Minor Oaks Hockey Association

BY-LAW No.1 of Minor Oaks Hockey Association Inc.

(Revised May 2013)

1. NAME AND PURPOSE

1.1. Name. The organization shall be known as Minor Oaks Hockey Association Inc. (the "Corporation").

1.2. Objects. The objects of the Corporation, as set out in the Letters Patent, are:

1.2.1. To establish, maintain and conduct an athletic club and to promote among the Members of the Corporation and others an interest in athletic games, recreation and sports; and

1.2.2. To promote games and sports and in particular, the game of hockey, and to arrange matches and competitions and to offer to grant and contribute towards prizes, awards and distinctions; and receive and acquire and hold gifts, donations, legacies and devices.

2. VALUES STATEMENT

2.1. Values. The following statement encompasses the pillars upon which sport in our community is organized and played and the overriding principles governing the organization of the Corporation and the operation of its hockey programs. These values must be maintained in a strong, consistent fashion. They are the foundation of the Players Bill of Rights and the basis for our Code of Conduct that governs Member participation on a day-to-day basis. The Corporation's values may be stated in the following way:

To play our game as a team, and conduct ourselves both on and off the ice, at all times with a sense of fair play, consistent with the principles of good sportsmanship, with dedication and commitment and in the spirit of friendly competition, while being gracious in victory as well as defeat.

3. CORPORATE SEAL AND REGISTERED OFFICE

3.1. Seal. Until changed by the Board, the corporate seal of the Corporation shall be in the form impressed in the margin hereof.

3.2. Office. The registered office of the Corporation shall be in the Town of Oakville in the Regional Municipality of Halton, in the Province of Ontario and at such location therein as the Board may from time to time determine.

4. MEMBERSHIP

4.1. General Membership in the Corporation shall be comprised of the following classes:

4.1.1. General Member;

4.1.2. House League Member; and

4.1.3. Town Rep Member.

Membership in the Corporation shall be limited to persons who meet the qualification of one or more of the above classes. For greater certainty, provided the qualifications for membership are met, there shall be no restriction on any person being a Member of more than one class described above.

4.2. **Membership Year.** The membership year for each Member of the Corporation shall commence upon valid registration for the upcoming hockey season and terminate at the earliest of (i) the conclusion of the annual meeting of the Members at the end of the hockey season, or, if such meeting is not held in a timely manner, (ii) the start of the subsequent hockey season, or, (iii) where membership is solely as a result of a parent(s) having a child or children playing in the MOHA, the date on which the last of all such parent's/parents' children playing in the MOHA sign a card to play for another organization. The registration date shall be set annually by the Board of Directors.

4.3. **Membership Dues.** Membership dues shall be determined by the Board of Directors.

4.4. **Termination of Membership.** Membership in the Corporation shall not be transferable and shall cease where a Member:

4.4.1. Resigns;

4.4.2. Dies;

4.4.3. Fails to pay required membership dues; or

4.4.4. Contravenes the conditions of membership

Members may resign from the Corporation by submitting a written resignation to the Secretary.

4.5. **General Members.** The General Members of the Corporation shall be limited to:

4.5.1. Each Officer and Director of the Corporation;

4.5.2. Individuals who are selected by the Board of Directors, based on the individual's long and distinguished contribution to the Corporation (for the purposes of this By-Law, such persons shall be called "Life Members"); and

4.5.3. Any other interested person who has made a significant contribution to the Corporation and who has been approved for membership in that year by the Board of Directors.

4.6. **House League Members.** The House League Members of the Corporation shall be limited to:

4.6.1. Any players registered for House League hockey during the current season;

4.6.2. Each parent or guardian of any player registered for House League hockey during the current season; and

4.6.3. All team officials, league officials, and referees registered for House League hockey for the current season.

4.7. **Town Rep Members.** The Town Rep Members of the Corporation shall be limited to:

4.7.1. Any players registered for Town Rep hockey during the current season;

4.7.2. Each parent or guardian of any player registered for Town Rep hockey during the current season; and

4.7.3. All team officials, league officials, and referees registered for Town Rep hockey for the current season.

4.8. **Class Voting.** For greater certainty and notwithstanding that an individual may belong to more than one membership class described above, he or she shall be entitled to only one vote on any matter to be decided by the entire membership and only one vote on any matter to be decided by any class or classes of Members. Any Member of a class may vote on an issue before that class even if that Member is also a Member of another class.

