



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

(Revised May 22, 2019)

1. DEFINITIONS

- 1.1. CORPORATION shall mean the Minor Oaks Hockey Association Incorporated (MOHA), also operating as the Oakville Rangers Hockey Club (ORHC);
- 1.2. SEAL shall be the known as the stamp that is available at the CORPORATIONS' office;
- 1.3. AGM shall be known as the Annual General Meeting;
- 1.4. Volunteers shall be known as anyone who makes a valued contribution to the CORPORATION as defined by a list maintained by the Nominations and Elections Committee and approved by the Board of Directors;
- 1.5. OMHA shall be known as the Ontario Minor Hockey Association;
- 1.6. OHF shall be known as the Ontario Hockey Federation.

2. NAME AND PURPOSE

- 2.1. **Name:** The CORPORATION shall be known as Minor Oaks Hockey Association (also operating as the Oakville Rangers Hockey Club (ORHC))
- 2.2. **Objects:** The objects of the CORPORATION, as set out in the Letters Patent, are:
 - 2.2.1. 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
 - 2.2.2. 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.

3. VALUES STATEMENT

To promote the sport of hockey which emphasizes the concept of team play and conduct at all times in the spirit of friendly competition consistent with the principles of good sportsmanship.

- 3.1. This statement encompasses the pillars upon which sport in our community is organized and embodies the principles governing the CORPORATION and the operation of its hockey programs.
- 3.2. These values must be maintained in a strong and consistent fashion.
- 3.3. These values 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.

4. CORPORATE SEAL AND REGISTERED OFFICE

- 4.1. **Seal:** Until changed by the Board, the corporate seal of the CORPORATION shall be in the form impressed in the margin hereof.
- 4.2. **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.

5. MEMBERSHIP

5.1. Definition of Membership Classes:

Membership in the CORPORATION shall be limited to persons who meet the qualification of one or more of the following groups:

- 5.1.1. **Board Members** are defined as any individual that is rightfully elected to the Board of Directors for the CORPORATION in a general election;
- 5.1.2. **Executive Members** are defined as any individual that is rightfully elected to an Executive position by the Membership of the CORPORATION, except for the Operations Manager;
- 5.1.3. **Paying Customers** shall consist of any person who registers a player(s) for a hockey season and is limited to one (1) vote per registered player each Membership Year;
- 5.1.4. **3rd Party Contractors of the CORPORATION** shall consist of but are not limited to referees and timekeepers, etc....;
- 5.1.5. **Volunteers** shall be classified as per 1.4;
- 5.1.6. **Employees of the CORPORATION** will be defined as any individual who is employed by the CORPORATION.

5.2. Eligibility to Vote

5.2.1. Voting Members shall consist of the following:

- i) Members of the Board;
- ii) Members of the Executive;
- iii) Paying Customer;
- iv) Employees of the CORPORATION.

5.2.2. All Eligible Voting Members will have the ability to vote on all items brought forth by the CORPORATION at the AGM or by special Other Meetings.

5.3. **Membership Year** for all Members of the CORPORATION shall commence upon valid registration for the upcoming hockey season and terminate at the conclusion of the AGM.

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

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

- 5.5.1. Resigns;
- 5.5.2. Dies;
- 5.5.3. Fails to pay required membership dues; or
- 5.5.4. Contravenes the conditions of membership

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

5.6. **Membership Rights and Responsibilities.** Members of the CORPORATION have the following rights and responsibilities:

5.6.1. To vote at the AGM and Other Meetings (As per 5.2.1) on any issue of general concern to the CORPORATION, if the Voting Member is eighteen (18) years of age and over. Items may include but are not limited to the following:

- i) **Elections of Board and Executive Members;**
- ii) **Approval of Audited Annual Financial Statements;**
- iii) **Appointment of auditors;**
- iv) **Approval of changes in By-laws.**

5.6.2. To pay any membership dues levied by the CORPORATION; and

5.6.3. 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.

5.7. 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.

6. BOARD OF DIRECTORS

6.1. Composition of the Board. The number of Directors shall be between seven (7) and thirteen (13) with one (1) position held by the President. The number of directors can be changed by a two-thirds (2/3) vote of the Voting Members that are present at a duly constituted meeting of the Members.

