

BY-LAW NO. 3

Being the General By-Law of

STRATFORD MINOR HOCKEY ASSOCIATION (herein after referred to as "SMHA")

BE IT ENACTED AND IT IS HEREBY ENACTED as By-law No. 3 of SMHA, which supersedes and replaces By-law No. 2, as follows:

ARTICLE I. INTERPRETATION

Section 1.01 Definitions.

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

- (a) "**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;
- (b) "**Articles**" means the constating documents of SMHA, including the articles of amendment filed under the Act, as amended from time to time;
- (c) "**Board**" or "**Board of Directors**" means the board of directors of SMHA;
- (d) "**By-Laws**" means this by-law and all other by-laws of SMHA as amended and which are, from time to time, in force and effect;
- (e) "**Chair**" means chair of the Board or any meeting, as the case may be, which shall be the President unless otherwise determined in accordance with this By-law;
- (f) "**Director**" means an individual occupying the position of director of SMHA;
- (g) "**Executive**" means the Directors holding the positions of President, Past President, Vice-President, Executive Assistant, Ice Scheduler, Registrar, Treasurer, Director of Seeded Hockey and Director of BB Hockey;
- (h) "**Good Standing**" has the meaning ascribed to it in Section 10.06;
- (i) "**Member**" means a member of SMHA and "**Members**" or "**Membership**" means the collective membership of SMHA;
- (j) "**number of directors**" means the number of directors provided for in the articles of SMHA or, where a minimum and maximum number of directors is provided for in the articles of SMHA, the number of directors determined in accordance with the Act;
- (k) "**Officer**" means an officer of SMHA;

- (l) **"Regulations"** means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of SMHA to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.; and
- (m) **"SMHA"** means the corporation that has passed the By-laws under the Act or that is deemed to have passed the By-laws under the Act; and
- (n) **"Voting Member"** means those entitled to vote at a meeting of Members.

Section 1.02 Interpretation.

Other than as specified in ARTICLE I or defined below, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

Section 1.03 Severability and Precedence

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

ARTICLE II. BUSINESS OF SMHA

Section 2.01 Financial Year

The fiscal period of SMHA shall terminate on April 30th in each year unless otherwise determined by the Board of Directors from time to time.

Section 2.02 Seal

The seal of SMHA, if any, shall be in the form determined by the Board and any person authorized to sign any document may affix the corporate seal thereto.

Section 2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, certificates or any other instruments in writing requiring the signature of SMHA may be signed on behalf of SMHA by:

- (a) the President or Vice-President; and
- (b) one (1) additional Executive;

The Board of Directors shall have power, from time to time, by resolution to appoint any Officer or Officers or any person or persons on behalf of SMHA either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing. The President or any Director may certify a copy of any instrument, resolution, by-law or other document of SMHA to be a true copy thereof.

Section 2.04 BANKING

- (a) The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of SMHA shall be placed for safekeeping.
- (b) Subject to Section 2.03, at least three (3) persons, two of which shall be the President and Treasurer and one of which shall be a Director, shall be designated for signing authority for banking business on SMH's behalf including, but not limited to, the operating of SMHA's accounts and the execution of any documentation relating thereto.
- (c) Upon resignation or removal of an Executive or Board member with signing authority, the bank accounts shall be updated within five (5) business days to add new individual(s) with signing authority and removing such individual(s) that have resigned or been removed from the Executive and/or Board.
- (d) All delinquent accounts for payment by teams and players will be addressed on a weekly basis. The Treasurer shall notify the convener of the delinquency of the team or player and arrange a meeting to establish deadlines for the payments to be made in full. If payment has not been received by such deadline then SMHA shall have the right to suspend such team officials or player, as applicable, until payment has been received by SMHA.

Section 2.05 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by (i) at least two of the following Officers: President, Vice-President, Treasurer or Secretary, or (ii) in such manner, as the Board of Directors may from time to time designate by resolution.

Section 2.06 Affiliations

- (a) SMHA shall be a member of the Minor Hockey Alliance of Ontario ("**Alliance**") under the auspices of the Ontario Hockey Federation ("**OHF**") and Hockey Canada.
- (b) SMHA shall operate in cooperation with the Alliance, OHF and Hockey Canada policies and procedures regarding the signing and accepting non-residential players from surrounding areas.

ARTICLE III. OBJECTIVES

Section 3.01 Objectives of SMHA

The purpose and objectives of SMHA are as follows:

- (a) to promote, organize and develop organized amateur hockey programs for youths within the City of Stratford and surrounding areas from the U8 to U18 age limit, including the development of representative teams with high levels of competency;

- (b) to help develop good character amongst players, and other members, by promoting and teaching the important 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 SMHA for discriminatory behavior with respect to race, place of origin, family circumstances, gender or creed;
- (c) through the above, to help foster strong civic spirit among Members of SMHA and other community members who support SMHA activities; and
- (d) to undertake and promote such other matters and activities which would best serve the interests and promote the welfare of SMHA and its Members.