4.9. **Voting on Class Specific Issues.** Membership class-specific issues shall be voted upon only by Members of the specific class and general Members.

4.10. **Membership Rights and Responsibilities.** Members of the Corporation have the following rights and responsibilities:

4.10.1. To vote on any issue of general concern to the Corporation, if the Member is over the age of eighteen (18) years;

4.10.2. To pay any membership dues levied by the Corporation; and

4.10.3. To abide by the Letters Patent, this By-Law, the Players Bill of Rights, the Code of Conduct, other by-laws of the Corporation and the rules and regulations pertaining to the playing of hockey throughout the Corporation from time to time established by the Board of Directors.

5. DIRECTORS

5.1. **Number and Quorum.** The minimum number of Directors shall be 15 (fifteen) and the maximum number of Directors shall be 30 (thirty), inclusive of the Officers who shall also be Directors pursuant to Section 5.4 of this By-Law No.1. The maximum number of Directors is 30 (thirty) until changed by a two-thirds (2/3's) vote of the Members that are present at a duly constituted meeting of the Members. Two-fifths (2/5's) of the number of Directors so determined shall constitute a quorum for the transaction of business at any meeting of Directors, unless the Board or Members specify a greater number of Directors as quorum.

5.2. **Rotating Directors.** The Directors shall be elected and shall retire on a rotation basis.

5.3. **Qualification.** No person shall be qualified to be a Director if:

5.3.1. He or she is less than eighteen (18) years of age;

5.3.2. He or she is of unsound mind and has been so found by a Court in Canada or elsewhere;

5.3.3. If he or she has the status of bankrupt (personal); or

5.3.4. At the time immediately prior to being elected as a Director, he or she is not and has not been a Member of the Corporation.

5.4. **Officers.** The President, the Vice President(s) (House League), the Vice President(s) (Town Rep) and the Treasurer of the Corporation shall be Directors of the Corporation by virtue of their office.

5.5. **Election and Term of Office.** Subject to Sections 5.3 and 5.4, the Directors shall be elected at each annual meeting of the Members of the Corporation by plurality vote and each Director shall hold office until the close of the third annual meeting following his or her election provided that if an election of Directors is not held at an annual meeting of the Members, the Directors then in office shall continue in office until their successors are elected. Retiring Directors are eligible for re-election.

5.6. **Vacation of Office.** A Director ceases to hold office if he or she dies, is removed from office by the Members, ceases to be qualified for election as a Director or resigns by a written resignation received by the Secretary of the Corporation. A written resignation of a Director becomes effective at the time it is received by the Secretary of the Corporation, or at the time specified in the resignation, whichever is later. Any Director who is absent at any three (3) meetings of the Board of Directors may be removed by the Board of Directors.

5.7. **Removal of Directors.** The Members may by two-thirds (2/3's) vote at an annual or special meeting of the Members remove any Director from office. A vacancy created by the removal of a Director may be filled at the meeting of the Members at which the Director is removed. It is expected that every Director shall participate in the administration of the Corporation by undertaking unpaid administrative roles in the Corporation. Any Director who does not, in good faith and with a view to actually helping out in a productive manner, volunteer to take an unpaid administrative role (other than a coaching position) may be removed by a two-thirds (2/3's) vote of the Board of Directors.

5.8. **Vacancies.** Subject to the Act, a majority of Directors present at a meeting of Directors may fill a vacancy among the Directors. A Director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

5.9. **Action by Directors.** The Board shall manage or supervise the management of the business and affairs of the Corporation. The powers of the Directors may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Directors. Where there is a vacancy in the case of the Board of Directors, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

5.10. **Place of Meetings.** Meetings of the Directors may be held at any place in Ontario.

5.11. **Calling of Meetings.** Meetings of the Directors shall be held at such time and place as the President or any five (5) Directors may determine.

5.12. **Notice of Meeting.** Notice of the time and place of each meeting of Directors shall be given to each Director by telephone or e-mail not less than 48 hours before the time of the meeting or the meeting or by written notice not less than four days before the day of the meeting and need not specify the purpose of or the business to be transacted at the meeting. Meetings of the Directors may be held at any time without notice if all the Directors have waived or deemed to have waived notice.

