
Orillia-Oro Minor Hockey Association
By-laws

Version 1.0

December 30th, 2024

ORILLIA-ORO MINOR HOCKEY ASSOCIATION

BY-LAWS

CONTENTS

1. Definitions and Interpretation	Page 3
2. Head Office and Seal	Page 6
3. Mission of the Association	Page 6
4. Affiliations	Page 7
5. Classes of Membership	Page 8
6. Terms of Membership and Eligibility	Page 8
7. Local League Membership Rights	Page 10
8. Meetings of the Membership	Page 11
9. Board of Directors	Page 15
10. Procedure for Elections of Directors	Page 16
11. Composition of the Board	Page 20
12. Employees of the Association	Page 26
13. Authority of the Association	Page 27
14. Management of the Association	Page 30
15. Voting of Directors	Page 35
16. Committees of the Board	Page 36
17. Territory and Borders	Page 40
18. Centre Point	Page 40
19. Team Name and Official Colours	Page 41
20. AAA Affiliation	Page 41
21. Execution of Documents	Page 41
22. Financial Year	Page 42
23. Banking Arrangements	Page 42
24. Borrowing by the Association	Page 43
25. Notice	Page 43
26. Passing and Amending By-laws	Page 44
27. Rules of Procedure	Page 45
28. Repeal of Prior By-laws	Page 45
29. Effective Date	Page 45

ORILLIA-ORO MINOR HOCKEY ASSOCIATION

BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of the ORILLIA-ORO MINOR HOCKEY ASSOCIATION.

BE IT ENACTED as a By-law of the ORILLIA-ORO MINOR HOCKEY ASSOCIATION as follows:

ARTICLE 1 DEFINITIONS AND INTERPRETATION

- 1.1** In this By-law and all other by-laws and resolutions of the Association, unless the context otherwise requires:
- (a) "**Act**" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, Chapter 15 , and any statute amending or enacted in substitution therefor, from time to time;
 - (b) "**Affiliated Player**" means a player who is eligible to participate for his registered hockey team and one other team of a higher division or category;
 - (c) "**Annual Meeting**" means the annual meeting of the Association, as provided for under the Act;
 - (d) "**Agreement**" means the Memorandum of Agreement regarding the creation of Orillia-Oro Minor Hockey Association, dated December 12th 2024, entered into between Orillia Minor Hockey and Oro Minor Hockey, and all schedules thereto;
 - (e) "**Articles**" means any instrument that incorporates the Association or modifies its incorporating instrument from time to time, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, or special actt;
 - (f) "**Association**" or "**OOMHA**" means Orillia-Oro Minor Hockey Association (or such other name as the Association may in the future legally adopt) created in accordance with the Agreement;
 - (g) "**Board**" means the board of directors of the Association;

- (h) “**Business Day**” means a day other than a Saturday, Sunday or any day on which the principal commercial banks are not open for business during normal banking hours;
- (i) “**By-laws**” means the duly authorized general corporate by-laws of the Association, and the terms “**Orillia Minor Hockey By-laws**” and the “**Oro Minor Hockey By-laws**” refer to the general corporate by-laws of Orillia Minor Hockey and Oro Minor Hockey, respectively;
- (j) “**Centre**” is a recognized minor hockey association within the OMHA from a city, town, village, municipality or geographic subdivision which has corporate limits or boundaries accepted by the OMHA for the purposes of determining hockey eligibility of players for competition within the jurisdiction of the OMHA;
- (k) “**Chair**” means the President of the Association;
- (l) “**Code of Conduct**” means any set of rules, guidelines and principles that define the expected behaviour and ethical standards for the Members, Directors, Officers, employees, players and/or volunteers of the Association;
- (m) “**Delegate**” or “**Delegates**” means an individual or individuals, as the case may be, who are authorized to represent and vote on behalf of a Voting Member at any Members’ Meeting of the Association;
- (n) “**Director**” means an individual who has been elected or appointed to the Board of the Association;
- (o) “**GBTLL**” means the Georgian Bay Triangle Local League (or such other name as the GBTLL may in the future legally adopt);
- (p) “**GBMHL**” means the Georgian Bay Minor Hockey League (or such other name as the GBMHL may in the future legally adopt);
- (q) “**HC**” means Hockey Canada (or such other name as Hockey Canada may in the future legally adopt);
- (r) “**Honorary Lifetime Members**” means a class of Members of the Association, as set out in the Articles and Section 6.1(c) of these By-laws;

- (s) **“House League”** means a group of teams from a minor hockey association which compete regularly in a recreational league;
- (t) **“Letters Patent”** means the letters patent of Orillia Minor Hockey and/or Oro Minor Hockey, as may have been amended by supplementary letter patent or as may be amended by articles of amendment;
- (u) **“Local League”** means a group of teams from a number of minor hockey associations which compete regularly in a recreational league;
- (v) **“Local League and House League Organizations”** means the Local League and House League focussed minor hockey organizations of Orillia Minor Hockey and Oro Minor Hockey;
- (w) **“Local League and House League Members”** shall mean the individual members of each of the Local League and House League Organizations, as defined under the Orillia Minor Hockey By-laws and the Oro Minor Hockey By-laws;
- (x) **“Members”** means all classes of membership in the Association as provided for in Article 5 and **“Member”** means any one of them;
- (y) **“Members’ Meeting”** means the Association’s Annual Meeting or a Special Meeting, as applicable in the circumstances;
- (z) **“Non-voting Members”** means the class of non-voting Members of the Association, as set out in the Articles and Section 6.1(b) of these By-laws;
- (aa) **“Officers”** means the individuals who hold the offices of the Association duly appointed by the Board, as set out in the By-laws;
- (bb) **“OHF”** means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- (cc) **“OMHA”** means the Ontario Minor Hockey Association Inc. (or such other name as the OMHA may in the future legally adopt);
- (dd) **“Orillia Minor Hockey”** means The Orillia Minor Hockey Association incorporated by Letters Patent, under the Predecessor Act, as a not-for-profit corporation on October 20, 1967, and identified as Ontario corporation number 206508;

- (ee) **“Oro Minor Hockey”** means Oro Minor Hockey Association incorporated by Letters Patent, under the Predecessor Act, as a not-for-profit corporation on February 16th, 1982, and identified as Ontario corporation number 497786;
- (ff) **“Parties”** means Orillia Minor Hockey and Oro Minor Hockey, and “Party” means either of them;
- (gg) **“Policies”** means written statements governing issues affecting the affairs of the Association, including any Code of Conduct, which have been considered and approved by the Board;
- (hh) **“Predecessor Act”** means the *Corporations Act* R.S.O. 1990, Chapter 38, as amended from time to time;
- (ii) **“Registered Player”** means a minor hockey player registered with the Association, who is up-to-date in paying their registration fees and are eligible to play for the Association;
- (jj) **“Representative Team”** means a minor hockey team which is eligible to play for an OMHA, OHF and/or HC championship and whose players are eligible by age and residence;
- (kk) **“Special Meeting”** means any Members’ Meeting other than the Annual Meeting;
- (ll) **“Special Resolution”** means a resolution approved by not less than 2/3rds of the votes cast at a Members’ Meeting or Board meeting, as the context requires;
- (mm) **“Voting Members”** means the class of voting Members of the Association, as set out in the Articles and Section 6.1(a) of the By-laws; and
- (nn) **“YSMHL”** means the York Simcoe Minor Hockey League (or such other name as the YSMHL may in the future legally adopt);

1.2 INTERPRETATION

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) other than as specified in Section 1.1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act.;

- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) words importing one gender include all genders;
- (d) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in the person’s capacity as trustee, executor, administrator, or other legal representative;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) the By-laws of the Association shall be interpreted in accordance with and subject to the purposes of the Association, which purposes are incorporated by reference and made a part hereof; and
- (g) this By-law is enacted subject to the Act and Articles. Whenever this By-law may conflict with the Act or the Articles, such conflict shall be resolved in favour of such law or Articles. If any provision of this By-law or the application thereof to any person or circumstance shall, to any extent, be invalid or unenforceable, the remainder of this By-law or the application of such provision to persons or circumstances other than those to which it is held invalid or unenforceable, shall not be affected thereby and each provision of this By-law shall be separately valid and enforceable to the fullest extent permitted by law.

