

NEPEAN MINOR HOCKEY ASSOCIATION

BY-LAW NO. 1

SECTION 1 – INTERPRETATION

SECTION 2 – GENERAL

SECTION 3 – FINANCIAL MATTERS

SECTION 4 – AUDITOR

SECTION 5 - DIRECTORS

SECTION 6 – MEETINGS OF DIRECTORS

SECTION 7 – OFFICERS

SECTION 8 – INDEMNITY

SECTION 9 – MEMBERSHIP

SECTION 10 – MEETINGS OF MEMBERS

SECTION 11 – PLAYERS

SECTION 12 – NOTICES

SECTION 13 – AMENDMENT OF BY-LAWS

SECTION 1 - INTERPRETATION

1.01 Definitions

In this By-law, unless the context otherwise requires:

"Age of Majority" means 18 years or older;

"Board" means the board of directors of the Corporation;

"By-law" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;

"Code of Conduct" is the code of ethics of the Corporation which establishes the ethical standard of the Corporation and sets out guidelines for the maintenance of standards of professional conduct by the members, as approved by the Board from time to time;

"Chair" means the chairperson of the Board;

"Corporation" means the **NEPEAN MINOR HOCKEY ASSOCIATION**, the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

"Director" means a member of the Board;

"NMHA" means the Corporation;

"Meeting of Members" includes an annual meeting of members or a special meeting of members;

"Member" means a member of the Corporation;

"Officer" means an officer of the Corporation.

"Ordinary Resolution" means a resolution passed by a simple majority of the votes cast on that resolution;

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of any applicable by-law or legislation; and

"Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

Words importing the singular include the plural and vice versa, words importing one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

1.03 Severability

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.

SECTION 2 - GENERAL

2.01 Name

The name of the Corporation shall be "NEPEAN MINOR HOCKEY ASSOCIATION".

2.02 Registered Head Office

The registered head office of the Corporation shall be in the City of Ottawa (in the geographical area formerly known as Nepean).

2.03 Affiliations

The Corporation shall be a member of the following organizations: (a) Hockey Eastern Ontario Minor ("HEO MINOR"); (b) Hockey Eastern Ontario (HEO); and (c) Hockey Canada.

2.04 HEO MINOR – DISTRICT 10

The Corporation shall be a member of District 10 - HEO MINOR. District 10 will represent the Corporation and its interests at the HEO MINOR level.

2.05 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the President or or another individual designated by the Board shall be the custodian of the corporate seal.

2.06 Purpose

The main purposes of the Corporation are to: (a) maintain and increase interest in the game of hockey in District 10; (b) exercise general supervision and direction over its players, convenors and its team and game officials, with an emphasis on the enhancement of healthy recreation, good sportsmanship, inclusiveness and citizenship; and (c) provide a variety of hockey programs in District 10 giving due consideration to all divisions and categories of minor hockey.

SECTION 3 – FINANCIAL MATTERS

3.01 Financial Year

The financial year end of the Corporation shall be **May 31st** in each year unless otherwise determined by the Board.

3.02 Signing Authority

(a) Deeds, transfers, assignments, engagements and contracts in writing requiring execution by the Corporation shall be signed by any two of the following: President, Vice-President (Operations), Vice-President (House Programs), Vice-President (Competitive Programs) and Treasurer.

(b) Cheques, bank drafts, and other negotiable instruments shall be signed by any two of the following persons: President, Vice-President (Operations), Vice-President (House Programs), Vice-President (Competitive Programs), Treasurer or any other individual as may be designated by the Board from time to time.

(c) The Board may from time to time direct the manner in which and the person 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. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

3.03 Banking Arrangements

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

3.04 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the By-laws or any applicable legislation or law are regularly and properly kept.

The Corporation shall maintain a register of Members. The Corporation shall only disclose the names and addresses of its Members in accordance with its policies and subject to any applicable legislation or laws.

3.05 Borrowing Powers

The Board may, without authorization of the Members,

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) 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 debt obligation of the Corporation.

3.06 Delivery of Annual Financial Statements

The Corporation shall deliver a copy of the Annual Financial Statements to all Members who have informed the Corporation that they wish to receive a copy of those documents not less than 21 days before each annual Meeting of Members.

