time, in force and effect;
- (f) “**Director**” means an individual who is a member of the Board;
- (g) “**Extraordinary Resolution**” means a resolution that is:
 - (i) submitted to a special Meeting of Members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80% of the votes cast; or
 - (ii) consented to in writing by each Member of the Association entitled to vote at a Meeting of Members;
- (h) “**Meeting of Members**” means an annual meeting, a special meeting, or an annual and special meeting of Members;

- (i) “**Member**” means a person who has been admitted to membership in the Association pursuant to the provisions of this By-Law and whose membership has not been terminated in accordance with the Act and the By-Law;
- (j) “**Ordinary Resolution**” means a resolution that:
 - (i) is submitted to a Meeting of Members of the Association and passed at the meeting, with or without amendment, by at least a majority of the votes cast; or
 - (ii) is consented to in writing by each Member of the Association entitled to vote at a Meeting of Members of the Association;
- (k) “**Public Benefit Association**” means:
 - (i) a charitable Association; or
 - (ii) a non-charitable Association that receives more than \$10,000 or other amount prescribed by the Regulations in a financial year:
 - (A) in the form of donations or gifts from persons who are not Members, Directors, officers or employees of the Association; or
 - (B) in the form of grants or similar financial assistance from the federal government or a provincial or municipal government or an agency of any such government.

A non-public benefit Association is an Association which does not meet the test of a public benefit Association;
- (l) “**Proposal**” means a proposal submitted by a Member of the Association in accordance with this By-Law;
- (m) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (n) “**Special Business**” has the meaning set out in Section 6.6; and
- (o) “**Special Resolution**” means a resolution that:
 - (i) is submitted to a special Meeting of Members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or
 - (ii) consented to in writing by each Member of the Association entitled to vote at a Meeting of Members of the Association.

1.2. **Interpretation.**

In the interpretation of this By-Law, words in the singular include the plural and *vice versa*, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in this By-Law.

ARTICLE 2 BOARD OF DIRECTORS

2.1 **Number of Directors.**

The Board shall consist of a minimum of 5 and a maximum of 12 Directors. The number of Directors to be elected at the annual Meeting of the Members shall be comprised of the fixed number of Directors within that range as determined from time to time by the Members by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by majority vote of the Board. A decrease in the number of Directors does not shorten the term of an incumbent Director.

2.2 **Qualifications.**

Each Director shall be an individual who is not less than 18 years of age. No person shall be a Director who has been found under the *Substitute Decisions Act, 1992*, S.O. 1992, c. 30, or under the *Mental Health Act*, R.S.O. 1990, c. M.7, to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt. Each Director must satisfy all other requirements for being a Director under this By-Law. Prior to becoming a Director, or within 10 days of the meeting at which such a Director is elected, the Director shall execute a consent to act in the form determined by the Board from time to time. If a Director is re-elected or reappointed without a break in the term of office, no consent is required.

2.3 **Directors Ceasing to Hold Office.**

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with the Act, or no longer fulfills all of the qualifications to be a Director set out in the Act or in Section 1.4 of this By-Law, as determined in the sole discretion of the Board.

2.4 **Election and Term.**

The Directors shall be elected at an annual Meeting of Members.

The Directors shall hold office for a period of three years, and before the end of the Association’s fiscal year, an election shall be held at a Meeting of Members where no less than four Directors shall be elected to the Board, replacing four Directors whose

terms have expired. Should the circumstances arise, more than four Board members may be elected in any calendar year to vacancies other than regularly scheduled Board term completions.

Board members whose terms have expired may be reelected to subsequent terms, and where the numbers of nominees are less than, or equal to the number of vacancies, on the Board, the nominees shall be acclaimed as members of Board.

Where a Director is appointed by the Board to fill an unexpired term of a departing Director, the Director shall serve until the next annual Meeting of Members. If elected, the unexpired term already served shall not be included in such Director's aggregate 3-term tenure.

2.5 Directors' Compensation.

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such, or in any other capacity; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.

2.6 Removal of Directors.

The Members may, by Ordinary Resolution at a special Meeting of Members, remove from office any Director or Directors, provided that:

- (a) the reason for the meeting is stated on such notice;
- (b) the Director shall be identified on the notice; and
- (c) the Director has been personally notified of such intention, and furnished with the date, place and time of such meeting.

