

# BY-LAW NUMBER 1

A by-law relating generally to the conduct of the affairs of

## MINOR HOCKEY ALLIANCE OF ONTARIO (the "Corporation")

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BE IT ENACTED that the Constitutional By-law (By-law Number 1) of the Corporation is hereby repealed and replaced as follows:

## ARTICLE 1 – GENERAL

### 1.1 Definitions

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

"**Act**" means the *Not-for-profit Corporations Act, 2010* (Ontario), and where the context requires, includes the Regulations made under it, as amended or re-enacted from time to time;

"**ALLIANCE**" means the Minor Hockey Alliance of Ontario;

"**Articles**" means the original or restated letters patent, supplementary letters patent, articles of incorporation or articles of amendment, restated articles of incorporation, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Associate(s)**" means the parents, siblings, children, spouse and common-law partners of a Director, as well as any organization, agency, corporation or individual (such as a business partner or employer) with a formal relationship to a Director;

"**Association**" means a local hockey organization operated and controlled by board of directors elected by the members of the Association; may be Members of the Corporation;

"**Board**" means the board of directors of the Corporation, and is also referred to as the "Executive Committee";

"**By-laws**" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force, and "**By-law**" means this by-law;

"**Chair**" means the chair of the Board;

"**Director**" means an individual occupying the position of director of the Corporation;

"**Document**" includes cheques, drafts or orders for payment of money and all notes and acceptances and bills of exchange, deeds, mortgages, charges, conveyances, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation;

"**Meeting of Members**" includes an annual meeting of members or a special meeting of members;

"**Member**" means a member of the Corporation;

"**Officer**" means an officer of the Corporation;

"**Ordinary Resolution**" means a resolution passed by a majority (i.e. more than 50%) of the votes cast on that resolution;

"**Proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 56 of the Act;

"**Region**" means a geographic area in which a number of Members are located;

**"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and,

**"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.2 Interpretation**

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in neuter gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in this By-law.

## **1.3 Severability**

The invalidity or unenforceability of any provision of the By-laws shall not affect the validity or enforceability of the remaining provisions.

## **1.4 Corporate Seal**

The Corporation shall not have a corporate seal.

## **1.5 Execution of Documents**

All Documents may be signed on behalf of the Corporation by two (2) of the following: President, Senior Vice-President and Executive Director. In addition, the Board may authorize the person or persons by whom any particular Document or class of Documents may or shall be signed.

The signature for the execution of any Document may be written, stamped or electronic.

## **1.6 Head Office**

The head office of the Corporation shall be in the City of Stratford, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

## **1.7 Affiliations**

The ALLIANCE shall maintain its membership in the Ontario Hockey Federation (OHF) under the auspices of Hockey Canada (HC).

# **ARTICLE 2 – PURPOSES AND OBJECTIVES**

## **2.1 Purposes and Objectives**

The purposes and objectives of the ALLIANCE shall be:

- (a) To promote, organize and develop organized amateur hockey programs for youths within the ALLIANCE up to the Juvenile age limit including both the development of the maximum opportunity for participation in recreational hockey and the development of representative teams with high levels of competency;

- (b) To help develop good character among participants, by promoting and teaching the importance of the values of physical competition, physical activity, good sportsmanship, inter community understanding and good fellowship, and the fair treatment of others (with respect to the latter, there shall be no place in the ALLIANCE for discriminatory behavior with respect to race, place of origin, family circumstance, gender or creed);
- (c) To protect and serve the mutual interests of all its members and participants;
- (d) To recognize the integrity of local, community programs and to encourage a strong sense of community pride and participation;
- (e) To represent the interests of its members at the Provincial and National levels;
- (f) To work with Provincial and National hockey associations to promote cooperative development of hockey programs and their effective administration;
- (g) To enhance the positive value of the programs by providing leadership and initiatives to develop participants at all levels;
- (h) To provide opportunities for all participants to play the sport at a level appropriate to their degree of skill or interest; and,
- (i) To ensure the enforcement of the rules of the sport as adopted by the ALLIANCE and other affiliated bodies.

### **ARTICLE 3 – FINANCES**

#### **3.1 Financial Year End**

Unless otherwise ordered by the Board, the financial year end of the Corporation shall terminate on the 30<sup>th</sup> day of April in each year.

