



Collingwood Minor Hockey Association Constitution and Bylaws

Approved September 2025

GENERAL OPERATING BY-LAW NO. 3

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

COLLINGWOOD MINOR HOCKEY ASSOCIATION
(an Ontario Association)
(the "Association")

INDEX

Section 1 - INTERPRETATION

1.01 Definitions

1.02 Interpretation

Section 2 - GENERAL

2.01 Registered Office

2.02 Execution of Documents

2.03 Board Policies

2.04 Mission, Aims, and Objectives

2.05 Affiliations

2.06 Association Branding

Section 3 - FINANCIAL MATTERS

3.01 Financial Year

3.02 Banking Arrangements

3.03 Auditor and Financial Review

3.04 Annual Financial Statement

Section 4 - MEMBERS

- 4.01 Classes and Conditions of Membership
- 4.02 Member In Good Standing
- 4.03 Rights of Voting Members
- 4.04 Rights of Non-Voting Members
- 4.05 Term and Renewal of Membership
- 4.06 Membership Dues
- 4.07 Termination of Membership
- 4.08 Discipline of Members

Section 5 - MEETINGS OF MEMBERS

- 5.01 Meeting of Members
- 5.02 Annual General Meeting
- 5.03 Special Meetings
- 5.04 Place of Meetings
- 5.05 Special Business
- 5.06 Notice of Meetings
- 5.07 Record Date
- 5.08 Waiving Notice
- 5.09 Persons Entitled to be Present
- 5.10 Chairperson of the Meeting
- 5.11 Quorum
- 5.12 Meetings by Telephone or Electronic Means
- 5.13 Voting at Meetings
- 5.14 Voting Right Suspended
- 5.15 Votes to Govern
- 5.16 Rules of Order
- 5.17 Adjournment

Section 6 - DIRECTORS

- 6.01 Powers

- 6.02 Number & Composition
- 6.03 Qualifications
- 6.04 Election & Term
- 6.05 Nomination of Directors
- 6.06 Ceasing to Hold Office
- 6.07 Resignation
- 6.08 Removal
- 6.09 Filling Vacancies
- 6.10 Remuneration and Expenses of Directors
- 6.11 Remuneration of Officers, Agents, Employees
- 6.12 Delegation of Committees
- 6.13 Executive Committee

Section 7 - MEETING OF DIRECTORS

- 7.01 Place of Meeting
- 7.02 Calling of Meetings
- 7.03 Notice of Meetings
- 7.04 Waiving of Notice
- 7.05 First Meeting of New Board
- 7.06 Regular Meetings
- 7.07 Quorum
- 7.08 Meeting by Telephone or Electronic Means
- 7.09 No Alternate Directors
- 7.10 Chairperson of the Meeting
- 7.11 Voting
- 7.12 Dissent of Meeting
- 7.13 Dissent of Absent Director
- 7.14 Resolutions In Writing
- 7.15 Meetings In Camera
- 7.16 Disclosure of Interest

- 7.17 Confidentiality
- 7.18 Rules of Order

Section 8 - OFFICERS

- 8.01 Officer Positions
- 8.02 Qualifications, Election, Appointment and Term
- 8.03 Remuneration of Officers

Section 9 - PROTECTION OF DIRECTORS, OFFICERS, AND

- 9.01 Duties of Directors and Officers
- 9.02 Limitation of Liability
- 9.03 Indemnity of Directors and Officers
- 9.04 Insurance
- 9.05 Advances

Section 10 - NOTICES

- 10.01 Method of Giving Notice
- 10.02 Computation of Time
- 10.03 Undelivered Notices
- 10.04 Omissions and Errors
- 10.05 Waiver of Notice

Section 11 - AMENDMENTS

- 11.01 Amendments of Articles
- 11.02 Amendments of By-Laws

Section 12 - IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

- 12.01 Repeal of Former General Operating By-Law

GENERAL OPERATING BY-LAW NO. 3

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

COLLINGWOOD MINOR HOCKEY ASSOCIATION
(an Ontario Association)
(the "Association")

WHEREAS the Association was granted Letters Patent by the Government of Ontario under Part III of the Corporations Act (Ontario) on the 25th day of September, 2026

AND WHEREAS as a result of the Not-for-Profit Corporations Act, 2010 (Ontario) being proclaimed into force on October 19, 2021, it is necessary to replace the By-laws of the Association with General Operating By-law No. 2 of July 2022 herein;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Association as follows:

SECTION 1 **INTERPRETATION**

1.01 Definitions

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

- (a) "Act" means the Not-for-Profit Corporations Act, 2010, S.O. 2010, Chapter 15, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association.
- (c) "Board" means the board of directors of the Association.
- (d) "By-law" or "By-laws" means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force and effect.
- (e) "Director" means a member of the Board.
- (f) "Member" means a member of the Association.
- (g) "Members" or "Membership" means the collective membership of the Association.
- (h) "Officer" means an officer of the Association.