A Director is entitled to give the Association a statement giving reasons for opposing his or her removal as a Director if a Meeting of Members is called for the purpose of removing the Director. A copy of the statement must be immediately given to the Members. This does not preclude the Board from suspending a Director from his or her duties at any time if, in the opinion of the majority of the Board, the Director's conduct has violated the Association's Code of Conduct. There lies no appeal during the current hockey year from any removal under this Section 1.8, however, the Director may be nominated and attend at the Meeting of Members for the purposes of re-election.

The Board may appoint a Member to serve out the term of a Director who for whatever reason is unable to complete his or her term on the Board. Subject to the Articles, the Board may also at any time appoint a Member to the Board to carry out specific duties as agreed to by the Board provided that the term of such appointed Member shall end at the next annual Meeting of Members.

2.7 **Appointment of Additional Directors.**

If, in between Meetings of Members, the Directors are empowered to increase the size of the Board, the Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Meeting of Members.

2.8 **Power of the Directors.**

The Directors shall administer the affairs of the Association in all things and may make or cause to be made any contracts, obligations or other things required for the operation of the Association and may enter lawful contracts and obligations on behalf of the Association. All such affairs so conducted must be with the consent of the Board.

The Directors are empowered to act for, represent, and bind the Association in business affairs from time to time as may be required, and shall do so by majority vote of the Board.

2.9 **Executive Committee.**

Whenever the Board consists of more than five (5) Directors, the Board may elect from its Members a management committee (which may be known as the “**Executive Committee**”) of not less than five Directors, which committee shall have power to fix its quorum at not less than a majority of its numbers and may have such powers as the Board may delegate to it, subject to any restrictions and terms of reference imposed from time to time by the Board and the Act. There shall be a President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer. No person shall hold more than one position on the Executive Committee.

2.10 **Nomination Committee.**

The Board may establish a Nomination Committee. The Nomination Committee shall establish all criteria and procedures in selecting nominees for election or appointment to the Board, subject to the Board’s approval. The Nomination Committee shall be subject to any restrictions and terms of reference imposed from time to time by the Board and the Act.

Nominations for candidates to fill vacancies on the Board of Directors must be submitted in writing and signed by two current Members of the Association (Directors, rostered team officials or Members) and must be received by a Member of the Executive Committee a minimum of seventy-two hours prior to the scheduled commencement of the annual Meeting of Members.

2.11 **Other Committees.**

The Board may establish such other committees as it may require from time to time, with such Members and on such terms as the Board shall determine. All committees shall be responsible to the Board and shall be chaired by a Director.

ARTICLE 3
DIRECTORS' MEETINGS.

3.1 **Calling of Meetings.**

Meetings of the Board may be called by the President, or a Vice President, or by the Secretary on the direction of the President or a Vice President, or by written request of at least three members of the Board who are not members of the Executive Committee.

For the first meeting of the Board to be held following the election of Directors at a Meeting of Members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the Directors is present. Members have no right to attend Directors' meetings except by invitation of the Board.

3.2 **Notice of Meetings.**

Notice of a meeting of the Board shall be sent to each Director not less than 48 hours before the date of the meeting provided that a meeting of the Board may be held at any time without notice if all the Directors are present (except where a Director is present for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called) or if all the absent Directors have waived notice. For any meeting, the notice shall contain sufficient information to permit the Directors to form a reasoned judgment on the matters to come before the meeting.

Notwithstanding the foregoing, the Board may hold and convene a caucus meeting at any time without notice during the annual Meeting of Members, and such meeting may be held in camera at the discretion of the Board. The Board shall conduct a caucus meeting immediately after the annual Meeting of Members for the purposes of corporate structure and affairs. As a minimum, the caucus shall elect a President, 1st and 2nd Vice President, Secretary and Treasurer.

Emergency meetings may be called at any time by the President or a Vice President only and, provided a quorum of at least a majority of) members of the Board are present, may conduct business affairs of the Association, but only for such purposes that required the emergent meeting of the Board.

3.3 **Quorum.**

Subject to the Act, a quorum for the transaction of business at any meeting of the Board shall be:

- (a) where the Articles set out the number of Directors, a majority of that number; or
- (b) where the Articles set out the minimum and maximum number of Directors, a majority of the number of Directors then fixed in accordance with Section 1.3 of this By-Law.

Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Board. If a quorum is present at the opening of a meeting of the Board, the Directors may proceed with the meeting even if a quorum is not present throughout the meeting and the remaining Directors present shall be deemed to constitute a quorum.

