

**CAMBRIDGE MINOR HOCKEY ASSOCIATION**

**BY-LAW 2024-1**

**CONTENTS**

Article 1 DEFINITIONS AND INTERPRETATION..... 4

1.1. Definitions..... 4

1.2. Interpretation..... 7

1.3. Affiliation..... 7

1.4. Boundaries..... 7

1.5. Purposes..... 7

Article 2 BOARD OF DIRECTORS..... 8

2.1. Action By the Board..... 8

2.2. Number of Directors..... 8

2.3. Qualifications..... 8

2.4. Nomination Process..... 9

2.5. Election and Term..... 9

2.6. Re-election..... 10

2.7. Past President..... 10

2.8. Directors Ceasing to Hold Office..... 10

2.9. Resignation of Director..... 10

2.10. Vacancies..... 11

2.11. Appointment of Additional Directors..... 11

2.12. Directors' Compensation..... 11

2.13. Executive Committee..... 11

2.14. Other Committees..... 12

2.15. Limits on Delegation of Board Powers..... 12

Article 3 DIRECTORS' MEETINGS..... 12

3.1. Calling of Meetings..... 12

3.2. Notice of Meetings..... 12

3.3. Regular Meetings..... 13

3.4. Notice of Meeting by Telephonic or Electronic Means..... 13

3.5. Meetings or Participation in Meetings by Telephonic or Electronic Means..... 13

3.6. Quorum..... 13

3.7. Votes to Govern..... 13

3.8. Casting Vote..... 14

3.9. Chair..... 14

3.10. Procedure..... 14

3.11. Adjournment of Meetings..... 14

3.12. Resolution in Lieu of Meeting..... 14

3.13.	Confidentiality.....	14
3.14.	Conflict of Interest.....	15
3.15.	Validity .....	15
Article 4 APPOINTMENT AND DUTIES OF OFFICERS.....		15
4.1.	Role of Officers. ....	15
4.2.	Officers: Three Categories .....	15
4.3.	Election of Officers. ....	16
4.4.	Appointment of Officers.....	17
4.5.	Past-President .....	18
(b)	Term of Past-President .....	18
4.6.	Description of Offices. ....	18
4.7.	Variation of Duties. ....	18
4.8.	Vacancy .....	18
Article 5 INDEMNIFICATION. ....		19
5.1.	Limitation of Liability. ....	19
5.2.	Indemnity of Directors and Officers.....	19
5.3.	Insurance.....	19
Article 6 MEMBERSHIP CONDITIONS.....		20
6.1.	Two Membership Classes.....	20
6.2.	Membership.....	20
6.3.	Membership – Honourary Lifetime Members.....	21
6.4.	Admission Procedures. ....	21
6.5.	Transfer of Membership. ....	21
6.6.	Membership Dues.....	21
6.7.	Good Standing.....	22
6.8.	Termination of Membership.....	22
6.9.	Discipline or Termination of a Member.....	23
6.10.	Procedure for Discipline, Suspension or Termination. ....	23
Article 7 MEETINGS OF MEMBERS.....		23
7.1.	Place of Meetings. ....	23
7.2.	Notice of Meetings. ....	24
7.3.	Record Date. ....	24
7.4.	Timing of Annual Meeting of Members. ....	24
7.5.	Special Meetings .....	24
7.6.	Special Meetings Requisitioned by Members. ....	24
7.7.	Notice. ....	25
7.8.	Information to be Furnished in Advance of Annual Meeting. ....	25
7.9.	Annual Meeting.....	25
7.10.	Special Business.....	25
7.11.	Persons Entitled to be Present. ....	26

7.12.	Chair of Meeting.....	26
7.13.	Quorum.....	26
7.14.	Votes to Govern.....	26
7.15.	Meetings by Telephone or Electronic Means.....	27
7.16.	Voting by Proxy.....	27
7.17.	Adjournment of Meetings.....	27
7.18.	Resolution in Lieu of Meeting.....	28
7.19.	Procedure.....	28
Article 8 BANKING ARRANGEMENTS, CONTRACTS, <i>ETC.</i> .....		28
8.1.	Execution of Documents.....	28
8.2.	Banking Arrangements.....	28
Article 9 NOTICES.....		28
9.1.	Giving Notice.....	28
9.2.	Electronic Notice.....	29
9.3.	Errors or Omissions.....	29
9.4.	Computation of Time.....	29
9.5.	Undelivered Notices.....	30
9.6.	Waiver of Notice.....	30
Article 10 DISPUTE RESOLUTION MECHANISM.....		30
10.1.	Dispute Resolution Mechanism.....	30
10.2.	Costs.....	31
Article 11 BY-LAW AMENDMENTS.....		31
11.1.	By-laws, Amendment, or Repeal.....	31
11.2.	Fundamental Changes.....	31
11.3.	Repeal.....	32
11.4.	Effect of Repeal of By-laws.....	32
Article 12 GENERAL.....		32
12.1.	Corporate Seal.....	32
12.2.	Financial Year End.....	32
12.3.	Policies.....	32
12.5.	Invalidity of any Provision of this By-Law.....	32
12.6.	Effective Date of By-law 2024-1.....	33

## General Operating By-law 2024-1

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

Cambridge Minor Hockey Association

(the “Corporation”)

**WHEREAS** the Corporation was incorporated as a non-share capital corporation by Letters Patent dated June 25, 1979 under the Ontario *Corporations Act* and the name “Galt Minor Hockey Association” as amended by Supplementary Letters Patent dated July 21, 1984 to the name “Cambridge Minor Hockey Association”;

**AND WHEREAS** the Ontario *Corporations Act* was substituted with the Ontario *Not-for-Profit Corporations Act* (“ONCA”) on October 19, 2021 and the Corporation desires to update its governing documents with respect to the ONCA;

**AND WHEREAS** it is also considered expedient to update the General Operating By-law and to repeal all other by-laws of the Corporation, if any;

**NOW THEREFORE** the following general operating by-law designated as By-law 2024-1, is enacted as a by-law of Cambridge Minor Hockey Association (the “Corporation”) as follows:

