

BY-LAW NO. 3-22

A By-law relating generally to the conduct and affairs of

Tecumseh Shoreline Minor Hockey Association

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Tecumseh Shoreline Minor Hockey Association

BE IT ENACTED as a By-law of Tecumseh Shoreline Minor Hockey Association as follows:

1. INTERPRETATION

1.1 Definitions.

In this By-law unless the context otherwise specifies or requires:

- (a) "Article" means the subdivisions of this document
- (b) "Association" means Tecumseh Shoreline Minor Hockey Association (or such other name as the Association may in the future legally adopt);
- (c) "Board" means the Board of Directors of the Association;
- (d) "By-law" means this By-law and all other By-laws of the Association in force and effect from time to time;
- (e) "Hockey Canada" means the Canadian Hockey Association known as "Hockey Canada" (or other such name as it in the future may legally adopt);
- (f) "Committee" means any committee of the Association which is established pursuant to this By-law and "Committees" has a corresponding meaning;
- (g) "Corporations Act" means the Corporations Act, R.S.O. 1990 Chapter 38 and any other statute amending or enacted in substitution therefore, from time to time and expressly includes the Not-For-Profit Corporations Act, 2010 (Ontario), S.O. 2010, Chapter 15;
- (h) "Days" means all the days of the year including weekends and statutory holidays;
- (i) "Director" means an individual who has been elected to the Board of Directors of the Association and "Directors" has a corresponding meaning;
- (j) "Letters Patent" mean the Letters Patent effectively incorporating the Association as, from time to time, may be amended by Supplementary Letters Patent or Articles of Amendment;
- (k) "Members" means all classes of membership in the Association as provided for in Article 4 and "General Members" and "Associate Members" shall have the meaning defined therein and "Member", "General Member", "Associate Member", and the "Membership" and all variations thereof shall have a corresponding meaning;
- (l) "Officers" mean the individuals who hold the office enumerated in Article 10;

- (m) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- (n) "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
- (o) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
- (p) "Person" shall include an individual, sole proprietorship, partnership, unincorporated Association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person whether in his or her personal capacity or in his or her capacity as trustee, executor, administrator, or other legal representative and "Persons" has a corresponding meaning.
- (q) "Member in Good Standing" shall be those admitted to Membership and who have paid all required Membership fees to the Association. Members whose Membership fees are in arrears for a period of three (3) months shall be suspended from Membership and not permitted to vote, make nominations or hold office or volunteer positions in the Association.
- (r) "TSMHA" means the "Tecumseh Shoreline Minor Hockey Association"

1.2 Interpretation. This By-law shall, unless the context otherwise requires, be constructed and interpreted in accordance with the following:

- (a) "may" is construed as permissive;
- (b) "shall" is construed as imperative;
- (c) All terms contained herein and which are defined in the *Corporations Act* or the regulations thereunder shall have the meaning given to such terms in the *Corporations Act* or the regulations thereunder;
- (d) Capitalized words or terms herein which are defined herein shall have the meaning defined herein, notwithstanding that the definition may not be found in this Article or in the same Article of section as the capitalized word or terms.
- (e) Words importing the singular number of the masculine gender shall include the plural number or feminine gender, as the case may be, and *vice versa*; and
- (f) If any of the provisions contained in the By-laws are inconsistent with those contained in the Letters Patent or the *Corporation Act*, the provisions contained in the Letters Patent or the *Corporations Act*, as the case may be, shall prevail.

1.3 Headings. The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in a way to clarify, modify or explain the effect of any such terms or provisions.

2. HEAD OR REGISTERED OFFICE AND SEAL

- 2.1 Corporate Seal. The Corporate Seal of the Association shall be in the form as the Board may be resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.
- 2.2 Head or Registered Office. The head office or the registered office of the Association shall be in the Town of Tecumseh, in the Province of Ontario and thereafter, within the Province of Ontario, as the Association may from time to time determine by special resolution of the members pursuant to the *Corporations Act*.

3. AFFILIATIONS

- 3.1 General Affiliations. The Association shall have the right to associate itself with other leagues and Associations of a similar nature as the Members from time to time deem in the best interest of the Association including, but not limited to, the OMHA, the OHF, Hockey Canada and other minor hockey leagues and Associations (“Affiliates”).
- 3.2 OMHA Affiliation. The Association shall abide by the current constitution, playing By-laws, policies and directives of the OMHA and any amendments or changes thereto, save and except as they may conflict with the Association’s By-laws or, as in the opinion of the Board of Directors, are not in the best interests of the Association.

