

MILTON MINOR HOCKEY ASSOCIATION

BY-LAW NO. 2

June 26, 2025

AIRD BERLIS

TABLE OF CONTENTS

1.GENERAL.....	1
1.1. Definitions	1
1.2. Interpretation.....	3
1.3. Headings and Table of Contents	3
1.4. Invalidity of any Provisions of this By-law	3
1.5. Execution of Documents.....	3
1.6. Financial Year End.....	4
1.7. Banking Arrangements	4
1.8. Affiliation	4
1.9. Registered Office	4
1.10. Resolutions in Writing	4
2.MEMBERSHIP	5
2.1. Membership Classes	5
2.2. Termination of Membership	6
2.3. Discipline of Members	6
2.4. Membership Transferability.....	7
2.5. Membership Dues	7
2.6. Other Matters Relating to Membership	7
3.FUNDAMENTAL CHANGES	7
3.1. Amendment of Articles.....	7
4.MEETINGS OF MEMBERS	8
4.1. Calling Meetings of Members	8
4.2. In-Person, Hybrid and Electronic Meetings and Voting	8
4.3. Persons Entitled to be Present and Vote.....	9
4.4. Delivery of Annual Financial Statements on Request	9
4.5. Notice of Member Meeting	9
4.6. Contents of Notice where Electronic Attendance Permitted	10
4.7. Contents of Notice where Special Business	10
4.8. Member Proposals	10

4.9.	Waiver of Notice	10
4.10.	Annual Meetings.....	10
4.11.	Chair of the Meeting	11
4.12.	Quorum of Members	11
4.13.	Adjournment of Meeting of Members	12
4.14.	Voting.....	12
5.	DIRECTORS	12
5.1.	Duties of Directors.....	12
5.2.	Number of Directors	12
5.3.	Qualifications of Directors	12
5.4.	No Alternate Directors.....	13
5.5.	Non-Member Directors.....	14
5.6.	Election and Term	14
5.7.	Appointment of Additional Directors	14
5.8.	Removal of Directors.....	14
5.9.	Vacancies on the Board.....	14
5.10.	Filling Vacancies Among Directors	15
5.11.	Borrowing Powers	15
5.12.	Making By-laws.....	16
5.13.	Director Remuneration	16
5.14.	Director Policies	16
6.	MEETINGS OF DIRECTORS.....	17
6.1.	Calling of Meetings	17
6.2.	In-Person, Hybrid or Electronic Meetings.....	17
6.3.	Regular Meetings.....	17
6.4.	Executive Meetings	17
6.5.	Notice of Meeting.....	17
6.6.	Waiver of Notice	18
6.7.	Adjourned Meetings	18
6.8.	Quorum of Directors.....	18
6.9.	Votes to Govern	18

6.10.	Deemed Consent to Board Resolutions	19
7.	COMMITTEES	19
7.1.	Committees	19
7.2.	Disciplinary Committee.....	19
7.3.	Delegation.....	20
8.	OFFICERS.....	20
8.1.	Officers	20
8.2.	Appointing the Chair	20
8.3.	Executive Offices.....	20
8.4.	General Director Offices.....	21
9.	FINANCIAL STATEMENTS AND REVIEW.....	22
9.1.	Board Approval of Financial Statements.....	22
9.2.	Financial Review Requirements	22
10.	CONFLICTS OF INTEREST.....	23
10.1.	Disclosure of Interest by Directors and Officers	23
10.2.	Time of Disclosure.....	23
10.3.	For Transactions Not Requiring Director or Member Approval	24
10.4.	Attendance and Voting.....	24
11.	LIABILITY AND PROTECTION OF DIRECTORS AND OFFICERS	24
11.1.	Standard of Care	24
11.2.	Indemnification and Insurance	24
11.3.	Advance of Costs.....	24
11.4.	Limitation on Indemnity.....	25
11.5.	Indemnity Agreements.....	25
12.	NOTICES	25
12.1.	Method of Giving Notices	25
12.2.	Omissions and Errors.....	26
13.	REPEAL	26
13.1.	Repeal	26

BY-LAW NO. 2

A by-law relating generally to the conduct of the affairs of
MILTON MINOR HOCKEY ASSOCIATION
(the “Corporation”)

BE IT ENACTED as a by-law of the Corporation as follows:

1.

GENERAL

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*, SO 2010, c 15, as amended, restated or in effect from time to time and includes the Regulations;
- (b) “Affiliate” means an affiliated body corporate, and one body corporate shall be deemed to be affiliated with another body corporate if, and only if, one of them is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person;
- (c) “Articles” means the original or restated letters patent, supplementary letters patent, Articles of incorporation, amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) “Auditor” means a public accountant (as defined in the *Public Accounting Act, 2004* (Ontario)) who is independent of the Corporation, any of its Affiliates, and the Directors and Officers of the Corporation and its Affiliates and is appointed to conduct an audit or review engagement in respect of the Corporation.
- (e) “Board” means the board of Directors of the Corporation;
- (f) “By-law” means this by-law and any other by-law of the Corporation, as amended, and which are, from time to time, in force and effect and “By-laws” means all of them;
- (g) “Chair” means the Director appointed as the chair of the Board as described in Section 8.02;
- (h) “Director” means an individual occupying the position of director of the Corporation within the meaning of the Act;
- (i) “Extraordinary Resolution” means a resolution of Members that is either (i) submitted to a Special Meeting of Members duly called for the purpose of

considering the resolution and passed at that meeting, with or without amendment, by at least 80% of the votes cast or (ii) passed pursuant to Section 1.10(b).

