

# ONTARIO MINOR HOCKEY FOUNDATION



## **BY-LAW NO.1**

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ONTARIO MINOR HOCKEY FOUNDATION

BY-LAW

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## ONTARIO MINOR HOCKEY FOUNDATION

### BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the Ontario Minor Hockey Foundation.

BE IT ENACTED as a by-law of Ontario Minor Hockey Foundation:

#### 1. DEFINITIONS

1.1 In this By-law and all other By-laws and Resolutions of the Foundation, unless the context otherwise requires:

- (a) “**Act**” means the *Corporations Act*, R.S.O. 1990, Chapter C-38, and any statute amending or enacted in substitution thereof, from time to time.
- (b) “**appoint**” includes “**elect**” and vice versa;
- (c) “**Board**” means the Board of Directors of the Foundation.
- (d) “**By-laws**” means this by-law and all other by-laws of the Foundation that may be enacted from time to time;
- (e) “**cheque**” includes a bank draft;
- (f) “**director**” means a member of the Board.
- (g) “**documents**” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges, for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- (h) “**executive officers**” means the persons who hold the offices enumerated in Section 9.2;
- (i) “**Foundation**” means the Ontario Minor Hockey Foundation (or such other name as the Foundation may in the future legally adopt);
- (j) “**Letters Patent**” means the letters patent of the Foundation as may be from time to time amended, supplemented or restated;
- (k) “**meeting of members**” includes an annual meeting of members and a special meeting of members; and “**special meeting of members**” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (l) “**members**” means all classes of membership in the Foundation as provided for in Section 5.

- (m) “**person**” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (n) “**recorded address**” means, in the case of a member, his address as recorded in the members’ register; and in the case of joint members, the address appearing in the members’ register in respect of such joint holding or the first address so appearing if there are more than one; in the case of a director, officer, auditor or member of a committee of the Board, his latest address as recorded in the records of the Foundation;
- 1.2 Subject to the foregoing, words and expressions defined in the Act have the same meanings when used herein; words importing the singular number include the plural and vice-versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals and bodies corporate.

## **2. REGISTERED OFFICE AND SEAL**

### **2.1 Seal**

The corporate seal of the Foundation shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Foundation for its use and safekeeping.

### **2.2 Office**

The registered head office of the Foundation shall be at place within the Province of Ontario from time to time specified in the letters patent and thereafter as the Foundation may from time to time determine by special resolution of the members pursuant to the Act. The Foundation may establish such other offices within Canada, as the Board may deem expedient by resolution.

### **2.3 Logo**

Members are encouraged to use and to display the logo of the Foundation but upon the termination of membership in the Foundation for any reason, the retiring members shall return to the President’s office, any and all facsimiles of the logo of the Foundation, together with any cuts, electrotypes, printing mats or any other means of reproduction thereof and shall cease to use or display the logo in any manner whatsoever. The use of the logo is intended to signify membership in the Foundation. It is not intended and may not be used in any case as a trade mark for the member or as a guarantee or an identification of the members’ products, and may not be used in conjunction with or in any design combination with any trade mark, nor stamped nor imprinted on any article of commerce, without the prior written consent of the Board.

## **3. MISSION OF THE FOUNDATION**

- 3.1 The Ontario Minor Hockey Foundation was incorporated by letters patent issued by the Ministry of Consumer and Business Services on March 24, 2000, to receive and maintain a fund or funds and to apply all or any part of the principal and income therefrom, from time to time for the charitable purposes outlined in the Letters Patent.

#### 4. AFFILIATIONS

- 4.1 The Foundation shall be affiliated with the Ontario Minor Hockey Association and may be affiliated with such other hockey organizations as the Board may deem expedient from time to time.

#### 5. CLASSES OF MEMBERSHIP

5.1 Classes

There shall be three classes of membership in the Foundation:

- a) voting Ordinary members;
- b) non-voting Associate members; and
- c) non-voting Honorary members.

#### 6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 First Members.

Each applicant for the Foundation is a member of the Foundation. Subsequent membership in the Foundation shall consist of such persons as are admitted as members by the Board and are confirmed by the members in a meeting of members.

6.2 Terms and Eligibility.

(a) Applications.

Application for membership in the Foundation may be solicited by the Board for approval by the members on a two-thirds (2/3) majority vote of the Board. Each applicant whose application for membership has been accepted by the Board, shall, if requested, sign a declaration agreeing to comply with the Letters Patent, By-laws, resolutions and the rules and regulations of the Foundation.

(b) Ordinary Members.

An Ordinary member of the Foundation shall be an individual and entitled to one (1) vote at any members meeting. No person who is not an Ordinary member shall be entitled to vote in any proceedings of the Foundation.

(c) Associate & Honorary Members.

From time to time, the Board may admit for life or lesser term as an Honorary member a person who, in the opinion of the Board has made an outstanding contribution to the development of the Foundation or to the advancement of its objects. Associate membership shall be extended to employees, partners, associated charities, subsidiaries, related persons, associates or affiliates (as the foregoing are defined in the Act, and/or the *Income Tax Act*) of active members of the Foundation in good standing. Associate members and Honorary members shall not be entitled to vote at any meeting of the Foundation.