6.2. The President, who must be a qualified Member, shall be elected by general election at the AGM. In the event of an unforeseen vacancy, the Board may elect an interim President to serve until the next AGM.

The responsibilities of the President include but are not limited to:

- 6.2.1.** The general supervision of the affairs of the CORPORATION;
- 6.2.2.** The adherence to rules and regulations of other governing organizations, including the OMHA, Hockey Canada and the OHF;
- 6.2.3.** Be one (1) of the signing Officers of the CORPORATION;
- 6.2.4.** Chair the AGM and Other Meetings of the Members of the CORPORATION;
- 6.2.5.** Chair the Executive Committee; and
- 6.2.6.** Perform any other duties that are assigned to the President by the Board.

6.3. Qualification of Board Members:

- 6.3.1.** Must be eighteen (18) years of age or older;
- 6.3.2.** Must not have been found to be of unsound mind by a Court in Canada or elsewhere;
- 6.3.3.** Must not currently have the status of bankrupt (personal);
- 6.3.4.** Must be a Member of the CORPORATION in good standing;
- 6.3.5.** Can provide a police check confirmation acceptable to the Board of Directors;
- 6.3.6.** Must not concurrently hold any Executive position (with exception of President);
- 6.3.7.** Must not concurrently be a Head Coach of the Organization unless approved by the Board of Directors for the Membership Year.

6.4. Term of Office. Directors shall be elected to a term of at least one (1) year and no longer than three (3) years with the exception of:

- 6.4.1.** The position of President is always elected for a term of three (3) years;
- 6.4.2.** The Board will use their best efforts to fill a vacancy among Board members within thirty (30) days. The Board may by two thirds (2/3) vote appoint a replacement Board member to fill a vacancy. The Board member filling a vacancy cannot hold the vacant position beyond the AGM.

6.5. Election of Office. The open Director(s) positions shall be elected at the AGM of the Voting Members of the CORPORATION by plurality vote.

6.6. Action by the Board. The Board shall monitor and be advised of the ongoing management of the business affairs of the CORPORATION. The Board will among other items also:

- i) Approve major policy decisions of the CORPORATION;
- ii) Participate in strategic planning of the CORPORATION;
- iii) Evaluate Executive Committee Performance;
- iv) Recommend/Appoint/Remove Board and/or Executive Members;
- v) Recommend auditor and approve annual audited financial statements for acceptance by Members;
- vi) Review financial performance, approve the annual budget, registration rate, honorariums, reserves and compensation of the Employees of the CORPORATION
- vii) Approve the annual list of Volunteers (Section 1.4);
- viii) Approve Committee Membership and Head Coach selections as required;
- ix) Reside on at least one (1) Operational Committee (Section 9) excluding the Executive Committee (Section 9.1.1);
- x) Assign duties and responsibilities as they see fit.

6.7 Board Attendance. Board members are expected to attend all meetings for which their duties are assigned to ensure their judgement and expertise contribute to the business affairs of the CORPORATION. Recognizing that all members may not be able to attend all meetings due to conflicts and unforeseen circumstances an attendance rate of 75% has been set to accommodate substantiated absenteeism. Where a Board member fails to attend at least 75% of the meetings of their respective committee during the Membership Year or is absent for 3 consecutive meetings without sufficient explanation regarding their absence, the Board by two-thirds (2/3) vote may remove this Board Member from the Board of Directors.

6.8 Removal: The Board may by two-thirds (2/3) vote remove any Director from office for due cause including but not limited to section 6.7

The powers of the Directors may be exercised at a meeting at which a quorum is present or by resolution in writing and signed by all the Directors entitled to vote on that resolution at a meeting of the Directors.

