



NIAGARA FALLS MINOR HOCKEY ASSOCIATION

By-Law No. 2

*Updated August 2012*

# NIAGARA FALLS MINOR HOCKEY ASSOCIATION

## CONSTITUTION AND BY-LAWS

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# NIAGARA FALLS MINOR HOCKEY ASSOCIATION

## BY-LAW NO. 2

A By-Law relating generally to the conduct of the affairs of the Niagara Falls Minor Hockey Association.

BE IT ENACTED as a By-Law of Niagara Falls Minor Hockey Association as follows;

### DEFINITIONS

1. In this By-Law and all of By-Laws and resolutions of the Association, unless otherwise defined herein, the following capitalized words have the following meanings:
  - a. "Act" means the *Corporations Act*, R.S.O. 1990, c. C. 38, until the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 comes into force and effect, and at that time, Act shall mean the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, and any statute amending or enacted in substitution therefore, from time to time;
  - b. "AGM" shall have the meaning ascribed in section 14;
  - c. "Association" means Niagara Falls Minor Hockey Association (or such other name as the Association may in the future legally adopt);
  - d. "Board" means the Board of Directors of the Association;
  - e. "Chair" shall have the meaning ascribed in section 21;
  - f. "Committees of the Association" shall have the meaning ascribed in section 49;
  - g. "contracts, documents or instruments" shall include cheques, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers, powers of attorney and assignments of shares, bonds, debentures, or other securities, and all paper writings;
  - h. "Director" means an individual who has been elected to the Board of the Association;
  - i. "HC" means Hockey Canada (or such other name as the HC may in the future legally adopt);
  - j. "Ice Scheduler" has the meaning ascribed to it in subparagraph 45(b)(ii)(2);
  - k. "Members" means all classes of Members of the Association as provided for in section 8. "Membership" shall have the corresponding meaning;

- l. "Member Proposal" shall have the meaning ascribed in section 14;
  - m. "Director" means an individual who has been elected to the Board;
  - n. "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
  - o. "OMHA" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
  - p. "Records of the Association" shall have the meaning ascribed in section 62;
2. All terms defined in the Act have the same meaning in this By-Law and other By-Laws and resolutions of the Association.

## **REGISTERED OFFICE AND SEAL**

3. The head office of the Association shall be at the Gale Centre, 4171 Fourth Avenue, Niagara Falls, Ontario, or at such other place within the City of Niagara Falls, in the Province of Ontario, as the Board may, from time to time, by resolution, determine. The Association may establish such other offices within Canada as the Board may deem expedient by resolution.
4. The corporate seal of the Association 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 Association for its use and safekeeping.

## **MISSION OF THE ASSOCIATION**

5. The purpose of the Association is to organize, develop, and promote minor ice hockey for the youth of the City of Niagara Falls in the Province of Ontario, by:
- a. providing the opportunity for all eligible individuals to participate in recreational house league ice hockey;
  - b. providing community-based programs, which will allow a player to participate in an environment of fun, physical exercise, and fair play;
  - c. developing and participating in representative ice hockey;
  - d. providing the opportunity to participate at the highest competitive level;
  - e. instilling in all players, coaches, managers, and Members, good sportsmanship, correct and proper behavior on and off the ice, respect for authority, and team play; and

- f. operating the Association without the purpose of pecuniary gain to any of the Members by using any surplus or accretions of the Association solely for the purposes of the Association and for the promotion of its objects.

## **AFFILIATIONS**

- 6. The Association shall have the following affiliations:
  - a. The Association shall be a member of the OMHA, OHF, and HC;
  - b. The Association shall operate in cooperation with the Department of Recreation and Culture, or such successor department in charge of arenas and ice-times, of the City of Niagara Falls; and
  - c. Such other affiliations as the Board may permit or establish by resolution, from time to time.

## **CLASSES OF MEMBERSHIP**

- 7. **Qualification.** The Members of the Association shall be those persons who are, from time to time, enrolled as Members of the Association at its head office and at any other office established pursuant to section 3. There shall be maintained at the head office of the Association and at any other office of the Association, an up-to-date list of each class of Members of the Association in good standing, as of the record date established pursuant to subsection 13(c). Such list of Members shall be used to determine the eligibility to attend and vote at any meeting of Members. Save as otherwise expressly herein provided, the fee for Membership in the Association, for each class of Member (as hereinafter provided for) shall be such sum per annum as may be fixed from time to time by the Board, plus the fees levied with respect to participation of a Member's child or ward in an Association hockey program. A Member shall be considered to be in good standing if all fees due and owing to the Association have been paid.
- 8. **Classes of Membership.** There shall be three (3) classes of Membership in the Association, namely:
  - a. Active Members;
  - b. Parent/Guardian Members; and
  - c. Honourary Lifetime Members
- 9. **Active Members.** Active Members shall be those individuals who have been appointed and approved by the Board for the current season to be officials, convenors, managers, trainers, and volunteers. Subject to subsection 13(c), Active Members shall be entitled to one (1) vote per individual at meetings of the Members.

