



BY-LAWS OF THE

MISSISSAUGA HOCKEY LEAGUE

As amended up to and including May 1, 2013

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BY-LAW NUMBER ONE

A By-law relating generally to the transaction of the affairs of the Mississauga Hockey League.

BE IT ENACTED as a By-law of the Mississauga Hockey League as follows:

ARTICLE ONE

DEFINITIONS

1.01 **DEFINITIONS**

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

- (a) “Act” means the *Corporations Act* of Ontario and any act that may be substituted therefore, as from time to time amended;
- (b) “Association” means a Community Area Hockey Association whose players reside within the Territorial Jurisdiction of the Corporation and which enters a hockey team or teams in a hockey league established and/or supervised by the Corporation;
- (c) “Board” means the Board of Directors of the Corporation;
- (d) “By-laws” means this By-law and all other By-laws of the Corporation from time to time in force and effect;
- (e) “Corporation” means the corporation incorporated as a non-share corporation under the laws of the Province of Ontario by Letters Patent issued under the Ontario Corporation Number of 444057 and under the name “Mississauga Hockey League” and operating on a not-for-profit basis;
- (f) “Director” means a member of the Board of Directors of the Corporation;
- (g) “G.T.H.L.” means the Greater Toronto Hockey League or any organization which may be substituted therefor;
- (h) “Hockey Canada” means Hockey Canada, the national governing body for hockey in Canada or any organization which may be substituted therefor;
- (i) “Letters Patent” means the Letters Patent incorporating the Corporation, dated April 18th. 1980 as from time to time altered or amended by Supplementary Letters Patent;

- (j) “Meeting of members” includes an Annual Meeting of members and a general meeting of members;
- (k) “M.H.L.” and “League” mean the Mississauga Hockey League;
- (l) “O.H.F.” means the Ontario Hockey Federation or any organization which may be substituted therefor;
- (m) “Rules and Regulations” means the rules and regulations of the Corporation passed by resolution of the Board of Directors from time to time;
- (n) “Territorial Jurisdiction” of the Corporation means the territorial area of the City of Mississauga.

1.02 INTERPRETATION

In this By-law and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*, and references to persons shall include companies, corporations, partnerships, trusts and any number or aggregate of persons.

ARTICLE TWO

GENERAL

2.01 HEAD OFFICE

The head office of the Corporation shall be in the City of Mississauga, in the Regional Municipality of Peel, in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

2.02 SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

2.03 OBJECTS

- (a) To foster, promote and teach amateur hockey among the youth in the community and to provide maximum opportunity for all eligible individuals to participate as equitably as possible on teams during the regular season and during playoffs.
- (b) To develop, promote and encourage community spirit and encourage sportsmanship and good fellowship.

- (c) To develop, organize and control hockey team competition to the maximum of play and accommodation of financial resources.
- (d) For the further attainment of the above objects subject to The Charities Accounting Act, The Mortmain and Charitable Uses Act and the Charitable Gifts Act to acquire, accept, solicit, receive and hold gifts, grants, donations, legacies, devices and bequests of real and personal property of all kinds.

2.04 AFFILIATION

- (a) The Corporation shall function as an independent organization affiliated with the City of Mississauga, Community Services Department. Affiliation will be under the terms of the Volunteer Group Liaison Program, Affiliation Policy of the City of Mississauga and will provide a variety of services as approved by the City and agreed to by the Corporation from time to time; and
- (b) The Corporation is affiliated with the Greater Toronto Hockey League as a Division member but may by resolution of the Board confirmed by seventy-five per cent (75%) of the members at an Annual Meeting, general meeting or special general meeting called for the purpose, become affiliated with any other hockey league, association or organization which is a member in good standing of Hockey Canada.

2.05 BANKING

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more Officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution.

2.06 CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by any two of the Treasurer, the President, the First Vice-President and the Executive Director or by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board and any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the

Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

2.07 EXECUTION OF DOCUMENTS

- (a) Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or a Vice-President and by the Secretary, and the Executive Director shall affix the seal of the Corporation to such instruments as require the same.
- (b) Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, a Vice-President, the Treasurer or by any person authorized by the Board.
- (c) The President, a Vice-President, the Directors, the Secretary or the Treasurer, or any one of them, or any person or persons from time to time designated by resolution of the Board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
- (d) Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

2.08 INVESTMENTS

The Corporation has the power to, and may by resolution of the Board, invest the moneys of the Corporation not immediately required for its objects in investments permitted for registered insurance companies by the *Canadian and British Insurance Companies Acts* or any act which may be substituted therefor, a list of such investments to be available, upon written request, for disclosure to any member.

2.09 DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time,

only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians of the Board, shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

2.10 FIDELITY BONDS

The Board may require such Officers, employees or agents of the Corporation as the Board deems advisable to furnish Bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

2.11 FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be terminated on the 31st day of May in each year.

2.12 OFFICE STAFF

No Director or Officer of the Corporation, nor any member of his immediate family, and no officer, director or executive of any Association member, nor any member of his immediate family, may be a full-time or regular part-time member of the Corporation's office staff, except as may be authorized by the Board.

ARTICLE THREE

MEMBERSHIP

3.01 MEMBERSHIP

The membership of the Corporation shall consist of the applicants for incorporation, and such individuals, corporations, partnerships and other entities as are admitted to membership from time to time by resolution of the Board. Any individual admitted to membership must be over the age of eighteen (18) years at the date of admission. Any member who is not an individual shall appoint and register with the Executive Director of the Corporation at the time of its application for membership (and from time to time thereafter during the continuance of such membership in the event of any change in representative) five (5) representatives (hereinafter referred to as "registered representatives") to represent it in all affairs of the Corporation including, without limiting the foregoing, voting (or designating the person or persons entitled to vote) on behalf of the member at meetings of the Corporation. Such registered representatives shall be the President and four (4) other officers of the member.