ARTICLE IV. DIRECTORS

Section 4.01 Duties and Number

The affairs of SMHA shall be managed by a Board of Directors and who shall constitute the directors of SMHA under the Act. The Board of Directors shall consist of the number of Directors set out in the Articles or such other number of Directors as may be determined from time to time by special resolution. Until otherwise determined by special resolution, the Board of Directors shall consist of a minimum of three (3) Directors.

Section 4.02 Qualifications

No person shall be qualified for an election as a director if they are less than eighteen (18) years of age; if they are of unsound mind and have been so found by a court in Canada or elsewhere; if they are not an individual; or if they do not meet the qualifications under any Alliance, OHF and Hockey Canada regulations. No undischarged bankrupt shall become or remain a Director. Every elected Director must provide a police background clearance letter, satisfactory to the other Directors, failing which such person shall be deemed to have never been elected.

Section 4.03 Nominations

- (a) Nominations for members of the Board of Directors must be in accordance with the nominations policy then in effect and be submitted in writing to the Vice-President at least fourteen (14) days prior to the date of the annual meeting of Members. After said deadline, nominations shall be deemed closed. Nominations must be for a person who meets the criteria for the position for which he/she is nominated as provided herein. Each nomination must contain the consent of the nominee, and the nominator. The latter shall also be a Member in Good Standing of SMHA. Any nominations received at least fourteen (14) days prior to such meeting shall be circulated to the Members in advance of the meeting.

- (b) After receiving nominations, the Vice-President shall present a list of all duly nominated persons to stand for election at the next annual general meeting. This may include both nominations from the Membership at large, and nominations by committee members. The presentation of the set of names shall be done via one of the media notices required for the Annual General Meeting with seven (7) days' notice prior to such meeting.

Section 4.04 Election

The Directors shall be elected by a majority vote of the Members entitled to vote at the first meeting of the Members and at each succeeding annual general meeting of the Members or as more often as may be required in accordance with the following:

- (a) If there is only one valid nomination per vacant director position then such nominated person shall be approved by ordinary resolution;
- (b) For positions where a formal election is required, voting shall be by secret ballot only, and ties shall be broken by secret ballot. If there are more nominees than vacant director position(s) then the nominees receiving the greatest number of votes shall be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. This process will continue until there remains an appropriate number of nominees to fill the vacant director positions; or
- (c) For positions where there has been no nominations, nominations will be accepted from the floor and election shall be in accordance with (a) or (b) above, as the case may be.

The Members shall elect or appoint such number of Directors as may be required to replace those Directors whose term of office has expired or whose office is determined to be vacant in accordance with Section 4.06. Any Director may stand for re-election. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

The results of the Board of Director elections shall be listed on the SMHA website immediately following the meeting.

Section 4.05 Term

- (a) The term for a Director position shall be for two (2) years commencing on the date of the meeting at which they were elected or appointed and terminating at the second annual general meeting following such election or appointment unless otherwise terminated in accordance with this By-law.
- (b) The Board shall serve in staggered terms in accordance with the following groups, such that Group A shall be up for election one year and Group B the following and so on, save and except for any vacancies, which may be filled in accordance with this Bylaw:

<u>Group A</u>	<u>Group B</u>
President	Vice-President
Ice Scheduler	Registrar
Treasurer	Executive Assistant
Half of the remaining Directors at large	Half of the remaining Directors at large

Section 4.06 Vacancies

The office of a Director shall be vacated immediately:

- (a) if the Director (i) does not, within a reasonable time after election or appointment as a Director, provide a police background clearance letter, which the other Board members find satisfactory, (ii) is not in Good Standing and does not, within ten (10) days of notice from SMHA, cure such defect so as to restore their status to being in Good Standing;
- (b) if the Director becomes bankrupt or insolvent;
- (c) if the Director is found to be incapable of managing property under Ontario law;
- (d) if the Director, by notice in writing to SMHA, resigns from office, which resignation shall be effective at the time it is received by SMHA or at the time specified in the notice, whichever is later;
- (e) if, at a special or annual meeting of the Members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members at the meeting removing the Director before the expiration of the Director's term of office; or
- (f) if the Director is absent from three (3) consecutive Board meetings without an explanation, then such Director may be removed at the discretion of the Board; or
- (g) if the Director dies.

Section 4.07 Filling vacancies

Subject to the provisions of the Act, a vacancy occurring in the Board of Directors shall be filled as follows, and the Director appointed or elected to fill such vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- (a) if the vacancy occurs as a result of the Members removing a Director in accordance with Section 4.06(e) above, the Members may fill the vacancy by an ordinary resolution;
- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy 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; and
- (c) a quorum of Directors may fill a vacancy among the Directors.

