

# **Proposed Delhi-Norwich Minor Hockey Association Bylaws**

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DELHI-NORWICH MINOR HOCKEY ASSOCIATION

BY-LAWS

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# DELHI-NORWICH-LANGTON MINOR HOCKEY ASSOCIATION

## BY-LAW NO.1

A by-law relating generally to the conduct of the affairs of the Delhi-Norwich Minor Hockey Association, BE IT ENACTED as a by-law of Delhi-Norwich Minor Hockey Association as follows:

### 1. DEFINITIONS

#### 1.1

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

- (a) "Annual Meeting" means the annual meeting of the Association;
- (b) "Articles" means the Letters Patent of the Association, as may be amended from time to time by articles of amendment;
- (c) "Association" or "DNMHA" mean Delhi-Norwich Minor Hockey Association (or such other name as the Association may in the future legally adopt);
- (d) "Board" means the board of directors of the Association;
- (e) "Business Day" means a day other than a Saturday, Sunday or any day on which the principal commercial banks located at the City of Toronto are not open for business during normal banking hours;
- (f) "By-laws" means the duly authorized general corporate by-laws of the Association;
- (g) "Centre" is a recognized minor hockey association within the OMHA from a city, town, village, municipality or geographic subdivision which has corporate limits or boundaries accepted by the OMHA for the purposes of determining hockey eligibility of players for competition within the jurisdiction of the OMHA;
- (h) "DDMHA" means the Delhi & District Minor Hockey Association, one of the two centres that amalgamated to form DNMHA;
- (i) "Director" means an individual who has been elected to the Board of the Association;
- (j) "HC" means Hockey Canada (or such other name as it may in the future legally adopt);
- (k) "Inaugural Board" means the Directors of the Association elected by the Members in accordance with Section 8.3;
- (l) "Inaugural Year" means the period commencing at the close of the Annual or Special Meeting held immediately following the enactment of these By-Laws until the close of the Association's Annual Meeting to be held in 2024;
- (m) "ILL" means Intertown Local League;
- (n) "Letters Patent" mean the letters patent incorporating the Association

- (o) "Members" means all classes of membership in the Association as provided for in section 5 of these By-laws.
- (p) "Members' Meeting" means the Association's Annual Meeting or Special Meeting, as applicable in the circumstances;
- (q) "Member in Good Standing" means a member who:
  - i. Has paid their registration fees or who's registration payments are not in arrears (or who's minor children registration is not in arrears);
  - ii. Has no outstanding equipment on loan from the Association (unless approved by the Equipment Manager);
  - iii. Has no outstanding sanctions from the Association; and
  - iv. Is not a party to any legal action against the Association.
- (r) "NMHA" means the Norwich Minor Hockey Association, one of the two centres that amalgamated to form DNMHA;
- (s) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- (t) "OMHA" means Ontario Minor Hockey Association Inc. (or such other name as the OMHA may in the future legally adopt);
- (u) "ONCA" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2020, Chapter 15 and any statute amending or enacted in substitution therefor, from time to time;
- (v) "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.
- (w) "Predecessor Act" means the *Corporations Act* R.S.O. 1990, Chapter 38, as amended from time to time;
- (x) "SCMHL" means Southern Counties Minor Hockey League;
- (y) "Special Meeting" means any Members' Meeting other than an Annual Meeting;
- (z) "Special resolution" means a resolution approved by not less than 2/3rds of the votes cast;

## 1.2

All terms defined in the ONCA have the same meaning in this By-law and all other By-laws and resolutions of the Association.

### **1.3 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.

## **2. SEAL AND BOUNDARIES**

### **2.1**

The corporate seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.

### **2.2**

The registered head office of the association shall be in the Town of Delhi in the province of Ontario, and thereafter as the Association may from time to time determine by special resolution of the member pursuant to the ONCA. The Association may establish such other offices within Canada, as the Board may deem expedient by the resolution.

### **2.3**

The center point of the Delhi-Norwich Minor Hockey Association 144 Western Ave, Delhi, in the Province of Ontario. Those individuals whose primary residential address is within the town of Delhi or Norwich shall be entitled to membership in the Association , and will not be subject to OMHA Regulation 3.4 – Right of Choice.

## **3. MISSION OF THE ASSOCIATION**

### **3.1 Purposes**

The purpose of the Association is to establish and operate a minor hockey association:

- a) To organize, develop and promote interest in amateur minor hockey for the youth within the geographic boundaries that the Association operates;
- b) To provide an opportunity for all eligible individuals to participate in recreational ice hockey, and to provide community-based programs, which will allow a hockey player to participate in an environment for fun, physical exercise and fair play;

- c) To provide for the development of and participation in representative ice hockey, and the opportunity to participate at the highest competitive level for the association;
- d) To maintain strong Local League programs in all three original hockey associations;
- e) To arrange hockey games, tournaments, and provide development for DNLMHA players;
- f) to instill in all players, coaches, managers and members associated with the Association, good sportsmanship and behavior on and off the ice, respect for authority and team play;

### **3.2 No Pecuniary Gain**

The Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objects.