3.4 **Meetings Held Entirely by Telephonic or Electronic Means.**

The Chair of the Board, or the Directors who call a meeting of the Board, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

3.5 **Votes to Govern.**

The Board may, by show of hands, vote on resolutions, directives or initiatives set forth by motion at the meeting of the Board, and such votes shall be recorded, and motions, resolutions, and initiatives so voted shall be marked as passed or defeated. The Chair of the meeting shall not vote unless a tie exists among the Board members present. In the absence of the Chair, a Vice President, and so on in succession shall chair meetings, provided that he or she must be a member of the Executive Committee.

All votes at such meetings shall be by assent or dissent, however by request by at least two Board members present ballots shall be taken and voting done by such ballot. The results of any vote held shall be declared by the chair and recorded by the Secretary or designated minute taker and any such declaration shall be *prima facie* proof of the accuracy of the number of votes or proportion of votes recorded in favor of or against such resolution, and the declaration shall be final. In all cases where a vote declaration has been made, the result of such vote shall be recorded in either instance as unanimous.

The Board may vote via email on a motion or motions proposed by a Director, seconded by another Director and distributed electronically to all Board members. The results of any electronic vote held shall be recorded by the Secretary and reported to all Board members. The motion, if approved by majority vote (or two thirds where required by the Act) shall take effect immediately or as otherwise described in the amendments itself. The Secretary or his/her designate will propose a motion(s) at the next general meeting of the Board ratifying the results of any electronic votes conducted since the last general Board meeting thereby ensuring that such votes are duly recorded in Board minutes.

A director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days

after becoming aware of the resolution, the director, causes his or her dissent to be placed with the minutes of the meeting, or submits his or her dissent to the Corporation.

3.6 Resolution in Lieu of Meeting.

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

3.7 Confidentiality.

Every Director, officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities. If requested by the Association, each Director, officer, committee member, employee and volunteer shall execute and be bound by the Association's Confidentiality Agreement if any, or such other agreement as the Association may provide to this effect.

3.8 Conflict of Interest.

Every Director and officer shall disclose to the Association the nature and extent of any interest that the Director or officer has, or which could be perceived to be an interest of the Director or officer, in a material contract or material transaction, whether made or proposed, with the Association, in accordance with the manner and timing provided in the Act, and in accordance with any code or policy of the Board then in effect.

The disclosure must be made, in the case of a Director, whether the conflict of interest is actual or perceived,

- (a) at the meeting at which a proposed contract or transaction is first considered;
- (b) if the Director was not then interested, or could not be perceived to have had an interest, in a proposed contract or transaction, at the first meeting after he or she becomes so interested or after which he or she could be perceived to have an interest;
- (c) if the Director becomes interested, or could be perceived to become interested, after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested or could be perceived to have an interest; or
- (d) if a person who is interested, or could be perceived to be interested, in a contract or transaction later becomes a Director, at the first meeting after he or she becomes a director.

The disclosure must be made, in the case of an officer who is not a Director, whether the conflict of interest is actual or perceived,

- (a) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of directors;

- (b) if the officer becomes interested, or could be perceived to have an interest, after a contract is made or a transaction is entered into, forthwith after he or she becomes so interested or after which he or she could be perceived to have an interest; or
- (c) if a person who is interested, or could be perceived to be interested, in a contract or transaction later becomes an officer, forthwith after he or she becomes an officer.

In the case of perceived conflicts of interest, the Board shall evaluate each situation on a case-by-case basis and then vote by majority as to whether an actual conflict of interest exists. The disclosing Director or officer shall not be present at or participate in any discussions relating to this vote. If no quorum exists for the purposes of this vote only because a Director is not permitted to be present at the meeting, the remaining Directors present shall be deemed to constitute a quorum.

Subject to and in accordance with the Act, a Director or officer who discloses an actual conflict of interest or who is determined to have a conflict of interest shall not be present at or participate in any discussions relating to the relevant contract or transaction, and shall not vote on any matters related to the relevant contract or transaction. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of that Director's conflict of interest, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

Instances in which a conflict of interest of either a Director or officer will be deemed to exist include, but are not limited to, the following:

- (a) the matter under discussion directly involves a member or his/her immediate family;
- (b) the matter under discussion involves an entity in which he/she or a member of his/her immediate family has a financial interest;
- (c) the matter under discussion involves a team in which he/she is a member of the coaching staff and/or one of his/her children is a player; and
- (d) the coach selection process for any rep team for which one of his/her children is eligible to play by virtue of age.

Failure to disclose a conflict of interest, or to comply with a directive from the Board respecting a conflict of interest could result in disciplinary action including termination.

ARTICLE 4
APPOINTMENT AND DUTIES OF OFFICERS.