- (j) “Meeting of Members” includes an annual or Special Meeting of Members;
- (k) “Member” means a Member of the Corporation admitted pursuant to Section 2.01;
- (l) “Officer” means any officer of the Corporation appointed by the Board pursuant to Section 8.01.
- (m) “Ordinary Resolution” means a resolution that is either (i) submitted to a meeting of Members or Directors, as applicable, and passed at that meeting, with or without amendment, by at least a majority of the votes cast or (ii) passed pursuant to Section 1.10;
- (n) “Person” means an individual or entity;
- (o) “Public Benefit Corporation” subject to the Act, means:
 - (i) a charitable corporation, or
 - (ii) a non-charitable corporation that receives more than \$10,000 in a financial year in the form of either (A) donations from persons who are not Members, Directors, Officers or employees of the Corporation, or (B) grants or similar financial assistance from the federal government.
- (p) “Regulations” means *General*, O Reg 395/21 and any other regulation made under the Act, as amended, restated or in effect from time to time;
- (q) “Special Business” means business transacted at either a Special Meeting of Members or an annual meeting of Members, except (i) consideration of the financial statements, (ii) consideration of audit or review engagement report, if any, (iii) an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or review engagement at all, (iv) election of Directors and (v) re-appointment of the incumbent Auditor;
- (r) “Special Meeting of Members” means any duly called and held meeting of Members (or any class of Members) other than the annual meeting of Members; and
- (s) “Special Resolution” means a resolution of Members that is either (i) submitted to a Special Meeting of Members duly called for the purpose of considering the

resolution and passed at that meeting, with or without amendment, by at least two-thirds of the votes cast or (ii) passed pursuant to Section 1.10(b).

1.2. Interpretation

In this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders. Other than as specified in Section 1.01, words and expressions defined in the Act shall have the same meanings when used in this By-law. References to Sections are to sections of this By-law unless otherwise specified.

1.3. Headings and Table of Contents

The headings and table of contents in this by-law are inserted for convenience of reference only and shall not affect the construction or interpretation of this By-law.

1.4. Invalidity of any Provisions of this By-law

- (a) 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.
- (b) To the extent that any amendment to the Act results in a conflict between a provision of this by-law and a provision of the Act, the Directors shall amend this by-law to make such conflicting provision conform with the Act. Pursuant to section 16(3) of the Act, no act of the Corporation, including a transfer of property to or by the Corporation, is invalid by reason only that such act or transfer is contrary to the Act.

1.5. Execution of Documents

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation and all cheques, bills of exchange, orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by any two of the President, Vice President Finance or Vice President Administration . In addition, the Directors 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 (if any) to the document.
- (b) Notwithstanding the foregoing, any Officer or Director may sign certificates and similar instruments on the Corporation's behalf with respect to any factual matters relating to the Corporation's activities and affairs, including certificates verifying copies of the Articles, by-laws, resolutions and minutes of meetings of the Corporation.

- (c) The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be an electronic image, written, stamped, type-written or printed or partly an electronic image, written, stamped, type-written or printed.

1.6. Financial Year End

The financial year end of the Corporation shall be determined by the Directors.

1.7. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other entity carrying on a banking business in Canada or elsewhere as the Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Directors may by resolution from time to time designate, direct or authorize.

1.8. Affiliation

The Corporation shall be affiliated with the Ontario Minor Hockey Association, the Ontario Hockey Federation and Hockey Canada or any successor to such organization(s).

1.9. Registered Office

The Directors may change the location of the Corporation's registered office within the Ontario municipality or geographic township specified in the Articles by a resolution, but pursuant to section 14(4) of the Act, a Special Resolution of Members is required to change the municipality or geographic township in which the registered office is located to another municipality or geographic township in Ontario. The Directors shall ensure that all books and records of the Corporation are kept at the registered office or such other location in Ontario as determined by the Directors.

1.10. Resolutions in Writing

- (a) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or a committee of Directors, is as valid as if it had been passed at such meeting.
- (b) A resolution in writing 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 such meeting.

2.

MEMBERSHIP

2.1. Membership Classes

- (a)** Subject to the Articles, there shall be 3 classes of Members, namely, Active Players, Parents or Guardians of Active Players, and Lifetime Members.
- (b)** The following rights of membership shall apply.