## **4 AFFILIATIONS**

### **4.1**

The Association shall have the following affiliations:

- (a) The Association shall be a member of the OMHA, SCMHL; and ILL or any proceeding associations or organizations that may take their place.
- (b) The Association shall operate in cooperation with Norfolk County.
- (c) The Association shall operate in cooperation with the Norwich Township.

## **5 CLASSES OF MEMBERSHIP**

### **5.1**

There shall be two (3) classes of membership in the Association:

- (a) Parent or guardian member
- (b) Active member
- (c) Non-voting member;

## **6 TERMS OF MEMBERSHIP AND ELIGIBILITY**

### **6.1 Terms and Eligibility Parent or Parent or Guardian Membership:**

Parent or Guardian members shall include all parents and or legal guardians of registered players in good standing where the registered player is under the age of eighteen (18) years. Each Parent/Guardian member of a registered player shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association.

**Active Membership:**

Active members shall include all registered players eighteen (18) years of age or older. Each Active member shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association. Active members also include; all Directors, convenors, coaches, managers, trainers appointed for the current season.

**Non-voting Members:** The non-voting members of the Association shall consist of any individual who has rendered extraordinary and distinguished service to the Association who has been granted an honorary lifetime membership in the Association in accordance with the by-laws. All members in this class shall have no voting rights.

**One Person – One Class of Membership:**

While a member may be qualified for more than one (1) class of membership, no person may hold more than (1) class of membership at any meeting. It is therefore mandatory that each Member shall declare himself/herself prior to the start of any meeting of the Membership and advise the Chairperson of the Membership class he/she wishes to represent. Once the meeting is called to order, the Member must remain in that class of Membership and may not change to another category or class of Membership.

**6.2 Membership and Board List:**

Subject to Section 6.7 herein, the Registrar of the Board shall prepare and maintain a list of current Active Members, and Parent and Guardian membership. This list shall be kept by the secretary and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any meeting of the Members.

**6.3 Membership Year**

Unless otherwise determined by the Board, every membership shall commence on or after May 1st, and shall lapse and terminate on the 30th day of April next following the date on which such membership commenced.

**6.4 Termination**

- 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 notifies the appropriate Board members.
- 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 in the Association. The Secretary shall inform those concerned of this suspension in writing.

d) Members whose conduct is considered by the Board to be contrary to the Association's Code of Conduct and the purposes of the Association shall be asked by the Board to explain or justify their actions. 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 special resolution two-thirds (2/3) majority in a ballot conducted at the meeting of the Board. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

### **6.5 Membership Fees**

Registration fees shall be established annually and resolved by the Board. Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

### **6.6 Right to Vote**

All Active Members and Parent/Guardian Members shall be entitled to notice of and to vote at all meetings of Members of the Association. All Active members are entitled to one vote. Parent and Guardians are entitled to one vote per registered household.

### **6.7 Record Date**

Individuals, who are Members of the Association at least 35 days in advance of any Annual Meeting of the Members of the Association, are entitled to notice of and to vote at such Annual Meeting of Members. Any individual who is not a member at least 35 days in advance of an Annual Meeting is not entitled to notice of or to vote at such Annual Meeting for which the record date has been established.



## **7 MEETINGS OF THE MEMBERSHIP**

### **7.1 Annual Meeting of Members**

The Annual Meeting shall be held each year on or before April 30th at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual Meeting;

- a) approval of the agenda;
- b) approval of the minutes of the previous Meeting of the membership;
- c) receiving reports of the activities of the Association during the preceding year;
- d) receiving information regarding the planned activities of the Association for the current year;
- e) receiving and approving the annual financial statements and report of the auditor of the Association, if applicable, and a projected financial position for the current year;
- f) appointment of the auditor, accountant conducting a review engagement, or consent to waiver of both, for the ensuing year, as the case may be, subject to the requirements under the ONCA;
- g) consideration of any proposed amendments to the Articles or By-laws of the Association;
- h) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing no later than 5:00 p.m. on the fourteenth (14th) days prior immediately preceding the Annual Meeting;
- i) election and/or appointment of Directors to the Board.

### **7.2 Special Meetings of Members**

- a) In addition to the Annual Meeting, a Special Meeting of the membership may be called at any time by a resolution of the Board. The business to be transacted at a Special Meeting shall be limited to that specified in the notice calling the Special Meeting.
- b) A Special Meeting may be requisitioned by not less than 10% of the voting Members or not less than twenty-five (25) Members, whichever is less, which request shall be in writing in accordance with the ONCA and delivered to the Board.

### **7.3 Notice**

- a) Annual Meeting:  
Annual Meeting: Notice of the Annual Meeting to be held on or April 30th in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting and such notice shall be delivered by email or by telephone to all Members at the last known email address recorded for such

Members in the records of the Association. Such notice shall be posted on the DNMHA website at least thirty (30) days prior to the date of the Meeting, but in any event such notice shall not be less than 10 or more than 50 days before the Annual Meeting.

b) Special Meetings of the Membership;

Notice of any Special Meetings of the membership shall be delivered by email or by telephone to all Members at the last known email address recorded for such Members in the records of the Association. Such notice shall be posted on the website within at least fifteen (15) days prior to the date of the Special Meeting, but in any event such notice shall not be less than 10 or more than 50 days before the Special Meeting.

c) Error or Omission in Notice;

No inadvertent error or omission in giving notice of any Annual Meeting or Special Meeting of membership or any adjourned meeting, whether Annual or Special, shall invalidate such a meeting or make void any proceedings taken at such meeting and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such meeting.