SECTION 4 – AUDITOR

4.01 Appointment

The Members shall by ordinary resolution at each annual meeting appoint an auditor to hold office until the next annual meeting, and if an appointment is not so made, the auditor in office will continue in office until a successor is appointed. The Directors may, if a quorum of the Directors is then in office, fill any vacancy in the office of the auditor arising between annual meetings.

4.02 Qualification

The person or firm appointed as auditor shall: (a) be independent of the Corporation, its affiliates, the Directors and Officers; and (b) be permitted to conduct an audit of the corporation under the *Public Accounting Act, 2004*.

4.03 Remuneration

The remuneration of the auditor shall be fixed by the Directors.

SECTION 5 – DIRECTORS

5.01 Authority and Responsibility

The Directors shall manage, or supervise the management of, the activities and affairs of the Corporation.

The Directors of the Corporation are required to act honestly and in good faith with a view to furthering the best interests of the Corporation and shall exercise reasonable care, diligence and skill in the fulfillment of their duties.

5.02 Number of Directors

The Board shall consist of seven Directors.

5.03 Composition of Board

The Board shall be comprised as far as possible of the following Directors:

- (a) President;
- (b) Vice-President (Operations)
- (c) Vice President (Competitive Programs);
- (d) Vice-President (House Programs);
- (e) Treasurer;
- (f) Directors At-Large (two); and

All of the Directors shall be elected by Ordinary Resolution of the Members of the Corporation at the annual meeting.

5.04 Election and Term

- (a) The Directors shall be elected by the Members for two-year terms.
- (b) The term of office for Directors shall begin on May 1st and run until April 30th of the second year.
- (c) Subject to section 5.04(d) below, an individual may not serve more than three (3) consecutive terms in the same position.
- (d) An individual may not serve more than two (2) consecutive terms as President.
- (e) Directors may be elected by the Members under staggered terms.
- (f) The President, Vice-President (Competitive Programs), the Treasurer, and one Director At-Large shall be elected in even numbered years. The Vice President (Operations), the Vice President (House Programs) and one Director At-Large shall be elected in odd numbered years.

5.05 Qualifications of Directors – General

- (a) To be a Director of the Corporation, an individual must be at least 18 years of age. No person who has been declared incapable by a court or who has the status of a bankrupt shall be a Director.
- (b) All elected Directors must be Members of the Corporation at the time they are elected and must secure membership with the Corporation for the upcoming NMHA hockey season pursuant to section 9.01(b) or 9.01(e) within a reasonable amount of time.

5.06 Qualifications of Directors – Officer Positions

- (a) The President of the Corporation shall be a Member and a Director of the Corporation. The President must have served on the Corporation's Board for at least two years immediately prior to taking office as President.
- (b) The Vice-President (Operations) shall be a Member and a Director of the Corporation. The Vice-President (Operations) must have served in a management capacity of a minor hockey association for at least two years prior to taking office as Vice-President (Operations).
- (c) The Vice-President (House Programs) shall be a Member and a Director of the Corporation. The Vice-President (House Programs) must have served in a management capacity of a minor hockey association for at least 2 years.

(d) The Vice-President (Competitive Programs) shall be a Member and a Director of the Corporation. The Vice-President (Competitive Programs) must have served in a management capacity of a minor hockey association for at least 2 years.

(e) The Treasurer shall be a Member and a Director of the Corporation. The Treasurer must hold a recognized accounting designation or have considerable relevant experience in the accounting and financial management fields. Prior to taking office, the incoming Board must verify and approve the qualifications of the Treasurer.

5.07 Ceasing to Hold Office

A Director shall cease to hold office when:

- (a) The Director dies;
- (b) The Director becomes bankrupt;
- (c) The Director is found to be incapable of managing property by a court or under Ontario law;
- (d) The Director submits a written resignation to the President of the Corporation or to the individual designated by the Board to receive such resignations. A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later;
- (e) The Director fails to attend three (3) consecutive meetings of the Board; or
- (f) The Director is otherwise removed from office in accordance with applicable legislation.

