BY-LAWS OF THE

MISSISSAUGA HOCKEY LEAGUE

GENERAL OPERATING BYLAWS

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BY-LAW NUMBER ONE

BE IT ENACTED as a By-law of the Mississauga Hockey League (the "**M.H.L.**") relating generally to the conduct of the activities and affairs of the M.H.L. as follows:

ARTICLE 1 - INTERPRETATION

1.1 Definitions

In this By-law and all other By-laws of the M.H.L., unless the context otherwise requires:

(a) "**Act**" means the **Not-for-profit Corporations Act** (Ontario) 2010, S.O. 2010, c. 15 ("**ONCA**") as amended from time to time;

(b) "**appoint**" includes "elect" and vice versa;

(c) "**Association**" means a community area hockey association whose players reside within the Territorial Jurisdiction of the M.H.L. and which enters a hockey team or teams in a hockey league established and/or supervised by the M.H.L.;

(d) "**Articles**" means the original Letters Patent and any Supplementary Letters Patent, articles of amendment, amalgamation, arrangement, continuance, dissolution, reorganization, or revival of the M.H.L.;

(e) "**Board**" means the board of directors of the M.H.L.;

(f) "**By-laws**" means this By-law and all other By-laws of the M.H.L. from time to time in force and effect;

(g) "**Chair**" means chair of the board;

(h) "**Control**" a body corporate is deemed to be controlled by another person or by two or more bodies corporate if, but only if,

(i) shares or memberships of the first-mentioned body corporate to which are attached more than 50 per cent of the votes that may be cast to elect directors of that body corporate are held, other than by way of security only, by or for the benefit of such other person or by or for the benefit of such other bodies corporate; and

(ii) the votes attached to those shares or memberships are sufficient, if exercised, to elect a majority of the board of directors of the first-mentioned body corporate.

(i) "**Director**" means a member of the Board;

(j) "**Elected Officers**" means the Chair/president, the first vice-president, the second vice-president, the third vice-president, the secretary and the treasurer;

(k) "**entity**" means a body corporate, a partnership, a trust, a joint venture or an unincorporated organization;

(l) "**G.T.H.L.**" means the Greater Toronto Hockey League or any organization which may be substituted therefor;

(m) "**Hockey Canada**" means Hockey Canada, the national governing body for hockey in Canada or any organization which may be substituted therefor;

(n) "**meeting of members**" means an annual meeting of members and a special meeting of members;

(o) "**M.H.L**." means the Mississauga Hockey League;

(p) "**non-business day**" means Saturday, Sunday and any other day that is a holiday as defined in the **Interpretation Act** (Canada), R.S.C. 1985, c. I-21;

(q) "**O.H.F.**" means the Ontario Hockey Federation or any organization which may be substituted therefor;

(r) "**ordinary resolution**" includes a resolution of the members passed by a majority of the votes cast on that resolution or consented to by each member of the M.H.L. entitled to vote at a meeting of the members of the M.H.L.;

(s) "**person**" includes any individual or entity.

(t) "**recorded address**" means:

(i) In the case of a member, his/her address as recorded in the register of members of the M.H.L.;

(ii) In the case of an officer, auditor, or member of a committee of the Board, his/her latest address as recorded in the records of the M.H.L.; and

(iii) In the case of a Director, his/her latest address as recorded in the most recent notice filed under the Act.

(u) "**Rules and Regulations**" means the rules and regulations of the M.H.L. passed by resolution of the Board from time to time;

(v) "**special meeting**" includes a meeting of any class or classes or members, and a special meeting of all members entitled to vote at an annual meeting of members;

(w) "**special resolution**" includes a resolution of the members passed by a majority of not less than two-thirds of the votes cast on that resolution or consented to by each member of the M.H.L. entitled to vote at a meeting of the members of the M.H.L. or the member's attorney;

(x) "**Territorial Jurisdiction**" of the M.H.L. means the territorial area of the City of Mississauga.

1.2 Other Definitions. Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law. For the purposes of this By-law, (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation"; (b) the word "or" is not exclusive; (c) the words "herein", "hereof", "hereby", "hereto" and "hereunder" refer to this By-law as a whole; (d) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; and (e) whenever the masculine is used herein, the same shall include the feminine, and whenever the feminine is used herein, the same shall include the masculine, where appropriate. Unless the context otherwise requires, references herein: (x) to sections mean the sections of this By-law; (y) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the

extent permitted by the provisions thereof; and (z) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

ARTICLE 2 - GENERAL

2.1 Registered Office. The registered office of the M.H.L. shall be in the City of Mississauga, in the Regional Municipality of Peel, in the Province of Ontario, or at such place therein as the Board may from time to time determine.

