
**EAST GWILLIMBURY
MINOR HOCKEY ASSOCIATION**

GENERAL OPERATING BY-LAW

MAY 2024

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

EAST GWILLIMBURY MINOR HOCKEY ASSOCIATION
(an Ontario corporation)
(the “Association”)

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EAST GWILLIMBURY MINOR HOCKEY ASSOCIATION
(an Ontario corporation)
(the "Association")

WHEREAS the Association was granted Letters Patent by the Government of Ontario under Part III of the *Corporations Act* (Ontario) on the 24th day of November, 1986;

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 Constitution last revised on May 17, 2022 with the General Operating By-law herein;

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

SECTION I
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.
- (k) “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 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 II
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 to another place in Ontario by Special Resolution.

2.02 Corporate Seal

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.

2.03 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.

2.04 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.

SECTION III
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.

3.02 Banking Arrangements

The banking business or any part thereof shall require two (2) signatures of designated signing officers either in hard or electronic copy. The designated officers shall include the President, Treasurer, Secretary and optionally one (1) additional Director as designated by the Board.

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 corporation'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 corporation 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 or before the day on which a written resolution in lieu of an annual meeting is signed.

SECTION IV
MEMBERS

4.01 Classes and Conditions of Membership

- (a) Pursuant to the Articles, there shall be two (2) class of Members in the Association, naming Voting Members and Non-Voting Members.
- (b) Voting Membership shall be available to
 - (i) all elected or appointed Directors or officials, and all convenors, coaches, officials, managers, trainers and any recognized Association volunteer appointed for the current season, and all registered players who are at least 18 years of age; or
 - (ii) parent(s) and/or legal guardian(s) designated in writing of registered players where the registered player is under the age of 18 years.
- (c) Non-voting Membership shall be open to players who are under the age of 18.
- (d) 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.
- (e) 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.

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 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 meetings of Members and exercise one (1) vote;
- (c) to have such 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 Membership Dues

The Directors may require Members to pay annual membership dues and may determine the manner in which the dues are to be paid. Membership dues are due on such date as determined by the Board, which shall not be later than April 30th in each year. If any membership dues are not paid by April 30th, the Members in default shall thereupon cease to be Members of the Association.

4.06 Termination of Membership

Membership in the Association is terminated when:

- (a) the Member dies;
- (b) the Member fails to maintain all of the conditions for membership set out in Section 4.01;
- (c) the Member resigns;
- (d) the Member is removed by the Board in accordance with Section 4.07;
- (e) the Member fails to pay membership dues, if applicable;
- (f) the Member's term of membership expires, if applicable; or
- (g) 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 re-appoint such individual as a committee member if the Board deems it appropriate in the circumstances.

4.07 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 OMHA Code of Conduct;
- (c) using the East Gwillimbury Eagles 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.

The President shall provide fifteen (15) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the President in response to the notice received within such fifteen (15) day period.

In the event that no written submissions are received by the President, the President may proceed to notify the Member that the Member is suspended or removed from membership in the Association.

Where written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

SECTION V

MEETINGS OF MEMBERS

5.01 Meeting of Members

A “meeting of Members” or “Members’ meetings” shall include an annual meeting of Members and a special meeting of Members.

5.02 Annual Meetings

An annual meeting of Members 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 not later than eighteen (18) months after the Association comes into existence and thereafter, not later than 15 months after holding the preceding annual meeting.

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

The Board may at any time call a special meeting of Members for a matter that requires membership attention and/or resolution or when requested in writing by a majority of the Executive and/or 10% of voting members.

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 meeting so 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; reports from Directors; 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 10 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 11.01 of this By-law. Notwithstanding the foregoing, a notice of a meeting of Members need not

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.
- (c) 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.