7. EXECUTIVE

7.1. Composition of the Executive: The Executives of the CORPORATION, with the exception of the Operations Manager, must be recommended to the Membership by the Board with two-thirds (2/3) vote. All Executive positions, with the exception of the Operations Manager, shall commence at the end of the AGM. All Executive positions, with the exception of the Operations Manager and the President, will run for a term of one (1) or two (2) years as indicated by the Board. The Executive will consist of the following positions:

- 7.1.1. The President (Chairperson of the Executive);**
- 7.1.2. Vice President(s) House League [up to 4];**
- 7.1.3. Vice President(s) Town Rep [2];**
- 7.1.4. Vice President of Marketing**
- 7.1.5. Vice President of Sponsorship;**
- 7.1.6. Vice President of Finance;**
- 7.1.7. Operations Manager**

7.2. Qualifications:

- 7.2.1.** Must be eighteen (18) years of age or older;
- 7.2.2.** Must not have been found to be of unsound mind by a Court in Canada or elsewhere;
- 7.2.3.** Must not currently have the status of bankrupt (personal);
- 7.2.4.** Must be a Member of the CORPORATION in good standing;
- 7.2.5.** Can provide a police check confirmation acceptable to the Board of Directors;
- 7.2.6.** Must not concurrently hold more than one (1) Executive position, with the exception of section 7.5.

- 7.3. Vice President(s)** shall sit as Chair of their respective committee as designated by section 9. They will perform the duties as assigned to each Vice President (VP(s)) by the President and/or the Board. The Vice Presidents of the Executive on behalf of the CORPORATION are as follows:
- 7.3.1. Vice President(s) House League (Up to 4).** In addition to the duties prescribed in Section 7.3, the Vice President(s) House League shall be responsible among other things for:
- i) general supervision of the House League hockey program;
 - ii) administration and development of the House League hockey program;
 - iii) have the authority to appoint Managers and Conveners for the House League hockey program with approval by the Board.
- 7.3.2. Vice President (s) Town Rep (Vice President AAA and Vice President AA to AE and MD).** In addition to the duties prescribed in section 7.3., the Vice President(s) Town Rep shall be responsible among other things for the:
- i) general supervision of the Town Rep hockey program;
 - ii) administration and development of the Town Rep hockey program; and
 - iii) have the authority to appoint Conveners/Mentors for the Town Rep hockey program with approval by the Board.
- 7.3.3. Vice President Marketing.** In addition to the duties prescribed in section 7.3, the Vice President of Marketing shall be responsible among other things for the:
- i) coordination of all marketing campaigns for of the CORPORATION; and
 - ii) co-ordinate with the Operations Manager on new initiatives for marketing.
- 7.3.4 Vice President Sponsorship.** In addition to the duties prescribed in section 7.3, the Vice President of Sponsorship shall be responsible among other things for the:
- i) coordination of all sponsorship campaigns for of the CORPORATION; and
 - ii) co-ordinate with the Operations Manager on new initiatives for sponsorship.
- 7.3.5. Vice President of Finance.** In addition to the duties prescribed in section 7.3, the Vice President of Finance shall be responsible among other things to:
- 7.3.5.1.** Oversee the general financial affairs of the CORPORATION which include but are not limited to the collection of accounts, payment of expenses, banking, investment, safekeeping of assets, the proper accounting of all financial transactions of the CORPORATION and any other financial activities as described in section 14;
 - 7.3.5.2.** Be one (1) of the signing authorities of the CORPORATION and pay all accounts of the CORPORATION upon joint approval of another signatory;
 - 7.3.5.3.** Appoint no more than four (4) other signing authorities, two (2) of which must include the President and Operations Manager with the remaining being selected approved by the Board and Executive.
 - 7.3.5.4.** Submit quarterly financial information to the Board of the financial position of the CORPORATION;
 - 7.3.5.5.** Prepare and submit for approval to the Board the annual audited financial statements of the CORPORATION; and
 - 7.3.5.6** Prepare for approval to the Board the annual budget of the CORPORATION.
- 7.4. The Operations Manager** shall be responsible generally for the day to day operations of the CORPORATION including but not limited to:

