

STREETSVILLE AMATEUR MINOR HOCKEY ASSOCIATION

BY-LAW NUMBER 2004-1

A by-law relating generally
to the conduct of the affairs of
STREETSVILLE AMATEUR MINOR HOCKEY ASSOCIATION

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BY-LAW NUMBER 2004-1

A by-law relating generally to the conduct of the affairs of
STREETSVILLE AMATEUR MINOR HOCKEY ASSOCIATION

WHEREAS by Letters Patent issued under the ACT and dated the 3rd day of August, 1993, the CORPORATION was incorporated for the following objects:

- a. To foster and encourage the sport of amateur hockey in the Streetsville area of the City of Mississauga;
- b. To conduct competition in the various series established from time to time; and
- c. To collect money by way of donations, dues or otherwise to hold and expend the same in furtherance of the objects of the Corporation.

AND WHEREAS it is considered expedient to enact a new General By-Law relating generally to the conduct of the affairs of the CORPORATION;

BE IT THEREFORE ENACTED as a by-law of the CORPORATION as follows:

1. INTERPRETATION

1.1 Meaning of Words

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

- 1.1.1 the singular includes the plural;
- 1.1.2 the masculine gender includes the feminine;
- 1.1.3 "ACT" means the *Corporations Act*, R.S.O. 1990, Chapter 89, and any statute amending or enacted in substitution therefor, from time to time;
- 1.1.4 "Assistant Coach" means an individual who is qualified under the Rules and Regulations of the CORPORATION and has been registered to act as an Assistant Coach of a Team;
- 1.1.5 "BOARD" means the board of DIRECTORS of the CORPORATION;
- 1.1.6 "Coach" means an individual who is qualified under the Rules and Regulations of the CORPORATION and has been registered to act as a Coach of a Team;
- 1.1.7 "Committee" means any Committee established by the BOARD pursuant to Article 10;
- 1.1.8 "Convenor" means an individual who is qualified under the Rules and Regulations of the CORPORATION and who has been designated a Convenor by resolution of the BOARD;
- 1.1.9 "CORPORATION" means **STREETSVILLE AMATEUR MINOR HOCKEY ASSOCIATION**;
- 1.1.10 "DOCUMENTS", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

- 1.1.11 "DIRECTOR" means a person who has been elected to the office of DIRECTOR in accordance with Article 4, or appointed to fill a vacancy in the office of DIRECTOR in accordance with Section 4.6;
- 1.1.12 "Discipline Chair" means a person named in accordance with subsection 10.7.1 and whose duties include acting as Chair of the Discipline Committee, and such other duties as may be determined by the BOARD;
- 1.1.13 "EXECUTIVE OFFICERS" means the persons who hold the offices enumerated in Section 8.1;
- 1.1.14 "Fundraising Co-Ordinator" means a person named by the elected DIRECTORS in accordance with section 4.3 and whose duties include organizing and supervising special fundraising activities and events, and such other duties as may be determined by the BOARD;
- 1.1.15 "Player" means a person validly registered with the CORPORATION to play hockey in any one Season;
- 1.1.16 "Referee-in-Chief" means a person named by the elected DIRECTORS in accordance with section 4.3 and whose duties include recruiting, training and paying officials and timekeepers, scheduling officials and timekeepers to games, ensuring on-ice enforcement of the Rules and Regulations of the Corporation, and such other duties as may be determined by the Board;
- 1.1.17 "Registrar" means a person named by the elected DIRECTORS in accordance with section 4.3 and whose duties include overseeing the registration of Players, and such other duties as may be determined by the BOARD;
- 1.1.18 "Rules and Regulations of the CORPORATION" means the Rules and Regulations passed by the BOARD from time to time as provided in Article 18;
- 1.1.19 "Season" means the period from approximately September in one year to approximately March in the following year;
- 1.1.20 "SPECIAL RESOLUTION" means a resolution passed by the DIRECTORS and confirmed with or without variation by at least two-thirds of the votes cast at a special general meeting of the Members of the CORPORATION called for that purpose;
- 1.1.21 "Team" means any team registered by the CORPORATION in any Season.

1.2 Corporations Act Terms

All terms defined in the ACT have the same meanings in this by-law and all other by-laws and resolutions of the CORPORATION.

2. HEAD OFFICE

The head office of the CORPORATION shall be in the Regional Municipality of Peel, in the Province of Ontario, and at such place therein as the BOARD may from time to time determine.