If the number of Directors is increased between the terms, a vacancy or vacancies shall thereby be deemed to have occurred, which may be filled in the manner provided above.

Section 4.08 Committees

Committees may be established by the Board of Directors as follows:

- (a) The Board of Directors may appoint from their number a committee of Directors and may delegate to the committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
- (b) Subject to the limitations on delegation set out in the Act, the Board of Directors may establish any committee it determines necessary for the execution of the Board of Directors' responsibilities. The Board of Directors shall determine the composition and terms of reference for any such committee. The Board of Directors may dissolve any committee by resolution at any time.

Section 4.09 Remuneration of Directors

Save and except for the Ice Scheduler, the Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, subject to the following:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to SMHA in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act; and
- (c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in any other capacity if SMHA is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

The Ice Scheduler shall receive a specified amount as approved by the Board each year.

ARTICLE V. MEETING OF DIRECTORS

Section 5.01 Calling of Meetings

Meetings of the Board shall be held from time to time and at such place as the Board, the Chair of the Board, the President or any two (2) Directors of SMHA may determine. Meetings of the Board may be held at any place within or without Ontario.

Section 5.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings except where the Act requires the purpose thereof or the business to be transacted thereat to be specified. The Board shall hold a minimum of ten (10) Meetings of the Board each fiscal year.

Section 5.03 Notice

Except as may otherwise be provided in Section 5.04, notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in ARTICLE XII of this By-law to every Director of SMHA not less than seven (7) days (exclusive of the day on which the notice is delivered or sent, but inclusive of the date of the meeting) before the meeting is to take place, provided that a Director may in any manner and at any time waive notice of a meeting and the attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called, and provided further that meetings of Directors may be held at any time without notice if all the Directors are present (except where a Director attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meeting.

Section 5.04 First Meeting Exception

If the first meeting of the Board of Directors following the election of Directors by the Members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

Section 5.05 Error or Omission in Giving Notice

No error or incidental omission in giving notice of any meeting of Directors shall invalidate any resolution passed or any proceeding taken at such meeting.

Section 5.06 Adjournment

Any meeting of Directors may be adjourned to a fixed time and place by the Chair of the meeting, with the majority consent of the meeting. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, those Board members present at the adjourned meeting shall be deemed to constitute quorum for the purposes of transacting business at such meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 5.07 Quorum

Subject to the Articles and any other by-laws of SMHA, the quorum for the transaction of business at any meeting of the Board shall consist of a majority of the number of Directors and at least one (1) of either the President or the Vice-President and/or a designate appointed by the President or Vice-President. In the event there are only three (3) Directors then all Directors must be present

to constitute quorum. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.

Section 5.08 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

Section 5.09 Voting

At all Meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director has one vote. In case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

Section 5.10 Participation by Telephonic or Electronic Means

A meeting of Directors may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at the meeting.

Section 5.11 Resolution in Lieu of Meeting

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

Section 5.12 Closed Meeting

Meetings of the Board will be closed to the Members and public except by invitation of the Board.

ARTICLE VI. POWERS OF DIRECTORS

Section 6.01 Administer Affairs

The Board of Directors of SMHA may administer the affairs of SMHA in all things and make or cause to be made for SMHA, in its name, any kind of contract which SMHA 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 SMHA is by its Articles, the Act or otherwise authorized to exercise and do.

Section 6.02 Expenditures

The Board of Directors shall have power to authorize expenditures on behalf of SMHA from time to time and may delegate, by resolution to an Officer or Officers of SMHA, the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of SMHA.

Section 6.03 Fund Raising

The Board of Directors shall take such steps as they may deem necessary or advisable to enable SMHA to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of SMHA.

Section 6.04 Agents and Employees

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

Section 6.05 Remuneration of Agents and Employees

The remuneration of agents, employees and committee Members shall, subject to the other provisions of this By-law, be fixed by the Board of Directors by resolution.

ARTICLE VII. OFFICERS

Section 7.01 Appointment

At the first meeting of the Board of Directors following an annual general meeting of the Members, or as more often as may be required, the Board of Directors shall appoint such Directors to the respective Officer positions, under which they were nominated and elected to the Board. The President shall also be the Chair. Upon appointment of a new President, the previous President shall automatically become the Past President. Officers shall not be entitled to hold more than one office at any given time. The Board of Directors may appoint such other officers and agents as it deems appropriate or advisable. The Board may specify the duties of and, in accordance with this By-law and subject to the provisions of the Act, delegate to such officers' powers to manage the business and affairs of SMHA.