4.1 Appointment of Officers.

The Directors may from time to time, designate the offices of the Association, appoint officers on an annual or more or less frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Association. An officer may, but need not be, a Director or member of the Executive Committee, unless this By-Law otherwise provides, but must be approved at a Board meeting prior to such appointment to the position. One individual may not hold more than one office, except the President. Any departing President may, upon written notice to the Board of Directors, elect to remain an officer of the Corporation and shall be so appointed by virtue of this office as 'Past President'.

4.2 Description of Offices.

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the Association shall have the following duties and powers associated with their positions:

(a) Chair:

The Board shall appoint the Chair, who shall be a Director and shall also be the President. The Chair when present, shall preside at all meetings of the Board of Directors and of the Members. The Chair shall have such other duties and powers as the Board may specify.

(b) President:

The President shall be charged with the general management of the Association, supervise its affairs and operations, and be responsible for implementing the strategic plans and policies of the Association.

(c) Vice President(s):

The Vice President(s) shall, during the absence of the President or inability of the President to act, in descending order as set out in this By-Law, act and fulfill the duties and responsibilities of the President. Where the President and Vice Presidents are unable to act, the Secretary or Treasurer may assume the duties of the President for purposes of calling a meeting of the Members of the Association, or the Board.

(d) Secretary:

The Secretary shall be the *ex officio* clerk of the Board. He or she shall attend all meetings and duly record all business transacted, and votes taken, and cause them to be transcribed into minutes of the meetings, in books kept for such purposes. Minutes of previous meetings and business conducted are to be delivered in writing to each Board member prior to the next meeting of the Board. The seal of the Association shall be kept in a safe and secure manner by the Secretary, and this seal shall be delivered up to the Board only when directed to do so by a resolution of the Board. The Secretary shall also conduct such duties from time to time as the Board deems necessary.

(e) Treasurer:

The Treasurer shall maintain all financial records, affairs, receipts, transactions, bank entries, disbursements, and all financial affairs of the Association, as directed by the Board from time to time. The Treasurer shall maintain in writing at all times and available for inspection upon demand of the Executive Committee an up-to-date record of the current financial status of the Association. He or she shall disburse funds as directed by the Board for the day-to-day operations of the Association and shall perform other such duties as required by the Board from time to time.

(f) Other Officers:

The other officer's duties shall be such as the terms of their appointments call for, or for such other purposes as directed by the Board. If applicable, the Past President shall assist the President in ensuring continuity during any governance transition, assisting in the appropriate succession of officers and Directors, and providing historical context to issues for the Corporation.

4.3 **Variation of Duties.**

The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

4.4 **Term of Officers.**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Association by majority vote in a meeting of the Board, emergency, general, or at the annual Meeting of Members. Unless so 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 ceasing to be a Director; or

(d) such officer's death.

If the office of any officer of the Association shall be or becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy. Where the officer is Past President, the officer shall hold office for a period not to exceed one (1) year.

ARTICLE 5 INDEMNIFICATION.

5.1 Limitation of Liability.

No Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any of the monies, securities or effects of the Association shall be deposited or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by their own willful neglect or default; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

5.2 Indemnity of Directors and Officers.

Every Director and officer of the Association, every former Director or officer of the Association, or a person who acts or acted at the Association's request as a Director or officer of a body corporate of which the Association is or was a shareholder or creditor, and their heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Association from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or officer of the Association or such body corporate if:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Association;
- (b) exercise the care, diligence and skill that a reasonably careful person would exercise in similar circumstances;

- (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that such conduct was lawful.

5.3 **Insurance.**

Subject to the limitations contained in the Act, the Association may purchase and maintain insurance for the benefit of an individual referred to in s. 46(1) of the Act against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or officer of the Association; or
- (b) in the individual's capacity as a Director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request.

ARTICLE 6 **MEMBERSHIP CONDITIONS.**

6.1 **Classes of Membership.**

Subject to the Articles, there shall be three classes of Members in the Association. The membership of the Association shall consist of the following:

- (a) Active Membership: Active Members include all executive Members and Directors (elected or appointed), all coaches, managers, trainers and volunteers, team officials, and each player registered with the Association who has attained the age of eighteen (18) years, or more. Active Members are entitled to one vote per person.
- (b) Parent/Guardian Membership: Parent/Guardian Members include all parents and legal guardians of players in good standing registered with the Association who are under the age of eighteen (18) years. Any one parent or guardian shall have one vote per registered player. Where there is more than one registered player from a family with two parents, there shall be a maximum of two votes per family (one per parent) irrespective of the number of players registered. In the case of a split family or joint custody arrangement, the parent that paid the Association fees will be the parent entitled to vote.
- (c) Honorary Membership: Honorary Members shall have exemplified extraordinary and distinguished service to the Association. Such membership is for the lifetime of the recipient and shall be awarded by a majority vote of the Board of Directors. Honorary members are not entitled to vote.

