



NIAGARA FALLS MINOR HOCKEY

BYLAWS

(May 2025)

BY-LAW NUMBER 1

BE IT ENACTED as a by-law of Niagara Falls Minor Hockey Association (the "Corporation") as follows:

Section 1 - General

1.01 Definitions

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

- (a) "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it which are, from time to time, in force and effect;
- (b) "articles" means any instrument that incorporated the Corporation or modified its incorporating instrument which is, from time to time, in force and effect;
- (c) "Board" means the board of directors of the Corporation;
- (d) "By-laws" means this by-law, including the schedules to this by-law, and all other by-laws that regulate the activities or affairs of the Corporation which are, from time to time, in force and effect;
- (e) "Chair" means the chair of the Board;
- (f) "Director" means:
 - (i) an individual;
 - (ii) eighteen years of age or older;
 - (iii) who is not deceased;
 - (iv) who is not bankrupt;
 - (v) who has not been found to be incapable by any court in Canada or elsewhere or incapable of managing property under Ontario law;

- (vi) who qualified and was elected or appointed President, Vice-President Representative, Vice-President House and Local Leagues, Past President or Director in accordance with this By-law; and
- (vii) whose term of office has not expired in accordance with section 2.01 below and/or been vacated in accordance with section 2.02 below;
- (g) "Elected Officer" means an individual holding office as President, Vice-President Representative, Vice-President House and Local Leagues or Director of Hockey Operations of the Corporation;
- (h) "Life Member" means an individual who, having rendered extraordinary and distinguished service to the Corporation, has been designated a Life Member by the Board or a previous Board;
- (i) "Member" means:
 - (i) an individual;
 - (ii) eighteen years of age or older;
 - (iii) who is not deceased;
 - (iv) who is not bankrupt;
 - (v) who has not been found to be incapable by any court in Canada or elsewhere or incapable of managing property under Ontario law;
 - (vi) who is:
 - (A) a Director;
 - (B) a head coach, assistant coach, trainer or manager rostered with one or more of the Corporation's teams during the current season, if ongoing, or immediately preceding season, if not;
 - (C) a Life Member; and/or
 - (D) a volunteer, having provided twenty or more hours of unpaid service to the Corporation during the current season, if ongoing, or immediately preceding season, if not, as certified by two or more of the Elected Officers; and
 - (vii) whose membership has not been suspended or terminated in accordance with sections 8.01 and/or 8.02 below; and
- (j) "Officer" means:
 - (i) an individual;
 - (ii) eighteen years of age or older;
 - (iii) who is not deceased;
 - (iv) who is not bankrupt;

- (v) who has not been found to be incapable by any court in Canada or elsewhere or incapable of managing property under Ontario law;
- (vi) who qualified and was elected or appointed President, Vice-President Representative, Vice-President House and Local Leagues, Past President, Director of Hockey Operations, Director of Risk Management, Director of Tournaments, Secretary or Treasurer in accordance with this By-law; and
- (vii) whose term of office has not expired or been vacated in accordance with section 5.02 or 5.04 below.

1.02 Interpretation

Other than as specified in section 1.01 above, all terms in this By-law that are defined in the *Act* will have the meanings given to them in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law will not affect the validity or enforceability of the remaining provisions. If any provision of this By-law is inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, will prevail.

1.04 Seal

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

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers, at least one of whom must be an Elected Officer. In addition, the Board may, from time to time, direct the manner in which and the person by whom a particular document or type of document will be executed by Corporation. Any person authorized to sign any such document may affix the corporate seal, if any, to the document. Any Elected Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy.

1.06 Repeal

All previous by-laws of the Corporation are repealed.

Section 2 - Directors

2.01 Election and Term

From among the Members, having been nominated prior to the meeting by two other Members, eight Directors, other than Elected Officers, the Past President or the Secretary, will be elected by the Members at each annual meeting during even numbered years and eight Directors, other than Elected Officers or the Past President, will be elected by the Members at each annual meeting during odd numbered years. The term of office of Directors, subject to the provisions, if any, of the articles and the By-laws, will be from the date of the meeting at which they are elected or appointed

until (i) the annual meeting during the second year after they are elected or appointed, or (ii) such office is vacated in accordance with section 2.02 below, whichever is earlier.