(d) Holding Office.

No person who is not an Ordinary member shall be qualified to hold office in the Foundation as a director or officer.

6.3 Notification.

Each member shall be promptly informed by the Secretary of his admission as a member and an announcement of the acceptance of new members shall be made at the next members' meeting of the Foundation and may be included in the Foundation's next newsletter.

6.4 Transfer of Membership.

Except for the transfer of membership from one class to another, as may be provided for in the By-laws of the Foundation, a membership in the Foundation is not transferable.

6.5 Termination.

(a) Suspension from the Board.

Any member failing to abide by the terms of the Letters Patent, the By-laws, the resolutions, rules and regulations of the Foundation, and any amendments thereto, may, after reasonable notice and an opportunity to be heard, be suspended from all rights and privileges of membership at the discretion of the Board of the Foundation. If such suspension shall continue for a period of one hundred and twenty (120) days and if during that time the member shall not satisfy the Board of his willingness to abide by the terms, the member shall be deprived of membership.

(b) Revocation of Membership.

Any member may be expelled from the Foundation for cause by two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an annual or other general meeting of members. Every member to be expelled shall be entitled to reasonable notice and opportunity to be heard by the Board.

(c) Termination of Membership.

Notwithstanding the above, a membership in the Foundation automatically terminates upon the happening of any of the following events:

- i) if the person, in writing, resigns as a member of the Foundation;
- ii) if a Foundation member dies,
- iii) if a non-voting corporate or business organization member ceases to carry on business or undergoes a change of control;
- iv) if a person is deprived of membership or is expelled from the Foundation pursuant to this Section 6.5;

6.6 Minimum Number of Members.

The membership of the Foundation shall at all times, consist of **at least three (3)** members, howsoever designated. The Foundation shall not exercise its corporate powers when its members are fewer than three for a period of more than six (6) months after the number has been so reduced. Notwithstanding the foregoing, a member who has become aware that the Foundation is exercising its corporate powers when its members are fewer than three (3) for a period of more than six (6) months after the number has been so reduced is severally liable for the payment of the whole of the debts of the Foundation contracted during such time and may be sued for the debts without the joinder in the action of the Foundation or of any other member, unless the member serves a protest in writing on the Foundation and by registered letter, notifies the Ministry of Consumer and Business Services of such protest having been served and of the facts upon which it is based and the member may thereby and not otherwise, from the date of his protest and notification, exonerate himself from the liability.

6.7 Liability of Members.

Subject to the Act, members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Foundation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Foundation.

6.8 Membership List.

Subject to Section 6 herein, the Secretary of the Board shall prepare and maintain a list of current voting and non-voting members. This list shall be kept at the head office and updated as necessary and made available to all directors. Such list of members shall be used to determine eligibility to attend and vote at any meeting of members.

## 7. MEETINGS OF THE MEMBERSHIP

7.1 Annual Meetings.

The Foundation shall hold an annual meeting of its members not later than eighteen (18) months after its incorporation and subsequently not more than fifteen (15) months after the holding of the last preceding annual meeting. The annual meeting of members shall be held in Ontario and on such day as the Board or the President may from time to time determine. The annual meeting of the members shall be held for the purpose of:

- a) hearing and receiving the reports and statements required by the Act, including the financial statements required by the Act, to be read and laid before the Foundation at an annual meeting of members;
- b) authorizing such members of the Board to sign the financial statements on behalf of the Foundation ;
- c) electing such directors as are to be elected at such annual meeting;
- d) appointing the auditors and fixing or authorizing the Board to fix the auditors' remuneration; and
- e) transacting any other business properly brought before the meeting.

7.2 Special Meetings.

The Board may at any time call a special meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special meeting of members may also be called by the members in such number and in such manner as is provided in the Act.

7.3 Members' Resolution.

Members' resolutions shall be given or circulated by directors to members as provided in the Act.

7.4 Notice of Meeting.

Notice of the time, place and date of meetings of members and the general nature of the business to be transacted thereat shall be given at least ten (10) business days before the date of the meeting to each member and to the auditors [in respect of the annual meeting of members] of the Foundation by sending by prepaid mail to the last address of the addressees shown on the Foundation's records. Notice of a meeting of members called for any purpose other than consideration of the minutes of an earlier meeting, financial statements and auditors' report, election of directors equal to the number of directors retiring and reappointment of the incumbent auditors, shall state or be accompanied by a statement of the nature of such business in sufficient detail to permit the member to form a reasoned judgment thereon and shall state the entire text of any special resolution to be voted on at such meeting.

7.5 Meetings Without Notice.

Notwithstanding the foregoing Section 7.4, a meeting of members, except an annual meeting of members, may be held at any time and place permitted by the Act without notice to all members entitled thereto or on shorter notice than that provided for herein and proceedings thereat shall not be invalidated thereby

- (a) if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such meeting being held, and
- (b) if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held.