- (i) “Ordinary Resolution” means a resolution that is submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members.
- (j) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (j) “Special Resolution” means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in the person’s capacity as trustee, executor, administrator, or other legal representative;
- (d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (e) the By-laws of the Association shall be interpreted in accordance with and subject to the purposes of the Association, which purposes for purposes of this By-law are incorporated by reference and made a part hereof; and
- (f) 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.

SECTION 2

GENERAL

2.01 Registered Office

The registered office of the Association shall be situated in Ontario at the location specified in the Articles. The Directors may change the location of its registered office within a municipality or geographic township by resolution. The Members may change the municipality or geographic township in which its registered office is located in another place in Ontario by Special Resolution.

The Association may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Association shall be the custodian of the corporate seal.

2.02 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its Officers. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

2.03 Board Policies

The Board may adopt, amend, or repeal such board policies that are not inconsistent with By-laws of the Association relating to the management and operation of the Association as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

2.04 Mission, Aims, and Objectives

- (a) The purpose of the Association is to organize, develop and promote minor ice hockey for the youth of the Town of Collingwood including:
 - (b) The aims and objectives are as follows
 - (i) The opportunity for all eligible individuals to participate in recreational house/local league ice hockey, and to provide community-based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play;
 - (ii) The development of and participation in representative ice hockey and provide the opportunity to participate at the highest competitive level;
 - (iii) To instill in all players, coaches, managers and members associated

with the CMHA good sportsmanship, correct and proper behaviour on and off the ice, respect for authority and team play;

(iv) 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.

2.05 Affiliations

The association shall have the following affiliations:

- a) the Association shall be a member of the OMHA and through the OMHA, shall be a member of Hockey Canada and the Ontario Hockey Federation (OHF)
- b) the Association shall operate in cooperation with the York Simcoe Minor Hockey League(YSMHL)
- c) the Association shall operate in cooperation with Georgian Bay Triangle Local League (GBTLL)
- d) the Association shall operate in cooperation with the Georgian Bay Minor Hockey Leag(GBMHL)

2.06 Association Branding

This organization shall be known as the "Collingwood Minor Hockey Association", member of the Ontario Minor Hockey Association. Reference to this association shall be referenced as "CMHA" in this constitution and in policies and procedures of the association.

- (a) The insignia shall appropriately depict the CMHA via a visual image. Any change to the Insignia must be supported by the board of Directors and adopted at the AGM
- (b) Team Colors: The CMHA and team colors shall be approved by the executive committee for rep teams and for local league teams.
- (c) Official Teams' Name: The CMHA official names for the teams will be "The Collingwood Jr. Blues".Any changes to the official name must be supported by the executive committee and adopted at the AGM.
- (d) Uniforms and Association Apparel: Team uniforms and associated apparel must be consistent with the name, insignia and colours of the association.

SECTION 3 **FINANCIAL MATTERS**

3.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Association shall be the 30th day of April in each year. For greater certainty, changes to the financial year end shall be subject to approval of the Canada Revenue Agency under the *Income Tax Act*.

3.02 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or Association carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) Officers of the Association and/or other persons as the Board may from time to time designate, Direct or authorize.

3.03 Auditor and Financial Review

- (a) Unless otherwise permitted by the Act, the Members shall, by Ordinary Resolution at each annual meeting, appoint an auditor to hold office until the next following annual meeting in accordance with the Act to conduct an audit in respect of the Association's financial year. If the Association's annual revenue in a financial year is more than \$500,000 (or such other prescribed amount in the Regulations), the Members may, by extraordinary resolution, have a review engagement instead of an audit in respect of the Association's financial year. If the Association's annual revenue in a financial year is \$500,000 or less (or such other prescribed amount in the Regulations), the Members may, by extraordinary resolution, not appoint an auditor and not have an audit or a review engagement in respect of that financial year. Extraordinary resolution means a resolution that is, (a) submitted to a special meeting of the members of a Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or (b) consented to by each Member of the Association entitled to vote at a meeting of the Member or the Member's attorney.

- (b) The auditor must meet the qualifications in the Act, including being independent of the Association and its affiliates, as well as the Directors and Officers of the Association and its affiliates. The Directors may fill any casual vacancy in the office of the auditor to hold office until the next following annual meeting. The remuneration of the auditor may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

3.04 Annual Financial Statements

The Association shall send copies of the annual financial statements and other documents referred to in subsection 84(1) of the Act to all Members who have informed the Association that they wish to receive a copy of those documents not less than 21 days (or the prescribed 5 days under the Regulations) before the day, or such other period as required by the Act or the Regulations, on which an annual meeting of Members is held on or before the day on which a written resolution in lieu of an annual meeting is signed.