10. **Parent/Guardian Members.** Parent/Guardian Members shall include a parent or legal guardian who has a child registered in Niagara Falls Minor Hockey and is a resident of the City of Niagara Falls, in the Province of Ontario. Parent/Guardian Members shall have no vote at meetings of Members.
11. **Honourary Lifetime Member.** An individual who has rendered extraordinary and distinguished service to the Association may be nominated as an Honourary Lifetime Member by any Member of the Association. The Board shall vote upon any such nomination, and if a majority vote in the affirmative is received, the individual shall be confirmed as an Honourary Lifetime Member. Honourary Lifetime Members may attend meetings of Members, and may be invited to attend meetings of the Board and Committees of the Association. Honourary Lifetime Members shall have no vote at meetings of Members, the Board or Committees of the Association.
12. **One Person – One Class of Membership.** Although it is possible for a Member to be qualified for more than one (1) class of Membership in the Association, no individual shall hold more than one (1) class of Membership. If an individual is an Active Member as well as another class of Member, the individual shall only be an Active Member.
13. **Termination of Membership.** Unless otherwise determined by the Board, the term of Active Members and Parent/Guardian Members shall commence on September 1 in each year, or such other time thereafter that the Member becomes qualified pursuant to this By-Law, to be an Active Member or Parent/Guardian Member, and shall lapse and terminate on the following 31<sup>st</sup> day of August.
- a. **Resignation or Death of a Member.** Any Member of the Association may resign as a Member of the Association by letter addressed to the Secretary of the Corporation at the head office of the Association. The interest of a Member of the Association is not transferrable and lapses and ceases to exist upon the Member's resignation or death.
- b. **Expulsion of Member.** The Board may, by a resolution of two-thirds (2/3) majority, terminate the Membership of any Member in accordance with the following procedure if their conduct is considered by the Board to be contrary to rules and regulations established by the Board from time to time and/or the purposes of the Association. The Membership of any Director, however, shall not be terminated in accordance with the following procedure unless and until such Director has been removed as a Director of the Association pursuant to section 31 of this By-Law.
- i. A Member whose conduct is considered by the Board to be contrary to the rules and regulations established by the Board from time to time, and/or the purposes of the Association shall be asked by the Board to explain or justify their conduct within fifteen (15) days of receipt of the Board's request. The Board's request shall be hand-delivered, sent by registered mail, or by courier with a delivery signature requirement, to the attention of the Member.

- ii. If the Member does not provide their response within fifteen (15) days of receipt of the Board's request, the Board shall ask them to resign their Membership in the Association within fifteen (15) days of receipt of the request to resign. The Board's request to resign shall be hand-delivered, sent by registered mail, or by courier with a delivery signature requirement, to the attention of the Member. If the Member does not voluntarily resign within fifteen (15) days of receipt of the request to resign or refuses delivery of the request, the Board shall give notice of motion to expel the Member and terminate their Membership, to be considered at the next scheduled meeting of the Board or a special Board meeting convened for the purpose of considering the notice of motion. The Board shall send to the Member at least fifteen (15) days prior to the Board meeting at which the notice of motion shall be considered, a copy of the notice of motion, an invitation to make a written response to the notice of motion, and an invitation to attend the Board meeting to explain their position before a vote is taken. Any written response received from the Member shall be circulated by the Secretary to the Board in advance of the Board meeting at which the notice of motion shall be considered. After giving the Member an opportunity to address the Board, the Board may vote on the notice of motion.
  - iii. If the Member provides their response within fifteen (15) days of receipt of the Board's request pursuant to paragraph 13(b)(i), the Board shall consider the response at the next scheduled Board meeting or a special Board meeting convened for the purpose of considering the Member's response. The Board may, by a resolution of two-thirds (2/3) majority, ask the Member to resign their Membership in the Association within fifteen (15) days of receipt of the request to resign. The Board's request to resign shall be hand-delivered, sent by registered mail, or by courier with a delivery signature requirement, to the attention of the Member. If the Member does not voluntarily resign within fifteen (15) days of receipt of the request to resign, or refuses delivery of the request, the Board shall give notice of motion to expel the Member and terminate their Membership, to be considered at the next scheduled Board meeting, or a special Board meeting convened for the purpose of considering the notice of motion. The Board shall send to the Member at least fifteen (15) days prior to the Board meeting at which the notice of motion shall be considered, a copy of the notice of motion, an invitation to make a written response to the notice of motion, and an invitation to attend the Board meeting and to explain their position before a vote is taken. Any written response received from the Member shall be circulated by the Secretary to the Board in advance of the Board meeting at which the notice of motion shall be considered. After giving the Member an opportunity to address the Board, the Board may vote on the notice of motion.
- c. **Record Date.** Any individual who has been a Member of the Association for at least thirty-five (35) days in advance of a Meeting of Members shall have standing to have notice of, be present at, and if an Active Member in good standing to vote at, such a Meeting of Members. Any individual who has not been a Member of the Association for at least thirty-five (35) days in advance of a Meeting of Members shall not have standing to vote at such a Meeting of Members.

## MEETINGS OF MEMBERS

14. **Annual General Meeting.** The Association shall hold an annual meeting of its Members (the “AGM”) within the last ten (10) days of the month of May on such day in each year and at such time and place as the Board shall, by resolution determine.

a. **AGM Agenda.** The following business shall be transaction at the AGM:

- i. approval of the agenda;
- ii. approval of the minutes of the previous meeting of the Members;
- iii. presentation of a report of the Board of the affairs of the Association for the previous year;
- iv. presentation of financial statements of the Association for the previous year;
- v. presentation of the auditor’s report for the Association for the previous year;
- vi. presentation of a projected financial position for the current year;
- vii. presentation of reports with respect to planned activities of the Association for the current year;
- viii. appointment of the auditor for the current year;
- ix. consideration of any proposed amendments to the articles or By-Laws of the Association;
- x. elections with respect to vacancies on the Board; and
- xi. any new business or matter which has been received by the Secretary in writing on or before 6:00 p.m. on the April 15<sup>th</sup> immediately preceding the AGM.

b. **Notice of AGM.** Notice of the Annual General Meeting to be held within the last ten (10) days of the month of May in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and place of the meeting and such notice shall be posted on the Association website at least thirty (30) days prior to the date of the meeting and sent via email.

c. **Member Proposal.**

- i. A Member entitled to vote at the AGM may:
  1. give to the Association, at least sixty (60) days prior to the date scheduled for the AGM, notice of a matter that the Member proposes to raise at the AGM (a “Member Proposal”); and