5.13. **First Meeting of New Board.** No notice shall be necessary for the first meeting of newly-elected Directors held immediately following their election at a meeting of Members.

5.14. **Adjourned Meeting.** Notice of an adjourned meeting of Directors is not required if the time and place of the adjourned meeting is announced at the original meeting.

5.15. **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings and shall designate the place and time at which such meetings are to be held. A copy of any resolution of Directors fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting.

5.16. **Chairperson.** The President, or in his or her absence a Director chosen by the Directors at the meeting, shall be the Chairperson of any meeting of Directors.

5.17. **Voting at Meetings.** Questions arising or decision to be taken at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of vote, the Chairman of the meeting, in addition to his or her original vote, shall have a second or casting of vote.

6. COMMITTEES

6.1. **Standing Committees.** The Board shall appoint and approve by majority vote the following standing Committees:

6.1.1. Executive Committee

6.1.2. Nomination and Election Committee

6.1.3. Discipline Committee

6.1.4. Coaches Selection (House League) Committee

6.1.5. Coaches Selection (Town Rep) Committee

6.1.6. House League Committee

6.1.7. Town Rep Committee

6.1.8. Sponsorship Committee

6.2. **Other Committees of Directors.** The Board may establish any ad hoc committee of the Corporation in addition to the Standing Committees. An ad hoc committee will have the powers and duties as determined by the Board.

6.3. **Committee Membership.** Any Member of the Corporation is eligible to serve on any committee of the Corporation other than the Executive Committee. The Board of Directors shall determine the composition of all Committees, subject to any requirements specific to a Committee as set out in this By-Law, and subject to the requirement that the Chairperson of each Committee be a Director or a Member in good standing approved by the Board of Directors, with the exception of the Discipline Committee and the Sponsorship Committee which shall both have a Director as Chairperson.

6.4. **Transaction of Business.** The powers of a committee appointed by the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all Members of the committee entitled to vote on that resolution at a meeting of the committee. Minutes (where recorded, failing which, a written summary of matters considered and decisions taken) of all committee meetings shall be delivered to the Secretary of the Corporation within one week of each committee meeting, at which time they shall be stored at the Head Office of the Corporation. Upon request, these materials shall be made available for review by the Directors at the Head Office.

6.5. **Executive Committee.** The Executive Committee shall have and may exercise any powers of the Board in the management and conduct of the affairs of the Corporation, subject to any directions or restrictions, if any, contained in this By-Law or imposed from time to time by the Board. The Executive Committee shall be chaired by the President and shall consist of the following persons, who must all be Directors:

6.5.1. The President

6.5.2. The Vice President(s) (House League)

6.5.3. The Vice President(s) (Town Rep)

6.5.4. The Treasurer

6.5.5. The Chair of Discipline

6.5.6. One (1) at large representative as appointed annually by the Directors, excluding the persons noted above; and

6.5.7. Such other at large representatives as the Board may deem appropriate.

6.5.8. Reference in the By-Law to the "Executive" shall mean and refer to Members of the Executive Committee.

6.6. **Nomination and Election Committee.** The Nomination and Election Committee shall administer the nomination and election procedures of the Corporation and, where appropriate, shall propose revisions to the nomination and election procedures to the Board of Directors. Any Member of the Nomination and Election Committee running for election to any office of the Corporation shall resign from the Nomination and Election Committee immediately upon accepting a nomination for an elected office of the Corporation.

6.7. **Discipline Committee.** There shall be one (1) Discipline Committee with representation from both House League Members and Town Rep Members. The Chair of this Committee shall be appointed by the President and approved by the Board of Directors. The Discipline Committee shall be responsible for disciplining and/or suspending Members, players, coaches, managers, team officials, and parent/guardians for action arising out of breaches of the policies, rules and regulations of the Corporation including but not limited to, the Players Bill of Rights, Conflict of Interest Policy, and the Code of Conduct. The Discipline Process, as set by the Board of Directors from time to time, is published on the Corporation's website. Penalties imposed by the Discipline Committee shall be in addition to penalties prescribed in either the playing rules of the Corporation or the Ontario Hockey Federation. The Committee shall include the Referee-in-Chief or his/her delegate, the Vice President(s) (Town Rep) or his/her delegate, the Vice President(s) (House League) or his/her delegate, a minimum of two Directors representing each of the Town Rep Members and the House League and MOHA Members as required (membership to the Committee appointed by the MOHA Discipline Chair) deemed capable of managing the Discipline Complaint Process with fairness and impartiality.

