

BY-LAW NUMBER ONE

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

DELHI & DISTRICT MINOR HOCKEY ASSOCIATION

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of DELHI & DISTRICT MINOR HOCKEY ASSOCIATION (hereinafter called the "Corporation") as follows:

HEAD OFFICE

1. The head office of the Corporation shall be in the Township of Delhi, in the Province of Ontario (subject to change by special resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.

SEAL

2. The seal, an impression hereof is stamped in the margin hereof, shall be the seal of the Corporation.

MEMBERS

3.(i) Individuals over the age of eighteen years may be admitted or readmitted to membership in the Corporation from time to time by resolution of the board of directors.

(ii) Without limiting the generality of paragraph 3.(i), the following persons shall be included as members: directors, coaches, assistant coaches, managers and trainers, all past presidents, hockey mothers.

4. An ex officio member of the Corporation shall have the rights and privileges of a member unless otherwise stated in this by-law or any amendment hereto.

5. The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation. Any member may resign from membership upon notice in writing to the Corporation. An ex officio member, unless he was a member in his own right at the time he became an ex officio member, shall cease to be a member when he ceases to hold the office by virtue of which he became an ex officio member.

DIRECTORS

6.(i) The affairs of the Corporation shall be managed by the board of directors who may be known and referred to as Trustees, and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, and are not

by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a general meeting of members.

(ii) Any director wishing to be coach, assistant coach, manager or trainer of any of the Corporation's All-star teams or as a House-League Convenor shall be subject to the approval of the directors.

(iii) Honourary directors may be appointed by the directors as ex officio directors for their past exceptional dedication and contribution of time and effort to the development and furtherance of minor hockey. Such members shall not have voting rights.

7.(i) A director shall be eighteen or more years of age and, subject to the provisions of Section 286 of the Corporations Act (Ontario), shall be a member of the Corporation.

(ii) The President shall become a director upon his election by the members.

(iii) The Past President shall be appointed as a director, and will be entitled to vote at all meetings of directors and members.

(iv) Unless the contact man is a director, he shall be appointed for a one year term as an ex officio director, but he shall have no vote unless he has been elected as a director of the Corporation.

(v) All other officers who are elected by the members shall automatically become directors.

(vi) The board of directors shall comprise eleven directors which includes the appointment of the past-president as a director; members shall elect directors at the annual meeting.

8. The directors' term of office shall, subject to the provisions, if any, of the letters patent or supplementary letters patent of the Corporation, be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors are elected or appointed.

9. The office of a director of the Corporation shall be vacated:

(i) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;

(ii) if he is found to be a lunatic or becomes of unsound mind;

(iii) if he is convicted of any criminal offence;

(iv) if by notice in writing to the Corporation he resigns his office.

(v) Upon the office of a director being vacated, his office shall be filled by the remaining directors by appointing a substitute director for the balance of the said director's

term.

10. The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

11. The directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.

MEETINGS OF DIRECTORS

12.(i) Meetings of the board of directors and of the executive committee (if any) may be held either at the head office or at any other place within the former Town of Delhi.

(ii) A meeting of directors may be convened by the President, or a Vice-President, or any two directors at any time, and the Secretary by direction of any such officer or any two directors shall convene a meeting of the directors.

(iii) Notice of any such meeting shall be verbal, and the directors shall meet at least once monthly at 7:30 p.m. and at least two days clear notice shall be given of each meeting, (clear days being calculated exclusive of the day on which the notice is communicated to the director); provided always that meetings of the board of directors may be held at any time without formal notice if all the directors are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director.

(iv) For the first meeting of the board of directors held immediately following the election of directors at a general meeting of the members no notice shall be necessary in order legally to constitute the meeting, provided that a quorum of the directors be present.

(v) 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 appointed director.

13.(i) Questions arising at any meeting of directors shall be decided by a majority of votes. Each director shall have one vote. In case of an equality of votes the chairman of the meeting, in addition to his original vote, shall have a second or casting vote.

(ii) Any director missing two consecutive director or committee meetings may be advised in writing that missing a third meeting in a row will entail automatic suspension and replacement.

(iii) Any director missing three consecutive meetings of members will be required to meet with the executive prior to the next meeting to explain his absence.

PROTECTION OF DIRECTORS

14.(i) Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

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

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

(ii) No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expenses happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board of directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or his own wilful default.

MEETINGS OF MEMBERS

15.(i) Subject to compliance with Section 293 of the Corporations Act (Ontario), the

annual meeting of the members shall be held in each year at such place within the former Town of Delhi, on such day and at such time as the directors may by resolution determine. At each annual meeting there shall be presented a report of the activities of the Corporation for the previous year, a financial statement of the Corporation, the auditors' report thereon, and such other information or material relating to the Corporation's affairs as, in the opinion of the directors, is of interest or importance.