#### **3.2 Deposit of Dues and Monies**

All membership dues and money collected by the Corporation shall be deposited with the Corporation's bank as determined by the Board of Directors, from time to time.

### **ARTICLE 4 - BOARD OF DIRECTORS**

#### **4.1 Number of Directors**

The Board shall be comprised of seven (7) to sixteen (16) Directors, as determined from time to time by the Members by Ordinary Resolution, or if so authorized by Ordinary Resolution of the Members, by resolution of the Board.

#### **4.2 Election and Term**

The Members shall elect Directors at each annual meeting. Each Director will be elected to hold an office, as listed in Section 6.1.

The Members shall elect the Directors to hold office for a term no longer than two (2) years following the annual Meeting of Members at which they were elected. If a new Board is not

elected, the Directors then serving shall continue in their position until their successors are duly elected.

The President shall not serve more than two (2) terms. A President that fills a vacancy remains eligible to serve two (2) full terms. There is no maximum number of terms that Directors elected to hold an office other than President may serve.

#### **4.3 Qualifications**

A Director shall be:

- (a) at the date of, or become within ten (10) days after, their election, and thereafter remain throughout their term, a Member of the Corporation;
- (b) eighteen (18) years or more years of age;
- (c) not been declared incapable by any Court or incapable of managing property under Ontario law;
- (d) an individual;
- (e) without the status of a bankrupt; and,
- (f) have no connection whatsoever with any professional hockey organization;
- (g) not be a director on the board of directors of a Member; and,
- (h) meet all qualifications for serving as a Director under Hockey Canada regulations, if applicable.

All paid employees of the Corporation and any Member are disqualified from serving as a Director.

#### **4.4 Ex Officio Director**

An ex officio director is a Director of the Board by virtue of the position that they hold. They shall be able to attend at, participate in and vote at all meetings of the Board. An ex officio director is required to be a Member. The ex officio directors to the Board are as follows:

- (a) the Past President, for a two (2) year term, or until there is a new Past President, whichever is later.

#### **4.5 Vacancies**

The office of a Director shall be vacated immediately upon the occurrence of any of the following events:

- (a) if the Director resigns by delivering a written resignation to the President of the Board, such resignation shall be effective on the date specified in the resignation, or the date the President receives the letter, whichever is later;
- (b) if the Director dies or becomes bankrupt;

- (c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or,
- (d) if, at a Meeting of Members, the Members by Ordinary Resolution, remove the Director before the expiration of the Director's term of office.

#### **4.6 Filling Vacancies**

Subject to the Act, and provided there is quorum, vacancies on the Board may be filled for the remainder of a vacating Director's term of office through appointment, made by the remaining Directors. No more than one-third (1/3) of the Directors may be appointed by the Board.

If there is not a quorum of Directors, or there has been a failure to elect the number of Directors set out in the Articles, the Directors in office shall, without delay, call a special Meeting of Members to fill the vacancy, and if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

#### **4.7 Removal from Office by Members**

The Members of the Corporation by Ordinary Resolution at a special Meeting of Members may remove a Director from office, and may elect another qualified Member to replace them for the remainder of the term of office. Members are not able to remove Liaisons to the Board or an ex officio director.

Removal of the President or the Senior Vice-President will be voted on by all Members. Only the Members of a specific Region may vote to remove the Vice-President of their Region. Only Members who are qualified to participate in the applicable council may remove the Chair of Representative Council and the Chair of Recreational Council

No resolution to remove a Director shall be put before the Members until after the Director in question has been notified in writing of the cause for removal from office, and afforded an opportunity to provide a statement opposing their removal as a Director that will be circulated to the Members with the notice of a Special Meeting of Members at which the Members will vote on the removal of the Director.

The Director shall receive at least two (2) weeks notice of the Meeting of Members at which their removal will be considered by the Members. The notice will provide the reason for which the Director in question may be removed from the Board, and the time and place of the meeting, or instructions on how to attend the meeting electronically.

#### **4.8 Validity of Acts of Directors**

The acts of a Director shall be valid even if a defect in their election or qualification is discovered afterwards.

#### **4.9 Committees**

The Board may from time to time appoint any standing or advisory committee as it deems necessary or appropriate for such purposes as it sees fit. Any such committee may formulate its own terms of reference and rules of procedure, subject to approval of the Board. Any committee member may be removed by resolution of the Board. The members of a committee will elect a chair amongst themselves who will serve for a term not longer than three (3) years unless a continuance resolution is passed by the Board.