3. MEMBERSHIP

3.1 Classes

There shall be two (2) classes of membership in the CORPORATION, namely:

- 3.1.1 Ordinary Members; and

3.1.2 Life Members.

3.2 Ordinary Members

Ordinary Members of the CORPORATION shall consist of the following:

- 3.2.1 each DIRECTOR of the CORPORATION, who shall become and cease to be an Ordinary Member concurrently with becoming or ceasing to be a DIRECTOR, without further action or formality;
- 3.2.2 each Officer of the CORPORATION;
- 3.2.3 one parent or legal guardian of each Player whose registration has been fully paid for:
 - 3.2.3.1 the current Season, in the case of a special general meeting called during any Season; or
 - 3.2.3.2 the upcoming Season commencing in September of any year, in the case of an annual meeting or any special general meeting called following the completion of a Season;
- 3.2.4 each Coach and Assistant Coach of a Team;
- 3.2.5 each Convenor; and
- 3.2.6 such other persons as shall be admitted as Ordinary Members by the BOARD from time to time.

3.3 One Vote Per Membership

Persons who may qualify as an Ordinary Member in more than one category in Section 3.2 shall only be permitted to be counted in one (1) category for the purpose of voting as an Ordinary Member.

3.4 Applications

Unless otherwise determined by the BOARD, applicants for membership in the CORPORATION shall be admitted as Members upon payment of the prescribed fee, if any.

3.5 Life Members

From time to time, the Members entitled to vote may admit for life without payment of any fee or assessment as a Life Member a person who, in the opinion of the BOARD, has made an outstanding contribution to the development of the CORPORATION. The names of any nominees as Life Members shall be placed before an annual meeting by the BOARD and shall be elected by at least a two-thirds (2/3) majority of the eligible Members present.

3.6 Voting Classes

No person who is not an Ordinary Member shall be entitled to vote in any proceedings of the Members of the CORPORATION.

3.7 Transfer of Membership

Except for the transfer of membership from one class to another as otherwise provided in the by-laws of the CORPORATION, if at all, a membership in the CORPORATION is not transferable.

3.8 Suspension and Expulsion

The BOARD may suspend or expel any Member and/or Player for breach of the Letters Patent, By-Laws, or Rules and Regulations of the CORPORATION or for refusing to accept and obey any ruling of the BOARD. The BOARD may re-admit, by a resolution passed by a majority vote, any Member under suspension.

3.9 Termination of Membership

A membership in the CORPORATION automatically terminates upon the happening of any of the following events:

- 3.9.1 if the person, in writing, resigns as a Member of the CORPORATION;
- 3.9.2 in the case of a Member who is a DIRECTOR, when the person ceases to be a DIRECTOR, unless the person is otherwise qualified as a Member;
- 3.9.3 in the case of a Member who is an Officer, when the person ceases to be an Officer, unless the person is otherwise qualified as a Member;
- 3.9.4 in the case of a parent or legal guardian of a Player, when the Player ceases to be validly registered;
- 3.9.5 in the case of a Coach, Assistant Coach or Convenor, when a person ceases to hold one of those positions;
- 3.9.6 if the Member dies;
- 3.9.7 if the Member who is a DIRECTOR is adjudged to be bankrupt or makes an authorized assignment or is declared insolvent;
- 3.9.8 if the Member is convicted of a criminal offence involving moral turpitude;
- 3.9.9 if a Member is expelled from the CORPORATION pursuant to Section 3.8; or
- 3.9.10 if an assessment under the authority of Section 3.10 remains unpaid for more than sixty (60) days after notice of the assessment has been given to the Member.

Notwithstanding termination of membership, a former Member remains liable for any assessment levied under the authority of Section 3.10 prior to termination of the membership.

3.10 Membership Dues

Membership dues, assessments and similar obligations ("assessments") may only be levied if authorized by resolution of the BOARD.

Provided however, that no assessments may be levied against any Life Member.

3.11 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the CORPORATION or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the CORPORATION.

4. BOARD OF DIRECTORS

4.1 BOARD

Subject to the provisions of any SPECIAL RESOLUTION changing the number of DIRECTORS, the affairs of the CORPORATION shall be managed by a BOARD composed of four (4) elected DIRECTORS and five (5) *ex officio* DIRECTORS.

4.2 Elected DIRECTORS

Elected DIRECTORS, subject to the provisions of Section 4.3, shall be elected in the manner set out in Article 5, each of whom, subject to the provisions of the Letters Patent and the Supplementary Letters

Patent, shall hold office until the next annual meeting after election to office or until the successor of the DIRECTOR has been elected and qualified.