4. MEMBERSHIP

- 4.1 Composition of Membership. The Membership of the Association shall consist of Persons who:
- (a) successfully register or successfully register their children as hockey players in the Association;
or
 - (b) apply for and are accepted into the Membership of the Association by resolution of the Board or in such a manner as may be determined by the Board from time to time and who meet the eligibility requirements of the applicable Membership class;
- 4.2 Class of Members. There shall be two (2) classes of Members in the Association:
- (a) General Members; and
 - (b) Association Members;

4.3 General Membership. General Membership shall include:

- (a) All players registered to play hockey in and for the Association and its teams who have attained the age of eighteen (18) as of March 31 of the relevant year; and
- (b) All parents or legal guardians of players registered to play hockey in and for the Association and its teams whether the player is under or over the age of eighteen (18) years.
- (c) For the purposes of this By-law:
 - i. The term “Parents” means the natural and biological parents or adoptive parents of a child, whether male or female, save and except that the natural and biological parents of a child shall not be eligible for General Membership in the Association where that child has been adopted by adoptive parents or where a Court of competent jurisdiction has appointed a legal guardian for such a child;
 - ii. The term “Legal Guardians” means the legal guardian or guardians of a child, whether male or female, who has been appointed by a Court of competent jurisdiction ; and
 - iii. The term “Child” means a person whom a parent has demonstrated a settled intention to treat as a child of his or her family, except where the child is placed in a foster home.

4.4 General Duties and Rights of General Members. General Members shall be allowed one (1) vote per General Member and shall be entitled to receive notice of and attend meetings of the Members of the Association and they shall pay such annual fees, dues or registration costs as may be determined by the Board of Directors from time to time by resolution.

4.5 Associate Membership. Associate Members shall include active volunteers including coaching staff, team managers and officials, referees within the Association, members of the parents’ club and such other persons whose volunteer services are deemed to be useful and valuable to the Association in its mission and who apply for and are admitted as Associate Members by the Board of Directors by resolution or in such other manner as may be determined by the Board from time to time. For clarity, Associate Members do not have to be registered themselves or have registered their child or children as hockey players with or in the Association

4.6 General Duties and Rights of Associate Members. Associate Members shall not be entitled to vote at or receive notice of or attend meetings of Members of the Association and they shall not be required to pay any membership fees, dues or registration costs.

4.7 Limitation on Membership. A Person who is a General Member or an Associate Member (or the equivalent or either Membership Class) of another minor hockey Association shall be ineligible to be an Associate Member of the Association. For clarity, such a person may be a General Member of the Association if such a person has registered a child in the Association to play hockey within the Association and, as a General Member, shall be eligible for any and all volunteer positions; provided such person shall not be eligible to be associated with any of the Association's hockey teams where such person has another child playing hockey in that same age division or one age division up or down (whether at the AAA, AA, A or AE level) for another Association.

4.8 Application for Membership.

- (a) Completing registration of a player to play hockey in and for the Association and/or any of its hockey teams shall be considered completion of an application for by a General Member.
- (b) Associate Members shall apply for Membership in the Association in writing in a form which has been approved by the Board.
- (c) The Board shall use its discretion in deciding whether or not to admit an applicant as a Member and/or register his or her hockey playing Child. The Board shall consider, among other factors, whether the prospective Member and/or his or her hockey playing child, in the opinion of the Board, is or are of good character in accordance with the applicable Policies of the Association in place from time to time and is likely to conduct himself, herself, or itself with integrity, honesty and in accordance with and policies and any Code of Conduct the Association or its Affiliates. Applicants for Membership shall be promptly notified by the Association of the Board's decision regarding their application for Membership.

4.9 Membership List. The Secretary of the Board shall prepare and maintain a list of current General Members and Associate Members. This list shall be kept at the head or registered office of the Association and updated as necessary and subject to privacy laws made available as required by law and by the Board. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

4.10 Membership Year. Unless otherwise determined by the Board, every Membership, shall commence on September 1 in each year (or after in case of late registration), and shall lapse and terminate on the 31st day of August next following the date on which Membership commenced.

4.11 Record Date. Individuals, who are General Members of the Association at least thirty (30) days in advance of any General Meeting of the Members of the Association, are entitled to notice of and attend at and to vote at such General Meeting of Members. Any individual who is not a General Member at least thirty (30) days in advance of a General Meeting is not entitled to notice of or to attend at and vote at such General Meeting of which the record date has been established.

4.12 Eligibility for and Suspension and/or Termination of Membership. Subject to the *Corporations Act*:

- (a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.
- (b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn shall notify the Board.

In the case of resignation, a members shall remain liable for payment for any assessment, all fees, dues and registration costs or other sum levied or which become payable by them to the Association prior to the receipt of their resignation. Each member shall promptly be informed by the Secretary of the receipt of their resignation as a Member.

- (c) Members in good standing shall be those admitted to Membership and who have paid all required Membership fees to the Association. Members whose Membership fees are in arrears for a period of three (3) months shall be suspended from Membership and not permitted to vote, make nominations or hold office or volunteer positions in the Association. The Secretary shall inform those concerned of this suspension in writing.
- (d) A Member who does not pay any assessment, dues, fees or registration costs or other sum levied when due and payable for his/her or its class of Membership for a period of eight (8) months shall have his/her or its membership terminated. The Secretary shall inform those concerned of this termination of their Membership in writing.
- (e) A Member who has outstanding assessments, dues, fees or registration costs or other levies from previous years is ineligible for Membership until the same are paid in full together with interest thereon at a rate equal to the prime rate charged by the Association's Bank plus two (2%) percent.