2.02 Vacancies

The office of a Director will be vacated immediately if:

- (a) the Director resigns such office by written notice to the Corporation, which will be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (b) the Director no longer qualifies as a Director under section 1.01 above; or
- (c) at a special meeting, the Members, by ordinary resolution, remove the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

A vacancy on the Board may be filled as follows, and the Director appointed or elected to fill the vacancy will hold office for the remainder of the unexpired term of the Director's predecessor:

- (a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by ordinary resolution at the special meeting at which the Director was removed;
- (b) if there is not a quorum of Directors, the Directors in office will, without delay, call a special meeting to fill the vacancy by ordinary resolution, and, if they fail to call the meeting or if there are no Directors in office, the meeting may be called by any Member; and
- (c) a quorum of Directors may, by resolution, fill the vacancy.

2.04 Committees

Committees may be established by the Board as follows:

- (a) the Board may appoint, from their number, a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of Directors, except those set out in the *Act* that are not permitted to be delegated; and
- (b) subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary to fulfil the Board's responsibilities. The Board will determine the composition and terms of reference for the committee. The Board may dissolve the committee, by resolution, at any time.

2.05 Remuneration of Directors

Directors will serve without remuneration and no Director will, directly or indirectly, profit from occupying the position of Director, subject to the following:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their duties; and

- (b) 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 the remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment, by resolution passed before the payment is made; and
 - (iii) in compliance with the conflict of interest provisions of the *Act*.

Section 3 - Board Meetings

3.01 Calling of Meetings

Board meetings may be called by the President or any two Directors, on any date and at any time and place, on notice as required by this By-law.

3.02 Regular Meetings

The Board may, by resolution, fix the dates, time(s) and place(s) of regular Board meetings and send notice of the resolution to each Director. Upon doing so, notice of the meetings will be deemed to be waived by the Directors, who will be deemed to have signified their consent to the holding of the meetings, and no other notice will be required.

3.03 Notice

Notice of the date, time and place of a Board meeting will be given in the manner provided in this By-law to each Director, not less than seven days before the date the meeting is to be held. Notice is not necessary if all Directors are present and none objects to the transaction of business at the meeting, or if those absent have waived notice of the 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.

A notice of a Board meeting is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a Director may attend a Board meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.04 Quorum

Quorum for a Board meeting is a majority of Directors. If a quorum is present at the opening of a Board meeting, the Directors present may continue to transact business at the meeting, even if a quorum is not present throughout the meeting.

3.05 Chair of the Meeting

The Chair will chair all Board meetings. In the absence of the Chair, the Directors present will choose one of their number to chair the meeting.

3.06 Voting

Business transacted at Board meetings will be decided by resolution, unless otherwise required by the *Act* or the By-laws, provided that:

- (a) each Director, including the chair of the meeting, will be entitled to one vote;
- (b) votes will be taken by a show of hands;
- (c) an abstention will not be considered a vote cast;
- (d) before or after a show of hands has been taken on any motion, any Director may demand a ballot. A ballot so demanded will be taken in such manner as the chair of the meeting directs;
- (e) if there is a tie vote, the chair of the meeting will not have a second or casting vote and the motion will be deemed to have been defeated; and
- (f) whenever a vote by show of hands is taken on a motion, unless a ballot is demanded, a declaration by the chair of the meeting that the motion has been carried or defeated and an entry to that effect in the minutes will, in the absence of evidence to the contrary, be proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

3.07 Participation by Telephonic or Electronic Means

Subject to the provisions of the articles, if any, a Board meeting may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a Board meeting will be deemed, for the purposes of the *Act*, to be present in person at the meeting.

Section 4 - Financial

4.01 Banking

The Board will, by resolution, from time to time, designate the financial institution(s) in which the money, bonds or other securities of the Corporation will be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation will end on March 31 in each year or on such other date as the Board may determine, from time to time, by resolution.

Section 5 - Officers

5.01 Elected Officers

From among the Directors, having been nominated prior to the meeting for election by two other Directors, the President and the Vice-President Representative will be elected by the Members at each annual meeting during even numbered years and the Vice-President House and Local Leagues

and the Director of Hockey Operations will be elected by the Members at each annual meeting during odd numbered years.