6.8. **Coaches Selection (House League and Town Rep) Committees.** There shall be a separate Coaches Selection Committee for each of the Town Rep and House League. Each Coach Selection Committee shall be responsible for the establishment of the qualifications required and selection of coaches within the league under the jurisdiction of each Committee. Each Committee

shall include the Vice President(s) of the appropriate league and a minimum of two Directors representing Members of the appropriate league.

6.9. House League Committee. The House League Committee shall manage the House League Hockey program and shall include:

6.9.1. The Vice President(s) (House League),

6.9.2. At least one House League Director; and

6.9.3. One representative of players in each of the separate levels (e.g. Red/MD, White and Blue, but not by age group) of House League play from time to time established by the House League Committee.

The representation at each of the playing levels noted above may be satisfied by convenors convening at such level.

6.10. Town Rep Committee. The Town Rep Committee shall manage the Town Rep Hockey program and shall include:

6.10.1. The Vice President(s) (Town Rep),

6.10.2. At least one Town Rep Director,

6.10.3. One representative of Members playing at the "AAA" level;

6.10.4. One representative of Members playing at the "AA" level;

6.10.5. One representative of Members playing at the "A" level;

6.10.6. One representative of Members playing at the "AE" level, and

6.10.7. The Town Rep Ice Scheduler.

The representation at each of the playing levels noted above may be satisfied by convenors convening at such levels.

6.11. Procedure. Unless otherwise determined by the Board or this By-Law, each Committee shall have the power to fix its quorum and to regulate its own procedures, subject at all times to Board ratification and approval of decisions proposed by such Committee.

7. OFFICERS

7.1. Election and Term of Office. Aside from the Secretary and the Immediate Past President, the Board of Directors, pursuant to applicable corporate law, may allow for the election of Officers at the meeting of the Members of the Corporation. Where the Officers are not elected, the Board of Directors shall appoint the Officers of the Corporation by majority vote.

7.1.1. Term of Office. Each Officer shall hold office until the earlier of (i) the close of the second annual meeting following his or her election or appointment or (ii) until they resign, are removed from office or no longer qualify to serve as an Officer.

7.1.2. Qualification. No person shall be qualified to be an Officer if he or she is:

7.1.2.1. Less than eighteen (18) years of age;

7.1.2.2. Found of unsound mind by a Court in Canada or elsewhere;
7.1.2.3. Bankrupt (personal);
7.1.2.4. Not a Member of the Corporation;
7.1.2.5. Has a real or perceived conflict of interest that the Board of Directors determines would undermine or materially negatively effect the person's ability to fulfill the Officer's role and responsibilities, or:
7.1.2.6. Has not entered an Officer's Agreement with the Corporation.

7.1.3. Officers. The Officers of the Corporation shall be:

7.1.3.1. The President
7.1.3.2. The Past President
7.1.3.3. The Vice President(s), the number as set by the Board of Directors, of House League
7.1.3.4. The Vice President(s), the number as set by the Board of Directors, of Town Rep
7.1.3.5. The Treasurer

7.1.4. Additional Appointments. The Board of Directors by majority vote shall appoint Members of the Corporation to hold the following positions. The qualification for such appointments are the same as those for Officers of the Corporation. Each appointee shall hold the position until the earlier of (i) the close of the third annual meeting following his or her appointment or (ii) until they are removed from the office by the Board of Directors by majority vote.

7.1.4.1. The Referee-in-Chief
7.1.4.2. The Secretary
7.1.4.3. The Town Rep Ice Scheduler

7.2. The President. The President, who must be a qualified Member, shall:

7.2.1. Be responsible for the general supervision of the affairs of the Corporation;

7.2.2. Shall sit on the Executive Committee; and

7.2.3. Perform any other duties that are assigned to the President by the Board.

7.3. Vice Presidents (Generally). Each Vice President(s), who must be qualified Members, shall sit on those Committees designated in Section 6 and shall perform the duties that are assigned to each Vice President(s) by the President or the Board.