#### **7.4 Quorum**

A quorum for an Annual Meeting or Special Meeting shall be a minimum of ten (10) Members eligible to vote and present at the meeting in accordance with these By-laws. 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 to adjourn, or to take a recess.

#### **7.5 Voting Procedures:**

- a) A majority of votes cast by Members entitled to vote, unless otherwise required by the ONCA or these By-laws, shall decide every question proposed for consideration at meetings of the membership;
- b) The Chair presiding at a meeting of the membership shall have a vote only in the event of a tie vote;
- 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. Whenever a vote by show of hands has been 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.
- d) Ordinary resolution votes require a 50 plus one to pass, while Special resolutions require a 2/3 vote to pass.

## **7.6 No Proxies**

Proxies will not be permitted. Except as otherwise may be provided for in these By-laws. Members must be present in person at Special Meetings and Annual Meetings of the membership in order to exercise their voting rights in relation to matters coming before a Special Meeting or an Annual Meeting of the membership.

## **7.7 Participation by Electronic Means at Members' Meetings**

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Members' Meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the ONCA. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of the By-laws, any person participating in a Members' Meeting pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the ONCA, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

## **7.8 Members' Meeting Held Entirely by Electronic Means (Virtual Meetings)**

If the Directors or Members of the Association call a Members' Meeting pursuant to the ONCA or these By-laws, those Directors or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **7.9 Absentee Voting at Members' Meetings**

Instead of voting by proxy, a member entitled to vote at a Members' Meeting may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility only if the Association has a system that:

- (a) enables the votes to be verified as having been made by Members entitled to vote; and
- (b) the Association is not able to identify how each Member voted.

A special resolution of the Members is required to make any amendment to the By-laws of the Association to change this method of voting by Members not in attendance at a Members' Meeting.

### **7.10 Adjournments**

Any Members' Meeting 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.

### **7.11 Chair**

In the absence of the President and the Vice-President, the Members entitled to vote and present at any meeting of the membership shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present to be chair.

## **8 BOARD OF DIRECTORS**

### **8.1 Composition**

To be eligible to be a Director of the Association, such person must be:

- (i) An individual;
- (ii) Eighteen (18) years of age or older;
- (iii) Not be a person found to be incapable of managing property under of managing property under the Substitutes Decisions Act, 1992 or the Mental Health Act;
- (iv) Not found to be incapable by any court in Canada or elsewhere;
- (v) Not have the status of a bankrupt;
- (vi) A person with a clear police screening report from the police force having jurisdiction where the director resides; and

A Director need not be a Member of the Association.

### **8.2 Number of Directors**

Subject to section 8.3 below, except where otherwise changed in accordance with these By-Laws and the ONCA, the affairs of the Association shall be subject to the minimum and maximum number of Directors provided by the Articles, be managed by a Board which shall consist of between 10 to 16 elected voting Directors and one past president non-voting Director once available after the inaugural year (ex-officio Director), determined by the board from time to time in accordance with Section 9.2 of these Bylaws.

- a) If the Articles provide for a minimum and maximum number of Directors, the Members may by a special resolution, increase or decrease the number of Directors within such range; provided that if the Members, by a special resolution or a provision in the Articles, have empowered the Board to fix the number within the range provided for in the Articles, the Board may fix the number of Directors from time to time within such range. In either case any change in the number of Directors shall be in accordance with the ONCA.
- b) Even after the Inaugural year, best efforts will be made to have equal representation from each original association (six (8) Directors) from each of the two original centres that were previously known as DDMHA and NMHA.

### **8.3 Term of Office**

Unless removed by the Members pursuant to a Special Resolution or as may otherwise be provided under Section 9.5 of these By-laws, and save and except as provided for in section 9.5 (c) below, each elected Director shall hold office for a period of two (2) years

- (a) After a Director's term of office is up, they may be nominated and elected again under a new term.
- (b) In order to establish a rotation of elected Directors following the enactment of these By-laws, during the Inaugural Year, the Board shall consist of (16) sixteen directors elected by the Members of the Association. Prior to the Inaugural meeting the three amalgamating centres (DDMHA and NMHA) will elect six (8) members each from their current Boards to make up the DNMHA Inaugural Board. At the first Board meeting of the Inaugural Board, the Board shall appoint the Directors to the positions set out in Section 9.2 of these By-laws, except for the position of Past President which shall remain vacant until the President of the Inaugural Board is no longer in office. Unless otherwise determined by the Inaugural Board at its first meeting, one(1) Vice-President, Secretary, Equipment Manager, one(1) Ice Convenor, one (1) Local League Convenor, Rep Convenor, Head Trainer/Risk Management and Director at Large Member at Large shall only serve to the end of the Inaugural Year, while the remaining Directors, being the President, one (1) Vice-President, Registrar, Treasurer, one (1) Ice convenor, Tournament Convenor, one (1) Local League Convenor, and Sponsorship and Fundraising Director shall serve until the Annual Meeting next following the end of the Inaugural Year. At each successive Annual Meeting thereafter, the election or appointment of Board positions shall be completed in the normal course of Section 8.3 (a) of these By-laws.