### Article 1

#### DEFINITIONS AND INTERPRETATION.

##### 1.1. Definitions.

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15, including Regulations made pursuant to the Act, and any amendments, statutes or Regulations that may be substituted from time to time;
- (b) “**Alliance**” means the Minor Hockey Alliance of Ontario (or any other such name as the Minor Hockey Alliance of Ontario may, in the future, legally adopt);
- (c) “**Appointed Officer**” refers to an individual appointed to one of the offices listed below, typically are typically held by a non-Director. The Appointed Officer positions are:
  - (i) Treasurer;
  - (ii) Referee in Chief;
  - (iii) Hockey School Director;
  - (iv) Director of Volunteers & Tournaments;
  - (v) Director of Hockey Development; and
  - (vi) Secretary.
- (d) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival of the Corporation or letters patent, supplementary letters patent or a special act issued to the Corporation;

- (e) “**Auditor**” means a person permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, S.O. 2004, c. 8 and who is independent of the Corporation, any of its affiliates, and the Directors and officers of the Corporation and its affiliates;
- (f) “**Board**” means the board of directors of the Corporation, as set out in Article 2;
- (g) “**By-law**” means this by-law and any other by-law of the Corporation as amended which are, from time to time, in force and effect;
- (h) “**Corporation**” or “**CMHA**” refers to the Cambridge Minor Hockey Association;
- (i) “**Director**” means an individual who is a member of the Board. All Directors also hold an Executive Director-Officer or Director-Officer position;
- (j) “**Director-Officer**” refers to an individual who is a Director and who holds one of the following non-executive offices:
  - (i) Supervisor of MD and B/BB Coaches;
  - (ii) Supervisor of House League Coaches;
  - (iii) Equipment Manager;
  - (iv) Sponsorship Director;
  - (v) Marketing Director;
  - (vi) Director of Safe Hockey, Rec; and
  - (vii) Director of Safe Hockey, Rep.
- (k) “**Executive Director-Officer**” refers to an individual who is a Director and who holds one of the following executive offices:
  - (i) President;
  - (ii) Past President;
  - (iii) Vice President House League;
  - (iv) Vice President Travel;
  - (v) Junior Vice President, House League; and
  - (vi) Junior Vice President Travel.
- (l) “**Extraordinary Resolution**” means a resolution that is:
  - (i) submitted to a special Meeting of Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80% of the votes cast; or
  - (ii) consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members;
- (m) “**HC**” means “Hockey Canada” (or any other such name as Hockey Canada may, in the future, legally adopt);
- (n) “**Meeting of Members**” means an annual meeting, a special meeting, or an annual and special meeting of members;

- (o) “**Member**” refers generally to a person who has been admitted to membership in the Corporation as either an Honourary Lifetime Member or as a Regular Member, pursuant to the provisions of this By-law and whose membership has not been terminated in accordance with the Act and the By-law;
- (p) “**Officer**” refers to an individual holding an office pursuant to Article 4 and includes individuals who are Directors holding an Executive Director-Officer or Director-Officer position, and individuals who are typically non-Directors holding an Appointed Officer position;
- (q) “**OHF**” means the Ontario Hockey Federation (or any other such name as the Ontario Hockey Federation may, in the future, legally adopt);
- (r) “**Ordinary Resolution**” means a resolution that:
  - (i) is submitted to a Meeting of Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast; or
  - (ii) is consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation;
- (s) “**Policies**” means written statements governing issues affecting the affairs of the Corporation, which have been considered and approved by the Board of Directors of the Corporation;
- (t) “**Public Benefit Corporation**” means:
  - (i) a charitable corporation; or
  - (ii) a non-charitable corporation that receives more than \$10,000 or other amount prescribed by the Regulations in a financial year:
    - a. in the form of donations or gifts from persons who are not members, directors, officers or employees of the corporation; or
    - b. in the form of grants or similar financial assistance from the federal government or a provincial or municipal government or an agency of any such government.

A non-public benefit corporation is a corporation which does not meet the test of a public benefit corporation;
- (u) “**Proposal**” means a proposal submitted by a Member of the Corporation that meets the requirements of s. 56 of the Act;
- (v) “**Referees Association**” means the “Cambridge Officiating Program” (or any other such name as the Cambridge Officiating Program may, in the future, legally adopt);
- (w) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (x) “**Representative Teams**” is referring to ‘AAA’, ‘AA/A’, ‘BB/B’, and ‘MD’ Cambridge Hawks teams under the Bylaws and Policies;

- (y) “**Special Business**” has the meaning set out in Section 7.10;
- (z) “**Special Resolution**” means a resolution that:
  - (i) is submitted to a special Meeting of Members of the Corporation 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
  - (ii) consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation; and
- (aa) “**Term**”, in reference to the election/re-election of Directors in Section 2.5, means that period of time commencing at the end of the meeting at which the individual was elected/re-elected until the close of the second Annual Meeting following the election/re-election.

#### 1.2. **Interpretation.**

In the interpretation of this By-law, words in the singular include the plural and *vice versa*, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in this By-law.

#### 1.3. **Affiliation.**

The CMHA shall have the following affiliations:

- (a) The CMHA shall be a member of Minor Hockey Alliance of Ontario;
- (b) The CMHA shall fall under the governing body of Hockey Canada;
- (c) The CMHA shall fall under the direction of Ontario Hockey Federation; and
- (d) The CMHA shall operate in cooperation with the Recreation and Parks Department of the city of Cambridge.

#### 1.4. **Boundaries.**

The boundaries for participation in Representative hockey for Cambridge, are as registered with the Minor Hockey Alliance of Ontario, from time to time.

#### 1.5. **Purposes.**

The legal purposes (objects) of the Corporation as set in the Letters Patent dated June 25, 1979 as amended from time to time (and which may only be amended by Articles of Amendment) are as follows:

- (a) *To promote and supervise for youth of the Community a recreational program of hockey without regard to race, colour, gender or creed.*
- (b) *To teach and encourage fair play and good sportsmanship.*
- (c) *To encourage high standards in school work and in regular and competitive play.*
- (d) *To encourage and foster good citizenship.*

**Article 2**  
**BOARD OF DIRECTORS.**

**2.1. Action By the Board.**

The Board shall manage or supervise the management of the affairs of the Corporation.

Without in any way limiting the generality of the foregoing, the Directors oversee CMHA hockey business, hockey development, and hockey operations.

**2.2. Number of Directors.**

The Corporation shall not have less than three Directors at all times. Further to the Articles which provide for a minimum and maximum number of Directors, the number of Directors to be elected at the annual Meeting of the Members shall be comprised of the fixed number of Directors within that range as determined from time to time by the Members by Special Resolution or, if a Special Resolution empowers the Directors to determine the number, by resolution of the Board. Any such Special Resolution of the Members empowering the Directors to determine the number of Directors remains in effect until revoked by the Members. A decrease in the number of Directors does not shorten the term of an incumbent Director.