3.02 CLASSES OF MEMBERSHIP

Membership in the Corporation shall consist of the following classes of members:

- (a) Ex-officio
- (b) Association
- (c) Executive

3.03 EX-OFFICIO MEMBERS

The following shall constitute Ex-officio members of the Corporation:

- (a) The person holding the office of Mayor of the City of Mississauga from time to time;
- (b) The person holding the office of President of the G.T.H.L. from time to time;
- (c) Life Members; and
- (d) All Past Presidents of the M.H.L. who are not Life Members.

3.04 ASSOCIATION MEMBERS

In order for an Association to be admitted and continue as a member of the Corporation, it must be incorporated as a non-share corporation under either the Corporations Act (Ontario) or Part II of the Canada Corporations Act and it must operate on a not-for-profit basis. An Association may become a member of the Corporation by making application to the Corporation's administrative office, on or before the 1st day of March, or such other date as the Board shall from time to time decide upon, and such application shall be limited to the year in which membership is sought. The application shall be signed by the Association Officials or other officials of the applicant Association or by any other person or persons duly authorized by it and acceptable to the Board. The application shall contain an undertaking by the applicant Association to abide by the By-laws, Rules and Regulations and the Constitution of the Corporation. An Association that is not incorporated as a non-share corporation as of March 24th. 2005 shall file with the League Office, on or before April 1st. 2005, a copy of its application to revive its charter or an application for Letters Patent as a non-share corporation pursuant to the Corporations Act (Ontario) or Part II of the Canada Corporations Act.

3.05 EXECUTIVE MEMBERS

The Board shall accept as an Executive member in the Corporation, at the first meeting following the Annual Meeting, any person elected to the Board.

3.06 APPLICATION

The form and terms of the application for the class of membership referred to in 3.02 (b) shall be determined by the Board from time to time, but each application shall contain a statement that:

- (a) The Executive of the applicant, and the team managers and/or coaches do not have any affiliation with any hockey association that is not a member of Hockey Canada and will not have any such affiliation or association without the written consent of the Board; and
- (b) The applicant has and shall maintain rules and regulations that are consistent with the Rules and Regulations of the Corporation.

3.07 ADMISSION TO MEMBERSHIP

On receipt of an application for membership as an Association, the Board may in its absolute discretion admit any applicant to membership in which event the applicant shall become a member of the Corporation as of the 15th. day of April in the year in which the application is made and such membership shall continue until the 14th. day of April of the following year. If the Board does not admit the applicant to membership, it shall return any fee paid at the time the application was made. If the Board does not admit an applicant to membership, then the applicant may request a member to give notice to the Executive Director at the head office of the Corporation at least ten (10) days prior to any annual or general meeting of members of a proposed resolution to be made at such meeting for the admission of the applicant as a member and if such resolution is passed by a majority of the votes cast at the meeting, the applicant shall thereupon be admitted as a member.

3.08 DUES

The Board may determine by resolution from time to time the amount of the fee, if any, to be paid at the time of application for membership by any Association. There shall be no other dues payable by members except such, if any, as shall from time to time be fixed by resolution of the Board. Such dues or fees are to be subject to approval by the members at a general meeting or at the Annual Meeting.

The Executive Director shall notify the members of the dues or fees payable by them and, if any are not fully paid within thirty (30) days of the date of such notice, the membership of any member in default shall thereupon automatically be suspended but, after payment of all unpaid dues or fees, any such suspension may be terminated by the Board.

3.09 TERMINATION OF MEMBERSHIP

- (a) The membership of any Association is non-transferrable, and lapses each year as the Board may, by resolution, determine;

- (b) The membership of an Executive is non-transferrable and shall lapse when he ceases to be a Director.

3.10 RESIGNATION

Any member may resign from membership upon notice in writing to the Executive Director of the Corporation. Such resignation shall be then submitted to the Board and shall be effective upon acceptance thereof by the Board. No resignation shall relieve any member from the obligation to pay any fee, dues or assessments, or to pay any amounts owing to the Corporation, arising out of the acts of the Corporation performed prior to the acceptance of the resignation by the Board, unless otherwise directed by the Board.

3.11 APPROVAL OF TRANSFERS

- (a) Every transfer or other disposition of control of an Association member or of a majority of the assets of or any interest in an Association member and every change of control, in law or in fact, of an Association member must be approved by the members at an Annual Meeting, general meeting or special general meeting called for the purpose, such approval not to be unreasonably withheld. The Association member shall be permitted an opportunity to appear before the meeting for the purpose making representations before the members.
- (b) For such approval to be granted, a copy of all agreements or proposed agreements must be filed at the Corporation's office at least fourteen (14) days prior to the Board meeting at which the parties wish it to be considered. The names and résumés of the transferees must be filed at the same time. If any of the transferees is a corporation, the names and brief résumés of all persons having an interest in the ownership or operation of such corporation ("principals") must be included.
- (c) No such transfer, disposition or change of control will be considered for approval unless it adheres to the following minimum guidelines:
 - (i) all debts and obligations of any kind to the Corporation must be settled by the transferors;
 - (ii) no party to the transaction, including principals, may be involved in litigation with respect to the Corporation or hockey matters, save matters where coverage is being provided by Hockey Canada's insurers;
 - (iii) none of the transferees/principals can be an undischarged bankrupt or have been convicted of a criminal offence involving moral turpitude; and
 - (iv) a copy of a current Directors' and Officers' Liability Policy

covering the activities of the proposed Directors and Officers of the Association member must be filed.

- (d) If the change of control occurs as a result of regular elections within an Association member not involving the transfer of any interest in or assets of the Association member, items a), b) and c) above do not apply, except that no principal of an Association member can be an undischarged bankrupt or have been convicted of a criminal offence involving moral turpitude.