Elected Officers will, by virtue of such offices, also hold office as Directors and the President will, by virtue of such office, also hold office as Chair.

The term of office of Elected Officers, subject to the provisions, if any, of the articles and the By-laws, will be from the date of the meeting at which they are elected or appointed until (i) the annual meeting during the second year after they are elected or appointed, or (ii) such office is vacated in accordance with section 5.02 below, whichever is earlier.

5.02 Vacancies

The office of an Elected Officer will be vacated immediately if:

- (a) such Officer resigns such office by written notice to the Corporation, which will be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (b) the Elected Officer no longer qualifies as an Officer under section 1.01 above; or
- (c) at a special meeting, the Members, by ordinary resolution, remove the Elected Officer before the expiration of the Elected Officer's term of office.

5.03 Appointed Officers

The last individual to have been elected President and hold such office for a full term prior to the current President will be appointed Past President. The Past President will, by virtue of such office, also hold office as a Director.

The Office Administrator contracted or employed by the Corporation, from time to time, will be appointed Secretary. The Secretary will not, by virtue of such office or otherwise, hold or be elected or appointed to any other offices.

Between the date of the annual meeting and August 1 of each year, the President will appoint, from among the Directors who are not Elected Officers or the Past President:

- (a) a Director of Risk Management;
- (b) a Director of Tournaments; and
- (c) a Treasurer;

(collectively, "President-Appointed Officers").

Between August 1 and September 1 of each year, the Vice-President Representative and the Vice-President House and Local Leagues will appoint, from among the Directors who are not Elected Officers, the Past President or President-Appointed Officers:

- (a) six Representative Convenors; and
- (b) six House and Local League Convenors.

The Board may appoint such other Officers and agents as it deems necessary, who will have the authority and perform the duties prescribed by the Board, from time to time.

The term of office of Officers who are not Elected Officers or the Past President, subject to the provisions, if any, of the articles and the By-laws, will be from the date they are appointed until (i) the next annual meeting, (ii) such office is vacated in accordance with section 5.04 below, whichever is earlier.

5.04 Vacancies

The office of an Officer who is not an Elected Officer will be vacated immediately if:

- (a) such Officer resigns such office by written notice to the Corporation, which will be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (b) such Officer no longer qualifies as an Officer under section 1.01 above;
- (c) at a special meeting, the Members, by ordinary resolution, remove such Officer before the expiration of their term of office;
- (d) the Board, by resolution, removes such Officer before the expiration of their term of office; or
- (e) in the case of the Secretary, such Officer is no longer contracted or employed by the Corporation as Office Administrator.

5.05 Duties

Officers will be responsible for the duties, if any, assigned to them by the *Act*, the articles, the By-laws and/or the Board and may delegate to others the performance of any of such duties.

5.06 Duties of the Chair

The Chair will perform the duties described in section 3.05 above and 9.05 below and such other duties, if any, assigned to them by the *Act*, the articles, the By-laws and/or the Board.

5.07 Duties of the Officers

The Officers will perform the duties described in the schedules to this By-law and such other duties, if any, assigned to them by the *Act*, the articles, the By-laws and/or the Board.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors, Officers and Others

Every current or former Director or Officer and every other individual who acts or acted, at the Corporation's request, as a director or officer, or in a similar capacity, of another entity, will be indemnified by the Corporation against all costs, charges and expenses, including any amount paid to settle any action or satisfy any judgment, reasonably incurred by them in respect of any civil, criminal, administrative, investigative or other action or proceeding in which they are involved because of their association with the Corporation or such entity, provided that:

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

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director or Officer who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation will make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director will attend any part of a Board meeting during which the contract or transaction is discussed or vote on any motion to approve the contract or transaction.

Section 8 - Members

8.01 Membership

Membership in the Corporation is not transferable and automatically terminates if the Member ceases to qualify as a Member in accordance with section 1.01 above.