#### **4.10 Remuneration of Directors**

The Directors and those Directors who also serve as Officers, 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.

Directors may be paid or reimbursed for reasonable expenses incurred by them in performance of their duties as Director.

Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in a capacity other than as a Director, provided that the amount of the remuneration or reimbursement is:

- (a) considered reasonable by the Board;
- (b) approved by the Board for payment by resolution passed before such payment is made; and,
- (c) in compliance with the conflict of interest provisions of the Act and this By-law.

#### **4.11 Confidentiality**

All Directors shall maintain confidential all information regarding the affairs of the Corporation. The information includes, but is not limited to, internal operations, pending contracts and personal information about Members.

#### **4.12 Standard of Care of Directors**

Every Director when exercising their powers and discharging their duties must:

- (a) act honestly, in good faith and in the best interests of the Corporation;
- (b) carry out their duties as a reasonable person would in the circumstances; and,
- (c) comply with the Act, its Regulations, any amendments to the Act or Regulations, all other applicable laws, the Articles, the By-laws and the policies of the Corporation.

### **ARTICLE 5 – BOARD OF DIRECTORS MEETINGS**

#### **5.1 Calling of Meetings**

Meetings of the Board may be called by the President, or in their absence the Senior Vice-President, or any three (3) or more Directors, at any time and any place on notice as required by this By-law.

#### **5.2 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 12 of this By-law to every Director of the Corporation not less than two (2) days before the date that the meeting is to be held. If the Directors are able to attend the meeting by telephonic or electronic means, the notice of the meeting must include applicable instructions to attend the meeting.

If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

A notice of a meeting of Directors need not specify the purpose of, or the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in subsection 36(2) of the Act, in which case the notice must specify that matter.

Notice of an adjourned meeting is not required if it is held within thirty (30) days of the original meeting, and the following information is provided at the time of the adjournment:

- (a) The time of the continued meeting;
- (b) If applicable, the place of the continued meeting; and,
- (c) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

### **5.3 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting.

### **5.4 Adjourned Meetings**

Any Board meeting may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which the adjournment took place.

Such adjournment may be made notwithstanding that no quorum is present.

### **5.5 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Senior Vice-President shall preside. In the absence of the Chair and the Senior Vice-President, the Directors present shall choose one of their number to act as the chair.

### **5.6 Voting**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will have a second or casting vote.

At all meetings of the Board, every question shall be decided by a show of hands unless a ballot is required by the chair or requested by a 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.

A dissent vote by a Director may be recorded in the minutes of the meeting at the request of the chair or the dissenting Director.

## **5.7 Quorum**

Subject to the Act and the Articles, a quorum for the transaction of business at meetings of the Board shall be a majority of the Directors. Notwithstanding vacancies, the remaining Directors may act if they constitute a quorum.

## **5.8 Participation by Telephonic or Electronic Means**

A Director may participate in a Board meeting or of a committee of Directors by telephonic or electronic means that permits all participants to communicate instantaneously and simultaneously with each other during the meeting. A Director so participating in a meeting is deemed to be present at the meeting.

## **5.9 Resolutions**

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

## **5.10 Others Attending Board Meetings**

The Board may invite persons who are not Directors to attend meetings of the Board. Such persons may be invited on a regular basis, may be given regular notice of Board meetings and may participate in Board meetings if the Board permits. Other persons attending a Board meeting by invitation shall not be entitled to vote or to exercise any other powers or duties of Directors.

## **5.11 Rules of Conduct for Meetings**

All Board meetings will be conducted in accordance with Robert's Rules of Order.

# **ARTICLE 6 – OFFICERS**

## **6.1 Election of Officers**

The Members shall elect at the annual Meeting of Members the President, Senior Vice-President, Regional Vice-Presidents, Chair of the Representative Council and Chair of the Recreational Council. The election schedule for the Officers is as follows:

- (a) The President shall be elected at the annual meeting in even numbered years.
- (b) The Senior Vice-President shall be elected at the annual meeting in odd numbered years.
- (c) Even numbered Regions shall elect a Regional Vice-President in even numbered years. For clarity,
  - i. REGION TWO: Cambridge, Kitchener and Waterloo;
  - ii. REGION FOUR: Brantford Community, Brantford Minor, Stratford Minor, Stratford Rotary and Woodstock.
- (d) Odd numbered Regions shall elect a Regional Vice-President in odd numbered years. For clarity,