5.08 Filling Vacancies

A quorum of Directors may fill a vacancy among the Directors. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors, the Directors in office shall, without delay, call a special Meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member. The Board may fill any other vacancy by a simple majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

5.09 Remuneration of Directors

(a) The Directors shall receive no remuneration for acting as such, but shall be entitled to be paid their reasonable expenses properly incurred in the performance of their duties, including their travel and other expenses properly incurred in attending meetings of the Board, of any committee, or of the Members.

(b) Notwithstanding section 5.09(a) above, Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with conflict of interest provisions of any applicable legislation or By-law.

5.10 Committees of the Board

Subject to the limitations on delegation set out in any applicable legislation, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee or remove any committee member by resolution at any time.

Without limiting the foregoing, the Advisory Committee and the Nominations Committee shall be standing committees of the Board.

5.11 Conflicts of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall disclose such interest to the Board. No such Director shall vote on any resolution to approve any such contract or transaction.

5.12 Consent to Serve

An individual who is elected to hold office as a Director shall consent to hold office as a Director in writing before the election or within 10 days after the day on which the election took place.

SECTION 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Directors may be called by the President, Vice-President (Operations) or by any two Directors at any time and any place on notice as required by this By-law.

6.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

6.03 Notice of Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 12 to every Director of the Corporation not less than 5 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

6.04 Quorum for Board Meetings

A quorum shall be a majority of the number of Directors. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting. For the purposes of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or other electronic means.

6.05 Votes to Govern

Except for the Chair, each Director has one vote. Questions arising at any Board meeting shall be decided by a simple majority of votes cast. The Chair shall not have a vote except where the vote is tied. In the case of an equality of votes, the Chair shall cast the deciding vote.

6.06 Chair

The President shall preside as Chair at Board meetings. In the absence of the President, the Vice-President (Operations) shall be the Chair. In the absence of the President and Vice-President (Operations), the Board shall appoint another Director to chair the meeting.

6.07 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings.

6.08 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

6.09 Absent Director

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

SECTION 7 – OFFICERS

7.01 Description of Offices

Unless otherwise specified by the Board (which may modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated, shall have the following duties and powers associated with their positions:

(a) President - the President shall be a Member and a Director of the Corporation as provided by these By-laws. The President shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President shall be the Chair and preside at all meetings of the Board and the Members. The President shall be responsible for ensuring the preparation and distribution of agendas for all meetings of the Board and the Members. The President shall represent the Corporation at all

meetings or functions of hockey organizations and in the greater community. The President shall also perform such other duties as may be required by law or as the Board may determine from time to time;

(b) Treasurer – the Treasurer shall be a Member and a Director of the Corporation as provided by these By-laws and shall be responsible for supervising the general financial operations of the Corporation and shall have such powers and duties as the Board may specify. The Treasurer shall also perform such other duties as may be required by law or as the Board may determine from time to time;

(c) Vice-President (Operations) – the Vice-President (Operations) shall be a Member and a Director of the Corporation as provided by these By-laws. The Vice-President (Operations) shall be responsible for all areas of operations pertaining to the Corporation and shall work to ensure continual improvements in operational efficiencies. The Vice-President (Operations) shall also perform such other duties as may be required by law or as the Board may determine from time to time;

(d) Vice-President (House Programs) – the Vice-President (House Programs) shall be a Member and a Director of the Corporation as provided by these By-laws. The Vice-President (House Programs) shall be responsible for the overall management of the Corporation's recreational programs including, but not limited to, coordinating the coaching selection process and team assignment. The Vice-President (House Programs) shall present the interests of players, parents and coaches of recreational programs to the Board, and shall also perform such other duties as may be required by law or as the Board may determine from time to time;

(e) Vice-President (Competitive Programs) – the Vice-President (Competitive Programs) shall be a Member and a Director of the Corporation as provided by these By-laws. The Vice-President (Competitive Programs) shall be responsible for the overall management of the Corporation's competitive programs including, but not limited to, coordinating the coaching selection process and team assignment. The Vice-President (Competitive Programs) shall present the interests of players, parents and coaches of competitive programs to the Board, and shall also perform such other duties as may be required by law or as the Board may determine from time to time; and

(f) Immediate Past-President (Ex Officio) – the Immediate Past-President shall be a non-voting Director of the Corporation and shall be responsible for the duties assigned to him by the President or the Board.