ARTICLE 2 HEAD OFFICE AND SEAL

- 2.1** The corporate seal of the Association, if any, shall be in the form as the Board may by resolution adopt and shall be entrusted to the Secretary of the Association for its use and safekeeping. A document executed on behalf of the Association is not invalid merely because the corporate seal is not affixed thereto.
- 2.2** The head office of the Association shall be initially located in Simcoe County at the West Orillia Sports Complex, 100 University Avenue, Orillia. Ontario, L3V 6H1 and until otherwise determined by the Board, or at such other place in Simcoe County as the Voting Members may, from time to time, determine by Special Resolution pursuant to the Act.

ARTICLE 3 MISSION OF THE ASSOCIATION

- 3.1** The purpose of the Association is to organize, develop and promote representative minor ice hockey for the youth of OOMHA and those territories granted to the Association by the OMHA. The Association will provide the opportunity to participate at the highest competitive level; to instill in all players, coaches, managers and members associated with the OOMHA, good sportsmanship, correct and proper behavior on and off the ice, and respect for authority and team play;
- 3.2** The Association shall be carried on and operated as a not-for-profit corporation without the purpose of gain, for its Members, Directors, or Officers, and any profits or other accretions to the Association shall be used in promoting its purposes, as set out in the Articles.
- 3.3** In accordance with the Agreement, Orillia Minor Hockey and Oro Minor Hockey agreed to surrender their existing OMHA rights to Representative Team hockey , and to transfer such rights to the Association, which shall operate, manage and administer a Representative Team hockey program on behalf of the Parties and the Local League and House League Members.
- 3.4** Orillia Minor Hockey and Oro Minor Hockey shall continue to operate their own recreational House League and Local League hockey programs on behalf of their respective Local League and House League Members, consisting of community specific teams playing out of their hometown arenas and local communities. As the Local League and House League Organizations, Orillia Minor Hockey and Oro Minor Hockey will continue to be responsible for the administration and affairs of their House League and Local League teams, subject to certain mutually agreed upon business functions of a shared nature, as well as certain OMHA specific program issues that the Local League and House League Organizations, pursuant to the terms of the Agreement, have agreed will be managed exclusively by the Association on behalf of the Local League and House League Organizations.

ARTICLE 4 AFFILIATIONS

- 4.1** The Association shall operate as an accredited member of the OMHA, OHF, HC, YSMHL and GBTMH, as well as any successor or related organizations, and shall be governed by the rules and regulations of such parent organizations as may be applicable from time to time.

4.2 Player Affiliation (AP) will be available to players who are qualified as per OMHA regulations. Affiliated Players must be registered with one (1) of the following associations in order to be considered:

1. Orillia-Oro Minor Hockey Association
2. Orillia Minor Hockey Association
3. Oro Minor Hockey Association

ARTICLE 5 CLASSES OF MEMBERSHIP

5.1 There shall be three (3) classes of Members in the Association, as follows:

- (a) Voting Members;
- (b) Non-voting Members; and
- (c) Honorary Lifetime Members.

ARTICLE 6 TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

(a) Voting Members

(i) Orillia Minor Hockey and Oro Minor Hockey shall be the only Voting Members of the Association, each entitled to nominate and elect or appoint, as the case may be, an equal number of Directors to the Board. No additional Voting Members shall be permitted to join the Association without the prior consent of both Orillia Minor Hockey and Oro Minor Hockey.

(ii) For the purposes of Members' Meetings of the Association, the representative Directors elected or appointed by Orillia Minor Hockey and Oro Minor Hockey to the Board shall also be deemed to be the Delegates authorized to represent their respective Local League and House League Organizations, as the case may be, and vote on their behalf.

(b) Non-voting Members.

The Non-voting Members shall be exclusively comprised of the Directors on the Orillia and Oro Minor Hockey Boards and all Local League and House League Members. Except for those Directors also acting in their capacity as Delegates for the purposes of representing their respective Local League and House League

Organizations, the Members comprising this class shall not have any voting rights at OOMHA Members' Meetings.

(c) Honorary Lifetime Members

An individual who has rendered extraordinary and distinguished service to the Association may be granted an honorary lifetime membership in the Association. Individuals may be nominated to be Honorary Lifetime Members by any Member of the Association and granting membership as an Honorary Lifetime Member must be confirmed by a majority vote of the Board. Honorary Lifetime Members shall have no voting rights with the Association, but will be invited to attend the Annual Meeting each year.

6.2 Membership and Board Lists

The Secretary of the Association shall prepare and maintain a list of current Members and Directors of the Association as of the Annual Meeting in each year and be updated throughout the year as necessary and be made available to all Directors in accordance with the Act. Such list of the Members and Directors shall be used to determine eligibility to attend and vote at the Annual Meeting, Board meetings and any other Members' Meetings that may be authorized and convened from time to time. The Members' list may only be made available to a Member pursuant to a written request in accordance with the Act.

6.3 Termination

Membership in the Association shall not be transferable and shall terminate upon a Member's resignation in writing, or death in the case of an individual membership or in the case of Orillia Minor Hockey or Oro Minor Hockey, by providing notice to the other Party of its intention to terminate its organization's membership in the Association. Members may resign from the Association by submitting a resignation in writing addressed to the Secretary of the Association, who in turn notifies the Board members.

6.4 Right to Attend and Vote

Only the Delegates, representing the Voting Members, shall be entitled to notice of, attend, and to vote at all Members' Meetings of the Association. The Voting Members shall be entitled to make or second a motion, speak to a motion, and vote at any Members' Meeting. The Non-voting Members, who are not also Delegates, and the Honorary Lifetime Members shall be entitled to notice of and attend all Members' Meetings of the Association, but shall have no right to

participate in or vote at any such Members' Meetings. Notwithstanding the foregoing, the Local League and House League Members will be entitled to participate in discussions and pose questions to the Board that are relevant to the purposes of the Members' Meeting.

6.5 Disciplinary Act or Termination of Membership for Cause

- (a) Subject to Section 6.6 below, the Board may discipline, suspend all or any Member's or Delegate's membership privileges for a period of time, not exceeding one (1) year, or terminate a Member or Delegate in the following circumstances:
 - (i) for a material breach of any of provision of the Articles, By-laws or Policies;
 - (ii) for carrying out any conduct deemed detrimental to the Association, as determined by the Board in its sole discretion, including violating the Association's Code of Conduct;
 - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose(s) of the Association.

6.6 Remedies for Members' or Delegates' Conduct.

- (a) In the event any one or more of the circumstances described in Section 6.5 should occur,
 - (i) a disciplinary or termination action may be taken against the Member or Delegate, provided the affected Member or Delegate shall be given at least fifteen (15) days' written notice that the Board has commenced an investigation against the Member or Delegate for an alleged act committed by the Member or Delegate under Section 6.5, including the nature of any potential disciplinary action or termination being contemplated by the Board; and the Member or Delegate shall be given an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before any disciplinary action or termination of membership taken by the Board against the Member or Delegate becomes effective. The Member or Delegate shall be forthwith notified in writing upon the Board rendering a decision. The provisions of this Section 6.6 are in addition to any Policies adopted by the Board from time to time. All disciplinary or termination actions taken against a Member or Delegate shall be done in good faith and in a fair and reasonable manner; or

(ii) notwithstanding paragraph 6.6(a)(i), if the Board has received a complaint or otherwise becomes aware of any allegation that a Member or Delegate has committed or is threatening to commit an act under Section 6.5, the nature and severity of which is sufficiently serious or egregious to warrant immediate action by the Board, the Board may, in its sole discretion acting reasonably, deliver a notice of suspension to the Member or Delegate, with reasons, suspending the Member's or Delegate's membership rights and privileges, until such time as the Board has had an opportunity to investigate and decide upon the allegations. The Board will adhere to applicable rules of procedural fairness in a timely manner, including giving the affected Member or Delegate an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before the Board decides upon any disciplinary action or termination to be taken against the Member or Delegate. If, after an investigation, the Board determines that the allegations are without merit, unsubstantiated or do not support any termination of membership, such suspension shall be lifted, subject to any other disciplinary action the Board may elect to invoke. If, however, the Board determines that, after an investigation, there is sufficient evidence to justify terminating the Member's or Delegate's membership in the Association, the membership of such Member or Delegate shall be permanently terminated. In either case, the Member or Delegate shall be forthwith notified in writing upon the Board rendering a decision.