An annual financial report will be provided for approval by membership at the AGM.

SECTION 4 **MEMBERS**

4.01 Classes and Conditions of Membership

(a) Pursuant to the Articles there shall be 2 classes of members in the Association, Voting and Non-Voting Members.

(b) Voting Members:

- (i) all elected or appointed Directors or officials, and all convenors, coaches, referees, managers, trainers and any recognized Association volunteer appointed for the current season, and all registered players who are at least 18 years of age;
- (ii) any (1) parent and/or legal guardian designated in writing of registered players where the registered player is under 18 years of age. For clarity, in the case of a split family or joint custody arrangement, the parent who has paid the required fees will be the parent entitled to vote as a member.
- (iii) individuals who have been granted Honorary Lifetime membership. Honorary Lifetime Membership Honorary Lifetime membership may be granted to an individual who has Rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Lifetime members by any member of the Association and the granting of Honorary Lifetime membership must be confirmed by a majority vote of the Board of Directors.

(c) Non-voting Members:

- (i) all registered players who are under 18 years of age;
- (ii) any other person designated in writing by the Association as a volunteer, whether or not that volunteer receives remuneration from the Association;
- (iii) honorary executive members;

- (iv) and employees of the Association, whom do not meet the qualifications of being eligible as a Voting member.
- (d) The minimum requirements for an individual to be admitted as a Member of the Association shall be set by the Board of Directors and described in board policy.
- (e) Membership shall be divided into subcategories of membership for the purpose of prescribing applicable administrative procedures, including prescribed membership forms, and assessing applicable Membership dues, as more particularly described below and in accordance with the board policies as adopted by the Board from time to time.

4.02 Member in Good Standing

A Member who meets all of the following requirements is a Member in good standing:

- (a) respects and submits to the procedures of the Corporation;
- (b) continues to meet all conditions of Membership as set out in Section 4.01; and
- (c) pays in full and not be in arrears of membership dues and assessments and or training determined by the Board from time to time, if applicable

4.03 Rights of Voting Members

All Voting Members in good standing shall have the following rights:

- (a) To receive notice of meetings of Members,
- (b) To attend, speak at meeting of Member and exercise one (1) vote;
- (c) To have additional rights and privileges as determined by the Board from time to time.

4.04 Rights of Non-Voting Members

As set out in the Articles, Non-Voting Members are not entitled to receive notice of, or to attend or vote at meetings of Members.

4.05 Terms and Renewal of Membership

- (a) Save and except for individuals who have been granted Honorary Lifetime membership, the term of Members shall be in effect for a period of one year from the **1st day of August to the 31st day of July in the following calendar year.**
- (b) All Members, except those individuals who have been granted Honorary Lifetime membership, shall be required to renew their annual Membership by paying the applicable Membership dues, unless otherwise decided by a majority vote of the board. Prior to the expiry of the Membership term, all

Members shall be required to renew their annual Membership by paying the applicable Membership dues and completing the Membership renewal process as determined by the Board. The Membership status of a Member may be renewed if the Board is satisfied that:

- (i) the Member has paid all applicable dues and completed all required documentation, training, and assessments as determined at the discretion of the board, OMHA, OHF, and Hockey Canada, and
- (ii) the Member continues to meet all of the qualifications requirements set out in Section 4.01

4.06 Membership Dues

The Directors may require Members to pay annual membership, registration fees, or additional fees from time to time and such fee may be varied or may be as set for particular competitions, activities or programs of the Association as determined by the Board of Directors. The Board of Directors may determine the manner in which the fees are collected.

- (a) Additional fees such as (team fees, tournament fees) and any additional team fees will be determined by each team management in accordance with policies and procedures of the Association.
- (b) an increase of more than 15% to annual registration fees or any program fees must first be Voted by the Members at the Annual General Meeting.

4.07 Termination of Membership

Membership in the Association is terminated when:

- (a) the Member fails to maintain all of the conditions for membership set out in Article. 4.01
- (b) the Member resign;
- (c) the Member is removed by the Board in accordance with Section 4.09,
- (d) the Member fails to pay membership dues, if applicable;
- (e) the Members' term of membership expires, if applicable; or
- (f) the Association is liquidated or dissolved under the Act.

Pursuant to the Act, Membership in the Association is not transferable except to the Association. Subject to the Articles, upon any termination of membership, all rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable, provided that the Board may in its discretion

subsequently reappoint such an individual as a committee member if the Board deems it appropriate in the circumstances.