**2.3. Qualifications.**

To be eligible to serve as Director, an individual must be at all times an individual who:

- (a) desires to advance the purposes of the Corporation;
- (b) who conducts themselves in accordance with the Director's Code of Conduct, if any, adopted by the Board from time to time;
- (c) consents to also serve as an officer of the Corporation, concurrent with their service as Director;
- (d) is a Member in good standing;
- (e) is not less than 18 years of age;
- (f) has not been found under the *Substitute Decisions Act, 1992*, S.O. 1992, c. 30, or under the *Mental Health Act*, R.S.O. 1990, c. M.7, to be incapable of managing property and has not been found to be incapable by any court in Canada or elsewhere;
- (g) does not have the status of bankrupt; and
- (h) has satisfied all other requirements for being a Director under this By-law.

Prior to becoming a Director, or within ten days of the meeting at which such a Director is elected, the Director shall execute a consent to act in the form determined by the Board from time to time, provided that if an individual elected or appointed consents in writing after the ten-day period mentioned above, the election or appointment is valid.

If a Director is re-elected or reappointed without a break in the term of office, no consent is required.



#### 2.4. **Nomination Process.**

The process for the nominations of Directors shall be as follows:

- (a) Prior to the election of Directors, the Board shall nominate, either as a whole or by means of an appointed committee, candidates for the upcoming election of Directors, these nominations shall then be submitted to the membership.
- (b) **Nomination Suggestions** - Any Member wishing to suggest an individual for nomination, or any Member wishing to stand as a nominee, for the Election of Directors, must provide the CMHA Hockey Office, or such other person as the Board may direct, with notice of their suggested nominee(s) or desire to stand for Board approval sixty days prior to the membership meeting at which the election is to be held. The notice shall be in the written form acceptable to the Board. The notice must have a mover and a seconder. The Board shall review all notices received to ensure the individual(s) meet the criteria set out by the By-Laws prior to determining whether or not to include an individual's name in the nominees presented to the membership. Individuals suggested for nomination by a Member will be contacted by the CMHA Hockey Office prior to the membership meeting at which the election is to be held to obtain and/or confirm their consent to stand for election as a Director.

#### 2.5. **Election and Term.**

The Directors shall be elected at an annual Meeting of Members. At the same meeting an individual is elected as a Director, they shall also be elected by the Members as an Officer.

Each Director shall be elected to hold office until the second annual Meeting of Members after such Director is elected, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election.

Directors shall be elected on a rotational basis so roughly half of the Directors are elected and voted upon each year, with the individuals elected as Directors to the officer positions listed in Group A being elected in one year, and the individuals elected as Directors to the officer positions listed in Group B being elected in the other year, provided that the Board may by resolution amend the titles and number of positions listed in each column.

- (a) Group A Directors holding the following offices, shall be elected in even numbered years:
  - (i) President (Executive Director-Officer)
  - (ii) Vice President House League (Executive Director-Officer)
  - (iii) Junior Vice President Travel (Executive Director-Officer)
  - (iv) Director of Safe Hockey, Rep (Director-Officer)
  - (v) Equipment Manager (Director-Officer)
  - (vi) Marketing Director (Director-Officer)
- (b) Group B Directors holding the following offices, shall be elected in odd numbered years:
  - (i) Vice President Travel (Executive Director-Officer)
  - (ii) Junior Vice President, House League (Executive Director-Officer)
  - (iii) Director of Safe Hockey, Rec (Director-Officer)
  - (iv) Sponsorship Director (Director-Officer)

- (v) Supervisor of MD and B/BB Coaches (Director-Officer)
- (vi) Supervisor of House League Coaches (Director-Officer)

The election shall be by ballot. If an election of Directors is not held at the proper time, the Directors shall continue in office until their successors are elected.

**2.6. Re-election.**

Retiring Directors shall be eligible for re-election in consecutive terms, provided the total number of consecutive years in office shall not exceed three consecutive terms of two years in one position, and shall not exceed a cumulative maximum of eighteen consecutive years, but not including in this calculation any year(s) served related to filling a vacancy.

Thereafter, a Director is not eligible for re-election until a period of eleven months has elapsed from the date of retirement of such Director.

Notwithstanding the foregoing or other provisions of the By-laws, where there is no individual willing to stand for a particular Board position or where the Board determines it to be in the best interest of the Corporation, the Board may extend the eligibility of a Director who has served nine terms of two years, and may recommend to the Members the election of such Director for one subsequent two-year term.

**2.7. Past President**

The individual who last served as President prior to the current President, is *ex-officio* a Director (holding the office of Past President) on the Board of Directors provided they consent and meet the eligibility requirements for Directors as set out in Section 2.3.

**2.8. Directors Ceasing to Hold Office.**

A Director ceases to hold office when:

- (a) the Director dies;
- (b) the Director resigns;
- (c) the Director no longer fulfills all of the qualifications to be a Director set out in the Act or in Section 2.3 of this By-law, as determined in the sole discretion of the Board acting reasonably;
- (d) in the case of the Past President, the Director no longer meets the criteria of Section 2.7; or
- (e) the Director ceases to hold office in accordance with the Act.

Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual, if eligible, as an officer or committee member if the Board deems it appropriate in the circumstances.

**2.9. Resignation of Director.**

A resignation of a Director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whichever is later.

A Director is deemed to have voluntarily resigned their position as a Director upon missing three consecutive Board meetings, provided such deemed resignation must be confirmed by resolution of the Board before taking effect. The Board may exercise its discretion in determining whether or not to confirm the deemed resignation.

**2.10. Vacancies.**

A vacancy occurring in the Board shall be filled as follows:

- (a) by appointment of the Directors in office (so long as there is a quorum). The appointment shall be for the remainder of the term related to that vacancy, provided that if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy, and in default or if there are no Directors then in office, the meeting may be called by any Member; and
- (b) otherwise, such vacancy shall be filled at the next annual meeting of the Members at which Directors are elected.

**2.11. Appointment of Additional Directors.**

If, in between Meetings of Members, the Directors increase the size of the Board, the Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Meeting of Members.

**2.12. Directors' Compensation.**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such, or in any other capacity; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.

Subject to the Act, nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore, provided not more than one-third of the Directors of a public benefit corporation may be employees of the Corporation or of any of its affiliates.