No person may hold more than one class of membership. Where a Member is qualified in more than one class, such person shall declare the class they will represent prior to the start of any Member meeting.

A Member may resign at any time by submitting to the Board of Directors the intention of such resignation in writing, and the resignation becomes effective only upon the acceptance of such resignation by the Board. The resignation of any Member does not absolve such Member of financial obligations to the Association at the time of resignation, whether the resignation is duly accepted by the Board.

6.2 Term of Membership.

Except in the case of Honorary Membership, membership shall be effective from the date of admission for a term of one year.

6.3 Transfer of Membership.

A membership may not be transferred to any individual or Association.

6.4 Membership Dues.

Membership dues are included in Member registration fees. There shall be no separate dues and fees payable for membership except such, if any, as shall be, from time to time, fixed by resolution of the Board of Directors. This does not preclude the Board from setting registration of special fees for the operation of the day-to-day business of the Association.

Members obligated to pay fees as set out in the preceding subsection who fail to do so, or become in default of such obligations, may be removed by the Board as Members at a meeting of the Board

6.5 Good Standing.

All Members are deemed to be in good standing except:

- (a) a Member who has failed to pay registration fees, membership dues and special assessments, if any, when due and owing, and such Member is not in good standing for so long as the dues and special assessments remain unpaid; or
- (b) a Member who has been suspended or declared otherwise not to be in good standing pursuant to a disciplinary proceeding in accordance with this By-Law.

A Member not in good standing is not entitled to call, attend or vote at Meetings of Members. This requirement may be waived at the discretion of the Board.

6.6 Termination of Membership.

A membership in the Association is terminated when:

- (a) the Member dies or resigns;
- (b) the Member is expelled or the membership is otherwise terminated in accordance with the Articles or By-Law;

- (c) the Member's term of membership expires;
- (d) the Member does not confirm the Member's membership in the Association within 60 days of receiving a confirmation of membership request sent by the Association to the last known address or e-mail address of the Member; or
- (e) the Association is liquidated and dissolved under the Act.

Subject to the Act and the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.

6.7 **Discipline or Termination of a Member.**

The Board shall have authority to discipline, suspend or terminate the memberships of any Member for any one or more of the following grounds:

- (a) violating any provision of the Articles, or any By-Law or written policies of the Association;
- (b) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Association.

Any discipline or termination of membership must comply with this By-Law.

6.8 **Board of Discipline.**

The Board of Directors may appoint a Board of Discipline to review the actions of a Member or participant. Such reviews will not be precluded by the actions of other authorities or governing bodies including, but not limited to, the OHF, OMHA, and the Town of Whitchurch-Stouffville. For greater clarity "participants" for the purpose of this By-law shall include but not be limited to players, guardians, parents, team officials (including managers), game officials, volunteers, and Directors involved in activities and events sanctioned by the WSMHA or its governing bodies.

The Board of Discipline shall consist of at least three (3) Directors, at least two of whom shall be members of the Executive Committee, and shall be chaired by the President, 1st Vice President, or 2nd Vice President. A member of the Board of Discipline shall be appointed to record the minutes of the proceeding and shall provide these minutes to the Board and the Member or participant who is subject to a review by a Board of Discipline (hereafter referred to as the "Respondent") as soon as practical following the meeting.

A Respondent must be advised of the matter to be reviewed and invited to appear before the Board with a minimum of 24 hours' notice as to the time and location. The Respondent will be expected to attend the meeting as scheduled unless he or she waives

his or her right to attend or can demonstrate good reason as to why the scheduled meeting time is unacceptable. A Respondent in attendance may be heard orally. A Respondent not appearing at a scheduled meeting of a Board of Discipline may be heard in writing in advance, failing which will be deemed to have waived his or her right to appear and be heard, and the Board will proceed with its review. The non-attendance of the Respondent shall not invalidate the proceedings.

The Board of Discipline shall undertake its review in good faith and in a fair and reasonable manner. The Board of Discipline, upon completion of its review, will determine what remedies, if any, shall be taken, and shall advise the Respondent in writing of its decision as soon as practical following the meeting. No remedies may be implemented for a period of 15 days following notice to the Respondent of the Board's decision and the Respondent shall have the opportunity to respond up to 5 days before any remedy is implemented. In addition to disciplinary action, remedies may include, but are not limited to, suspension or termination of the membership.