6.7 Membership Fees

Subject to the Agreement, registration or membership fees shall be prescribed by the Board, from time to time. Fees for any unexpired term are non-refundable, subject to the discretion of the Board.

ARTICLE 7 HOUSE LEAGUE / LOCAL LEAGUE MEMBERSHIP RIGHTS

7.1 The Association acknowledges that:

- (a) Local League and House League Members shall continue to be members of Orillia Minor Hockey and Oro Minor Hockey, as applicable, in accordance with the Orillia Minor Hockey By-laws and Oro Minor Hockey By-laws, respectively.
- (b) The Parties will operate a consistent registration process for all players both at the Representative Team, House League and Local League hockey levels, which shall allow all eligible Representative Team hockey players to have their applicable Centre and territorial rights assigned to the Association for all OMHA, OHF and HC purposes.

- (c) Representative Team hockey players rights as Local League and House League Members will remain with their respective Local League and House League Organization, and will be determined using the player's residential address within such territory, using the OMHA borders in place between the Parties, as recognized on May 1st of each year.
- (d) The Local League and House League Members shall exercise their rights within their respective Local League and House League Organization, for all purposes provided for under the Act, including the right to attend membership meetings, exercise voting rights, and elect the directors of their respective Local League and House League Organization, and thereby indirectly to the Association.
- (e) The Local League and House League Members shall be entitled to appropriate prior notice, and the right to attend the Association's Members' Meetings, including the right to receive information and reports from the Board and participate in any general discussion involving the affairs of the Association. Notwithstanding the foregoing, Local League and House League Members' voting rights shall be limited to the right to vote at the membership meetings of their respective Local League and House League Organizations and not at Members' Meetings of the Association.
- (f) NRP (Non-Resident Players) who are selected for a Representative Team will have voting rights with only one (1) of the Local League and House League Organizations. To determine where they will have the right to vote, players would vote with Orillia Minor Hockey if their home address is north of Oro-Medonte Line 13 and Oro Minor Hockey if their home address is south of Oro-Medonte Line 13.

ARTICLE 8 MEETINGS OF THE MEMBERSHIP

8.1 Annual Meeting of Members

- (a) The Annual Meeting of the Members shall be held prior to June 15th each year, at a time, place and day determined by the Board. Any Member, upon request, shall be provided, not less than five (5) Business Days, or other number of days before the Annual Meeting that may be prescribed by the Act, with a copy of the approved financial statements, any applicable auditor's report or review engagement report, and any other financial information required by the By-laws or Articles.
- (b) The following business shall be transacted at the Annual Meeting, to be set out in the agenda of such Annual Meeting;

- (a) approval of the agenda;
- (b) approval of the minutes of the previous Annual Meeting;
- (c) receiving reports of the activities of the Association during the preceding year;
- (d) receiving information regarding the planned activities of the Association for the current year;
- (e) receiving the annual financial statements and the report of the auditor or review engagement, as applicable, of the Association;
- (f) appointment or reappointment of the auditor or accountant conducting a review engagement, or waiver of both, for the ensuing year, as the case may be, subject to the requirements under the Act;
- (g) consideration of any amendments to the Association's Articles or By-laws proposed by the Board;
- (h) Any other special business of the Board that may be properly brought before the Annual Meeting, the particulars of which to be included in the notice of such meeting; and
- (i) the election of Directors to the Board.

8.2 Special Meetings of Members

- (a) In addition to the Annual Meeting, a Special Meeting may be called at any time by:
 - i) A resolution of the Board; or
 - ii) On requisition to the Board, signed by at least 10% of all Delegates representing the Voting Members, specifying the nature of the business to be discussed at such Special Meeting. Subject to the exceptions under the Act, upon receiving such a requisition, the Board shall call a Special Meeting within twenty-one (21) days. The only business that may be conducted at a Special Meeting shall be the matter or matters specified in the notice of requisition, and no other. If the Board does not call the Special Meeting within the twenty-one (21) day period, any Delegate who signed the requisition may call the meeting.

- (b) The only business to be transacted at a Special Meeting shall be limited to that specified in the Board notice calling the Special Meeting or as specified in the Delegate(s) notice of requisition, and no other.

8.3 Notice of Meetings

- (a) Annual Meeting

Notice of the Annual Meeting shall set out the agenda, including particulars of any other special business to come before the Annual Meeting, the time and the place of the Annual Meeting, and such notice shall be posted on the Association's website, Orillia Minor Hockey website, and Oro Minor Hockey website. Notice will also be distributed electronically to each Director/Delegate, auditor of the Association or person conducting a review engagement, and the Members using the membership distribution lists for the Association, Orillia Minor Hockey and Oro Minor Hockey, at least thirty (30) days, but no more than fifty (50) days, prior to the date of such meeting.

- (b) Special Meetings

Notice of any Special Meeting, along with the applicable agenda setting out the nature of the business to be conducted at such meeting shall be posted on the Association's website, Orillia Minor Hockey website, and Oro Minor Hockey website. Notice will also be distributed electronically to each Director/Delegate, auditor of the Association or person conducting a review engagement, and the Members using the membership distribution lists for the Association, Orillia Minor Hockey and Oro Minor Hockey at least fifteen (15) days, but no more than fifty (50) days, prior to the date of such meeting.

- (c) Error or Omission in Notice

No inadvertent error or omission in giving notice of any Annual Meeting or Special Meeting or any adjourned meeting, whether Annual or Special, shall invalidate such a meeting or make void any proceedings taken at such meeting and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such meeting.

8.4 Quorum

A quorum for an Annual Meeting or Special Meeting of the Association shall be a minimum of eight (8) Delegates eligible to vote and present in-person or by any

permitted telephonic, electronic or other communication facility, provided that there shall be no fewer than four (4) Delegates appointed by each Voting Member present. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

8.5 Voting Procedures

- (a) A majority of votes cast by those Delegates entitled to vote, unless otherwise required by the Act or by the By-laws of the Association, shall decide every question proposed for consideration at Members' Meetings.
- (b) Subject to Section 8.9, the Chair presiding at a Members' Meeting shall be entitled to vote on all matters, but in the event of a tie, shall not have a second or casting vote. In the event of tie, the motion is defeated.
- (c) An abstention by a Delegate shall not be considered a vote cast;
- (d) At all Members' Meetings, matters requiring a vote shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Delegate. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- (e) Notwithstanding paragraph 8.5(d) above, any vote referred to in that subsection may be held, in accordance with the regulations under the Act, if any, entirely by means of a telephonic, an electronic or other communication facility, if the Association makes available such a communication facility. Any Delegate participating in a Members' Meeting under Section 8.7 may vote at that meeting, and that vote may be held, in accordance with the regulations under the Act, if any, by means of the telephonic, electronic or other communication facility that the Association has made available for that purpose

8.6 No Proxies

Proxies will not be permitted. The Delegates representing the Voting Members of the Association must be present in-person or by any permitted telephonic,

electronic or other communication facility at the Annual Meeting and any Special Meetings of the Association in order to exercise their voting rights in relation to matters coming before the Annual Meeting and any Special Meetings.

8.7 Participation by Electronic Means at Members' Meetings

- (a) The Board, or Voting Members on a requisition to the Board, may choose to hold a Members' Meeting entirely by one or more telephonic or electronic means, or by a combination of in-person attendance and one or more telephonic or electronic means, that enables all persons entitled to attend the meeting to reasonably participate. A Member participating in such a meeting is deemed to be present at the meeting. Any person participating in a Members' Meeting pursuant to this section who is entitled to vote at that meeting may vote, subject to the Act, by means of any telephonic or electronic means made available for that purpose.
- (b) If a Members' Meeting is to be held entirely or partially by telephonic or electronic means, the notice of meeting must include instructions for attending and participating in the meeting and, if applicable, instructions for voting electronically at the meeting. If the meeting is to be held entirely by telephonic or electronic means, the notice of meeting need not specify a place of the meeting. The notice of any Members' Meeting will also be posted on the Association's and Local League and House League Organizations' websites, all in accordance with Section 8.3.