Section 7.02 Vacancies

Save and except for the Executive, who shall only be removed in accordance with Section 4.06, any other Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall continue in office until the earlier of:

- (a) such Officer's resignation, which resignation shall be effective at the time the written resignation is received by SMHA or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that Officer ceasing to be a Director, if such is a necessary qualification of appointment;
- (d) the meeting at which the Directors annually appoint the Officers of SMHA;
- (e) that Officer's removal; or

- (f) that Officer's death.

If the office of any Officer of SMHA shall be or become vacant, save and except for the office of the President, the Directors may, by resolution, appoint a person to fill such vacancy. In the event the office of the President becomes vacant, the Vice-President shall become the President and the Board may, by resolution, appoint a person to fill such vacancy.

Section 7.03 Remuneration of Officers

Save and except for the Ice Scheduler, the Officers shall serve as such without remuneration and no Officer shall directly or indirectly receive any profit from occupying the position of Officer, provided that an Officer may be reimbursed for reasonable expenses incurred by the Officer in the performance of the Officer's duties. The Ice Scheduler shall receive an amount determined by the Board on an annual basis.

Section 7.04 Removal of Officers

Save and except for the Executive, who shall only be removed in accordance with Section 4.06, all Officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

Section 7.05 Duties of Officers May be Delegated

In the case of the absence or inability to act of any Officer of SMHA or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

Section 7.06 Powers and Duties

All Officers shall respectively have and perform all powers and duties incidental to their respective offices and such other powers and duties respectively as may, from time to time, be assigned to them by the Board of Directors. The duties of the Officers shall include:

- (a) **President.** The President shall be the Chair of SMHA unless otherwise determined by resolution of the Board of Directors. The President shall be a Director. If present, the President shall act as Chair and preside at all meetings of the Directors and the Members and shall supervise the affairs and operations of SMHA, sign all documents requiring the President's signature and shall have such other powers and duties from time to time prescribed by the Board of Directors or incidental to the office of President.
- (b) **Vice-President.** The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall be a Director. The Vice-President shall perform all such other duties from time to time prescribed by the Board of Directors.

- (c) **Past President.** The Past President shall stand as a non-elected or appointed Director and shall act as an advisor to the Board for one year after their presidency term has been terminated. The Past President shall function as a resource for the President and shall support the President and the Board in working towards organizational goals. The Past President shall perform all such other duties from time to time prescribed by the Board of Directors.
- (d) **Treasurer.** Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds, securities and other valuable effects of SMHA and shall deposit the same in the name of SMHA in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records and shall ensure that full and accurate accounts of all receipts and disbursements of SMHA are kept in proper books of account. The Treasurer shall render to the Board of Directors whenever required, an account of all transactions performed during his or her term of office as the Treasurer and of the financial position of SMHA. At the expiration or determination of the Treasurer's term of office, the Treasurer shall deliver up to his or her successor all books, papers, vouchers, monies and such other property of SMHA as may be in the Treasurer's control. The Treasurer shall be a Director.
- (e) **Executive Assistant.** The Executive Assistant shall give or cause to be given notices for all meetings of the Board of Directors or the executive committee, if any, and Members when directed to do so, and shall have charge of the corporate seal of SMHA, the corporate books of SMHA and the documents and registers of SMHA, including the maintenance of a current roster of SMHA's Membership. The Executive Assistant shall give such notice as required by the By-Laws, or the Act, of all meetings of the Board of Directors and the Members and shall attend all such meetings of the Board of Directors and the Members to record all facts and minutes of such proceedings in the corporate books kept for that purpose, and shall perform such other duties prescribed by the Board of Directors or incidental to the office of Executive Assistant. Subject to the Act, the Executive Assistant shall at all reasonable times allow any Member of SMHA to inspect the corporate records of SMHA in the Executive Assistant's possession and to take extracts therefrom.
- (f) **Director of Seeded Hockey.** The Director of Seeded Hockey shall oversee the operation of all AA & A rep teams for SMHA. The Director of Seeded Hockey shall have the authority to enforce the policies and procedures of SMHA, in effect from time to time, as they pertain to the operation of AA & A rep teams and shall perform such other duties and responsibilities as may, from time to time, be prescribed by the Board of Directors.
- (g) **Director of BB Hockey.** The Director of BB Hockey shall oversee the operation of all BB teams for SMHA. The Director of BB Hockey shall have the authority to enforce the policies and procedures, in effect from time to time, as they pertain to the operation of BB teams and shall perform such other duties and responsibilities as may, from time to time, be prescribed by the Board of Directors.

Section 7.07 Variation of Powers and Duties

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

Section 7.08 Term of Office

Unless otherwise terminated earlier in accordance with this Bylaw or the Act, each Officer appointed by the Board shall hold office until their successor is appointed.