4.3 Ex Officio DIRECTORS

Subject to the provisions of any by-law creating, or any SPECIAL RESOLUTION changing the number or identification of, offices of *ex officio* DIRECTORS, the person or persons holding the following offices shall each be an *ex officio* DIRECTOR of the CORPORATION:

- 4.3.1 immediate Past President of the CORPORATION;
- 4.3.2 Referee-in-Chief;
- 4.3.3 Registrar;
- 4.3.4 Discipline Chair; and
- 4.3.5 Fundraising Co-ordinator.

The persons who shall hold the positions named in subsections 4.3.2, 4.3.3, 4.3.4 and 4.3.5 shall be appointed by resolution of the elected DIRECTORS following the BOARD'S election provided in Article 5.

4.4 Qualifications

Each DIRECTOR shall:

- 4.4.1 automatically become upon election or other appointment as a DIRECTOR and thereafter remain throughout the term of office, an Ordinary Member of the CORPORATION who is qualified by the terms of this Section 4.3 to hold office;
- 4.4.2 be at least eighteen (18) years of age;
- 4.4.3 not be an undischarged bankrupt or a mentally incompetent person; and
- 4.4.4 not be a person who has been convicted of a criminal offence involving moral turpitude.

If a person ceases to be an Ordinary Member of the CORPORATION who is qualified by the terms of this Section 4.3 to hold office, the person thereupon ceases to be a DIRECTOR, and the vacancy so created may be filled in the manner prescribed by Section 4.6.

4.5 Quorum

A quorum for the transaction of business at meetings of the BOARD shall be the smallest whole number that is not less than two-fifths (2/5) of the number of members of the BOARD.

4.6 Vacancies

So long as a quorum of the DIRECTORS remains in office, a vacancy on the BOARD may be filled by the DIRECTORS of the CORPORATION. If no quorum of DIRECTORS exists, the remaining DIRECTORS shall forthwith call a special general meeting of Members to fill the vacancies on the BOARD.

4.7 Removal of DIRECTORS

DIRECTORS may be removed from office by either of the following methods:

- 4.7.1 The Members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass the resolution has been given, remove any DIRECTOR before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any person in the place and stead of the person removed for the remainder of term of the removed DIRECTOR; or

- 4.7.2 The BOARD may, by resolution, remove any elected DIRECTOR who is absent from three (3) consecutive meetings of the BOARD without reasonable and sufficient explanation. Should the BOARD remove such DIRECTOR, the BOARD may appoint a successor, provided a quorum of DIRECTORS remains in office, who shall hold office until the next annual meeting.

4.8 Remuneration of DIRECTORS

The DIRECTORS of the CORPORATION shall serve without remuneration and shall not directly or indirectly, receive any profit from their position as such; provided that they may be paid reasonable expenses incurred by them in the performance of their duties.

4.9 Responsibility for Acts

The DIRECTORS for the time being of the CORPORATION shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the CORPORATION, except such as shall have been submitted to and authorized or approved by the BOARD.

5. ELECTION OF THE BOARD

5.1 Election

Subject to the provisions of the ACT, DIRECTORS shall be elected at the annual meeting by the Members entitled to vote.

5.2 Term of Office

The term of office of DIRECTOR shall be one (1) year.

5.3 Re-Election

A DIRECTOR, if otherwise qualified, is eligible for re-election.

5.4 Nominations

Candidates for the office of DIRECTOR shall include:

- 5.4.1 the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Executive Committee (if any);
- 5.4.2 should there not be a full slate proposed by the Nominating Committee, any person nominated by a Member entitled to vote, other than a Member excluded under the By-Laws. All nominations shall be in writing, signed by the nominator and the nominee and filed with the Nominating Committee of the CORPORATION by April 15 each year, or such other date as the BOARD may by resolution permit; and
- 5.4.3 should there still be an insufficient number of candidates to fill positions for DIRECTORS at the time of the annual meeting, the persons whose names are put in nomination by any Member entitled to vote at any time before nominations are closed at the meeting of Members at which the election of DIRECTORS is held; provided that the nomination is made and seconded, the nominee is present at the meeting and indicates his or her acceptance of the nomination.

5.5 Election Method

Where:

5.5.1 the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and

5.5.2 the number of candidates nominated is greater than the number of offices to be filled, the election shall be a show of hands or, if requested by any Member or by candidate for election, by ballot.

5.6 Forms

The BOARD may prescribe the form of nomination paper and the form of a ballot.

6. MEETING OF DIRECTORS

6.1 Calling Meetings

Meetings of the BOARD and of the Executive Committee (if any) may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of BOARD may be called by the President or Vice-President, or by the Secretary on direction in writing of any three (3) DIRECTORS. There shall be a minimum of six (6) BOARD meetings per year.