- i. REGION ONE: Hamilton, Greater Fort Erie Minor Hockey Association, St. Catharines CYO, Burlington BLOMHA and Burlington Jr Raiders;
  - ii. REGION THREE: Elgin-Middlesex, Huron-Perth, GLHA and London Rep Hockey Inc.;
  - iii. REGION FIVE: Chatham-Kent, Sarnia-Lambton, Sarnia, Sun County and Windsor AAA Zone.
- (e) The Chair of the Representative Council shall be elected at the annual meeting in even numbered years.
- (f) The Chair of the Recreational Council shall be elected at the annual meeting in odd numbered years.

All voting Member delegates will vote for the Directors holding the following offices: President and Senior Vice-President.

Voting for the Regional Vice-Presidents is restricted to the voting Member delegates in that region.

Voting for the Chair of the Representative Council is restricted to the primary voting delegate for Members qualified to participate in that council.

Voting for the Chair of the Recreational Council is restricted to the primary voting delegate for Members qualified to participate in that council.

The office of Chair and President will be held by the same person.

## **6.2 Duties of the Chair**

The Chair shall preside over all meetings of the Board and the Members, if present, and such other duties as may be required by law or as the Board may determine from time to time.

## **6.3 Duties of the President**

The President is the chief executive officer of the ALLIANCE and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, be responsible for the overall leadership and effective organization and operation of the Corporation. The President shall perform such other duties as may be required by law or as the Board may determine from time to time.

## **6.4 Duties of the Senior Vice-President**

During the absence or inability to act of the President, their duties shall be carried out by the Senior Vice-President. The Senior Vice-President shall assist the President, as requested. The Senior Vice-President shall also carry out such other duties as may be required by law or as the Board may determine from time to time.

## **6.5 Duties of the Past President**

The immediate past ALLIANCE president will serve in the office of Past President. The Past President shall provide guidance to the Board and complete special projects as assigned by the President and the Board from time to time.

## **6.6 Duties of a Regional Vice-President**

A Regional Vice-President facilitates the development and success of ALLIANCE programs and activities within their Region. A Regional Vice-President shall also carry out such other duties as may be determined by the Board, including representation of the Corporation on other hockey organizations.

## **6.7 Duties of the Chair of the Representative Council**

The Chair of the Representative Council will serve on the Board on behalf of the Representative Council. The Representative Council is responsible for and controls the daily operations of the ALLIANCE Member Associations.

## **6.8 Duties of the Chair of the Recreational Council**

The Chair of the Recreational Council will serve on the Board on behalf of the Recreational Council. The Recreational Council is responsible for and controls the daily operations of the ALLIANCE house league and select teams.

## **6.9 Duties of the Secretary**

The Secretary shall maintain the register of the Members and ensure the proper recording and maintenance of the minutes of all meetings of the Corporation, the Board and Board committees, if any. The Secretary is responsible for providing notice to Members, Directors and other persons, as required. The Secretary is also the custodian of the Corporation's books and records, which they will deliver up only when authorized by a resolution of the Board to do so and only to such person or persons named in the resolution. The Secretary will file the Corporation's annual return. The Secretary shall also carry out such other duties as may be required by law or as the Board may determine from time to time. They will turn over to their successor all records promptly upon completion of their term.

## **6.10 Duties of the Treasurer**

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. They shall be responsible for submitting income tax returns, at the end of the fiscal year. The treasurer shall also perform such other duties as may be required by law or as the Board may determine from time to time. They will turn over to their successor all records promptly upon completion of their term.

## **6.11 Executive Director**

The Executive Director shall be responsible for the daily operations of the Corporation, under the supervision of the President. The Executive Director shall also carry out such other duties as may be required by law or as the Board may determine from time to time.

The Executive Director will be an employee of the Corporation.

#### **6.12 Delegation of Officer's Duties**

In the event of the absence or inability to act of any Officer of the Corporation, or for any reason that the Directors may deem sufficient, the Board may delegate all or any of the powers of such Officer to any other Officer or employee of the Corporation, or individual, for the time being.

#### **6.13 Other Officers and Agents**

The Board may appoint other Officers and agents as it considers necessary, and such Officers shall have the authority and perform the duties as prescribed by the Board.