7.02 Amendments, Powers and Duties

(a) The Board may appoint such other Officers and agents as it deems necessary. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time, vary, add to or limit the powers and duties of any Officer.

(b) Subject to section 7.02 (c) below, if the office of any officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

(c) If the office of the President shall become vacant, the Vice-President (Operations) shall serve as President in the interim. If the Vice-President (Operations) is unable to serve as interim President, then the Vice-President (House Programs) shall serve as interim President. If the Vice-President (Operations) and the Vice-President (House Programs) are unable to serve as interim President, then the Vice-President (Competitive Programs) shall serve as interim President.

SECTION 8 - INDEMNITY

8.01 Indemnity

Without limiting the right of the Corporation to indemnify any individual to the full extent permitted by law, the Corporation shall, from time to time and at all times, indemnify each Director or Officer or former Director or Officer (and each such Director's, Officer's or other individual's respective heirs, executors, administrators, or other legal personal representatives and his or her estate and effects, or another individual who acts or acted at the Corporation's request as a Director or an Officer or in a similar capacity of 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 provided that the individual to be indemnified acted honestly and in good faith with a view to the best interests of the Corporation and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful.

SECTION 9 - MEMBERSHIP

9.01 Class and Conditions of Membership

(a) There shall be one (1) class of Members in the Corporation. Each Member shall have the right to receive notice of, attend, participate at and the right to one (1) vote at all Meetings of Members.

(b) Subject to section 9.01(i) below, and provided that the applicable registration fees for each player registered in the NMHA for the current hockey season have been paid, membership in the Corporation shall be available as to individuals who:

- (i) are interested in furthering the Corporation's purposes;
- (ii) reside in the NMHA's geographical jurisdiction as defined in Schedule A; and
- (iii) are either:
 - (aa) players in the NMHA who have reached the Age of Majority; or
 - (bb) are the parent or legal guardian of a player or players registered in the NMHA who have not reached the Age of Majority.

(c) The registration fees for any given hockey season shall be determined by the Board. NMHA's hockey season starts on June 1st of any given year and ends on May 31st of the following year.

(d) The membership term for an individual granted membership pursuant to section 9.01(b) above shall begin on the date that the registration fees for each player registered in the NMHA for the current hockey season have been paid and, unless otherwise terminated pursuant to these By-laws, shall end on May 31st.

(e) An individual that is at least 18 years of age, and is interested in furthering the Corporation's purposes, but is not otherwise eligible to become a Member of the Corporation, may apply to the Board to become a Member of the Corporation. The individual must demonstrate to the Board the value they would add as a Member of the Corporation. The Board shall determine, in its sole discretion, whether or not to admit such an individual as a Member of the Corporation for any given membership term. The Board's decision in this regard shall be final and binding. Any individual granted membership status under this provision shall

be required to pay a special membership fee which shall be determined by the Board.

(f) Each Member understands that membership in the Corporation is a privilege and not a right.

(g) Each Member shall abide by the Corporation's By-laws, Code of Conduct and other policies in force from time to time. A copy of the Code of Conduct, which may be amended by the Board from time to time, is attached hereto as Schedule B.

(h) Upon request, each Member shall sign a declaration stating that he will abide by the Corporation's By-laws, Code of Conduct and other policies in force from time to time.

(i) An individual who has had their membership in the Corporation suspended or terminated must apply to the Board for special permission to become a Member of the Corporation. Such application to the Board must be made in writing by way of an e-mail or letter delivered to the President of the Corporation. The individual must provide to the Board sufficient evidence of their genuine intent and desire to further the Corporation's purposes and to abide by the Corporation's By-laws, Code of Conduct and other policies in force from time to time. The Board shall determine, in its sole discretion, whether or not to admit such an individual as a Member of the Corporation. The Board may, in its sole discretion, approve the membership of such individual subject to the fulfillment of any conditions the Board deems appropriate. The Board's decision on whether or not to allow an individual hereunder to become a Member of the Corporation shall be final and binding.

9.02 Membership Transferability

A membership in the Corporation is not transferable.

9.03 Disciplinary Act or Termination of Membership for Cause

(a) The Board may pass a resolution authorizing the disciplinary action of a Member, including the immediate suspension or termination of the Member's membership in the Corporation, on account of such Member violating any provision of the Corporation's By-laws, Code of Conduct or other policies in force from time to time.