6.2 Notice of Meetings

Subject to the provisions of Section 6.3, notice of BOARD meetings shall be delivered, emailed, faxed or telephoned to each DIRECTOR not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the DIRECTORS are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

6.3 Regular Meetings

The BOARD may appoint one or more days in each year for regular meetings of the BOARD at a place and time named; no further notice of the regular meetings need be given. The BOARD shall hold a meeting within seven (7) days following the annual meeting of the CORPORATION for the purpose of organization, the election and appointment of Officers and the transaction of any other business.

6.4 Emergency Meetings

The BOARD shall determine all questions arising from emergencies not provided for in the By-Laws of the CORPORATION or in the Rules and Regulations. Twenty-four (24) hours' notice of the hour and place appointed for consideration of such questions shall be given by the President or Secretary to each person concerned.

6.5 Meetings by Electronic Conference

If all persons who are members of the BOARD or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the BOARD or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

6.6 Conflict of Interest

A DIRECTOR shall disclose a conflict of interest and shall refrain from voting on any such matter or issue arising at a meeting of the BOARD, or any Committee thereof. No Officer or DIRECTOR shall perform any duties within the CORPORATION, or with any other hockey organization, which would conflict, or be perceived to conflict, with the duties and obligations as an Officer or DIRECTOR of the CORPORATION. In particular, no DIRECTOR may coach or manage a minor hockey team except by resolution of the BOARD. The BOARD may by resolution make such other rulings relating to conflict of interest of DIRECTORS as it deems necessary.

6.7 Voting

Questions arising at any meeting of the BOARD shall be decided by a majority vote. In the case of an equality of votes, the question shall be deemed to be lost. At all meetings of the BOARD, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any DIRECTOR. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

6.8 Chair

In the absence of the President, the Vice-President, the Treasurer or the Chair of the Executive Committee, if any, the DIRECTORS present shall choose another DIRECTOR to act as Chair of any meeting of the BOARD.

6.9 Written Resolutions

Subject to the ACT, a resolution in writing, signed by all the DIRECTORS entitled to vote on that resolution at a meeting of DIRECTORS or Committee of DIRECTORS, is as valid as if it had been passed at a meeting of DIRECTORS or Committee of DIRECTORS called, constituted and held for that purpose.

7. MEETINGS OF THE MEMBERS

7.1 Annual Meeting

The annual meeting of the Members shall be held each year within Ontario, at a time, place and date determined by the BOARD, for the purpose of:

- 7.1.1 hearing and receiving the reports and statements required by the ACT to be read at and laid before the CORPORATION at an annual meeting;
- 7.1.2 electing such DIRECTORS as are to be elected at such annual meeting;
- 7.1.3 appointing the auditor and fixing or authorizing the BOARD to fix the remuneration therefor; and
- 7.1.4 the transaction of any other business properly brought before the meeting.

7.2 Special General Meeting

The BOARD may at any time call a special general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special general meeting of Members may also be called by the Members as provided in the ACT.

7.3 Giving Notice of Meetings

Notice of the time, place and date of meetings of Members shall be given at least fourteen (14) days before the date of the meeting to each Member (and in the case of an annual meeting to the auditor of the CORPORATION) by providing notification of an annual meeting in the end-of-season newsletter and/or by posting notice of any annual or special general meeting on the CORPORATION'S web site.

7.4 Contents of Notice of Annual Meeting

Notice of each annual meeting shall include:

- 7.4.1 a slate of nominees for DIRECTORS put forward in accordance with section 5.4;
- 7.4.2 a slate of nominees for EXECUTIVE OFFICERS put forward by the Nominating Committee;
- 7.4.3 a summary of any resolutions or items of business proposed to be submitted to the meeting in sufficient detail as to allow the recipient to make a reasoned judgment.

7.5 Contents of Notice of Special General Meeting

Notice of each special general meeting shall include a summary of any resolutions or items of business proposed to be submitted to the meeting in sufficient detail as to allow the recipient to make a reasoned judgment.

7.6 Quorum

A quorum for the transaction of business at meetings of the Members shall be two (2) Members present in person (with at least two (2) persons present in person); and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

7.7 Persons Entitled to be Present

The only persons entitled to attend a meeting of Members shall be the Members, the auditor of the CORPORATION and others who, although not entitled to vote, are entitled or required under any provisions of the ACT or the By-Laws of the CORPORATION to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

7.8 Scrutineers

The Chair of the meeting may appoint one or more scrutineers, who need not be Members of the CORPORATION, to serve at the meeting.