**2.13. Executive Committee.**

Whenever the Board consists of more than five Directors, the Board may establish an Executive Committee (which may be known as the "Management Committee") of not less than five Directors. Unless otherwise determined by the Board, the Executive Committee shall be made up of the Executive Director-Officers, namely, the Directors holding the following offices: President, Past-President, if any, Vice President Travel, Vice President House League, Junior Vice President Travel and Junior Vice President House League. The Executive Committee shall have power to fix its quorum at not less than a majority of its numbers and may have such powers as the Board may delegate to it, subject to any restrictions and terms of reference imposed from time to time by the Board and the Act.

**2.14. Other Committees.**

The Board may establish such other committees as it may require from time to time, with such Members and on such terms as the Board shall determine. All committees whose membership includes non-Directors shall be advisory only. All committees shall be responsible to the Board and shall be chaired by a Director or an individual approved by the Board.

**2.15. Limits on Delegation of Board Powers.**

The powers delegated by the Board to any Executive Committee or other Board Committee, must conform to any other regulations which may be imposed on the Executive Committee by the Act, By-laws or Board.

Pursuant to the Act, the Board may not delegate the following powers, including to an Executive Committee, or to any Senior employee or other committee:

- a) The decision to submit to the Members any question or matter requiring the approval of the Members.
- b) To fill a vacancy among the Directors or in the position of Auditor.
- c) To appoint additional Directors, if applicable.
- d) To issue debt obligations except as authorized by the Directors.
- e) To enter into contracts except as authorized by the Directors.
- f) To grant indemnities or to authorize the purchase of insurance.
- g) To approve any financial statements.
- h) To adopt, amend or repeal by-laws.
- i) To establish contributions to be made, or dues to be paid, by Members
- j) To accept individuals into Membership.

**ARTICLE 3  
DIRECTORS' MEETINGS.**

**3.1. Calling of Meetings.**

Meetings of the Board may be called by the Chair of the Board, or any two Directors, at any time.

For the first meeting of the Board to be held following the election of Directors at a Meeting of Members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the Directors is present. If no quorum of the Directors is present, then no less than five days' notice of the first meeting of the Directors shall be given to each Director, stating the time and, if applicable, the place of the meeting.

**3.2. Notice of Meetings.**

Notice of a meeting of the Board shall be sent to each Director not less than 48 hours before the date of the meeting provided that a meeting of the Board may be held at any time without notice if all the Directors are present (except where a Director is present for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called) or if all the absent Directors have waived notice.

All reasonable efforts shall be taken to provide an agenda for each Board meeting sufficiently in advance of the meeting to enable the Directors to properly prepare for the meeting.

**3.3. Regular Meetings.**

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any regular meeting.

**3.4. Notice of Meeting by Telephonic or Electronic Means.**

If the Directors may attend a meeting, including the first meeting of the Directors after incorporation, 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.

If the meeting is to be held entirely by one or more telephonic or electronic means, then the notice of the meeting need not specify a place of the meeting.

**3.5. Meetings or Participation in Meetings by Telephonic or Electronic Means.**

The President, or the Directors who call a meeting of the Board, as the case may be, may determine that the meeting shall be held, in accordance with the Articles and By-laws, in person, or by telephonic or electronic means, or a combination thereof, that permits all participants to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of directors is deemed to have been present in person at the meeting.

**3.6. Quorum.**

Subject to the Act, a quorum for the transaction of business at any meeting of the Board shall be a majority of the number of Directors fixed in accordance with Section 2.2 of this By-law.

Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Board.

**3.7. Votes to Govern.**

Irrespective of the number of Offices a Director may hold, each Director has only one vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.

All votes of all meetings of the Board shall be taken by ballot if so demanded by any Director present, but if no demand be made the vote shall be taken by poll, which may be conducted by show of hands, or by other visual, auditory, or electronic signs given by the Directors, as determined by the chair of the meeting. Whenever a vote by poll shall have been taken upon a question, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Board upon the said question.

**3.8. Casting Vote.**

In the case of an equality of votes at a meeting of the Board, the chair of the meeting shall be entitled to a casting vote, provided the chair did not already vote on the question.

**3.9. Chair.**

The President, or in their absence the Past President, or in their absence the Vice President House League, or in their absence the Vice President Travel, shall be chair of any meeting of the Board. If no such officer is present, the Directors present shall choose one of their number to be chair.

**3.10. Procedure.**

The chair of the meeting shall conduct all meetings of the Board in an orderly manner. When the chair determines that the need has arisen to do so, debate and questions as to proper order shall follow the current edition of Robert's Rules of Order. Notwithstanding the foregoing, where the meeting or decisions made at such meeting did not follow Robert's Rules of Order without challenge made at such meeting, this shall not invalidate the meeting or the decisions made at such meeting.

**3.11. Adjournment of Meetings.**

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:

- (a) The time of the continued meeting;
- (b) If applicable, the place of the continued meeting; and
- (c) 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.

**3.12. Resolution in Lieu of Meeting.**

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

**3.13. Confidentiality.**

Every Director, officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities. If requested by the Corporation, each Director, officer, committee member, employee and volunteer shall execute and be bound by the Corporation's code of conduct, of any, or such other agreement as the Corporation may provide to this effect.

**3.14. Conflict of Interest.**

Every Director and officer shall disclose to the Corporation the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in s. 41 of the Act, and in accordance with any code or policy of the Board then in effect, passed in accordance with Section 12.3.

Subject to and in accordance with the Act, a Director or officer who discloses a conflict of interest shall not be present at or participate in any discussions relating to the relevant contract or transaction, and shall not vote on any matters related to the relevant contract or transaction. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of that Director's conflict of interest, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

**3.15. Validity of Actions.**

No act or proceeding of any Director or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or the Board.

**Article 4  
APPOINTMENT AND DUTIES OF OFFICERS.**

**4.1. Role of Officers.**

The Officers will make recommendations for, and lend support in, the managing of CMHA's hockey business, hockey development, and hockey operations in direct association to their position and committee.

**4.2. Officers: Three Categories**

The Corporation shall have three categories of Officers, namely Executive Director-Officers, Director-Officers and Appointed Officers.