8.02 Suspension or Termination of Membership for Cause

Upon fifteen days' written notice to a Member, the Board may, by resolution, suspend or terminate their membership for violating any provision of the *Act*, the articles or the By-laws. The notice will set out the reasons for the suspension or termination. The Member will be entitled to give the Board a written submission opposing the suspension or termination not less than five days before the end of the fifteen day period. The Board will consider the written submission of the Member before suspending or terminating their membership.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting will be held between April 30 and June 30 of each year, on a date and at a time and place within Ontario fixed by the Board, by resolution. Any Member, upon request, will be provided, not less than five business days or such other number of days as are prescribed in the *Act*, before the annual meeting, with a copy of the approved financial statements, audit or review engagement report and other financial information required by the articles or the By-laws.

The business transacted at the annual meeting will include:

- (a) consideration of the financial statements for the immediately preceding financial year;
- (b) consideration of the audit or review engagement report;
- (c) election of Directors; and

- (d) reappointment of the incumbent auditor or person appointed to conduct a review engagement.

No other business will be transacted at the annual meeting, unless a Member has given notice to the Corporation of the special business that the Member wishes to transact at the meeting in accordance with the *Act* and such business is included in the notice of the meeting.

Subject to the provisions of the articles, if any, any Members' meeting may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a Members' meeting will be deemed, for the purposes of the *Act*, to be present in person at the meeting.

9.02 Special Meetings

The Board may call special meetings, from time to time.

The Board will call a special meeting, on written requisition of the Members who hold at least ten per cent of votes that may be cast at the meeting, within twenty one days after receiving the requisition, unless the *Act* provides otherwise.

9.03 Notice

Subject to the *Act*, not less than ten and not more than fifty days' written notice of any Members' meeting will be given in the manner specified in this By-law to each Member and Director and the auditor or person appointed to conduct a review engagement. Notice of a Members' meeting at which special business is to be transacted must state the nature of the business in sufficient detail to permit the Members to form a reasoned judgment on it and state the text of any special resolution to be submitted to the meeting.

A notice of a Members' meeting is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a Members' meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

9.04 Quorum

Quorum for a Members' meeting is a minimum of twenty Members. If a quorum is present at the opening of a Members' meeting, the Members present may continue to transact business at the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair will chair all Members' meetings. In the Chair's absence, the Members present at the meeting will choose another Director to chair the meeting and, if no Director is present or if all Directors present decline to chair the meeting, the Members present will choose one of their number to chair the meeting.

9.06 Voting

Business transacted at Members' meetings will be decided by ordinary resolution, unless otherwise required by the *Act* or the By-laws, provided that:

- (a) each Member, including the chair of the meeting, will be entitled to one vote;
- (b) votes for elections and removals will be taken by ballot, in such manner as the chair of the meeting directs;
- (c) all other votes will be taken by a show of hands;
- (d) an abstention will not be considered a vote cast;
- (e) before or after a show of hands has been taken, the chair of the meeting or any Member may demand a ballot. A ballot so demanded will be taken in such manner as the chair of the meeting directs;
- (f) if there is a tie vote on a motion, the chair of the meeting will not have a second or casting vote and the motion will be deemed to have been defeated; and
- (g) whenever a vote by show of hands is taken on a motion, unless a ballot is demanded, a declaration by the chair of the meeting that the motion has been carried or defeated and an entry to that effect in the minutes will, in the absence of evidence to the contrary, be proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

9.07 Adjournments

Members' meetings may be adjourned, by ordinary resolution, from time to time. If a Members' meeting is adjourned, by one or more adjournments, for an aggregate of less than thirty days, it is not necessary that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of the following at the time of the adjournment:

- (a) the date, time and place of the continued meeting; and
- (b) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

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 the meeting.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, Directors, the auditor or person appointed to conduct a review engagement and others who are entitled or required under any provision of the *Act*, the articles or the By-laws to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or by ordinary resolution.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member, Director, the auditor or person appointed to conduct a review engagement or others who are entitled to it under any provision of the *Act*, the articles or the By-laws will be delivered personally or sent by prepaid mail, facsimile, email or other electronic means to such person's last known address, as shown in the records of the Corporation or most recent notice or return filed under the *Corporations Information Act* (Ontario), whichever is the more current, provided always that notice may be waived or the time for giving notice may be abridged, at any time, with the consent of the person entitled to it.