4.08 Discipline of Members

The Board may suspend or remove any Member from the Association for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or policies of the Association;
- (b) violating the Code of Conduct;
- (c) using the Collingwood Jr. Blues logo without written permission from the Association
- (d) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion; or
- (e) for any other reason that the Board in its sole and absolute discretion considers to be reasonable having regard to the purposes of the Association.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Association, the process shall be done in good faith and in a fair and reasonable manner that aligns with the discipline policies and procedures of the association and its affiliates.

Any discharged member or member who was the subject of a disciplinary investigation, will not be able to run for an elected position for the period of two (2) years following discharge, and where applicable will only be permitted to re-apply for other positions within the CMHA in accordance with Security Check policies, Coach Selections' policies and other applicable policies, by-laws and constitutional conditions.

SECTION 5 **MEETING OF MEMBERS**

5.01 Meeting of Members

A "meeting of Members" or "Members' meetings" shall include an annual general meeting of Members and any special meeting of Members.

5.02 Annual General Meeting

An annual meeting of Members (AGM) shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held, no earlier than April 30th and not later but no later than 6 months after the end of the Association's preceding financial year.

The annual meeting shall be held for the purpose of considering the financial statements and reports of the Association required by the Act to be presented at the meeting, electing Directors, appointing the auditor and transacting such other business as may properly be brought before the meeting or is required under the Act.

5.03 Special Meetings

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members are special business, except the following: consideration of the financial statements; consideration of the audit or review engagement report, if any; an extraordinary resolution to have a review engagement instead of an audit or not have an audit or a review engagement; election of Directors; and reappointment of the incumbent auditor or person appointed to conduct a review engagement.

- (a) The Directors may at any time by resolution of the Board call a general meeting of the members for the transaction of any business, the general nature of which is specified in the notice calling the meeting can be called.
- (b) The membership may also cause a meeting to be held. In order to do so not less than one-tenth of the members of the association entitled to vote at the meeting proposed to be held, may request the directors to call a general meeting of the members for any purpose connected with the affairs of the association providing it is not inconsistent with the *Ontario Not for Profit Corporations Act, 2010*
- © If the members call a meeting, they do not have to submit an agenda but they must make clear, in writing, the purpose and reason for the meeting. The Executive will within seven (7) days of the request set the agenda and cause the meeting to be held within a 30 day period of the membership request.

5.04 Place of Meetings

Meetings of Members may be held at any place within Ontario as the Board may determine or outside Ontario if all of the Members entitled to vote at such a meeting agree. A Member who attends a meeting of Members held outside Ontario is deemed to have agreed to it being held outside Ontario except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

5.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members are special business, except the following: consideration of the financial statements; consideration of the audit or review engagement report, if any; an extraordinary resolution to have a review engagement instead of an audit or not have an audit or a review engagement; election of Directors; and reappointment of the incumbent auditor or person appointed to conduct a review engagement.

5.06 Notice of Meetings

- (a) Notice of the time and place of a meeting of the Members shall be given not less than 21 days and not more than 50 days before the meeting, to each Member entitled to receive notice of the meeting, each Director and the auditor of the Association or the person appointed to conduct a review engagement of the Association in accordance with the manner provided in Section 5.07 of this By-law. Notwithstanding the foregoing, a notice of a meeting of Members does not need to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.
- (b) If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- © Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting.
- (d) Notice of meeting of Members must include the date, time, and location of the meeting and must be given by minimum of two, and once a week for at least 3 weeks prior to the number of days set out in 5.06(a) of the following methods
 - (i) sending the notice by e-mail to each registered member in good standing,
 - (ii) distribution to each registered player member through the Team Officials notice of the meeting in conjunction with
 - (iii) posting such notice on the appropriate Bulletin Boards mounted in facilities leased by the Association for its' activities, where permitted; or
 - (iv) by entering such notice in or on the Web site, social media or other digital platform maintained by the Association.

Pursuant to this By Law no inadvertent error or omission in giving notice of any Annual General Meeting or General Meeting or any adjourned Meeting, whether Annual or General, 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.

5.07 Record Date

The Directors may fix a date as the record date for determining Members entitled to receive notice of or to vote at a meeting of the Members or determining Members for any other purpose; provided that the record date must not be more than 50 days before the day of the event or action to which it relates.

- (a) Individuals, who are members of the Association at least 35 days in advance of any General Meeting or the members of the Association, are entitled to notice of and to vote at such General Meeting of members. Any individual who is not a member at least 35 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the registration date has been established.
- (b) the record date for the members for any other purposes shall be at the close of business on the day on which the directors pass the relevant resolution.