2. discuss at the AGM any matter with respect to which the Member would have been entitled to submit a Member Proposal.
- ii. The Association shall include a copy of any Member Proposal received in the notice of meeting for the AGM.
- iii. Upon the request of a Member who has submitted a Member Proposal, the Association shall include in the notice of meeting for the AGM, a statement in support of the Member Proposal prepared by the Member and the name and address of the Member. The statement and the Member Proposal together shall not exceed the 1000 words.
- iv. The Member who submitted the Member Proposal shall pay the costs of including the proposal and any statement in the notice of meeting for the AGM, unless a resolution of the Members present at the AGM provides otherwise. Upon submission of the Member Proposal, the Member shall provide a cheque payable to the association in the amount of \$25.00 to act as a deposit towards the costs of including and circulating the Member Proposal and any statement pursuant to paragraph 14(c)(iii).
- v. The Association shall not be required to comply with paragraphs 14(c)(ii) and (iii) if,
  1. the Member Proposal is not submitted to the Association at least sixty (60) days before the date of the AGM;
  2. it clearly appears to the Board that the primary purpose of the Member Proposal is to enforce a personal claim or redress a personal grievance against the Association or its Directors, Members or debt obligation holders;
  3. it clearly appears to the Board that the Member Proposal does not relate in any significant way to the activities or affairs of the Association;
  4. within the last two (2) years of receipt of the Member Proposal, the Member failed to present in person at a meeting of the Members a previous Member Proposal submitted which had been included in a notice of meeting at the Member's request;
  5. substantially the same Member Proposal was submitted to the Members in a notice of meeting of Members held not more than two (2) years before the receipt of the Member Proposal, and the previous Member Proposal was defeated; or
  6. the rights conferred by subsection 14(c) are being abused, in the opinion of the Board, to secure publicity.
- vi. If the Association refuses to include a Member Proposal in a notice of meeting for the AGM, it shall, within ten (10) days after the day on which it receives the Member Proposal, notify the Member submitting the Member

Proposal of its intention to omit it from the notice of meeting for the AGM and of the reasons for the refusal.

15. **General Meetings and Special Meetings.** Other general meetings of the Members may be convened by resolution of the Board, or by the President, to be held at any date and at any place within the Niagara Region, as may be determined by the Board. The Board or the President shall have the power to call a Special Meeting of Members at any time.
16. **Notice.** Notice stating the day, hour, and place of a meeting of the Members, other than the AGM, together with an agenda setting out the general nature of the business to be transacted, shall be posted on the Association's website and sent to every Member via email not less than ten (10) days prior to the date of the meeting of the Members.
17. **Omission of Notice.** The accidental omission to give notice of any meeting of Members, or the non-receipt of any notice by any Member or the auditor of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.
18. **Quorum for meeting of Members.** The quorum for a meeting of Members shall be twenty-five (25) Members eligible to vote. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.
19. **Persons Entitled to be Present.** The only persons entitled to attend a meeting of Members shall be Members entitled to vote thereat, the auditors of the Association, and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws of the Association, to be present at a meeting of Members. Any other person may be admitted only on the invitation of the Chair of the meeting, or with the consent of the Board.
20. **Chair** The President shall be the Chair of any meeting of Members. In the absence of the President, the Members present at any meeting of Members shall choose a Vice-President to act as the Chair of the meeting. If neither Vice-President is present, or if both decline to act as Chair, the Members shall choose another Director to act as the Chair of the meeting. If no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose a Member to be Chair of the meeting.
21. **Voting.**
  - a. Every question submitted to any meeting of Members shall be decided by a majority of votes given on a show of hands, unless otherwise specifically provided by statute or by this By-Law.
  - b. The Chair presiding at a Meeting of Members shall have one vote only in the event of an equality of votes.

- c. At any meeting of Members, unless a recorded vote or ballot vote is demanded, 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.
- d. **Recorded Vote.** Any Member may demand a recorded vote either before or after any vote. If a Member demands a recorded vote, the conduct of a Recorded Vote shall be as follows:
  - i. Each Member present who is entitled to vote, shall, in alphabetical order by surname, unless otherwise directed by the Chair, announce the vote openly when called upon to do so by the Secretary. If the Chair is required to vote as a result of an equality of votes, the Chair shall vote last.
  - ii. When a recorded vote is requested by a Member, or is otherwise required, the Secretary shall record the name and vote of every Member on any matter or question.
  - iii. Any Member entitled to vote who, when a question is put and a recorded vote taken, fails or refuses to vote, shall be deemed as voting in the negative.
  - iv. When a recorded vote is called for, each Member shall occupy a seat and shall remain in place until the result of the vote has been declared by the Chair, and during such time, no Member shall walk across the room to speak to any other Member, or make any noise or disturbance.
- e. **Ballot.** Any Member may demand a ballot vote either before or after any vote. If a Member demands a ballot, the conduct of a ballot vote shall be as follows:
  - i. The Board, by majority vote, shall appoint a scrutineer to monitor the conduct of the ballot vote. The scrutineers shall mark and submit their ballots first.
  - ii. Each Member present who is entitled to vote, may, in alphabetical order by surname, unless otherwise directed by the Chair, mark a ballot.
  - iii. Each ballot shall be marked in privacy, by marking "X" in the square indicating the Member's choice or by marking "YES" or "NO", as the case may be. Upon completion, the ballot shall be folded by the Member and placed directly by them into the ballot box.
  - iv. The ballot box shall be opened by the Secretary, under the supervision of the scrutineers, and the ballots then counted by the Secretary and confirmed by the scrutineers.

22. **Adjournments.** The Chair may, with the consent of the majority of any meeting of Members, adjourn the same from time to time, and no notice of such adjournment need to be given to Members not in attendance. Any business may be brought

before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling same.

## **BOARD OF DIRECTORS**

23. **Composition.** Officers of the Association, shall, while they hold office, also be Directors of the Association. The affairs of the Association shall be managed by the Board which shall be comprised of eighteen (18) Directors. The Members of the Association may amend the articles of the Association to increase or decrease the number of Directors, or the minimum or maximum number of Directors, but a decrease shall not shorten the term of an incumbent Director.