### **8.4 Consecutive Terms**

No elected Director shall hold the position of officer for more than three (3) consecutive terms of two years, except where there are insufficient candidates to elect a complete slate of Directors, as contemplated by this By-law or as may otherwise be approved by a 2/3rds vote of

the remaining members of the Board. For clarity, the one (1) year term of some members of the Inaugural Board shall not be counted towards the above consecutive term limit.

## **9 PROCEDURES FOR ELECTION OF DIRECTORS**

### **9.1 Nominations**

The election of Directors shall take place at the Annual Meeting of the membership. No election or appointment of a Board member is effective without consent given in writing prior to the election or appointment. Nomination forms for the Board shall be available each year from the Secretary by March 1st. A Nomination form must be completed by all nominees and two (2) nominators who are Members of the Association. Such completed form must be delivered to the Secretary prior to the election.

### **9.2 Board Composition**

#### **Officers**

These positions shall be elected by the members at the Annual Members Meeting (apart from the inaugural year):

- a) President
- b) Vice Presidents Two (2)
- c) Treasurer,
- d) Secretary shall also hold the position of Officer.

-In the case of the inaugural year, the officer positions above will be elected out of the 18 board members that were elected from the previous DDMH and NMHA Boards.

-The remaining Directors shall also be voted by the members at the Annual Members Meeting and then appointed to positions at the first Board meeting.

#### **Board Positions**

At the first Board meeting following the election of the Board Officers, the Board shall appoint the following;

- a) Rep Convenor
- b) Two (2) Local League Convenors
- c) Tournament Convenor
- d) Registrar
- e) Two (2) Ice Convenors
- f) Head Trainer/Risk Management

- g) Fundraising and Sponsorship Director
- m) Equipment Manager
- n) Directors at Large

**Staff Position**

Referee in Chief -one (1) year term appointed by the Board.

**9.3 Election Procedures**

The Chair of the Nominations and Elections Committee shall post on the DNLMHA website a listing of all individuals who have been nominated for election to the Board 14 days prior to the Annual Members Meeting.

**9.4 Vacancies**

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall 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 if a suitable candidate is found.

**9.5 Termination**

(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 a majority of the votes cast at a Special Meeting 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 may be deemed to be a resignation of the said Director from the Board.

(c) Resignation

A Director may resign from the Board by submitting a letter of resignation to the President of the Association.

(d) Suspension

While only the Members may remove a Director elected to the Board under 9.5(a) above, prior to the end of their term, the Board may, by special resolution passed at a Board meeting, suspend a Director from attending and voting at Board meetings as a result of a major infraction alleged to have been committed by such Director, in violation of the Association's code of conduct pursuant to a formal complaint, where the nature and severity of such alleged infraction is sufficiently serious to warrant the Director's suspension from the Board until the earlier of such time as the Board has had a sufficient opportunity to investigate and decide upon the merits and seriousness of the complaint or the next Annual Members Meeting or a Special Resolution Meeting at which the Members may, in their sole discretion, elect to remove or retain such Director.

### **9.6 Assistants to Directors**

The Board of Directors may appoint such assistant(s) to Directors of the Association as the Board may determine by resolution from time to time.

### **9.7 Eligibility for Office**

- a) The President must have served on the Board for at least one (1) year immediately prior to election to this position. In the year on the Inaugural Board, the President must have served for at least one year immediately prior on either the DDMHA or NMHA boards, unless no nominee meets the qualifications.
- b) The Association shall endeavor to nominate as Treasurer a Director who has employment experience and skills in accounting procedures.

### **9.8 Responsibilities of Directors**

*Best efforts shall be made to ensure that two Vice Presidents are each from one of the two different original jurisdictions/centers, one from DDMHA and one from NMHA unless a suitable and willing candidate is not available*

#### **A) President:** The President shall:

*To be eligible to for this position the individual should have one or more year(s) experience as a Director on the Board, or in the Inaugural year one or more year(s) experience on one of the three original Boards.*

- i) Represent the Association in the community;
- ii) Act as Chair of the Board and at all meetings of the membership;
- iii) Exercise general supervision of the Association in accordance with Policies determined by the Board;
- iv) Be a non-voting Member of all committees and sub-committees of the Association;



- v) Report regularly to the Board on matters of interest;
- vi) Delegate tasks as necessary;
- vii) Attend monthly Board meetings.

**B) Past President;** The Past President shall:

- i) Help the President when called upon

**C) Vice Presidents- Two (2);** The Vice President shall:

- i) Assume the duties of the President in the absence for any reason of the President;
- ii) Monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
- iii) Be available to assist any Director requiring assistance in the completion of his or her functions;
- iv) Carry out duties as assigned by the Board or the President;
- v) One will chair the Discipline Committee, and the other the Nominations Committee
- vi) To act as Webmasters and maintain and update the website, make contact with website management company when needed and post all information forwarded from the various Committees and Board on website and applicable social media platforms;
- vii) Carry out duties assigned by the board or the President;
- viii) Attend monthly Board meetings.