ARTICLE VIII. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

Section 8.01 Protection of Directors and Officers

Except as otherwise provided in the Act, no Director or Officer of SMHA shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to SMHA through the insufficiency or deficiency of title to any property acquired by SMHA or for or on behalf of SMHA or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to SMHA shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to SMHA or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto, provided that they have:

- (a) complied with the Act, Articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

Section 8.02 Indemnities to Directors and Others

Subject to the limitations contained in the Act, SMHA shall indemnify a Director or Officer of SMHA, a former Director or Officer of SMHA or an individual who acts or acted at SMHA's request as a Director or Officer, or in a similar capacity, of another entity, including such individual's heirs, executors and administrators, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with SMHA or other entity, if:

- (a) such person acted honestly and in good faith with a view to the best interests of SMHA or, as the case may be, the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at SMHA's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

Section 8.03 Insurance

Subject to the limitations contained in the Act, SMHA may purchase and maintain such insurance for the benefit of its Directors and Officers as the Board may from time to time determine.

Section 8.04 Standard of Care

Every Director and Officer in exercising his or her powers and discharging his or her duties to the Corporation shall,

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Section 8.05 Duty to Comply with Act, etc.

Every Director and Officer shall comply with:

- (a) the Act and the regulations; and
- (b) the Corporation's Articles and by-laws.

ARTICLE IX. CONFLICT OF INTEREST & MEMBER APPROVAL

Section 9.01 Conflict of Interest

A Director or Officer who is a party to a matter, material contract or transaction or proposed matter, material contract or transaction with SMHA or is a director or officer of, or has a material interest in, any person who is a party to a matter, a material contract or transaction or proposed matter, material contract or transaction with SMHA shall make the disclosure required by the Act. Except as provided by the Act, no such Director or Officer shall attend any part of a meeting of Directors during which the matter, contract or transaction is discussed or vote on any resolution to approve any such matter, contract or transaction.

Section 9.02 Submission of Contracts or Transactions to Members for Approval

The Board of Directors in its discretion may submit any contract, act or transaction with SMHA for approval or ratification at any annual meeting of the Members or at any general meeting of the Members called for the purpose of considering the same and, subject to the provisions of Section 41 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a special resolution passed by the Members at any such meeting (unless any different or additional requirement is imposed by the Act or by the Articles) shall be as valid and as binding upon SMHA and upon all the Members as though it had been approved, ratified or confirmed by every Member of SMHA.

ARTICLE X. MEMBERSHIP

Section 10.01 Members

Membership in SMHA shall be available to any individual who maintains residency with SMHA's affiliated areas and any others who are authorized by the Alliance, OHF or Hockey Canada rules and regulations to play hockey, regardless of sex, colour, race or creed, and:

- (a) has been accepted into Membership by SMHA, the requirements of which may be determined by the Board from time to time;
- (b) has paid the membership fees due and payable, save and except those Members who have received Honourary Lifetime Member status;
- (c) has agreed to abide by the rules and regulations of SMHA, as amended from time to time;
- (d) is in Good Standing with SMHA; and
- (e) is interested in furthering the objectives of SMHA.

Section 10.02 Class of Members

There shall be four (4) classes of Members. The conditions for each class of Member are as follows:

- (a) Team Member: includes active players, coaches, trainers and managers listed on an active Alliance, OHF or Hockey Canada approved roster within SMHA for the current hockey season. A Team Member is not entitled to vote.
- (b) Parent Member: includes all parents or legal guardians of registered players in Good Standing where the registered player is under the age of eighteen (18) years of age. In the event such player has more than one (1) parent or legal guardian then such parents or legal guardians shall be a Parent Member jointly. Each Parent Member shall have one (1) vote per registered player under the age of eighteen (18) years.
- (c) Executive Member: includes all Directors of SMHA. Each Executive Member shall be entitled to one (1) vote.
- (d) Honourary Lifetime Member: may be granted to an individual who has rendered extraordinary and distinguished service to SMHA. To become an Honourary Lifetime Member an individual must be (i) nominated by any Member, (ii) meet the qualifications, as determined by the Board from time to time, which include, but are not limited to the following criteria (1) individual was an active Member of SMHA and held an Executive position at some point in time, (2) individual was involved in a committee(s) of SMHA, (3) past history as a Member ie Member in Good standing, free or conflicts or complaints within SMHA and the public, and (4) minimum of seven (7) consecutive years of service within the SMHA, and (iii) approved by a majority of the Board of Directors. An Honourary Lifetime Member is entitled to one (1) vote. If the Honourary Lifetime Member is also an Executive Member, the individual shall only be entitled to one (1) vote in the aggregate at any member meeting. If the Honourary Lifetime Member is also a Parent Member then the number of votes granted to such individual as a Parent Member shall be determinative of the number of votes granted to such individual at any member meeting.