2.2 Seal. The seal of the M.H.L., if one is adopted by the M.H.L., shall be in such form as shall be approved by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board. If a seal is approved by the Board, the secretary of the M.H.L. shall be the custodian of the seal.

2.3 Purposes. Subject to the Articles, the purposes of the M.H.L. are as follows:

(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.

2.4 Affiliation.

(a) The M.H.L. 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 M.H.L. from time to time; and

(b) The M.H.L. is affiliated with the G.T.H.L. as a Division member but may by resolution of the Board confirmed by seventy-five per cent (75%) of the members at a special meeting of the members called for the purpose, become affiliated with any other hockey league, association or organization which is a member in good standing of Hockey Canada.

2.5 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the executive director alone or together with any officer or Director depending on the document being signed. Also, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporation's seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy.

2.6 Banking Arrangements. The banking business of the M.H.L. shall be transacted at such bank, trust company, credit union, *caisse populaire* or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such officer of the Corporation or other person as the Board may by resolution from time to time designate, direct or authorize.

2.7 Financial Year. Unless otherwise ordered by the Board, the fiscal year of the M.H.L. shall be terminated on the 31st day of May in each year.

2.8 Office Staff. No Director or officer of the M.H.L., nor any member of his/her immediate family, and no officer, director or executive of any Association member, nor any member of his/her immediate family, may be a full-time or regular part-time member of the M.H.L.'s office staff, except as may be authorized by the Board.

ARTICLE 3 - MEMBERSHIP

3.1 Membership Classes. Subject to the Articles[1], the M.H.L. is authorized to establish the following four classes of members:

(a) Association members,

(b) Ex-officio members,

(c) Executive members, and

(d) Life members.

3.2 Voting Rights. Subject to the Articles[2], the voting rights of each class of members shall be as follows:

(a) Association members shall be entitled to receive notice of, attend and vote at all meetings of members and each such Association member shall be entitled to five (5) votes at such meetings.

(b) Ex-officio members shall be entitled to receive notice of, attend and vote at all meetings of members and each such Ex-officio member shall be entitled to one (1) vote at such meetings.

(c) Executive members shall be entitled to receive notice of, attend and vote at all meetings of members and each such Executive member shall be entitled to one (1) vote at such meetings.

(d) Life members shall be entitled to receive notice of, attend and vote at all meetings of members and each such Life member shall be entitled to one (1) vote at such meetings.

3.3 Registered Representative of Non-Human Member. Any member, who is not an individual, shall appoint and register (the "**Registration**") with the executive director of the M.H.L. 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(s)] up to five (5) individuals (the "**Association Officials**") to represent it in all affairs of the M.H.L. including, without limiting the foregoing, voting on behalf of the Association member at meetings of the M.H.L.. If the Registration does not indicate the

[1] If a corporation has more than one class of members, the classes must be listed in the Articles. In this case, to amend the classes of members, Articles of Amendment must be filed. The change cannot be affected by amending the by-laws alone.

[2] According to 48(6) of the Act, unless the articles provide otherwise, each member is entitled to one vote at a meeting of the members. Therefore, if different classes of members are to have different voting rights, this must be specified in the Articles. In this case, to amend the voting rights of a class of members, Articles of Amendment must be filed. The change cannot be affected by amending the by-laws alone.

name(s) of Association Officials that is/are authorized to exercise the Association member's vote(s), the Association member will not be permitted to vote at any meetings of the members.

3.4 Conditions Of Membership. The following conditions of membership shall apply:

(a) **Association Members.** In order for an Association to be admitted and continue as an Association member of the M.H.L., it must be incorporated as a non-share capital corporation under the Act or the **Corporations Act** (Ontario) and it must operate as a non-profit organization in accordance with the provisions of the **Income Tax Act** (Canada). Membership in the Association member's class shall be granted on an annual basis as follows: An Association may become an Association member by sending a completed application to the M.H.L.'s administrative office, on or before the 1st day of March in each calendar year, or such other date as the Board may from time to time direct, and such application shall be limited to the year in which membership is sought and shall be signed by its Association Officials. The application shall contain an undertaking by the applicant Association to abide by the Act, the Articles, the By-laws and the Rules and Regulations of the M.H.L..

(b) **Ex-Officio Members.** The following individuals shall be ex-officio members of the M.H.L. by virtue of their offices:

(i) The person holding the office of the Chair of the Board of the G.T.H.L.,

(ii) The person holding the office of Chair/president of the M.H.L..

(iii) any person elected or appointed to the Board.

(c) **Executive Members.** All past presidents and past Chair/presidents of the M.H.L., who are not Life members, shall be Executive members of the M.H.L.