8.8 Adjournments

Any Members' Meeting 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. No notice shall be required of any such adjourned meeting other than to those Members present in person at the adjourned meeting. Such adjournment may be made notwithstanding that no quorum is present.

8.9 Chair

In the absence of the President and any Vice-President, those Delegates entitled to attend and vote at any Members' Meeting shall be entitled to choose another

Director to act as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Delegates present shall choose any other individual member of one of the Local League and House League Organizations to be Chair, provided that where such other individual member of a League and House League Organization acts as Chair, the Chair shall not be entitled to cast a vote.

ARTICLE 9 BOARD OF DIRECTORS

9.1 Composition of the Board

Eligibility

A Director:

- (a) shall be an individual who is eighteen (18) years of age or more;
- (b) shall not be a person who has the status of bankrupt;
- (c) shall not be a person who has been found to be incapable by any court in Canada or elsewhere;
- (d) shall 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) shall be a Local League and House League Member in good standing of either Orillia Minor Hockey or Oro Minor Hockey at the time of his or her election or appointment;
- (f) shall remain a Local League and House League Member in good standing of Orillia Minor Hockey or Oro Minor Hockey throughout his or her term of office; and
- (g) shall not be an executive member, board member, director or employee of any other governing body associated with minor hockey including, but not limited to, Hockey Canada, the OHA, OHF, OMHA, YSMHL, GBTLL, GBMHL, and any other bodies that may be deemed to be governing by the Association.

9.2 Number of Directors/Delegates

(a) Directors:

(i) Subject to the Interim Board under Section 9.3, and unless otherwise changed in accordance with these By-laws and the Act, the affairs of the Association shall be managed by a Board of twelve (12) elected Directors.

(ii) Each of the Voting Members shall be entitled to nominate and elect six (6) Directors to the Board from among the directors serving on the boards of the Local League and House League Organizations, and each Voting Member shall be entitled to remove and replace their respective nominees from time to time in accordance with these By-laws.

(iii) Notwithstanding paragraph 9.2(b) above, in the event there are an insufficient number of directors on the boards of either Local League and House League Organization that are able and willing to serve as Directors on the OOMHA Board, the affected Local League and House League Organization may nominate and elect an individual member or members in good standing of such Local League and House League Organization to be Directors on the Board.

(iv) If the Articles provides for a range of Directors, the Voting Members may, by a Special Resolution, increase or decrease the number of Directors within such range, provided that if the Voting Members have, by Special Resolution, empowered the Board to fix the number within the range provided for in the Articles, the Board may change the number of Directors within the range specified in the Association's Articles. In either case, the ability of each Local League and House League Organization to elect or appoint an equal number of Directors to Board shall be maintained and any change in the number of Directors shall be in accordance with the Act.

(b) Delegates:

For the purposes of Members' Meetings, the twelve (12) Directors elected or appointed to the Board under Section 9.2(a) shall also act as the Delegates representing the Voting Members, with each Delegate entitled to cast one (1) vote at any Members' Meeting.

9.3 Interim Board of Directors

Upon the enactment of these By-laws, the Voting Members shall immediately elect a six (6) member interim Board of the Association (the "**Interim Board**"), comprised of three (3) voting Directors nominated and elected by each Party, who

shall serve on the Board until the first Annual Meeting of OOMHA, to oversee and coordinate an effective transition of the Agreement and the successful launch of a coordinated Representative Team hockey program by the Association. Following the conclusion of this transition period, the Parties will elect Directors to the Association's Board in accordance with Section 9.5 of these By-laws. To the extent possible, the members of the Interim Board shall have served on the board of directors of Orillia Minor Hockey or Oro Minor Hockey during the negotiation of the Agreement, in order to ensure adequate knowledge and familiarity with the Agreement and the intent of the Parties.

9.4 The Interim Board may also, in its discretion, appoint additional non-voting Directors, Officers and/or convenors, or hire administrative staff as necessary during the transition period, to assist in the implementation of the Agreement.

9.5 Permanent Board of Directors

(a) The affairs of the Association shall fall under the supervision of and be governed by a Board jointly administered by the Parties, subject to the provisions of the Act, the Agreement and these By-laws.

(b) Following the election or appointment of the twelve (12) Directors to the Association's Board, the Association's Board shall have the authority to appoint additional non-voting Directors for certain specialized roles, as provided for under these By-laws.

ARTICLE 10 PROCEDURE FOR ELECTION OF DIRECTORS

10.1 The Association's Board shall consist of the following twelve (12) voting Directors:

1. President
2. Vice-President - Hockey Operations
3. Vice-President - OMHA Delegate
4. U10-U13 Convenor
5. U14-U18 Convenor
6. Director of Player and Coach Development
7. Director of Equipment and Apparel
8. Director of Marketing and Communications

9. Director of Risk Management and Head Trainer
10. Secretary
11. Orillia Minor Hockey Centre Convenor
12. Oro Minor Hockey Centre Convenor

10.2 Election by Slate

In order to establish a rotation of Directors on the Board, the nomination and election of Directors from each Local League and House League Organization shall be staggered on an annual basis, providing for three (3) Directors from the board of each Local League and House League Organization each year to be elected/appointed to the Board. Commencing at the first Annual Meeting following the enactment of these By-laws, all twelve (12) Directors nominated and elected by Orillia Minor Hockey and Oro Minor Hockey shall serve on the Board, with six (6) Directors listed in Slate "A" of Section 10.3 being elected for a two (2) year term, and six (6) Directors listed in Slate "B" of Section 10.3 being elected for a one (1) year term. Following the first set of elections, and once an appropriate rotation has been established, the applicable term for all Directors will be two (2) years. For the purposes of maintaining continuity of Directors, the Board will always consist of at least six (6) Directors from the previous year's Board.

10.3 Rotating Slates

The applicable "Slates" for the purpose of rotating the positions held by the Directors on the Association's Board shall be as follow:

Slate "A" Board Positions (3 nominated by Orillia Minor Hockey and 3 nominated by Oro Minor Hockey)	Slate "B" Board Positions (3 nominated by Orillia Minor Hockey and 3 nominated by Oro Minor Hockey)
President	Secretary
Vice-President Hockey Operations	Vice-President OMHA Delegate
U10-U13 Convenor	U14-U18 Convenor
Director of Player and Coach Development	Director of Risk Management and Head Trainer
Director of Equipment and Apparel	Director of Marketing and Communications
Orillia Minor Hockey Centre Convenor	Oro Minor Hockey Centre Convenor

10.4 Removal and Replacement of Directors

(a) The Voting Members entitled to nominate and appoint/elect Directors to the Board shall be entitled to remove and replace any such appointed/elected Directors in accordance with the terms of these By-laws, and the Orillia Minor Hockey By-laws and Oro Minor Hockey By-laws, where applicable, and shall provide notice to such Director and the Association.

(b) Any vacancy occurring on the Board by reason of the death, disqualification, inability to act, resignation or removal of any Director shall be filled only by a further nominee appointed by the Local League and House League Organization whose nominee was so affected so as to maintain a Board consisting of the numbers of nominees specified in Section 9.2(a).

(c) In the event that a substitute Director is appointed by a Local League and House League Organization to fill such a vacancy, the appointed Director shall serve the balance of the elected Director's term, until such time as a regularly scheduled election is required.

10.5 The Association's Board shall have the authority to select an Executive Committee by appointment from amongst the Directors on the Board.

10.6 The term of each Director shall officially commence on June 1st of the year in which they were elected or appointed as a Director by their Local League and House League Organization, or immediately following the Annual Meeting of the Association, whichever occurs first.