3.12 TERMINATION, SUSPENSION, CENSURE

The Board may by resolution determine that a member has discontinued the activities that qualified him for membership, and the membership thereupon shall be terminated. Members may be censured, suspended or expelled for breach of the By-laws or Rules and Regulations of the Corporation for any act, omission to act or conduct which the Board deems to be prejudicial to the welfare of the Corporation. All matters respecting censure, suspension and expulsion of members and termination of membership shall be within the exclusive control and direction of the Board. Termination of membership shall not relieve any member from the obligation to pay any fee, dues or assessments, or to pay any amounts owing to the Corporation, arising out of the acts of the Corporation performed prior to the acceptance of the resignation by the Board, unless otherwise directed by the Board.

3.13 LITIGATION

- (a) The bringing of any litigation against the Corporation, whether by way of claim or counterclaim, in the courts of any jurisdiction by any person (which, for the purposes of this Article 3.13, shall include any association, club, league, team, player, parent or legal guardian of any player, executive, coach, manager or trainer of a member, referee, linesman, timekeeper, ticket seller or ticket taker) before he has exhausted all the rights, remedies and rights of appeal of the By-laws and Rules and Regulations of the Corporation, shall be deemed a violation and breach of the By-laws of the Corporation. Such violation shall result in the immediate and automatic indefinite suspension of such person from the Corporation's activities and all competition organized or sanctioned by it. Any person who has so sought recourse to the courts of any jurisdiction before exhausting all such rights, remedies and rights of appeal shall be liable to the Corporation for all legal costs and disbursements incurred by the Corporation in or connected with such litigation and that person's suspension from the Corporation's activities and from all competition organized or sanctioned by it shall continue until such legal costs and disbursements are paid in full, whereupon the suspension shall be terminated. The Board, in its discretion, may by resolution waive payment of all or part of such legal fees and disbursements and/or terminate the

suspension at any earlier time.

- (b) Any person who, having exhausted all such rights, remedies and rights of appeal, brings any litigation against the Corporation, whether by way of claim or counterclaim, in the courts of any jurisdiction shall be liable for all legal costs and disbursements incurred by the Corporation in or connected with such litigation should the Corporation be successful in that litigation and, until such legal costs and disbursements are paid in full, that person shall be suspended from the Corporation's activities and from all competition organized or sanctioned by it. Upon such payment in full, the suspension shall be terminated. The Board, in its discretion, may by resolution waive payment of all or part of such legal fees and disbursements and/or terminate the suspension at any earlier time.

3.14 OVERLAPPING CONTROL OF ASSOCIATION MEMBERS

- (a) For all purposes of this Article 3.14:
- i) "person" shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his or her capacity as legal representative.
 - ii) "related persons" shall include: persons related by blood or marriage (including all forms of in-laws); a partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust or body corporate and the person(s) who has an interest in or, directly or indirectly, in whole or in part, control, direct or exercise influence over the operation, management or governance of, or voting by, it; and any two or more partnerships, unincorporated associations, unincorporated syndicates, unincorporated organizations, trusts or bodies corporate whose operation, management, governance or voting are, directly or indirectly, under the same or overlapping control, direction or influence.
- (b) Subject to any written agreement entered into by the Board for reasons which it deems, acting reasonably, to be in the best interests of the Corporation, no person, related persons or group of persons may have an interest in or, directly or indirectly, in whole or in part, control, direct or exercise influence over the operation, management or governance of, or voting by, more than one Association member. Should the Board of Directors believe, acting reasonably, that such is not or may be not the case, it may require Statutory Declarations sworn under oath, in a form satisfactory to the Corporation's counsel, from the registered representatives of such Association members declaring the names of all persons who have an interest in or, directly or indirectly, in whole or in

part, control, direct or exercise influence over the operation, management or governance of, or voting by, such Association members.

- (c) Subject to paragraph (d), the Board of Directors may immediately terminate the membership of any Association member, and may also suspend the registered representatives of any Association member, for violation of paragraph (b) or for failing to submit any Statutory Declaration required of it pursuant to paragraphs (b) or (d) of this Article 3.14. Should the Board of Directors reasonably believe that acceptance of any application for Association membership would cause or lead to a violation of Article 3.14 by two or more Association members, the Board of Directors may, in addition to its general powers under Articles 3.04 and 3.07, require Statutory Declarations sworn under oath, in a form satisfactory to the Corporation's counsel, from the registered representatives of such Association members declaring the names of all persons who have an interest in or, directly or indirectly, in whole or in part, control, direct or exercise influence over the operation, management or governance of, or voting by, such Association members and/or reject such application for membership.
- (d) Any Association members which may be in violation of paragraph (b) as of May 14th. 2005 shall declare same to the Board of Directors in Statutory Declarations sworn under oath, in a form satisfactory to the Corporation's counsel, executed by the registered representatives of such Association members listing all persons who have an interest in or, directly or indirectly, in whole or in part, control, direct or exercise influence over the operation, management or governance of, or voting by, each such Association member. Any such Association member that submits such a Statutory Declaration, on or before June 15th. 2005, provided same is true and complete, may be permitted by the Board of Directors, in its discretion, to delay compliance with paragraph (b), provided that such permission applies only to relationships between or among Association members as may exist as of May 14th. 2005.

ARTICLE FOUR

MEETING OF MEMBERS

4.01 **PLACE AND TIME**

The Annual Meeting or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board may determine. The Annual Meeting shall be held on or before the 31st. day of May in each year, or on such other date as the Board shall determine. General meetings shall be held as often as deemed necessary by the Board for the proper conduct of the affairs of the Corporation and the Board may appoint a day or days in any month or months for regular general meetings at an hour to be named and of such

regular meeting, no notice need be sent. Notwithstanding the foregoing, a special general meeting may be called by the President or shall be called by him upon written request to the Executive Director by not less than ten (10) members in good standing.