5.08 Waiving Notice

A Member and any other person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.09 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the auditor of the Association (or the person who has been appointed to conduct a review engagement, if any) and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members. Any member who carries a voting right as set out in section 4.01(b) has the right to address the meeting through the Chair, provided proper decorum and courtesy is observed by such member and the appropriate rules of order are followed. Any member in attendance at a meeting who does not carry a voting right may address the meeting only on request to the Chair, and a ruling by the Chair may not be challenged.

5.10 Chairperson of the Meeting

The chairperson of Members' meetings shall be the president, or the vice-president if the president is absent or unable to act. In the event that the president and the vice-president are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.10 Quorum

- (a) A quorum at any meeting of the Members is (unless a greater number of Members are required to be present by the Act) a simple majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

- (i) For the purpose of determining quorum, a Member may be present in person or by telephonic and/or by other electronic means.

5.11 Meetings by Telephonic or Electronic Means

If the Association chooses to make available a telephonic or electronic means that permits all persons entitled to attend a meeting of Members to reasonably participate, then the said meeting of Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A meeting of Members held in these manners must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of the Act to be present in person at the meeting. A meeting of the Members held in these manners is deemed to be held at the place where the registered office of the Association is located.

5.12 Voting at Meetings

Any member in attendance at a member meeting shall be required to register at the designated area prior to the commencement of the AGM. Any member not registering in the fashion designated by the Board for the meeting shall not be issued any voting rights at said meeting.

On attendance in person at any member meeting, the members in good standing as set out in 4.02 shall vote in the prescribed manner and form. There will be no voting permitted via proxy votes.

- (a) at all Meetings of Members, 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 favour of or against the motion.
- (b) Ballots - On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the meeting may require a ballot or any Member entitled to vote on such a question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.
- (c) Voting by telephonic or electronic means - If the Association chooses to make available a telephonic or electronic means for voting, a vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

Any challenge to the tally of voting results must be tabled on the floor at the time of the announcements of the results. The person(s) challenging the tally will then be permitted to scrutinize the ballots in the presence of those tallying the votes and the **past President**, only.

5.13 Voting Rights Suspended

Any member who is not in good standing for any reason shall not have voting rights and such rights shall be considered suspended until such time as the member is in good standing.

5.14 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws, policies, or by the Act, be determined by a majority of the votes cast on the question. The chairperson of the meeting may vote at the first instance. In case of an equality of votes, the Chairperson of the meeting shall not have a second or casting vote.

5.15 Rules of Order

The chairperson of the meeting shall conduct the meeting and, determine the procedure to be followed at the meeting. Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, or policies set out by the Association shall be determined by the chairperson of the meeting.

The Order of Business at the Annual General Meeting shall be generally as follows unless amended by the executive committee prior to the said meeting:

- (a) Call to Order
- (b) Acceptance of Previous AGM Member Minutes
- (c) Finance Report
- (d) Approval of Financial Statements
- (e) Ratification of the appointment of the auditor for the fiscal year
- (f) Amendments to the Constitution and/or By-Laws, Letters of Patent
- (g) President's Report
- (h) Other Director's Reports – receiving reports of the activities of the Association during the preceding year
- (i) Election of Officers
- (j) Any other important business of the association will be dealt with (correspondence, old business, etc.)
- (k) Member business
- (l) Adjournment

5.16 Adjournment

- (a) The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time.
- (b) If the meeting is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, no notice of such adjournment need be given other than by announcement of all of the following at the time of the adjournment:
 - (i) the time of the continued meeting;

- (ii) if applicable, the place of the continued meeting; and
- (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

(c) If a meeting of Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be in the manner as if it is an original meeting.

(d) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

SECTION 6 **BOARD OF DIRECTORS**

6.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Association.

A director must always act for the good of the Corporation. It does not matter what the personal opinions or feelings of a director may be, but when a director is at a Board meeting considering matters and voting, their voting must, to the best of their ability and experience, be cast in a manner which assists or is the best for the Corporation.

The Board of Directors' executive committee can develop policies, procedures and rules of operations and manuals in order to guide the day-to-day operations of the CMHA, providing such matters are consistent with the policies and practices of the Ontario Minor Hockey Association and Hockey Canada, as applicable.

6.02 Number and Composition

- (a) The Board shall consist of the minimum and maximum of number of directors specified in the Articles plus, the president, and past president. The precise number of Directors on the Board shall be determined from time to time by the Members by Special Resolution or, if the Special Resolution empowers the Directors to determine the number of the Directors, by resolution of the Board
- (b) The Board shall include the following (13) Directors:
 - (i) president;
 - (ii) past-president;
 - (iii) vice president;

- (iv) rep convener;
- (v) LL convener;
- (vi) CHIPS convener;
- (vii) finance;
- (viii) sponsorship;
- (ix) tournaments;
- (x) equipment
- (xi) communications
- (xiii) risk management
- (xiv) training & development

No member of the board shall hold more than one position on the board at any one time. However, board members may be members of more than one standing sub-committee or ad hoc committee established for a specific goal.