Section 10.03 Membership

Upon being admitted to the Membership of SMHA, an individual Member shall continue to be a Member of SMHA until such time as he or she resigns or his or her Membership is terminated in accordance with the Section 10.11. A Membership is not transferable.

Section 10.04 Annual Fees

Membership fees, assessments and other similar obligations required to be paid to SMHA in support of its activities shall be set from time to time by the Board of Directors. Members shall be notified in writing of the Membership fees and assessments at any time payable by them and, if any are not paid within one (1) calendar month of such notice shall, after ten (10) day's written notice of such arrears, be liable to have his or her name deleted from the Roll of Members, by resolution of the Board of Directors, and thus cease to be a Member of SMHA. The Member shall be entitled to be reinstated upon payment of all arrears.

Section 10.05 Special Purpose Levies

In addition to an annual fee, Members may also be required to pay levies for specific purposes as determined from time to time by the Board of Directors in its discretion. Failure to pay such levies as may be required may, in the discretion of the Board of Directors, constitute failure to maintain Good Standing in SMHA.

Section 10.06 Good Standing

A member is considered to be in Good Standing provided the Member:

- (a) has not had his or her Membership terminated pursuant to Section 10.11;
- (b) is not under suspension or expelled from SMHA;
- (c) has completed and remitted all documents as and when required by SMHA;
- (d) has complied with the Articles, by-Laws and policies of SMHA;
- (e) has paid all Membership dues, subscriptions, special purpose levies and any other fees due and payable to SMHA.

Section 10.07 Cease to be in Good Standing

A Member who fails to comply with the Good Standing requirements set out in Section 10.06 above, shall **not** be entitled to:

- (a) vote at any meeting of Members;
- (b) be elected to or remain on the Board of Directors; or
- (c) participate in SMHA events or meetings.

Section 10.08 Failure to Comply

Any Member failing to comply with the Good Standing requirements set out in Section 10.06 above shall, after one (1) month's written notice specifying such non-compliance either mailed to the last known address or delivered to the last known email address of the Member, be liable to have his or her name deleted from the Roll of Members by resolution of the Board of Directors. The Board shall have the authority to discipline Members who are not in Good Standing, including suspension or expulsion, as reasonably determined in the Board's discretion under the circumstance. The Member shall be entitled to be reinstated upon compliance with the Good Standing requirements set out in Section 10.06 as specified in the said notice.

Section 10.09 Notice of Deletion from the Roll

Notice of any deletion of a Member's name from the Roll of Members shall be given by posting the Member's name in a prominent place effective the day of posting or such other method of notice as may be determined by the Board of Directors from time to time.

Section 10.10 Resignation

Any Member may withdraw from SMHA by delivering to SMHA a written resignation and lodging a copy of same with the Executive Assistant of SMHA. A resignation shall be effective from acceptance thereof by the Board of Directors. In the case of resignation, a Member shall remain liable for payment of any outstanding Membership dues levied or which became payable by the Member to SMHA prior to such person's resignation.

Section 10.11 Termination of Membership

The Membership in SMHA is not transferable and lapses and ceases to exist:

- (a) upon the Member ceasing to be entitled to be a Member in accordance with the terms of the By-laws, including failure to comply with any written notice specifying such non-compliance pursuant to Section 10.08;
- (b) upon the resignation of the Member from the Membership of SMHA;
- (c) upon the death of the Member;
- (d) if at a meeting of Directors, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the meeting, provided that the Member shall be granted the opportunity to be heard at such meeting; or
- (e) with respect to each class of Membership, as follows:
 - (i) for a Team Member, on April 30th of each year, if such individual is no longer listed on an active OHF or Hockey Canada approved roster within SMHA;

- (ii) for a Parent Member, on April 30th of each year, if such individual is no longer the parent or legal guardian of a registered player on an active OHF or Hockey Canada approved roster within SMHA, who is under the age of eighteen (18) years of age and in Good Standing;
- (iii) for an Executive Member, upon such individual ceasing to be a Director; and
- (iv) for an Honourary Lifetime Member, upon the determination of the Board.

Section 10.12 Readmission to Membership

Notwithstanding a person's Membership has been terminated pursuant to Section 10.11, such person shall be entitled to re-apply for Membership and, at the discretion of the Board, may become a Member provided they have met the requirements set out in Section 10.01.