(b) The Board shall deliver a written notice of its resolution to the affected Member. The notice shall set out the reasons for the disciplinary action being taken. The Member receiving the notice shall have seven (7) days from the receipt of such notice to provide the Board with a written submission opposing the disciplinary action. Such submission must be made in writing by way of an e-mail or letter delivered to the President of the Corporation. The Board shall consider the written submission of the Member in deciding whether to uphold, modify or retract the disciplinary action set forth in its written notice to the Member.

(c) Disciplinary action of a Member can include immediate suspension or termination of membership, as well as the immediate suspension or termination of a Member's player (or players) from any NMHA hockey programs for the current or upcoming hockey seasons. In the event of a suspension or termination, the Member shall not be entitled to any refund of the fees paid to the Corporation.

(d) Disciplinary decisions of the Board shall be final and binding.

SECTION 10 – MEETINGS OF MEMBERS

10.01 Annual Meeting

(a) The annual Meeting of Members shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the Corporation's financial statements, auditor's report and other financial information required by the By-laws or any applicable legislation.

The business transacted at the annual meeting shall include:

- (i) receipt of the agenda;
- (ii) receipt of the minutes of the previous annual and subsequent special meetings;
- (iii) consideration of the financial statements;
- (iv) report of the auditor;
- (v) reappointment or new appointment of the auditor for the coming year;
- (vi) election of Directors; and
- (vii) such other or special business as may be set out in the notice of meeting.

(b) No Director nominations shall be permitted to be made during the annual meeting. Any person interested in putting their name forward for election as a Director must do so in writing to the Nominations Committee during the nomination period identified in the notice of the annual meeting.

(c) No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the President of the Corporation in writing on or before March 15th (or the first regular business day thereafter if that day falls on a Saturday, Sunday or statutory holiday) of any given year so that such item of new business can be included in the notice of the upcoming annual meeting.

(d) The Board is not required to include a Member's proposal in the notice of meeting if:

(i) the proposal is not submitted to the Corporation by the date set out in section 10.01(c) above;

(ii) it clearly appears 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, Members or debt obligation holders;

(iii) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation;

(iv) not more than two years before the receipt of the proposal, the Member failed to present in person at a Meeting of the Members, a proposal that had been included in a notice of meeting at the member's request;

(v) substantially the same proposal was submitted to Members in a notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated; or

(vi) the rights conferred by this section are being abused to secure publicity or to serve some unlawful or inappropriate purpose.

10.02 Special Meetings

(a) The Directors may call a special Meeting of Members at any time.

(b) The Directors shall convene a special Meeting of Members on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation within 21 days from the date of the deposit of the requisition, unless the requisition includes a matter described in section 10.01(d) (ii) – (vi) above.

10.03 Notice

Not less than 10 days and not more than 50 days advance written notice of any annual or special Meeting of Members shall be given to each Member, Director and to the auditor. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

10.04 Quorum

A quorum for the transaction of business at any Meeting of Members is fifty (50) Members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

10.05 Chair of the Meeting

The President shall be the Chair of any Meeting of Members. In the President's absence, the Vice-President (Operations) shall be the Chair. In the absence of the President and the Vice-President (Operations), the Vice-President (House Programs) shall be the Chair. In the absence of the President, the Vice-President (Operations) and the Vice-President (House Programs), the Members shall appoint another Director to chair the meeting.

10.06 Voting of Members

(a) Business arising at any Meeting of Members shall be decided by a simple majority of votes cast, unless otherwise required, provided that:

(i) each Member shall be entitled to one vote at any meeting;

(ii) votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;

(iii) an abstention shall not be considered a vote cast;

(iv) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;

(v) if there is a tie vote, the Chair of the meeting shall require a written ballot. If there is a tie vote upon written ballot, the Chair shall have a second or casting vote; and

(vi) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

(b) Proxy voting shall not be permitted at any Meeting of Members.