24. **Positions.** The Board shall be comprised of the following:

a. automatic position:

- i. *Immediate Past President*, being the individual who was elected and served as President in the term before the commencement of the term of the current President;

b. elected positions:

- i. *President*;
- ii. *Vice-President – House League*;
- iii. *Vice-President – Representative*;
- iv. *Treasurer*;
- v. *Secretary*;
- vi. Twelve (12) *Directors*; and

c. appointed positions:

- i. *Coach Mentor*; and
- ii. *Referee in Chief*.

25. **Eligibility.**

a. The following persons are disqualified from being a Director of the Association:

- i. a person who is not an individual;
- ii. a person who is under the age of eighteen (18);

- iii. a person who has been found under the *Substitution Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
  - iv. a person who has been found to be incapable by any court in Canada or elsewhere; or
  - v. a person who has the status of bankrupt.
- b. To be nominated for and to be elected to the following positions, an individual must have served as an elected or appointed member of the Board for a period of at least two (2) years as of the date of the AGM at which the election is to occur:
- i. *President*;
  - ii. *Vice-President – House League*;
  - iii. *Vice-President – Representative*; and
  - iv. *Treasurer*;
- c. To be nominated for and to be elected to the position of Secretary, an individual must have served as an elected or appointed member of the Board for a period of one (1) year as of the date of the AGM at which the election is to occur.
26. **Term of Office.** The elected Directors shall hold office for a term of two (2) years, and the Coach Mentor and Referee in Chief shall hold office for a term of one (1) year, and such terms shall be calculated from the date of the AGM at which they are elected or appointed, as the case may be, until the second AGM following their election or appointment for those Directors holding office for a two (2) year term, or until the next AGM following his or her appointment for the Coach Mentor and Referee in Chief, or until their successors have been elected and qualified. Directors shall retire, subject to re-election, in rotation.
27. **Vacancy.** If a vacancy arises on the Board, a replacement Director shall be appointed by the President to fill the vacancy for the balance of the unexpired term of the person he or she replaces.
28. **Rotation.**
- a. In order to continue a rotation of Directors on the Board, the following positions will be elected or appointed, as the case may be, at the AGM in May, 2013:
    - i. *Vice-President – House League*;
    - ii. *Seven (7) Directors*; and
    - iii. *Coach Mentor*
    - iv. *Referee in Chief*.

- b. The following positions will be elected or appointed, as the case may be, at the AGM in May, 2014:
  - i. *President*;
  - ii. *Vice-President – Representative*;
  - iii. *Treasurer*;
  - iv. *Secretary*;
  - v. *Five (5) Directors*;
  - vi. *Coach Mentor*; and
  - vii. *Referee in Chief*.

## 29. Election of Directors.

- a. **Nominations.** Nominations to the Board shall, unless made pursuant to subsection 29(d):
  - i. be in writing;
  - ii. be signed by two Members in good-standing as nominators;
  - iii. include the position for which the individual has been nominated;
  - iv. include the consent of the nominee to the nomination, as evidenced by his or her signature;
  - v. include a resume of the qualifications outlining the nominees' credentials for the position; and
  - vi. be submitted to the Business Office of the Association; Attention Secretary at least thirty (30) days prior to the date of the AGM at which the nominated position shall seek election.
- b. Twenty (20) days prior to the AGM, the Secretary shall post, or cause to be posted, an alphabetical list of all individuals who have been nominated for election to the Board, together with the position for which they have been nominated.
- c. **Voting.** The Directors shall be elected by the Members at the AGM on a show of hands, unless a ballot or recorded vote is demanded.
- d. **Vacancies.** The President will make appointment(s) to fill any vacancy occurring on the Board for the remainder of the current year of the vacated term.

30. **Termination.** A person ceases to be a Director of the Association if:

- a. he or she becomes disqualified pursuant to subsection 25(a);
- b. by notice in writing to the President of the Association that he or she resigns his or her office;
- c. is absent from two (2) consecutive meetings without giving previous notice;
- d. fails to carry out responsibility assigned by the President;
- e. contravenes the Aims and Objective of the Association;
- f. acts contrary to the By-Law and Rules and Regulations of the Association;
- g. permits, condones, or directs any person to act contrary to the By-Law and Rules and Regulations of the Association;
- h. he or she dies.

### **31. Removal of Directors.**

- a. The Board of Directors may, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office. A replacement Director shall be appointed by the President to fill the vacancy for the balance of the unexpired term of the person he or she replaces.
- b. If a meeting has been called for the purposes of removing him or her as a Director, a Director may give the Association a statement giving reasons for opposing his or her removal as a Director.
- c. Any such statement received from a Director shall be circulated by the Secretary to the Members of the Board in advance of the meeting at which the Director's removal is to be considered. After giving the Director an opportunity to address the Board, the Directors may vote on the notice of motion.

**32. Remuneration of Directors.** The Directors of the Association shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of the Director's duties.

## **MEETINGS OF THE BOARD**

**33. Calling and Place of Meeting.** The Board shall hold regular monthly meetings at the head office of the Association, or at any other place within the Niagara Region. The President shall call a special meeting of the Board as matters demanding immediate attention present themselves.