5.07 Proposals at Annual Meetings

Subject to compliance with the Act, a Member entitled to vote at an annual meeting may submit to the Association notice of any matter that the Member proposes to raise at that annual meeting and discuss at the meeting any matter with respect to which the Member would have been entitled to submit a proposal. Subject to the Act, the Association shall include the proposal in the notice of meeting and, if so requested by the Member, shall also include a statement by the Member in support of the proposal and the name and address of the Member, where the statement and the proposal must together not exceed the maximum number of words or characters required by the Regulations. The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by Ordinary Resolution of the Member present at the meeting.

5.08 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. If no record date is fixed:

- (a) the record date for the determination of Members entitled to receive notice of a meeting of Members or to vote shall be,
 - (i) at the close of business on the day immediately before the day on which the notice is given, or
 - (ii) if no notice is given, the day on which the meeting is held; and
- (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.

5.09 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.

5.10 Chairperson of the Meeting

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

5.11 Quorum

- (a) A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a minimum of twenty-five (25) 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.
- (b) For the purpose of determining quorum, a Member may be present in person or by telephonic and/or by other electronic means.

5.12 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.

5.13 Voting at Meetings

- (a) Show of Hands - Any question at a meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting or otherwise is required.
- (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 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.

5.14 Absentee Voting by Mailed-In Ballot or Telephonic or Electronic Means

A Member entitled to vote at a meeting of Members but who is unable to attend may vote by mail or by telephonic or electronic means provided that the Association makes the applicable absentee voting mechanism available as determined in the sole discretion of the Board.

5.15 Votes to Govern

- (a) At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question.
- (b) General Operating By-Law may be amended at any Annual Meeting provided:
 - i. that a notice of the proposed change is posted on the EGMHA website fifteen (15) days prior to the date of the Annual General Meeting, and
 - ii. two-thirds (2/3) majority of members voting at the Annual Meeting vote in favour of the proposed change.
- (c) Where no notice is given, a nine-tenths (9/10) majority of EGMHA members voting at the Annual General Meeting vote in favour a proposed amendment.
- (d) The chairperson of the meeting may not vote, except in case of an equality of votes, in which case the chairperson shall have a casting vote.

- (e) In cases where the Members are in dissent with a decision made by the Board and having exhausted all procedures herein provided and upon appropriate notice to the Secretary, at a regularly scheduled General Meeting may consider an appeal from any Executive decision and decide differently provided a two-thirds (2/3) majority of members voting at the General Meeting vote in favour of sustaining the appeal.

5.16 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 Members, 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*.

5.17 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 VI 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.

6.02 Number and Composition

- (a) The Board shall consist of the minimum and maximum number of directors specified in the Articles. 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 twelve (12) Directors, by virtue of their office.
 - (i) President;
 - (ii) Director of Operations;
 - (iii) Secretary;
 - (iv) Treasurer;
 - (v) Director of House League;
 - (vi) Director of Local League;
 - (vii) Director of Representative Teams;
 - (viii) Director of Player & Coach Development;
 - (ix) Director of Equipment and Apparel;
 - (x) Director Sponsorship and Fundraising;
 - (xi) Director of Communications;
 - (xii) Director of Events.
- (c) The immediate Past President when not seeking election shall for one term of office, hold the title of Past President and have the right to attend all Executive meetings offering their counsel but without vote.
- (d) The President Emeritus, when requested by the President, the Executive or by the General Meeting, may fulfil any duties of the President prescribed under this General Operating By-Law. A majority of members voting at any General Meeting may designate a Past President as President Emeritus.

6.03 Qualifications and Composition

- (a) Each Director shall meet all of the following qualification requirements, in addition to those set out at Section 6.03(a):
 - (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) has provide a police vulnerable sector check prior to acting as a Director;
- (iii) is a Member of the Association at the time of election (or within 10 days after election) and during the term of office; or have been a Member in good standing of the Association during at least one of the three (3) years immediately preceding the year in which the election is held;
- (iv) is in agreement and agrees to further the purposes of the Association as contained in the Articles; and
- (v) agrees to abide by the provisions in the Articles and By-laws of the Association.