Active Players

- (i)** Membership as an Active Player shall be available only to registrants for the current season who have fully paid all dues as of the opening date of registration and subject to such other criteria, as may be determined by the Directors from time to time. For greater certainty, membership dues must be paid as of the date of the annual meeting of Members for the previous season.
- (ii)** Subject to the Articles, each Active Player shall be entitled to receive notice of, attend and vote at all meetings of Members and each such Active Player shall be entitled to 1 vote at such meetings, however, such Active Player may only exercise their vote if they are 18 years of age or older. If an Active Player is less than 18 years old, their vote shall be exercised by their parent or guardian. If 2 or more Active Players share the same parent(s) or guardian(s) (e.g. are siblings) and each Active Player is less than 18 years of age, than the parent(s) or guardian(s) are only entitled to 1 vote, in total, despite the number of Active Players for which they are the parent or guardian.

Parents or Guardians of Active Players

- (iii)** Membership as a Parent or Guardian shall be available only to parents or guardians of Active Players and subject to such other criteria, as may be determined by the Directors from time to time.
- (iv)** Subject to the Act and the Articles, Parents or Guardians shall be entitled to receive notice of and attend at meetings of the Members.

Lifetime Members

- (i)** Lifetime membership shall be available only to a maximum of 5 individuals selected by the Board and voted by the Members at the annual meeting of Members.

- (ii) Subject to the Articles, each Lifetime Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each such Lifetime Member shall be entitled to one vote at such meetings.

2.2. Termination of Membership

Subject to the Articles, the membership of a Member is automatically terminated on the earliest of the date on which:

- (a) the Member dies;
- (b) the Member resigns by delivering a written resignation to the Corporation in which case such resignation shall be effective on the later of the date of delivery or the date specified in the resignation;
- (c) the Member is expelled in accordance with Section 2.03 or such Member's membership is otherwise terminated in accordance with the Articles or by-laws;
- (d) the Member's term of membership expires (i.e. the season ends and such Member has not paid their dues for the next season); or
- (e) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles and the Act, upon termination of membership, the rights of the Member (including any rights to property of the Corporation) automatically cease to exist. Any obligations owing by the Member to the Corporation that existed at the time of such termination of membership shall survive such termination, including any obligation to pay fees or other amounts due to the Corporation at the time of termination.

2.3. Discipline of Members

The Directors shall have authority to terminate the membership of any Member on the following grounds:

- (a) violating any provision of the Articles, by-laws or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Directors; or
- (c) for any other reason that the Directors consider to be reasonable, having regard to the purpose of the Corporation.

If the Directors, or applicable committee thereof, wish to exercise such authority, the applicable Member shall be given at least 15 days' advance written notice of the proposed termination, including the reasons therefor. The Member receiving the notice shall be entitled to submit a

written submission opposing the termination not less than 5 days before the date specified in the notice as the termination date. In the event that no written submissions are received, the Directors, or applicable committee thereof, may proceed to notify the Member that the Member is terminated from membership in the Corporation. If written submissions are received in accordance with this Section, the Directors, or applicable committee thereof, will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 20 days from the date of receipt of the submissions. A final decision by the Directors, or applicable committee thereof, shall be final and binding on the Member, without any further right of appeal.

2.4. Membership Transferability

A membership may not be transferred.

2.5. Membership Dues

All Active Players shall pay their membership dues for the current season prior to the date of the annual meeting of Members marking the end of the previous season. An individual shall not be eligible for Membership for the current season if membership dues are not paid by such date. Upon late payment of Membership dues, Membership shall be granted at the discretion of the Board and may be subject to late fees as determined by the Board from time to time.

2.6. Other Matters Relating to Membership

The Directors may from time to time make, or amend, policies regarding membership, access to facilities, fees or membership dues, copies of which policies shall be available to Members upon request and all Members must comply with such policies.

3.

FUNDAMENTAL CHANGES

3.1. Amendment of Articles

Pursuant to section 103(1) of the Act, a Special Resolution of the Members is required to make any amendment to the Articles, or this by-law, as applicable, to:

- (a) change the Corporation's name;
- (b) add, change or remove any restriction on the activities that the Corporation may carry on or upon the powers that the Corporation may exercise;
- (c) create a new class or group of Members;
- (d) change a condition required for being a Member;

- (e) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (f) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (g) add, change or remove a provision respecting the transfer of a membership;
- (h) subject to section 30 of the Act, increase or decrease the number of Directors or the minimum or maximum number of Directors fixed by the Articles;
- (i) change the statement of the purpose of the Corporation;
- (j) change to whom the property remaining on liquidation after the discharge of any liabilities of the corporation 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 Members; or
- (m) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

4.

MEETINGS OF MEMBERS

4.1. Calling Meetings of Members

Pursuant to section 52 of the Act:

- (a) The Directors shall call an annual meeting of Members:
 - (i) not later than 18 months after the Corporation comes into existence; and
 - (ii) subsequently, not later than 15 months after holding the preceding annual meeting.
- (b) The Directors, President, or any one Vice President may at any time call a Special Meeting of Members.