(d) **Life Members.** The Board may admit as a Life member of the M.H.L. any individual in recognition of their long service to the M.H.L.

3.5 Application. The form and terms of the application for the class of membership referred to in section 3.4(a) 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 M.H.L..

3.6 Admission to Membership. On receipt of an application for membership as an Association member, the Board may in its absolute discretion admit any applicant to membership in which event the applicant shall become an Association member of the M.H.L. 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.

3.7 Membership Term. The membership of any Association member is non-transferrable, and lapses each year as provided herein or as the Board may, by resolution, determine.

3.8 Termination of Membership. Membership in the M.H.L. is automatically terminated when the:

(a) member dies, in the case of an individual, or, in the case of a member that is a body corporate, the body corporate is dissolved;

(b) member fails to maintain any qualification for membership as described herein;

(c) member resigns by delivering a written resignation to the executive director, in which case such resignation shall be effective on the date specified in the resignation or, if no date is specified, immediately upon receipt by the executive director;

(d) member is expelled in accordance with section 3.11 or is otherwise terminated in accordance with the Articles or By-laws;

(e) member's term of membership expires; or

(f) the M.H.L. is dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member automatically cease to exist.

3.9 Resignation. Any member may resign from membership upon notice in writing to the executive director of the M.H.L.. No resignation shall relieve any member from the obligation to pay any fee, dues or assessments, or to pay any amounts owing to the M.H.L..

3.10 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 Board, such approval not to be unreasonably withheld.

(b) For such approval to be granted, a copy of all agreements or proposed agreements must be filed at the M.H.L.'s office at least fourteen (14) days prior to the special meeting of members 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 are corporate entities, the names and brief résumés of all members of the corporations or any 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 M.H.L. must be settled by the transferors;

(ii) no party to the transaction, including principals, may be involved in litigation with respect to the M.H.L. 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 a 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,

subsections (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.

3.11 Discipline.

(a) The Board shall have authority to discipline, suspend or expel from the M.H.L. any person, including, an Association Official, a carded official, a club, a league, a team, player, parent or legal guardian of any player, an executive, a coach, a manager or a trainer of an Association member, a referee, a linesman, a timekeeper, a ticket seller a ticket taker or a volunteer for any one or more of the following grounds:

(i) The bringing of any litigation against the M.H.L., whether by way of claim or counterclaim, in the courts of any jurisdiction by any person (before the person has exhausted all the rights, remedies and rights of appeal provided for in the By-laws and Rules and Regulations of the M.H.L.,

(ii) violating any provision of the Articles or Bylaws, Rules and Regulations or written policies of the M.H.L or refusal to accept and/or obey any ruling of the Board;

(iii) carrying out any conduct that may be detrimental to the M.H.L. as determined by the Board in its sole and absolute discretion; or

(iv) any other reason that the Board acting in good faith considers to be fair and reasonable, having regard to the purpose of the M.H.L..

(b) If the Board determines that a person (in this paragraph the "**Affected Person**") should be disciplined, suspended or expelled from the M.H.L., the Chair/president, or such other officer as may be designated by the Board, shall provide 15 days' notice of any discipline order, suspension or expulsion to the Affected Person and shall provide reasons for the proposed discipline, suspension or expulsion. The Affected Person may make a written submission to the Chair/president, or such other officer as may be designated by the Board, in response to the notice received within such 15-day period. If no written submission is received, the Chair/president, or such other officer as may be designated by the Board, may proceed to notify the Affected Person that he/she/they is disciplined, suspended or expelled from membership in the M.H.L.. If a written submission is received in accordance with this section 3.11(b), the Board will give the Affected Person an opportunity to be heard, orally, in writing or in another format permitted by the M.H.L.'s articles or by-laws, not less than five days before the discipline, suspension or expulsion becomes effective. The Board's decision shall be final and binding on the Affected Person without any further right of appeal to the Board.

(c) Unless otherwise directed by the Board, the discipline of any Affected Person shall not relieve the Affected Person from the obligation to pay any fee, dues or assessments, or to pay any amounts owing to the M.H.L., including but not limited to any legal costs and disbursements incurred by the M.H.L. in or connected with litigation being brought by the Affected person against the M.H.L.. The Affected Person's discipline (including any suspension from the M.H.L.'s activities and from all competition organized or sanctioned by it) shall continue until amounts owing to the M.H.L. are paid in full or payment of amounts owed are waived by the Board.

3.12 Dues. Subject to the Articles and the By-laws, the directors may require members to make an annual contribution or pay annual dues and may determine the manner in which the contribution is to be made or the dues are to be paid.