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. The Directors' term of office shall be two (2) years calculated from the date of the meeting at which they are elected until the close of the second (2nd) annual meeting next following.
- (b) The Directors shall be elected and shall retire in rotation every two (2) years.
 - (i) In odd numbered years, e.g., 2025, 2027, 2029, the positions of President, Treasurer, Director of House League, Director of Equipment and Apparel, Director of Representative Teams and Director of Sponsorship and Fundraising will be elected for one (1) term of two (2) years.
 - (ii) In even numbered years, e.g., 2024, 2026, 2028 the positions of Director of Operations, Secretary, Director of Communications, Director of Local League, Director of Player & Coach Development and Director of Events will be elected for one (1) term of two (2) years.

6.05 Consent

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual consented in writing to hold office as a director before or within ten (10) days after the election or appointment, or
- (b) the individual elected or appointed consents in writing at any time after ten (10) days after the election or appointment; or

- (c) the individual elected or appointed is re-elected or reappointed where there is no break in the term of office.

6.06 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. Persons may be nominated either prior to the Annual Meeting via a nomination form received from the Secretary or from the floor at the meeting.

6.07 Ceasing to Hold Office

- (a) A Director ceases to hold office when the Director:
 - (i) Dies;
 - (ii) Resigns;
 - (iii) Is removed from office by the Members in accordance with Section 6.09,
 - (iv) 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; or
 - (v) Fails to attend three (3) Board meetings between any two annual meetings of the Members, without providing a written report, except for health reasons and such other extraordinary reasons which have been communicated to and approved by the Board.

6.08 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.

6.09 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 not submit to the Association a written statement pursuant to section 27 of the Act.

6.10 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 from an increase in the number or the minimum number of directors provided for in the Articles or from a failure to elect that increased number or minimum number of Directors. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

6.11 Remuneration of Directors

As required by the Articles, Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from the Director's position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing the Director's duties. A Director shall not be prohibited from receiving compensation for services provided to the Association in another capacity.

6.12 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.

6.13 Committees

The Board shall be responsible for the following committees as required:

- (a) By-Law and Policies
- (b) Equipment
- (c) Player/Coaches Development
- (d) Finance
- (e) Communications
- (f) Events
- (g) Sponsorship and Fundraising
- (h) Registration
- (i) Coach Selection

The Board may from time to time appoint additional committees and define their duties.

SECTION VII
MEETINGS 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 Notice of Meeting

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given by the Secretary to every Director of the Association within seven (7) days of when the meeting is to be held.
- (b) If a Director may attend a meeting of the Board 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.
- (c) 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.

7.03 Waiving 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.

7.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. 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.

All Board meetings are open to any Association member to observe proceedings except when the President and/or Board determines confidentiality is warranted wherein an 'In Camera Session' will be declared in accordance with Section 7.15.

7.05 Quorum

No less than 50% of the number of elected Directors specified in the Articles constitutes a quorum at any meeting of the Board.

7.06 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.

7.07 No Alternate Directors

No person shall act for an absent Director at a Board meeting, with the exception of a Deputy appointed by a Director, in which case, the Deputy may only vote if the Director is absent with their written permission.

7.08 Chairperson of the Meeting

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

7.09 Votes to Govern

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 not vote, except in case of an equality of votes, in which case the chairperson shall have a casting vote

7.10 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;
- (c) 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;

7.11 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.

7.12 Resolutions Kept in Minutes

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.

7.13 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.

7.14 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; or
 - (ii) 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.

7.15 Conflict of Interest

It is the duty of a Director to declare a 'personal interest' in any matter before the Board involving a family member or their team and disqualify themselves from all participation. However, this will not preclude them from participating in the matter as a Parent/Member of this Association. In matters of personal interest which may be questionable, the President/Chairperson shall rule.

7.16 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 VIII OFFICERS

8.01 Officer Positions

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

8.02 Qualifications

- (a) All Officers shall be Directors.
- (b) In addition to the qualification requirements of paragraph 6.03(a), the Treasurer must have experience in accounting to be qualified to be a Director and Officer.
- (c) In addition to the qualification requirements of paragraph 6.03(a), the Director of Player & Coach Development must have at minimum a Development 1 – Certified Status Coaching Certification.
- (d) The President for the purposes of the Act shall be the chair.