4.02 ANNUAL MEETING

At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement of the Corporation and the report of the auditors shall be presented and read, and a Board of Directors shall be elected and auditors shall be appointed for the ensuing year. The remuneration of the auditors shall be fixed by the Board. The members may consider any matter at any meeting of members and may transact any business, pass any resolution, or approve any By-law submitted by the Board or required by the Act or the By-laws to be transacted, passed or approved respectively; provided that the members may not pass any resolution or transact any business binding on the Corporation unless notice of such proposed resolution or business is filed with the Executive Director. In the case of an Annual Meeting such notice must be filed not later than the 15th. day of April prior to the Annual Meeting, or such other date as the as the Board may by resolution permit. In the case of a general meeting, such notice must be filed within five (5) days after notice for such meeting was given or at least seven (7) days prior to any regularly scheduled general meeting or by such other date as the Board may by resolution permit.

4.03 NOTICE, ANNUAL AND GENERAL MEETINGS

No public notice nor advertisement of an Annual or general meeting shall be required, but notice of the time and place of every such meeting shall be given to each member entitled to vote, in accordance with the By-laws, at least ten (10) days before the time fixed for the holding of such meeting.

4.04 CONTENTS OF NOTICE, ANNUAL MEETING

The notice of every Annual Meeting may include a slate of nominees for Directors, containing no fewer names than the number to be elected by the members and a summary of any resolutions or items of business proposed to be submitted to the meeting by the Board or to be submitted by a member who has complied with the By-laws.

4.05 NOMINATIONS

Any member or any person who is connected or affiliated with an Association member may nominate any other member or any person who is or has been connected or affiliated with an Association, other than a member excluded under the By-laws, for election to the Board provided that such nomination is filed with the Executive Director at the head office of the Corporation not later than the 20th. day of April or such other date as the Board may by resolution permit.

4.06 VOTING MEMBERS

Subject to the provisions, if any, contained in the Letters Patent, each member of the Corporation shall at all meetings of members be entitled to vote as follows:

- (a) An Executive member shall be entitled to one (1) vote;
- (b) An Association member shall be entitled to five (5) votes, to be cast by the President and the persons designated to represent it; and
- (c) An Ex-officio member shall be entitled to one (1) vote.

Members entitled to vote at any meeting shall be members in good standing of the Corporation as of the date that notice of such meeting is given.

4.07 MANNER OF VOTING

At all meetings of members, every question shall be decided by a majority of the votes cast by eligible members present in person or represented by proxy unless otherwise required by the By-laws of the Corporation or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands each member having voting rights shall have the number of votes set out in the By-laws and, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number, or proportion of the votes accorded in favour of, or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be determined by a majority of votes cast by the members present and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question.

4.08 CASTING VOTE

In case of an equality of votes at any meeting of members, whether upon a show of hands or at a poll, the Chairman shall be entitled to the casting vote, which shall be his only vote.

4.09 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to attend a meeting of members shall be the members (including the registered representatives of an Association member and any other representatives appointed by such member to vote on its behalf at that meeting), the auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provisions of the Act or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation or at the pleasure of the Chairman of the meeting or with the consent of the meeting.

4.10 SCRUTINEERS

The Chairman of the meeting may appoint one or more scrutineers who need not be members of the Corporation, to serve at the meeting.

4.11 CHAIRMAN AND SECRETARY

The President of the Corporation or, in his absence, a Vice-President of the Corporation, shall be chairman at any meeting of members. In the absence of the President and all Vice-Presidents, the Directors present at any meeting of members shall choose a Director to be chairman of the meeting and if no Director is present, or if all Directors present decline to act as chairman of the meeting, the members present shall choose one of their number to be chairman of the meeting.

The Executive Director shall be secretary at any meeting of members and in his absence the Directors present, or if none be present the members, shall choose a secretary of the meeting.

4.12 QUORUM OF MEMBERS

Twenty (20) members present in person or represented by proxy shall be a quorum at any meeting of members. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of the meeting.

4.13 RULES OF CONDUCT

The following shall govern the conduct of all general meetings of the M.H.L.

- (a) If there be no quorum within fifteen (15) minutes of the time fixed for the meeting, the senior Officer then present may declare the meeting adjourned;
- (b) Any member who desires to speak must address the Chairman;
- (c) The Chairman shall have the right to require of any motion that it be submitted in writing;
- (d) A member shall have the right to speak only once to each motion. Should he desire to be heard again, he must obtain the permission of the Chairman;
- (e) The Chairman may at any time announce that a subject is open for conversational discussion;
- (f) The Chairman shall decide all questions of order;
- (g) An appeal to the meeting may be made on any decision of the Chairman, but a two-thirds (2/3) majority vote shall be required to override such decision.

4.14 ERROR OR OMISSION IN NOTICE

No unintentional error or omission in giving notice, not affecting the substance thereof, of any Annual or general meeting or any adjourned meeting, whether Annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. Any member may at any time waive notice of any such meeting and may ratify, approve or confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of any member, Director or Officer shall be his last address recorded on the books of the Corporation.

4.15 ADJOURNMENTS

Any meetings of the Corporation or of the Board 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. Such adjournment may be made notwithstanding that no quorum is present. While no notice shall be required of any such adjournment, the Executive Director shall make all reasonable efforts to promptly advise all those entitled to attend such adjourned meeting of the time and location thereof.

ARTICLE FIVE

DIRECTORS

5.01 BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the By-laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at an Annual or general meeting of members.

5.02 NUMBER OF DIRECTORS

Until changed in accordance with the Act, the number of Directors of the Corporation shall not exceed nineteen (19) of whom a majority shall constitute a quorum for the transaction of business. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

5.03 QUALIFICATION OF DIRECTORS

Each Director shall be eighteen (18) or more years of age, and shall be a member of the Corporation or shall be or have been connected with an Association member. Unless otherwise approved by the Board or as otherwise provided for in these By-laws, no Officer of an Association member is eligible for election as a

Director. No undischarged bankrupt is eligible for election as a Director. No one convicted of a criminal offence involving moral turpitude is eligible for election as a Director.