7.9 Voting by Members

Unless otherwise required by the provisions of the ACT or the by-laws of the CORPORATION, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members present and entitled to vote. In the case of an equality of votes, the question shall be deemed to be lost.

7.10 Show of Hands

At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a by-law of the CORPORATION or unless a poll is required by the Chair or requested by any Member entitled to vote. Upon a show of hands, every Member entitled to vote, present in person, shall have one (1) vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, 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 CORPORATION is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.11 Chair

In the absence of the President, the Vice-President, the Treasurer, or the Chair of the Executive Committee, if any, the Members present who are DIRECTORS shall choose another DIRECTOR as Chair and if no DIRECTOR is present or if all the DIRECTORS present decline to act as Chair, the Members present shall choose one of their number to be Chair.

7.12 Polls

If at any meeting a poll is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

7.13 Adjournments

Any meeting of Members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

7.14 Written Resolutions

Subject to the ACT, a resolution in writing, signed by all the Members entitled to vote on that resolution at a meeting of Members or Committee of Members, is as valid as if it had been passed at a meeting of Members or Committee of Members called, constituted and held for that purpose.

8. OFFICERS

8.1 EXECUTIVE OFFICERS

There shall be a President, a Vice-President, Secretary, and Treasurer, (and Chair of the Executive Committee whenever there is an Executive Committee) (each of whom shall be a DIRECTOR elected by the BOARD from among their number). No one person may hold more than one office, except that the Secretary may also hold the office of Treasurer.

8.2 EXECUTIVE OFFICERS

The EXECUTIVE OFFICERS shall be elected by the Members entitled to vote from among the DIRECTORS elected at each annual meeting.

8.3 President

The President shall, when present, preside at all meetings of the BOARD and of the Members (and in the absence of the Chair of the Executive Committee, meetings of the Executive Committee). The President shall supervise the affairs and operations of the CORPORATION. The President shall receive and distribute all correspondence addressed to the CORPORATION. The President shall with any other EXECUTIVE OFFICER appointed by the BOARD for this purpose, sign all By-Laws and such other contracts, documents or instruments in writing requiring his signature.

8.4 Vice-President

During the absence or inability to act of the President, the duties and powers of the office may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice-President shall sign such contracts, documents or instruments in writing as require his signature. The Vice-President shall also perform the other duties from time to time prescribed by the President, the BOARD or Executive Committee (if any) or incident to the office.

8.5 Secretary

The Secretary shall act as Secretary of each meeting of the CORPORATION, the BOARD or Executive Committee (if any); (or delegate those duties to another person); shall attend all meetings of the BOARD and of the Executive Committee (if any) to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to Members and to DIRECTORS; shall be the custodian of the corporate seal of the CORPORATION, if any, and of all books, papers, records,

correspondence and documents belonging to the CORPORATION; and shall perform the other duties from time to time prescribed by the BOARD or Executive Committee (if any) or incident to the office.

8.6 Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the CORPORATION in proper books of account; shall deposit all moneys or other valuable effects in the name and to the credit of the CORPORATION in the bank or banks from time to time designated by the BOARD or Executive Committee (if any); shall disburse the funds of the CORPORATION under the direction of the BOARD or Executive Committee (if any), taking proper vouchers therefor; shall render to the BOARD or Executive Committee (if any), whenever required, an account of all transactions as Treasurer and of the financial position of the CORPORATION; shall co-operate with the auditors of the CORPORATION during any audit of the accounts of the CORPORATION; and shall perform the other duties from time to time prescribed by the President, the BOARD or Executive Committee (if any) or incident to the office.

8.7 Chair of the Executive Committee

Whenever there is an Executive Committee, the Chair of the Executive Committee shall preside at meetings of the Executive Committee, and in the absence or inability to act of the President, the Vice-President, and the Treasurer, meetings of the BOARD and of Members; if the Chair of the Executive Committee exercises any of those duties or powers, the absence or inability to act of the President and the Vice-President shall be presumed with reference thereto; the Chair of the Executive Committee shall also perform the other duties from time to time prescribed by the by-laws of the CORPORATION, the BOARD or Executive Committee or incident to the office.

8.8 Immediate Past President

The Immediate Past President shall perform such duties as are prescribed by the BOARD or Executive Committee (if any) or incident to the office.