- (a) Executive Director-Officers are Directors, and with the exception of the individual holding the office of Past President, are elected by the Members to the office at the same time they are elected as Director. Unless otherwise determined by the Board, the Executive Director-Officers also serve on the Executive Committee. The Executive Director-Officer positions are:
  - (i) President;
  - (ii) Past President;
  - (iii) Vice President, House League;
  - (iv) Vice President, Travel;
  - (v) Jr Vice President, House League; and
  - (vi) Jr Vice President, Travel, Supervisor of Coaches AAA & A.

- (b) Director-Officers are Directors and are elected by the Members to the office at the same time they are elected as Director. The Director-Officer positions are:
  - (i) Supervisor of MD and B/BB Coaches;
  - (ii) Supervisor of House League Coaches;
  - (iii) Equipment Manager;
  - (iv) Sponsorship Director;
  - (v) Marketing Director;
  - (vi) Supervisor of Coaches, House League;
  - (vii) Director of Safe Hockey - Rec; and
  - (viii) Director of Safe Hockey - Rep.
  
- (c) Appointed Officer positions are typically held by non-Directors. Individuals are appointed to the office by the Directors and are not elected by the Members. An Appointed Officer is not eligible to vote at meetings of the Board of Directors unless they are also a Director. The Appointed Officer positions are:
  - (i) Treasurer;
  - (ii) Referee in Chief;
  - (iii) Hockey School Director;
  - (iv) Director of Volunteers & Tournaments;
  - (v) Director of Hockey Development; and
  - (vi) Secretary.

#### 4.3. **Election of Officers.**

##### (a) Officers Elected by Members

At a Members meeting at which there shall be an election of Directors, the Members shall at the same time elect the Executive Director-Officers (with the exception of the Past-President), and the Director-Officers, on the rotating schedule set out in Section 2.5.

##### (b) Term of Elected Officers

Elected Officers shall serve a two-year term. An individual may be re-elected to the same office for a maximum of three consecutive two-year terms. An elected officer shall hold office until the earlier of:

- (i) the officer's successor being elected;
- (ii) the officer's resignation;
- (iii) such officer ceasing to be a Director; or
- (iv) such officer's death.

##### (c) Chair & President

Pursuant to the Act, the Corporation shall have a Chair who is a Director. The Chair is the President and shall be referred to as the "President" in the By-laws. The office of President may not be held concurrently with any other officer position.



(d) Eligibility Rules and Restrictions

- (i) The office of President is an Executive Director-Officer position. In order to be eligible for the office of President, the individual(s) nominated must have previously served at least one term in one of the other elected Executive Director-Officer roles listed below; provided that this requirement shall be waived if there is no such qualified person willing to stand for the President position. The other elected Executive Director-Officer positions are:
  - a. Vice President, House League;
  - b. Vice President, Travel;
  - c. Jr Vice President, House League; and
  - d. Jr Vice President, Travel, Supervisor of Coaches AAA & A.
- (ii) In order to be eligible for an elected Executive Director-Officer position (other than President), the individual(s) so nominated must have served previously in one of the Appointed Officer positions for at least one term; provided that this requirement shall be waived if there is no such qualified person willing to stand for the particular elected Executive Director-Officer position.

**4.4. Appointment of Officers.**

(a) Offices Appointed by the Board.

The Board shall appoint all of the Appointed Officers, with the exception of the Referee in Chief who is appointed or elected by the Referees Association. An Appointed Officer is not eligible to vote at meetings of the Board of Directors unless they are also a Director. The Appointed Officer positions are:

- (i) Treasurer;
- (ii) Referee in Chief;
- (iii) Hockey School Director;
- (iv) Director of Volunteers & Tournaments;
- (v) Director of Hockey Development; and
- (vi) Secretary.

(b) Term

The Appointed Officers shall be appointed on an annual basis, for a one-year term. With the exception of the Treasurer and Secretary, an individual may be re-appointed to the same office for a maximum of six consecutive (6) terms. The Board may remove, whether for cause or without cause, any appointed non-director officer of the Corporation. Unless so removed, an appointed officer shall hold office until the earlier of:

- (i) the officer's successor being appointed;
- (ii) the officer's resignation; or
- (iii) such officer's death.

(c) Eligibility Rules

- (i) The Appointed Officer positions shall typically be held by individuals who are not Directors. However, with the exception of the Director serving as President, a

Director who has been elected to an office (i.e. is a Director-Officer or an Executive Director-Officer) may at the same time, hold a second, Appointed Officer position, other than the office of Treasurer.

- (ii) To qualify for the position of Treasurer, a Member must have a minimum of two years of financial experience which includes budgeting and/or payroll experience. The Treasurer may not concurrently hold any other officer positions.

**4.5. Past-President**

**(a) Ex-officio**

The individual who last served in the office of President prior to the current President, holds ex-officio the office of Past-President, provided they consent to serving in the office. Pursuant to Section 2.7 the Past-President is also ex-officio a Director.

**(b) Term of Past-President**

The Past-President shall hold office so long as they qualify for the position, or until the earlier of:

- (i) the officer's resignation; or
- (ii) such officer's death.

**4.6. Description of Offices.**

Subject to the Act, the Board shall specify the duties and powers associated with each officer position.

**4.7. Variation of Duties.**

The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

**4.8. Vacancy**

If the office of:

- (a) any elected Executive Director-Officer or Director-Officer is or becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy pursuant to Section 2.10; or
- (b) any Appointed Officer other than the Referee in Chief, is or becomes vacant, the Directors may by resolution, appoint a person to fill such vacancy.

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**Article 5**  
**INDEMNIFICATION.**

**5.1. Limitation of Liability.**

No Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any of the monies, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by their own wilful neglect or default; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

**5.2. Indemnity of Directors and Officers.**

Every Director and officer of the Corporation, every former Director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or officer of the corporation or such body corporate if:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that such conduct was lawful.

**5.3. Insurance.**

Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in s. 46(1) of the Act against any liability incurred by the individual:

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

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**Article 6**  
**MEMBERSHIP CONDITIONS.**

**6.1. Two Membership Classes.**

As set out in the Articles, (and which may only be amended by Articles of Amendment):

- (a) There shall be the following two (2) classes of membership in the Corporation:
  - (i) Honourary Lifetime Members; and
  - (ii) Regular Members.
- (b) Membership Terms, Rights and Restrictions include:
  - (i) Each Member shall be entitled to receive notice of, to attend, and vote at all meetings of the Members of the Corporation;
  - (ii) The Members of all classes will vote as one combined class at all meetings of member; and
  - (iii) An individual may only hold membership at a time. Where an individual is eligible for membership in both classes, they shall be deemed to be an Honourary Lifetime Member unless they resign this membership in writing.