7.6 Quorum.

Three (3) members present in person constitute a quorum at a meeting of members and no matters shall be transacted at any meeting unless the requisite quorum is present at the commencement of such matters; provided however that where fewer than three or more persons are present in person after one-half hour after the commencement time specified in the notice calling the meeting of members; and the business transacted is limited to the selection of a Chairman and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting, then two persons present in person constitute a quorum.

7.7 Voting by Members.

Unless otherwise required by the Act or the By-laws of the Foundation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of vote, the Chairman presiding at the meeting shall have a second or casting vote.

7.8 Persons Entitled to be Present.

The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors, Secretary and auditors [in respect of the annual meeting of members] of the Foundation and others who, although not entitled to vote, are entitled or required under any provision of the Act, Letters Patent or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting.

7.9 Right to Vote.

Subject to the Act, at any meeting of members, a person named in the list of members entitled to receive notice of the meeting, prepared in accordance with the Act, is entitled to vote.

7.10 Proxies.

At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. A proxy need not be a member of the Foundation.

7.11 Voting Procedures.

- a) A majority of votes cast by members entitled to vote, unless otherwise required by the Act or by the By-laws of the Foundation, shall decide every question proposed for consideration at meetings of members;
- b) The Chair presiding at a meeting of members shall have a vote only in the event of a tie vote;
- c) At the meetings of members, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.12 Adjournments.

Any meetings of members of the Foundation may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting(s) as might have been transacted at the original meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned meeting other than to those members present in person at the adjourned meeting. Such adjournment may be made notwithstanding that no quorum is present.

7.13 Chair.

In the absence of the President and the Vice-President, the members entitled to vote and present at any meeting of members shall choose another director as Chair and, if no director is present or if all the directors present decline to act as Chair, the members present shall choose any member present to be Chair.

7.14 Auditor.

a) Appointment and Remuneration.

The members shall at each annual meeting, appoint an auditor to audit the accounts of the Foundation, such auditor to hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of auditor. Notice of the appointment of an auditor shall be given in writing to him forthwith after the appointment is made. The remuneration of auditor shall be fixed by the members or by the Board, if so authorized by the members.

b) Entitlement to Notice.

The auditor is entitled to attend any annual meeting of members of the Foundation and to receive all notices and other communications relating to any such meetings that a member is entitled to receive and to be heard at any such meeting that he attends on any part of the business of the meeting that concerns him as auditor.

c) Right to Access.

The auditor has the right of access at all times to all records, documents, books, accounts and vouchers of the Foundation and is entitled from the directors and executive officers of the Foundation such information and explanations as in his opinion are necessary to enable him to report as required by law.

7.15 Action in Writing by Members.

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 a meeting of members unless, in accordance with the Act, (a) in the case of the resignation or removal of a director, or the appointment or election of another person to fill the place of such director, a written statement is submitted to the Foundation by the director giving the reasons for his resignation or the reasons why he opposes any proposed action or resolution for the purpose of removing him from office or the election of another person to fill the office of such director; or (b) in the case of the removal or resignation of an auditor, or the appointment or election of another person to fill the office of auditor, representations in writing are made to the Foundation by that auditor concerning its proposed removal, the appointment or election of another.

## 8. BOARD OF DIRECTORS

### 8.1 Composition.

#### a) Eligibility

A director:

- (i) shall be eighteen (18) or more years of age;
- (ii) shall not be an undischarged bankrupt or of unsound mind;
- (iii) shall be an Ordinary member of the Foundation at the time of his election or appointment;
- (iv) shall remain a member of the Foundation throughout his term of office.

#### b) Number of Directors.

The affairs of the Foundation shall be managed by a Board, which shall initially consist of three directors. The Foundation may by special resolution increase or decrease the number of its directors, but in any case the Board shall consist of a fixed number of directors, which shall not be fewer than three (3).

#### c) First Directors.

The persons named as first directors in the Letters Patent creating the Foundation are the directors of the Foundation until replaced by the same number of others duly elected or appointed in their stead. The first directors of the Foundation shall have all the powers and duties and are subject to all the liabilities of directors.

#### d) Election in Rotation. Subject to the provisions of the Act and Section 9.2, directors, other than ex-officio directors, if any, shall be elected by members entitled to vote and shall retire in rotation. The first directors shall retire as follows:

- (i) The President, Secretary and Sales and Marketing Vice-President shall retire at the 2004 annual meeting;
- (ii) The Treasurer, Executive Vice-President and Legal Counsel shall retire at the 2005 annual meeting;
- (iii) The Immediate Past President shall retire concurrently with the President,

And thereafter the directors shall retire in rotation in accordance with this Section 8.1.

#### e) Annual Meeting. At each annual meeting, a number of directors equal to the number of directors retiring shall be elected for terms of two (2) years by and from among the members eligible to vote and to hold office.