7.4. Vice President(s) (House League). In addition to the duties prescribed in Section 7.3, the Vice President(s) (House League) shall be responsible generally for the supervision, administration and development of the House League hockey program of the Corporation. The Vice President(s) (House League) shall have both the right and the obligation to appoint head or Senior Convenors to assist him or her with these duties, with the Board of Directors having the right to approve such appointees. Only in the limited and specific event that the Vice President(s) (House League) do not appoint any such Senior Convenors generally shall the Directors have the right to make such appointments directly.

7.5. Vice President(s) (Town Rep). In addition to the duties prescribed in section 7.3, the Vice President(s) (Town Rep) shall be responsible generally for the supervision, administration and development of the Town Rep hockey program of the Corporation.

7.6. Secretary. The Secretary shall be appointed by the Board and shall:

7.6.1. Give, or cause to be given all notices required to be given to Members, Directors, Auditors and Members of Committees;

7.6.2. Attend and be Secretary of all meetings of Members and Directors and record the minutes of all proceedings at these meetings;

7.6.3. Be the custodian of the corporate seal of the Corporation and of all records, books, documents and other instruments belonging to the Corporation; and

7.6.4. Perform any other duties that are assigned to the Secretary by the President or the Board.

The Secretary shall not vote in such capacity at any meetings, including at meetings of the Executive Committee, unless otherwise qualified to vote at any meeting of the Board or its Committees by virtue of being a Director (at a meeting of the Board) or a Member of such Committee. In the event that the Secretary is not present at such meeting, the Chair of such meeting shall designate a substitute.

7.7. Treasurer. The Treasurer shall:

7.7.1. Collect accounts and properly record all financial transactions of the Corporation;

7.7.2. Pay all accounts of the Corporation, by cheque and upon approval of the Executive Committee;

7.7.3. Submit monthly financial statements to the Directors and, when required by the Board, an account of all transactions as Treasurer and/or of the financial position of the Corporation; and

7.7.4. Perform any other duties that are assigned to the Treasurer by the President or the Board.

7.8. Immediate Past-President. The Immediate Past-President shall be the person who held the office of President immediately prior to the current President and shall advise the Officers and Directors to ensure continuity from year to year, for a term not to exceed one (1) year.

7.9. Referee-in-Chief. The Referee-in-Chief shall:

7.9.1. Be responsible for recruiting, training, supervising, disciplining and removing the House League and Town Rep referees;

7.9.2. Be responsible for the assignment of referees to hockey games; and

7.9.3. Perform any other duties that are assigned to the Referee-in-Chief by the President or the Board.

7.10. Succession. The order of succession where an Officer for any reason is unable to attend to his or her duties will be President, Vice President(s) (House League), Vice President(s) (Town Rep), Treasurer, Secretary. A majority of Directors present at a meeting of Directors must fill a vacancy among the Officers within 30 days. An Officer filling a vacancy holds office until the next annual meeting of the Members of the Corporation.

7.11. Removal of Officers. The Board may by two-thirds (2/3's) vote at a meeting of the Directors to remove any Officer from office. A vacancy created by the removal of an Officer may be filled in order of succession pursuant to Section 7.10 or by a Director selected by majority vote of the Board. An Officer selected by majority vote of the Board holds office until the next annual meeting of the Members of the Corporation.

8. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1. Indemnification of Directors and Officers. Subject to the provisions of the Act, the Corporation shall indemnify and save harmless the Directors and Officers, their heirs, executors and administrators, and estates and effects respectively from time to time from and against:

8.1.1. 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 or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution in good faith of the duties of his or her office; and

8.1.2. All other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own wilful neglect or default.

8.2. Insurance. The Corporation may purchase and maintain insurance for the benefit of any person referred to in Sections 5 or 7 to the extent permitted by the Act.

9. CONDITIONS OF MEMBERSHIP

9.1. Conditions of Membership. As a condition of membership, each Member is required to follow and be bound by all of the policies of the Corporation and its governing bodies including but not limited to the Code of Conduct, Conflict of Interest Policy, and the Players Bill of Rights in order to sustain membership in the Corporation. The Code of Conduct, Conflict of Interest Policy, and the Players Bill of Rights shall be posted on the Corporation's website and may be amended by the Board of Directors.

9.2. Employees. Each employee of the Corporation is required to follow and be bound by the Code of Conduct, Conflict of Interest Policy, and the Players Bill of Rights. A Member of the Board of Directors shall not be a full or part time employee of the Corporation during his/her term of office.