5.04 ELECTION AND TERM

Sixteen (16) Directors shall be elected by the members of the Corporation at the Annual Meeting, to hold office until the next Annual Meeting of members or until a successor is duly elected or appointed pursuant to the By-laws. Terms of the sixteen (16) members will be one (1) year for ten (10) directors to be elected at the next Annual meeting and a two (2) year, alternating term for Officers in the position of President, First Vice President, Second Vice President, Third Vice President, Treasurer and Secretary to be elected at every second Annual meeting. The terms for the Positions of President, Second Vice President and Secretary will commence and end on alternating years to the terms of the positions of First Vice President, Third Vice President and Treasurer.

Each Director shall retire at the end of their one year term at the next Annual Meeting, but shall be eligible for re-election if otherwise qualified. Officers elected for a two year term will be acclaimed at the end of their first term and shall be open for election at the end of the 2nd year. The election will be by ballot and the nominees who receive the greatest number of votes shall be elected. In addition to the ten (10) elected Directors, six (6) elected Officers, three (3) Directors shall be Ex-officio Directors.

5.05 EX-OFFICIO DIRECTORS

The following shall be Ex-officio Directors of the Corporation:

- (a) The person appointed to the office of Immediate Past President of the Corporation from time to time; and
- (b) Two (2) persons who may be appointed annually by the Board of Directors.

5.06 VACANCIES, BOARD OF DIRECTORS

Any vacancy on the Board of Directors, however caused, among the elected Directors may, so long as a quorum of Directors remains in office, be filled by the Directors from among those qualified to be Directors pursuant to this Article Five.

Otherwise, such vacancy shall be filled at the next Annual Meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of Directors is increased, a vacancy or vacancies, equal to the number of the increase, shall be deemed to have occurred, and such vacancies may be filled as herein provided.

5.07 VACATION OF OFFICE

The office of Director of the Corporation shall be vacated and the person shall

cease to be a member of the Corporation or to represent a member of the Corporation:

- (a) If he is adjudged to be a bankrupt or makes an authorized assignment or is declared to be insolvent;
- (b) If he is found to be mentally incompetent or becomes of unsound mind;
- (c) If he is convicted of a criminal offence involving moral turpitude;
- (d) If by notice in writing to the Executive Director of the Corporation, he resigns his office; or
- (e) If the member misses three consecutive Board/Area meetings or misses six Board/Area meetings over the course of a season without legitimate reason.

5.08 BALLOT, DIRECTORS

Members at the Annual Meeting may cast a ballot or ballots (in accordance with the voting requirements set out in paragraph 4.06 above) for the election of ten (10) nominees as Directors. Each member is entitled to vote for the election of the six (6) officers (who are thus elected as Directors of the Corporation).

Election of the officers will be done separately for the President, 1st Vice President, 2nd Vice President, 3rd Vice President, Treasurer and Secretary. Each such ballot for each position shall be cast for no fewer and no more than one (1) nominee and any ballot not so cast shall be null and void and shall not be counted.

Nominations for Officer and Director positions will be due into the MHL office to the Executive Director no later than April 20 of the voting year. Nominations will be made public no later than 7 working days following the nomination deadline. Names can be withdrawn at any time prior to the Annual Meeting following the publication date. No names can be added to the nomination list following the nomination deadline. (Individuals can be nominated for more than one Officer and Director position, but must step down from the nomination process, for all proceeding positions once elected at, and accepting of a position).

In the situation of an individual being the only nomination for a specific position as at the Nomination deadline, that position will be acclaimed.

After the election of the six elected Officers (who are thus elected as Directors of the Corporation), each member entitled to vote for the election of Directors at the Annual Meeting may cast a ballot or ballots (in accordance with the voting entitlements set out in paragraph 4.06 above) for the election of ten (10) of the remaining nominees as Directors. Each such ballot shall be cast for no fewer and no more than ten (10) nominees and any ballot not so cast shall be null and void and shall not be counted. The ten (10) nominees to receive the highest votes will be declared Directors.

5.09 MEETINGS, BOARD OF DIRECTORS

Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting held in their absence. Directors' meetings may be formally called by the President or a Vice-President or by the Executive Director on direction in writing of five (5) Directors. Notice of such meetings shall be given in accordance with the By-laws to each Director not less than two (2) days before the meeting is to take place. The statutory declaration of the Executive Director or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting, no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the Annual Meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board. The Board must meet at least once every sixty (60) days.

5.10 ERRORS IN NOTICE, BOARD OF DIRECTORS

No unintentional error or omission in giving such notice for a meeting of Directors, not affecting the substance thereof, shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

5.11 RULES AND REGULATIONS

The Directors may establish by resolution from time to time Rules and Regulations to govern all aspects of the conduct of hockey by members of the Corporation and without limiting the generality of the foregoing, may adopt Rules and Regulations to govern:

- (a) Registration of teams and players;
- (b) The issue of membership cards;
- (c) Releases of players from a member's team;
- (d) Rules of competition for hockey teams and behaviour thereat;
- (e) Protests, appeals of protests and defaults in attendance at any games by member teams;
- (f) Tournament and exhibition games;
- (g) Playoffs;

- (h) Suspension of members, players and team officials;
- (i) Emergency rulings;
- (j) Divisional categorization and convening;
- (k) Annual dues and other fees including but not limited to insurance, gate admission costs, but excluding fines.