**D) Secretary:** The Secretary shall:

- i) Record or delegate the recording of the minutes of all meetings of the membership, Board meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent, Articles, By-laws and Policies and procedures established by the Board or by the membership;
- ii) Ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions and other corporate records and documents;
- iii) Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- iv) Recommend policy to the Board regarding internal and external communications of the Association;
- v) Oversee the webmaster
- vi) Carry out duties assigned by the Board or the President;
- vii) Attend monthly Board meetings;

**E) Treasurer:** The Treasurer shall:

- i) Ideally the Treasurer should work or have a background in the finance field;
- ii) Ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- iii) Ensure the submission of the books of account to the auditor of the Association at the end of the financial year;
- iv) Present a Report of the auditor from the previous year and a projected financial position for the current year to the membership at the Annual Meeting;
- v) Evaluate, review and recommend financial policy to the Board;
- v) Carry out duties assigned by the Board or the President;
- vi) Attend monthly Board meetings.

**F) Rep Convenor-** The Rep Convenor shall:

- i) Be the OMHA Contact
- ii) Monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
- iii) Be available to assist any Director requiring assistance in the completion of his or her functions;
- iv) Be the primary contact to/from OMHA and SCMHL including attendance at mandatory meetings, clarifications of procedures/rules, general inquiries, suspension confirmations;
- v) Ensure all correspondences are distributed to the appropriate person(s) including manuals, rule books, schedules;
- vi) Submit requested travel permits for exhibition games and tournaments
- vii) Liaise with Registrar when Offers of Affiliation are submitted
- viii) Apply for all travel permits
- ix) Chair Coaches Committee
- x) Responsible for all right of choice, transfer and release forms
- xi) Assist Risk Management as needed
- xii) Liaise with Ice Convenors with ice needs of representative teams, changes in schedules, and rescheduling of games.
- xiii) For purposes of establishing, implementing, and evaluating on ice and off ice technical development programs
- xiv) Attend monthly Board meetings

**G) Registrar-**The Registrar shall:

- i) Maintain the membership list referred to in Section 6.2;
- ii) Chair the Registration Committee;
- iii) Attend monthly board meetings.

- iv) Ensure that all players are registered with the OMHA and on the Hockey Canada Registry or any future registry program used by Hockey Canada;
- v) Complete team rosters as teams are selected as per OMHA deadlines;
- vii) Ensure team officials are registered and rostered accordingly and communicate any discrepancy regarding role certification;
- viii) Add affiliated players to rosters as requested as per deadlines;
- ix) Ensure team rosters are submitted for approval as per deadlines;
- x) Distribute approved team rosters to coaches and other appropriate Board members;
- xi) ensure that respect in sport and rowans law completed, or any other waivers are completed and members HCR accounts up to date
- xii) Attend monthly board meetings.

**H) Head Trainer/Risk Management-** The Head Trainer/Risk Management Director shall:  
To be eligible to hold the Head Trainer Position the individual must have a current HTCP certification, minimum of 2 years hockey experience in the trainer position, and be on the current "At Large" roster

- i) Handle any complaints/concerns brought forward by the members
- ii) Liaise with the board to try to resolve any member concerns/complaints
- iii) Organize and supervise the tryout process each season
- i) Recruit and train volunteers to perform the functions required for skill development;
- v) Liaise with the OMHA concerning the Coach Mentor Program and Trainer's program, and stay informed of current and emerging hockey safety and risk management information, programs and activities in coordination with OMHA and share this knowledge with the Board, bench staff and members are aware;
- vi) Liaise with the Referee in Chief
- vii) Is responsible for maintaining case files while in term of present year. At the end of term all case files shall be handed over to the new director. These case files will be kept on file for future reference and remain sealed. A written report will be used as reference if needed
- viii) ensure all members are aware of the proper protocol for dealing with any complaints and the procedures as outlined in The Code of Conduct
- ix) ensure the coaching staff have the proper qualifications
- x) be a mentor and resource for trainers and other coaching staff, and provide feedback to the volunteers;
- xi) Chair the Coaches Committee;
- xii) Aid coaches with any Injury reports and the processes required
- xiii) Ensure safety is top priority, and report any discrepancies to the board.
- xiv) Organize clinics such as body checking, power skating etc.;

- xv) Provide an annual safety and risk management report to the Board, association and the Chair of the OMHA Trainers Program;
- xvi) Carry out duties assigned by the Board or the President.
- xvii) Attend monthly Board meetings.

**I) Ice Convenors- Two (2)** The Ice Convenors shall:

- i) Assess the ice requirements for the Association and shall enter negotiation with the municipality/Township to meet these needs
- ii) Apportion the ice and times in a fair and equitable manner;
- iii) Work with the Board in determining the ice budget;
- iv) Recommend policy to the Board regarding ice scheduling
- v) Liaise with Rep and Local League convenors for the scheduling/re-scheduling of games
- vi) Liaise with the Tournament Directors to schedule tournament ice;
- vii) Present a report regarding ice scheduling to the Board
- viii) One will be a member of the Tournament Committee.
- ix) Carry out duties assigned by the Board or the President.
- x) Attend monthly Board meetings.