10.7 Removal of Director for Absenteeism

The absence of a Director from three (3) consecutive Board meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board meetings shall be deemed to be a resignation of the said Director from the Board, unless such period of absence has been specifically excused, waived or approved by a majority of the Board. Directors may only have one (1) excused absence per year.

10.8 Resignation of Director

A Director of the Board may resign his or her position as a Director by submitting a letter of resignation to the President of the Association.

10.9 Suspension by Board

While only the Voting Members may remove an elected Director prior to the end of their term of office, the Board may, by Special Resolution passed at a special meeting of the Board, suspend a Director from attending and voting at Board meetings as a result of a major infraction alleged to have been committed by such Director, in violation of the Association's Code of Conduct pursuant to a complaint, where the nature and severity of such alleged infraction is sufficiently serious to warrant the Director's immediate suspension from the Board until the earlier of such time as the Board has had an opportunity to investigate and decide upon the complaint, provided the Board adheres to applicable rules of procedural fairness in a timely manner. If, after such investigation, the Board determines that the complaint is without merit, unsubstantiated or does not support the permanent removal of the Director, such suspension shall be lifted, subject to any other disciplinary sanction the Board may elect to invoke. If, after such investigation, the Board determines that there is sufficient evidence to seek the removal of the Director permanently, the suspension shall remain in place while the Board forthwith calls a Special Meeting for the purpose of requesting that the Voting Members vote for the removal of such Director before the expiration of the Director's term of office.

ARTICLE 11 COMPOSITION OF THE BOARD

11.1 Defined Election Board Positions

The Association's Board shall include a number of defined Board positions. The directors holding certain positions on the boards of Orillia Minor Hockey and Oro Minor Hockey shall automatically be nominated for election to the positions on the Association's Board, shall be responsible for chairing sub-committee meetings of the Association, in accordance with all the duties listed in the Board's job descriptions set out in the OOMHA rules of operation. The aforementioned positions are as follows:

- (a) **Vice-President - Hockey Operations** (rotating): This Board position shall be filled by the Vice-President Orillia Minor Hockey in odd numbered years, and the Vice-President Oro Minor Hockey in even numbered years.
- (b) **Vice-President - OMHA Delegate** (rotating): This Board position shall be filled by the Vice-President Orillia Minor Hockey in even numbered years, and Vice-President Oro Minor Hockey in odd numbered years.

- (c) **Orillia Minor Hockey Centre Convenor:** This Board position shall be filled by a member of the board of directors for Orillia Minor Hockey. A member of Orillia Minor Hockey will be elected by board of directors of Orillia Minor Hockey annually to represent Orillia Minor Hockey's Local League interests.
- (d) **Oro Minor Hockey Centre Convenor:** This Board position shall be filled by a member of the board of directors of Oro Minor Hockey. A member will be elected by board of directors of Oro Minor Hockey annually to represent Oro Minor Hockey's Local League interests.

11.2 President

(a) The Association's Board shall have a rotating Presidency. In even numbered years, an Oro Minor Hockey board member shall be elected as the President of the Association and shall be responsible for chairing all meetings of the Board, and fulfilling all other responsibilities as outlined in this By-law and the OOMHA rules of operations. Conversely, in odd numbered years an Orillia Minor Hockey board member shall be elected as the President of the Association and shall be responsible for chairing all meetings of the Board, and fulfilling all other responsibilities as outlined in this By-law and the OOMHA rules of operations.

(b) On alternating years while not serving as the Association's President, the respective representative of either Oro Minor Hockey or Orillia Minor Hockey, as the case may be, shall serve as the Board's Secretary. The Secretary shall serve as the primary deputy to the President and will fill in for the President whenever necessary. The Secretary of the Association shall be a member of the Finance and Budget Committee and fulfil all other responsibilities as outlined in this By-law and the OOMHA rules of operations.

11.3 Vice-President – Hockey Operations/Vice-President – OMHA Delegate

(a) The Association's Board shall rotate the Vice-Presidency responsibilities. In odd numbered years, the Association's Vice-President - Hockey Operations shall be filled by Orillia Minor Hockey's Vice-President Operations, who shall be the primary contact for Members of the Association, and fulfilling all other responsibilities as outlined in this By-law and the OOMHA rules of operations. Conversely, Oro Minor Hockey's Vice-President – Representative Hockey Operations shall act as the Association's Vice-President – OMHA Delegate, and shall be the primary contact for the OMHA, and fulfilling all other responsibilities as outlined in this By-law and the OOMHA rules of operations. The Association's Vice-Presidents shall alternate responsibilities in even numbered years.

(b) The Vice-President – OMHA Delegate will act as the OMHA delegate for the Association. The Vice-President – Hockey Operations and the Vice-President – OMHA Delegate will be mutually responsible for all Representative Team hockey operations, and will co-chair the Finance and Budget Committee and fulfil all other responsibilities as outlined in this By-law and the OOMHA rules of operations.

(c) The Vice-President – Hockey Operations and the Vice-President – OMHA Delegate are equal in all responsibilities and will determine between themselves an equal split of all responsibilities.

11.4 Centre Convenors

The Orillia Centre Convenor will be elected by the board of directors of Orillia Minor Hockey. Conversely, the Oro Centre Convenor will be elected by the board of directors of Oro Minor Hockey. The Centre Convenors will act as representatives of their respective Local League Centres and shall represent the interests of their respective Local League associations on the Board. The Centre Convenors will work together to ensure cooperation between both of the Local League and House League Organizations and to standardize all rules and procedures in regards to Registered Players transitioning from recreational hockey to Representative Team hockey, and will fulfil all other responsibilities as outlined in this By-law and the OOMHA Rules of Operations.

11.5 U10-U18 Convenors

(a) The U10-U13 Convenor and the U14-U18 Convenor will decide (depending on their individual preferences and skill sets) which Director will be assigned to which role, these Directors may alternate such roles as necessary and appropriate.

(b) The two (2) Convenors shall co-chair a joint representative hockey committee, responsible for all Representative Team hockey operations, the selection and appointment of Representative Team coaches, and for coordinating the Representative Team hockey tryout process. The Convenors also oversee the supervision and administration of all Representative Team hockey teams to ensure compliance with the Association's policies and procedures.

11.6 Director of Player and Coach Development

The Player and Coach Development Director will be responsible for developing skill development curriculum for the benefit of Registered Players, and the cost-efficient sourcing of qualified skill development instructors. The Player and Coach Development Director will also be responsible for developing skill development curriculum for the benefit of coaches, and the evaluation/monitoring of coaches and their coaching credentials.

11.7 Director of Equipment and Apparel

The Director of Equipment and Apparel will be responsible for the cost-effective sourcing and maintenance of any equipment required by the representative teams, including jerseys and pucks. This Director will decide and be responsible for the cost-effective sourcing and delivery of team/fan wear for the Association.

11.8 Director of Marketing and Communications

The Director of Marketing and Communications will be responsible for oversight and governance for all sponsorships and fundraising activities as well as planning and organization of Association events as proposed by the Chair, the Board and its Members (does not include fundraising events planned within specific teams). This Director will decide and be responsible for oversight of the Association membership email list, social media accounts, and all mass communications with Members.

11.9 Director of Risk Management and Head Trainer

The Director of Risk Management and Head Trainer will be responsible for chairing the Discipline and Ethics Committee, and will fulfil all requirements of their position as outlined in this By-law and the OOMHA rules of Operations. The Head Trainer of the Association will be appointed by the Director of Risk Management and will report directly to the Director of Risk Management on all matters. The Head Trainer cannot attend meetings of the board unless requested to do so and does not have any right to vote at Association meetings. The Head Trainer will fulfil all requirements of the position as outlined in this By-law and the OOMHA rules of Operations.

11.10 Board Secretary

The Board Secretary shall be responsible to record the minutes of Members' Meetings, Board meetings, and Executive Committee meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law; as well as fulfil all requirements as listed in this By-law and OOMHA rules of operations.

- 11.11** The Board may appoint such assistant(s) to the Directors as the Board may determine by resolution from time to time.