The Rules and Regulations of the Corporation may be amended by a majority of the Directors at a meeting of the Board and confirmed and ratified, with or without variation, at the next Annual, special or general meeting of members and in the event that same are not confirmed and ratified they shall cease to have effect. Any proposed addition, deletion or amendment to the Rules and Regulations must be submitted in writing to the Executive Director at least fifteen (15) days prior to the meeting of the Board at which such addition, deletion or amendment is to be considered or by the 10th. day of April if such addition, deletion or amendment is to be considered at the Annual Meeting.

5.12 CONFLICT OF INTEREST

Should a Director find himself in a conflict of interest with respect to any matter or issue arising at a meeting of the Board, or any committee thereof, he shall immediately disclose such conflict of interest and refrain from speaking on or voting on any such matter or issue. The Board may, by resolution, make such rulings relating to conflicts of interest of Directors as it deems necessary.

5.13 VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the chairman shall be entitled to the casting vote, which shall be his only vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

5.14 CHAIRMAN OF MEETING

The President, or in his absence a Vice-President, shall be the chairman of any meeting of the Board. In the absence of the President and the Vice-Presidents, the Directors shall choose one of their number to be chairman of the meeting.

5.15 POWERS

The Directors of the Corporation are empowered to set policy and manage the affairs of the Corporation to fulfill its objects and to make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may

lawfully enter into. Save as hereinafter provided, the Directors of the Corporation may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do. Without limiting the generality of the foregoing, and subject to the provisions of Article 5.11, the Directors are expressly empowered, from time to time, to pass by-laws, rules or regulations to ensure that the Corporation and all Associations operate on a not-for-profit basis in an open and accountable manner, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest thereon owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable. In the event of an Association's fiscal or organizational difficulties or the inability of an Association to provide adequate numbers of teams at appropriate levels of competition, the Board is empowered to take whatever actions it deems necessary, as circumstances warrant, to ensure the continuation of a viable hockey program pursuant to the statement of Objects as set forth in Article 2.03.

5.16 SUSPENSION, EXPULSION AND FINES

- (a) The Board of Directors, or a Special Committee thereof, may suspend or expel any member and any of its registered representatives (as described in Article 3.01), carded officials, volunteers and players for breach of the Letters Patent, By-Laws or Rules and Regulations of the Corporation or for refusing to accept and obey any ruling of the Board. The Board may re-admit, by resolution passed by a majority vote, any member under suspension.
- (b) The Board of Directors may, by resolution passed at a duly constituted meeting of the Board of Directors by at least two-thirds (2/3) of the Directors then in office, suspend or expel any registered representative, carded official, volunteer or player for behaviour which it finds to be unacceptable for a participant in the Mississauga Hockey League and which it finds tends to bring into disrepute the sport of hockey, the Mississauga Hockey League or any of its Association members.
- (c) The Board of Directors, or a Special Committee thereof, may assess a fine against an Association member for breach of a Rule or Regulation provided it is authorized to do so by such Rule or Regulation. Such fine may be in addition to or in place of any other form of discipline authorized by such Rule or Regulation.

5.17 EMERGENCY HEARINGS

The Board shall determine all questions arising from emergencies not provided for in the By-laws or the Rules and Regulations of the Corporation. Twenty-four (24) hours' notice of the hour and place appointed for the consideration of such

questions shall be given by the Executive Director to each member concerned.

5.18 RENUMERATION OF DIRECTORS

The Officers and Directors of the Corporation shall serve without remuneration and shall not, directly or indirectly, receive any profit from their positions as such; provided that they may be paid reasonable out-of-pocket expenses incurred by them in the performance of their duties.

5.19 REMOVAL OF DIRECTORS

The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any elected Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect in his stead for the remainder of his term anyone qualified to be a Director pursuant to this Article Five.

5.20 SUSPENSION OF OFFICERS/DIRECTORS

The Board of Directors may, by resolution passed at a duly constituted meeting of the Board of Directors by at least two thirds (2/3) of the Directors then in office, suspend any Officer or Director, for a time period not to extend beyond the next Annual Meeting, for any intentional violation of the Letters Patent, By-laws or Rules and Regulations of the Corporation, for refusing to accept and obey any lawful ruling of the Board or for behaviour which is unacceptable for a member of the Board of Directors of the Corporation and which tends to bring into disrepute the sport of hockey, the Mississauga Hockey League or any of its members.

ARTICLE SIX

COMMITTEES

6.01 EXECUTIVE COMMITTEE

Whenever the Board consists of more than six (6) Directors, the Board may elect an Executive Committee to be composed of the Directors elected or appointed to the offices of President, Vice-President, Treasurer, Secretary and Immediate Past President. The Executive Committee may exercise all the powers of the Board, subject to any restrictions imposed from time to time by the Board. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

6.02 OTHER COMMITTEES

The Board may from time to time appoint from among its number such other committees and committee chairmen, as it may deem advisable with such powers and duties as it may determine.

6.03 PROCEDURE

Unless otherwise ordered by the Board, each committee shall have power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

6.04 REVOCATION OF APPOINTMENT

The appointment of the chairman or any member of any committee may be revoked at any time by the Board of Directors if in the opinion of the Board, the act, omission to act or conduct of such person is deemed to be prejudicial to the Corporation or any of its members.

ARTICLE SEVEN

OFFICERS

7.01 OFFICERS OF CORPORATION

There shall be a President, an Immediate Past President, a First, Second and Third Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and a Treasurer, a Secretary/Treasurer and such other Officers as the Board may determine by by-law from time to time.

7.02 ELECTION AND APPOINTMENT OF OFFICERS

The Officers to be elected at the Annual Meeting shall include the President, the three (3) Vice-Presidents, the Treasurer and the Secretary along with ten (10) Directors. The Board shall also appoint at the Annual Meeting, the immediate past President to hold the office of Immediate Past President. In default of such election or appointment, then the incumbents from the previous year shall hold office until their successors are elected or appointed. All Officers at the end of their term shall resign at the next end of term Annual Meeting of the Corporation but, if qualified, are eligible for re-election or re-appointment. No person shall hold more than one office in the Corporation.