10.07 Persons Entitled to be Present

The only persons entitled to attend a Meeting of Members are the Members, the Directors and the auditor of the Corporation. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

SECTION 11 - PLAYERS

Players registered in the NMHA shall abide by the NMHA Code of Conduct and the NMHA's other rules and policies in force from time to time. Players registered in the NMHA who have not reached the Age of Majority are not eligible to be Members of the Corporation and are not entitled to attend or participate at any Meetings of the Members.

SECTION 12 - NOTICES

12.01 Service

Any notice required to be sent to any Member or Director or to the auditor shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor, or if no address be given then to the last address of such Member or Director known to the Corporation; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

12.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

12.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Meeting of Members shall invalidate the meeting or make void any proceedings taken at the meeting.

12.03 NMHA Website

The Board will endeavor to post notices of any Meeting of Members on the NMHA website at least 21 days prior to the date of such meeting.

SECTION 13 - AMENDMENT OF BY-LAWS

13.01 Amendments to By-laws

Subject to any applicable legislation, the Directors may by resolution make, amend or repeal any by-law that regulates the activities or affairs of the Corporation; and shall submit the by-law, amendment or repeal to the Members at the next Meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.

Enacted on April __, 2017.

President

Treasurer

SCHEDULE A

NMHA Geographical Jurisdiction

The geographical boundaries of the **Nepean Minor Hockey Association** are as defined by **HEO MINOR**.

Draft

SCHEDULE B

NMHA - CODE OF CONDUCT

The Nepean Minor Hockey Association (“NMHA”) believes that teaching young athletes to embrace the concept of sportsmanship is essential to building their character, developing their skills, and fostering their respect for the role that ethics plays in organized sport.

NMHA believes that the highest potential of sports competition is achieved when all sport participants – athletes, parents/guardians, coaches, officials, administrators, spectators, and volunteers – are guided by the principles of respect, responsibility, fairness, caring and good citizenship.

As such, every NMHA Member and participant is required to abide by the principles provided below, which may be amended from time to time by the Corporation. Failure to do so on the part of any NMHA Member or participant could result in disciplinary action by NMHA. Such disciplinary action could include immediate suspension or termination of membership in the Corporation, as well as the immediate suspension or termination of a Member’s player (or players) from any NMHA hockey programs for the current or upcoming hockey seasons.

NMHA Principles

I will not force a child to participate in hockey.

I will remember that children play hockey for their enjoyment.

I will inform the coaches or other appropriate individuals of any disability that may affect the safety of a child athlete or his or her teammates.

I understand that player safety is of paramount importance and I will not encourage or participate in any behaviors or practices that would endanger the health and wellbeing of the athletes.

I will learn the rules of the game and abide by the policies of the NMHA and Hockey Eastern Ontario Minor (“HEO MINOR”).

I will encourage all athletes to play by the rules and to resolve conflict without resorting to hostility or violence.

I will teach the child athletes that doing one's best is as important as winning so that no child will ever feel defeated by the outcome of the game.

I will applaud displays of good sportsmanship and emphasize the benefit of skill development.

I will make child athletes feel like winners every time by offering praise for competing fairly and hard.

I will never ridicule or yell at any child, including my own, or at any participant for making a mistake or losing a game.

I will respect the game of hockey and shall behave in a manner so as not make a travesty of the game or bring it any disrepute.

I will remember that children learn by example. I will applaud good plays and performances irrespective of which team makes them

I will never question an official's judgment or honesty during a game or in public. I recognize officials are being developed in the same manner as players.

I will support all efforts to remove verbal and physical abuse from children's hockey games.

I will not engage in any kind of violence, fighting, booing or taunting, and will refrain from making threats and using profane language or gestures at all NMHA games and events.

I will be a positive role model for NMHA athletes by encouraging good sportsmanship, showing respect for all participants during and after games, and refraining from engaging in objectionable and hostile behavior through emails, social media and other web based forums.

I will demand that all hockey participants are treated fairly and with respect regardless of their sex, creed, color, ability, ethnic background or race.

I will respect and show appreciation for the volunteers who give their time to NMHA and to minor hockey.

I shall respect all members, officials, parents, players, team officials, staff, volunteers, spectators and board members of the NMHA, HEO MINOR, HEO, and Hockey Canada.

I understand that any inappropriate conduct, harassment or abuse (including the use of profanity) directed towards any individual will not be tolerated and will be subject to disciplinary action by NMHA.

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