4.2. In-Person, Hybrid and Electronic Meetings and Voting

The Directors may determine that a meeting of Members shall be held entirely in-person or by one or more telephonic or electronic means or by any combination of in-person attendance and

telephonic or electronic means. For any combination meeting or electronic-only meeting, the Directors shall specify the requirements for and manner in which such meeting shall be held, provided that in all events such manner must enable all persons entitled to attend the meeting to reasonably participate in it. A person so participating in a meeting is deemed to be present at the meeting.

4.3. Persons Entitled to be Present and Vote

The only persons entitled to be present at a meeting of Members shall be those Members entitled to receive notice of the meeting pursuant to Section 4.05, the Directors, and the Auditor. Any other person may be admitted only on the invitation of the Chair & President. The only Members entitled to vote at a meeting of Members shall be those entitled to receive notice of the meeting pursuant to Section 4.05.

4.4. Delivery of Annual Financial Statements on Request

If a Member informs the Corporation that the Member wishes to receive copies of Corporation's annual financial statements, then the Corporation shall deliver the following documents to such Member at least 5 business days before the applicable annual meeting (or, if applicable, before the date of a unanimous written resolution of Members being signed in lieu of an annual meeting), or such earlier date as may be prescribed in the Act or Regulations:

- (a) the annual financial statements as approved by the Board;
- (b) if applicable, the audit report or review engagement report; and
- (c) if applicable, any other financial information or results of operations required by the By-laws or the Articles.

4.5. Notice of Member Meeting

- (a) Notice of the time and place of a meeting of Members shall be given at least 10 days and not more than 50 days before the meeting date to each Member entitled to vote at the meeting who is a member of record as of the close of business on the day immediately prior to the date on which the notice is given, the Directors and the Auditor. It is not necessary for a notice to specify a physical place of meeting if the meeting is to be held entirely by telephonic or electronic means.
- (b) Notice may be given by prepaid mail, personal delivery (such as by courier) or by electronic means (such as by email). If notice is given by prepaid mail it is deemed to be received on the 5th day after it was sent. An electronic means of giving notice is valid so long as the notice is in an electronic form that is accessible by the Member so as to be usable for subsequent reference and capable of being retained by the Member.

4.6. Contents of Notice where Electronic Attendance Permitted

If a person is permitted to participate in a meeting of 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.

4.7. Contents of Notice where Special Business

Notice of a meeting of Members (whether an annual meeting and/or Special Meeting of Members) at which Special Business is to be transacted shall:

- (a) state the nature of the Special 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.

4.8. Member Proposals

Pursuant to section 56(1) of the Act, any Member entitled to vote has the right to raise any proposal, in person, at a meeting of Members. The Corporation shall include the proposal in the notice of the meeting of Members if the request is made in writing and duly submitted to the Board at least 60 days prior to the meeting. Notwithstanding the foregoing, such Member shall not have the right to raise any proposal where the Board concludes in its discretion that:

- the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers or Members;
- the proposal does not relate in a significant way to the activities or affairs of the Corporation;
- substantially the same proposal was submitted to Members in respect of a meeting held within the past two years and the proposal was defeated; or
- the making of the proposal is being abused to secure publicity.

4.9. Waiver of Notice

Any person who is entitled to notice of a meeting of Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.10. Annual Meetings

At every annual meeting of Members, in addition to any Special Business that may be transacted:

- (a) the Members shall be presented with:
 - (i) the financial statements approved by the Board,
 - (ii) if applicable, the report of the Auditor; and
 - (iii) if applicable, any further information regarding the financial position or operations of the Corporation as required by the Articles or By-laws
- (b) the Directors shall be elected by the Members or, for applicable incumbent Directors, the chair of the meeting shall note their remaining term in office; and
- (c) the Members shall either:
 - (i) appoint an Auditor to **audit** the financial statements of the Corporation for the then-current financial year of the Corporation; or
 - (ii) appoint an Auditor and pass an Extraordinary Resolution, providing that:
 - (A) if it is determined following the completion of the financial year that the Corporation's annual revenues for such year permit a **review** engagement rather than an audit pursuant to Section 9.02, the Auditor shall conduct a review (rather than audit) of the financial statements of the Corporation for such financial year; and
 - (B) if it is determined following the completion of the financial year that the Members are entitled to **dispense** with the appointment of an Auditor pursuant to Section 9.02, the Corporation shall direct the Auditor to not perform an audit or a review.

4.11. Chair of the Meeting

The Vice President Administration or if the Vice President Administration cannot attend, the Vice President of Finance, or such other individual designated by the Board shall be the chair of any meeting of Members.

4.12. Quorum of Members

A quorum at any meeting of the Members shall be at least 3 of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.13. Adjournment of Meeting of Members

Pursuant to section 55(5) of the Act, if a meeting is adjourned for less than 30 days, it is not necessary for any Member to be notified of the adjourned meeting other than by announcement at the meeting that is adjourned.