(f) Members whose conduct is considered by the Board to be contrary to the stated TSMHA Code of Conduct and/or the purposes of the Association shall be requested by the Board to explain their actions in writing. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

5. PAYMENT OF MEMBERSHIP FEES ETC.

5.1 Registration fees. Registration fees and dues shall be established annually by the Board based, in whole or in part, on the recommendation of the Finance Committee. Payment of the registration fee for a hockey player entitles Members to one year of membership in the Association based on

the Membership year commencing September 1st and ended August 31st of the following year (the "Membership Year"). Multiple registration shall not entitle General Members to multiple votes.

5.2 Special Levies. A special assessment or special levy against the General Membership or any class of membership shall require the Board to obtain the approval of the Members affected by such special assessment or levy at a General Membership Meeting.

5.3 Refunds of Registration Fees. Fees and dues for any unexpired term of General Membership are normally not refundable except within the first month of the hockey season, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances. Any refund of fees or dues shall be on a pro rata basis accounting for any actual usage by the General Member or the hockey playing child of the General Member less any reasonable administration fee unless otherwise determined by the Board by an appropriate resolution.

6. MEETING OF MEMBERS

6.1 Annual General Meeting. The Annual General Meeting shall be held no later than April 30th of each calendar year, at a time, format and day determined by the Board, for the transaction of at least the following business, to be set out in the notice and agenda of such Annual General Meeting;

- (a) Electing the appropriate Board members for the next term which would begin no later than May 1st of that said year;
- (b) Appointment of auditors;
- (c) Presentation of financial statements and the auditor's report thereon for the previous fiscal year just ended;
- (d) Authorizing the signing of the balance sheet;
- (e) Confirmation of past acts and resolutions of the Board;
- (f) Considerations of any proposed amendments to the Letters Patent, Articles or By-laws of the Association;
- (g) Receiving information regarding the planned activities of the Association for the current year;
- (h) Any other business properly arising at the meeting.

6.2 Special General Meetings of Members. In addition to the Annual General Meeting, a Special General Meeting of the Membership may be called at any time by resolution of the Board and/or in accordance with the provisions of the Corporations Act. The business to be transacted a Special General Meeting shall be limited to that specified in the notice calling the Special General Meeting.

6.3 Notice of Meetings.

- (a) **Notice of General Meetings of the Membership.** Notice of any General Meetings of the Membership shall be mailed (by ordinary prepaid mail or by electronic mail where permitted by the *Corporations Act*) to all Member ten (10) days prior to the date of the Meeting and to all Members at least the last known address recorded in the records of the Association. Such notice shall be posted on the Association's website at least ten (10) days prior to the date of the Meeting.

In the case of the Annual General Meeting of the Association, notice shall also be given, in the manner aforesaid, to the Auditors of the Association.

- (b) **Error or Omission in Notice.** No inadvertent error or omission in giving notice of any Annual General Meeting or additional Special General Meeting of Membership or any adjourned Meeting, whether Annual or Special, shall invalidate such a Meeting or make void any proceedings taken at such a Meeting and any Member may at any times waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at such Meeting.

6.4 Quorum. A quorum for an Annual General Meeting or Special General Meeting shall be a minimum of twenty-five (25) Members eligible to vote and present in person or able to participate by electronic, virtual or hybrid means of communication. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which adjourn, or to take a recess.

6.5 Chair of Meetings. The President shall preside at all meetings of Members. In the absence of the President, the President-Elect shall perform the duties of the President. In the absence of the President and the President-Elect, the persons who are present and entitled to vote shall choose another Director as chair of the meeting, and if no Director is present or if all the Directors present decline to take the chair, then the Members who are present and entitled to vote shall choose one of their number to be chair of the Meeting.

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

6.7 Notice of Adjourned Meeting. No notice of the reconvening of an adjourned meeting need be given if such meeting is announced and held within thirty (30) days of the original meeting. Notice of reconvening of an adjourned meeting held more than thirty (30) days after the original meeting shall be sufficiently given if published in any of the Association's regular publications sent to all Members present in person at the adjourned meeting, sent electronically to all Members, or posted on the Association's website.

6.8 Proxies. Proxies will not be permitted.

6.9 Voting at Meetings. In relation to all members to be determined at any meeting of members:

- (a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the By-laws of the Association, shall decide every question proposed for consideration at meetings of the Membership. For clarity, amendments to the Association's By-law or to the Letters Patent of the Association require that such amendment be passed by two-thirds majority of votes cast by Members entitled to vote thereon.
- (b) The Chair presiding at a meeting of the Membership shall, as a General Member, have only one (1) vote and in the event of a tie vote shall have a second or casting vote. For clarity, should the Chair presiding at a meeting of the Membership decide, in the event of a tie vote, not to cast a second or casting vote or to abstain from voting, the result of the tie vote is that the motion made in respect of the vote shall not be carried and approved.
- (c) At the meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whether a vote by show of hands has taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion. Where a meeting cannot be held in person due to unforeseeable circumstances outside of the control of the Association (ie. Pandemic or other Government Emergency Order) the Chair will request and have recorded in the minutes a method that ensures that the resolution has been carried or lost. Any resolution requiring a specific count shall be conducted in a manner that ensure that all members registered and in attendance is counted and noted in the minutes. With regards to a secret ballot the Association will provide a method, through the Scrutineers, that ensures confidentiality of the members vote. The Scrutineers will provide only the number of votes to the Chair so that the Chair can have the decision recorded in the minutes.
- (d) A meeting of Members may be held by telephonic, virtual, electronic, or hybrid means and a Member who, through those means, votes at a meeting or establishes a communications link to a meeting shall be deemed to be present at that meeting.