3.13 Litigation. The bringing of any litigation against the M.H.L., whether by way of claim or counterclaim, in the courts of any jurisdiction by any person (which, for the purposes of this section 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/she has exhausted all the rights, remedies and rights of appeal of the By-laws and Rules and Regulations of the M.H.L., shall be deemed a violation and breach of the By-laws of the M.H.L. and shall trigger the commencement of a disciplinary process as provided for in section 3.11. 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 M.H.L. for all legal costs and disbursements incurred by the M.H.L. in or connected with such litigation

Any person who, having exhausted all such rights, remedies and rights of appeal, brings any litigation against the M.H.L., 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 M.H.L. in or connected with such litigation should the M.H.L. be successful in that litigation and, until such legal costs and disbursements are paid in full, that person shall be suspended from the M.H.L.'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 section 3.14:

(i) "person" shall include an individual, sole proprietorship, partnership, unincorporated organization, trust, body corporate and a natural person in his/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 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 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 M.H.L., 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 believe, acting reasonably, that such is not or may not be the case, it may require statutory declarations sworn under oath, in a form satisfactory to the M.H.L.'s counsel, from the Association Officials 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) Should the Board reasonably believe that an Association member and/or any Association Official(s) of any Association member has violated paragraph (b) of this section 3.14, the Board may trigger its disciplinary authority pursuant to paragraph 3.11(a)(iii).

(d) Should the Board reasonably believe that acceptance of any application for Association membership would cause or lead to a violation of subsection 3.14(b) by two or more Association members, the Board may require Statutory Declarations sworn under oath, in a form satisfactory to the M.H.L.'s counsel, from the Association Official 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.

ARTICLE 4 - MEETING OF MEMBERS

4.1 Place and Time. The annual meeting or any other special meeting of the members shall be held at the registered office of the M.H.L. 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. Special meetings shall be held as often as deemed necessary by the Board for the proper conduct of the affairs of the M.H.L. or as required in the Act.

4.2 Telephonic or Electronic Meetings. If the M.H.L. chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members under this Section 4.2 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the M.H.L. has made available for that purpose.

4.3 Annual Meeting. The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such date, time and place, if and, as shall be determined by the Board and stated in the notice of the meeting but in no such instance shall an annual meeting be held later than 15 months after the last annual meeting.

4.4 Special Meeting. Special meetings of members for any purpose or purposes shall be called by a resolution of the Board. The Board shall also call a special meeting of members in accordance with the Act on the written requisition of members carrying not less than 10% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

4.5 Notice, Annual and Special Meetings. No public notice nor advertisement of an annual or special 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 and no more than fifty (50) days before the time fixed for the holding of such meeting. Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the member to form a reasoned judgment on the special business and include the text of any special resolution or By-law to be submitted at the meeting. Except as otherwise provided herein or permitted by applicable law, notice to members shall be in writing and provided in accordance with Section 11.1.

4.6 Contents of Notice, Annual Meeting. The notice of every annual Meeting shall include a slate of nominees for Directors, containing no fewer names than the number to be elected by the members.

4.7 Manner of Voting. Each member having voting rights shall have the number of votes set out in the Articles. Unless otherwise required by law, the election of Directors shall be by way of ballot and shall be decided by a plurality of the votes cast at a meeting of the members by the members entitled to vote in such election. Unless otherwise required by law, the Articles or this By-law, any matter, other than the election of Directors, brought before any meeting of members shall be decided by the affirmative vote of the majority of members present in person at the meeting and

entitled to vote on the matter. Voting at meetings of members, other than for the election of Directors, shall be by a show of hands unless a ballot is demanded by a member. Unless a poll is demanded, a declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the M.H.L. 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 in such manner as the chair shall direct and the result of such poll shall be deemed the decision of the M.H.L..

4.8 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 Chair/president shall be entitled to the casting vote, which shall be his/her only vote.

4.9 Persons Entitled to be Present. The only persons entitled to attend a meeting of members shall be the Association Officials in the case of Association members, and in the case of any other class of members other than the Association members class, the members of those other classes, the auditor of the M.H.L. and others who, although not entitled to vote, are entitled or required under any provisions of the Act or the By-laws of the M.H.L. to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members at the meeting.

4.10 Scrutineers. The chair of the meeting may appoint one or more scrutineers who need not be members of the M.H.L., to serve at the meeting. The scrutineers shall:

(a) Ascertain the number of members and the voting rights of each;

(b) Determine the members represented at the meeting, the existence of a quorum and the validity of ballots;

(c) Count all votes and ballots;

(d) Determine and retain for a reasonable period a record of the disposition of any challenges made to any determination made by the scrutineers; and

(e) Certify their determination of the number of members represented at the meeting and their count of all votes and ballots.