6.03 Qualifications

- (a) Each Director shall meet all of the following qualification requirements:
 - (i) is an individual who is at least 18 years of age, has not been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property; has not been found to be incapable by any court in Canada or elsewhere, does not have the status of a bankrupt.
 - (ii) is a Member of the association at the time of election, and during the terms of office; whom has served , during any of the previous 2 years immediately preceding the election, as a member of a standing sub-committee of the Association, or, in the alternative, as a Coach, Manager, Assistant Coach, Trainer, Head Coach, convenor or Honorary Life Member
 - (iii) have served, during any of the two years immediately preceding the election, as a member of a standing sub-committee of the Association or, in the alternative, as a coach, manager, assistant coach, trainer, Association head coach, convener, or is an Honorary Lifetime Member;
 - (iv) provide a police vulnerable sector check prior to acting as a Director;

- (v) completes the Gender Identity Training and Respect In Sport; in addition to any Additional requirements as required from time to time.
- (vi) agrees to abide by the provisions in the Articles and By-Laws, policies and procedures of the Association; and.
- (vii) maintain confidentiality as to what transpires at a Board of Directors meeting

Failure to meet any of the qualifications will require temporary suspension from the position until the condition(s) is met.

- (b) The Board may adopt policies from time to time to govern the composition of the Board, including but not limited to regional diversity, personal skills, and needs of the Association. Copies of such policies shall be available to Members upon request.

6.04 Election and Term

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Directors is required.
- (b) To be elected to the office of President, a candidate, during the year immediately preceding the election, must have served as a member of the executive committee. If no candidate(s) are available from the executive committee, then the candidate must have served as a member of the board in the last 2 years.
- © A Director not elected for an expressly stated term ceases to hold office at the close of the first (1st) annual meeting of Members following the Director's election. If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) There is no maximum term of office for a Director and as such, a Director will be eligible for re-election on a consecutive basis thereafter provided that such Director continues to meet the qualification requirements to be a Director.

In order to implement the provisions of this bylaw, the team of all incumbent Directors of this association at the date of adoption of this bylaw, shall expire and terminate on the date of the Annual General Meeting next following the date of implementation of the bylaw.

6.05 Nomination of Directors

Subject only to the Act and the Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors of the Association. Nominations of persons for election to the Board may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of

Directors:

- (a) by or at the direction of the Board, including pursuant to a notice of meeting, in accordance with such nomination policies of the Associations that may be in place from time to time;
- (b) by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the Act, or a requisition of the Members made in accordance with the Act; or
- © by any person who intends to nominate from the floor at a Members meeting (“Nominating Member”): (A) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the Association’s membership records being entitled to vote at such meeting; and (B) who complies with the notice procedures set forth below.
 - (i) Timely Notice - In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice not less than 7 days prior to the date of the meeting of Members in proper written form to the Director of Communication of the Association at the registered office of the Association.
 - (ii) Proper Form - To be in proper written form, a Nominating Member’s notice to the Communications Director must set forth (i) the name, address, occupation of the nominee and any other information confirming that the person meets all of the qualification requirements of Directors; and (ii) the name and address of the Nominating Member giving the notice and confirmation that the person has the right to vote at the meeting of Members where election is to be held. The Association may also require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Association to determine the eligibility of such proposed nominee to serve as a Director of the Association.
 - (iii) Eligibility - No person shall be eligible for election as a Director of the Association unless nominated in accordance with the provisions of this Section 6.06. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section 6.06 and, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.
 - (iv) Delivery of Notice - Notwithstanding any other provision of this By-law, notice given to the Director of Communications of the Association pursuant to this Section 6.06 may only be given by personal delivery, or by email (at such email address as stipulated from time to time by the Director of Communication of the Association for purposes of this notice).
 - (v) Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section.

6.06 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with Section 6.09, or no longer fulfils all of the qualifications to be a Director set out in Section 6.03 as determined in the sole discretion of the Board.

6.07 Resignation

A resignation of a Director becomes effective at the time a written resignation is received by the Association or at the time specified in the resignation, whichever is later. A Director who has resigned may not submit to the Association a written statement pursuant to section 27 of the Act.

6.08 Removal

The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. A Director who is being removed or has been removed may no not submit to the Association a written statement pursuant to section 27 of the Act.