4.14. Voting

Except where the Articles, By-laws or Act require otherwise, at any meeting of Members every matter shall be determined by Ordinary Resolution. A vote at a meeting of 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. Where electronic attendance is permitted, voting shall be as specified in the applicable notice of meeting, otherwise voting shall be by show of hands unless a ballot is demanded by a Member entitled to vote at the meeting. In case of an equality of votes, either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting, if he or she is a Member (or representative of a corporate Member) entitled to vote, shall have a second or casting vote.

5.

DIRECTORS

5.1. Duties of Directors

The Directors shall be responsible for the governance of the Corporation and to manage, or supervise the management of, the activities and affairs of the Corporation. The Directors may exercise all such powers and do all such acts or things as may be exercised or done by the Corporation that are not by the Act, Articles or by-laws expressly directed or required to be done in some other manner.

5.2. Number of Directors

The Board shall consist of a maximum of 15 Directors. Of the Directors elected, a minimum of 7 and no more than 8 shall be considered "Executive Directors. The Members may, from time to time by Special Resolution, fix the number of Directors and the number of Directors to be elected at annual meetings of the Members, or the Members may delegate those powers to the Directors. If the Corporation is a non-charitable Public Benefit Corporation, then no more than one-third of the Directors may be employees of the Corporation or its Affiliates. At any given time, no more than 3 Directors may be non-Members.

5.3. Qualifications of Directors

- (a) The following persons are disqualified from being a Director:
 - (i) a person who is less than 18 years of age;

- (ii) a person who has been found to be incapable of managing property under the *Substitute Decisions Act, 1992* or under the *Mental Health Act*
 - (iii) a person who has been found to be incapable by a court in Canada or elsewhere;
 - (iv) a person who is not an individual;
 - (v) a person who has the status of bankrupt; and
 - (vi) a person who is not the Parent or Guardian of an Active Player and is the parent or guardian of a player who, at any time during the Director's term of office, is a registered player with another minor hockey association, at AA and below.
- (b) A Director is not required to be a Member but any non-Member Director is subject to the restrictions set out in Section 5.05.
- (c) A Director may be related to a Player but no more than 1 Director shall be related to each Player at any given time.
- (d) Pursuant to Section 24(8) of the Act, a Director is required to consent in writing to hold office as a director of the Corporation.
- (e) Within 60 days of being elected, each Director shall have completed and provide evidence confirmation compliance the following:
- (i) Respect in Sport Activity Leader course;
 - (ii) Gender Identity and Expressions Course;
 - (iii) A current (within 3 seasons) valid Vulnerable Sector Screen not expiring before the end of the term of office;
 - (iv) Signed the Board Code of Conduct; and
 - (v) Other Ontario Minor Hockey Association, municipal, provincial or federal mandated course or requirement that may arise.

5.4. No Alternate Directors

No person shall act for an absent Director at a meeting of the Board or a committee of Directors.

5.5. Non-Member Directors

At any given time, no more than 3 Directors may be non-Members. A Director who is not a Member shall not be eligible to act as the President, Vice President Administration or Vice President Finance or be designated as an authorized signatory of the Corporation.

5.6. Election and Term

Subject to the Articles, the Members will, by Ordinary Resolution, elect the Directors at each succeeding annual meeting at which an election of Directors is required. Nominations for a position on the Board may be submitted to the Vice President Administration in writing prior to the annual meeting or be made at the annual meeting. The Directors shall be elected to hold office for the term designated by their position as an Officer pursuant to ARTICLE 8.

5.7. Appointment of Additional Directors

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 the 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 the Members.

5.8. Removal of Directors

The Members may by Ordinary Resolution passed at a Special Meeting of Members remove any Director or Directors from office, except a person who is a director by virtue of their office (i.e., an ex-officio Director). The vacancy created by the removal of a Director may be filled at the same meeting by the Members, failing which it may be filled by the board pursuant to Section 5.10. A Director elected by a class of Members that has an exclusive right to elect the Director may only be removed by an Ordinary Resolution of such class of Members.

5.9. Vacancies on the Board

A Director ceases to hold office:

- (a) if the Director has resigned from office by delivering a written resignation to an Officer or Director of the Corporation; or
- (b) if the Director is removed pursuant to Section 5.08; or
- (c) if the Director becomes disqualified pursuant to Section 5.03 including failure to comply with the requirements set out in Section 5.03(e);
- (d) if the Director holds the office of President, Vice President Administration or Vice President Finance and ceases to be a member;

- (e) if the Director holds a seat or position on the board of directors of any other hockey organization in Canada;
- (f) upon failure to comply with the Board Code of Conduct or Milton Minor Hockey Association Code of Conduct;
- (g) Upon a resolution of the Board, if during their term of office, a Director is absent for 3 consecutive meetings or is absent for a total of 4 meetings in any 1-year period; or
- (h) on the death of such Director.

Upon ceasing to be a Director, pursuant to this Section 5.09, such former Director shall not be eligible for election as a Director until one year has elapsed since they ceased to be a Director of the Corporation.