4.11 The Chair and Secretary of Meetings of Members. The Chair/president of the M.H.L. shall act as chair of, and preside at, any meeting of the members. The Chair/president may appoint the executive director or one of the vice-presidents to act in his/her place. The Secretary, or his/her designate, shall keep minutes of the meeting.

4.12 Quorum of Members. Twenty (20) members present in person 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 participants at all meetings of members 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 chair of the meeting;

(c) The chair of the meeting shall have the right to require a vote on any motion be taken by a written ballot;

(d) A member shall have the right to speak on each motion only once. Should he/she desire to be heard again, he/she must obtain the permission of the chair of the meeting;

(e) The chair of the meeting may at any time announce that a subject is open for discussion;

(f) The chair of meeting shall decide all questions of order;

(g) An appeal to the meeting may be made in respect of any decision of the chair of the meeting, but a two-thirds (2/3) majority vote of the members present in person 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 special meeting or any adjourned meeting, whether annual or special, of the members of the M.H.L. 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/her last address recorded on the books of the M.H.L..

4.15 Adjournments. Any meeting of the members, annual or special, may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the M.H.L. may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting.

ARTICLE 5 - BOARD

5.1 Board General Powers. The Board shall manage or supervise the management of, the activities and affair of the M.H.L. in accordance with the Act, its Articles and Bylaws and the Rules and Regulations of the M.H.L..

5.2 Qualification Of Directors. In order to qualify to become or act as a Director of the M.H.L. a person must:

(a) be an individual;

(b) be at least eighteen (18) years of age and shall have been deemed qualified and approved for election by the Nominations Committee and the Board;

(c) not be an undischarged bankrupt;

(d) not be a person who has been found under the **Substitute Decisions Act**, 1992 or under the **Mental Health Act** to be incapable of managing property;

(e) not be a person who has been found to be incapable by any court in Canada or elsewhere; or

(f) not have been convicted of a criminal offence involving moral turpitude.

5.3 **Number Of Directors.** The Board shall consist of a fixed number of directors, within the minimum and maximum number of directors set out in the Articles and shall be comprised of the Ex-officio Directors and the remainder being elected by the members by ordinary resolution (the **"Elected Directors**"). The fixed number of directors, within the minimum and maximum, shall be determined from time to time by special resolution or, if the special resolution empowers the Board to determine the number, by resolution of the Board.

5.4 **Ex Officio Directors.** The following individuals shall be Ex-officio Directors of the M.H.L.:

(a) The individual appointed to the office of Immediate Past President of the M.H.L. from time to time; and

(b) The individual holding the office of Chair of each Association Member from time to time.

5.5 **Director Nominations.** Any member or any person who is connected or affiliated with an Association member may nominate any other Association Official or any person who is or has been connected or affiliated with an Association member, other than a member excluded under the By-laws, for election to the Board. An officer of an Association member is eligible for election as a Director; but, unless otherwise approved by the Board, no officer of an Association member is eligible for election as an Elected Officer or to serve as chair of a committee of the Board. Nominations for the Elected Directors (including both Elected Officers and non-officer Director positions) will be due into the M.H.L. office to the executive director no later than March 1st of the voting year. Nominations will be announced in the Notice for the general meeting. Names may 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 Elected Officer and non-officer Director position, but must step down from the nomination process, for all proceeding positions once elected and accepting of a position. Names can be withdrawn at any time prior to the annual meeting following the publication date.

5.6 **Qualification for election as an officer of the M.H.L.**

(a) Any Director nominated for election as Chair/president must have been a Director of the M.H.L. 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 M.H.L. for a period of at least three (3) of the previous four (4) years, or have been an Association member president for at least two (2) years and served at least one (1) year as an officer of the M.H.L..

(b) Any Director nominated for election as an Elected Officer must have been a Director of the M.H.L. 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 M.H.L. and no officer of the M.H.L. may be elected or appointed as an officer of an Association member.

5.7 **Election And Term.** The Elected Directors shall be elected and shall retire in rotation as follows:

(a) At every annual meeting, a separate election shall first be held, as provided for in (b) below, for the Elected Officers.

(b) At each annual meeting held in odd-numbered years, a separate ballot will first be held for the Chair/president, second vice-president and secretary. At each annual meeting of members held in even-numbered years a separate ballot will first be held for the election of the first vice-president, third vice-president and treasurer. In each case, such election to be by acclamation in the case of any office for which there is only one nominee. In order to be elected, a candidate must receive at least 50% plus one of the votes cast. Any candidate who is unsuccessful in the election as an Elected Officer may stand for election

as a non-officer Director if this desire is indicated in their nomination documents. No person shall simultaneously hold more than one Elected Officer position in the M.H.L..