Any Director nominated for election as President must have been a Director of the Corporation for at least two (2) of the previous three (3) years, one of which must have been as an Officer, or have been a Director of the Corporation for a period of at least three (3) of the previous four (4) years, or have been an Area President for at least two (2) years and served at least one (1) year as an Officer of the Corporation.

Any Director nominated for election as an Officer must have been a Director of the Corporation for at least one (1) of the previous two (2) years. Unless otherwise approved by the Board or as otherwise provided for in these By-laws, no Officer of an Association member is eligible for election or appointment as an Officer of the Corporation and no Officer of the Corporation may be elected or appointed as an Officer of an Association member.

7.03 EXECUTIVE DIRECTOR

The Board shall appoint an Executive Director. The terms of employment of the Executive Director shall be determined by the Board.

7.04 DELEGATION OF DUTIES OF OFFICERS

In the case of the absence, or inability to act, of the President, a Vice-President or any other Officer of the Corporation, or for any reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being.

7.05 DUTIES OF PRESIDENT

The President shall, when present, act as chairman and preside at all meetings of Directors and members. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary, or other Officer appointed by the Board for this purpose shall sign all By-laws and such other contracts, documents or instruments in writing as require his signature. Without limiting the generality of the foregoing, the President, if authorized by the Board, shall have the power to suspend any member and any of its carded officials and players in accordance with the Rules and Regulations.

7.06 DUTIES OF VICE-PRESIDENTS

During the absence or inability to act of the President, his duties and powers may be exercised by any one of the three (3) Vice-Presidents, or such other Officer, as the Board may from time to time appoint for such purpose. A Vice-President shall sign such contracts, documents or instruments in writing as require his signature and shall have such other power and duties as may from time to time be assigned to him by the President or the Board.

7.07 DUTIES OF EXECUTIVE DIRECTOR

The Executive Director shall attend any meeting on behalf of the President when directed to do so by the President, and shall carry out such other duties as may be assigned to him by the President or the Board from time to time. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

7.08 DUTIES OF SECRETARY

The Secretary shall give, or cause to be given, notices for all meetings of the Board of Directors and the Executive Committee, if any, and members when directed to do so and have charge of the Minute Books of the Corporation and of the documents and registers referred to in Section 300 of the Act.

7.09 DUTIES OF TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks or trust companies as may from time to time be designated by the Board in accordance with the By-laws. He shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor, and shall render to the Board at the regular meetings thereof or whenever required of him by a Director or any registered representative of an Association, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be assigned to him by the Board in his capacity as Treasurer.

7.10 VACANCIES

If the office of President, any Vice-President, Treasurer or Secretary, or one or more of them, shall become vacant by reason of death, resignation, disqualification or otherwise, the Directors may elect or appoint as the case may be, an Officer from the current Board of Directors, in accordance with the By-laws to fill such vacancy for the unexpired portion of his term.

ARTICLE EIGHT

PROTECTION OF DIRECTORS AND OFFICERS

8.01 LIMITATION OF LIABILITY

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or other acts for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own dishonesty or willful default.

8.02 INDEMNITY

Every Director of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, may with the consent of the Corporation, given at

any meeting of the members from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, 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, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

ARTICLE NINE

AUDITORS

9.01 **APPOINTMENT**

The members at each Annual Meeting shall appoint an auditor who is familiar with accounting practice for corporations without share capital. The auditor when appointed shall hold office until the next Annual Meeting, and, if an appointment is not made, the auditor in office shall continue until a successor is appointed. The remuneration of the auditor shall be fixed by the Directors.

9.02 **ACCESS TO INFORMATION**

The auditor shall at all reasonable times have access to the books, accounts and vouchers of the Corporation and may require from the Directors and Officers such information and explanations as may be necessary for the performance of his duties.

9.03 **REPORT**

The auditor shall make an annual report to the members on the financial statements to be laid before the Corporation within six (6) months from the end of the Corporation's fiscal year and shall state in his report whether in his opinion the financial statement referred to therein presents fairly the financial position of the Corporation and the results of its operations for the period under review. The auditor shall make such other reports and have such powers as the Act provides.

9.04 **NOTICE**

The auditor shall be given notice of and shall be entitled to attend all meetings of members.

9.05 **EXCLUSION**

No member of the Corporation or a representative of a member may act as an

auditor of the Corporation.

9.06 REMOVAL

The members may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of his term of office, and shall by a majority of votes cast at that meeting appoint another auditor in his stead for the remainder of his term.

ARTICLE TEN

BOOKS AND RECORDS

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

ARTICLE ELEVEN

NOTICES

11.01 METHOD OF GIVING NOTICE

Any notice, communication or other document to be given by the Corporation to a member, Director, Officer or auditor of the Corporation under any provision of the Letters Patent or By-laws of the Corporation or of the Act shall be sufficiently given if delivered personally to the person to whom it is to be given; or if delivered to his last address as recorded in the books of the Corporation; or if mailed by prepaid ordinary or air mail in a sealed envelope addresses to him at his last address as recorded in the books of the Corporation; or if sent to him at such address by any means of wire or wireless or any other form of transmitted or recorded communication; or if transmitted by electronic mail via an internet service provider to an electronic mail address provided by him to the Corporation; or if both faxed to him at a fax number provided by him to the Corporation and then confirmed by telephone directly with the recipient.

A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or electronic or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch;

and a notice, communication or document so transmitted by electronic mail shall be deemed to have been given when sent; and a notice, communication or document so faxed shall be deemed to have been given when both faxed and then confirmed by telephone directly with the recipient.

11.02 COMPUTATION OF TIME

In computing the date when notice must be given under any provision of the Act, Letters Patent or By-laws requiring a specific number of days' notice of any meeting or other event, the date of giving notice and the date of the meeting or other event shall be excluded.