**SECTION IX
INDEMNITY -**

9.01 Indemnity of Directors and Officers

Where a Director or Officer of the Association performs an act, authorized by:

- (a) the members in attendance at any Annual Meeting, or
- (b) by the Board sitting in proper session, or when
- (c) the act is performed in compliance with the General Operating By-Law or the Association's Operating Policy;

such Director or Officer shall be indemnified by this Association for any personal losses, costs, damages and expenses which the Director or Officer, their heirs, executors, or administrators may suffer, pay, sustain or be put to, for, or by reason of the performance of such act.

9.02 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;

9.03 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 9.01 and Section 9.02.

**SECTION X
AMENDMENTS**

10.01 Amendment of Articles

The Articles of the Association may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

10.02 Amendment 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 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 XI
IDENTIFICATION AND REPEAL OF FORMER CONSTITUTION AND BY-LAWS**

11.01 Repeal of Former Constitution and By-Laws

- (a) Constitution v11.1 enacted on May 17, 2022 is 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 Constitution v11.1 shall not affect the previous operations of such Constitution 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 Constitution By-law prior to its repeal. All Officers and persons acting under such Constitution 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 Constitution 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 _____ day of _____, _____.

President

Secretary

CONFIRMED by the Members of the Association this _____ day of _____, _____.

Secretary

SCHEDULE A
DIRECTOR ROLES AND RESPONSIBILITIES

12.01 President

A member serving in the Position of President shall:

- (a) chair all EGMHA meetings.
- (b) be an ex-officio member of all committees and teams.
- (c) chair (or select a chairperson for Executive appointment) and be responsible for the By-Laws and Policies Committee.
- (d) represent the Association in the community and governing organizations (e.g., Hockey Canada, Ontario Hockey Federation, Ontario Minor Hockey Association) with which the Association is affiliated.
- (e) be responsible for the use of the EGMHA Logo, Image, or other branding.
- (f) be responsible for all awards including determining winners, and presentation thereof
- (g) attend Executive Meetings with a prepared monthly report.

12.02 Director of Operations

A member serving in the position of - Director of Operations shall:

- (a) assume the duties of the President in their absence. Should the position of President become vacant during the President's term, the Director of Operations shall fill the position of the President until the next Annual Meeting.
- (b) chair (or select a Chairperson for Executive appointment to be responsible for) the Representative Coaches' Selection Committee.
- (c) be a member of the By-Law and Policies Committee.
- (d) act as or be aware of EGMHA's representative to York Simcoe Express Minor Hockey Association.
- (e) have primary responsibility for incidents involving members which require investigation with possible discipline
- (f) convene and oversee Discipline Committee
- (g) ensure remunerated positions are filled with qualified candidate(s). Recommend to executive for ratification and position changes including new hires and any compensation changes.
- (h) be the alternate delegate for the OMHA and attend as many meetings as possible
- (i) create and oversee a Risk Plan.
- (j) attend Executive Meetings with a prepared monthly report.

12.03 Treasurer

A member serving in the position of Treasurer shall:

- (a) supervise all financial matters during the fiscal hockey season.
- (b) keep full and accurate records of all receipts and disbursements of EGMHA in proper books of account.
- (c) be responsible for depositing all monies of EGMHA in such banks as may from time to time be designated by the Executive.
- (d) have signing authority with the President and/or the Secretary. be a member of the By- Laws and Policies Committee.
- (e) chair (or select a chairperson for Executive appointment) and be responsible for the Finance Committee.
- (f) pay all accounts as approved by the Finance Committee and the Executive and prepare and submit financial statements monthly and at the EGMHA annual meeting.
- (g) oversee the Bookkeeper position to ensure its effectiveness.
- (h) on behalf of EGMHA appoint (hire) a chartered accountant/auditor to monitor EGMHA's financial activities and prepare annual audited statements for this purpose.
- (i) be responsible for the EGMHA Bursary program including managing the Bursary budget in conjunction with the treasurer, determining benefactors with the majority vote of the Executive, and presentation thereto.
- (j) attend Executive meetings with a prepared monthly report