(ii) The annual meeting shall be held before the annual banquet and shall be open to any interested person over the age of eighteen years.

16.(i) Other meetings of the members may be convened by order of the President, or a Vice-President, or by the board of directors for any date and time and at any place within the former Town of Delhi.

(ii) Meetings of the members shall be held at least once monthly at 7:30 p. m., and only members will be admitted to such meetings, with the exception of representatives of Southern Counties Minor Hockey Association and sponsors.

17. Notice of any meeting of members shall be verbal on two days clear notice.

18. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at any meeting.

19.(i) Every question submitted to any meeting of members shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote.

(ii) At any meeting, unless a poll is demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

(iii) In the absence of the President, the Vice-President and the members present shall choose another director as chairman, and if no director is present or if all the directors present decline to act as chairman the members present shall choose one of their number to be chairman.

(iv) Any vote for the President and directors or officers of the Corporation shall be by secret ballot.

(v) Representatives of Southern Counties Minor Hockey Association and sponsors will have no voting privileges.

(vi) Only members of the Corporation shall be entitled to vote at members meetings, and at the annual meeting; each such member shall have a single vote.

QUORUM FOR MEETINGS OF MEMBERS AND DIRECTORS

20.(i) The presence of at least seven, non-director members shall be a quorum of any meeting of members; no business shall be transacted at any meeting of members unless the requisite quorum is present at the commencement of business.

(ii) The presence of at least seven directors shall be a quorum of any meeting of directors; no business shall be transacted at any meeting of directors unless the requisite quorum is present at the commencement of business.

OFFICERS

21.(i) The members shall elect a President annually or oftener as may be required.

(ii) The members shall elect annually or oftener as may be required a Vice-President who will be first or second depending upon whom he replaces.

(iii) The members shall elect a Secretary bi-annually and a Treasurer bi-annually, in the alternate year to the Secretary at the annual meeting of members or oftener as required.

(iv) The board shall appoint for a one year term the immediate Past President as an officer of the Corporation.

(v) The directors may appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the directors.

(vi) None of the aforesaid offices shall be held by the same person at the same time.

22. The directors may fix the remuneration (if any) to be paid to officers of the Corporation who are not directors. 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.

23. In case of the absence or inability to act of the President, a Vice-President or any other officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being, provided that a majority of the board of directors concur therein.

24. The President shall, if present, preside at all meetings of the directors and members; he shall sign all instruments which require his signatures and shall perform all duties incident to his office and shall have such other powers and duties as may from time to

time be assigned to him by the directors.

25. The Vice-President or, if more than one, the Vice-Presidents in order of seniority shall be vested with all of the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice-President(s) shall have such powers and duties as may from time to time be assigned to him or them by the directors. The 1st Vice-President shall be the chairman of the Convening Committee, and the 2nd Vice-President shall be the chairman of the Discipline Committee.

26. The Secretary shall, when present, act as secretary of all meetings, shall have charge of the minute books of the Corporation and the documents and registers referred to in Section 300 of the Corporations Act (Ontario) and shall perform such other duties as the directors require of him. The Secretary shall not be a member of more than two committees, and shall not be Secretary to any committee of which he is a member.

27. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct and shall perform such other duties as the directors require of him. He may be required to give such bond for the faithful performance of his duties as the board of directors in their uncontrolled discretion may require and no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided. All expenditures over \$200.00, or such other amounts as the directors decide from time to time shall be approved by the board of directors.

28. If a vacancy shall occur in any office by reason of death, resignation, disqualification or otherwise, the directors may by resolution elect or appoint a person to fill such vacancy.

COMMITTEES

30.(i) The board of directors may from time to time as deemed necessary appoint committees consisting of such number of directors as may be deemed desirable and may prescribe their duties.

(ii) Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the board of directors, two members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

(iii) Unless otherwise directed by the board of directors, the following committees shall have the following respective duties:

(a) Registration Committee - To organize, publicize and handle all registration

forms to be handed over to the Convening Committee; chairman to be appointed by the board of directors and one member shall be the Treasurer.

(b) Officiating Committee - To provide qualified referees for all games organized by the Corporation; to provide for referees clinics and promote interest in such clinics; the chairman shall be called "referee-in-chief" and will be an Ontario Minor Hockey Association carded referee if possible.