(c) After the election in (b) is held, at each annual meeting of members an election for the remaining Elected Directors (referred to in this section as the "**Remaining Directors**") shall be held. Unless otherwise required by law, the election for the Remaining Directors shall be by a show of hands unless a written ballot is requested and shall be decided by a plurality of the votes cast at a meeting of the members by the members entitled to vote in such election.

(d) For greater certainty, at the next annual meeting following approval of this By-law, the eight (8) individuals elected as Directors at the annual meeting of the M.H.L. held in 2023 and who are serving terms expiring at the close of the annual meeting to be held in 2025 shall continue to serve such terms until the close of the annual meeting of members for 2025 at which time their successors shall be elected and shall take office. The eight (8) individuals elected as Directors at the annual meeting of the M.H.L. held in 2024 and who are serving terms expiring at the close of the annual meeting to be held in 2026 shall continue to serve such terms until the close of the annual meeting of member for 2026 at which time their successors shall be elected and shall take office.

Thereafter, except where the election is held to fill the unexpired portion of a term, newly Elected Directors shall be elected for two-year terms unless otherwise specified in this By-law. The term shall commence at the end of the annual meeting at which they were elected and shall terminate at the end of the annual meeting occurring approximately two years later or when their successor is elected, whichever is later. An individual who is elected as a Director shall consent in writing to hold office as a Director before or within 10 days after their election or appointment. Except for the position of Chair/president, Directors shall be eligible for re-election for any number of consecutive terms provided they are otherwise qualified.

(e) Individuals elected to the position of Chair/president shall be permitted to serve a maximum of two (2) consecutive two (2) year terms. Upon the expiry of an individual's second consecutive two (2) year term, the individual shall not be eligible to be elected to a subsequent two (2) year term as Chair/president until two (2) years have elapsed.

(f) If a current Director who is part way through their term is a candidate for an Elected Officer position, they will continue their term as a Director if unsuccessful in the election. If successful in the election, such Director shall be deemed to have automatically resigned their position as Director immediately upon their election as an Elected Officer. For greater certainty, the vacancy left as a result of a deemed resignation, as contemplated herein, shall be filled by the members as part of the election process provided for in subsection (c).

(g) Each member entitled to vote for the election of Directors at the annual meeting may cast their vote(s) (in accordance with the voting entitlements set out in subsection 4.2 above and subject to the Articles) for the election of the nominees as Directors. Any ballot containing votes for a number of nominees other than the number of available director's positions shall be considered spoiled and shall not count as a vote cast when calculating the number of votes.

(h) If there is a tie for the final Director's position or positions, the names of the tied candidates shall appear on a new ballot, and the voting procedure described in (c) above shall continue until all of the Director positions have been filled. In the event of a deadlock, the final Director's position or positions shall be filled by a random draw conducted by the chair of the nominations committee from among the deadlocked candidates.

5.8 The Directors may appoint two (2) additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of the members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members.

5.9 **Vacancies.** A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds 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 an ordinary resolution;

(b) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any member; and

(c) a quorum of Directors may fill a vacancy among the Directors.

5.10 **Vacancy of Office.** The office of Director of the M.H.L. shall be vacated and the person shall cease to be a member of the M.H.L. or be an Association Official:

(a) If he/she is adjudged to be a bankrupt or makes an authorized assignment or is declared to be insolvent;

(b) If he/she is found to be mentally incompetent or becomes of unsound mind;

(c) If he/she is convicted of a criminal offence involving moral turpitude;

(d) If by notice in writing to the executive director of the M.H.L., he/she resigns his/her office; or

(e) If the Director misses three consecutive Board/committee meetings or misses six Board/committee meetings over the course of a season without legitimate reason as determined by the Board.

5.11 **Board Meetings.** Except as otherwise required by law, the Board may hold its meetings at such place or places as it may determine from time to time. 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 chair/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 chair/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 M.H.L.. 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.

5.12 **Board Errors in Notice.** 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.

5.13 Electronic Meetings. A meeting of directors 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.

5.14 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 M.H.L. 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 M.H.L. 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.

5.15 Conflict of Interest. Should a Director find himself or be identified by others to be in a conflict of interest with respect to any matter or issue arising at a meeting of the Board, or any committee thereof, he/she 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.

5.16 Board Voting. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair shall be entitled to the casting vote, which shall be his/her 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 Chair 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.

5.17 Chair of Meeting. The Chair/president, or in his/her absence a Vice-President, shall be the chairperson 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 Chair chairperson of the meeting.

5.18 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 M.H.L.. 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 Director.

5.19 Remuneration of Directors. The officers and Directors of the M.H.L. 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.

5.20 Removal of Directors. The members of a corporation may, by ordinary resolution at a special meeting, remove from office any Director or Directors, except persons who are Directors by virtue of their office.