**34. Notice of Meeting.**

- a. Notice of any meeting of the Board shall be delivered by e-mail or otherwise communicated to each Director not less than seven (7) days before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the Directors entitled to vote are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or irregularity in any meeting or in the notice thereof may be waived by any Director.
  - b. For the first meeting of the Board to be held immediately following the election of Directors at an AGM or general meeting of Members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the Director or Directors so elected or appointed in order for such meeting to be duly constituted, provided that a quorum of the Directors are present.
35. **Chair.** The President shall be the Chair of meetings of the Board. In the absence of the President, the Directors present at any meeting of the Board shall choose a Vice-President to act as the Chair of the meeting. If neither Vice-President is present, or if both decline to act as Chair, the Directors present shall choose another Director to act as the Chair of the meeting.
36. **Quorum.** A quorum at any meeting of the Board shall be the presence in person of at least ten (10) Directors. No business of the Board shall be transacted in the absence of a quorum.
37. **Voting Rights.** Each Director present at a meeting of the Board, except the Coach Mentor and Referee in Chief, shall be entitled to one vote. The Chair shall have a second vote in the event of a tie vote.
38. **Voting Procedures.**
- a. At any meeting of the Board, unless a recorded vote or ballot is demanded, 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.
  - b. **Recorded Vote.** Any Director entitled to vote may demand a recorded vote either before or after any vote. If a Director demands a recorded vote, the conduct of a recorded vote shall be as follows:
    - i. Each Director present who is entitled to vote, shall, in alphabetical order by surname, unless otherwise directed by the Chair, announce their vote openly when called upon to do so by the Secretary. The Chair shall vote last.
    - ii. When a recorded vote is requested by a Director, or is otherwise required, the Secretary shall record the name and vote of every Director on any matter or question.



- iii. Any Director entitled to vote who, when a question is put and a recorded vote taken, fails or refuses to vote, shall be deemed as voting in the negative.
- iv. When a recorded vote is called for, each Director shall occupy a seat and shall remain in place until the result of the vote has been declared by the Chair, and during such time, no Director shall walk across the room to speak to any other Director, or make any noise or disturbance.
- c. **Ballot.** Any Director may demand a ballot vote either before or after any vote. If a Director demands a ballot vote, the conduct of a ballot vote shall be as follows:
  - i. Each Director present who is entitled to vote, may, in alphabetical order by surname, unless otherwise directed by the Chair, mark a ballot;
  - ii. Each ballot shall be marked in privacy, by marking "X" in the square indicating the Director's choice or by marking "YES" or "NO", as the case may be. Upon completion, the ballot shall be folded by the Director and collected by the Secretary.
  - iii. The Secretary shall unfold and record each vote, and any Director may observe the opening and recording of votes.

### 39. **Conflict of Interest:**

- a. A Director of the Association who,
  - i. is a party to a contract or transaction or proposed contract or transaction with the Association; or
  - ii. is a Director of, or has a material interest in, any person who is a party to a contract or transaction or proposed contract or transaction with the Association,

shall disclose to the Association or request to have entered in the agenda of the meeting at which the contract, transaction or proposed contract or transaction is to be discussed or considered, the nature and extent of his and her interest.
- b. The disclosure required by subsection 39(a) shall be made, in the case of a Director:
  - i. at the meeting at which a proposed contract or transaction is first considered;
  - ii. forthwith after the Director becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of Directors;
  - iii. if the Director was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested;

- iv. if the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested; or
  - v. if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after he or she becomes a Director.
- c. A Director referred to in subsection 39(a) shall not attend any part of a meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is for indemnity or insurance.
- d. **Deemed Quorum.** If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of subsection 39(c), the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.
- e. **Continuing Disclosure.** A general notice to the Directors by a Director disclosing that he or she is a director of or has a material interest in a person, or that there has been a material change in the Director's interest in the person, and is to be regarded as interested in any contract made or any transaction entered into with that person, is sufficient disclosure of such interest in relation to any such contract or transaction.
- f. **Effect of Disclosure.** A contract or transaction for which disclosure is required is not void or voidable, and the Director is not accountable to the Association or its Members for any profit or gain realized from the contract or transaction, because of the Director's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors, if:
- i. disclosure of the interest was made in accordance with this section;
  - ii. the Directors approved the contract or transaction; and
  - iii. the contract or transaction was reasonable and fair to the Association when it was approved.
- g. **Confirmation by Members.** Despite anything in this section, a Director acting honestly and in good faith, is not accountable to the Association or to its Members for any profit or gain realized from any contract or transaction by reason only of his or her holding office as a Director, and the contract or transaction, if it was reasonable and fair to the Association at the time it was approved, is not by reason only of the Director or Officer's interest in it void or voidable if,
- i. the contract or transaction is confirmed or approved by special resolution at a meeting; and

- ii. the nature and extent of the Director's interest in the contract or transaction are disclosed in reasonable detail in the notice calling the meeting.

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

## **DUTIES AND RESPONSIBILITIES OF THE BOARD**

41. **Standard of Care.** Every Director in exercising his or her powers and discharging his or her duties to the Association shall,

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

42. **Governance.** The Board shall govern the Association in compliance with the objects, powers, by-laws, and rules and regulations of the Association, as adopted by the Board from time to time, and all applicable laws and regulations.

43. **Indemnification of Directors.**

- a. The Association shall from time to time indemnify and save harmless, a Director, and his or her heirs, executors, administrators and assigns, from an against:
  - i. All costs, charges, and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced, or prosecuted against him or her for and in respect of any act, deed, matter, or thing whatsoever, made, done, or permitted by him or her in or about the execution of the duties of his or her office; and
  - ii. All other costs, charges, and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her own wilful neglect or default; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges, or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.