**J) Local League Convenor- Two (2)** The Local League Convenors shall:

be responsible for the planning and monitoring of the seasons played out of their home centre rink (ie. DDMHA at Delhi Arena and NMHA at Norwich arena.)

- i) Each Local League team will have their home games and practices in the “home” rink unless otherwise agreed upon by the Local League convenor for that centre and the coach
- ii) There will be a “Delhi Rockets” and “Norwich Knighthawks” local league convenor, and they will both be on the Fundraising and Sponsorship Committee

**K) Equipment Manager-** The Equipment Manager shall:

- i) Maintain an inventory of all owned equipment by the association including training aids, junior program half ice items, jerseys, trainer’s kits, pucks, goalie equipment, lockers, trophies and banners.
- ii) Work with the Rep and Local League Convenors, and Coaches committee on annual equipment needs.
- iii) Purchase equipment required throughout operations of the season.
- iv) Work with the arena managers for the two facilities for placement and/or storage of training aids, junior program items, hanging of banners and placement of trophies in display cases.

- v) Run the Jersey sponsorship program, and liaise with the Sponsorship and Fundraising chair to seek jersey sponsors and order and replace team jerseys when required for both rep and local league jerseys
- vi) maintain records of when each set of team jerseys have been replaced
- vii) Find/maintain a relationship with suitable jersey and merchandise supplier upon Board approval
- viii) Distribute minor hockey assets to coaches, trainers and goalies throughout the season.
- ix) Carry out duties assigned by the Board or the President.
- x) Attend monthly Board meetings.

**L) Tournament Convenor-** The Tournament Coordinators Shall;

- i) Organizers for all tournaments hosted by DNMHA
- ii) Organizers of the Summer 3 on 3 Program
- iii) Liaise with the Ice Convenor to discuss ice needs
- iv) Liaise with the Head Trainer about equipment needed
- v) Liaise with the Rep and/or Local League Convenor depending on which respective teams are a part on the tournament(s)
- vi) Be the contact(s) for teams registered in tournament(s), and make sure all documentation and payment has been received
- vii) Liaise with Treasurer to ensure tournament registration payments have been received, and to discuss any costs that may occur in the tournament planning
- viii) Carry out duties assigned by the Board or the President.
- ix) Attend monthly Board meeting.

**K) Fundraising and Sponsorship Director-** The fundraising and Sponsorship Director shall;

- i) Chair the Fundraising and Sponsorship committee
- ii) Plan fundraisers and events to help raise funds to support DNMHA programming
- iii) Ensure all policies and procedure are being followed and that all fundraising and Sponsorship is ONCA compliant
- iv) Liaise with Treasurer throughout the Fundraisers and events
- v) Create a sponsorship letter with the Committee and Treasurer for board approval each year to be given to potential sponsors outlining that season's goals and needs for fundraising
- vi) Work with the Equipment Manager to create a jersey replacement/sponsorship program
- vii) Assist the Tournament Coordinator with planning and execution of tournaments and summer 3 on 3 program.
- viii) Carry out duties assigned by the Board of the President.
- xi) Attend monthly Board meetings

**L) Directo at Large**-The Directors at Large shall:

- i) One of whom will sit on the Fundraising Committee;
- ii) One of whom will sit on the Tournament Committee;
- iii) Carry out duties assigned by the Board or the President;
- iv) Attend monthly Board meetings.

## **STAFF**

**Referee in Chief**- The Referee in Chief shall:

- i) Ensure there are enough referees in place to officiate all games;
- ii) Liaise with the Treasurer to estimate fees for the upcoming year;
- iii) Ensure refereeing complaints are addressed and solved in a timely fashion;
- iv) Schedule referees

## **10 BOARD RESPONSIBILITIES**

### **10.1 Governance**

The Board of Directors shall govern the Association in compliance with the objects, powers, Bylaws and Policies of the Association, Rules of Operation and all applicable laws and regulations.

### **10.2 Board Meetings**

#### **(a) Regular Board Meetings**

Except as otherwise required by law, the Board may hold Board meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine.

The Board shall endeavor to meet a minimum of 10 times per fiscal year.

- (i) Directors are required to submit an operational report, a minimum of forty-eight (48) hours prior to any Regular Board meeting; for review and approval by the Board at the subsequent meeting.

#### **(b) Special Board Meeting**

Special Board meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three (3) Directors.

Business transacted at a Special Board meeting shall be limited to the business specified in the notice calling the meeting.

### **10.3 Notice of Board Meetings**

- (a) Notice shall be communicated to all Directors at least seven (7) days in advance of the meeting, unless all Directors agree to the calling of a meeting on shorter notice or the Board meeting is held on a regular day or date each month or immediately following a Members Meeting 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.

### **10.4 Error in Notice**

No error or omission in giving notice for a 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.

### **10.5 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 such adjournment took place. No notice shall be required of any such adjournment.

### **10.6 Quorum**

A quorum for a Board meeting shall be at least fifty (50%) percent plus one of the voting members of the Board. No business of the Board shall be transacted in the absence of a quorum.

### **10.7 Voting Rights**

Each Director, present at a Board meeting, not including the Chair, shall be entitled to one (1) vote. The Chair shall only have a vote in the event of a tie vote.