6.10 Scrutineers. At least two (2) and a maximum of three (3) Scrutineers shall be appointed to act as scrutineers at all meetings of the Membership of the Association by the Nominating Committee, which scrutineers need not be Members of the Association.

7. DIRECTORS: QUALIFICATIONS, ELECTIONS AND APPOINTMENTS

7.1 Qualifications for Director. The following persons are eligible to be nominated and to serve as a Director of the Association:

- (a) A Person who is eighteen (18) or more years of age;
- (b) A Person who is not an undischarged bankrupt;
- (c) A person who is not found to be a mentally incompetent person or of unsound mind by a Court of competent jurisdiction;
- (d) A Person who is a General or Associate Member of the Association at the time of his or her election or appointment; save and except that a Person who is a General Member of the Association by is also on the Board of Directors or is a volunteer member (in any capacity) of another minor hockey Association shall not be eligible to be nominated or serve as a Director of the Association; however, a Person who is an OMHA referee shall not be considered ineligible, by virtue only of his or her status as an OMHA referee; and
- (e) A Person who has not been convicted of a criminal offense involving: violence to or the abuse, of any kind, of any Person or of a child or children; or a breach of trust; or theft of money or property; or fraud.

7.2 Additional Requirements for Directors

- (a) No more than:
 - i. One (1) member of an immediate family (mother, father, sister, brother or child); or
 - ii. One (1) member who obtains Membership through the registration of the same Child playing hockey in the Association

Can be elected or appointed to a position on the Board of Directors during the same term or overlapping terms.

- (b) Subject to the qualifications set forth below, no Person shall be a Director of the Association unless he or she has completed a course in corporate governance (as determined and provided by Board) within ninety (90) days of his or her election or appointment to the Board; save and except that, in extraordinary circumstances, that person may be granted an extension not to exceed ninety (90) days to complete such course, at the discretion of the balance of the Board of Directors. If the person fails to complete such an accredited course in corporate governance within the appropriate period, the person thereby ceases to be a Director and shall not be re-elected or

reappointed until the next ensuing Annual General Meeting of the Membership.

7.3 Nominations Committee

(a) **Composition of the Committee.** The Nominating Committee shall consist of three (3) Members as follows:

- i. The Past President or, if the immediate Past President is unable or unwilling to act, then the next immediate past President, or if there is no past President from the immediate past three (3) years who is prepared to so serve, a Board member who is not standing for election or re-election to the Board appointed by the Board, with the said person so appointed to be chair of the Nominating Committee;
- ii. The President-Elect; and
- iii. Any other Board member who is not standing for election to the Board, who is appointed by the Chair of the Nominating Committee and the President-Elect.

For clarity, no person on the Nominating Committee is eligible to be considered for election to the Board of Directors at the next ensuing Annual General Meeting of Members.

(b) **Responsibilities.** The Nominating Committee shall:

- i. Ensure that all candidates are eligible and that there are enough candidates running for the available Directors positions and shall solicit eligible candidates as the Committee sees fit;
- ii. Endorse nominations for the ensuing Annual General Meeting, eligible candidates equal to or greater than the number of vacancies on the Board of Directors
- iii. Oversee the entire process of electing Directors; and
- iv. Appoint scrutineers for the Annual General Meeting.

(c) **Quorum.** A majority of the members of the Nominating Committee constitute a quorum for the transaction of business.

(d) **Vacancies.** The remaining Members of the Nominating Committee may appoint an eligible person to fill any vacancy on the Nominating Committee except that a vacancy in the Chair of the Nominating Committee shall be filled in accordance with subsection 7.03 (a)(i).

7.4 Nomination Process

- (a) The Secretary of the Association shall post a notice by December 15th of each year on the Association's website advising the Membership of the members of the Nominating Committee and directing interested candidates to submit a letter of interest to one of more of the Members of the Nominating Committee advising that they are interested in being considered for election to the Board of Directors for the ensuing year at the next Annual General Meeting. The aforesaid notice shall remain posted from December 15th until January 15th of each Membership year.
- (b) Prior to January 30th the Nominating Committee shall advise all Persons whom they receive a letter of interested whether or not they have been endorsed by the Nominating Committee and placed on the list of nominees for election the Board of Directors for the ensuing year at the next Annual General Meeting.
- (c) On January 30th of each Membership year, the Nominating Committee shall post a notice on the Association's website advising the Membership of the nominees endorsed by the Nominating Committee who will stand for election as Directors for the ensuing year at the Annual General Meeting;
- (d) On or before March 5th the Secretary of the Association shall post a notice on the Associations website advising the Membership of all candidates who will be on the ballot for election to the Board of Directors for the ensuing year at the next Annual General Meeting and designating which candidates were endorsed by the Nominating Committee;
- (e) In the event that the number of nominees to the vacancies for the Board of Directors does not exceed the number of vacancies on the Board of Directors the nominees shall be acclaimed to the position of Director on the Board of Directors for the ensuing year.
- (f) Nominations will not be accepted after February 28th or at the Annual General Meeting of the Members for any vacancy for the position of Director on the Board of Directors of the Association for the ensuing year.