5.21 Suspension of Officers and Directors The Board may, by resolution passed at a duly constituted meeting of the Board 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 Articles, By-laws or Rules and Regulations of the M.H.L., 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 the M.H.L. and which tends to bring into disrepute the sport of hockey, the M.H.L. or any of its members.

ARTICLE 6 - COMMITTEES

6.1 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 Chair/president, vice-president(s), treasurer, secretary and immediate past president. The executive committee may exercise all the powers of the Board, subject to any restrictions imposed pursuant to the Act and 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.

6.2 Other Committees. The Board may from time to time appoint from among its number such other committees and committee chairs, as it may deem advisable with such powers and duties as it may determine. Some committees may nominate relevant non-Board members to participate as additional committee members, subject to Board approval and conditions of the M.H.L. committee terms. Non-Board committee members must sign/agree to the terms of the M.H.L. confidentiality agreement, shall have voting rights restricted to their assigned committee, and are prohibited from serving as a committee chair.

6.3 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.

6.4 Revocation Of Appointment. The appointment of the chair or any member of any committee may be revoked at any time by the Board if in the opinion of the Board, the act, omission to act or conduct of such person is deemed to be prejudicial to the M.H.L. or any of its members.

ARTICLE 7 -
OFFICERS

7.1 Elected Officers of M.H.L. The Elected Officers shall be elected at the annual meeting in accordance with the procedure set out in section 5.7 herein.

7.2 Appointed Officers. The Board may appoint additional officers such as an immediate past president and an executive director and specify their duties.

7.3 Limitation. No person shall hold more than one office in the M.H.L..

7.4 Delegation of Duties of Officers. In the case of the absence, or inability to act, of the Chair/president, a vice-president, or any other officer of the M.H.L., 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.

7.5 Duties of Chair/President. The Chair/president shall, when present, act as chairperson and preside at all meetings of Directors and members. The Chair/president shall also be charged with the general management and supervision of the affairs and operations of the M.H.L.. The Chair/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 their signature. Without limiting the generality of the foregoing, the Chair/president, if authorized by the Board, shall have the power to suspend any member and any of its registered officials and players in accordance with the Rules and Regulations and section 3.11 herein.

7.6 Duties of Vice-Presidents. During the absence or inability to act of the Chair/president, his/her 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 designate for such purpose. A vice-president shall sign such contracts, documents or instruments in writing as require his/her signature and shall have such other powers and duties as may from time to time be assigned to him/her by the Chair/president or the Board.

7.7 Duties of Executive Director. The executive director, if one shall be appointed, shall attend any meeting on behalf of the Chair/president when directed to do so by the Chair/president, and shall carry out such other duties as may be assigned to him by the Chair/president or the Board from time to time. He/she shall be the custodian of the seal of the M.H.L. and of all books, papers, records, correspondence, contracts and other documents belonging to the M.H.L. which he/she 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.

7.8 Duties of Secretary. The secretary shall give, or cause to be given, notices for all meetings of the Board, the executive committee (if any) and the members when directed to do so. The secretary shall have charge of the M.H.L. minute Book and seal (if any) and of the documents and registers referred to in Part X of the Act.

7.9 Duties of Treasurer. The treasurer shall keep full and accurate accounts of all receipts and disbursements of the M.H.L. in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the M.H.L. 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/she shall disburse the funds of the M.H.L. 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/her by a Director or any Association Official, an account of all of his/her transactions as treasurer, and of the financial position of the M.H.L.. He/she shall also perform such other duties as may from time to time be assigned to him/her by the Board in his/her capacity as treasurer.

7.10 Vacancies If the office of Chair/president, any vice-president, treasurer or secretary, or one or more of them, shall become vacant, the vacancy shall be filled in accordance with section 5.9 herein.

ARTICLE 8 - PROTECTION OF DIRECTORS AND OFFICERS

8.1 Limitation Of Liability. Every Director and officer of the M.H.L. in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the best interests of the M.H.L. and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the M.H.L. through the insufficiency or deficiency of title to any property acquired by the M.H.L. or for or on behalf of the M.H.L., or for the insufficiency or deficiency of any security in or upon which any of the monies of the M.H.L. 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 monies, securities or effects of the M.H.L. shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of his/her office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

8.2 Indemnity.

(a) The M.H.L. shall indemnify a Director or officer of the M.H.L., a former Director or officer of the M.H.L. or another individual who acts or acted at the M.H.L.'s request as a director or officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the M.H.L. or other entity.

(b) The M.H.L. shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.2(a). The individual shall repay the monies if he/she or she does not fulfill the conditions of Section 8.2(c).