#### f) Term. Each director, subject to the provisions of the Letters Patent, shall hold office until the second (2<sup>nd</sup>) annual meeting after election to office or until his successor has been duly elected and qualified.

g) Conduct.

Every director and executive officer of the Foundation in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Foundation and exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.2 Ex-Officio Directors.

The Board in its discretion may from time to time appoint ex-officio directors from within or outside the Foundation's membership. Ex-officio directors shall be non-voting members of the Foundation.

## 9. PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations.

Candidates for the office of director shall be the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Executive Committee; and the person whose names are put in nomination by any member entitled to vote, at any time before nominations are closed at the meeting of members at which the election of directors is held.

Where the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing the number of candidates for the offices and if the number of candidates is greater than the number of offices to be filled, the election shall be by ballot.

The Board may prescribe the form of nomination paper and the form of a ballot.

9.2 Board Positions.

The Board shall be comprised of at least the following executive officer positions:

- a) President
- b) Executive Vice-President
- c) Sales and Marketing Vice-President
- d) Treasurer
- e) Secretary
- e) Legal Counsel – Appointed
- f) Immediate Past President

Provided that if the Board consists of only three (3) directors, The Board shall be comprised of the President, Secretary and Treasurer.

9.3 Termination.

(a) Removal of Directors.

Subject to the Act, the members entitled to vote may, by special resolution passed by a two-thirds majority of members at an annual or special meeting of members, remove any director from office

and may, by a majority of the votes cast at a meeting, elect any person in his stead for the remainder of his term, failing which the vacancy may be filled by the Board.

(b) Vacation of Office.

A director ceases to hold office when he dies; he is removed from office by the members; he ceases to be qualified for election as a director; or his written resignation is received by the Foundation, or, if a time is specified in such resignation, at the time so specified.

(c) Vacancies.

Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number of directors or from a failure of the members to elect the requisite number of directors. If no quorum of directors exists, the remaining directors shall forthwith call a special meeting of members to fill the vacancies of the Board.

(d) Absenteeism.

Unless otherwise determined by the Board, the absence of a director from three (3) consecutive Board meetings or the absence of a director from four (4) out of any eight (8) consecutive Board meetings shall be deemed to be a resignation of the said director from the Board.

(e) Resignation.

A director of the Board may resign his directorship by submitting a letter of resignation to the President of the Foundation.

(f) Position as Executive Officer.

The resignation or removal of a director shall also be deemed to be a resignation or removal, as the case may be, of such person as an executive officer of the Foundation.

## **10. BOARD RESPONSIBILITIES**

### **10.1 Governance.**

The Board shall govern the Foundation in compliance with the objects, powers, by-laws and policies of the Foundation and all applicable laws and regulations.

### **10.2 Board Meetings.**

(a) First Meeting of New Board

Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board was elected.

(b) Regular Board Meetings

Except as otherwise required by law, the Board may hold meetings at such place or places as the President or, in his absence, the Executive Vice-President, may from time to time determine. The Board shall meet not less than twice a year.

(c) Special Board Meetings

Special Board meetings may be called by the President or the Executive Vice-President in the absence of the President or on petition in writing to the Secretary signed by any two directors. Business transacted at a Special Board meeting shall be limited to that specified in the notice calling the meeting.

10.3 Notice of Board Meetings.

- (a) Notice shall be communicated to all directors at least seven (7) days in advance of the meeting, unless all directors agree to the calling of a meeting on shorter notice or the Board meeting is held on a regular day or date each month or immediately following a meeting of the members of the Foundation;
- (b) Notice shall include a tentative agenda in the case of a regular Board meeting and shall specify the business to be conducted in the case of a special Board meeting.
- (c) No formal notice of any Board meeting shall be necessary if all the directors are present or if those absent signify their consent to the meeting being held in their absence.

10.4 Error in Notice.

No error or omission in giving notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting, and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

10.5 Adjournment of Board Meetings.

Any Board meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

10.6 Quorum.

Unless the Letters Patent or a special resolution otherwise provides, a majority of the Board shall constitute a quorum, but in no case shall a quorum be less than the smallest whole number that is not less than two-fifths of the number of directors.

10.7 Voting Rights.

Each director, present at a Board meeting, including the Chair, shall be entitled to one vote. The Chair shall have a second vote in the event of a tie vote.

10.8 Voting Procedures.

A majority of votes of the directors present at a Board meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a director present, a declaration by the Chair that the motion has been carried 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 or against such

motion.

10.9 Meetings by Telephone.

If all of the directors of the Foundation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

10.10 Remuneration.

Directors shall serve without remuneration and no director shall indirectly or directly receive any remuneration, salary or profit from the position of director or for any service rendered to the Foundation; provided that, the Board may establish policies relating to the reimbursement of directors for reasonable expenses incurred in the performance of their duties as directors of the Foundation.