12.04 Secretary

A member serving in the position of Secretary shall:

- (a) provide all meeting notices required to be given to Members and Executive.
- (b) provide a written agenda for each meeting.
- (c) attend all meetings of the Executive, special and annual meetings, and record all facts and minutes of such. These minutes shall be made available and distributed within fourteen (14) days of each meeting date.
- (d) handle and maintain a file of all EGMHA correspondence.
- (e) have signing authority with the President and/or the Treasurer.
- (f) maintain record of all formal documents including contracts, incorporation documents and other legal documents.
- (g) manage matters related to incorporation including annual corporate filings.
- (h) be a member of the Constitution and By-Laws Committee.
- (i) maintain the official record of the Constitution, Bylaws and Policies.
- (j) Attend Executive meetings with a prepared monthly report.

12.05 Director of House League

A member serving in the position of Director of House League, shall:

- (a) appoint a Convenor for each House League Division and have the authority to suspend them if necessary.
- (b) oversee the complete operation of the House League teams including assisting the registrar with team registrations.
- (c) in consultation with the Director of Player and Coach Development, appoint coaches, trainers and managers and any other personnel required to operate teams in the league and have the authority to suspend them if required.
- (d) be a member of the Discipline Committee.
- (e) be responsible for the process to select the various House League Award recipients
- (f) be the liaison between the House League membership and the Executive.
- (g) assist in maintaining and updating the House League Resolutions and Bylaws with any committee struck to do so.
- (h) work with Director of Representative Teams to obtain permits for all exhibition games and tournaments.
- (i) attend Executive meetings with a prepared monthly report.
- (j) work with ice schedulers to establish season ice time plan.
- (k) prepare a yearly plan inclusive of a House League Budget.

12.06 Director of Local League

A member serving in the Position of Director of Local League shall:

- (a) appoint a Convenor for each Local League Division and have the authority to suspend them if necessary.
- (b) oversee the complete operation of the Local League teams including assisting the registrar with team registration.
- (c) in Consultation with the Director of/Director, Player and Coach Development, be responsible for the Local League Coaches Committee, who will appoint coaches, trainers, and managers and any other personnel required to operate teams in the league and have the authority to suspend them if required.
- (d) be a member of the Discipline Committee.
- (e) be responsible for the process to select the various Local League Award recipients
- (f) be the liaison between the Local League membership and the Executive.
- (g) be the association representative to the Simcoe Region Local League (SRLI).
- (h) work with Director of Representative Teams to obtain permits for all exhibition games and tournaments.

- (i) work with ice schedulers to establish season ice time plan.
- (j) prepare a yearly plan inclusive of a Local League budget.
- (k) attend Executive meetings with a prepared monthly report or have a replacement present with a report.

12.07 Director of Representative Teams

A member serving in the position of Director of Representative Teams shall:

- (a) represent the EGMHA at all meetings of representative hockey leagues in which an EGMHA team is registered
- (b) chair (or select a chairperson for Executive appointment) and be responsible for the Representative Teams Committee.
- (c) oversee the complete operation of the representative teams including assisting the Registrar with team registration.
- (d) oversee coaches, trainers, and managers and any other personnel required to operate teams in the league and have the authority to suspend them if required.
- (e) be a member of the Discipline Committee.
- (f) be the liaison between the Representative League membership and the Executive.
- (g) be a member of the Representative Coaches Selection Committee.
- (h) be responsible for the process to select the various Representative Award recipients. prepare an annual assessment of the Representative team fees in conjunction with the Treasurer.
- (i) approve all travel permits for teams playing in exhibition games and tournaments.
- (j) prepare a yearly plan inclusive of a Representative Budget.
- (k) attend Executive meetings with a prepared monthly report or have a replacement present with a report.