9.3. Conflict of Interest. A Director, Officer or employee of the Corporation who, or whose spouse or family member, is a party to, or is a Director, or Officer of or has a material interest in, any entity who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or its Members or suppliers in relation to the activities of the Corporation shall disclose the nature and extent of his or her interest to the Executive Committee and/or Board of Directors as soon as the individual becomes aware of the contract or transaction. No interested Officer or Director shall vote on such a transaction or any matter in which such Officer or Director would have a conflict of interest because of the existence of the transaction or participate in discussion of it. If the Officer, Director or employee discloses his or her interest, the Officer, Director or employee shall not be accountable to the Corporation for any benefit realized from the contract or transaction from the date of disclosure on forward. If an Officer or Director fails to disclose an interest as required by this clause that person shall account for and reimburse the Corporation for all benefits realized, directly or indirectly, from the contract or transaction and shall be subject to any legal proceeding the Executive Committee and/or Board of Directors deems proper.

9.4 Change in Membership Status. Any matter regarding a Member whose conduct may be considered to be contrary to the Corporation's Code of Conduct, Conflict of Interest Policy, Player Bill of Rights or any policy of the Corporation shall be referred to the Discipline Committee for further consideration.

10. MEETINGS OF THE MEMBERS

10.1. Annual Meetings. The annual meeting of the Members shall be held in Ontario, at a time in each year as the Board of Directors may determine, for the purpose of receiving the reports and statements required to be placed before the Members at an annual meeting, electing Directors and Officers, appointing an Auditor, and for the transaction of any other business which may properly be brought before the meeting.

10.2. Other Meetings. The Directors shall have power at any time to call a special meeting of the Members to be held at a time and place, in Ontario, as may be determined by the Board of Directors.

10.3. Notice of Meetings. Notice of the time and place of a meeting of the Members shall be given, by sending it by mail or e-mail, not less than 10 days nor more than 50 days before the meeting, to each Member of the Corporation, to each Director and to the Auditor of the Corporation to the last address or e-mail address as shown on the books of the Corporation. Notice of a meeting of the Members at which special business is to be transacted shall state or be accompanied by a statement of the nature of the business in sufficient detail to permit Members to form a reasoned judgment thereon and shall include the text of any special resolution or by-law to be submitted to the meeting. All business transacted at a meeting of the Members, except consideration of the minutes of an earlier meeting, the financial statements and Auditor's Report, election of Directors and Officers and reappointment of the incumbent Auditor, shall be deemed to be special business.

10.4. Chairman. The President, a person appointed by the President, or in his or her absence a person chosen by a vote at the meeting, shall be Chairman of meetings of Members.

10.5. Scrutineers. At each meeting of Members one or more scrutineers, who need not be Members, may be appointed by a resolution or by the Chairman with the consent of the meeting.

10.6. Quorum. Two Members present in person and being entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Members.

10.7. List of Members. The Corporation shall prepare a list of Members, arranged in alphabetical order and showing the class of membership, which list shall be prepared at the close of business on the day immediately preceding the day on which the notice is given, or where no notice is given, on the day on which the meeting is held. A person named in this list, who is over the age of eighteen (18) years, is entitled to vote according to the class shown opposite his or her name at the meeting to which the list relates.

10.8. Nominations. The Nominations and Elections Committee, as approved by the Board of Directors, shall establish rules pertaining to the nomination and election of positions which are up for election at any meeting. The Nominations and Elections Committee shall establish a date by which nominations shall be received and the manner in which such nominations shall be presented. Nominations shall not be accepted from the floor at any such meeting.

10.9. Proxy Holders. Voting by proxy at any meeting of the Members is permissible. The form and process for accepting eligible proxies is set by the Board of Directors. Each Member requesting the use of proxy may obtain a copy of their personal form of proxy at the MOHA head office during regular business hours after a date set by the Board of Directors. The Member requesting use of proxy must return their personal proxy to the attention of the Secretary at the MOHA head office on or before 48 hours prior to the meeting of the Members, excluding weekends and holidays. A proxy must be retrieved and returned to the attention of the Secretary directly by the Member at the MOHA head office upon providing valid identification.