44. **Insurance.** The Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

45. **Duties.**

a. ***President***

- i. The President shall sign such contracts, documents or instruments in writing as require his or her signature. The President shall be the chief administrative officer of the Association and shall be responsible to the Board for the coordination of all affairs of the Association. In all matters affecting the Association, the President shall be deemed to be an agent of the Association acting under the authority and at the express intention and express direction of the Board or any Committee of the Association, as the case may be.
- ii. In addition to any other authority or duties conferred by direction of the Board, the President shall exercise general and active supervision over:
  1. delegation of board duties as set out in section 45(h) to the Directors;
  2. the formation of a Coaches Selection Committee, from year to year, comprised of the President and at least two (2) other Directors of the Association;
  3. the appointment of Directors and other persons to the Committees of the Association;
  4. the preparation and submission of such reports and statements as the Board may from time to time direct be prepared and submitted to the Board, to any Director of the Association, or to any meeting of the Members of the Association; and
  5. the safe-keeping and good state of repair of all physical properties of the Association.

b. ***Vice-President***

- i. The Vice-Presidents, in order of seniority of tenure, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.
- ii. *Vice-President – Representative.* The Vice-President – Representative shall:
  1. be responsible to attend all OMHA meetings and all travel league association meetings;
  2. work with the OMHA and the individual hired by the NFMHA to schedule the ice (the “Ice Scheduler”) in scheduling games and practices for all representative teams; and
  3. establish a NFMHA Tournament Committee to coordinate the March Break Tournament.
- iii. *Vice-President – House League.* The Vice-President – House League shall:
  1. be responsible for the operation of all house leagues and house league teams;

2. select house league coaches;
3. organize the house league drafts;
4. work with the Ice Scheduler in scheduling games and practices for house league teams;
5. establish a NFMHA Tournament Committee to coordinate the House League Tournament.

c. **Immediate Past President.** The Immediate Past President shall:

- i. act as Chair of the Nominations and Elections Committee;
- ii. assist any Director requiring assistance in the completion of his or her functions; and
- iii. carry out such other duties as assigned by the Board or the President.

d. **Secretary.** The Secretary shall:

- i. when present, act as secretary of all meetings of Directors and Members;
- ii. have charge of the minute books of the Association the documents and registers referred to in the Act;
- iii. delegate the recording of minutes of the Members, the Board or Committees of the Association, if unable to attend;
- iv. ensure that the Records of the Association are regularly and properly kept and all business is conducted in accordance with the Act and any other applicable statute or law, the articles, by-laws and such other rules and regulations as established by the Board or the Members, from time to time;
- v. ensure the proper custody of the Association's corporate seal, corporate minutes and resolutions, and other corporate records and documents;
- vi. carry out such other duties assigned by the Board or the President; and
- vii. sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.

e. **Treasurer**

- i. The Treasurer shall:
  1. subject to the provisions of this By-Law and any resolution of the Board, have the care and custody of all the funds and securities of the Association and shall deposit same in the name of the Association in such bank or banks or with such depositary or depositaries as the Board may direct;

2. sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office;
  3. disburse funds of the Association on approved accounts;
  4. receive and disburse the funds of the Association at the discretion of the Board;
  5. have an accurate and up-to-date financial report prepared for the monthly meeting of the Board;
  6. present to the auditors of the Association the official books and receipts of the Association prior to the AGM or other meeting called with respect to an audit;
  7. prepare a budget with the Finance Committee; and
  8. present the budget to the Board for ratification at the September meeting of the Board.
- ii. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board, in their uncontrolled discretion, may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reasons of the failure of the Association to receive any indemnity thereby provided.
- f. **Coach Mentor.** The Coach Mentor shall:
- i. develop a hockey program for all teams;
  - ii. be available to discuss and to implement the current program with all coaches and teams within the Association;
  - iii. not vote at a meeting of the Board.
- g. **Referee in Chief.** The Referee in Chief shall oversee the appointment and selection of referees for all Association games.
- i. not vote at a meeting of the Board.
- h. **Directors.**
- i. The Directors entitled to vote shall vote on all matters dealing with the Association business put before them at a meeting of the Board or the Members. The Directors shall perform the duties as appointed by the President and Vice-Presidents. Such duties may include, but are not limited to:
    1. **Purchasing and Equipment.** The Director who is assigned the Purchasing and Equipment duties shall:

- (a) be responsible to purchase and maintain all necessary records with respect to the equipment necessary to operate the Association;
  - (b) organize and oversee any sealed tender process with respect to the purchase of equipment in excess of \$100.00;
  - (c) distribute, receive and arrange for storage, all equipment of the Association; and
  - (d) obtain tenders for all trophies and awards.
2. **Sponsorship.** The Director who is assigned the Sponsorship duties shall:
- (a) solicit and attempt to obtain all sponsors necessary to operate the groupings of the Association;
  - (b) be responsible for all certification clinics hosted by the Association; and
  - (c) perform any special duties assigned to him or her by the President or his or her appointees.
3. **Bingo and Referee Liaison.** The Director who is assigned the Bingo and Referee Liaison duties shall:
- (a) be responsible to attend and work all allocated Association bingo dates;
  - (b) be the liaison between the Niagara Falls Referee's Association and the Board;
  - (c) meet monthly with the Niagara Falls Referee's Association to discuss schedules, complaints, and issues and to report back to the Board with respect to same.
4. **House League.** The Director(s) who are assigned duties with respect to House League by the Vice-President – House League shall perform and carry out such duties. The Director(s) shall also perform any special duties assigned to him, her, or them, by the President or his or her appointees. The Director(s) shall be assigned duties with respect to the following leagues:
- (a) Initiation Program;
  - (b) Novice House League;
  - (c) Atom House League;
  - (d) Peewee House League;
  - (e) Bantam House League;
  - (f) Midget House League; and
  - (g) Roster Select.

5. **Sergeant of Arms.** The Director who is assigned the Sergeant of Arms duties shall:

- (a) assist the Chair in governance of all meetings;
- (b) maintain order of meetings of the Board and meetings of Members;
- (c) interject and regain control of Directors or Members, as the case may be, acting in an abusive or unprofessional manner;
- (d) request Directors or Members, as the case may be, to leave a meeting, if after two (2) warnings from the Director assigned the Sergeant of Arms duties, the Director or Member continues to act in an abusive or unprofessional manner; and
- (e) will submit documentation for discipline proceedings and/or progressive discipline to the Committee of Review.