5.10. Filling Vacancies Among Directors

- (a) Subject to Section 5.10(d), a quorum of Directors may fill a vacancy among the Directors, except where there has been a failure of the Members to elect the minimum number of Directors provided for in the Articles.
- (b) If there is not a quorum of Directors or if there has been such a failure, the Directors then in office shall without delay call a Special Meeting of 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.
- (c) A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.
- (d) If any class of Members has an exclusive right to elect one or more Directors and a vacancy occurs among those Directors,
 - (i) the remaining Directors elected by the class, if any, may fill the vacancy; or
 - (ii) if there are no remaining Directors elected by the class, any Member of the class may call a meeting of the class to fill the vacancy.

5.11. Borrowing Powers

Unless the Articles otherwise provide, the Directors may without authorization of the Members, from time to time:

- (a) borrow money upon the credit of the Corporation;

- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) subject to the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

5.12. Making By-laws

Pursuant to section 17 of the Act:

- (a) Unless the Articles otherwise provided and subject to Section 5.12(c), the Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation.
- (b) The Directors shall submit every such by-law, amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend such by-law, amendment or repeal.
- (c) Subject to Section 5.12(e), the by-law, amendment or repeal is effective from the date of the resolution of the Directors, except any by-law in respect of matters referred to in Section 3.01(g), (k) or (l) which will only come into effect upon approval thereof by the Members by Ordinary Resolution. If the by-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains (or becomes, as applicable) effective in the form in which it was confirmed.
- (d) The by-law, amendment or repeal ceases to have (or never has, as applicable) effect if it is not submitted by the Directors to the Members as required under Section 5.12(b) or if it is rejected by the Members.
- (e) If a by-law, an amendment or a repeal so ceases to have (or never has, as applicable) effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members.

5.13. Director Remuneration

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as a Director. A Director may be reimbursed for reasonable expenses incurred by a Director in the performance of a Director's duties.

5.14. Director Policies

The Directors shall abide by any Board code of conduct that may be approved from time to time by a resolution of the Directors (a “**Board Code of Conduct**”). Any proposed changes to a Board Code of Conduct or other policy of the Corporation shall be raised and voted on at a meeting of the Directors.

6.

MEETINGS OF DIRECTORS

6.1. Calling of Meetings

Meetings of the Board may be called by the President, or by any one of the Vice Presidents or on direction in writing by two Directors at any time.

6.2. In-Person, Hybrid or Electronic Meetings

A meeting of Directors may be held entirely in-person, 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, as determined by the Board, provided that such means must permit all persons attending the meeting to communicate with each other simultaneously and instantaneously. A Director participating electronically in a meeting is deemed for the purposes of the Act to be present at that meeting.

6.3. Regular Meetings

The Vice President Administration shall schedule a meeting of the Board once per month, unless otherwise determined by the Directors, and the Directors 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 Directors fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed.

6.4. Executive Meetings

The Executive Directors shall meet at such times and as frequently as determined by the Executive Directors.

6.5. Notice of Meeting

- (a)** Notice of the time and place for the holding of a meeting of the Board shall be given by the Vice President Administration in the manner provided in ARTICLE 12 to every Director not less than 7 days before the time when the meeting is to be held.
- (b)** Notice for a meeting of the Board that is called outside of those monthly meetings scheduled by the Vice President Administration shall be given by the

Vice President Administration in the manner provided in ARTICLE 12 to every Director not less than 1 day before the time when the meeting is to be held.

- (c) Notwithstanding the foregoing, the notice need not specify a physical place if a meeting of the Board is to be held entirely by telephonic or electronic means, but in such case the notice must include instructions for participating by such telephonic or electronic means, including, if applicable, instructions for voting by such means at the meeting.
- (d) No notice of meeting need specify the purpose or the business to be transacted at the meeting except if the business includes a proposed delegation of the Directors duties pursuant to Section 7.03 in which case the notice shall specify same.

6.6. Waiver of Notice

A Director may waive notice of a meeting of Directors, and attendance of a Director at a meeting of Directors is a waiver of notice of the meeting, except if the Director 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.

6.7. Adjourned Meetings

Any meeting of Directors may be adjourned to any time (and from time to time) and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting providing a quorum is present at the adjourned meeting. Notice of an adjourned meeting of Directors is not required to be given if an announcement is made at the time of the adjournment specifying the time and place of the continued meeting, and, if applicable, instructions for participating in the continued meeting by telephonic or electronic means (including, if applicable, instructions for voting by such means at the continued meeting).

6.8. Quorum of Directors

A majority of the number of Directors required by the Articles (or if a range is specified in the Articles, the number of Directors as fixed by the Members), constitutes a quorum, and despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

6.9. Votes to Govern

Except as may be otherwise specified in this by-law or otherwise required by the Act or the Articles, at all meetings of the Board or a committee of Directors, every question shall be decided by a majority vote of Directors. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

6.10. Deemed Consent to Board Resolutions

Pursuant to the Act:

- (a) A Director who is present at a Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:
 - (i) the Director's dissent is entered in the minutes of the meeting;
 - (ii) the Director requests that his or her dissent be entered in the minutes of the meeting;
 - (iii) the Director gives his or her dissent to the Chair of the meeting before the meeting is terminated; or
 - (iv) the Director submits his or her dissent to the Corporation immediately after the meeting is terminated.
- (b) 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 days after becoming aware of the resolution, the Director:
 - (i) causes his or her dissent to be placed with the minutes of the meeting; or
 - (ii) submits his or her dissent to the Corporation.