10.02 Error or Omission in Giving Notice

Any accidental omission to give notice to any Member, Director, the auditor or person appointed to conduct a review engagement or others who are entitled to it under any provision of the *Act*, the articles or the By-laws, any non-receipt of the notice by any person, where the Corporation has given notice in accordance with this By-law, or any error in the notice not affecting its substance will not invalidate any business transacted at the meeting or otherwise founded on the notice.

Section 11 - Adoption and Amendment of By-law

11.01 Amendments to By-law

The Board may, from time to time, in accordance with the *Act*, amend or repeal and replace this By-law.

The undersigned, being the duly appointed President of the Corporation, certifies that the foregoing is a true and complete copy of a by-law made by resolution at a duly called and held Board meeting on January 8, 2025, and confirmed by ordinary resolution at the next duly called and held Members' meeting on _____, 2025.

DATED as of _____, 2025.

Gary Giajnorio, President

Schedule A

Responsibilities of the President

The President will be the chief executive officer of the Corporation and will be responsible for implementing the strategic plans and policies of the Corporation.

The President will, subject to the authority of the Board, have general supervision of the affairs of the Corporation. As such, the President will be entitled to receive notice of and to attend and speak at all committee meetings, Board meetings and Members' meetings, except when the Board is discussing the performance, remuneration or expenses of the President.

The President's responsibilities will also include:

Establishing agendas aligned with annual Board goals and chair Board meetings.

Ensuring meetings are effective and efficient for the performance of governance work.

Ensuring that a schedule of Board meetings is prepared annually.

Serving as the Board's central point of communication for with the Corporation's contractors and employees.

Providing guidance to the contractors and employees regarding the Board's expectations and concerns.

In collaboration with the contractors and employees, developing standards for Board decision-support packages that include formats for reporting to the Board and the level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Leading the Board in monitoring and evaluating the performance of the Corporation's contractors and employees, through an annual process.

Ensuring that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Serving as the Board's primary contact with the public.

Reporting regularly to the Board on issues relevant to its governance responsibilities.

Setting a high standard for Board conduct and enforcing policies and By-laws concerning Directors' conduct.

Serving as a mentor to the Directors.

Encouraging all Directors to contribute fully.

Addressing issues associated with underperformance of Directors.

Ensuring succession planning occurs for the Corporation's contractors and employees and the Board.

Serving as member on all Board committees.

Ensuring adherence to Hockey Canada, the OHF and the OMHA Seasonal Structures and Annual Calendars.

Generally, ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies.

Schedule B

Responsibilities of the Vice-President Representative

Reporting to the President, the Vice-President Representative's responsibilities will include:

Carrying out the responsibilities of the President, if the President is unable or unwilling to carry out such responsibilities, for any reason.

Supporting the President in maintaining a high standard for Board conduct, ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies and compliance with the By-laws regarding Officers' responsibilities, with particular emphasis on fiduciary responsibilities.

Serving as a mentor to the Directors.

Serving as the Board's primary contact for representative leagues.

Reporting regularly to the Board on issues relevant to the Corporation's representative leagues, teams, team officials and players.

Supervising the Representative Convenors.

Addressing issues associated with underperformance of Representative Convenors.

Ensuring that the Representative Convenors receive a sufficient number of current OMHA Manual of Operations for themselves and each of the Corporation's representative teams.

Schedule C

Responsibilities of the Vice-President House and Local Leagues

Reporting to the President, the Vice-President House League and Local Leagues' responsibilities will include:

Carrying out the responsibilities of the President, if the President and the Vice-President Representative are unable or unwilling to carry out such responsibilities, for any reason.

Supporting the President in maintaining a high standard for Board conduct, ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies and compliance with the By-laws regarding Officers' responsibilities, with particular emphasis on fiduciary responsibilities.

Serving as a mentor to the Directors.

Serving as the Board's primary contact for house and local leagues.

Reporting regularly to the Board on issues relevant to the Corporation's house and local leagues, teams, team officials and players.

Supervising the House and Local League Convenors.

Addressing issues associated with underperformance of House and Local League Convenors.

Ensuring that the House and Local League Convenors receive a sufficient number of current OMHA Manual of Operations for themselves and each of the Corporation's house and local league teams.

Schedule D

Responsibilities of the Past President

Reporting to the President, the Past President's responsibilities will include:

Supporting the President in maintaining a high standard for Board conduct, ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies and compliance with the By-laws regarding Officers' responsibilities, with particular emphasis on fiduciary responsibilities.