A Respondent may, by written notice to the Board of Directors, be heard orally or in writing to provide substantiated evidence that the decision of the Board of Discipline was based on false or incorrect information. In this case, the implementation of any remedies imposed by the Board of Discipline shall be delayed pending the appeal provided there are no concerns that such delay may endanger the safety of a Member or participant of the Association.

ARTICLE 7

MEETINGS OF MEMBERS.

7.1 Notice of Meetings.

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting, and to the Directors and the Association's Auditor, not less than 15 days and not more than 50 days before the meeting in accordance with Article 8 of this By-Law.

7.2 Record Date.

The Directors may by majority vote fix a date as the record date for:

- (a) determining Members entitled to receive notice of a Meeting of Members;
- (b) determining Members entitled to vote at a Meeting of Members;
- (c) determining Members entitled to participate in a liquidation distribution; or
- (d) determining Members for any other purpose.

A record date must not be more than 50 days before the day of the event or action to which it relates.

7.3 Timing of Annual Meeting of Members.

The Annual Meeting of Members shall be held no later than 15 months after the preceding annual Meeting of Members and no later than 6 months after the financial year end of the Association. Directors are entitled to attend and be heard at all Meetings of Members.

7.4 Place of Meetings.

Subject to compliance with s. 53 of the Act, Meetings of Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree or the Articles so provide, outside Ontario.

7.5 Information to be Furnished in Advance of Meeting.

Not less than 5 days, or another number of days that may be further prescribed in Regulations, before each Meeting of Members, the Association shall give a copy of the approved financial statements, report of the Auditor (if applicable), and any further information respecting the financial position of the Association and the results of its operations required by the Articles or the By-Law, to all Members who have informed the Association that they wish to receive a copy of those documents. The documents required to be given under this section may be provided to Members in the manner set out in Section 8.2.

7.6 Special Business.

All business transacted at a special Meeting of Members and all business transacted at an annual Meeting of Members is Special Business except for the following “general business”:

- (a) consideration of the financial statements;
- (b) consideration of the audit or review engagement report, if any;
- (c) an Extraordinary Resolution to have a review engagement instead of an audit;
- (d) election of Directors; and
- (e) reappointment of the incumbent Auditor.

The foregoing general business must be transacted at each and every annual meeting irrespective of whether there is Special Business to transact. Notice of special Meeting must state the nature of the business to be transacted at the meeting in sufficient detail to permit a Member to form a reasoned judgment on the business, and state the text of any special resolution to be submitted at the meeting.

7.7 Persons Entitled to be Present.

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the Auditor of the Association (if applicable) and such other persons who are entitled or required under any provision of the Act, Articles or any By-Law of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

7.8 Chair of Meeting.

The chair of a Meeting of Members shall be the President, or in his or her absence, a Vice President, and so on in succession. The chair, however, must be a member of the Executive Committee.

7.9 Quorum.

- (a) A quorum at any Meeting of Members shall be not less than twenty-five (25) Members entitled to vote at the meeting, which shall include Members submitting proxies or attending electronically if applicable.
- (b) If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- (c) If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (d) Notice of an adjourned meeting is required to be given in accordance with this By-Law for any meeting that is adjourned by more than 30 days.
- (e) Any meeting adjourned without completion of agenda may be resumed later, and any and all business transacted to that point shall be carried on, and new business may be taken and considered at the subsequent meeting date as if it had been heard and taken on the original date.

7.10 Votes to Govern.

At any Meeting of Members every question shall, unless otherwise provided by the Articles or any By-Law or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall have a casting vote. After a show of hands has been taken upon any question, the chair may require, or any Member or proxyholder present and entitled to vote may demand, a ballot thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon be

so required or demanded, a declaration by the chair that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Association on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

7.11 Participation by Telephone or Electronic Means.

If the Association chooses to make available a telephonic or electronic means that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic or electronic means 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 this By-Law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic or electronic means that the Association has made available for that purpose.

7.12 Meeting Held Entirely by Telephonic or Electronic Means.

If the Directors or Members of the Association call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A meeting held entirely by electronic means is deemed to be held at the registered office of the Association.

