

CONTINUANCE BY-LAW NO. 1

May 21, 2013

Revised
June 23, 2016

A by-law relating generally to the conduct of the affairs of

BARRIE AAA ZONE HOCKEY INC.

(the "Association")

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

ARTICLE 1 - General

1.01 Definitions

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

- a) **“AAA hockey”** means the highest level of minor hockey available to those playing hockey within a center at a level below junior hockey;

- b) "**Act**" means the *Canada Not-For-Profit Associations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- c) "**Article**" means the original or restated Article of the Association or Article of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- d) "**Association**" means Barrie AAA Zone Hockey Inc. (or such other name as the Association may in the future legally adopt). Association shall have the same meaning as 'Association' under the Act. The Association shall be a member of the OMHA;
- e) "**Barrie AAA Zone**" or "**Barrie Zone**" means the geographic zone established by the OMHA as amended from time to time for the playing of AAA hockey;
- f) "**board**" means the board of directors of the Association and "director" means a member of the board;
- g) "**by-law**" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- h) "**Center**" or "**Centers**" refers to those accredited OMHA geographical areas, (presently Barrie, Beeton, Essa, Innisfil, New Tecumseth, Stayner and Lefroy), that the OMHA designates as being within the Barrie AAA Zone now or at any time in future;
- i) "**Centre Representative**" is the person appointed by each Centre to represent them in the Barrie Zone;
- j) "**Director**" means a person elected by the members to the Board
- k) "**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- l) "**Members**" means the class of membership in the Association as provided for in Article 2;

- m) "**Officers**" means the appointed individuals who hold the offices enumerated in Article 7;
- n) "**OHF**" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- o)) "**OMHA**" means Ontario Minor Hockey Association (or such other name as the OMHA may in the future legally adopt);
- p) "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- q) "**Policies**" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association;
- r) "**proposal**" means a proposal submitted by a member of the Association that meets the requirements of Article 163 (Shareholder Proposals) of the Act;
- s) "**Registered player**" is a player qualified to play in the Barrie Zone by OHF and OMHA regulations and has, in addition, completed and maintained all registration requirements of the Association;
- t) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- u) "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the vice chair of administration of the Association shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its directors, or one Director and one Officer. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

1.05 Financial Year

The financial year end of the Association shall be April 30.

1.06 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or Association carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by a director or directors of the Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Association shall send to the members a copy of the annual financial statements and other documents referred to in subArticle 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Association reproducing the information contained in the documents. Instead of sending the documents, the Association may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Association is not required to send the documents or a summary to a member who, in writing, declines to receive such documents. The manner of providing notice is set out in Article 2.02 of these bylaws.

ARTICLE 2 – Membership – Matters Requiring Special Resolution

2.01 Membership Conditions

Subject to the Article, there shall be one class of members in the Association. Membership in the Association shall be available only to individuals interested in furthering the Association's purposes and who have applied for and been accepted into

membership in the Association by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and have one vote at all meetings of the members of the Association. Membership is available to directors, appointed officers, and officials, convenors, coaches, managers, trainers who are appointed for the current year, and all registered players who are at least 18 years of age. Membership shall also be available to Parent/Guardians which include all parents and or legal guardians of registered players where the registered player is under the age of eighteen (18) years.

Notwithstanding the foregoing, a member may not vote at any meeting of the Association unless the member is in good standing with the Association at the time of such vote.

In no event shall a member be entitled to more than one vote.

Pursuant to subArticle 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this Article of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; or
- c) by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the Association's activities is regularly posted and that is located in a place frequented by members; and

Notwithstanding the provisions of 2.02 b) above, a member may request a non-electronic alternative manner of notice.

Notice of the time and place of any meeting of members shall be given to the public accountant and directors 21 to 60 days before the day on which the meeting is to be held.

Pursuant to subArticle 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

2.03 Record Date

The record date for:

- (a) determining members entitled to receive notice of a meeting of members shall be 21 days before the day on which the meeting is to be held;
- (b) determining members entitled to vote at a meeting of members shall be 21 days before the day on which the meeting is to be held;
- (c) determining members entitled to participate in a liquidation distribution or determining members for any other purpose shall be 60 days before the day the determination is made.

2.04 Absentee Voting by Mail Ballot

A member shall not be entitled to vote at a meeting of members by mailed-in ballot.

ARTICLE 3 – Membership Dues, Termination and Discipline

3.01 Membership Dues

Members shall be notified in writing of the membership fees at any time payable by them. The directors may determine the fees may be paid in installments. If the fees are not paid within one (1) calendar month of the membership renewal date, or one calendar month of the applicable installment date, as the case may be, the members in default shall automatically cease to be members of the Association, unless the Directors shall have made other arrangements with the defaulting member.