(c) The M.H.L. shall not indemnify an individual under Section 8.2(a) unless he/she (i) acted honestly and in good faith with a view to the best interests of the M.H.L. or, as the case may be, to the best interests of the other entity for which he/she acted as a director or officer or in a similar capacity at the M.H.L.'s request and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

(d) The M.H.L. shall also indemnify the individual referred to in Section 8.2(a) in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

ARTICLE 9 - AUDITOR

9.1 Appointment. Subject to section 76 of the Act, at each annual meeting, members of the M.H.L. shall, by ordinary resolution, appoint an auditor to hold office until the close of the next annual meeting. If an auditor is not appointed at a meeting of the members and if no resolution is passed

under section 76, the incumbent auditor continues in office until a successor is appointed. The auditor appointed must meet the qualification listed section 69 of the Act.

9.2 **Access to Information.** The auditor shall at all reasonable times have access to the books, accounts and vouchers of the M.H.L. and may require from the Directors and officers such information and explanations as may be necessary for the performance of their duties.

9.3 **Report.** After conducting an audit, the auditor shall report on the financial statements required by section 84 of the Act to be placed before the members.

9.4 **Notice.** The auditor is entitled to attend every meeting of the members and to be heard on matters relating to the auditor's duties.

9.5 **Removal.** The members of a corporation may remove an auditor, other than an auditor appointed by a court under section 73, from their position by ordinary resolution at a special meeting.

ARTICLE 10 - BOOKS AND RECORDS

10.1 Any records maintained by the M.H.L. in the regular course of its business as required by the Act, including its register of members, books of account and minute books, may be in any form, provided that the records are capable of being reproduced in intelligible written form within a reasonable time. The M.H.L. shall make such records available for inspection under applicable law.

ARTICLE 11 - NOTICE

11.1 **Method Of Giving Notice.** Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) under the Act, the Articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given if:

(a) delivered personally to the person to whom it is to be given or delivered to such person's address as shown in the records of the M.H.L.;

(b) mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

(c) sent to such person by means in accordance with the **Electronic Commerce Act, 2000**, S.O. 2000, c. 17.

11.2 **Deemed Receipt Of Notice**

(a) A notice:

(i) delivered in accordance with Section 11.1(a) shall be deemed to have been given when it is delivered personally or to the recorded address as provided in Section 11.1(a);

(ii) mailed in accordance with Section 11.1(b) shall be deemed to have been received on the fifth day after it was sent; and

(iii) sent by any means of transmitted or recorded communication in accordance with Section 11.1(c) shall be deemed to have been given when dispatched or delivered

to the appropriate communication company or agency or its representative for dispatch.

(b) The secretary may change or cause to be changed the recorded address of any member, Director, officer, auditor/public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given under this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the M.H.L. to any notice or other document to be given by the M.H.L. may be written, stamped, typewritten or printed.

11.3 Computation Of Time. In computing the date when notice must be given under any provision of the Act, the Articles or the 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.

11.4 Omissions And Errors. The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or auditor, the non-receipt of any notice by any such person where the M.H.L. has provided notice in accordance with this By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

11.5 Waiver Of Notice. Any member, Director, officer or auditor may waive any notice required to be given under any provision of the Articles or By-laws of the M.H.L. 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 12 - DISPUTE RESOLUTION

12.1 If a dispute or controversy among the M.H.L., its members, Directors, officers or committee members of the Board arising out of or related to the Articles, the By-laws or out of any aspect of the activities or affairs of the M.H.L. is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a law suit or legal action:

(a) The dispute shall be settled by arbitration before a single arbitrator, in accordance with the **Arbitration Act, 1991** (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and not be subject to appeal on a question of fact, law or mixed fact and law; and

(b) All costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

ARTICLE 13 - MISCELLANEOUS

13.1 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.

13.2 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 majority of votes at a Board meeting.

13.3 No member of the Board shall act as a referee or linesman in the M.H.L., except as authorized by the Board.

ARTICLE 14 - AMENDMENT

14.1 **Amendment.** Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

14.2 **By-Laws Requiring Special Resolution.** Section 14.01 does not apply to a By-law that requires a special resolution of the members according to section 103(1) (Amendment of Articles) of the Act. A special resolution is required to make any amendment to Section 3.1 (Membership) Section 3.2, Section 3.4, Section 3.10 (Approval of Transfers), Section 11.1 (Notice of Meetings), and this Section 14.2.

ARTICLE 15 - REPEAL

15.1 All previous By-laws of the M.H.L. are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the M.H.L. obtained, under any such By-law before its repeal. All officers and persons acting under the provisions of this By-law, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

MADE by the Board the _____ of _____, 20_____.

_____

Chair of the Board