46. **Confidentiality.** Every Director of the Association shall respect the confidentiality of matters brought before the Board, and shall abide by all laws and regulations with respect to personal privacy.

47. **Director's Reliance.** Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

48. **Rules and Regulations.** The Board may from time to time enact rules and regulations governing the organization and operation of the Association.

## COMMITTEES OF THE BOARD

49. The Board may from time to time constitute such committees as it deems necessary to assist the Directors in carrying on the affairs of the Association and shall prescribe the duties of any such committees ("Committees of the Association"). Without limiting the generality of the foregoing, the Board may have the following Committees of the Association:

- a. Coaches Selection Committee;
- b. Committee of Review;
- c. Finance Committee;
- d. Ways and Means Committee;
- e. Communication Committee;
- f. Policy and Constitution Committee;
- g. Public Relations and Fundraising Committee;



- h. Nominations and Elections Committee;
- i. Association Tournament Committees; and
- j. Such further and other Committees of the Association as may be appointed by the Board from time to time by special resolution.

50. Nothing in this By-Law shall be construed to limit the ability of the Board and Members from abolishing or creating other Committees of the Association, as may be desired or required from time to time.

51. **Coaches Selection Committee.** The Coaches Selection Committee shall:

- a. be appointed by the President;
- b. review all applications submitted for head coaching positions of a representative team, together with the applicant's experience, qualifications, previous coaching record, and history;
- c. conduct interviews with all new head coaching applicants; and
- d. make recommendations to the Board for the appointment of coaches for each representative team of the Association.

52. **Committee of Review.** The Committee of Review shall:

- a. be appointed by the President;
- b. investigate any complaints, protests, breaches of conduct, breaches of by-laws, the rules and regulations, the playing rules of the Association or the OMHA by any member of the Association including, without limiting the generality of the foregoing; players, coaches, managers, trainers, Members, and Directors; and
- c. report to the Board the results of such investigation and make recommendations to the Board with respect to any action to be taken by the Board with respect to such complaints, protests, and breaches.

53. **Finance Committee.** The Finance Committee shall:

- a. be comprised of the:
  - i. Treasurer, who shall act as the chair of the Finance Committee;
  - ii. Ice Scheduler;
  - iii. the chair of the Ways and Means Committee; and
  - iv. such other Members as may be requested by the Treasurer and approved by the President.

- b. prepare the annual budget;
- c. supervise and control the purchase of equipment;
- d. supervise the rental of ice facilities;
- e. supervise the obtaining of sponsors; and
- f. supervise obtaining and administering government financial assistance.

**54. Ways and Means Committee.** The Ways and Means Committee shall:

- a. be appointed by the President;
- b. select a chair of the Ways and Means Committee from amongst themselves who shall sit on the Finance Committee;
- c. recommend, implement, supervise, and organize the fundraising activities of the Association, as may be approved by the Board from time to time;
- d. coordinate all social and fundraising projects and events, as may be approved by the Board from time to time.

**55. Communication Committee.** The Communication Committee shall:

- a. be appointed by the President;
- b. communicate to the Members the activities of the Association;
- c. direct and promote the activities of the Association through available radio, television, newspaper, and other communication media, if the expense, if any, associated with doing same has been approved by the Board or delegated Committee of the Association;
- d. provide information with respect to game results to local newspapers and make best efforts to ensure publication of game results during the Association's hockey season; and
- e. carry out such other functions and activities as may be directed by the Board from time to time with respect to the promotion of the Association.

**56. Policy and Constitution Committee.** The Policy and Constitution Committee shall:

- a. be appointed by the President, and shall include the Director assigned the Sergeant of Arms duties;
- b. review, from time to time, the by-laws and rules and regulations of the Association and of the OMHA;

- c. recommend to the Board such amendments as are required or desirable to the by-laws and rules and regulations of the Association; and
- d. advise the Board and the Members, from time to time, of changes or amendments to the by-laws and rules and regulations of the Association and the OMHA.

**57. Public Relations and Fundraising Committee.** The Public Relations and Fundraising Committee shall:

- a. be appointed by the President;
- b. recruit and train volunteers to perform the functions required for sponsorship for the Association;
- c. actively pursue new sponsorship projects;
- d. manage and supervise current sponsorship endeavours;
- e. submit to the Treasurer annually, an estimate of revenues and expenditures of the Public Relations and Fundraising Committee for the next fiscal year of the Association;
- f. present reports regarding public relations and sponsorship to the Board;
- g. recommend policy to the Board with respect to public relations and sponsorship; and
- h. be responsible for content and publication of the Association's newsletters to its Members and team officials.

**58. Nominations and Elections Committee.** The Nominations and Elections Committee shall:

- a. be appointed by the President, and shall include the Immediate Past President, who shall act as chair of the Nominations and Elections Committee;
- b. solicit nominations for each Board position, which is to become vacant prior to the AGM at which the election of that position will be held;
- c. be responsible for conducting the annual election of the Board in accordance with this By-Law;
- d. present a report regarding nominations and elections to the Board; and
- e. recommend policy to the Board regarding nominations and elections.

## **EXECUTION OF DOCUMENTS**

59. **Required Signatures.** Contracts, documents, or instruments in writing requiring the signature of the Association shall be signed by the President. The President may from time to time appoint any Director or Directors on behalf of the NFMHA, either to sign documents generally or to sign specific documents. All contracts, documents, or instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
60. **Corporate Seal.** The corporate seal of the Association may, when required to be affixed to contracts, documents or instruments in writing signed pursuant to section 59, be affixed by any Director or Directors, persons or persons, appointed pursuant to that section by resolution of the Board.

## **PURCHASING**

61. **Purchase of Equipment.** The Board shall create a written policy with respect to purchasing procedures.