ARTICLE XI. MEMBERS' MEETINGS

Section 11.01 Annual Meeting

Subject to compliance with section 52 of the Act, the annual meeting of the Members shall be held after tryouts have been completed and prior to the last weekend of May each year, or otherwise at such time as the Directors may determine. The business transacted at the annual meeting shall include:

- (a) receipt and approval of the agenda and explanation of procedural rules governing the meeting;
- (b) establishment of Quorum;
- (c) receipt and approval of the minutes of the previous annual and subsequent special meetings;
- (d) hearing and receiving the reports and statements required by the Act and By-Laws of SMHA to be read at the annual meeting, including the status of the Membership;
- (e) President's address;
- (f) Treasurer's report and consideration of the financial statements;
- (g) report of the auditor or person who has been appointed to conduct a review engagement;
- (h) appointing the auditors or accountants of SMHA;
- (i) Committee reports;
- (j) amendments to any of SMHA's Articles or by-laws;

(k) electing or appointing Directors to the Board; and

(l) the transaction of such other business as may be properly brought before the meetings.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to SMHA of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting. The order of the business may be revised by a two-thirds vote (2/3) of Members in attendance at such meeting.

Section 11.02 Special Meetings

Special meetings of the Members may be convened by order of: (i) the President or (ii) the Board of Directors. In the event the Executive Assistant has received a written request signed by not less than one-tenth (1/10) of the Members entitled to vote at such meeting sought, then the Board of Directors shall call a special meeting of Members for the purposes stated in such written requests, unless the Act provides otherwise. Notice of any special meeting shall specify the business to be transacted at such special meeting. Failure of the Board of Directors to call a special meeting within twenty-one (21) days after receiving the request then any Member who signed the request may call the special meeting in accordance with the Act.

Section 11.03 Meeting by Telephonic or Electronic Means

Meetings of Members may be held by telephonic or electronic means, and a Member who, through those means, votes at a meeting or establishes a communications link, shall be deemed to be present at the meeting.

Section 11.04 Place of Meetings

All meetings of Members shall be held at such place as the Board of Directors may determine from time to time, or, in the absence of such determination, at the place where the head office of SMHA is located. Where a meeting is held by telephonic or electronic means, it shall be deemed to be held at the registered office of SMHA.

Section 11.05 Notice

Subject to the Act, not less than ten (10) and not more than fifty (50) days' written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Voting Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Voting 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 meeting.

Section 11.06 Waiver of Notice

A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a

meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Section 11.07 Error or Omission in Giving Notice

No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the Members of SMHA shall invalidate any resolution passed or any proceedings taken at any meeting of Members.

Section 11.08 Transaction of Other Business

Except such business as may be specified in the notice of the meeting, no other business shall be transacted at the meeting without the two-thirds (2/3) consent of all Members present at such meeting.

Section 11.09 Quorum

A quorum for the transaction of business at any meeting of the Members (unless a greater number of Members and/or proxies are required to be present by the Act, Articles or this By-law) shall be a minimum of **fifteen (15)** Members entitled to vote at the meeting, such Members being present or represented by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting in accordance with Section 11.11 but may not transact any other business.

Section 11.10 Chair of the Meeting

The President shall be the Chair of the Members' meeting; in the President's absence, the Past-President shall be the Chair; in the President and Past-President's absence, the Vice-President shall be the Chair, and in the President, Past-President and Vice-President's absence, the Members present at any Members' meeting 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.

Section 11.11 Adjournment

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 11.12 Persons Entitled to be Present

For the annual general meeting of Members, there shall be no restrictions on who is permitted to attend. For all other Member meetings, the only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of SMHA, if any, and others who are entitled or required under any provision

of the Act or the Articles or the By-laws of SMHA to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 11.13 Voting of Members

Save an except for the election of Directors, which shall be done by way of a secret ballot, every question submitted to any meeting of Members shall be decided in the first instance on a show of hands or electronic ballot by a majority of votes unless otherwise specifically provided by the Act or by the By-laws. In the event a Voting Member in Good standing, seconded by another Voting Member in Good Standing, in attendance request the voting to be completed by secret ballot then such question shall be submitted by secret ballot. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

Only Voting Members are entitled to vote at any meeting and each Voting Member shall be entitled to the number of votes in accordance with Section 10.02 .

No Member shall be entitled to vote, in person or by proxy, at meetings of Members of SMHA unless the Member is in Good Standing.

Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct.

A poll may be demanded either before or after any vote by show of hands by any Member entitled to vote at the meeting and may be submitted to the Voting Members to vote on in advance of a meeting of Members on a question to be raised at meeting of Members. If at any meeting a poll is demanded on the election of the Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded or required to be voted on by the Members. A demand for a poll may be withdrawn.

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.

Section 11.14 Proxies

Votes at meetings of the Members may be given either personally or by proxy. At every meeting at which a Member is entitled to vote, every Member and/or person appointed by proxy to represent one or more Members and/or individual so authorized to represent a Member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Articles, every Member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each Member who is entitled to vote at the meeting and who is represented by such proxyholder.

A proxy shall be executed by the Member or the Member's attorney authorized in writing. A person appointed by proxy must be a Member.

A proxy may be in the following form:

The undersigned Member of the Stratford Minor Hockey Association hereby appoints _____ or failing the person appointed above, _____ as the proxy of the undersigned to attend and act at the _____ meeting of the Members of the SMHA to be held on the _____ day of _____, 20____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____, 20____.