**6.2. Membership- Regular Members.**

- (a) *Ex-officio*. The following individuals shall be *ex-officio* Regular Members of the Corporation:
  - (i) all Directors on the Board of Directors; and
  - (ii) all Officers of the Corporation.
- (b) Regular membership in the Corporation shall also be available to the following individuals who have requested membership, in such form or manner prescribed by the Board, and who have paid the Board prescribed membership dues, if any:
  - (i) all elected or appointed convenors of the Corporation;
  - (ii) all elected or appointed coaches of the Corporation;
  - (iii) all staff of the Corporation;
  - (iv) all on-ice officials;
  - (v) all off-ice- officials;
  - (vi) all trainers and team managers for the current season.
  - (vii) all registered players in good standing eighteen and older; and
  - (viii) all parents and legal guardians of registered players under 18.
- (c) **Exception.** Regular membership shall not be granted to any individual under Section 2.6(b), if their membership at the conclusion of the membership year just ending was not in good standing or if their membership was previously terminated pursuant to Section 6.10. In such cases, the individual must submit a written request to the Board (or the person or

committee designated by the Board) requesting membership, and shall only become a Regular Member upon the approval by resolution of the Board.

(d) **Term.**

- (i) The membership of a Regular Member pursuant to Section 6.2(a) shall be for so long as the individual holds office as a Director or Officer;
- (ii) The membership of a Regular Member pursuant to Section 6.2(b) shall be for up to one year, commencing the first day of September and ending the last day of August, unless terminated earlier in accordance with the By-law. An individual may be admitted into such membership at any time throughout the membership term, upon the individual meeting the criteria set out in 6.2(b).

6.3. **Membership – Honourary Lifetime Members.**

- (a) **Criteria.** Honourary Lifetime Membership shall be granted automatically to all individuals who are a recipient of the Hank Korec Award; and
- (b) **Term.** The term of the Honourary Lifetime Membership is for the life of the Member unless terminated in accordance with the By-law.

6.4. **Admission Procedures.**

The Board may develop membership admission policy, pursuant to Section 12.3, including to address the admission process, forms, procedures and the specific definition for each of the criteria for admittance to membership in the Corporation under Section 6.2 and 6.3.

The Board shall ensure that a current list of Regular and Honourary Lifetime Members is maintained.

6.5. **Transfer of Membership.**

A membership may not be transferred to any individual or corporation.

6.6. **Membership Dues.**

At the Board's discretion, the Board may require Regular Members pursuant to Section 6.2(b) to pay annual membership dues and may determine the manner in which the dues are to be paid, and the Board may set different rates for Regular Members based on relevant criteria established by the Board from time to time.

Regular Members shall be notified in writing of the membership dues, if any, at any time payable by them and, if any are not paid within thirty days after the due date set out in the notice, the Regular Member's membership shall thereupon automatically be suspended. and, if any are not paid within ninety days after the due date set out in the notice, the Regular Member's membership shall thereupon automatically expire.

**6.7. Good Standing.**

All Members are deemed to be in good standing except:

- (a) a Regular Member whose membership pursuant to Section 6.2(b) has been suspended for failure to pay the annual membership dues, if any, when due and owing pursuant to Section 6.6, and such Member is not in good standing for so long as the dues remain unpaid; or
- (b) an Honourary Member or a Regular Member pursuant to Section 6.2(b) who has been suspended or declared otherwise not to be in good standing pursuant to a disciplinary proceeding in accordance with Section 6.10.

A Member not in good standing is not entitled to exercise the rights of a Member under the Act or By-laws, including to call or vote at a Meeting of Members, to submit proposals, to nominate individuals or to hold office in the Corporation.

**6.8. Termination of Membership.**

A membership in the Corporation is terminated when:

- (a) the Member dies or resigns;
- (b) in the case of a Regular Member under Section 6.2(a), the individual ceases to be a Director or Officer;
- (c) in the case of a Regular Member under Section 6.2(b), the Member fails to pay membership dues payable by them, if any, as set out in Section 6.5;
- (d) in the case of a Regular Member under Section 6.2(b), the Member's term of membership expires;
- (e) in the case of an Honourary Member or Regular Member under Section 6.2(b), the Member is expelled or the membership is otherwise terminated in accordance with the Articles or By-laws, including Section 6.10;
- (f) in the case of an Honourary Member or Regular Member under Section 6.2(b), the Member does not confirm the Member's membership in the Corporation within 60 days of receiving a confirmation of membership request sent by the Corporation to the last known address or e-mail address of the Member; or
- (g) the Corporation is liquidated and dissolved under the Act.

Subject to the Act and the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist, but shall not be deemed to discharge any financial obligation of the Member to the Corporation accrued prior to the date of such termination.

**6.9. Discipline or Termination of a Member.**

The Board shall have authority to discipline, suspend or terminate the memberships of any Member for any one or more of the following grounds:

- (a) violating any provision of the Articles, or any By-laws or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

Any discipline or termination of membership must comply with this By-law.

**6.10. Procedure for Discipline, Suspension or Termination.**

- (a) Upon fifteen days' notice to a Member, the Board may pass a resolution authorizing disciplinary action, suspension or the termination of membership for any of the reasons set out in Section 6.9.
- (b) The notice shall set out the reasons for the proposed disciplinary action, suspension or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the fifteen-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action, suspension or termination of membership.
- (c) If written submissions are received, the Board shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further ten days from the date of receipt of the submissions.
- (d) Subject to the Act, the Board's decision shall be final and binding on the Member, without any further right of appeal.

**Article 7  
MEETINGS OF MEMBERS.**

**7.1. Place of Meetings.**

The annual or any other general meetings of the members shall be held within the City of Cambridge at such place as the Board of Directors may determine and on such days as the said Board shall appoint, provided that the annual meeting be held before September each year.

A Meeting of Members 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 is deemed to be held at the registered office of the Corporation.

**7.2. Notice of Meetings.**

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting, and to the Directors and the Corporation's Auditor, not less than 28 days and not more than 50 days before the meeting in accordance with Article 9 of this By-law.

If a person is entitled to attend a Meeting of Members by telephonic or electronic means, a 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.

If the Meeting of Members is to be held entirely by one or more telephonic or electronic means, then notice of the meeting is not required to specify a place of the meeting.

**7.3. Record Date.**

The record date for notice shall be the day on which notice is given, and only those persons who are entered in the register of Members at that date shall be entitled to notice of Meeting of Members.