#### **6.14 Validity of Actions**

The acts of an Officer are valid even if a defect in their appointment or election is discovered afterwards.

### **ARTICLE 7 – INDEMNIFICATION**

#### **7.1 Limitation of Liability for Directors and Officers**

No Director or Officer of the Corporation 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 other act of conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation 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 trust, or in relation thereto unless same happens through or by their own wrongful and wilful act or through their own wrongful and wilful neglect or default.

#### **7.2 Responsibility for Corporation's Acts**

No Director shall be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into by the Corporation, except as approved by the Board.

#### **7.3 Indemnification of Directors and Officers**

Every Director or Officer, or other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation, and their heirs, executors and administrators, shall be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever that the Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed, matter or thing whatever, that is made, done or permitted by them, in or about the execution of the duties of such office, or in respect of any such liability; and,

- (b) all other costs, charges and expenses that the Director, Officer or other person sustains or incurs in or about, or in relation to the affairs of the Corporation,

except those caused by or resulting from the Director, Officer, or other person's wilful or intentional dishonesty, deceit or fraud.

The Corporation shall also indemnify any person in any other circumstances that the Act or laws permit or require. Nothing in this By-law shall limit the right of any other person entitled to indemnify or to claim indemnity apart from the provisions of the By-law to the extent permitted by the Act or law.

#### **7.4 Directors and Officers Insurance**

The Corporation may from time to time purchase insurance for the Directors and Officers of the Corporation against any liability incurred by a Director or Officer in connection with their duties as a Director and/or Officer of the Corporation.

### **ARTICLE 8 – CONFLICT OF INTEREST**

#### **8.1 Conflict of Interest**

A conflict of interest exists if there is a real or reasonably perceived impediment to a Director's responsibility to act in the best interests of the Corporation, due to the Director's affiliations, obligations, associations and relationships outside of the Corporation. Conflict of interest includes direct and indirect financial interests and non-financial interests, and includes interests held personally by the Director and/or their Associates.

#### **8.2 Interest of Directors in Contract or Transaction**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, or is a Director or Officer of, or has a material interest in any organization or with any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act, and set out in this By-law.

#### **8.3 Involvement with Member Associations**

After election or appointment to the Board, no Director shall be eligible to act in any role or position with an ALLIANCE Member Association or hockey team.

#### **8.4 Declaration of Conflict**

A conflict of interest shall be declared or raised as follows:

- (a) Every Director who, either directly or through one of the Director's Associates, has or may potentially have a conflict of interest concerning a proposed or current contract or transaction, shall disclose the nature and extent of the interest at the Board meeting at which the contract or transaction is first raised.
- (b) If the Director, either directly or through one of the Director's Associates, becomes interested in a contract or transaction after the Board meeting at which it was first raised, the Director shall make a declaration at the next Board meeting following the Director's realization of a conflict.

- (c) In the case of an existing contract or transaction, the Director shall make a declaration at the first Board meeting after the individual becomes a Director or the Director realizes the interest.
- (d) If a Director believes that another Director is in a conflict of interest position concerning any contract, transaction or decision, the Director shall voice the concern at a Board meeting. The Board shall then vote on whether or not there is a conflict of interest position. If the Board finds a Director in conflict, the interested Director shall abide by the requirements of this section.

Every declaration of a conflict of interest, and the general nature of the conflict of interest, shall be recorded in the minutes of the Board meeting.

### **8.5 Interested Director Not to Attend Meeting or Vote**

After making the declaration, the interested Director shall not vote and shall not be present at the vote, or at any portion of a Board meeting at which the contract or transaction is discussed. The interested Director shall not attempt, in any other way, to influence the voting on such contract or transaction.

The interested Director shall not be counted in any required quorum with respect to this vote. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because an interested Director is not permitted to be present at the meeting by reason of a conflict, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

## **ARTICLE 9 - MEMBERSHIP**

### **9.1 Members**

The Board may accept as a Member any minor hockey associations that subscribes to the objects, purposes, aims and objectives of the ALLIANCE, and has agreed to be bound by the Act and Regulations, and the Articles, By-laws, rules, regulations policies and procedures of the Corporation.