- 7.4.1. Office operation and staffing;
 - 7.4.2. OMHA, Lake Ontario Region, OHF, Hockey Canada and other related organizations;
 - 7.4.3. League operations for House League, Town Rep and special programs;
 - 7.4.4. Player releases and movement according to the OMHA, Lake Ontario Region and OHF rules and regulations;
 - 7.4.5. Be one (1) of the signing authorities of the CORPORATION.
- 7.5. **Vacancies:** Existing Executive Committee members will fulfill vacant Executive positions until the positions are formally filled in the following order of succession: President, Vice President(s) (House League), Vice President Initiation Program, Vice President(s) (Town Rep), Vice President Sponsorship and Marketing and Vice President of Finance. The Board will use their best efforts to fill a vacancy among Executives within thirty (30) days. An Executive filling a vacancy cannot hold the vacant position beyond the AGM.
- 7.6. **Executive Committee Meeting Attendance.** Executive members are expected to attend all meetings for which their duties are assigned to ensure their judgement and expertise contribute to the business affairs of the CORPORATION. Recognizing that all members may not be able to attend all meetings due to conflicts and unforeseen circumstances an attendance rate of 75% has been set to accommodate substantiated absenteeism. Where an Executive member fails to attend at least 75% of the meetings of their respective committee during the Membership Year or is absent for 3 consecutive meetings without sufficient explanation regarding their absence, the Board by two-thirds (2/3) vote may remove this individual from the Executive Committee.
- 7.7 **Removal:** The Board may by two-thirds (2/3) vote remove any Executive from office for due cause including but not limited to section 7.6.

8. ADDITIONAL APPOINTMENTS

- 8.1. **Additional Appointments.** The Board of Directors may by majority vote appoint Members of the CORPORATION to hold the following positions. The qualification for such appointments are the same as those for Executives of the CORPORATION. Each appointee shall hold the position until the earlier of (i) the close of the second (2nd) annual meeting following his or her appointment or (ii) until they are removed from the office by the Board of Directors by majority vote.
- 8.1.1. **Referee-in-Chief.** The Referee-in-Chief shall among other things:
- 8.1.1.1. Be responsible for recruiting, training, supervising, disciplining and removing the House League and Town Rep referees;
 - 8.1.1.2. Be responsible for the assignment of referees to hockey games; and
 - 8.1.1.3. Perform any other duties that are assigned by the President or the Board.
- 8.1.2. **Secretary.** The Secretary shall be appointed by the Board and shall among other things:
- 8.1.2.1. Give, or cause to be given all notices required to be given to Members, Directors, Auditors and Members of Board Committees;
 - 8.1.2.2. Attend and be Secretary of all meetings of Members and Directors and record the minutes of all proceedings at these meetings;
 - 8.1.2.3. Maintain a Board of Director Attendance Log and provide the GSPC and President with a monthly report.
 - 8.1.2.4. Be the custodian of the corporate seal of the CORPORATION and of all records, books, documents and other instruments belonging to the CORPORATION; and
 - 8.1.2.5. Perform any other duties that are assigned by the President or the Board.
 - 8.1.2.6. In the event that the Secretary is not present at such meeting, the Chair of such meeting shall designate a substitute.
- 8.1.3. **Town Rep/House League Ice Scheduler(s):** The Town Rep/House League Ice Scheduler(s) shall among other things:

- 8.1.3.1. Be responsible for ice scheduling for the CORPORATION's programs throughout the year;
- 8.1.3.2. Be responsible for all communication with the Town of Oakville Permit department;
- 8.1.3.3. Meet with the Vice President of Finance to ensure the proper reconciliation of ice to expenditures; and
- 8.1.3.4. Perform any other duties that are assigned by the President or the Board.

8.1.4. Chair of Dispute Resolution Committee (DRC). The Chair of the DRC shall among other things:

- 8.1.4.1. Act as chairman of the Internal Dispute Resolution Committee (section 9.1.10) and chairman of the External Dispute Resolution Committee (section 9.1.11);
- 8.1.4.2. Act as the authority on the implementation of all OMHA/Lake Ontario Region/OHF/Hockey Canada rules, regulations and policies as well as any appeals to those bodies;
- 8.1.4.3. Be responsible for the co-ordination of any member of the committees during an investigation or dispute situation;
- 8.1.4.4. Be responsible to provide regular updates to the Board and/or Executive in any investigation or dispute; and
- 8.1.4.5. Perform any other duties that are assigned by the President and/or the Board.