8.9 Other Officers

The BOARD may appoint other Officers, including without limitation, Honourary Officers, and agents (and with such titles as the BOARD may prescribe from time to time) as it considers necessary and all Officers shall have the authority and perform the duties from time to time prescribed by the BOARD. The BOARD may also remove at its pleasure any such Officer or agent of the CORPORATION. The duties of all other Officers of the CORPORATION appointed by the BOARD or Executive Committee (if any) shall be such as the terms of their engagement call for or the BOARD or Executive Committee (if any) prescribes.

9. EXECUTIVE COMMITTEE

9.1 Composition

The BOARD, whenever it consists of more than six (6), may from time to time elect from among its number an Executive Committee composed of the President, Vice-President, Treasurer and Secretary. Each Member of the Executive Committee shall serve during the pleasure of the BOARD and, in any event, only so long such Member shall be a DIRECTOR. If and whenever a vacancy shall exist in the Executive Committee, the remaining Members may exercise all its powers so long as a quorum remains in office.

9.2 Powers

During the intervals between the meetings of the BOARD, the Executive Committee shall possess and may exercise (subject to any regulations which the BOARD may from time to time impose) all the powers of the BOARD in the management and direction of the affairs and business of the CORPORATION in such manner as the Executive Committee shall deem best for the interest of the CORPORATION in all cases in which specific directions shall not have been given by the BOARD.

9.3 Procedures

Subject to Sections 9.4, 9.5 and 9.6 and to any regulations imposed from time to time by the BOARD, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the BOARD at least annually.

9.4 Quorum

No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

9.5 Place of Business

Meetings of the Executive Committee may be held at the head office of the CORPORATION or at any other place within or outside Ontario as specified in the notice calling the meeting.

9.6 Other DIRECTORS Present

Each DIRECTOR shall be entitled to speak but not to vote at any meeting of the Executive Committee at which the DIRECTOR is present. However, no DIRECTOR who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and the presence of such DIRECTOR shall not be included for the purpose of calculating a quorum.

10. COMMITTEES

10.1 Nominating Committee

The Nominating Committee (when one exists) shall:

- 10.1.1 prepare a slate of one (1) or more candidates for each office which will be vacant and for which an election is to be held at or after the annual meeting;
- 10.1.2 accept any additional written nominations for DIRECTOR in accordance with Section 5.4;
- 10.1.3 make recommendations to the BOARD of names of persons to fill vacancies in office or on the BOARD or on Committees that occur throughout the year.

10.2 Finance Committee

The Finance Committee shall consist of the Treasurer, the President, and the Vice-President. The Finance Committee shall:

- 10.2.1 prepare and submit a budget for the coming fiscal year;
- 10.2.2 arrange for the audit of the CORPORATION'S books and records by the auditor;
- 10.2.3 determine the amount of all registration fees for each Season; and
- 10.2.4 determine the appropriate sponsorship amounts for each Season.

10.3 Discipline Committee

The Discipline Committee shall consist of a minimum of two (2) individuals, one of whom shall be the Discipline Chair.

The Discipline Committee shall:

- 10.3.1 adjudicate on matters required by the Rules and Regulations;

10.3.2 review and make recommendations on matters requested by the President or the BOARD.

10.4 Standing Committees

There shall be a Nominating Committee at any time there is no Executive Committee, and there may be such other Standing Committees and for such purposes as the BOARD or the Executive Committee (if any) may determine from time to time by resolution; provided that, until otherwise determined by the BOARD, there shall be the following Standing Committees:

10.4.1 Finance Committee; and

10.4.2 Discipline Committee.

10.5 Combined and Inactive Committees

From time to time by resolution the BOARD may combine the work of two or more Standing Committees under such name as the BOARD shall select; and may permit any Standing Committee to be inactive.

10.6 Ad Hoc Committees

There may be such Ad Hoc Committees and for such purposes as the BOARD or the Executive Committee (if any) may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

10.6.1 the delivery of its report;

10.6.2 the completion of its assigned task;

10.6.3 a change in the membership of the BOARD or Executive Committee by which it was constituted; or

10.6.4 a resolution to that effect of the BOARD or Executive Committee by which it was constituted;

whichever first occurs.

10.6.5 Provided however that, in the case of termination pursuant to subsection 10.6.2, the BOARD or the Executive Committee (as the case may be) may by resolution continue such Ad Hoc Committee.

