

BY-LAW NO. 2

A by-law relating generally to the
administration of the business and affairs of

LEASIDE HOCKEY ASSOCIATION

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

1.01 DEFINITIONS

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

- (a) “Act” means the *Corporations Act, R.S.O 1990* and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) “Association” means **Leaside Hockey Association**; the entity deemed to have passed these by-laws under Part III, subsection 129(1) of the Act;
- (c) “Board” means the board of directors of the Association;
- (d) “By-law” means this by-law and “By-laws” means this By-law and all other by-laws of the Association, in each case as amended and which are, from time to time, in force;
- (e) “Director” means a member of the Board;

- (f) “Member” means a member of the Association;
- (g) “Members” means the collective membership of the Association; and
- (h) “Officer” means an officer of the Association.

1.02 Interpretation

All terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Registered Office

Until changed in accordance with the Act, the registered office of the Association shall be in the location specified in its Articles which shall be in the Province of Ontario.

1.04 Seal

The Board may determine that the Association shall have a corporate seal in the form as determined by the Board from time to time.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the association by two directors provided that one of the directors so signing must hold the office of President, Secretary or Treasurer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Association may affix the corporate seal to it.

1.06 Financial Year-End

The financial year of the Association shall end on the last day of May in each year.

2. OBJECTIVES

To promote, govern and improve organized hockey in the community at the house league and competitive levels, and to foster, among its Members, a general community spirit. The Association shall operate in association with the Parks and Recreation Department for the City of Toronto and in association with the Greater Toronto Hockey League as an affiliate of same.

3. MEMBERSHIP

The Membership of the Association shall consist of:

- (a) Each player 18 years of age or older registered in the Hockey School, House League, Seniors of GTHL hockey program for the current hockey season;
- (b) The parent or guardian who signed the registration application form for each player under the age of 18 registered in the Hockey School, House League, Seniors or GTHL hockey program for the current hockey season;
- (c) Officers, Directors of the Association and duly appointed convenors, coaches, managers and trainers registered in one of the above programmes for the current hockey season; and
- (d) Such other persons as the Board may by resolution admit to Membership.

4. MEETINGS OF MEMBERS

- 4.01 The annual and any general meetings of the Members shall be held in the City of Toronto on such day and at such time and place as the Board shall appoint.
- 4.02 The Board and the President shall each have the power to call a general meeting of Members at any time.
- 4.03 A quorum for the transaction of business at any meeting of Members shall be 10.
- 4.04 Each person who is a Member shall be entitled to one vote at all meetings of Members and every question shall be decided by a majority of the votes cast on the question unless otherwise required by the by-laws of the Association or by law and every vote shall, in the first instance, be decided by a show of hands unless a poll is requested by any Member. Upon a show of hands, a declaration by the Chairman of the meeting that a motion has been carried or not carried and an entry to that effect in the minutes of the Association shall be conclusive evidence of the fact. If a poll is requested by a Member and not withdrawn the poll shall be taken in such manner as the Chairman of the meeting shall direct and the results of such poll shall be deemed to be the decision of the Members. In the case of an equality of votes at any Members meeting, whether upon a show of hands or at a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 4.05 Notice of the date, time and place of every annual and general meeting of the Members shall be given to each Member by (i) personal delivery, (ii) by mail or (iii) by electronic mail (email) not less than ten (10) days before the time fixed for the holding of such meeting or by such other means as the Board may from time to time deem necessary.
- 4.06 Any meeting of the Members of the Association may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

- 4.07 If all the Members present at or participating in the meeting consent, a meeting of the Members may be held by such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Member participating in the meeting by those means is deemed to be present at the meeting.

5. TERMINATION OF MEMBERSHIP

- 5.01 Upon 30 days' written notice to a Member, the Board may pass a resolution authorizing the termination of Membership for cause on the following grounds:

- (a) violating any provision of the Articles, By-laws, or written policies of the Association;
- (b) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

- 5.02 The notice shall set out the reasons for the termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the termination not less than 5 days before the end of the 30-day period. The Board shall consider the written submission of the Member before making a final decision regarding termination of Membership

6. BOARD OF DIRECTORS

- 6.01 The affairs of the Association shall be managed by a Board of Directors consisting of 11 directors.

- 6.02 Each director elected to the Board of Directors of the Association shall serve for a maximum of two 3-year terms. At each annual general meeting, the Members shall elect directors to succeed those directors whose elected terms are due to expire.

- 6.03 Notwithstanding Section 6.02, the Members of the Association may, by resolution passed by a majority of votes cast at a meeting of the Members of which notice specifying the intention to present such a motion has been given, remove any director before the expiration of his/her term and thereafter elect any person in his/her stead for the remainder of his/her term or extend the duration of an elected director's term.

- 6.04 Vacancies on the Board of Directors may, so long as a quorum of directors remains in office, be filled by the directors. Otherwise such vacancy shall be filled at the next annual meeting of the Members. If the number of directors is less than the number required for a quorum the remaining directors shall forthwith call a meeting of the Members to fill the

vacancies on the Board of Directors. Any director filling a vacancy shall hold office for the remaining term of the director creating such vacancy.