8.1.5. Chair of Governance & Strategic Planning Committee (GSPC). The Chair of the GSPC shall among other things:

- 8.1.5.1. Act as chairman of the Governance and Strategic Planning Committee;

Assist in the maintenance of governance protocol by:

- 8.1.5.2. Reviewing governance procedures of the CORPORATION on an ongoing basis to ensure continuous improvement and adoption of best practices;
- 8.1.5.3. Offer advice and be available for consultation to the Board and the Executive for governance policies, procedures, and practices of the CORPORATION;
- 8.1.5.4. Bring to the attention of the Board any actions it has been made aware of that contravene the policies, procedures, By-laws or best practices in operation of the CORPORATION;
- 8.1.5.5. Be responsible for updating the By-laws as approved by the CORPORATION; and
- 8.1.5.6. Perform any other duties that are assigned by the President or the Board.

Assist in the development and maintenance of the strategic plan by:

- 8.1.5.7. Assisting the Board and Executive with the assessment of emerging trends, competitive issues and significant business practices in effort to approve appropriate strategic, financial, capital expenditures and other initiatives to address the needs of the immediate operating year and long-term strategic plan;
- 8.1.5.8. Assist the Board with the establishment of goals and objectives for the strategic plan; and
- 8.1.5.9. Assist the Board with measurement and evaluation of goals and objectives towards strategic plan

8.1.6. Chair of Nominations and Election Committee. The Chair of the Nominations and Elections Committee shall among other things:

- 8.1.6.1. Act as chairman of the Nominations and Elections Committee (Section 9.1.9);
- 8.1.6.2. Be responsible to carry out elections for positions of the CORPORATION as described in section 12.8;
- 8.1.6.3. Be responsible for the preparation of postings for available positions and other

- matters for presentation to the Members of the CORPORATION;
- 8.1.6.4.** Responsible for organizing polls, advance polls (section 12.13) and ballots;
- 8.1.6.5.** Co-ordinate Volunteer list eligibility to be approved by the Board for voting purposes (1.4) and ensure validity of nominations in accordance with qualifications of the By-laws;
- 8.1.6.6.** Co-ordinate Responsible for counting of all ballots and to report the results of all elections to the Board; and
- 8.1.6.7.** Organize the AGM in accordance with Section 12

9. OPERATIONAL COMMITTEES

- 9.1.** All Operational Committee selections/appointments, excluding section 9.1.1, shall be appointed by the Executive and/or Board where indicated by two-thirds (2/3) vote and hold the position until the earlier of (i) the close of the current AGM following their appointment or (ii) until they are removed from the committee by two-thirds (2/3) majority vote by the Executive Committee and/or the Board where indicated.
 - 9.1.1. Executive Committee.** The Executive Committee, as listed in section 7.1. shall among other things:
 - 9.1.1.1.** Preside over the operations of the business on days convened for meetings; and
 - 9.1.1.2.** Approve composition of Operational Committees 9.1.2 to 9.1.7 by a two-thirds (2/3) vote.
 - 9.1.2. Coaches Selection (House League) Committee.** The Coaches Selection (House League) Committee shall among other things:
 - 9.1.2.1.** Consist of at least one (1) of the VPs of House League, one (1) of which will be designated chairman of the committee, and other members as appointed by the chairman of the committee to be approved by the Executive Committee and the Board;
 - 9.1.2.2.** Be responsible for the establishment of the qualification requirements for coaches in the House League hockey program;
 - 9.1.2.3.** Prospect, qualify and select all coaching applicants within the time frame deemed necessary by the chairman of the committee;
 - 9.1.2.4.** Create and complete an interview grading template for all coaching applicants to ensure a fair and equitable selection process; and
 - 9.1.2.5.** Be responsible to ensure transparency in the selection process compliant with the CORPORATIONS principles and Codes of Conduct.
 - 9.1.2.6.** Submit final coach selections to the Executive and Board for review
 - 9.1.3. Coaches Selection (Town Rep) Committees.** The Coaches Selection (Town Rep) Committees shall among other things:
 - 9.1.3.1.** Consist of the AAA Coach Selection (Town Rep) Committee to be chaired by the VP AAA and the AA-AE&MD Coach Selection (Town Rep) Committee chaired by the VP AA-AE&MD, and other members as appointed by the chairman these committees to be approved by the Executive Committee and the Board;
 - 9.1.3.2.** Be responsible for the establishment of the qualification requirement for coaches in the Town Rep hockey program;
 - 9.1.3.3.** Prospect, qualify and select all coaching applicants within the timeframe deemed necessary by the chairman of the committee;
 - 9.1.3.4.** Create and complete an interview grading template for all coaching applicants to ensure a fair and equitable selection process; and
 - 9.1.3.5.** Be responsible to ensure transparency in the selection process compliant with the CORPORATIONS principles and Codes of Conduct.
 - 9.1.3.6.** Submit final coach selections to the Executive and Board for review