The Directors may fix a date as the record date for:

- (a) determining Members entitled to vote at a Meeting of Members;
- (b) determining Members for any other purpose.

A record date must not be more than fifty days before the day of the event or action to which it relates.

**7.4. Timing of Annual Meeting of Members.**

The Annual Meeting of Members shall be held no later than fifteen months after the preceding annual Meeting of Members and no later than six months after the financial year end of the Corporation. The Annual Meeting may be conducted as an Annual and Special Meeting, and include Special Business.

**7.5. Special Meetings**

Special Meetings of Members for any purpose or purposes may be called by the President, the Past President, Vice President House League, Vice President Travel or by resolution of the Board, or as otherwise provided in the Act.

The chair shall determine the order of business at any Special Meeting however, the business to be transacted at a Special Meeting shall be limited to that specified in the notice calling the Special Meeting.

**7.6. Special Meetings Requisitioned by Members.**

The Board shall also call a special Meeting of Members in accordance with the Act on the written requisition of Members carrying not less than ten percent of the voting rights. If the Board does not call a meeting within twenty-one days of receiving the requisition, any Member who signed the requisition may call the meeting.



**7.7. Notice.**

Notice for in-person meetings must include the time and place of the meeting. If the meeting is held entirely by one or more telephonic or electronic means, or by a combination of in-person and electronic and/or telephonic means, instructions for attending and participating in the meeting must be included, as well as instructions for voting by such means at the meeting.

Subject to the requirements of the Act from time to time, notice for Meetings of Members in which Special Business will be transacted, must:

- (a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and
- (b) state the text of any special resolution to be submitted to the meeting.

**7.8. Information to be Furnished in Advance of Annual Meeting.**

Not less than five business days, or another number of days that may be further prescribed in Regulations, before each Meeting of Members, the Corporation shall give a copy of the approved financial statements, report of the Auditor, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or the By-law, to all Members who have informed the Corporation that they wish to receive a copy of those documents. The documents required to be given under this section may be provided to Members in the manner set out in Section 9.1 or 9.2.

**7.9. Annual Meeting.**

The order of business at the Annual General Meeting shall typically be:

- (a) Call to Order;
- (b) Approval of Minutes from the last Annual General Meeting;
- (c) Business Arising;
- (d) Board's Report;
- (e) Treasurer's report including:
  - (i) consideration of the financial statements;
  - (ii) consideration of the audit or review engagement report, if any;
  - (iii) review of the proposed budget for the upcoming season;
- (f) As applicable, an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (g) As applicable, appointment of the Auditor or reappointment of the incumbent Auditor;
- (h) Hank Korec Award Recipient;
- (i) Election of Officers and Directors;
- (j) Motion to destroy the ballots;
- (k) Other Business; and
- (l) Closing.

**7.10. Special Business.**

All business transacted at a special Meeting of Members and all business transacted at an annual Meeting of Members is Special Business except for the following:

- (a) Consideration of the financial statements;
- (b) Consideration of the audit or review engagement report, if any;
- (c) An Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (d) Election of Directors; and
- (e) Reappointment of the incumbent Auditor.

**7.11. Persons Entitled to be Present.**

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the Auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or any By-law of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

**7.12. Chair of Meeting.**

The President, or in their absence the Past President, or in their absence the Vice President House League, or in their absence the Vice President Travel, shall be chair of any meeting of the Members. If no such officer is present, the Directors present shall choose one of their number to be chair.

**7.13. Quorum.**

- (a) A quorum at any Meeting of Members (unless a greater number of Members is required to be present by the Act) shall be not less than twenty Members entitled to vote who are present in person at the meeting.
- (b) 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.
- (c) If there is no quorum within thirty minutes of the time fixed for the meeting to begin, the President may extend the time fixed for the meeting to begin or declare that there can be no meeting on that occasion.
- (d) 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.
- (e) Notice of an adjourned meeting is required to be given in accordance with this By-law for any meeting that is adjourned by more than 30 days.
- (f) If there is a lack of quorum at an initial Meeting which is subsequently adjourned due to lack of quorum, the quorum at an adjourned Meeting of Members shall be the presence of those Members entitled to vote who are present in person at the meeting.

**7.14. Votes to Govern.**

At any Meeting of Members every question shall, unless otherwise required by the Articles or any By-law or by the Act, be determined by a majority of the votes cast on the question. A poll may

be conducted by show of hands, or by other visual, auditory, or electronic signs given by the Directors, as determined by the chair of the meeting.

In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote, provided the chair did not already vote on the question.

Before or after a poll vote has been taken upon any question, the chair may require, or any Member present and entitled to vote may demand, a ballot. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot be so required or demanded, a declaration by the chair that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

**7.15. Meetings by Telephone or Electronic Means.**

At the sole discretion of the Board and subject to the Articles and By-laws, a 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. Such meeting must enable all persons entitled to attend to reasonably participate. A person who, through electronic or telephonic means, votes or attends at a meeting of members is deemed to have been present in person at the meeting.

Any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic or electronic means that the Corporation has made available for that purpose.

**7.16. Voting by Proxy.**

Voting by Proxy shall not be permitted.

**7.17. Adjournment of Meetings.**

- (a) Notice of an adjourned meeting is required to be given in accordance with this By-law for any meeting that is adjourned by more than thirty days.

If a Meeting of Members is adjourned by one or more adjournments for an aggregate of less than thirty days, notice of the meeting that continues the adjourned meeting is not necessary, other than by announcement of all of the following at the time of an adjournment:

- (i) The time of the continued meeting.
- (ii) If applicable, the place of the continued meeting.
- (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.

**7.18. Resolution in Lieu of Meeting.**

A resolution signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members.

**7.19. Procedure.**

The chair of a Meeting of Members will conduct the meeting and determine the procedure to be followed at the meeting. When the chair determines that the need arises, procedure at all Meetings of Members shall be determined by the current edition of Robert's Rules of Order, unless otherwise provided for in the By-law or any resolution, rule or regulation made under it. Notwithstanding the foregoing, where the meeting or decisions made at such meeting did not follow Robert's Rules of Order without challenge made at such meeting, this shall not invalidate the meeting or the decisions made at such meeting.