12.08 Director of Player & Coach Development

A member serving in the Position of Director of Player and Coach Development shall:

- (a) chair (or select a chairperson for Executive appointment) and be responsible for the Player and Coaches Development Committee, as required.
- (b) oversee the complete operation of the Hockey Development Programs consisting of:
 - (i) Player and goalie skills development
 - (ii) Coach development and certifications
 - (iii) OMHA field evaluation for coaches
 - (iv) Hockey Library.
- (c) assemble a Hockey Development Committee that can be rostered at large to assist

teams in practices or behind the bench.

- (d) undertake player movement evaluations in conjunction with Directors of Representative, Local League and House League .
- (e) be a member of the Representative Coaches Selection Committee.
- (f) lead the development of a yearly parent coach questionnaire for Representative, Local League and House League teams..
- (g) prepare a yearly plan inclusive of a Player and Coach Development Budget.
- (h) attend Executive meetings with a prepared monthly report or have a replacement present with a report.

12.09 Director of Equipment & Apparel

A member serving in the position of Director of Equipment and Apparel shall:

- (a) be chairperson of the Equipment Committee as may be required
- (b) have the authority to co-ordinate and maintain all hockey equipment, including storage spaces, owned by EGMHA.
- (c) evaluate the equipment needs annually and make recommendations for replacement and/or new purchases to the Executive.
- (d) be responsible for arranging procurement of uniforms for House League, Local League and Representative teams.
- (e) oversee all equipment related events such as an annual equipment exchange, vendor discount days
- (f) be responsible for EGMHA storage including equipment room and storage lockers
- (g) be responsible for arranging agreements with Vendors approved to provide apparel and uniforms
- (h) work with the President to determine EGMHA branding on apparel and uniforms
- (i) maintain a supply of jerseys for use of Representative team and Local League teams Affiliated Players

12.10 Director of Sponsorship and Fundraising

A member serving in the position of Director of Sponsorship and Fundraising shall:

- (a) be responsible for and oversee all fundraising activities involving any team in EGMHA.
- (b) ensure proper liaison/communications with all association sponsors of EGMHA teams.
- (c) have the authority to co-ordinate and manage all fundraising events owned by EGMHA.
- (d) attend Executive meetings with a prepared report or have a replacement present with a report.

- (e) prepare a yearly plan inclusive of a Sponsorship Budget.
- (f) appoint sub-committees to help in these duties, as may be required.
- (g) be responsible for finding team sponsors for all House League and Local League leagues.
- (h) be responsible for all communications between the Sponsors and the Executives
- (l) work with the Events Manager regarding the volunteer and sponsor appreciation year-end event.
- (m) attend Executive meetings with a prepared monthly report or have a replacement present with a report.

12.11 Director of Communications

A member serving in the position of Director of Communications shall:

- (a) in charge of overseeing all internal and external communications for the association, ensuring its message is consistent and engaging.
- (b) prepare detailed media reports, press releases, and marketing materials.
- (c) be responsible for maintaining the association website www.egmha.com and other social media platforms (Facebook, twitter, Instagram...)
- (d) prepare a yearly plan inclusive of a Communications Budget.
- (e) attend Executive meetings with a prepared monthly report or have a replacement present with a report.

12.12 Director of Events

A member serving in the position of Director of Events shall:

- (a) be chairperson of the Event Committee as may be required
- (b) have the authority to co-ordinate and manage all non-fundraising events owned by EGMHA.
- (c) be responsible for a volunteer and sponsor appreciation year-end event working in conjunction with the Director of Sponsorship.
- (d) be responsible for house league year end banquet in conjunction with the Director of House League.
- (e) be responsible for the arrangement and co-ordination of all league team pictures.
- (f) prepare a yearly plan inclusive of an Events Budget.
- (g) attend Executive meetings with a prepared monthly report or have a replacement present with a report.