ARTICLE 12 OFFICERS AND EMPLOYEES OF THE ASSOCIATION

12.1 Appointment of Officers

(a) Officers: The Board may appoint, including from among the Directors on the Board or directors on the boards of the Local League and House League Organizations, any person to hold any office with the Association as it deems necessary, other than those Board positions set out in Section 10.1 of these By-laws, and who shall have such authority and shall perform such duties as the Board may prescribe, assign or delegate to them from time to time, including, but not limited to, a Referee-in-Chief, Timekeeper, Ice Scheduler, and Registrar.

(b) Treasurer: The Board shall endeavour to appoint as Treasurer an individual who has an accounting designation, and employment experience and skills in accounting practice and procedures. The Treasurer shall be the point of contact for all financial management for the Board, and the point of contact for the Association's bookkeeper and will oversee the maintenance of the Board and team budgets, and the financial Policies and procedures established by the Board; as well as fulfil all requirements as listed in this By-law and OOMHA rules of operations. In the event the the Board Secretary also takes on the role as Treasurer, such Officer may be referred to as the "Secretary-Treasurer".

(c) Ceasing as Officer: Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- (i) the Officer's successor being appointed,
- (ii) the Officer's resignation, or
- (iii) such Officer's death.

12.2 Retention of Employees

(a) Recognizing that the Association is operated as a not-for-profit organization by volunteers, provisions shall be available for the Association to employ staff to fill critical administrative duties where there are no volunteers available to perform those duties. The Board shall have the power to hire staff, and where need be to terminate the employ of staff.

(b) The hiring and termination of all Association staff must be approved by the Board. Any employee(s) hired will be accountable to the President, or their designate. No Director of the Association may be hired as an employee of the Association. Without limiting the generality of the foregoing, the Association will retain staff where necessary.

ARTICLE 13 AUTHORITY OF THE ASSOCIATION

13.1 Powers and Jurisdiction

(a) Except as otherwise provided in these By-laws, the Board may exercise any of the powers and authority granted to the Board under the Agreement, the Act or any other statutes or laws as may be applicable from time to time.

(b) Without limiting the generality of the foregoing, pursuant to the Agreement, the Local League and House League Organizations transferred exclusive jurisdiction over operational issues associated with the administration of a shared Representative Team hockey program to the Association, including applicable OMHA related program obligations, as well as certain mutually agreed upon business issues of a shared nature, to be directed and controlled on behalf of the Local League and House League Organizations by the Board.

(c) For the purposes of these By-laws, the division of jurisdictional responsibilities enumerated by the Parties in the Agreement are expressly incorporated by reference into these By-laws.

13.2 Rules of Operation & Association Policy

The Board shall have the power to pass all necessary rules, Policies and regulations as deemed expedient by the Board, related in any way to the day to day operations and affairs of the Association, including without limitation, the conduct of Members, Directors, Officers, employees and volunteers; team operations, tryouts, coaching selection, ice time, player movement, registration, fees, fundraising, safety, ethics and discipline, member teams and guests,

provided such rules, policies and regulations are not otherwise inconsistent with the Articles and these By-laws.

ARTICLE 14 MANAGEMENT OF THE ASSOCIATION

14.1 Regular Board Meetings

(a) The Board of the Association shall meet regularly at least once a month and, if a meeting of the Board is not held during any one (1) month period, the President may call a meeting of the Board on at least five (5) Business Days prior written notice to the other Directors. At each meeting of the Board, unless waived unanimously by the Board, the President shall report fully to the Board with respect to the current status of the operations of the Association and with respect to all major developments or planned actions involving the Association and the Treasurer shall present to the meeting complete current financial information with respect to the Association and such other information as may be requested by the Board.

(b) The Board may at any time, by ordinary resolution, fix the place, date and time for any number of regular Board meetings and send a copy of the resolution of such meetings to each Director, and no other notice of the place, date and time of such meetings shall be required, subject to a meeting agenda being distributed to the Directors no less than two (2) Business Days before the regular meeting.

14.2 Special Board Meetings

Special Board meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three (3) Directors. Business transacted at a special Board meeting shall be limited to that specified in the notice calling the meeting.

14.3 Notice of Board Meetings

- (a) Notice of all Board meetings shall be communicated to all Directors at least five (5) days in advance of the meeting, unless all Directors agree to the calling of a meeting on shorter notice or the Board meeting is held on a regular day or date each month or immediately following a Members' Meeting.
- (b) A notice of meeting of Directors shall state the date, time, and place of meeting, and shall include a tentative agenda in the case of a regular Board meeting and shall specify the business to be conducted in the case of a special Board meeting.

- (c) No formal notice of any Board meeting shall be necessary if all the Directors are present or if those absent signify their consent to the meeting being held in their absence.
- (d) In the case of a meeting is held entirely or partially by telephonic or electronic means pursuant to Section 14.7, the notice of meeting shall include instructions for attending and participating in the meeting and, if applicable, instructions for voting electronically at the meeting. If a meeting is held entirely by telephonic or electronic means, the notice of meeting need not specify a place of the meeting.

14.4 Error in Notice

No error or omission in giving notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting, and 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.

14.5 Adjournment of Board Meetings

Any Board meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

14.6 Quorum

A quorum for the transaction of business at all meetings of the Board shall consist of at least eight (8) Director's present in person or by such telephone, electronic or other communication facilities permitted, provided that there shall be no fewer than four (4) Directors elected or appointed by each Voting Member present. If a quorum is not present at any meeting, the meeting shall either be adjourned to a fixed date or may be reconvened upon two (2) Business Days' notice to all of the Directors, at which reconvened meeting the quorum shall be a majority of Directors.

14.7 Electronic / Telephone Meetings

The President of the Association may choose to hold a meeting of the Board, or a committee of the Board, entirely by one or more telephonic or electronic means, or by a combination of in-person attendance and by one or more telephonic or electronic means, that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously during the meeting, and a Director participating in the meeting by these means is deemed to be present at the meeting..

14.8 Accountant and Audit Requirements

Subject to the requirements and waivers available under the Act, on an annual basis, the Board shall appoint an auditor or accountant of the Association to conduct an independent audit or review of the Association's financial books, records and statements. The audit report or review engagement of the accountant shall be finalized within six (6) months of the Association's financial year end, and delivered to the Board for approval, then made available to the Members at the Annual Meeting and shall be presented annually to the Local League and House League Members of Orillia Minor Hockey and Oro Minor Hockey during the course of their respective annual membership meetings.

14.9 Matters Requiring Special Consent of the Members

Subject to the Act, no decision will be made and no action taken by or with respect to the Association concerning the following special matters, without the express consent of both Orillia Minor Hockey and Oro Minor Hockey:

- (a) any change to the Association's Articles or By-laws;
- (b) any action that may lead to or result in a material change in the purposes and/or objects of the Association;
- (c) the borrowing of any money in excess of \$20,000;
- (d) the making or incurring of any single capital expenditure in excess of \$10,000;
- (e) the granting of any encumbrances on the assets of the Association;
- (f) the taking of any steps to wind up or terminate the corporate existence of the Association;

- (g) the entering into of a partnership, union of interests, joint venture or reciprocal concession with any person, corporation or organization;
- (h) altering the Association's borders, territory, centre point or AAA affiliation;
- (i) the entering into of an amalgamation, merger or consolidation with any other association or body corporate; or
- (j) any change in the number or representation of Directors.

14.10 Elected Directors Voting on Matters Requiring Special Consent

(a) For the purposes of those matters specifically requiring the special consent of Voting Members as defined above, the twelve (12) voting elected Directors representing Orillia Minor Hockey and Oro Minor Hockey shall act as the Delegates representing their respective Local League and House League Organizations. Such Delegates shall be entitled to vote on such matters, which shall require a majority of the Delegates of each of Orillia Minor Hockey and Oro Minor Hockey to vote in favour of such a resolution.

(b) For the purposes of those "Matters Requiring Special Consent" set out in Section 14.9 above, the Delegates representing Orillia Minor Hockey or Oro Minor Hockey must submit a proposal to an annual meeting or a special meeting of the members of each Local League and House League Organization, and the memberships must approve and authorize any such matters by a Special Resolution of those members eligible to vote.