10.7 Rules Governing Committees

Except as otherwise provided by by-law of the CORPORATION, all Committees other than the Executive Committee are subject to the following:

10.7.1 the Chair and members shall be appointed by the Executive Committee, if any, otherwise by the BOARD, from among the Members of the CORPORATION who are qualified to hold office;

10.7.2 at least one member of the BOARD, shall be appointed to serve on each Committee;

10.7.3 in addition to the members of a Committee appointed pursuant to subsection 10.7.1, the Executive Committee, if any, otherwise the BOARD, may appoint to any Committee, persons who are not Members of the CORPORATION who are qualified to hold office; provided that the total number of such persons shall at all times remain less than one-third of the total number of persons who are members of such Committee;

10.7.4 a member of a Committee shall serve for a term ending at the annual meeting of Members following appointment, and is eligible for reappointment for one or more additional terms;

- 10.7.5 each Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the Executive Committee, if any, otherwise by the BOARD;
- 10.7.6 each Committee shall be responsible to, and report after each meeting to, the Executive Committee (or if none, to the BOARD);
- 10.7.7 subject to any rules established by the Executive Committee (or if none, by the BOARD), each Committee may establish its own rules of procedure and may appoint subcommittees.

11. PROTECTION OF DIRECTORS AND OFFICERS

11.1 DIRECTORS and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past DIRECTOR or officer of the CORPORATION shall be personally liable for any loss or damage or expense to the CORPORATION arising out of the acts (including wilful, negligent and accidental conduct), receipts, neglects, omissions or defaults of such DIRECTOR or officer or of any other DIRECTOR or officer or employee, servant, agent, volunteer or independent contractor arising from any of the following.

- 11.1.1 insufficiency or deficiency of title to any property acquired by the CORPORATION or for or on behalf of the CORPORATION;
- 11.1.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the CORPORATION shall be placed out or invested;
- 11.1.3 loss or damage arising from the bankruptcy or insolvency of any individual including any individual with whom or which any monies, securities or effects shall be lodged or deposited;
- 11.1.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the CORPORATION;
- 11.1.5 loss, damage or misfortune whatever which may occur in the execution of the duties of the DIRECTOR'S or officer's respective office or trust or in relation thereto; and
- 11.1.6 loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

11.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 11.3 herein, or purchasing insurance provided in section 11.4 herein, the BOARD shall consider:

- 11.2.1 the degree of risk to which the DIRECTOR or officer is or may be exposed;
- 11.2.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 11.2.3 whether the amount or cost of the insurance is reasonable in relation to the risk;
- 11.2.4 whether the cost of the insurance is reasonable in relation to the revenue available; and
- 11.2.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

11.3 Indemnification of DIRECTORS and Officers

Every individual, (including their respective heirs, executors and administrators, estate, successors and assigns) who:

11.3.1 is a DIRECTOR; or,

11.3.2 is an officer of the CORPORATION; or

11.3.3 is a member of a Committee; or

11.3.4 has undertaken, or, with the direction of the CORPORATION is about to undertake, any liability on behalf of the CORPORATION or any Corporation controlled by the CORPORATION, whether in the individual's personal capacity or as a director or officer or employee or volunteer of such corporation;

shall, upon approval of the BOARD from time to time, be indemnified and saved harmless out of the funds of the CORPORATION, from and against costs, charges and expenses which such individual sustains or incurs:

11.3.5 in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against them in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; or,

11.3.6 in relation to the affairs of the CORPORATION generally,

save and except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.

The CORPORATION shall also, upon approval by the BOARD from time to time, indemnify any such individual in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any individual entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

11.4 Insurance

The CORPORATION shall purchase and maintain appropriate liability insurance for the benefit of the CORPORATION and each individual acting or having previously acted in the capacity of a DIRECTOR, officer or any other capacity at the request of or on behalf of the CORPORATION, which insurance shall include:

11.4.1 property and public liability insurance;

11.4.2 DIRECTORS' and officers' insurance; and,

11.4.3 such other insurance as the BOARD sees fit from time to time;

with coverage limits and with insurers deemed appropriate by the BOARD from time to time.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the CORPORATION.

It shall be the obligation of any person seeking insurance coverage or indemnity from the CORPORATION to co-operate fully with the CORPORATION in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the CORPORATION.

12. EXECUTION OF DOCUMENTS

12.1 Cheques, Drafts, Notes, Etc

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Officer or Officers or person or persons and in the manner from time to time prescribed by the BOARD.

12.2 Execution of Documents

Documents requiring execution by the CORPORATION may be signed by any two (2) of the President, the Vice-President and Treasurer, and all documents so signed are binding upon the CORPORATION without any further authorization or formality. The BOARD may from time to time appoint any Officer or Officers or any person or persons on behalf of the CORPORATION, either to sign documents generally or to sign specific documents.

12.3 Books and Records

The BOARD shall see that all necessary books and records of the CORPORATION required by the by-laws of the CORPORATION or by any applicable statute are regularly and properly kept.