## **BOOKS AND RECORDS OF THE ASSOCIATION**

62. **Corporate Records to be Kept.** The Association shall prepare and maintain records containing:
- a. the Association's articles and By-Laws, and amendments to them;
  - b. the minutes of meetings of the Members;
  - c. the resolutions of Members;
  - d. the minutes of meetings of the Board and any Committee of the Association;
  - e. the resolutions of the Board and any Committee of the Association;
  - f. a register of Directors;
  - g. a register of Members; and
  - h. accounting records adequate to enable the Directors to ascertain the financial position of the Association with reasonable accuracy on a quarterly basis.
63. **Retention of Accounting Records.** Subject to any Act or rule of a taxing authority that requires a longer retention period, the Association shall retain accounting records referred to in subsection 62(h) for a period of six (6) years.
64. **Location of Records.** The Association shall keep the Records of the Association at its head office, or such other place designated by the Board and communicated to the Members.
65. **Directors' Access to Records.** The Records of the Association must be open to inspection by the Directors during the Association's regular office hours. The

Association shall, at the request of any Director, provide the Director with any extract of the Records of the Association free of charge.

66. **Members' and Creditors' Access to Records.** A Member, a Member's attorney or legal representative, and a creditor of the Association may examine, and on payment of twenty-five (\$25.00) plus photocopying fees, obtain copies of extracts of the Records of the Association set out in subsection 62 (a), (b), (c), (f), and (h), during the Association's regular office hours.
67. **Members Entitled to Articles and By-Laws.** A Member of the Association shall be provided one copy of the articles and by-laws, including any amendments to them, from the Association, free of charge.
68. **Consents of Directors.** The Association shall keep at its head office, the consents to act as a Director of each individual who is elected or appointed as a Director.
69. **Inspection of Consents.** Upon request, and without charge, the Association shall permit a Director, Member, or creditor, to inspect a consent to act as a Director during the Association's regular office hours, and to make a copy of it.
70. **Validity of Unsealed Documents.** A document executed on behalf of the Association is not invalid merely because a corporate seal is not affixed to it.
71. **No Deemed Notice.** No person is affected by or is deemed to have notice of knowledge of the contents of a document concerning the Association by reason only that the document has been filed with the ministry or is available for inspection at an office of the Association.

## FINANCIAL YEAR

72. The financial year of the Association shall terminate on the 30<sup>th</sup> day of June in each year. The Board may from time to time by resolution change the financial year end of the Association.

## BANKING ARRANGEMENTS

73. **Banking Resolution.** The Board shall designate by resolution, the Directors and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on banking business that the Board has designated as the banker of the Association. The Directors and other persons authorized by the Board shall have the power to, unless otherwise restricted by resolution of the Board:
- a. operate the accounts of the Association with the bank, trust company, or other corporation carrying on banking business;
  - b. make, sign, draw, accept, endorse, negotiate, lodge, deposit, or transfer any cheques, promissory notes, drafts, acceptances, bills of exchange, and orders for the payment of money;

- c. issue receipts for an order relating to any property of the Association; and
- d. authorize any office of the bank, trust company, or other corporation carrying on banking business, to do any act or thing on behalf of the Association to facilitate the business of the Association.

## **BORROWING BY THE ASSOCIATION**

74. **Borrowing Power.** Subject to the limitations set out in the articles or by-laws of the Association, as amended, the Board may, by resolution, authorize the Association to:
- a. borrow money on the credit of the Association;
  - b. charge, mortgage, hypothecate, or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises, and undertakings, to secure any securities or money borrowed, or other debt, or any other obligation or liability of the Association.
75. **Borrowing Resolution.** From time to time, the Board may authorize any Director of the Association, 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 Association.

## **AUDITORS**

76. The Members shall at each AGM appoint an auditor to audit the accounts of the Association to hold office until the next AGM provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Board.

## **NOTICE**

77. **Computation of Time.** Where a given number of days' notice is required to be given pursuant to this By-Law, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.
78. **Service.** Any notice to be given to any Member, Director, or auditor shall be served by e-mail to the e-mail address provided to and on record with the Association. If no e-mail address has been provided, any notice to be given shall be served either personally or by sending it through the mail in a prepaid envelope addressed to such Member, Director, or auditor at his or her address as the same

appears in the Records of the Association or, if no address appears therein, to the last known address of such Member, Director or auditor.

79. **Proof of Service.** A certificate of the President, a Vice-President, the Secretary, the Treasurer, or any other Director of the Corporation at the time of the making of the certificate as to the facts in relation to the mailing or delivery of any notice to any Member, Director, or auditor shall be conclusive evidence thereof and shall be binding on every Member, Director or auditor of the Association, as the case may be.

80. **Omissions and Errors.** The accidental omission to give notice of any meeting of the Board or meeting of the Members, or the non-receipt of any notice by any Director or Member or by the auditor of the Association, 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 Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

## **ENACTMENT, REPEAL and AMENDMENT OF BY-LAWS**

81. By-laws of the Association may be enacted, and the by-laws of the Association repealed or amended, by by-law enacted by a majority of the Board at a meeting of the Board, and sanctioned by an affirmative vote of a majority of the Members at a meeting of Members.

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

82. All prior by-laws of the Association, including By-Law No. 1, are hereby repealed and replaced by this By-Law No. 2. The repeal of all prior by-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

## **PARLIAMENTARY AUTHORITY**

83. In all cases not provided for in this By-Law with respect to procedures to be used in conducting the meetings and affairs of the Association, when not inconsistent with the other governing documents or laws affecting the Association, the rules contained in the most current edition of "Procedures for Meetings and Organizations" by M.K. Kerr and Hubert W. King shall govern.

## **EFFECTIVE DATE**

84. This By-Law shall come into force without further formality upon its enactment after approval by the Members of the Association as herein before set out.

The foregoing By-Law No.2 is hereby enacted, ratified, sanctioned, confirmed, and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at \_\_\_\_\_ in the City of Niagara Falls, Ontario, and at which a quorum was present on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

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Chair

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Secretary