7.13 Voting by Members not in Attendance at a Meeting of Members.

If the Association chooses to make available electronic voting, a Member entitled to vote at a Meeting of Members may only vote by electronic means if the Association provides a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

7.14 Voting by Proxy.

Pursuant to s. 64(1) of the Act, a Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Act;
- (c) a proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall be in writing and shall be executed by the Member or such Member's attorney;
- (e) any form of proxy shall conform to the requirements set out in the Regulations; and
- (f) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

7.15 Resolution in Lieu of Meeting.

A resolution signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members.

7.16 Proposals.

A Member entitled to vote at the annual meeting of Members may submit a proposal concerning any matter he or she wishes to raise at the annual meeting (e.g., proposing to make, amend or repeal a by-law). A proposal may also include nominations for the election of Directors, provided that the proposal is signed by not less than 5% of the Members who are entitled to vote at the meeting (or a lower percentage set forth in the Association's By-Laws). The Association shall include the proposal in the notice of annual meeting.

The Association is not obligated to include the Member's proposal in a notice of meeting for consideration at a Meeting of Members if:

- (a) the proposal is not submitted at least 60 days prior to the meeting;
- (b) its primary purpose appears to be to deal with a personal claim or resolve a personal complaint against the Association or any of its Directors, officers, Members or creditors;
- (c) the proposal does not relate, in a significant way, to the activities or affairs of the Association;
- (d) the right to make a proposal is being abused for publicity;

- (e) a similar proposal was suggested and voted down within the last 2 years; or
- (f) a Member failed to present the proposal after the Member requested it within the last 2 years.

7.17 **Requisitioning a Meeting**

A meeting of Members may be requisitioned by not less than 10% of the voting Members. The requisition may consist of several documents of similar form signed by one or more Members, provided the form must state the business to be transacted at the meeting and must be sent to each Director and to the registered office of the Association. Subject to some exceptions, once the requisition is received, the Directors must call a meeting of Members to transact the business stated in the requisition within 21 days after its receipt. If the Directors fail to call the meeting, any Member who signed the requisition may then call the meeting.

7.18 **Membership List**

The register of Members must contain the following information:

- (1) the name of every current Member and date they became a Member;
- (2) name of every former Member who ceased being a member over the past 6 years, including date they ceased to be a Member;
- (3) the residential, business or other address for service of every current Member;
- (4) an email address for every current Member who has consented to accepting information or documents by electronic means; and
- (5) the class or group of membership of each Member, if more than one class or group.

ARTICLE 8

BANKING ARRANGEMENTS, CONTRACTS, RECORDS *ETC.*

8.1 **Execution of Documents.**

Cheques shall be executed by the President and Treasurer together. All other deeds, transfers, assignments, contracts, obligations and other instruments in writing, shall be executed by the President and/or the Secretary (who shall affix the Association's seal as required).

In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document may be executed. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Association to be a true copy thereof.

8.2 **Banking Arrangements.**

The banking business of the Association shall be transacted at such bank, trust company or other firm or Association carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

8.3 **Books and Records.**

The Association shall prepare and maintain the following records, which shall be kept and maintained, as required by the Act and under any other applicable statute, in a proper and lawful manner for a minimum period of seven (7) years:

- (a) the Association's Articles and By-Laws, and any amendments to them;
- (b) the minutes of meetings of the Members;
- (c) the resolutions of the 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.

8.4 **Access.**

All Directors are entitled to access all corporate records during the Association's regular office hours. At the request of any Director, the Association shall provide the Director with any extract from the records, free of charge. Members are not entitled to access to or examine Directors' meeting minutes and resolutions, unless the Articles or By-Laws of the Association provide otherwise. Upon a Member's request, any Member is entitled to one copy of the Association's Articles and By-Laws, free of charge.

Members may attend at the Association's office, during normal office hours, to examine and take copies (for a reasonable fee) of:

- (a) minutes of Members' meetings;

- (b) Members' resolutions;
- (c) a list of Directors and officers; and
- (d) a list of Members.

A Member or Member's attorney or legal representative may request to examine the list of Members, subject to the procedures set out in the Act.

ARTICLE 9

NOTICES.

9.1 Giving Notice.

Any notice, communication or other document to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-Law or otherwise to a Member, Director, officer or member of a committee of the Board or to the Auditor (if applicable) shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a Director to the latest address as shown in the records of the Association or in the most recent notice or return filed under the *Corporations Information Act*, R.S.O. 1990, c. C.39 ("CIA"), whichever is the more current; or
- (b) if sent to such person by telephonic or electronic means, in accordance with Section 8.2 at such person's recorded e-mail address or telephone number for that purpose.

The Association will not send notice by mail. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. Any notice may be signed electronically.