Signature of Member

The Directors may, from time to time, make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or an adjourned meeting of Members is to be held and for particulars of such proxies to be delivered personally, mailed or sent electronically or in writing before the meeting or adjourned meeting to SMHA or any agent of SMHA for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. In the absence of such regulations, proxies may be lodged with the Executive Assistant or a designate of the Executive Assistant by sending electronically, mailing or personal delivery of the proxy no later than one (1) hour before the scheduled commencement of the meeting to which the proxy related. The Chair of any meeting of Members may, subject to any regulations to the contrary, in the Chair's discretion accept such electronic or written communication as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring such authority has been lodged with SMHA, and any votes given in accordance with such electronic or written communication accepted by the Chair of the meeting shall be valid and shall be counted.

Section 11.15 Scrutineers

At the beginning of each meeting, the Board may appoint one or more scrutineers who shall be responsible for ensuring that the votes cast at such meeting are properly counted.

Section 11.16 Conduct of Meeting

All meetings shall be conducted in accordance with Roberts Rules of Order, Newly Revised, unless otherwise agreed by the majority of the Members. All meetings shall be recorded in writing and distributed to the Executive within five (5) business days of such meeting.

Section 11.17 Resolution in Lieu of Meeting

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

ARTICLE XII. NOTICES

Section 12.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of SMHA shall be delivered personally, or sent by prepaid mail, email or other electronic means to any such Member at the Member's latest address as shown in the records of SMHA; and to such Director at his or her latest mail or email address as shown in the records of the Director or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address, provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

Section 12.02 Signature to Notices

The signature of any Director or Officer of SMHA to any notice or document to be given by SMHA may be written, stamped, electronically, typewritten or printed or partly written, electronically, stamped, typewritten or printed.

Section 12.03 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, Articles or the Act the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

Section 12.04 Proof of Service

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope, wrapper or electronic communication containing the notice or other document was properly addressed as provided in ARTICLE XII of this By-law and put into a Post Office, a letter box or sent to an electronic mail address. A certificate of an officer of SMHA in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor of SMHA as the case may be.

Section 12.05 Undelivered Notices

If any notice given to a Member pursuant to ARTICLE XII is returned on three (3) consecutive occasions because they cannot be found, SMHA is not required to send any further notices to such Member until they inform SMHA in writing of their new address.

Section 12.06 Error of Omission 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, if any, or the non-receipt of any notice by any such person where SMHA has provided notice in accordance with

the By-laws 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.

ARTICLE XIII. AUDITORS

Section 13.01 Auditors

Subject to Section 76 of the Act, at each annual meeting, the Voting Members shall by extraordinary resolution (as such term is defined in the Act):

- (a) appoint an auditor to hold office until the close of the next annual meeting;
- (b) appoint a person to conduct a review engagement of SMHA; or
- (c) resolve to not appoint an auditor and to not have an audit or review engagement in respect of SMHA's financial year, provided SMHA's annual revenue in that financial year was less than the prescribed amount.

If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the Voting Members or by the Directors if they are authorized to do so by the Voting Members and the remuneration of an auditor appointed by the Directors shall be fixed by the Directors. The Voting Members may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

ARTICLE XIV. ADOPTION AND AMENDMENT OF BY-LAWS

Section 14.01 Amendment to By-Laws

These By-Laws may be amended, revised, repealed or added to by:

- (a) a special resolution of the Members entitled to vote at a meeting duly called to amend, revise or repeal these By-Laws. Any such amendments, revisions, additions or deletions will be in effect immediately;
- (b) an ordinary resolution of the Board of Directors. Any such amendments, revisions, additions or deletions will be effective until the next Members meeting at which the Voting Members will by special resolution amend, accept or reject the By-Law approved by the Board.

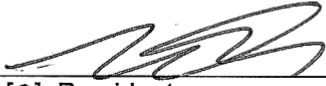
Section 14.02 Notice of Amendment to By-Laws

Notice of proposed amendments to the Articles or By-Laws must be made by electronic mail to the Executive Assistant no later than forty (40) days in advance of the annual general meeting. All Members shall receive advance notice of a proposed amendment at least thirty (30) days before the meeting of Members.

[Signature Page Follows]

ENACTED as By-Law No. 3 of SMHA by the Directors at a meeting duly called and regularly held on the 14th day of NOVEMBER, 2024.

WITNESS the seal of SMHA.



[●], President
Matt Smyth



[●], Secretary Tim Bickell

CONFIRMED as By-Law No. 3 of SMHA by the Members at a meeting duly called and regularly held on the 14th day of NOVEMBER, 2024.



[●], President
Matt Smyth



[●], Secretary Tim Bickell