7.

COMMITTEES

7.1. Committees

The Board may from time to time establish such committee or committees, and appoint to them such person or persons (whether or not Directors or Members) as it deems necessary or appropriate for such purposes and with such powers and duties as it shall see fit. Any such committee may formulate its own rules of procedure, subject to such policies or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

7.2. Disciplinary Committee

The Executive Directors shall comprise the Disciplinary Committee and such committee shall be empowered to appoint and suspend or discipline any team, manager, coach, player, trainer or other official connected with the Corporation. Any disciplinary measures shall be pursuant to the Milton Minor Hockey Association Code of Conduct and/or such applicable policies of the OMHA or OHF as determined by the Board, and all instances of discipline shall be

communicated with the Risk Management Director, who shall be responsible for communication and coordination amongst the relevant parties. Any disciplinary action against any Member shall be in accordance with Section 2.03.

7.3. Delegation

Subject to the Articles and any By-law, the Board may from time to time delegate to a Director or a committee having at least one Director as a member, all or any of the Board's powers, except that, pursuant to the Act, the Board shall not delegate authority to:

- (a) submit to the Members any question or matter requiring the approval of Members;
- (b) fill a vacancy among the Directors or in the position of the Auditor;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Directors;
- (e) approve any financial statements of the Corporation;
- (f) adopt, amend or repeal by-laws; or
- (g) establish or modify annual dues to be paid by Members.

8.

OFFICERS

8.1. Officers

The Directors may designate the offices of the Corporation, appoint as Officers persons (including Directors) of full capacity, specify their duties and delegate to them powers to manage the activities and affairs of the Corporation as contemplated in Section 7.01. The duties of such Officers are set out in Schedule "C".

8.2. Appointing the Chair

Pursuant to section 42(2) of the Act, the Board shall appoint the Vice President Administration to hold the title of "Chair". The duties of the Chair shall be as determined by the Board from time to time. If the Vice President Administration is absent, the Board shall appoint another Executive Director to act as Chair.

8.3. Executive Offices

The following offices shall be held by Executive Directors. Duties of each Officer are set out in the attached Schedule "A".

The positions of Representative Hockey Director (Junior and Senior) and House League Hockey Director must have previously served as a Board Member for at least one of the two immediately previous years and be in good standing per 5.3. In the event that no qualified candidate comes forward, that requirement can be dispensed with and the Board of Directors may fill the vacancy at their discretion.

- (a) **President:** Elected for a term of 2 years with term commencing an odd numbered year. Past President shall automatically serve a term of one year.
- (b) **Vice President Finance:** The Vice President Finance shall hold office for a term of 2 years with their term commencing on an odd numbered year.
- (c) **Vice President Administration:** The Vice President Administration shall hold office for a term of 2 years with their term commencing on an even numbered year.
- (d) **Risk Management Director:** The Risk Management Director shall hold office for a term of 2 years with their term commencing on an even numbered year.
- (e) **Past President:** The Past President shall hold office for a term of 1 year, commencing on the change-over in Presidency.
- (f) **Representative Hockey Director Junior (U10-U13):** The Director of Representative hockey shall hold office for a term of 2 years with the term commencing on an even numbered year.
- (g) **Representative Hockey Director Senior (U14-U21):** The Director of Representative hockey shall hold office for a term of 2 years with the term commencing on an odd numbered year.
- (h) **House League Hockey Director:** The Director of House League Hockey shall hold office for a term of 2 years with the term commencing on an even numbered year.

8.4. General Director Offices

The following offices shall be held by Directors. Duties of each Officer are set out in the attached Schedule “B”.

- (a) **Development Director:** The Director of Development shall hold office for a term of 2 years with the term commencing on an odd numbered year.
- (b) **Tournament Director:** The Director of Tournaments shall hold office for a term of 2 years with the term commencing on an odd numbered year.
- (c) **Equipment Director:** The Director of Equipment shall hold office for a term of 2 years with the term commencing on an even numbered year.

- (d) **Sponsorship/Social Media Director :** The Director of Sponsorship and Social Media shall hold office for 2 years with the term commencing on an odd year
- (e) **Head Trainer:** The Head Trainer shall hold office for 2 years with the term commencing on an even numbered year.
- (f) **Initiation Program Director:** The Initiation Program Director shall hold office for 2 years with the term commencing on an even numbered year.

9.

FINANCIAL STATEMENTS AND REVIEW

9.1. Board Approval of Financial Statements

The Board must approve annual financial statements of the Corporation by Ordinary Resolution, and such approval must be further evidenced by the signature of one or more Directors on such financial statements.