- (g) All persons standing for election to the Board of Directors warrant that they are eligible for and will perform their obligations as Directors of the Association pursuant to the terms and conditions of this By-law, if elected or acclaimed.

8. DIRECTORS

8.1 Management Powers. The Directors of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is, by its Letters Patent or otherwise, authorized to exercise and do.

Without limiting the generality of the foregoing, the Board:

- (a) Shall have the exclusive management of the finances of the Association;
- (b) May pass, adopt, amend, repeal or otherwise deal with Policies;
- (c) May delegate any of its powers to any Committee, subject to restrictions imposed from time to time by the Directors or by the Corporations Act; and
- (d) Establish positions for specific tasks and appoint persons to occupy these positions on such terms and conditions as the Board may from time to time determine.

8.2 Composition of the Board. The number of Directors on the Board for each year shall be twelve (12) Persons including the President, Past President or President Elect. The composition shall abide by the following:

- (a) The immediate Past President who, for clarity, was the President during the previous expiring year. The Past President shall serve one year or until a President Elect has been appointed to the Board; or
- (b) The President Elect shall be appointed before the second year of the Presidents term and shall serve for one year in this position;
- (c) The President who, in the previous year served as President-Elect; provided if such a person is unwilling or unable to serve, the additional vacancy on the Board of Directors shall be included in the vacancies for which the Board of Directors is to be elected for the ensuing year at the next Annual General Meeting (and provided further that the Board of Directors elected at the Annual General meeting shall be entitled to appoint a President pursuant to the terms and conditions of this By-law);
- (d) The balance of the Board of Directors shall be elected at the Annual General Meeting.

8.3 Term of Office. The Directors shall be elected by the Members annual at the Annual General Meeting for a term of two (2) years.

8.4 Rotation of Directors. Each year at the Annual General Meeting of Members of the Association (other than the Annual General Meeting next following the passage of this By-law), the Members of the Association shall elect the number of Persons required to fill the vacancies on the Board of Directors who shall be those Persons properly nominated for Directors receiving the most votes for the elected office of Director at the Annual General Meeting. For clarity, subject to additional unplanned vacancies in the Board of Directors (being other than those occurring naturally at the expiry of a term) and subject to the automatic renewal rights of Directors who are in the Presidential Stream (defined in subsection 10.06(b) below), there will ordinarily be five (5) naturally occurring vacancies on the Board of Directors in each and every year.

8.5 Voting for Directors at General Meetings of Members. Voting for the election of Directors will be by General Members (i.e. Voting Members) and by secret ballot administered under the supervision of the Board and conducted by the Scrutineers appointed for the meeting who shall count the ballots and tabulate the results. The vacant positions shall be filled in the order of the Person receiving the highest number of votes cast in his or her favor. In the event of a tie vote for the final available position, the final position or positions will be determined by vote of the incumbent Directors undisputed newly elected Directors at the first meeting of the new Board of Directors held after the Annual General Meeting, such vote to be conducted by secret ballot.

8.6 Removal or Resignation of Director. A Director may be removed from the Board of Directors by the following methods:

- (a) **Removal of Director by Membership.** Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of the Association, by a resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of Members may remove any Director before the expiration of his or her term of office, and, by a majority of the votes cast at that Meeting, may elect any person in his or her stead for the remainder of his or her term.
- (b) **Absenteeism.** Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board. Any such Board member will be notified and, at the discretion of the Board in accordance with the By-laws, may be removed from the Board. Exceptions may (but need not) be made by the Board for absences due to illness or personal business, provided the Secretary must have been duly notified prior to such absence.
- (c) **Resignation.** A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the Association, which resignation shall be effective at the time it is received.

8.7 Vacation of Office. The office of a Director shall be deemed to have been vacated:

- (a) If the Director ceases to be a General Member of the Association; provided that such Director shall always be entitled to complete his or her term of office where he or she was elected to the Board of Directors prior to such Person ceasing to be a General Member of the Association;
- (b) if the Director is found to be a mentally incompetent person or becomes of unsound mind as determined by a Court of competent jurisdiction;
- (c) if the Director is convicted of a criminal offence involving: violence to or the abuse of any kind, of any Person or of a child or children; or a breach of trust; or theft of money or property; or fraud;
- (d) if the Director resigns by notice in writing to the Association;
- (e) if the Director dies;
- (f) if the Director is removed from office in accordance with section 8.06;
- (g) if the Director fails to complete an accredited course in corporate governance as required under the provisions of section 7.02(b).

8.8 Filling Vacancies. Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by appointment by a resolution of the Directors, then in office, passed by a majority vote; provided there is a quorum of Directors then in office.

In the first six (6) months following an Annual General Meeting, the Directors shall fill a vacancy on the Board by appointing the candidate for election of Directors who had the highest number of votes at the immediately past Annual General Meeting, but how was not so elected or hasn't as yet been appointed a Director; provided that person is still eligible to serve as a Director and is still willing to do so. In the event no such candidate is available. Or if the vacancy occurs outside the aforesaid period, the Board may (but need not) invite applications from the Membership for appointment to the vacancy on the Board. The Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated.