9.1.4. House League Committee. The House League Committee shall manage the House League hockey program and shall:

9.1.4.1. Include the VP(s) House League , one (1) of which will be the designated chairman of the committee;

9.1.4.2. Include at least one (1) representative of Members playing in each of the separate levels (e.g. Red, White, Blue, and IP but not by age group) of the House League hockey program approved by the Executive Committee. The representation at each of the playing levels noted above may be satisfied by conveners at such levels; and

9.1.4.3. Be responsible for assisting the VP(s) of House league in carrying out all duties as described in section 7.

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

9.1.5.1. Include the VP(s) Town Rep, one (1) of which will be the designated chairman of the committee;

9.1.5.2. Include one (1) representative* of Members playing in each of the Town Rep “AAA”, “AA”, “A”, “AE” and “MD” level hockey program and approved by the Executive Committee; and

9.1.5.3. Include the Town Rep/House League Ice Scheduler; and

9.1.5.4. Be responsible for assisting the VP(s) of Town Rep in carrying out their duties as described in section 7

*The representation at each of the playing levels noted above may be satisfied by coach mentors at such levels. However, mentors may not represent more than one level simultaneously.

9.1.6. Sponsorship and Marketing Committee. The Sponsorship and Marketing Committee shall among other things:

9.1.6.1. Include the VPs of Sponsorship and Marketing, one (1) of which will be the designated chairman of the committee and include other members approved by the Executive Committee; and

9.1.6.2 Be responsible for assisting the VP(s) of Sponsorship and Marketing in carrying out their duties as described in section 7

9.1.7. Finance Committee. The Finance Committee shall among other things:

9.1.7.1. Include the Vice President of Finance which will be chairman of the committee and include other members approved by the Executive Committee; and

9.1.7.2. Be responsible for assisting the VP of Finance in carrying out their duties as described in section 7.

9.1.8. Governance & Strategic Planning Committee. The Governance and Strategic Planning Committee shall among other things:

9.1.8.1. Be chaired by the Chair of the Governance Committee as described in section 7 and include other members as approved by the Board; and

9.1.8.2. Be responsible for assisting the chairman of the committee in carrying out the duties as described in section 7.

9.1.9. Nomination and Elections Committee. The Nominations and Elections Committee shall among other things:

9.1.9.1. Be chaired by the Chair of the Nominations and Elections Committee as described in section 8 and include other members as approved by the Board; and

9.1.9.2. Be responsible for assisting the chairman of the committee in carrying out the duties as described in section 8.

9.1.10. Internal Dispute Resolution Committee (IDRC). The IDRC shall among other things:

9.1.10.1. Be chaired by the Chair of the Dispute Resolution Committee as described in section 8 and include other members as approved by the Executive; and

9.1.10.2. Be responsible for assisting the chairman of the committee in carrying out the duties as described in section 8.

9.1.11. External Dispute Resolution Committee (EDRC). The EDRC shall among other things:

9.1.11.1. Be chaired by the Chair of the DRC as described in section 8 and include other members as approved by the Board; and

9.1.11.2. Be responsible for assisting the chairman of the committee in carrying out the duties as described in section 8.