14.11 Remuneration and Expenses

Board members shall serve without remuneration and no Director shall directly or indirectly receive any remuneration, salary or profit from his or her position as a Board member or for any service rendered to the Association. The Board may establish Policies relating to the reimbursement of the Board members for reasonable out-of-pocket expenses incurred in the performance of their duties as members of the Board of the Association, including attending meetings of the Board or any committee of the Board, and may issue honorariums as approved by the Board.

14.12 Directors and Officers Insurance

The Association shall, if determined appropriate by the Board, arrange directors' and/or officers' liability insurance coverage for the Directors and/or Officers of the Association on terms and conditions and in amounts deemed acceptable to the Board.

14.13 Indemnification

The Association shall indemnify each Director and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative proceeding to which he or she is made a party by reason of being or having been a Director of the Association provided;

- (i) he or she acted honestly and in good faith with a view to the best interests of the Association; and
- (ii) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

14.14 Member Consent

Any resolution in writing signed by all of the Delegates of a particular Voting Member shall be deemed to constitute the consent of that Voting Member to such written resolution, and any matter recorded in the minutes of a meeting of the Voting Members as having been approved or agreed upon, by resolution or otherwise, shall, subject to any contrary intention being indicated in the minutes, be deemed to have been consented to by a particular Voting Member.

14.15 Conflict of Interest

- (a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board meeting.
- (b) The declaration of a conflict of interest shall be made at the Board meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board meeting interested in the proposed contract or transaction or other matter, at the next Board meeting held after the Director assumes the office.

- (c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- (d) If a director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- (e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

14.16 Confidentiality

Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera. Every Director will read and agree to the confidentiality agreement in the OOMHA rules of operation.

ARTICLE 15 VOTING OF DIRECTORS

- 15.1** Except as otherwise provided for herein, all questions arising at any meeting of the Board shall be decided by a simple majority of votes by those Directors in possession of voting rights. Votes may be taken by secret ballot if requested by any Director present, but in the absence of any such demand, votes shall be by a show of hands for or against. In routine matters dealing with day-to-day operational issues, the President shall have a tie breaking vote on the Board.
- 15.2** In matters involving a material difference of opinion between the Parties involving the terms of the Agreement or these By-laws, including those matters requiring the special consent of Voting Members, should there be a deadlock between the Directors with voting rights appointed by Orillia Minor Hockey and Directors with voting rights appointed by Oro Minor Hockey, the Board shall appoint a mutually agreeable representative of the OMHA to act as mediator in an attempt to resolve the impasse.
- 15.3** Should no mutually agreeable resolution be reached, the mutually appointed OMHA Representative shall cast the tie breaking vote. The results of such a

decision shall be considered to be final and conclusive and no right of appeal shall apply.

ARTICLE 16 COMMITTEES OF THE BOARD

16.1 Committees may be established by the Board as follows:

(a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and

(b) Subject to the limitations on delegation set out in the Act, the Board may establish any standing or ad hoc committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

(c) All committee appointments shall be proposed by the President and reviewed by and approved by the Board. Subject to the standing committee guidelines set out below, all committees shall have the right to set their own internal rules and procedures in the carrying out of their mandates.

16.2 The following Committees shall be Standing Committees of the Board of the Association:

- (a) Executive Committee;
- (b) Finance and Budget Committee;
- (c) Representative Hockey Operations Committee;
- (d) Equipment and Apparel Committee;
- (e) Coaching Selection/Evaluation Committee
- (f) Discipline and Ethics Committee

16.3 Executive Committee

- (a) The Executive Committee shall consist of the President who shall chair the committee, the the Vice-President – Hockey Operations, the Vice President – OMHA Delegate, the Secretary and the Treasurer. This Committee shall be responsible for the day-to-day management of the affairs of the Association, including monitoring of all committees to ensure all Policies of the Association are being complied with.
- (b) The Executive Committee shall:
 - (i) during the intervals between Board meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board meeting;
 - (ii) review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for resolution;
 - (iii) recommend policy to the Board regarding management and administrative issues related to the Association;
 - (iv) deal with any other matters assigned to it by the Board or by the President.

16.4 Finance and Budget Committee

- (a) The Finance and Budget Committee shall be chaired by the President and shall consist of the Vice-President – Hockey Operations, the Vice President – OMHA Delegate, the Treasurer, the Secretary, and those staff responsible for day-to-day business and administration of the Association, such as the Administrator and Registrar as applicable.
- (b) The Finance and Budget Committee shall:
 - (i) prepare a budget for the Association not later than January 30th in each year, for the next fiscal year for submission to the Board for approval;
 - (ii) liaise with all Committees of the Board to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the Budget;

- (iii) recommend policy to the Board regarding financial budgeting and planning for the Association.
- (iv) Provide monthly reports to be presented at the board meetings.
- (v) Provide a year-end report to be presented at the Annual Meeting.

16.5 Representative Hockey Operations Committee

- (a) The Representative Hockey Operations Committee shall be co-chaired by the Vice President – Hockey Operations and the Vice President – OMHA Delegate, and shall consist of the Director of Player and Coach Development and any additional directors as required. This committee will be responsible for setting all dates and agenda for the Representative committee.
- (b) The Representative Hockey Operations Committee shall:
 - (i) provide oversight and support for the Representative Teams pursuant to the Policies of the Association;
 - (ii) establish and monitor Policies relating to Representative hockey operations provided that such Policies shall be and remain consistent with all other Policies of the Association;
 - (iii) recruit and train volunteers to perform the functions required to operate the Representative Teams;
 - (iv) provide management and support for the Representative Team tryout process, including the selection of an independent panel to objectively assess players;
 - (v) provide management and support for the Representative Team coaching selection process, in accordance with the Association's Policies; and
 - (vi) recommend policy to the Board regarding Representative hockey operations.

16.6 Equipment and Apparel Committee

- (a) The Equipment & Apparel Committee shall be co-chaired by the Director of Equipment and Apparel and Director of Marketing and Communication, and shall consist of any additional Directors as required.

- (b) The Equipment and Apparel Committee shall:
 - (i) Sourcing and providing an Apparel/Equipment provider for the association
 - (ii) Sourcing and providing a mascot costume and finding a volunteer to wear the mascot costume
 - (iii) Oversee and maintain the OOMHA logo;
 - (iv) carry out other duties as assigned by the Board, Executive Committee, or the President.

16.7 Coaching Selection/Evaluation Committee

- (a) The Coaching Selection/Evaluation Committee shall be chaired by the Director of Player and Coach Development and shall include the Vice President – Hockey Operations, and the Vice President – OMHA Delegate. It may also include any neutral parties at the discretion of the committee being equally represented from each of the Parties.
- (b) The Coaching Selection Committee shall consist of an equal number of Committee members from the Local League and House League Organizations. The Committee shall be responsible for preparing a Coaching Selection Policy for consideration and approval by the Board to assist in the fair and objective selection of skilled and competent Representative Team coaches.
- (c) The Coaching Selection Committee shall be responsible for implementing a Rep coach selection process in accordance with the Coaching Selection Policy, conducting an evaluation and interview of qualified candidates, determining the most suitable head coach candidate for each team under consideration as well as their supporting bench staff, and nominating such candidates to the Board for final ratification and approval.
- (d) The Coaching Selection Committee shall provide day to day managerial oversight, development, mentoring and support to Representative Team coaches, helping to ensure their adherence to applicable rules, implementation of Hockey Canada skill curriculum elements into player development and practice plans, and assisting coaches to achieve and maintain their credentials through workshops and training; coordinate with the OMHA concerning applicable coaching certification, evaluation and training program, and provide any necessary information to the Association

and its volunteers for the purposes of training and developing highly skilled coaches.