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

8.10 Conflicts of Interest. Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board meeting.

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

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

- (a) All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for an act in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default;

Provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.

8.12 Director's Insurance. The Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

8.13 Rules of Operation. Notwithstanding any other provision contained in this By-law, the Board shall have the power to pass, without any confirmation or ratification by the Members of the Association, all necessary rules and regulations as they deem expedient related in any way to the operations of the Association, including, without limitation, the conduct of Members, the Association's hockey teams and players and guests, provided such rules and regulations are not otherwise inconsistent with the letters of patent of the Association or this By-law.

9. MEETINGS OF DIRECTORS

9.1 Regular Board meetings. Meetings of the Board may be held monthly on a regular day or date each month and at a regular time and at a regular place fixed by the Board, or as called by the President, or as requested by three (3) or more Board Members to the Secretary or, in his or her absence, the President, in accordance with this By-law. The Board shall not meet less than twelve (12) times per year.

9.2 Special Board Meetings. Special Board meetings may be called by the President, or the President-Elect in the absence of the President or by petition in writing to the Secretary, or in his or her absence, the President, signed by any three (3) Directors. Business transacted at a Special Board meeting shall be limited to that specified in the notice calling the meeting.

9.3 Notice of Board Meetings.

(a) Notice shall be communicated to all Directors at least forty-eight (48) hours in advance of the meeting, unless all Directors agree to the calling of a meeting on shorter notice or waive notice or the Board meeting is held immediately following a meeting of the Members of the Association.

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

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

9.4 Error in Notice. No error or omission in giving notice for the Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

- 9.5 Adjournment of Board Meetings. Any Board meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which adjournment took place. No notice shall be required or any such adjournment.
- 9.6 Means of Meeting. If all Directors of the Association present at or participating in the meeting consent, a meeting of Directors of a Committee of Directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed for the purposes of this By-law to be present at the meeting.
- 9.7 Voting Rights. Each Director, present at a Board meeting, excluding the chair, shall be entitled to one (1) vote; however, in the event of a tie vote, the Chair shall have a casting vote. In the event of a tie vote, where the Chair neglects or recuses to cast a vote, the motion is defeated.
- 9.8 Voting Procedures. Subject to the voting provisions of the Corporations Act or as may be otherwise provided herein, a majority of votes of the Directors present at a Board meeting shall decide every question. Except as otherwise herein provided, every question shall be decided in the first instance by show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favor or against such motion.
- 9.9 Quorum. A quorum for a Board meeting shall be six (6) Directors. No business of the Board shall be transacted in the absence of a quorum.
- 9.10 Confidentially. Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration *in camera*.

10. OFFICERS

10.1 Appointment. The board shall within the first meeting following the Annual meeting of Members and as often as may be required, appoint the following from among themselves. The positions below are a guideline and may be amended as required by the Board:

1. Immediate Past President (automatic)
2. President (every second year)
3. President-Elect (every second year)
4. VP House League
5. Assistant VP House League
6. VP Travel
7. VP Finance
8. Director of Communications (Secretary)

9. Director of Player Development
10. Director of Coaches Development Assistant to VP Travel
11. Director of Sponsorship
12. Director of Special Events
13. Director Assistant to VP Finance

The voting on such appointment shall be by secret ballot under the supervision of the immediate Past President, or in his or her absence a previous Past President. The board may from time to time appoint such other Officers and agents as it shall deem necessary who shall have the authority and shall perform such duties as may from time to time be prescribed by the Board.

Appointment of the President-Elect will be in the second year of the current President's term.

10.2 Eligibility for Office.

In addition to the requirement that the Officers of the Corporation be members of the Board of Directors, the following additional eligibility requirements for Officers shall apply:

- (a) **President** – The President shall, whenever possible, be the President-Elect from the previous year. If for whatever reason there is no President-Elect on the Board from the previous year, or if the President-Elect is unable or unwilling to serve, then, subject to section 10.06, the Board shall then appoint a President from amongst themselves.
- (b) **Past President** – the Past President shall be the immediate Past President of the Association,
- (c) **President-Elect** – The President Elect must have served a minimum of (2) years on the Board immediately preceding becoming President Elect. If the President Elect is appointed President Elect in their final year of a two year elected term to the board, the term of the President Elect shall automatically be extended to ensure succession to the Office of the President without the necessity of standing for re-election to the Board of Directors.
- (d) **Vice-President House League** – The Vice-President House League shall, have been a house league convener or shall have coached a house league team, as a head coach, for a minimum of one (1) year or as an assistant coach, for a minimum of two (2) years, and shall have served at least one year on the House League Committee.
- (e) **Vice-President Representative Team** – the Vice-President Representative Team shall have coached a Representative team of the Association, as a head coach, for a minimum of one (1) year or as an assistant coach, for a minimum of two (2) years, and shall have served at least one year on the Representative Team Committee.
- (f) **Vice President Finance** – The Board shall endeavor to ensure that the candidate for Vice

President Finance has reasonable familiarity with or expertise and experience in bookkeeping and/or accounting to fulfil the responsibilities of the office of Vice President Finance.