### **10.8 Voting Procedures**

A majority of votes of the Directors present at a Board meeting shall decide every question. Every question shall be decided in the first instance by a 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.

### **10.9 Participation by Telephone or Electronic Means**

Where all Directors consent thereto generally or in respect of a particular meeting, any Director may participate in a meeting of the Board or a committee of the Board by means of conference telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by these means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board or of committees of the Board.

### **10.10 Remuneration**

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.

### **10.11 Conflict of Interest**

- a) 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.
- b) 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.
- c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter.
- d) 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.
- e) 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.



### **10.12 Indemnification of Directors**

Every Director of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association. Every Director of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association so long as the Director acted honestly and in good faith with a view to the best interests of the Association, and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the Director had reasonable grounds for believing that his or her conduct was lawful, 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 and 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.
- c) the Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

### **10.13 Confidentiality**

Every Director and Officer of the Association shall respect the confidentiality of matters brought Before the Board for consideration in camera.

### **10.14 Rules of Operation**

Notwithstanding any other provision contained in these By-laws, 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 its members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Association, these By-laws, or the ONCA. Such prescribed rules and regulations shall have force and effect until the next Annual Meeting when they shall be confirmed. In the event of default of confirmation at such Annual Meeting the regulations shall, at and from that time, cease to have force and effect.

## **11. RESPONSIBILITIES OF DIRECTORS**

### **11.10 Elected/Appointed Directors**

- a) Refer to 9.2 (Board Positions) for Elected Directors

### **11.11 Term of Office**

Subject to section 8.3 (c) of this By-law, the elected Directors shall hold the offices set out in Section 9.2 of these By-laws until the Annual Members Meeting held approximately two years after the Officers are elected to such offices.

### **11.12 Vacancies in Office**

- (a) If a vacancy occurs in any office, or if for any reason a Director is unable or unwilling to act in that capacity, a Board meeting shall be held within thirty (30) days for the purpose of selecting a replacement to fill the vacant office from among the current Board.
- (b) The Board shall endeavor to fill vacancies in other offices for the balance of the unexpired term of that office from among those eligible to serve.

## **12. COMMITTEES OF THE BOARD**

### **12.1 Standing Committees**

The following committees shall be the standing committees of the Board:

- a) Nominations
- b) Discipline
- c) Risk Management
- d) Coaches
- e) Fundraising and Sponsorship
- f) Registration
- g) Tournaments
- h) Standing Committee

### **12.2 Additional Committees**

Nothing in these By-laws shall be construed to limit the ability of the Directors and membership of the Association from abolishing or creating standing committees under these By-laws or from establishing such ad hoc committees or subcommittees by Directors' resolution as may be desired or required from time to time.

### **12.2 Nominations Committee**

- a) The Nominations Committee shall be chaired by a Vice President and shall consist of the Registrar and another Director
- b) The Nominations Committee shall:
  - i) Solicit nominations for each Board position, which is to become vacant including nominations for each Annual Meeting;
  - ii) Be responsible for conducting the annual election of Directors in accordance with the provisions contained in this By-Law;
  - iii) Present a report regarding Nominations to the Board;
  - iv) Recommend policy to the Board regarding Nominations and Elections.

### **12.3 Risk Management Committee**

The Risk management committee shall be chaired by the Head Trainer/Risk Management Director, and should consist of 2 other Board members.

- i) Implement and enforce all OMHA Risk Management Programs;
- ii) Establish and maintain procedures with respect to clearance of all volunteers required to complete a police report;
- (c) Carry out volunteer screening as per policy and guidelines;
- (d) Assist as requested with implementation of Risk Management Programs;
- (e) Carry out other duties as assigned by the Board or the President.

### **12.4 Discipline Committee**

- i) Be Chaired by a Vice President
- ii) Will consist of 3 other Board members
- iv) Will not deal with any complaints unless in writing, signed and presented to any committee member
- v) Any committee member involved in dispute may not vote on the said matter only and will be requested to leave the room.
- vi) Will govern all issues outside of the OMHA guidelines

### **12.6 Coaches Committee**

- i) Coaches Committee to be chaired the Rep Convenor
- ii) The Committee should consist of two other Board members
- iii) Be responsible for soliciting and interviewing prospective coaches
- iv) Bring recommendations of head coaches to the executive and Board
- v) Review coaching staff and bring to Executive for approval
- vi) Be responsible for conducting coaches meeting
- vii) Responsible for dealing with issues of coaches conduct

### **12.7 Fundraising and Sponsorship Committee**

- i) Will be chaired by the Fundraising and Sponsorship Director
- ii) Responsible for fundraising events and projects
- iii) Establish a committee to organize the year end banquet
- iv) Responsible for compiling all financial details and promptly forwarding money to the Treasurer
- v) Pre-approve team fundraising initiatives and ensure they are ONCA compliant
- vi) Aid the Equipment Manager with the jersey replacement program
- vii) Assist the Tournament Committee with the Summer 3 on 3 Program

### **12.8 Registration Committee**

- i) Chaired by the Registrar
- ii) An additional two Board members assist Registrar with all duties as assigned or requested

### **12.9 Tournament Committee**

- i) Chaired by the Tournament Convenor
- ii) Responsible for organizing, promoting and operating tournaments
- iii) Communicate with the Centre contact to ensure all necessary documentation is completed as per deadlines.
- iv) Responsible for compiling all financial details and promptly forwarding money to the Treasurer
- v) Organize the Spring 3 on 3 Program
- vi) Along with the Tournament coordinator, the Director at Large and other Board member should make up this committee.