11.03 OMISSIONS AND ERRORS

The unintentional omission to give any notice to any member, Director, Officer or auditor, or the non-receipt of 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.

11.04 WAIVER OF NOTICE

Any member, Director, Officer or auditor may waive any notice required to be given under any provision of the Letters Patent or By-laws of the Corporation or of the Act, and such waiver, whether given before or after the meeting or other event for which notice is required to be given, shall cure any default in giving such notice.

ARTICLE TWELVE

BORROWING

12.01 The Directors may from time to time:

- (a) Borrow money on the credit of the Corporation; or
- (b) Issue, sell or pledge securities of the Corporation; or
- (c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligations or liability of the Corporation.

From time to time the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with

power to vary or modify such arrangements, terms and conditions to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE THIRTEEN

ASSOCIATION REPRESENTATIVES, M.H.L. REPRESENTATIVES AND MISCELLANEOUS

13.01 ASSOCIATION REPRESENTATIVES

Each Association member shall appoint four (4) persons over the age of eighteen (18) years to act as Association Representatives, such persons to be in addition to the President of the Association member. Each Association must supply the names, addresses and telephone numbers of its Association Representatives to the Executive Director of the Corporation on or before the 1st. day of July each year. In the event of a vacancy in the position of Association Representative for any Association member, such Association member must appoint a replacement within fifteen (15) days of the date of such vacancy. If no replacement is appointed, the Board of Directors may appoint a replacement from among the members of the Association concerned. All Association Representatives are, ex officio, appointed as M.H.L. Representatives.

13.02 M.H.L. REPRESENTATIVES

In addition to the Association Representatives, the Board of Directors may appoint any other person over the age of eighteen (18) years to act as a M.H.L. Representative. The duties of the M.H.L. Representatives shall be such as the terms of their engagement call for, or the Board of Directors requires of them. M.H.L. Representatives shall have only such powers and authority as may be delegated to them from time to time by the Board of Directors. M.H.L. Representatives shall conduct themselves in a manner which is conducive to the promotion of the sport of hockey and the objects of the Corporation.

13.03 REVOCATION OF APPOINTMENT

The appointment of any M.H.L. Representative may be revoked at any time by the Board of Directors if in the opinion of the Board, the act, omission to act or conduct of such M.H.L. Representative is deemed to be prejudicial to the Corporation or any of its members.

13.04 MISCELLANEOUS

- (a) Official M.H.L. jackets should be worn at all times when representing the M.H.L. No M.H.L. jacket may be worn by anyone on a players' bench.
- (b) Directors, Officers and Association Presidents shall not, by virtue of their office, be required to perform rink duty in any arena.
- (c) No Director shall act in any capacity as coach, manager or trainer of any hockey team entered for competition by any Association member unless so authorized by a two-thirds (2/3) majority vote at a general meeting of members.
- (d) No member of the Board of Directors shall act as a referee or linesman in the M.H.L., except as authorized by the Board.

ARTICLE FOURTEEN

ADDITIONS AND AMENDMENTS TO THE BY-LAWS

- 14.01 The By-laws of the Corporation may be passed, repealed, amended or re-enacted by By-law enacted by a majority of the Directors at a meeting of the Board and confirmed by a majority of the members at a meeting duly called for the purpose of considering said By-law, within sixty (60) days of such meeting of the Board.

ARTICLE FIFTEEN

DISSOLUTION

- 15.01 Upon dissolution of the Corporation and after payment of all debts and liabilities of the Corporation, the remaining property of the Corporation shall be disposed of and transferred to the Association members in good standing, provided such are non-share corporations incorporated under the terms of the Act, operating on a not-for-profit basis and sharing similar Objects as the Corporation. The allocation of the remaining property among the eligible Association members in good standing shall be on a pro-rata basis and will be accomplished by dividing the number of hockey players registered with each eligible Association member in good standing by the total number of hockey players registered with all eligible Association members in good standing, using the last available list of registered hockey players in the Corporation's records.

ARTICLE SIXTEEN

REPEAL OF BY-LAWS

16.01 **EFFECTIVE DATE AND REPEAL OF EXISTING BY-LAWS**

This By-law shall come into force when passed by the Board of Directors in accordance with the Act. Upon this By-law becoming effective, all existing By-laws and Articles of Constitution of the Corporation shall be repealed without prejudice to any action theretofore taken thereunder. The numbers designating the By-laws hereby repealed may be allocated to this By-law and any subsequent By-laws of the Corporation.

ENACTED this 15th day of April, 1999, and amended by Resolution of the Board of Directors of April 13th, 2000 and confirmed at the Annual General Meeting of May 2nd, 2000, and further amended by Resolution of the Board of Directors of August 10th, 2000 and confirmed at a General Meeting on August 17th, 2000, and further amended by Resolutions of the Board of Directors of April 15th, 2003 and April 29th, 2003 and confirmed at the Annual General Meeting of May 10th, 2003, and further amended by Resolution of the Board of Directors of April 26th, 2004 and confirmed at the Annual General Meeting of May 15th, 2004, and further amended by Resolution of the Board of Directors of February 20th, 2005 and confirmed at a Special General Meeting on March 24th, 2005, and further amended by Resolution of the Board of Directors of April 26th, 2005 and confirmed at the Annual General Meeting of May 14th, 2005, and further amended by Resolution of the Board of Directors of March 9th, 2006 and confirmed at the Annual General Meeting of May 13th, 2006, and further amended by Resolution of the Board of Directors of March 8th, 2007 and confirmed at the Annual General Meeting of May 12th, 2007, and further amended by Resolution of the Board of Directors of February 14, 2008 and confirmed at the Annual General meeting of May 10, 2008, and further amended by Resolution of the Board of Directors of April 19, 2012 and confirmed at the Annual General meeting of May 2, 2012.

WITNESS the seal of the Corporation

President

Secretary