10.10. Votes to Govern. Subject to the Act, the Letters Patent of the Corporation and as hereafter provided at all meetings of Members, every question shall be decided by a majority of the votes cast and entitled to be cast on the question, either by a show of hands or by ballot and including

any votes cast in an advanced poll in accordance with Section 10.13. In case of an equality of votes, a Chairman of the meeting shall have a second or casting vote. The election of Directors and Officers of the Corporation shall be decided by a plurality of the votes cast and entitled to be cast on the question, either by a show of hands or by ballot and including any votes cast in an advance poll in accordance with Section 10.13.

10.11. Show of Hands. Voting at a meeting of the Members shall be by show of hands, except where a ballot is demanded by a Member entitled to vote at the meeting or where required by a Chairman. A ballot may be demanded either before or after any vote by a show of hands. Upon a show of hands, every person who is present and entitled to vote; shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot is required or demanded, an entry in the minutes of a meeting of Members to the effect that the Chairman declared a motion to be carried is admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. A demand for a ballot may be withdrawn at any time prior to taking of a poll on the ballot.

10.12. Ballots. If a ballot is demanded or required, the vote upon the question shall be taken in such manner as the Chairman of the meeting shall direct.

10.13. Advanced Polls. The Corporation may, in accordance with any recommendation made by the Nomination and Election Committee, hold one or more advanced polls prior to any general or special meeting at which Members may cast votes on matters to be voted on. The procedures for such advanced poll shall be determined from time to time by the Nomination and Election Committee. All votes cast at an advanced poll shall be counted and any vote taken, whether by a show of hands or by ballot, at the meeting in respect of which such advance poll was held shall include all votes cast in such advanced poll in accordance with the instructions of the Member casting his or her vote in such advanced poll.

10.14. Adjournment. The Chairman of any meeting of the Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the same from time to time and from place to place. If a meeting of Members is adjourned for less than thirty days, it is not necessary to give notice of the adjourned meeting other than by announcement at the earliest meeting that it is adjourned. If a meeting of Members is adjourned by one or more adjournments for an aggregate of thirty days or more, notice of the adjournment meeting shall be given as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

11. NOTICES

11.1. General. A notice or document required by the Act, the regulations there under, the articles or the by-laws of the Corporation to be sent to a Member or Director of the Corporation may be sent by prepaid mail addressed to, or may be delivered personally or by e-mail to, the Member at his or her latest address as shown in the records of the Corporation or to the Director at his or her latest address as shown in the records of the Corporation. A notice or document if mailed to a Member or Director of the Corporation shall be deemed to have been given when deposited in a post office or public letter box, or when sent via e-mail. If the Corporation sends a notice or document to a Member in accordance with this section and the notice or document is returned on three consecutive occasions because the Member cannot be found, the Corporation is not required to send any further notices or documents to the Member until he or she informs the Corporation in writing of his or her new address. The Corporation may, instead of having to send material, post materials related to any such notice on its website.

11.2. Omission and Errors. The accidental omission to give any notice or to send any document to any Member, Director or other person or the non-receipt of any notice or document by any Member, Director or other person or any error in a notice or document not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

11.3. Waiver of Notice. Notice may be waived or the time for 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 objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12. BUSINESS OF THE CORPORATION

12.1. Borrowing. The Board of Directors may:

12.1.1. Borrow money on the credit of the Corporation;

12.1.2. Issue, sell or pledge securities of the Corporation;

12.1.3. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, 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 Corporation;

12.1.4. Delegate the powers under this clause to an Officer or Officers of, the Corporation as the Board of Directors considers appropriate.

12.2. Bank Accounts, Cheques, Drafts and Notes. The Corporation's bank accounts shall be kept with such chartered bank or banks, trust company or trust companies or other firm or corporation carrying on a banking business as the Board may by resolution from time to time determine.

12.3. Banking. The Board shall designate the Officers and any other persons who are authorized to transact the banking affairs of the Corporation. The resolution shall provide to the designated Officer of other person the power:

12.3.1. To operate the Corporation's accounts with the financial institution;

12.3.2. To make, sign, draw, accept, endorse, negotiated, lodge, deposit or transfer any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

12.3.3. To issue receipt for and orders with respect to the property of the Corporation;

12.3.4. To execute any agreements with respect to the banking affairs of the Corporation;

12.3.5. To authorize any Officer of the financial institution to do any act or thing on the Corporation's behalf to facilitate the banking affairs.