13. BANKING ARRANGEMENTS

13.1 BOARD Designate Bankers

The BOARD shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the CORPORATION, or any part thereof, with the bank, trust company, or other CORPORATION carrying on a banking business that the BOARD has designated as the CORPORATION'S banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- 13.1.1 operate the CORPORATION'S accounts with the banker;
- 13.1.2 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;
- 13.1.3 issue receipts for and orders relating to any property of the CORPORATION;
- 13.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 13.1.5 authorize any Officer of the banker to do any act or thing on the CORPORATION'S behalf to facilitate the banking business.

13.2 Deposit of Securities

The securities of the CORPORATION shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions 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 CORPORATION signed by such Officer or Officers, agent or agents of the CORPORATION, and in such manner, as shall from time to time be determined 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.

14. **BORROWING BY THE CORPORATION**

14.1 **BOARD May Borrow**

Subject to the limitations set out in the by-laws or in the Letters Patent of the CORPORATION, the BOARD may,

- 14.1.1 borrow money on the credit of the CORPORATION;
- 14.1.2 issue, sell or pledge securities of the CORPORATION;
- 14.1.3 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the CORPORATION, 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 CORPORATION,
- 14.1.4 Provided that, except where the CORPORATION borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

14.2 **Specific Borrowing Authority**

From time to time the BOARD may authorize any DIRECTOR, Officer or employee of the CORPORATION or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, 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 CORPORATION.

15. **FINANCIAL YEAR**

15.1 **Financial Year Determined**

The financial year of the CORPORATION shall terminate on the 30th day of April in each year or on such other date as the BOARD may from time to time by resolution determine.

16. **AUDITOR**

16.1 **Appointed by Members**

The Members entitled to vote shall at each annual meeting appoint an auditor to audit the books of the CORPORATION, to hold office until the next annual meeting, provided that the DIRECTORS may fill any casual vacancy in the office of the auditor. The auditor shall include Notice to Reader on the financial statements of the CORPORATION to be laid before each annual meeting. The remuneration of the auditor shall be fixed by the BOARD.

17. **NOTICE**

17.1 **Method of Notice**

Except where otherwise provided in this by-law, notice shall be validly given if given by telephone, or if in writing, by prepaid letter post, by facsimile, by e-mail, or by other electronic method, addressed to the person for whom intended at the last address shown on the CORPORATION'S records.

17.2 Computation of Time

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

17.3 Omissions and Errors

The accidental omission to give notice of any meeting of the BOARD, a Committee or Members or the non-receipt of any notice by any DIRECTOR or Member or by the auditor of the CORPORATION or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any DIRECTOR, Member or the auditor of the CORPORATION may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

18. RULES AND REGULATIONS

The DIRECTORS may establish by resolution from time to time Rules and Regulations to govern all aspects of the conduct of hockey by Members of the CORPORATION and without limiting the generality of the foregoing, may adopt Rules and Regulations to govern the following: (provided that all and any changes in the Rules and Regulations, shall be confirmed and ratified, with or without variation, at the next annual, special or general meeting of Members and in the event that same are not confirmed and ratified they shall cease to have effect):

- 18.1.1 registration of Teams and Players;
- 18.1.2 special rules of completion for hockey games and behaviour thereat;
- 18.1.3 protests, appeals and protests, and defaults in attendance at any games by member teams;
- 18.1.4 tournament and Exhibition Games;
- 18.1.5 play-offs;
- 18.1.6 discipline and suspensions of Members and Players; and
- 18.1.7 emergency rulings.

19. DISSOLUTION

Upon dissolution of the CORPORATION and after the payment of all debts and liabilities, its remaining assets shall be distributed or disposed of to registered charitable organizations which carry out their work solely in Ontario.

20. BY-LAWS AND AMENDMENTS, ETC.

20.1 Enactment

By-Laws of the CORPORATION may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the ACT.

21. REPEAL OF PRIOR BY-LAWS

21.1 Repeal

Subject to the provisions of Section 21.2 hereof, all prior by-laws, resolutions and other enactments of the CORPORATION heretofore enacted or made are repealed.

21.2 Proviso

Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

22. EFFECTIVE DATE

22.1 Effective on Passing

This By-Law shall come into force when enacted by the BOARD in accordance with the ACT.

ENACTED as a By-Law of the **STREETSVILLE AMATEUR MINOR HOCKEY ASSOCIATION** this
day of _____, 2004.

President

Secretary

CONFIRMED by the Members in accordance with the Corporations Act (Ontario) on the _____ day of _____, 2004.

President

Secretary