(c) Convening Committee - To take all registration forms and separate these into Ontario Minor Hockey Association classifications; to co-ordinate selection of All-star and House-League teams and govern the balancing of teams, and the scheduling of games and playoffs in the House-League; the chairman of the Convening Committee must be the 1st Vice-President and will have five other members who will be elected at the annual meeting;

(d) Finance Committee - To be responsible for fund raising and gate receipts at all admissiomed games; the chairman shall be the Treasurer;

(e) Social Committee - To arrange all dances and other social events and the annual banquet; and

(f) Election Committee - To organize the election of directors at the annual meeting; the chairman of such committee shall be a member appointee not running for office and will cast the deciding vote in case of a tie. The annual meeting must have a quorum of twenty members before a motion can be carried for the election of directors.

OFFICIALS

31. The directors may appoint annually the following officials:

(a) press reporters responsible for newspaper publicizing of All-star and House-League game results;

(b) equipment manager who shall keep equipment in supply and repair and maintain the equipment room;

(c) a contact man, who shall act as the liaison man between the Ontario Minor Hockey Association and the Corporation and shall attend and report all Southern Counties Minor Hockey Association meetings;

(d) two statisticians, being one for All-star games and one for House-League games;

(e) timekeepers who may also be volunteers each month;

(f) gate officials;

(g) coaches, managers, and trainers shall be selected before each season by the directors whose responsibility it will be to make available and know the required application forms and deadlines.

CUSTODY OF SECURITIES

32. All shares and securities owned by the Corporation shall be lodged (in the name

of the Corporation) with a chartered bank or a trust company or in a safety deposit box or with such other depositories or in such other manner as may be determined from time to time by the board of directors.

CHEQUES, DRAFTS AND NOTES

33. All cheques, drafts or orders for the payment of money and all notes and acceptance and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate.

EXECUTION OF INSTRUMENTS

34. 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 the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.

The term "contracts, documents and instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

FISCAL YEAR

35. The first fiscal period of the Corporation shall terminate on the 31st day of May, 1986, and thereafter the fiscal year of the Corporation shall terminate on the 31st day of May in each year or on such other date as the directors shall by resolution from time to time determine.

ACCOUNTANT

36. The accountants of the Corporation shall be the firm of Hosner and Smith, or as the directors may decide from time to time.

BANK

37. The Canadian Imperial Bank of Commerce or such other bank as the directors decide from time to time shall be the bank of the Corporation.

INTERPRETATION

38. In all by-laws of the Corporation, the singular shall include the plural and the

plural the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine.

AMENDMENTS

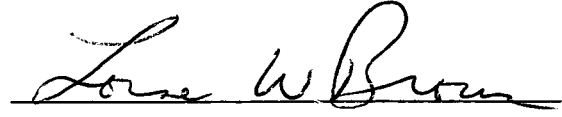
39. Any proposed amendment to this by-law must be made in writing by an amending by-law, and any proposal to amend must be presented to the Board of Directors prior to March 1st of any such year in order that it may be presented at the annual meeting for that year.

DATED this 18th day of March, 1986.

WITNESS the seal of the Corporation.



President



Secretary

BY-LAW NUMBER TWO

A By-law respecting the borrowing of money and the issue of securities by
DELHI & DISTRICT MINOR HOCKEY ASSOCIATION

Be it enacted by the Directors of **DELHI & DISTRICT MINOR HOCKEY ASSOCIATION**

..... as a Special By-law of the said Corporation as follows:

The Directors of the Corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, sell or pledge debt obligations of the Corporation, including without limitation, bonds, debentures, notes or other similar obligations of the Corporation whether secured or unsecured;
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any such debt obligations or any money borrowed, or other debt or liability of the Corporation;
- (d) delegate to such one or more of the officers and Directors of the Corporation as may be designated by the Directors all or any of the powers conferred by the foregoing clauses of this By-law to such extent and in such manner as the Directors shall determine at the time of each such delegation.

Passed by the Directors and sealed with the Corporation's seal
this 18th day of March, 19 86.



[Signature]
.....
PRESIDENT

[Signature]
.....
SECRETARY

BY-LAW NUMBER THREE

A By-law relating generally as to distribution of property on dissolution of

DELHI & DISTRICT MINOR HOCKEY ASSOCIATION

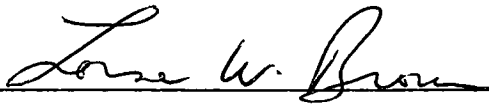
BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of **DELHI & DISTRICT MINOR HOCKEY ASSOCIATION** as follows: Upon the dissolution of the Corporation and after the payment of all its debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to the recreation committee of the Township of Delhi or its successor to be used for the general purposes of such committee or successor.

DATED this 18th day of March, 1986.

WITNESS the seal of the Corporation.



President



Secretary