9.2. Financial Review Requirements

Subject to the Act, in respect of a particular financial year of the Corporation:

- (a) if the Corporation is a Public Benefit Corporation, the Members may pass an Extraordinary Resolution:
 - (i) to have the Auditor perform a review engagement instead of an audit in respect of such year if the annual revenues in such year were more than \$100,000 and less than \$500,000; or
 - (ii) to not appoint an Auditor in respect of such year if the annual revenues in such year were \$100,000 or less.
- (b) if the Corporation is not a Public Benefit Corporation, the Members may pass an Extraordinary Resolution:
 - (i) to have the Auditor perform a review engagement instead of an audit in respect of such year if the annual revenues in such year are more than \$500,000; or
 - (ii) to not appoint an Auditor in respect of such year if the annual revenues in such year are \$500,000 or less.
- (c) An Extraordinary Resolution is valid until the next annual meeting of the Members.

10.

CONFLICTS OF INTEREST

10.1. Disclosure of Interest by Directors and Officers

A Director or an Officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of Directors 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, if the Director or Officer

- (a) is a party to the contract or transaction;
- (b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

10.2. Time of Disclosure

- (a) The disclosure required by Section 10.01 shall be made, in the case of a Director:
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Director was not, at the time of the meeting referred to in Section 10.02(a)(i), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
 - (iii) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.
- (b) The disclosure required by Section 10.01 shall be made, in the case of an Officer who is not a Director:
 - (i) immediately after the Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
 - (ii) if the Officer becomes interested after a contract or transaction is made, immediately after the Officer becomes so interested; or
 - (iii) if an individual who is interested in a contract or transaction later becomes an Officer, immediately after the individual becomes an Officer.

10.3. For Transactions Not Requiring Director or Member Approval

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or Members, a Director or an Officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of meeting of the Board, the nature and extent of their interest.

10.4. Attendance and Voting

A Director required to make a disclosure under Section 10.01 shall not attend any part of a meeting of Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:

- (a) is for indemnity or insurance; or
- (b) is with an Affiliate.

11.

LIABILITY AND PROTECTION OF DIRECTORS AND OFFICERS

11.1. Standard of Care

Every Director and Officer, in exercising his or her powers and discharging his or her duties to the Corporation, shall:

- (a) act honestly and in good faith with a view to the best interest of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

11.2. Indemnification and Insurance

Subject to Section 11.04, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or Officer, or an individual acting in a similar capacity for another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

The Corporation may purchase and maintain insurance for the purposes of indemnifying a person described in this section.

11.3. Advance of Costs

The Corporation may advance money to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 11.02, but the individual shall repay the money to the Corporation if the individual does not fulfil the conditions set out in Section 11.04.

11.4. Limitation on Indemnity

The Corporation shall not indemnify an individual identified in Section 11.02 unless:

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

11.5. Indemnity Agreements

The Corporation may from time to time enter into agreements pursuant to which the Corporation shall indemnify one or more persons in accordance with the provisions of this Section 11.05 and section 46 of the Act.

12.

NOTICES

12.1. Method of Giving Notices

- (a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members, pursuant to the Act, the Articles, the by-laws or otherwise to a Member, Director, Officer or Member of a committee of the Directors or to the Auditor shall be sufficiently given:
 - (i) 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 last notice that was sent by the Corporation; or
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

- (iii) if provided by electronic means, if the addressee has consented in writing to receive electronic documents and specified an address for delivery of same.
- (b) A notice so delivered shall be deemed given when it is delivered personally; a notice so mailed shall be deemed given when deposited in a post office or public letter box; and a notice so sent by electronic means shall be deemed to have been given when it leaves the information system within the control of the originator or another person acting on the originator's behalf.
- (c) The designated Officer of the Corporation may change or cause to be changed the recorded address of any Member, Director, Officer or Auditor in accordance with any information believed by such designated Officer to be reliable. The declaration by such designated Officer that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

12.2. Omissions and Errors

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

13.

REPEAL

13.1. Repeal

Upon this by-law coming into force pursuant to Section 5.12, all prior By-laws of the Corporation including By-law No. 1 of the Corporation are repealed. However, such repeal shall not affect the previous operation of such by-laws 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 such by-laws prior to such repeal. All Officers and persons acting under such repealed by-laws shall continue to act as if appointed under the provisions of this by-law and all resolutions of the Members or Directors with continuing effect passed under such repealed by-laws shall continue good and valid, until amended or repealed, except to the extent inconsistent with this by-law or the Act.

[SIGNATURE PAGE FOLLOWS]

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the Directors on June 26, 2025, and confirmed, without variation, by the Members by Ordinary Resolution on June 26, 2025.

Nicole Florecki-Jarwan

President

Authorized Signing Officer Name (Printed)

Position



July 4, 2025

Signature

Date

Kate Whitehorn Phillips

Vice President Administration

Authorized Signing Officer Name (Printed)

Position



July 4, 2025

Signature

Date