Serving as a mentor to the Directors.

Serving as the Board's primary contact for business transacted at previous annual meetings or by previous Boards.

Schedule E

Responsibilities of the Director of Hockey Operations

Reporting to the President, the Director of Hockey Operations' responsibilities will include:

Carrying out the responsibilities of the President, if the President, the Vice-President Representative and the Vice-President House and Local Leagues are unable or unwilling to carry out such responsibilities, for any reason.

Supporting the President in maintaining a high standard for Board conduct, ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies and compliance with the By-laws regarding Officers' responsibilities, with particular emphasis on fiduciary responsibilities.

Serving as a mentor to the Directors.

Serving as the Board's primary contact for suppliers of services and/or materials.

Reporting regularly to the Board on issues relevant to such suppliers.

Supervising such suppliers.

Addressing issues associated with underperformance of such suppliers.

Managing all of the Corporation's equipment, inventory and supplies.

Ensuring that the Corporation's contractors and employees, Directors, Officers, teams, team officials, players and suppliers receive the equipment, inventory and supplies that they require and to which they are entitled from the Corporation.

Ensuring that the dressing rooms, meeting rooms, offices and storage rooms assigned to the Corporation's exclusive use, and the furniture and fixtures within them, are kept in a clean, organized and tidy condition and well-maintained.

Schedule F

Responsibilities of the Director of Risk Management

Reporting to the President, the Director of Risk Management's responsibilities will include:

Supporting the President in maintaining a high standard for Board conduct, ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies and compliance with the By-laws regarding Officers' responsibilities, with particular emphasis on fiduciary responsibilities.

Serving as a mentor to the Directors.

Serving as the Board's primary contact for appeals, complaints, health and safety matters, insurance claims and coverage, investigations, Code of Conduct and legal proceedings and suspensions.

Identifying, assessing and resolving potential complaints, disciplinary matters, investigations and legal proceedings on behalf of the Board.

Supporting the President in ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies with respect to health, safety and risk management.

Sending notice of and ensuring adherence to discipline, restrictions, sanctions or suspensions imposed by the Corporation, the OMHA, the OHF, Hockey Canada, child protection authorities or the police on the Corporation or its Directors, Officers, teams, team officials or players.

Supporting the Representative Convenors and the House and Local League Convenors in ensuring that all team officials and players are properly attired and equipped and adhere to health and safety protocols during games and practices.

Ensuring that the Corporation maintains adequate insurance coverage, with public liability, directors and officers' liability and contents coverage.

Ensuring that third party instructors have the insurance coverage required by Hockey Canada, the OHF and/or the OMHA, with the Corporation and team added as additional insured, and are rostered by the Corporation, prior to providing off-ice or on-ice instruction to players during sanctioned programming.

Supporting the Representative Convenors and the House and Local League Convenors in periodically inspecting local facilities and property that may present a hazard to the Corporation or its Directors, Officers, teams, team officials or players.

Supporting the Representative Convenors and the House and Local League Convenors in ensuring that team officials, third party instructors and players are rostered by the Corporation prior to participating in sanctioned programming.

Schedule G

Responsibilities of the Director of Tournaments

Reporting to the President, the Director of Tournaments' responsibilities will include:

Supporting the President in maintaining a high standard for Board conduct, ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies and compliance with the By-laws regarding Officers' responsibilities, with particular emphasis on fiduciary responsibilities.

Serving as a mentor to the Directors.

Serving as the Board's primary contact for tournaments.

Administering, operating, promoting and reporting to the Board on the Corporation's tournaments, including providing a financial statement and recommendations to the Board within a reasonable period of time after each tournament is concluded.

Ensuring the Corporation's tournaments are sanctioned by the OMHA.

Supporting the President in ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies with respect to tournaments.

Schedule H

Responsibilities of the Secretary

Reporting to the President, the Secretary will work collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

The Secretary's responsibilities will also include:

Supporting the President in maintaining a high standard for Board conduct, ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies and compliance with the By-laws regarding Officers' responsibilities, with particular emphasis on fiduciary responsibilities.

Serving as a mentor to the Directors.