9.1.12. Committee Membership. The Chairman of the respective Operational Committees, with the exception of the Executive Committee, shall nominate the composition of the respective Operational Committees utilizing both Members and non-Members as they deem appropriate within the confines of any composition requirements specified by the respective committee described in section 9, and seek approval of the Executive Committee and/or Board approval if required as described in section 9. All appointments are subject to any requirements specific to the Operational Committee requirements as set out in this By-law, imposed from time to time by the Board and/or, Executive Committee. Operational Committee selections/appointments shall be determined at the start of each season or when needs occur.

9.1.13. Transaction of Business. The powers of a committee appointed by Executives or the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all participants 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 CORPORATION to the attention of the Operations Manager within ten (10) days of each committee meeting, at which time they shall be stored at the Head Office of the CORPORATION.

9.1.14. 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.

9.1.15. 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 participants of the committee entitled to vote on that resolution at a meeting of the committee.

10. MEETING PROTOCOLS

10.1. Place of Meetings. Any meeting that takes place dealing with business of the CORPORATION will take place in Ontario.

10.2. Calling of Meetings. Any meeting that is called dealing with business of the CORPORATION will be an official meeting as long as quorum is met.

10.3. Regular Meetings. The Board/Executive/Committee(s) may schedule a set day or days in any month(s) for regular meetings and shall designate the place and time at which such meetings are to

be held.

- 10.4. Notice of Meeting.** Notice of the time and place of all meetings shall be communicated to all attendees by telephone or e-mail not less than 7 day before the time of the meeting. The meeting invite needs to specify the purpose of or the business to be transacted at the meeting.
- 10.5. First Meeting of the 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.
- 10.6. 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.
- 10.7. Quorum:** Two-Thirds (2/3) of the number of total Directors comprising the Board at any time shall constitute a quorum for the transaction of business at any meeting of the board.
- 10.8. Chairperson and Vice Chairperson.** 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.
- 10.9. 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, in addition to his or her original vote, shall have a second or casting of vote.
- 10.10. Meeting Minutes.** Minutes (where recorded, failing which, a written summary of matters considered, and decisions taken) of all committee meetings shall be delivered and stored at the MOHA Office no longer than ten (10) days after each committee meeting and circulated to the Board.
- 10.11. Voting Outside of Meetings.** In the event that a decision is time sensitive and required before the next regularly scheduled meeting of the Board of Directors, a vote may be carried out by telephone, email, or other appropriate electronic means and decided by a majority of votes. Two-thirds (2/3) of the number of Directors so determined shall constitute a quorum for the transaction of business unless the Board or Members specify a greater number of Directors as quorum. In the case on an equality of vote, the President, in addition to his or her original vote, shall have a second or casting vote. The motion voted upon, and the results of the vote, shall be entered into the Minutes of the next meeting of the Board of Directors.

11. PROTECTION OF DIRECTORS, EXECUTIVES AND OTHERS

- 11.1. Indemnification of Directors, Executives and Others.** Subject to the provisions of the Act, the CORPORATION shall indemnify and save harmless the Directors, Executives, their appointees, their heirs, executors and administrators, employees, and estates and effects respectively from time to time from and against:
 - 11.1.1.** 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
 - 11.1.2.** 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 willful neglect or default.
- 11.2. Insurance.** The CORPORATION may purchase and maintain insurance for the benefit of any person referred to in Sections 6, 7, 8 or 9 to the extent permitted by the Act.

- 11.3. 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.
- 11.4. Conflict of Interest.** A Director , Executive or employee of the CORPORATION who, or whose spouse or family member, is a party to, or is a Director, or Executive 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 Director or Executive shall vote on such a transaction or any matter in which such Director or Executive who would have a conflict of interest because of the existence of the transaction or participate in discussion of it. If the Director, Executive or employee discloses his or her interest, the Director, Executive 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 Director or Executive fails to disclose an interest as required by this clause that person shall account for an 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.
- 11.5. 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.

12. MEETINGS OF THE MEMBERS

- 12.1. Annual Meetings.** The AGM 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.
- 12.2. 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.
- 12.3. Notice of Meetings.** Notice of the time and place of a meeting of the Members shall be given, via 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.
- 12.4. 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.
- 12.5. 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.
- 12.6. 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.