### **12.10 Standing Committee Procedure**

- (a) All Standing Committees shall comply with all By-laws, guidelines, Policies and procedures of the Association as determined by the Board of Directors or the membership of the Association, from time to time, and also shall comply with all requirements of the OMHA, ILL, OHF, HC, ONCA and, if applicable, any other hockey organizations with which Association teams are participating.
- (b) Meetings: Each Standing Committee shall meet at the call of the Chair.
- (c) Notice: Notice of all meetings of Standing Committees shall be communicated to all members of the standing committee at least seven (7) days prior to the meeting, except that such notice may be waived by consent of all members of the Standing Committee.

(d) Minutes: Standing Committees shall maintain and keep minutes of their meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.

(e) Annual Report: Each Standing Committee shall prepare an annual report of the matters for which it is responsible to be presented to the membership at the Annual Meeting of the Members.

## **13 EXECUTIONS OF DOCUMENTS**

### **13.1 Executions of Documents**

The Board may from time to time appoint 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. In the absence of any specific appointment, the President together with the Vice President, Secretary or Treasurer, or the Vice President together with the Secretary or Treasurer may sign documents.

### **13.2 Books and Records**

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

## **14 FINANCIAL YEAR**

**14.1** The financial year of the Association shall terminate on the 30th day of April in each year.

## **15 BANKING ARRANGEMENTS**

### **15.1 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 a 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) issue receipts for and orders relating to any property of the Association;
- (d) authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

### **15.2 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 director or directors, agent or agents of the Association, and in such 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.

### **15.3**

- a) All cheques written by the Association shall be signed by the Treasurer plus one other Director, the President or one of the Vice President(s) of the Association.
- b) All Interac e-Transfers shall be approved by the Treasurer plus one other Director, the President or Vice President of the Association.

## **16 BORROWING BY THE ASSOCIATION**

### **16.1 Borrowing Power**

Subject to the limitations set out in the Letters Patent, Articles, By-laws or Policies of the Association, the Board may by resolution authorize the Association to:

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge securities of the Association; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

### **16.2 Borrowing Resolution**

From time to time, the Board may authorize any Director of the Association or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore,

with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

## **17 NOTICE**

### **17.1 Computation of Time**

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is excluded, unless otherwise permitted under the ONCA.

### **17.2 Omissions and Errors**

The accidental omission to give notice of any meeting of the Board or Members or the nonreceipt 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 taken 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 there at.

### **17.3 Method of Giving Notice**

Whenever notice must be given to Members or Directors under this by-law, notice may be given by electronic mail to the electronic mail address on record for the Member or Director of the Association. Notice shall be deemed to have been given on the date of such electronic mail.

### **17.4 Waiver of Notice**

Notice may be waived or the time for the sending of a notice or document may be waived or abridged at any time with the consent in writing of the person entitled to notice. Attendance of any Director at a meeting of the Directors or of any Member at a meeting of Members is a waiver of notice of such meeting, except where he or she attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

## **18 PASSING AND AMENDING BY-LAWS**

### **18.1**

The Board and a member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.

### **18.2**

If the Board intends to discuss amendment of the By-laws of the Association at a Board meeting, written notice of such intention shall be sent by the Secretary to each Director not less than fourteen (14) days before such meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting for which written notice of intention to pass or amend such By-laws shall be given.

### **18.3**

(a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual Meeting of the Members of the Association. The notice of such Annual Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Members' Meeting.

(b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a Members' Meeting called for that purpose must be approved by a special resolution, two-thirds (2/3rds) vote of the Members present at such Meeting.

(c) The Members at the Members' Meeting may confirm the proposed By-law or amended Bylaw as presented or amend or reject the proposed By-law or amended By-Law.

d) Any Amendment to the By-laws by a Member must be in writing, signed by a Member in Good Standing and received by the Secretary of the Association thirty (30) days prior to the Annual Meeting.

e) All Members in Good Standing shall have access to any proposed amendments to the By-laws, seven (7) days prior to the Annual Meeting at a place as stated in the original meeting notice.

## **19 REPEAL OF PRIOR BY-LAWS**

### **19.1 Repeal:**

All prior By-laws of the Association are hereby repealed.



**19.2 Provision:**

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.

**20 RULES OF PROCEDURE**

**20.1**

The Rules contained in the most current edition of "Procedures for Meetings and Organizations" by Roberts Rules of Order shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

**21 EFFECTIVE DATE**

**21.1**

This By-law shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out. The foregoing By-law No.1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a Special Meeting of the Members of the Association duly called and held at in the Municipality of \_\_\_\_\_, Ontario, on the \_\_\_\_ day of \_\_\_\_\_, 2024 at which a quorum was present.

Name: \_\_\_\_\_ Name: \_\_\_\_\_  
Title: President Title: Secretary