10.11 Conflict of Interest.

- (a) Every director or executive officer who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Foundation shall make a full and fair declaration of the nature and extent of the interest at a Board meeting.
- (b) The declaration of a conflict of interest shall be made at the Board meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the director or executive officer is not at the date of that Board meeting interested in the proposed contract or transaction or other matter, at the next Board meeting held after the director or executive officer assumes the office.
- (c) After making such a declaration, no director or executive officer shall vote on such a contract or transaction or other matter, nor shall he be counted in the quorum in respect of such a contract or transaction or other matter.
- (d) If a director or executive officer has made a declaration of an interest in a contract or transaction or other matter in compliance with this section, the director or executive officer is not accountable to the Foundation for any profit realized from the contract or transaction or other matter.
- (e) If a director or executive officer fails to make a declaration of interest in a contract or transaction or other matter in compliance with this section, the director or executive officer shall account to and reimburse the Foundation for all profits realized, directly or indirectly, from such contract or transaction or other matter.

10.12 Indemnification.

Every director or executive officer of the Foundation and his heirs, executors, administrators and estate and effects, respectively, shall from time to time be indemnified and saved harmless by the Foundation from and against:

- (a) all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him in or about the execution of the duties of his office.
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default; provided that, no director or executive officer of the Foundation shall be indemnified by the Foundation in respect of any liability, costs, charges or expenses that he sustains or incurs in or about any action, suit or other proceeding as a result of which he is adjudged to be in breach of statute unless, in an action brought against him in his capacity as a director or executive officer, he has achieved complete or substantial success as a defendant.
- (c) the Foundation may purchase and maintain such insurance for the benefit of its directors or executive officer as the Board may from time to time determine.

#### 10.13 Confidentiality.

Every director and executive officer of the Foundation shall respect the confidentiality of matters brought before the Board for consideration in camera.

#### 10.14 Dissolution.

The Foundation shall continue until such time as it shall be dissolved by a three-quarters (3/4) vote of the members in good standing at a meeting called on thirty (30) days prior written notice for that purpose. In the event of dissolution, the assets of the Foundation after payment of all the indebtedness of the Foundation shall not be distributed amongst members but shall be distributed to a charity or charities with similar objects in the Province of Ontario, as determined by the Board.

### **11. RESPONSIBILITIES OF EXECUTIVE OFFICERS**

#### 11.1 Elected/Appointed Directors.

- a) Subject to Section 9.2, the elected directors shall be the Immediate Past President, President, Executive Vice-President, Vice-President of Sales and Marketing, Treasurer and Secretary.
- b) The appointed director shall be Legal Counsel who shall be appointed following the annual meeting.
- c) An elected director may hold more than one office.

#### 11.2 Other Officers and Assistants.

The Board may appoint such other officers and agents as it shall deem necessary who shall serve at the pleasure of the Board and shall have such authority and perform such duties as may from time to time be prescribed by the Board. The Board may also appoint such assistant(s) to the

Foundation as the Board may determine by resolution from time to time.

11.3 Eligibility for Office.

The Foundation shall endeavour to nominate as Treasurer a director who has employment experience and skills in accounting procedures.

11.4 Term of Office.

Each executive officer shall hold office until such executive officer shall be required to retire as a director in accordance with Section 8.1 or until his successor has been duly elected and qualified.

11.5 Termination of Officers.

(a) Removal

The Board, by resolution approved by two-thirds (2/3) of the directors present, may remove any executive officer at any time before the expiration of his term of office, with or without cause.

(b) Resignation

An executive officer of the Foundation may resign his office by submitting a letter of resignation to the President of the Foundation.

11.6 Vacancies in Office.

If a vacancy occurs in any office, or if for any reason an executive officer is unable or unwilling to act in that capacity, a Board meeting shall be held within thirty (30) days for the purpose of selecting a replacement executive officer from among the current Board. The Board shall fill vacancies in other offices for the balance of the unexpired terms from among those eligible to serve.

11.7 Responsibilities of Executive Officers.

a) President:

The President shall:

- i) represent the Foundation in the community;
- ii) act as Chair of the Board, the Executive Committee, and at all meetings of members;
- iii) exercise general supervision of the Foundation in accordance with policies determined by the Board;
- iv) be a non-voting member of all committees and sub-committees of the Foundation;
- v) report regularly to the Board on matters of interest;
- vi) delegate tasks as necessary.

b) Executive Vice-President:

The Executive Vice-President shall:

- i) assume the duties of the President in the absence for any reason of the President;
- ii) monitor adherence by the Board to all existing policies and inform the Board with respect to any inconsistencies between existing policies and a proposed policy;

- iii) be available to assist any director requiring assistance in the completion of his functions;
- iv) carry out duties as assigned by the Board, the Executive Committee or the President;

c) Sales and Marketing Vice-President:

The Sales and Marketing Vice-President shall:

- i) assume the duties of the President in the absence for any reason of the President and Executive Vice-President;
- ii) promote the Foundation through selected media and communication channels;
- iii) design and secure corporate sponsorship opportunities;
- iv) develop programs for fundraising and charitable donations;
- v) promote and distribute information and materials on Foundation programmes;
- vi) be available to assist any director requiring assistance in the completion of his functions;
- vii) carry out duties as assigned by the Board, the Executive Committee or the President;

d) Treasurer:

The Treasurer shall:

- i) ensure adherence to and implementation of financial policies in the financial administration of the Foundation;
- ii) ensure the submission of the books of account to the auditor of the Foundation at the end of the financial year;
- iii) present a report of the auditor from the previous year and a projected financial position for the current year to the membership at the annual meeting;
- iv) evaluate, review and recommend financial policy to the Board;
- v) carry out duties assigned by the Board, the Executive Committee or the President.

e) Secretary:

The Secretary shall:

- i) record or delegate the recording of the minutes of meetings of the members, Board meetings and ensure that Foundation records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the policies and procedures established by the Board or by the membership;
- ii) ensure the proper custody of the Foundations' corporate seal, corporate minutes and resolutions and other corporate records and documents;
- iii) be responsible for receiving and distributing all correspondence received or sent by the Foundation and all communications within the Foundation;
- iv) recommend policy to the Board regarding internal and external communications of the Foundation;
- v) ensure that all necessary and appropriate insurance has been purchased;
- vi) maintain the membership list;
- vii) carry out duties as assigned by the Board, the Executive Committee or the President.

f) Past President:

The Past President shall:

- i) chair the Nominations Committee;
- ii) be available to assist any director requiring assistance in the completion of his functions;
- iii) carry out other duties as assigned by the Board, Executive Committee, or the President.

g) Legal Counsel:

The Legal Counsel shall:

- i) advise the Board on matters of Canadian law and the Act;
- ii) take an active role in the governance of the Foundation.;
- iii) carry out other duties as assigned by the Board, Executive Committee, or the President.

11.8 Remuneration of Executive Officers.

Subject to the Act, the Board may fix the remuneration, if any, to be paid to the executive officers of the Foundation.

## **12. COMMITTEES OF THE BOARD**

12.1 Standing Committees.

The following committees shall be Standing Committees of the Board:

- a) Membership and Nominations Committee;
- b) Executive Committee;
- c) Fund Raising Committee;
- d) Programmes Committee;

12.2 Power of the Board.

The Board may from time to time abolish or create committees, executive, standing, advisory or otherwise by by-law approved by a two thirds (2/3) majority of the votes cast at the next annual meeting of the members, provided that its action is not inconsistent with the provisions of the Letters Patent, By-Laws, resolutions and other laws pursuant to which the Foundation is subject.

12.3 Chairman.

The Board shall appoint from among the members in good standing, whether directors, executive officers or voting members, a separate chairman for each Standing Committee. Each chairman shall report directly to the Board at each annual and at each regular meeting of the Board and of the members, and at such other times as the Board may require. Each chairman shall cause to be prepared and submitted at each annual meeting of the Board, and at such other time as the Board may require, a report explaining the activities, position and progress of the Committee.

12.4 Nominations Committee.

This committee shall perform such duties as are from time to time required by the Board, by By-law or otherwise, and, without limiting the foregoing, shall:

- a) solicit membership
- b) prepare a slate of one or more candidates for each office that will be vacant and for which an election is to be held at or after the annual meeting and put the slate before the membership in the notice of meeting or at least three days (3) before the annual meeting but this does not preclude the chairman taking properly constituted nominations from the floor at the time of the election;
- c) make recommendations to the Board respecting names of persons to fill vacancies in office or on the Board or on the committees that occur throughout the year;
- d) notify the members that nominations are open at least sixty (60) days prior to the annual meeting of the names of such candidates. The President shall than immediately notify all members;
- e) at the annual meeting, place the names of the candidates in nomination for election;
- f) be responsible with the Secretary and the President for obtaining and issuing membership cards to members of this Foundation;
- g) co-operate at all stages in the performance of its duties with the Board, members, other committees of the Foundation, individuals, related associations and societies, governmental agencies and other entities, in the manner determined by the Board, from time to time as it deems necessary; and
- h) prepare a budget for this committee annually or at such other time or times as the Board may require and work within whatever budget is approved in the manner set out in the By-laws.

#### 12.5 Executive Committee.

This committee shall perform such duties as are from time to time required by the Board, by By-law or otherwise, and without limiting the foregoing, shall:

- a) develop policies and procedures for the efficient management of the Foundation;
- b) assess the past, present and future position of the Foundation, identify internal and external factors and trends affecting the Foundation, identify the priorities of the Foundation, devise plans and strategies to foster and promote the Foundation, and submit the same to the Board;
- c) assess the financial position of the Foundation;
- d) develop policies and procedures respecting the financial position and transactions of the Foundation;
- e) oversee the financial records and transactions of the Foundation;
- f) co-operate at all stages in the performance of its duties with the Board, members, other committees of the Foundation, individuals, related associations and societies, governmental agencies and other entities, in the manner determined by the Board, from time to time, as it deems necessary; and
- g) prepare a budget for this committee annually or at such other time or times as the Board may require and work within whatever budget is approved in the manner set out in the By-laws.