10.3 Term of Office. The term of President will be a two (2) year term unless voted by resolution of the Board or in such a manner as may be determined by the Board from time to time to extend their term for additional (2) year term and Past President a maximum a of two (2) year term. Subject to Section 10.06, unless otherwise terminated early, all other Officers shall hold their position for a period of one (1) year, until the first meeting of the board immediately following the next Annual General Meeting of Members or until their successor is elected or appointed.

10.4 Termination of Officers. The Board, by resolution approved by two-thirds (2/3) of the Directors present at a meeting duly called for that purpose, may remove any Officer from his or her office (but not from the Board) before the expiration of his or her term of Office.

10.5 Resignation of Officer. An Officer of the Association may resign his or her Office by submitting a letter of resignation to the President of the Association.

10.6 Vacation of Office.

10.6.1 **General.** No Officer shall be required to vacate his or her office only by reason or losing his or her status as a General Member (i.e. his or her child shall cease to be a hockey player registered to play hockey in the Association or on its teams), but such Officer shall be entitled

to complete his or her current term of office and shall remain eligible to complete his or her current term of office and shall remain eligible to serve in that office (even for a successive year) if that Officer is otherwise completing his or her elected term on the Board of Directors.

10.6.2 **Presidential Stream**. In addition to the foregoing, the President-Elect shall be entitled to succeed to the office of President and the President shall be entitled to succeed to the office of the Past President, and shall not be disentitled to follow this “Presidential Stream” by virtue only of his or her having lost status of a General Member as referred to above. For clarity, the resignation by or removal of a President-Elect or a President of the Association shall disentitle that Person from succeeding to any office in the Presidential Stream; For further clarity, both the President and the Past President may serve in these capacities where they are no longer a General Member, provided they entered the Presidential Stream (i.e. as President-Elect) as a General Member.

Notwithstanding anything herein contained to the contrary, should no member of the Board of Directors wish to serve as President-Elect or if the President-Elect has resigned or been removed and no replacement has been appointed by the Board because none of the other Directors wish to serve as President-Elect, the President of the Association shall be entitled to continue as President of the Association for an Additional one (1) year term provided that, in no case, shall any President be entitled to serve as President of the Association for a period greater than three (3) years or for more than one (1) additional year where, in that first additional year, the President was not otherwise ineligible as a Director due to his ineligibility as a General Member.

11. STANDING COMMITTEES

11.1 Establishing Standing Committees. There shall be the following standing Committees of the Board:

- a) House League Committee
- b) Representative Teams Committee
- c) Finance Committee
- d) Ethics and Conduct Committee

11.2 Chairs and Vice-Chairs for Standing Committees. The following designated persons shall serve as chair of the Committee:

- a) House League Committee – to be chaired by the Vice-President House League
- b) Representative Teams Committee – to be chaired by the Vice-President Representative Teams
- c) Finance Committee – to be chaired by the Vice-President Finance

d) Ethics and Conduct Committee – to be chaired by an elected Director appointed by the Board

11.3 Eligibility to sit on Committees. To be a Committee member, a candidate must be either a General Member or an Associate Member of the Association. For clarity, there shall be no term limits for person sitting on any Committee.

11.4 Compositions of Committee. Excluding *ex officio* Committee members, the standing Committees shall consist of a minimum of three (3) and a maximum of seven (7) persons who shall (subject to section 11.02 respecting the appointment of Vice-Chairs) be proposed for appointment by the Chair of the Committee; provided however that all Committee members shall be approved annually by the Board.

11.5 Additional Standing Committees. The Board shall be authorized to establish such additional standing Committees as may be required by the Association from time to time.

11.6 Consultants. Any standing Committee may, within the limits prescribed by the Board (including remuneration, if the Board determines it appropriate) from time to time, invite the participation of person with expertise that may be required by the standing Committee. Such persons shall not be required to be members of the Association.

11.7 Ex officio Members of Standing Committees. The President and President-Elect shall be *ex officio* members of all Standing Committees and, as such, shall be entitled to receive notice of all Committee meetings and shall have the right to, but need not, attend all meetings of the said Standing Committees.

11.8 Meetings of Standing Committees. The Standing Committees shall meet at the request and call of the Chair of the Committee from time to time or on the direction of the Board of Directors.

11.9 Standing Committee Procedures. The procedures to be followed by any Standing Committee shall be determined from time to time by resolution of the Board.

11.10 Terms of Reference. The terms of reference for any standing Committee shall be determined from time to time by resolution of the Board.

Notwithstanding the generality of the foregoing, it is the general intent of the Standing Committees that such Committees fulfil the following purposes (which are set out below for illustrative purposes only and are inclusive and not exhaustive):

(a) **House League Committee** – To run the Associations house league programs including the appointment of all league conveners and team coaches and team officials.

(b) **Representative Teams Committee** – To run the Associations representative team and programs and for this purpose, the Committee shall have the power and authority to strike sub-committees for coach selection and player selection.