16.8 Discipline and Ethics Committee

- (a) The Discipline & Ethics Committee shall be chaired by the Director of Risk Management and Head Trainer, and shall consist of the President, the Vice President – Hockey Operations, the Vice President – OMHA Delegate, the Secretary and any additional Directors as required.
- (b) The Discipline & Ethics Committee shall:
 - i implement and enforce all OMHA Risk Management Programs;
 - ii review all complaints and situations received by the Association involving officials, players, Directors, parents, participants, Local League and House League Members, volunteers, on and off ice officials, etc. that fall under the guidelines of the OMHA Code of Conduct, OMHA, Hockey Canada and OHF Rules and Regulations, and applicable Risk Management Programs;
 - iii conduct investigations and formal hearings as necessary in accordance with applicable Association and OMHA/OHF and HC policies;
 - iv seek to mediate and resolve conflicts between program participants in an amicable manner, where possible;
 - v recommend and impose remedial action and disciplinary sanctions against those program participants found to be in breach of applicable policies, where warranted; and
 - vi carry out other duties as assigned by the Board, Executive Committee, or the President.

ARTICLE 17 TERRITORY AND BORDERS

- 17.1** The Association shall maintain a single consolidated border for the purposes of OMHA Representative Team hockey territorial rights, encompassing the previous combined territories of Orillia Minor Hockey and Oro Minor Hockey, as recognized and/or amended by the OMHA from time to time.

- 17.2** For greater certainty, all applicable territories and borders for the Association shall be outlined in detail in the OOMHA rules of operation and shall be posted on the OOMHA website.

ARTICLE 18 CENTRE POINT

- 18.1** The Voting Members have mutually agreed upon an acceptable Centre Point for the Association, as agreed to and sanctioned by the OMHA. Until otherwise altered or amended by the Board and the OMHA, the Centre Point for the Association shall be as follows: Petro Canada, 5402 Highway 11 South, Oro-Medonte, Ontario L3V 8H20. On Highway 11 South of Line 15 North.

ARTICLE 19 TEAM NAME AND OFFICIAL COLOURS

- 19.1** The Voting Members shall mutually determine a new team name, logo and uniform colours for the Association, which shall be unique and distinct from the current branding used by Orillia Minor Hockey and Oro Minor Hockey.
- 19.2** The Association shall use the colours and logo as outlined in the OOMHA rules of operation.

ARTICLE 20 AAA AFFILIATION RIGHTS

- 20.1** Unless otherwise altered or amended by the Board and the OMHA, the Association's players shall have the right to affiliate for AAA hockey opportunities. Eligible Registered Players with OOMHA will have AAA affiliation rights with the AAA centre (North Central Predators AAA) each Party was previously affiliated with prior to the enactment of this By-law. PTS forms will be provided by Orillia Minor Hockey Association for Orillia residents and Oro Minor Hockey Association for Oro residents.

ARTICLE 21 EXECUTION OF DOCUMENTS

21.1 Execution of Documents:

The Board may from time to time appoint any Director or Directors or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

21.2 Signing Documents Electronically and Counterparts:

Unless otherwise prohibited by law, all contracts, agreements, instruments, By-laws, resolutions and other documents of the Association (collectively the "Documents"), required to be signed by one or more of its Officers, Directors or Members, subject to Section 21.1 above, may be signed electronically, including, without limitation, through DocuSign, Adobe Acrobat Sign or other similar applications. Documents may be signed in any number of counterparts (including counterparts by scanned or electronic signature) and each such counterpart shall be deemed to be an original, all of which taken together shall be deemed to constitute one and the same instrument. Delivery of a Document as a printed counterpart (whether or not the counterpart was signed electronically), by facsimile, transmission over an electronic signature platform or as a scanned image (e.g., .pdf or .jpg file extension) attached to electronic mail, bearing the signature of an Officer, Director or Member of the Association, as the case may be, shall be as valid, enforceable and binding as if an originally signed copy of the Document had been delivered in person.

21.3 Books and Records:

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association, the Act or by any other applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

ARTICLE 22 FINANCIAL YEAR

- 22.1** The financial year of the Association shall terminate on the May 30th in each year or such other date as the Board may from time to time by resolution determine.

ARTICLE 23 BANKING ARRANGEMENTS

23.1 Banking Resolution

The Board shall designate, by resolution, the Directors (minimum of four with at least two Directors representing each Party) and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the accounts of the Association with a bank or a trust company;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Association;
- (d) authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

23.2 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Director or Directors, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE 24 BORROWING BY THE ASSOCIATION

24.1 Borrowing Power:

24.2 Subject to the limitations set out in the Articles, the Agreement, By-laws or Policies of the Association, the Board may by resolution authorize the Association to:

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge securities of the Association; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

24.3 Borrowing Resolution:

From time to time, the Board may authorize any Director or Officer of the Association or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions of any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

ARTICLE 25 NOTICE

25.1 Computation of Time:

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is excluded, unless otherwise permitted under the Act.

25.2 Omissions and Errors:

The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, Member or the auditor of the Association may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

25.3 Method of Giving Notice:

Whenever any notice, communication or other document is required or permitted under any provision of the Act, Articles, By-laws or otherwise by the Association to any Member, Director, Officer, auditor/accountant or member of a committee of the Board of the Association shall be sufficiently given if (i) sent by electronic mail (email) or by an recognized overnight courier service, or (ii) personally delivered to the person to whom it is to be given or to his or her recorded address, or (iii) sent by prepaid ordinary mail to such person at his or her recorded address. A notice sent by electronic mail or a recognized overnight courier service shall be deemed to have been received on the next Business Day following such delivery. A notice personally delivered shall be deemed to have been delivered immediately upon personal delivery. A notice sent by prepaid ordinary mail shall be deemed to have been given when deposited in a post office or public letter box and shall be deemed to have been received on the fifth (5th) Business Day after mailing. The

Secretary or, in the absence of the Secretary, any other Officer of the Association, may change or cause to be changed the recorded address of any Member, Director, Officer, auditor/accountant or member of a committee of the Board of the Association in accordance with any information believed by such Officer to be reliable. The declaration by the Secretary, or any other Officer of the Association, that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The recorded address of a Director shall be his or her latest address as shown in the records of the Association or in the most recent notice filed under the Act, whichever is the more current.

ARTICLE 26 PASSING AND AMENDING BY-LAWS

- 26.1** The Board may recommend amendments to the By-laws of the Association from time to time, to the Voting Members.
- 26.2** If the Board intends to discuss any amendment of the By-laws of the Association at a Board meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting for which written notice of intention to pass or amend such By-laws shall be given.
- 26.3** A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Members' Meeting. The notice of such Members' Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Members' Meeting. Amended By-laws shall be subject to such further requirements as set out in Section 14.9.

ARTICLE 27 RULES OF PROCEDURE

- 27.1** The rules contained in the most current edition of *Procedures for Meetings and Organizations* by M.K. Kerr and Hubert W. King shall govern the rules and procedures to be used in conducting the meetings and affairs of the Association in all cases to which they are applicable and in which they are not inconsistent with these By-laws or other governing documents or laws affecting the Association.

ARTICLE 28 REPEAL OF PRIOR BY-LAWS

- 28.1 Repeal**

All prior by-laws of the Association are hereby repealed as of the coming into force of these By- laws.

28.2 Proviso

The repeal of all prior by-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

ARTICLE 29 EFFECTIVE DATE

29.1 This By-law shall come into force without further formality upon its enactment after approval by the Voting Members of the Association as hereinbefore set out.

29.2 The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by affirmative vote of the Voting Members of the Association at a Members' Meeting of the Association duly called and held in Oro Ontario, on _____, at which a quorum was present, as evidenced by the signature of two Directors nominated to the Board by each of the Voting Members.



Name: Steve Fagan
Director



Name: Rod McLeod
Director








Name: Nathalie Cansino
Director



Name: Chris Alarie
Director

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Document ID	94a92f19ccd7495b65082a24692e77b7b68dfae9
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 VIEWED	01 / 06 / 2025 01:28:10 UTC	Viewed by Nathalie Cansino (nathalie.cansino@gmail.com) IP: 70.54.147.224
 SIGNED	01 / 06 / 2025 01:28:33 UTC	Signed by Nathalie Cansino (nathalie.cansino@gmail.com) IP: 70.54.147.224
 VIEWED	01 / 06 / 2025 02:12:19 UTC	Viewed by Rod McLeod (rodmcleod84@gmail.com) IP: 99.233.66.109
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IP: 96.125.137.186



01 / 06 / 2025
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