3.02 Termination of Membership

A membership in the Association is terminated when:

- a) the member dies, or, in the case of a member that is a Association, the Association is dissolved;
- b) a member fails to maintain any qualifications for membership described in Article 2.01 of these by-laws;
- c) the member resigns by delivering a written resignation to the chair of the board of the Association in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with Article 3.03 below or is otherwise terminated in accordance with the Article or by-laws;

- e) the member's term of membership expires; or
- f) the Association is liquidated or dissolved under the Act.

Subject to the Article, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist. Membership shall not be transferrable.

3.03 Discipline of Members

The board shall have authority to suspend or expel any member, advisor committee member, or supporter from the Association for any one or more of the following grounds:

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

In the event that the board determines that a member should be expelled or suspended from membership in the Association, the chair of the board, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the chair of the board, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the chair of the board, the chair of the board, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this Article, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

ARTICLE 4 – Meetings of Members

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, Article or by-laws of the Association 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.

4.02 Chair of Meeting

In the event that the chair of the board and all three vice-chairs of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

A quorum at any meeting of the members shall be a minimum of 15 members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the Article or by-laws or by the Act, be determined by a majority of the votes cast on the questions. No proxies shall be permitted. In case of an equality of votes on a show of hands, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.05 Members Calling a Meeting

Members who hold 5% of the votes can request a meeting of members.

4.06 Adjournments

Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present. If a meeting of members is adjourned for less than 31 days, it is not necessary that any person be notified of the adjourned meeting other than by announcement at the meeting that is adjourned.

If a meeting of members is adjourned by one or more adjournments for an aggregate of days that is more than 30 days, notice of the adjournment shall be given to members entitled to vote at the meeting and directors and the public accountant in accordance with Article 2.02

4.07 Annual General Meeting (AGM)

The AGM shall be held in each year not later than June 30th. In addition to matters normally addressed, an Auditor shall be appointed for the ensuing year, and directors

elected. The Report of the Auditor for the previous year shall be presented in a format set out in subArticles 1) and 2) below.

- (1) The directors of the Association shall place before the members at every annual meeting
 - (a) prescribed comparative financial statements that conform to any prescribed requirements and relate separately to the immediately preceding financial year;
 - (b) the report of the public accountant, if any; and
 - (c) any further information respecting the financial position of the Association and the results of its operations required by the Article, the by-laws or any unanimous member agreement.

Exception

- (2) Despite paragraph (1)(a), the financial statements referred to therein may be omitted if the reason for the omission is set out in the financial statements, or in a note to those statements, to be placed before the members at an annual meeting.

ARTICLE 5 – Directors

5.01 Election and Term

Subject to the Article, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required.,

The Directors will be elected alternatively, for two (2) year terms to provide continuity at the Board. The Chair, Treasurer and Administrator will be elected for a two (2) year term on even years (ie 2014, 2016). The Vice Chair Hockey Operations, Vice Chair Administration, Vice Chair Finance and Risk Management Director will be elected for a two (2) year term on odd years (ie 2013, 2015).

ARTICLE 6 – Meetings of Directors

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board or any two (2) directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Article 9.01 of this by-law to every director of the Association not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subArticle 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subArticle 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice. A majority of the directors shall constitute a quorum for directors meetings

6.04 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.05 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

6.06 Ceasing to Hold Office

A director of the Association ceases to hold office when the director dies, resigns, or is removed in accordance with Article 130 of the Act, misses three consecutive Board meetings or four meetings out of eight, or becomes disqualified under Article 126 of the Act.

A resignation of a director becomes effective at the time a written resignation is sent to the Association or at the time specified in the resignation, whichever is later.

6.07 Removal of Directors

The members of the Association may by ordinary resolution at a special meeting remove any director or directors from office.

ARTICLE 7 – Officers/Directors

7.01 Description of Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Association, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) Chair of the Board – The chair of the board shall be a director. The chair of the board, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall be a non-voting member of all committees and sub committees and shall be the primary contact for the OMHA. The chair shall have such other duties and powers as the board may specify.
- b) Vice-Chairs of the Board – The vice-chairs of the board shall be directors. If the chair of the board is absent or is unable or refuses to act, a vice-chair of the board, shall, when present, preside at all meetings of the board of directors and of the members. In addition to the responsibilities set out below, the vice-chairs shall have such other duties and powers as the board may specify:
 - (i) Vice-Chair of Hockey Operations. - The Vice-Chair Hockey Operations shall assume the duties of the Chairperson in the absence for any reason of the Chairperson, be the secondary contact for the OMHA and monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy. He/she shall also responsible for establishing, implementing and evaluating on ice and off ice technical development programs and recruiting and training volunteers to perform the functions required for technical development. The Vice-Chair Hockey Operations shall be responsible for the procedures of recruiting, interviewing and recommending coaches and other team staff for all teams of the Association, shall liaise with the Referee In Chief, the OMHA concerning the coach mentor program and carry out other duties as assigned by the Board, or the Chairperson.
 - (ii) Vice-Chair Finance – The Vice-Chair Finance shall conduct and oversee all proper procedures and policies followed in relation to all financial matters pertaining to the Association including but not limited to banking, financial records, budgets, setting of registration fees, tryout fees, fundraising budgets for

all teams and any other fiscal or financial matter and oversee all fundraising activities of the Association;