#### 12.6 Fund Raising Committee.

The Committee shall perform such duties as are from time to time required by the Board, by By-law or otherwise, and, without limiting the foregoing, shall:

- a) develop policies, criteria and procedures respecting soliciting funding for the Foundation and submit the same to the Board;
- b) identify sources of funding for the Foundation;

- c) solicit funding for and on behalf of the Foundation;
- d) co-operate at all stages in the performance of its duties with the Board, members, other committees of the Foundation, individuals, related associations and societies, governmental agencies and other entities in the manner determined by the Board, from time to time, as it deems necessary; and
- e) prepare a budget for this committee annually or at such other time or times as the Board may require and work within whatever budget is approved in the manner set out in the By-laws.

12.7 Programmes Committee.

This committee shall perform such duties as are from time to time required by the Board, by By-law or otherwise, and, without limiting the foregoing, shall:

- a) develop, implement, provide and coordinate Foundation programmes subject to the objectives of the Foundation and without limitations, including:
  - i) educational and assistance programmes;
  - ii) scholarship education programmes for students;
  - iii) hockey registration financial assistance;
  - iv) hockey instruction and recreational camps;
  - v) counseling and career counseling programmes;
  - vi) professional education, training, practice and experience programmes for educators and members of minor hockey associations;
- b) co-operate at all stages in the performance of its duties with the Board, members, other committees of the Foundation, individuals, related associations and societies, governmental agencies and other entities in the manner determined by the Board, from time to time, as it deems necessary; and
- c) prepare a budget for this committee annually or at such other time or times as the Board may require and work within whatever budget is approved in the manner set out in the By-laws.

12.8 Ad Hoc Committees.

The Board may from time to time appoint or abolish such ad hoc committees as it may deem advisable.

12.9 Minutes.

Standing Committees shall maintain and keep minutes of their meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.

12.10 Annual Report.

Each Standing Committee shall prepare an annual report of the matters for which it is responsible to be presented to the membership at the annual meeting of the Foundation.

### 13. EXECUTION OF DOCUMENTS

#### 13.1 Contracts in the Ordinary Course.

Contracts in ordinary course of the Foundation's operations may be entered into on behalf of the Foundation by one of the President or a Vice-President and one of the Secretary or Treasurer or by a person or persons authorized by the Board.

#### 13.2 Deeds, Transfers, Licenses, Other Contracts and Engagements.

Deeds, transfers, licenses, other contracts and engagements on behalf of the Foundation shall be signed by one of the President or a Vice-President and one of the Secretary or Treasurer or by a person or persons authorized by the Board. The Secretary shall affix the seal of the Foundation to such instruments as may be required.

#### 13.3 Transfer of Securities.

The President, a Vice-President, Secretary or Treasurer or any one of them or any person or persons from time to time designated by the Board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Foundation in its individual or any other capacity or a trustee or otherwise and may accept in the name and on behalf of the Foundation transfers of shares, bonds or other securities from time to time transferred to the Foundation and may affix the corporate seal to any such transfers or acceptance of transfers and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes including the appointment of an attorney or attorneys to make or accept such transfers of shares, bonds or other securities on the books of any company or Foundation.

Notwithstanding any provisions to the contrary contained in the By-laws of the Foundation, the Board may at any time by resolution direct the manner in which and the person or persons by whom, any particular instrument, contract or obligation of the Foundation may or shall be executed.

#### 13.4 Cheques.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness, issued in name of the Foundation shall be signed by one of the President or a Vice-President and one of the Secretary or Treasurer or by a person or persons authorized by the Board. One of such officers or agents may alone endorse notes and drafts for collection on account of the Foundation through its bankers for the credit of the Foundation or the same may be endorsed "for collection" for "for deposit" with the bankers of the Foundation by using the Foundation's rubber stamp for the purpose. The Treasurer or the President or agents may arrange, settle, balance or certify all books and accounts between the Foundation and the Foundation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

#### 13.5 Signature and Certification of Documents.

Contracts, documents or any other instruments in writing requiring the signature of the Foundation shall be signed by any two (2) executive officers, consisting of the President, and one of the Vice-President, Secretary or Treasurer and all contracts, documents and instruments in writing so

signed shall be binding upon the Foundation without any further authorization or formality. The directors shall have the power from time to time by by-law to appoint an officer or officers on behalf of the Foundation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Foundation when required may be affixed to contracts, documents and instruments in writing signed by any officer or officers appointed by resolution of the Board.

13.6 Books and Records.

The Board shall see that all necessary books and records of the Foundation required by the By-laws of the Foundation or by any applicable statute are regularly and properly kept. Written minutes shall be kept of all meetings of members, the Board and any committee of the Foundation.

#### **14. FINANCIAL YEAR**

14.1 Financial Year End.

The Board may by resolution fix the financial year-end of the Foundation and the Board may from time to time change the financial year-end of the Foundation. The current financial year of the Foundation shall terminate on the 31<sup>st</sup> day of March of each year.