6.09 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Directors may fill a vacancy in the Board, except if there has been a failure to elect the number or minimum number of Directors provided for in the Articles.

If there is not a quorum of Directors or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall without delay call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. Notwithstanding the foregoing, a vacancy among the Directors is not required to be filled if the vacancy results

6.10 Remuneration and Expenses of Directors

The Directors/Executive members shall receive no remuneration for acting as such. No Director shall directly or indirectly receive any profit from the Director's position, but such prohibition does not prevent reasonable remuneration for expenses of Directors/Executives expended on business matters of the Corporation as approved by the Board from time to time.

6.11 Remuneration of Officers, Agents, Employees

Subject to the Articles, the Directors of the Association may fix the reasonable remuneration of the Officers, committee members and employees of the Association and may delegate any or all of this function as it determines to be appropriate. However, no Officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Officer, committee member or employee of the Association may receive reimbursement for their expenses incurred on behalf of the Association

in their respective capacities as an Officer, committee member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

6.12 Delegation of Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

- (a) Discharge of an appointed/approved member of a standing committee can be made by the board by majority vote after recommendation by the chair of that committee.
- (b) The chairs of standing sub-committees shall normally be the Director responsible for that portfolio of operations within the CMHA, or where necessary due to circumstances, another CMHA executive member from the elected directors of CMHA.
- © The chairperson of the standing committees shall be empowered to conduct the usual business of their committees and shall report on this business to the Board of Directors at the regular executive committee meetings.
- (d) Additional committees may be formed by the executive committee of CMHA for various purposes. The structure and mandates for these committees will be for a term determined by the Executive Committee in order to meet the needs of the CMHA. Such committees are not standing sub-committees of CMHA, unless specifically formed as such and passed by formal motion at the executive committee.

6.13 Executive Committee

Subject to the Act, the board may appoint an Executive Committee of Directors, consisting of the President, Vice President, Communications, Finance and Risk Management. and delegate to the executive committee any of the powers of the Board, except the following matters which are prohibited By subsection 36(2) of the Act to be delegated by the Board.

- (a) To submit to the Members any question or matter requiring the approval of the Members;
- (b) To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Association;
- © To appoint additional Directors;
- (d) To issue debt obligations except as authorized by the Directors;
- (e) To approve any financial statements under section 83 of the Act;
- (f) To adopt, amend or repeal By-laws; or

(g) To establish contributions to be made, or dues to be paid, by Members under section 86 of the Act.

Unless otherwise determined by the Board, the executive committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

SECTION 7 **MEETING OF DIRECTORS**

7.01 Place of Meetings

Meetings of the Board may be held at the head office of the Association or at any other place within or outside of Canada, as the Board may determine.

7.02 Calling of Meetings

Meetings of the Board may be called by the president, the vice-president or any two (2) Directors at any time.

7.03 Notice of Meetings

(a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.01 of this By-law to every Director of the Association not less than 48 hours before the time when the meeting is to be held. Notwithstanding the foregoing, a notice of a meeting of Directors need not specify the place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

(b) Notice of the time and place for meetings shall be given by the secretary of the communications sub committee to each Association Board member at least seven (7) days prior to the meeting date. A notice of special meetings called by the president will be given at least two (2) days in advance. Notwithstanding the foregoing, a notice of a meeting of Directors need not specify the place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.

© Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all of the following are announced at the time of an adjournment:

- (i) the time of the continued meeting;
- (ii) if applicable, the place of the continued meeting; and

- (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

7.04 Waiving of Notice

A Director may waive notice of a Board meeting, and attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends a Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

7.05 First Meeting of a New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

7.06 Regular Meetings

The Board may appoint a day or days in any month for regular meetings of the Board at a place and hour to be named. A minimum of (8) meetings a year will be held. A copy of any resolution of the Board fixing the place and time of such 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, except that a notice must be provided to specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting. For greater certainty, the list of matters referred to in subsection 36(2) are set out in Section 6.13 above.

7.07 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with Section 6.02. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

7.08 Meeting by Telephone or Electronic Means

A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A meeting of Directors held in these manners must ensure that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present in person at the meeting.

7.09 No Alternate Directors

No person shall act for an absent Director at a Board meeting.

7.10 Chairperson of the Meeting

The chairperson of Board meetings shall be the president, or the vice-president if the president is absent or unable to act. In the event that the president and the vice-president are absent, the Directors who are present shall choose one of their number to chair the meeting.

7.11 Voting

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. The chairperson of the meeting may vote at the first instance. In case of an equality of votes, the chairperson of the meeting shall not have a second or casting vote.