- 12.7. List of Members.** The CORPORATION shall prepare a list of Members, arranged in alphabetical order, 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.
- 12.8. 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.
- 12.9. 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 MOHA office on or before forty-eight (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 MOHA office upon providing valid identification.
- 12.10. 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 advance poll in accordance with Section 12.13. 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 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 advance poll in accordance with Section 12.13. In case of an equal number of votes, a Chairman of the meeting shall have a second or casting vote. If the Chairman of the meeting is standing for re-election and there is a tie in votes, the incoming Board of Directors shall have a second or casting vote. If a tie in votes still results, the Chair of the Nomination and Election Committee shall have a second or casting vote.
- 12.11. 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.
- 12.12. 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.
- 12.13. 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.
- 12.14. 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.

13. NOTICES

- 13.1. 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 (3) 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.
- 13.2. 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.
- 13.3. 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.

14. BUSINESS OF THE CORPORATION

- 14.1. Borrowing.** The Board of Directors may:
- 14.1.1.** Borrow money on the credit of the CORPORATION;
 - 14.1.2.** Issue, sell or pledge securities of the CORPORATION;
 - 14.1.3.** 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;
 - 14.1.4.** Delegate the powers under this clause to an Executive or Executives of, the CORPORATION as the Board of Directors considers appropriate.
- 14.2. 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.
- 14.3. Banking.** The Board shall designate the Vice President of Finance, the President, Operations Manager and other individuals as recommended by the Vice President of Finance per section 7.3.5.3 as authorized persons to transact the banking affairs of the CORPORATION. The resolution shall provide to the designated Executive and/or other person(s) jointly the power:

- 14.3.1.** To operate the CORPORATION's accounts with the financial institution;
- 14.3.2.** 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;
- 14.3.3.** To issue receipt for and orders with respect to the property of the CORPORATION;
- 14.3.4.** To execute any agreements with respect to the banking affairs of the CORPORATION;
- 14.3.5.** 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 (1) or more financial institutions or securities dealer, as the Board may, from time to time determine.

- 14.4. Execution of Instruments.** All instruments in writing to be entered into by the CORPORATION shall be signed by any two Executives 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.
- 14.5. 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
- 14.6. Auditors.** The Board shall recommend the appointment of an auditor at the AGM of the Members of the CORPORATION.
- 14.7. 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 Board.
- 14.8. Reserves.** The Board shall manage the financial affairs of the CORPORATION with the aim of maintaining financial strength and longevity of the CORPORATION for today and its future. The Reserves shall be divide into 2 classifications: General and Capital. The General and Capital Reserves must be approved annually in unison.
 - 14.8.1. General Reserve** shall be set as a means to protect the CORPORATION from insolvency due to lack of funds to ensure ongoing operations. The General Reserve shall:
 - 14.8.1.1.** Be set at a minimum of \$500,000 Canadian dollars to be attained at the conclusion of the earlier of the end of the hockey season or the AGM;
 - 14.8.1.2.** Be approved by the Board on an annual basis.
 - 14.8.2. Capital Reserve** shall be set as a means of financing the future projects and initiatives of the CORPORATION separate and apart from the General Reserve. The Capital Reserve shall:
 - 14.8.2.1.** Fund strategic initiatives and ongoing maintenance of continued operations of the CORPORATION;
 - 14.8.2.2.** Be representative of funds set aside from the accumulation of annual surpluses above the General Reserve and/or designated allocations from assessments and/or registration fees to be used for capital projects;
 - 14.8.2.3.** Be approved by the Board on an annual basis.
- 14.9. 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.

15. INTERPRETATION

- 15.1. 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.
- 15.2. 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:
- 15.2.1. “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;
- 15.2.2. “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;
- 15.2.3. “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;
- 15.2.4. “Players Bill of Rights”** means the Players Bill of Rights as set out in By-law No. 1 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.
- 15.3. Paramountcy.** The By-law No. 1 supersedes and replaces:
- 15.3.1.** All previous CORPORATION By-laws of the CORPORATION;
and
- 15.3.2.** All other By-laws of the CORPORATION to the extent only the same are inconsistent with this By-law.

16. 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 the AGM general or Other Meeting of the Members of the CORPORATION.