The securities of the Corporation shall be deposited for safekeeping with one or more financial institutions or securities dealer, as the Board may, from time to time determine.

12.4. Execution of Instruments. All instruments in writing to be entered into by the Corporation shall be signed by any two Officers of the Corporation or otherwise as the Board of Directors may from time to time determine by resolution. Any instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Any signing officer may affix the corporate seal to any instrument requiring the same. The term "instruments in writing" as used herein shall, without limiting the generality therefore, include contracts, documents, power of attorney, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or moveable), agreements, tenders, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and

assignments of shares, stocks, bonds, debentures or other securities, instruments of proxy and all paper writing.

12.5. Agents and Employees. The Board may appoint any agents and retain any employees that it considers necessary. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the Board. The remuneration for any agents or employees shall be fixed by the Board by resolution. The resolution shall be effective on the date set out in the resolution

12.6. Fiscal Year. Until changed by resolution of the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of April each year.

12.7. Financial Statements. Financial statements shall be prepared separately for House League hockey and Town Rep hockey. Audited statements shall be prepared on a combined basis.

12.8. Auditors. The Board shall recommend the appointment of an auditor at the annual meeting of the Members of the Corporation.

12.9. Honorariums. The Board may fix honoraria for services performed for the Corporation. All such honoraria shall be approved in advance on an annual basis by the Directors.

12.10. Reserves. The Board shall manage the financial affairs of the Corporation with the aim of maintaining financial strength and prudence by keeping a reserve fund of at least $150 per player, adjusted annually for inflation after the year 2008, or such higher amount as may be deemed reasonable in the circumstances by the Board.

12.11. Zero-Based Budgeting. The Board shall operate the Corporation on a zero-based budgeting basis, so that any amounts unexpected from budgeted accounts are returned to the Corporation's general funds each year.

12.12. Capital Expenditures Limit. Any expenditure for capital items in excess of $100,000 as calculated annually, on a cumulative basis, must be approved in advance by a vote of the Members at a properly held meeting of the Members convened with due notice for the purpose of considering such expenditure.

13. INTERPRETATION

13.1. General. In this By-Law, whenever the context requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and masculine gender shall include the feminine and neuter genders wherever reference is made to any determination or other action by the Directors, this reference shall mean determination or other action by or pursuant to a resolution passed at a meeting of the Directors, or by or pursuant to a resolution consented to by all the Directors as evidenced by their signatures thereto.

13.2. Specific. In this By-Law and other by-laws and resolutions of the Corporation, the following terms shall have the following meanings unless the context requires otherwise:

13.2.1. "Act" means the Corporations Act (Ontario), R.S.O. 1990,c. C-38. and every other Act or Statue incorporated therewith or amending the same, or any Act or Statue substituted therefore;

13.2.2. "Board" means the Board of Directors of the Corporation;

13.2.3. "Code of Conduct" means the Code of Conduct established for all Members of the Corporation as set out in By-Law No. 3 of the Corporation, as the same may be amended, supplemented or replaced from time to time with the approval of the Members of the Corporation by special resolution in accordance with Section 14 of the By-Law;

13.2.4. **"Letters Patent"** means the Letters Patent dated the 19th day of April, 1979 incorporating the Minor Oaks Hockey Association Inc and the Revival Order dated the 13th of January, 1997, as the same may be amended or supplemented from time to time;

13.2.5. **"Member"** means a Member of the Corporation in good standing;

13.2.6. **"MOHA"** means the Corporation; and

13.2.7. **"Players Bill of Rights"** means the Players Bill of Rights as set out in By-Law No. 2 of the Corporation, as the same may be amended, supplemented or replaced from time to time with the approval of the Members of the Corporation by special resolution in accordance with Section 14 of this By-Law. Unless the context otherwise requires, all other words used in the By-Law shall have the meanings given to such words in the Act.

13.3. **Paramountcy.** The By-Law No. 1 supersedes and replaces:

13.3.1 All previous organizational By-Laws of the Corporation; and

13.3.2 All other By-Laws of the Corporation to the extent only the same are inconsistent with this By-Law.

14. AMENDMENTS

Amendments. By-Law No. 1, 2, and 3 of the Corporation may be enacted, repealed, amended added to or re-enacted by the Board in accordance with the provisions of the Act if approved by at least two-thirds (2/3's) of the votes cast at a general or special meeting of the Members of the Corporation.