7.12 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director's dissent is entered in the minutes of the meeting
- (b) the Director requests that the Director's dissent be entered in the minutes of the meeting;
- © the Director gives the Director's dissent in writing to the secretary of the meeting before the meeting is terminated; or
- (d) the Director submits (in such manner required by the Act and the Regulations) the Director's dissent immediately after the meeting is terminated to the Association;

provided that a Director who votes for or consents to a resolution may not dissent.

7.13 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes the Director's dissent to be placed with the minutes of the meeting; or
- (b) submits (in such manner required by the Act and the Regulations) the Director's

dissent to the Association.

7.14 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or committee of Directors, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

7.15 Meetings In Camera

Where matters confidential to the Association are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person.

7.16 Disclosure of Interest

- (a) Pursuant to the Act, a Director of the Association shall disclose, at the time and in the manner required by the Act, in writing to the Association or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or transaction or proposed material contract or transaction with the Association if the Director:
 - (i) is a party to such material contract or transaction or proposed material contract or transaction with the Association;
 - (ii) or is a director or an officer of, or has a material interest in, any person who is a party to such material contract or transaction or proposed material contract or transaction with the Association.
- (b) In this Section, "material" shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be made by the Board from time to time.
- (c) The chairperson of Board meetings shall request any Director who has made a disclosure referred to in Section 7.16(a) to be absent during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

7.17 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Association. All materials whether in print or electronic format shall be the property of the Association and every Director, Officer, committee member, employee or volunteer shall, when requested by the Association, return or destroy such materials upon termination of their association with the Association.

7.18 Rules of Order

The chairperson of the meeting shall conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Any questions of procedures at or for any meetings of the Directors, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of Robert's Rules of Order.

SECTION 8 **OFFICERS**

8.01 Officer Positions

The Officers of the Corporation shall be those described in 6.02(b) .

8.02 Qualifications, Election, Appointment and Term

- (a) All Officers shall be Directors.
- (b) A Director who has completed a term in the position of president shall become the past president ex officio and remain a Director.
- © In addition to the qualification requirements of paragraph 6.03(a), to be elected to the office of President, a candidate, during the year immediately preceding the election, must have served as a member of the executive committee. If no candidate(s) are available from the executive committee, then the candidate must have served as a member of the board within the last 2 years.
- (d) The president for the purposes of the Act shall be the chair.

The duties of the Officers shall be designated by the Board from time to time. The Board may delegate to the officers the power to manage the affairs of the Corporation. Notwithstanding the election of the officers pursuant to paragraph 6.02(a), the Board from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officers.

8.03 Remuneration of Officers

The remuneration of any Officers appointed by the Board shall be determined in accordance with Section 6.11.

SECTION 9 PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS

9.01 Duties of Directors and Officers

Every Director and Officer in exercising such a person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Association shall comply with the Act, the Regulations, Articles, By-laws and policies of the Association.

9.02 Limitation of Liability

No Director or Officer 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 other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the money of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

9.03 Indemnity of Directors and Officers

Subject to the Act, the Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association or another individual who acts or acted at the Association's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses,

including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other action or proceeding in which the individual is involved because of that association with the Association or other entity if,

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

The Association may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

9.04 Insurance

Subject to the Act, the Association shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Association pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Association; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request;

9.05 Advances

The Association may advance money to a Director, Officer or other individual for the costs, charges and expenses of an action or proceeding for which indemnity is provided by the Association pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 9.03(a) and Section 9.03(b)

SECTION 10 **NOTICES**

10.01 Method of Giving Notice

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, email or other electronic means to such Member at the Member's latest address as shown in the records of the Association.

10.02 Computation of Time

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

10.03 Undelivered Notices

If any notice given to a Member is returned because such Member cannot be found, the Association shall not be required to give any further notices to such Member until such Member informs the Association in writing of the Member's new electronic or mailing address.

10.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

10.05 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION 11 **AMENDMENTS**

11.01 Amendments of Articles

Subject to the Act, the Board may from time to time enact By-laws relating in any way to the Association or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution of the Members.

11.02 Amendments of By-laws

Subject to the Act, the Board may from time to time enact By-laws relating in any way to the Association or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution of the Members.

SECTION 12 **IDENTIFICATION AND REPEAL OF FORMER BY-LAWS**

12.01 Repeal of Former General Operating By-law

- (a) The “Constitution and Bylaws” effective as of June, 2018, are hereby repealed and replaced by General Operating By-law herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Association.
- (b) The said repeal of the “Constitution and Bylaws” shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members’ resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Association this 25 day of September, 2025.

President: Dave Epp

Communications Director : Jen Percy Cain

CONFIRMED by the Members of the Association this 25 day of September, 2026.

Communications Director Jen Percy Cain