### **9.2 Honourary Life Members**

Honourary Life membership may be granted to an individual that has served a minimum ten (10) years on the Board of the Corporation and/or one or more of its Member Associations, with a minimum of five (5) years service on the Board. An Honourary Life Member shall have rendered extraordinary and distinguished service to the ALLIANCE and continues to bring forth outstanding services to the Corporation. An Honourary Member shall be able to attend, participate in and vote at Meetings of Members.

### **9.3 Membership**

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act or this By-law.



#### **9.4 Limitation of Liability of Members**

Members shall not 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.

#### **9.5 Member Dues and Assessments**

The Board shall determine annual dues and assessments to be paid by Members, if any, from time to time, and in its sole discretion.

Only if a Member has paid their annual dues will they be a Member in good standing.

### **ARTICLE 10 – MEMBERSHIP TERMINATION AND DISCIPLINE**

#### **10.1 Termination of Membership**

A membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) a Member fails to maintain any qualifications for membership described in Section 9.1 of this By-law;
- (c) the Member resigns by delivering a written resignation to the Chair of Corporation in which case, such resignation shall be effective on the date specified in the resignation;
- (d) the Member is expelled in accordance with Section 10.2, or a membership is otherwise terminated in accordance with this By-law;
- (e) annual dues remain outstanding for more than ninety (90) days following notice to the Member that such dues are owing; or
- (f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. If termination of a membership does not discharge any financial obligation of the Member to the ALLIANCE accrued prior to the date of such termination and not yet fulfilled.

#### **10.2 Discipline of Members**

The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or written policies or procedures of the Corporation;
- (b) failing to abide by the code of ethics of the Corporation, or for any other conduct which, in the sole discretion of the Board, falls below the standard of conduct expected of Members;

- (c) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or,
- (d) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member, and shall provide reasons for the proposed suspension or expulsion.

The Member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision, and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

The Board's decision shall be final and binding on the Member, without any further right of appeal.

## **ARTICLE 11 – MEETINGS OF MEMBERS**

### **11.1 Persons Entitled to be Present**

The only persons entitled to be present at a Meeting of Members shall be voting delegates of Members, registered non-voting delegates of Members, the Directors and the auditor of the Corporation (or the person appointed to conduct the review engagement, if any), and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the Members.

### **11.2 Annual Meeting**

The annual meeting shall be held at a place and on a day fixed by the Board between May 1 and the last Saturday of June each year. Any Member, upon request, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in the Regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles.

The business transacted at the annual meeting shall include:

- (a) receipt of the minutes of the previous annual and subsequent special Meetings of Members;
- (b) consideration of the Corporation's annual financial statements;
- (c) report of the auditor or person who has been appointed to conduct a review engagement, if any;
- (d) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year, if any;

- (e) election of Directors;
- (f) reports of the President and committees (if any); and,
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for an annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of the annual meeting.

### **11.3 Semi-Annual Meeting**

The semi-annual meeting shall be held at a place and on a day fixed by the Board. The objective of the semi-annual meeting is to present and discuss items relating to the financial planning of the ALLIANCE and Members for the upcoming hockey season. There shall be no voting at semi-annual meetings; they are for information purposes only.

### **11.4 Special Meeting**

The Board may call a special Meeting of Members. The Board shall call a special meeting on written requisition of the Members who hold at least ten percent (10%) of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition, unless the Act provides otherwise.

For the purpose of calculating the required percentage of Members to requisition a special Meeting of Members, each Member is assigned one (1) vote.

### **11.5 Adjourned Meeting**

Any Meeting of Members may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which the adjournment took place.

Such adjournment may be made notwithstanding that no quorum is present.

### **11.6 Notice of Meeting of Members**

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to attend the meeting, each Director and to the auditor or person appointed to conduct a review engagement, if any, during a period of ten (10) to fifty (50) days before the Meeting of Members.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any Special Resolution to be submitted to the Members.