- (iii) Vice-Chair Administration – The Vice-Chair Administration shall ensure that all player and team registrations are completed and filed with the OMHA, the ETA and all member centres and that all appropriate registration fees are collected and remitted in relation to same;
- c) Administrator – The Administrator shall be a director and shall attend and be the secretary of all meetings of the board, members and committees of the board. The Administrator shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the Administrator shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the Administrator shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association. The Administrator shall also ensure all necessary and appropriate insurance is in place, in a timely manner, and maintain the membership list. The Administrator shall prepare and maintain a list of current members. The list shall be updated, as necessary and made available to all Directors and such lists shall be used to determine eligibility to attend and vote at any meeting of the membership. The Administrator shall also maintain a list of Advisors, committee members, and Supporters.
- d) Treasurer – The Treasurer shall be a director and shall ensure the adherence to and implementation of financial policies approved by the Directors, shall submit the proper records to the Auditor at year end and may present the report of the Auditor and projected financial position for the current year. The treasurer shall chair the budget committee and have such other powers and duties as the board may specify.
- e) Risk Management Director – A Risk Management Director shall be a director..The Risk management Director shall implement and enforce all OMHA Risk Management Programs, shall establish and maintain procedures with respect to clearance of all volunteers required to complete a police report, shall carry out volunteer screening as per policy and guidelines and carry out such other duties as may be assigned by the Board.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

No person may run for the position of Director/Officer, or Director alone, unless that person is a member in good standing. Failure to remain in good standing is grounds for removal.

An Officer who is appointed is appointed for a one year term.

ARTICLE 8 – Advisors / Committees / Supporters

8.01 Advisors

The Directors may appoint Centre Representatives as advisors to the Board. Centre Representatives may attend meetings of the Board, but shall not have a vote.

8.02 Committees

The Board shall have the authority to establish such committees as may be required from time to time, and to set the mandates of each committee, and staff same. All committees shall comply with the governing documents of the Association, policies as set by the Board, and requirements of OMHA, the OHF, Hockey Canada, and if applicable, any other hockey organizations with which the Association's teams are participating.

The Board shall determine procedures for the various committees, including frequency of meetings, notices requirements, quorum, voting, record keeping and reporting.

8.03 Honorary Lifetime Supporters:

The title of Honorary Lifetime Supporter may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Lifetime Members by any Member of the Association and the granting of Honorary Lifetime Membership must be confirmed by a majority vote of the Board.

Honorary Lifetime Supporters will have no vote but may attend members meetings and meetings of the Board and Committees of the Barrie AAA Zone Hockey Inc. by invitation.

Supporters who are also Members of the Association shall enjoy all the privileges of membership in the Association.

ARTICLE 9 – Notices

9.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the Article, 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:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with Article 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Administrator may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the Administrator to be reliable. The declaration by the Administrator that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

9.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws 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.

ARTICLE 10 - Bylaws and Amendments

- 10.01** Unless the Article, the by-laws or a unanimous member agreement otherwise provides, the directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association, except in respect of matters referred to in subArticle 197(1) of the Act, the directors shall submit the by-law, amendment or repeal to the members at the next meeting of members, and the members may, by ordinary resolution, confirm, reject or amend the by-law, amendment or repeal.
- 10.02** The by-law, amendment or repeal is effective from the date of the resolution of the directors. 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.
- 10.03** The by-law, amendment or repeal ceases to have effect if it is not submitted by the directors to the members or if it is rejected by the members.
- 10.04** If a by-law, an amendment or a repeal ceases to have effect, a subsequent resolution of the directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the members.
- 10.05** A member entitled to vote at an annual meeting of members may, in accordance with Article 163 of the Act, make a proposal to make, amend or repeal a by-law.
- 10.06** The Association shall, within 12months after the day on which the members confirm, amend or repeal a bylaw, send to the Director a copy of any by-law, amendment or repealed by-law, except for those that have been rejected by the members.

ARTICLE 11 – Dispute Resolution

11.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Article 11.02 of this by-law.

11.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the Article or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Association as set out in the Article, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or

controversy shall be settled by the process set out in the Association's Hockey Operations Dispute Resolution policy.

ARTICLE 12 – Effective Date

12.01 Effective Date

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be Continuance By-Law No. 1 of the Association, as enacted by the directors of the Association by resolution on the 30th day of May, 2013 and confirmed by the members of the Association by special resolution on the 30th day of May, 2013.

Dated as of the 23rd of June, 2016.

Hugh Campbell

Chairman, Barrie AAA Zone Hockey Inc.