**Article 8  
BANKING ARRANGEMENTS, CONTRACTS, ETC.**

**8.1. Execution of Documents.**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of the President, Vice-President Travel, Vice-President House League, Secretary, and Treasurer. In addition, 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 to the document (if applicable), and any person authorized to sign may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

**8.2. Banking Arrangements.**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution.

The banking business or any part of it shall be transacted by any two of the President, Vice President Travel, Secretary, and Treasurer and such other person or persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

**Article 9  
NOTICES.**

**9.1. Giving Notice.**

Any notice, communication or other document to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-law or otherwise to a Member, Director, officer or member of a committee of the Board or to the Auditor shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the records of the Corporation or in the most

recent notice or return filed under the *Corporations Information Act*, R.S.O. 1990, c. C.39 (“CIA”), whichever is the more current;

- (b) if mailed to such person at such person’s recorded address by ordinary mail or by any other method, including registered mail, certified mail or prepaid courier; or
- (c) if sent to such person by telephonic or electronic means, in accordance with Section 9.2 at such person’s recorded address or telephone number for that purpose.

The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. Any notice may be signed electronically.

The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, Auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

#### **9.2. Electronic Notice.**

Any notice required to be sent to any Member, Director, officer, Auditor or member of a committee of the Board may be given electronically by e-mail to those Members, Directors, officers, Auditors or members of a committee of the Board with an e-mail address, unless such person has requested that the Corporation send notice by mail. Any such notice shall be accessible by the recipient so as to be usable for subsequent reference, and shall be capable of being retained by the recipient. A Member, Director, officer, Auditor or member of a committee of the Board who has not provided the Corporation with an e-mail address shall be sent notice by prepaid mail or facsimile to any such person’s latest address as shown in the records of the Corporation or in the most recent notice or return filed under the CIA, whichever is the more current, provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

Furthermore, notice provided which contains an electronic link or internet address which is accessible by remote means by the internet or other electronic means, whereby the recipient may review or download the notice or the materials related to the notice, shall satisfy this clause.

#### **9.3. Errors or Omissions.**

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

#### **9.4. Computation of Time.**

Where a given number of days’ notice or notice extending over a period is required to be given under the By-law, the day of service, posting or other delivery of the notice shall not be counted in such number of days or other period, and the day on which such number of days or period expires shall be counted.

**9.5. Undelivered Notices.**

If a notice or other communication sent to a Member is returned on two consecutive occasions because such Member cannot be found or the notice or communication cannot otherwise be delivered, the Corporation shall not be required to give any further notices or communications to that Member unless the Member informs the Corporation in writing of a new address and, in addition to the foregoing, where a notice or other communication sent to the recorded address of any Member, Director, officer, Auditor or member of a committee of the Board is returned as undeliverable or otherwise cannot be delivered, the Secretary may change or cause to be changed such recorded address in accordance with any information the Secretary reasonably believes is reliable.

**9.6. Waiver of Notice.**

Any Member, Director, officer or Auditor may waive any notice required to be given under the Act, the Articles or any By-law of the Corporation and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving of such notice.

**ARTICLE 10  
DISPUTE RESOLUTION MECHANISM.**

**10.1. Dispute Resolution Mechanism.**

In the event that a dispute or controversy among Members, Directors, officers, committee members, or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, officers, committee members, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the Board of the Corporation appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in Ontario. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law, or mixed fact and law.

## 10.2. **Costs.**

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **Article 11 BY-LAW AMENDMENTS.**

### 11.1. **By-laws, Amendment, or Repeal.**

Pursuant to the Articles, the enactment, amendment or repeal of By-laws of the Corporation shall require the approval of the voting Members by Special Resolution in order to be effective.

### 11.2. **Fundamental Changes**

Pursuant to the Act, a Special Resolution of the voting Members is required to make any changes to the Articles. Further to the Act and Articles, and consistent with Section 11.1 above, a Special Resolution of the voting Members is required to make ONCA s. 103(1) changes to the Articles and/or By-laws of the CMHA, which at the time of adopting these By-laws include any amendment to:

- (a) Change CMHA's name;
- (b) Add, change, or remove any restriction in the Articles on the activities that CMHA may carry on or to the powers that CMHA may exercise;
- (c) Create a new class or category of Members;
- (d) Change a condition required for being a Member;
- (e) Change the designation of any class or category of Members or add, change, or remove any rights or conditions of any such class category;
- (f) Divide any class or category of Members into two or more classes or categories and fix the rights and conditions of each class or category;
- (g) Add, change, or remove a provision respecting the transfer of a membership;
- (h) Subject to s 30 of the Act (by which the Members may so authorize the Directors), to increase or decrease the number of, or the minimum or maximum number of, Directors;
- (i) Change the purposes of CMHA;
- (j) Change to whom the property remaining on liquidation after the discharge of any liabilities of CMHA is to be distributed;
- (k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;

- (l) Change the method of voting by Members not in attendance at a meeting of the Members;  
or
- (m) Add, change, or remove any other provision that is permitted by the Act to be set out in the Articles.

**11.3. Repeal.**

Subject to the provisions of Section 11.4 hereof, all prior By-laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-law are repealed.

**11.4. Effect of Repeal of By-laws.**

The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

**Article 12  
GENERAL.**

**12.1. Corporate Seal.**

The seal of the Corporation, if any, shall be in the form determined by the Board.

**12.2. Financial Year End.**

Subject to applicable law, the financial year end of the Corporation shall be determined by the Board, from time to time. As of the date of the adoption of this By-law, the financial year end of the Corporation is the last day of March.

**12.3. Policies.**

The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with any By-law of the Corporation relating to such matters as terms of reference of committees, duties of officers, Board and Member codes of conduct and conflict of interest as well as procedural and other requirements relating to the By-law as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

**12.4. Books and Records.**

The Board shall ensure that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute are regularly and properly maintained.

**12.5. Invalidity of any Provision of this By-Law.**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.



**12.6. Effective Date of By-law 2024-1.**

This By-law shall come into force on the later of the date upon which the By-law is approved by the Members, and the date the Corporation receives its first Certificate and Articles of Amendment under the Act.

*CERTIFIED on \_\_\_\_\_, 2024 that this By-law was adopted by the Members of the Corporation present and entitled to vote at the duly called Membership Meeting held on August 22, 2024 and that it has been in effect, unchanged, since September 18, 2024, being the date the first Articles of Amendment were issued under the Ontario Not-for-Profit Corporations Act.*

*Per: \_\_\_\_\_*

*Chair [print name:]*

*Per: \_\_\_\_\_*

*Vice-President House League [print name:]*