9.2 Electronic Notice.

Any notice required to be sent to any Member, Director, officer, Auditor or member of a committee of the Board may be given electronically by e-mail to those Members, Directors, officers, Auditors or members of a committee of the Board with an e-mail. Any such notice shall be accessible by the recipient so as to be usable for subsequent reference and shall be capable of being retained by the recipient. A Member, Director, officer, Auditor or member of a committee of the Board who has not provided the Association with an e-mail address shall be sent notice by telephonic means, provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

9.3 Errors or Omissions.

The accidental omission to give any notice to any Member, Director, officer, Auditor or Member of a committee of the Board or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-Law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or was otherwise founded on such notice. Notwithstanding the foregoing, this section does not apply to a meeting to remove a Director, as the Director so removed has the right to address the Members and the Board at such meeting.

9.4 Computation of Time.

Where a given number of days' notice or notice extending over a period is required to be given under this By-Law, the day of service, posting or other delivery of the notice shall not be counted in such number of days or other period, and the day on which such number of days or period expires shall be counted.

9.5 Undelivered Notices.

If a notice or other communication sent to a Member is returned on two consecutive occasions because such Member cannot be found or the notice or communication cannot otherwise be delivered, the Association shall not be required to give any further notices or communications to that Member unless the Member provides the Association in writing with new contact information and, in addition to the foregoing, where a notice or other communication sent to the recorded address of any Member, Director, officer, Auditor or Member of a committee of the Board is returned as undeliverable or otherwise cannot be delivered, the Secretary may change or cause to be changed such recorded address in accordance with any information the Secretary reasonably believes is reliable.

9.6 Waiver of Notice.

Any Member (or such Member's duly appointed proxy), Director, officer or Auditor may waive any notice required to be given under the Act, the Articles or any By-Law of the Association and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving of such notice.

ARTICLE 10

BY-LAW AMENDMENTS & FUNDAMENTAL CHANGES

10.1 By-Laws, Amendment, or Repeal.

Unless the Act, the Articles or any By-Law otherwise provide, the Directors may, by special resolution, make, amend, or repeal any By-Law and any such By-Law or amendment or repeal shall be effective when approved by the Board.

Any Member may request an amendment to the Association's By-Laws by submitting to the Board of Directors, in writing the By-Law existing as written, the proposed change, and the reasons, therefore. The Board shall consider such written requests at one or more Board meetings, provided that a copy of the proposed amendment(s) has been distributed to all Board members a minimum of forty-eight (48) hours prior to the Board meeting(s). The Member(s) requesting the amendment(s) shall be advised in writing as to the Board's decision re: the proposed amendment(s).

If the By-Law amendment or repeal is so confirmed, or confirmed as amended, by Ordinary Resolution of the Members entitled to vote thereon, it remains effective in the form in which it was confirmed and shall remain in effect until amended further in accordance with this Section.

The By-Law amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members at or before the next annual Meeting of Members or if it is so presented but rejected by the Members entitled to vote thereon. If a By-Law, amendment, or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members entitled to vote thereon.

10.2 **Repeal.**

Subject to the provisions of Section 9.3 hereof, all prior By-Laws, resolutions and other enactments of the Association inconsistent in either form or content with the provisions of this By-Law are repealed.

10.3 **Effect of Repeal of By-Laws.**

The repeal of any By-Law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

10.4 **Fundamental Changes**

The Members shall, by special resolution and in accordance with the Act approve the following changes to the Association:

- (a) amendment of the Articles of incorporation;
- (b) amalgamation of the Association with one or more other associations to continue as one association; and
- (c) sale, lease or exchange of all or substantially all the property of the Association, other than in the ordinary course of its activities.

ARTICLE 11
GENERAL.

11.1 Financial Year End.

The financial year end of the Association shall be determined by the Board, from time to time and, unless so determined, shall end April 30, of each calendar year.

11.2 Head Office.

The Head office of the Association shall be in the Town of Whitchurch-Stouffville, in The Region of York, Province of Ontario, at such place therein as the Directors may from time to time determine.

11.3 Policies.

The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with any By-Law of the Association relating to such matters as terms of reference of committees, duties of officers, Board and Member codes of conduct and conflict of interest as well as procedural and other requirements relating to the By-Law as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

11.4 Invalidity of any Provision of This By-Law.

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.

ENACTED BY THE DIRECTORS on the 8th day of APRIL 2024.

CONFIRMED BY THE MEMBERS WITHOUT VARIATION on the 17th day of APRIL 2024.

EFFECTIVE the 1st day of May 2024.

President

Secretary