- (c) **Finance Committee** – To oversee all budget processes, (including establishing budgets and completing budget variance analysis), overseeing all financial record keeping and bookkeeping of the Association and to supply all necessary information to the Auditor of the Association to fulfil its obligations as Auditor to the Association.
- (d) **Ethics and Conduct Committee** – To solicit applicants as required for the positions of Risk Management Officer and Ombudsman and make recommendations for appointments to such offices to the Board of Directors and to periodically empanel, as required, from amongst themselves, hearings tribunals to make decisions and determinations on disputes among Members, and/or on discipline matters which tribunals shall consist of at least three (3) members of the Committee but shall not include the Director appointed by the Board to Chair the Ethics and Conduct Committee who shall be ineligible to sit on such a tribunal.

12. STAFF POSITIONS

12.1 Establishing Staff Positions. The following standing Staff Positions may be appointed by the Board:

1. Referee in Chief
2. Equipment Manager
3. Registrar
4. Ice Scheduler
5. Head Trainer
6. General Legal Counsel
7. Finance Manager

12.2 Eligibility of Staff. To be in a Staff Position, a candidate must be a Member of the Association. For clarity, Staff need not be General Members of the Association.

12.3 Additional Staff Positions. The Board shall be authorized to establish such additional Staff Positions as may be required by the Association from time to time.

12.4 Appointments to Staff Positions. The Board shall appoint Members of the Association to Staff Positions, on such terms and conditions (including remuneration if thought appropriate) as the Board, in its discretion, shall determine. The Board in appointing a Member to such position must adequately determine the candidate has the required expertise to fulfill the duties of said positions. The Staff position of General Legal Counsel shall be a Member who are not on the Board of Directors.

12.5 Term of Position. Staff position terms shall be appointed annually by the Board of Directors and may be changed by resolution of the Board at any time and from time to time. For clarity, there are not term limits on Staff Positions.

13. VOLUNTEERS GENERALLY

13.1 Call for Volunteers. The Secretary of the Association shall publish annually on February 1st, but posting a notice in all arenas utilized by the Association and on the Associations website, calling for volunteers to apply to the Secretary to sit on Committees and/or fill Volunteer Staff Positions, such application to be in the form approved by the Directors and accompanied by the resume and any other information the applicant may wish to submit. The notice shall indicate that applications for such positions shall close on the last day of February of each and every year and applications shall close on that date.

13.2 Referrals. The Secretary shall refer to all applications to the incoming Board and/or the appropriate Officers chairing the Committees for consideration and selection, as the case may be.

13.3 Volunteer Appointments. Volunteer appointments shall be made by the Board as soon as possible after the empaneling of the new Board after the Annual General Meeting in each and every year and, in no case, later than April 30th.

14. ORDER OF BUSINESS

14.1 The Association by this By-law thereby formally adopts “Roberts Rules of Order” as the order of business to be followed at all meetings for the Association, whether Membership meetings, Board of Director meetings or Committee meetings.

15. EXECUTION OF DOCUMENTS

15.1 The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

16. BOOKS AND RECORDS

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

17. FINANCIAL YEAR

17.1 Subject to the approval of Canada Revenue Agency, the financial year of the Association shall terminate on April 30th in each year.

18. BANKING ARRANGEMENTS

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

- (a) Operate the accounts of the Association with a bank or trust company;

(b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

(c) Issues receipts for and orders relating to any property of the Association.

18.2 Deposit of Securities. The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Officer or Officers, agent or agents of the Association, and in such a manner as shall be determined from time to time by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

19. DISSOLUTION

19.1 In the event of dissolution of the Association, whether voluntary or involuntary, the assets and property of the Association shall be distributed or disposed of to charitable organizations or to other not-for-profit organizations whose objects are beneficial to the Town of Tecumseh, all as determined by the Board, or in the absence of the Board or in the event of Court ordered dissolution, by order of a Court of competent jurisdiction.

20. NOTICE

20.1 Computation of Time. In computing the date when notice must be given under any provision of the By-law requiring a specified number of days' notice of any Meeting or other event, the date giving the notice is included, unless otherwise provided.

20.2 Omissions and Errors. The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taking at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

20.3 Method of Giving Notice. Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the

Director, Officer or Member at his or her address as the same appears in the records of the Association or, where permitted by law, by electronic mailing to the Directors, Officers or Members at his address as the same appears in the records of the Association. Further, where permitted by law, a single notice may be given to all such Directors, Officers or Members entitled to such notice in any combination of the above forms so permitted, provided that all such persons are appropriately given notice. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid or at the time when electronically mailed. For the purposes of sending any notice, the address of any Member, Director or Officer, whether his or her street address or electronic mail address, shall be his or her last address in the records of the Association.

21. REPEAL OF PRIOR BY-LAWS

20.1 Repeal. Without prejudice to any and all prior acts taken under or pursuant to the prior By-laws of the Association, all prior By-laws of the Association dealing with the general operating of or the consideration of the business of the Association are hereby repealed.

20.2 Proviso. For clarity, the repeal of all prior By-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-law.

The forgoing By-law- No. 3-22 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of two-thirds of the Members at a General Meeting of the Members duly called and held at 12021 McNorton St., in the Town of Tecumseh, Ontario, at which a quorum was present on the 26 day of March 2023; which the President and Secretary of TSMHA, by their signatures hereto, certify to be true and accurate and therefore the said President and Secretary hereby certify this By-law to be in force and effect in accordance with its terms.

President

Secretary