Notice of an adjourned meeting is not required if it is held within thirty (30) days of the original meeting, and the following information is provided at the time of the adjournment:

- (a) The time of the continued meeting;
- (b) If applicable, the place of the continued meeting; and,

- (c) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

### **11.7 Chair of the Meeting**

The Chair shall be the chair of the Meeting of Members. In the Chair's absence, a vice-president will be the chair of the Meeting of Members. In their absence, the Members present at any Meeting of Members shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### **11.8 Quorum**

A quorum for the transaction of business at a Meeting of Members shall consist of fifty percent (50%) of the Members represented by a single voting delegate. That is, a Member is present for quorum purposes if one (1) of their voting delegates is present at the Meeting of Members. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

### **11.9 Number of Votes Assigned to Members**

Each Member of the Corporation in good standing shall be entitled to designate one (1) voting delegate for each one hundred (100) registered players (for house league, minor development and/or representative teams) within the said Association to a maximum of ten (10) and a minimum of two (2) voting delegates. A delegate must be at least eighteen (18) years old. In addition to the aforementioned delegates, each Member's delegate to the Recreational Council and/or the Representative Council is entitled to vote at Meeting of Members.

### **11.10 Votes to Govern**

Business arising at any Meeting of Members shall be decided by Ordinary Resolution, voted upon by Members in good standing, unless otherwise required by the Act or the By-laws provided that:

- (a) each Member delegate shall be entitled to one (1) vote at any meeting;
- (b) proxy voting is not permitted;
- (c) votes shall be taken by a show of hands among all Members present and the chair of the meeting shall not have a vote;
- (d) voting for the election of the Directors shall be conducted by secret ballot;
- (e) an abstention shall not be considered a vote cast;
- (f) if there is a tie vote, the chair of the meeting shall have a casting vote to break the tie;
- (g) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member delegate may demand, a ballot. A ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct; and,

- (h) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost, and an entry to that effect in the minutes, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **11.11 Rules of Conduct for Meeting of Members**

All Meetings of Members will be conducted in accordance with Robert's Rules of Order.

## **ARTICLE 12 - NOTICES**

### **12.1 Method of Giving Notice**

Any notice required to be sent to any Member or Director, or to the auditor or person who has been appointed to conduct an audit or a review engagement, shall be delivered as follows:

- (a) by mail or email to any such Member or Director at their latest address as shown in the records of the Corporation;
- (b) by mail or email to the auditor or the person who has been appointed to conduct a review engagement at their business address, or if no address be given then to the last address known to the secretary;

provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. Notice may also be waived by a Director or Member by their attendance at a meeting, unless they attended only to object to business being transacted at the meeting due to it not being properly called.

Notice that is given by mail is deemed to have been received by the intended recipient on the second (2<sup>nd</sup>) day after it was sent. Notice delivered by email is deemed to have been received twenty-four (24) hours after it was sent.

Pursuant to subsection 103(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-law to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

### **12.2 Omissions and Errors in Giving Notice**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this 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 otherwise founded on such notice.

### **12.3 Computation of Time**

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

## **ARTICLE 13 – DISPUTE RESOLUTION**

### **13.1 Mediation and Arbitration**

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in this Article.

### **13.2 Dispute Resolution Mechanism**

In the event that a dispute or controversy among Members, Directors, Officers, committee members, or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to, or in any other way derogating from the rights of the Members, Directors, Officers, committee members, or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one (1) party appoints one (1) mediator, the other party (or if applicable the Board) appoints one (1) mediator, and the two (2) mediators so jointly appoint a third (3<sup>rd</sup>) mediator. The three (3) mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three (3) to one (1) or two (2) upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any of the mediators referred to above, in accordance with the legislation governing arbitrations in force in Ontario. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrator appointed in accordance with this section shall be borne as determined by the arbitrator.

## **ARTICLE 14 – BY-LAWS AND AMENDMENTS**

### **14.1 Amendments to By-laws**

The Board may, by resolution, amend or repeal the By-laws in accordance with the Act. Any such amendment or repeal of a by-law shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution (unless a Special Resolution is required by the Act).

If the by-law, amendment or repeal of a by-law is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The by-law amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members, or if it is rejected by the Members at the meeting.

A Member may propose an amendment to the By-laws in accordance with section 56 of the Act.

#### **14.2 Repeal of Prior By-laws**

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-laws, resolution of other enactment.

#### **14.3 Precedence**

If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

#### **14.4 Effective Date**

This By-law shall come into force upon its enactment.

Enacted as By-law Number 1 by the Directors of the Corporation at a meeting duly called and held and at which quorum was present this 14<sup>th</sup> day of June, 2024.

The foregoing By-law Number 1 as enacted by the Directors of the Corporation is hereby approved without variation by the affirmative vote of all Members entitled to vote at a Meeting of Members duly called and held and at which quorum was present this 15<sup>th</sup> day of June, 2024.