Serving as the Board's primary point of contact for books, documents, registers and reports.

Keeping a roll of the names and addresses of the Members.

Ensuring the proper recording and maintenance of minutes of all Board meetings, committee meetings and Members' meetings.

Receiving and preparing correspondence on behalf of the Board.

Having custody of all minute books, documents, registers and the seal of the Corporation and ensuring that they are maintained as required by law.

Ensuring that all reports are prepared and filed as required by law or requested by the Board.

Giving the notice required by this By-law of all Board meetings, committee meetings and Members' meetings.

Supporting the President in ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies with respect to record-keeping and reporting.

Attending all Board meetings, committee meetings and Members' meetings.

Schedule I

Responsibilities of the Treasurer

Reporting to the President, the Treasurer will work collaboratively with the President and the Corporation's contractors and employees to support the Board in achieving its fiduciary responsibilities.

The Treasurer will have the custody of the funds and securities of the Corporation, will keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and will deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such financial institutions as may be designated by the Board, from time to time. The Treasurer will disburse the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and will render to the Board, at the next Board meeting or whenever they may require it, an accounting of all such deposits and disbursements and a statement of the financial position of the Corporation.

The Treasurer's responsibilities will also include:

Supporting the President in maintaining a high standard for Board conduct, ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies and compliance with the By-laws regarding Officers' responsibilities, with particular emphasis on fiduciary responsibilities.

Serving as a mentor to the Directors.

Serving as the Board's primary point of contact for accounting, banking and financial matters.

Supporting the President in ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies with respect to accounting, banking and financial matters.

Presenting, at the annual meeting, as part of the annual report, the financial statement of the Corporation for the immediately preceding financial year approved by the Board, together with the audit or review engagement report.

Schedule J

Responsibilities of the Representative Convenors

Reporting to the Vice-President Representative, the Representative Convenors' responsibilities will include:

Supporting the President in maintaining a high standard for Board conduct, ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies and compliance with the By-laws regarding Officers' responsibilities, with particular emphasis on fiduciary responsibilities.

Serving as a mentor to the Directors.

Serving as the Board's primary point of contact for the teams to which they have been assigned and their team officials and players.

Reporting regularly to the Vice-President Representative on issues relevant to such teams and their team officials and players.

Supervising such teams.

Ensuring that such teams receive a current OMHA Manual of Operations.

Attending such teams' home games, coach-parent meetings and evaluations or tryouts or arranging a replacement, from their number, to do so.

Attending such teams' practices, from time to time.

Ensuring that such teams' team officials, third party instructors and players are properly attired and equipped and adhere to health and safety protocols during games and practices.

Ensuring that such teams' team officials, third party instructors and players are rostered by the Corporation prior to participating in sanctioned programming.

Supporting the President in ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies with respect to game play.

Periodically inspecting local facilities and property that may present a hazard to the Corporation or its Directors, Officers, teams, team officials, third party instructors or players.

Schedule K

Responsibilities of the House and Local League Convenors

Reporting to the Vice-President House and Local Leagues, the House and Local League Convenors' responsibilities will include:

Supporting the President in maintaining a high standard for Board conduct, ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies and compliance with the By-laws regarding Officers' responsibilities, with particular emphasis on fiduciary responsibilities.

Serving as a mentor to the Directors.

Serving as the Board's primary point of contact for the teams to which they have been assigned and such teams' team officials and players.

Reporting regularly to the Vice-President House and Local Leagues on issues relevant to such teams and their team officials and players.

Supervising such teams.

Ensuring that such teams receive a current OMHA Manual of Operations.

Attending such teams' home games, coach-parent meetings and evaluations or tryouts or arranging a replacement, from their number, to do so.

Attending such teams' practices, from time to time.

Ensuring that such teams' team officials, third party instructors and players are properly attired and equipped and adhere to health and safety protocols during games and practices.

Ensuring that such teams' team officials, third party instructors and players are rostered by the Corporation prior to participating in sanctioned programming.

Supporting the President in ensuring adherence to Hockey Canada, the OHF, the OMHA and the Corporation's by-laws and policies with respect to game play.

Periodically inspecting local facilities and property that may present a hazard to the Corporation or its Directors, Officers, teams, team officials or players.