- 6.05 No person shall be qualified for election as a Director if he/she is (i) an undischarged bankrupt, (ii) has been declared by a court of competent jurisdiction to be mentally incompetent, (iii) is incapable of managing his/her affairs; (iv) has not attained 18 years of age.
- 6.06 The Board of Directors shall manage or supervise the management of the affairs and business of the Association and in doing so may exercise such powers and do such acts and things as the Association by its Charter or otherwise is authorized to exercise and do.
- 6.07 The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that:
- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
 - (b) Directors may be reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as a director, provided that the amount of any such remuneration or reimbursement is (i) considered reasonable by the Board; (ii) approved by the Board for payment before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.
- 6.08 A committee elected by the Board of Directors may act as Nominating Committee for the purpose of proposing a slate of Directors for consideration by the Annual General Meeting. This committee shall meet at the call of the President.

7.00 MEETINGS OF THE BOARD

- 7.01 The Board of Directors shall hold its meetings at such places and times as it may from time to time decide.
- 7.02 A majority of the Directors shall constitute a quorum of the Board of Directors for the transaction of business.
- 7.03 Meetings of the Board of Directors may be called by the Board, by the President or by the Secretary on the direction in writing of any two directors. Except as otherwise provided in this section, notice of the date, time and place of meetings of the Directors shall be given by (i) personal delivery, (ii) mail or (iii) electronic mail (email) to each Director not less than 4 days before the meeting is to take place. No notice of a meeting shall be necessary if all Directors are present or if those absent waive the requirement of notice for such meeting. The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice is required. A meeting of the Board of Directors may also be held without notice immediately following the annual meeting of the Members.

- 7.04 If all the Directors present at or participating in the meeting consent, a meeting of the Board of Directors may be held by such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in the meeting by those means is deemed to be present at the meeting.
- 7.05 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes cast based on a show of hands unless a poll is requested by any Director present. If a poll is requested, the Chairman of the meeting shall take one. The declaration by the Chairman of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact. In the event of a tie, the Chairman of the meeting shall have a casting vote.
- 7.06 Any meeting of the Board of Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

8.00 OFFICERS

- 8.01 The Officers of the Association shall be appointed by the Board of Directors. At the first meeting of the Board of Directors following their election at the annual meeting of Members, the Directors shall appoint for the ensuing year, a President, a Treasurer, a Secretary and such other offices as the Board may determine. A vacancy in any office shall be filled by the Board of Directors at any time. One person may hold more than one office.
- 8.02 The duties and powers of the Officers of the Association are as follows:
- (a) *President Elect* – the President Elect shall act in a supportive capacity and perform such other related duties as may be required.
 - (b) *President* – The President shall, when present, preside as Chairman at all meetings of the Members and the Board of Directors. The President shall also be charged with the management and supervision of the affairs and operations of the Association subject to the direction of the Board. During the absence or inability of the President, the Board of Directors shall appoint such other Director as it may deem appropriate to exercise such duties and powers. In case of an equality of votes, the Chairman of the meeting shall have a casting vote.
 - (c) *Treasurer* – The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank or banks or other financial institutions as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at meetings thereof or whenever

required by the Board of Directors an account of all his transactions as Treasurer and of the financial position of the Association.

- (d) *Secretary* – The Secretary shall record and preserve the minutes of meetings of the Board of Directors and the Members and shall be responsible for the security and safekeeping of all Association records. The Secretary shall give or cause to be given as and when instructed all notices to the Members and Directors.
- (e) The duties of all other Officers of the Association shall be established by the Board of Directors by resolution from time to time.

9.00 INDEMNITY

9.01 Every Director and Officer of the Association and his/her heirs, executors, administrators, successors and assigns shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

- (a) All costs, damages, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office; and
- (b) All other costs, damages, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

10.00 GENERAL

10.01 *Interpretation* - All terms contained in the By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

10.02 *Registered Office* - Until changed in accordance with the Act, the registered office of the Association shall be in the location specified in its Articles which shall be in the Province of Ontario.

10.03 *Computation of Time* – In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.04 *Omissions and Errors* – The accidental omission to give any notice to any Member, director or Officer or the non-receipt of any notice by any Member, Director or Officer or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.05 *Waiver of Notice* – Any Member, Director or Officer may waive any notice required to be given to him/her under any provision of the Act or the by-laws of the Association and such waiver whether given before or after the meeting or other event of which notice is required to be given shall cure any default in giving such notice.

10.06 Words importing the singular number only shall include the plural and *vice versa* and words importing the masculine gender shall include the feminine and neuter genders and *vice versa*.

11.00 REPEAL OF BYLAWS

Consolidated By-law No. 1 and any other former bylaws of the Association are repealed without affecting their operation to date or the validity of any act done, contract made, right or privilege acquired or liability or obligation incurred thereunder and without prejudice to any authority exercisable by the Board of Directors or Officers hereafter.

12.00 EFFECTIVE DATE

This by-law shall come into force when enacted by the Directors and confirmed by the Members in accordance with the Act.

ENACTED May 25, 2020.

Susan Irving

President

Alison Burrison

Secretary