#### **15. BANKING ARRANGEMENTS**

15.1 Banking Resolution.

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Foundation, or any part thereof, with the bank, trust company, or any part thereof, with the bank, trust company, or other Foundation carrying on a banking business that the Board has designated as the banker of the Foundation, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the accounts of the Foundation with a bank or a trust company;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Foundation;
- (d) execute any agreement relating to any banking business of the Foundation.

15.2 Deposit of Securities.

The securities for the Foundation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institution to be selected by the Board. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the Foundation and in such manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions, which may be so

selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **16. BORROWING BY THE FOUNDATION**

### **16.1 Borrowing Power.**

Subject to the limitations set out in the Letters Patent, By-laws or policies of the Foundation, the Board may by resolution authorize the Foundation to:

- (a) borrow money on the credit of the Foundation;
- (b) issue, sell or pledge securities of the Foundation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Foundation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Foundation provided that, except where the Foundation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

### **16.2 Borrowing Resolution.**

From time to time, the Board may authorize any director or executive officer of the Foundation or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Foundation.

## **17. NOTICE**

### **17.1 Computation of Time.**

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is included, unless otherwise provided.

### **17.2 Omissions and Errors.**

The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any director or member or by the auditor of the Foundation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Foundation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

### **17.3 Method of Giving Notice.**

Whenever under the provisions of this By-law of the Foundation, notice is required to be given, such

notice may be given either personally, by telephone, by email, by fax or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the director, executive officer or member at his address as the same appears in the records of the Foundation. Any notice or other documents so sent by mail shall be deemed to be delivered on the 4<sup>th</sup> business day after being deposited in a post office or public letter box. Notice given personally or by telephone shall be deemed delivered at the time of giving notice and notice by email or fax shall be deemed delivered on the first business day after the sending of such notice. For the purposes of sending any notice, the address of any member, director or executive officer shall be his last address in the records of the Foundation.

## **18. PASSING AND AMENDING BY-LAWS**

- 18.1 The Board or member in good standing may recommend amendments to the By-laws of the Foundation from time to time, to the members.
- 18.2 If the Board intends to discuss amendment of the By-laws of the Foundation at a Board meeting, written notice of such intention shall be sent by the Secretary to each director not less than ten (10) days before such meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting for which written notice of intention to pass or amend such By-laws shall be given.
- 18.3 (a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next annual meeting or special meeting of members of the Foundation. The notice of such annual meeting or special meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at that meeting of the members.
- (b) A motion to amend the By-laws recommended by the Board or proposed by a member at an annual meeting of members called for that purpose must be approved by a two-thirds vote of the members present at that meeting.
- (c) The members at an annual meeting of members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.
- (d) Any Amendment to the By-laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Foundation 30 days prior to the annual meeting or special meeting.
- (e) All members in good standing shall have access to any proposed amendments to the By-laws, at least seven (7) days prior to the annual meeting or special meeting at a place as stated in the original meeting notice.

## **19. REPEAL OF PRIOR BY-LAWS**

19.1 Repeal:

All prior By-laws of the Foundation if any, are hereby repealed.

19.2 Proviso:

The repeal of all prior By-laws of the Foundation shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

**20. RULES AND REGULATIONS**

20.1 Rules & Regulations.

The Board may from time to time prescribe and enact such rules and regulations not inconsistent with the Letters Patent, the By-laws, the Act or with any applicable statute or laws governing the organization and operation of the Foundation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of members when they shall be confirmed and in default of confirmation at such annual meeting of members shall, at or from that time, cease to have force and effect.

20.2 Rules & Procedures.

The rules contained in the most current edition of "*Procedures for Meetings and Organizations*" by M.K. Kerr and Hubert W. King shall, until otherwise determined by the Board, govern the rules and procedures to be used in conducting the meetings and affairs of the Foundation in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

**21. EFFECTIVE DATE**

21.1 This By-law shall come into force without further formality upon its enactment in accordance with the Act.

**ENACTED** the 15<sup>th</sup> day of August, 2003.

**WITNESS** the seal of the Foundation.

The foregoing by-law is hereby consented to by all of the directors of the Foundation pursuant to Section 298 of the Act, as is evidenced by the respective signatures hereto of all of the directors.

**DATED** the 15<sup>th</sup> day of August, 2003.

//signed//

//signed//

//signed//

\_\_\_\_\_  
Kevin Boston

\_\_\_\_\_  
John Archibald

\_\_\_\_\_  
David Rogers

In lieu of confirmation at a general meeting of the members of the Foundation, the foregoing By-law is hereby consented to by all of the members of the Foundation entitled to vote at a meeting of members pursuant to Section 298 of the Act, as is evidenced by the respective signatures hereto of all of the members.

**DATED** the 15<sup>th</sup> day of August, 2003.

*//signed//*

*//signed//*

*//signed//*

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Kevin Boston

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John Archibald

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David Rogers