

AYR MINOR HOCKEY ASSOCIATION

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BY-LAW NUMBER ONE

A By-law relating generally to the transaction of the affairs of
AYR MINOR HOCKEY ASSOCIATION.

BE IT ENACTED as a By-law of the Ayr Minor Hockey Association (hereinafter the "Corporation") as follows:

ARTICLE ONE **DEFINITIONS**

1.01 **DEFINITIONS**

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

- (a) "Act" means The Corporations Act of Ontario and any Act that may be substituted therefor, as from time to time amended;
- (b) "Articles" means the Letters Patent of Incorporation of a Corporation Without Share Capital incorporating the Corporation, dated February 11, 2002 as from time to time altered or amended by Articles of Amendment;
- (c) "Board" means the Board of Directors of the Corporation;
- (d) "By-laws" means this By-law and all other By-laws of the Corporation from time to time in force and effect;
- (e) "Corporation" means the Corporation incorporated under the laws of the Province of Ontario by Application for Incorporation of a Corporation Without Share Capital issued under the name "Ayr Minor Hockey Association", which Articles are dated the 11th day of February, 2002;
- (f) "Meeting of members" includes an Annual Meeting of members and a general meeting of members;
- (g) "Rules and Regulations of the Corporation" means rules and regulations passed by resolution of the Board of Directors from time to time.

1.02 In this By-law and all other By-laws of the Corporation, words importing the singular number only shall include the plural and vice versa; words importing the masculine or feminine gender shall also include neuter gender; words importing persons shall include companies, corporations, partnerships, trusts and any number or aggregate of persons.

ARTICLE TWO

GENERAL

2.01 HEAD OFFICE

The head office of the Corporation shall be in the Village of Ayr, in the Township of North Dumfries, in the Regional Municipality of Waterloo and in the Province Ontario, and at such place therein as the Board of Directors may from time to time determine.

2.02 SEAL

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

2.03 BANKING

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

2.04 CHEQUES, DRAFTS AND NOTES

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

2.05 EXECUTION OF DOCUMENTS

- (a) Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by any two of the President, the Vice-President of Hockey Operations, the Vice-President of Administration, the Treasurer or the Secretary or such other office created by by-laws or the Board of Directors or by any person authorized by a resolution of the Board, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.
- (b) Contracts in the ordinary course of the Corporation's operations may be

entered into on behalf of the Corporation by any two of the President, the Vice-President of Hockey Operations, the Vice-President of Administration, the Treasurer, the Secretary or by any person authorized by a resolution of the Board.

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

2.06 INVESTMENTS

The Corporation has the power to, and may by resolution of the Board, invest the moneys of the Corporation not immediately required for its objects in investments permitted for registered insurance companies by the Canadian and British Insurance Companies Act or any act which may be substituted therefor as presently permitted under the provisions of the Trustees Act, R.S.O. 1990, c. T.23.

2.07 FINANCIAL YEAR

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 30th day of April in each year.

ARTICLE THREE **MEMBERSHIP**

3.01 MEMBERSHIP

The membership of the Corporation shall consist of the applicants for incorporation, one (1) parent or legal guardian of each player as are validly registered with the Corporation from time to time, all individuals who are then-current coaches, managers, trainers, Directors and Officers of the Corporation from time to time, any Past Presidents, any Life Members and such individuals, corporations and other entities as are admitted to

membership from time to time by a resolution of the Board.

3.02 DUES

The Board may determine by resolution from time to time the amount of the annual fee, if any, to be paid for membership and may require any class of member to pay such dues as it may determine by resolution from time to time. Such dues are to be subject to approval by the members at the Annual Meeting. The Secretary shall notify the members of any annual fee or dues payable by them as the case may be, and if they are not fully paid within thirty (30) days of the date of such notice, the membership of any member in default shall thereupon automatically be suspended but, after payment of all unpaid dues or fees, any such suspension may be terminated by the Board.

3.03 RESIGNATION

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

3.04 TERMINATION

Any member may be required to resign by a vote of at least seventy five per cent (75%) of all the members of the Corporation present and voting at an Annual or general meeting.

ARTICLE FOUR **MEETING OF MEMBERS**

4.01 PLACE AND TIME

The Annual Meeting and any other general meeting of the members shall be held in the Village of Ayr or elsewhere in Ontario, as the Board may determine, and the Annual Meeting shall be held during the last two (2) weeks of May in each year, or on such other date as the Board shall determine.

4.02 ANNUAL MEETING

At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement of the Corporation and the report of the accountants shall be presented and read, and a Board of Directors shall be elected and accountants shall be appointed for the ensuing year. The remuneration of the accountants shall be fixed by the Board of Directors. The members may consider any matter at any meeting of members and may transact any business, pass any resolution submitted by the Board or required by the Act or By-laws to be transacted, passed or approved respectively; further provided that any new By-law, or any amendment of, addition to or deletion from the By-laws may be approved only by at least a two-thirds (2/3) majority of the eligible voting

members present; and further provided that the members may not pass any resolution or transact any business binding upon the Corporation unless notice of such proposed resolution or business is filed with the President or Secretary of the Corporation. In the case of an Annual Meeting such notice must be filed on or before May 15th prior to the Annual Meeting, or such other date as the Board may by resolution permit. In the case of a general meeting, such notice must be filed within five (5) days after notice for such meeting was given or by such other date as the Board may by resolution permit.

4.03 NOTICE, ANNUAL AND GENERAL MEETINGS

Notice of an Annual or general meeting of members shall be required. Notice of the time and place of every such meeting shall be given on or before April 30 each year. Notice of the time and place of every general meeting shall be given at least fourteen (14) days, but no more than thirty (30) days, before the time fixed for the holding of such meeting.

4.04 CONTENTS OF NOTICE

The notice of every Annual Meeting shall include a summary of the Officers to be elected together with a notice of the number of Directors at large which will also be elected and a summary of any resolutions or items of business proposed to be submitted to the meeting by the Board or to be submitted and seconded by members who have complied with the By-laws. The notice of every general meeting shall include a summary of any resolutions or items of business proposed to be submitted to the meeting by the Board or to be submitted by a member who has complied with the By-laws. Where notice of any proposed resolution or item of business is filed with the President or Secretary of the Corporation, after notice of such general meeting has been given, but within five (5) days after such notice was given, such additional resolution or item shall be communicated to the members as expeditiously as reasonably possible. Notwithstanding any other provision of this By-law, in computing such five (5) day period, the date of giving the notice shall be excluded and the date of filing shall be included.

4.05 NOMINATIONS

Any member may nominate any other member, other than a member excluded under the By-laws, for election as an Officer or Director, except that any nominee for President must have served at least one (1) year as a Director, and any nominee for Treasurer shall not be related by common-law, marriage, adoption, in-laws or blood relationships to any director or officer of the Corporation, provided that in all cases such nomination is in writing, signed by both the nominator and the nominee and filed with the President or

Secretary of the Corporation between May 1 and May 15, both dates inclusive, each year, or such other date as the Board may by resolution permit, and further provided that, should there be no candidate for an Officer's or a Director's position at the time of the Annual Meeting, nominations for such position may be made from the floor, provided that the nomination is duly made and seconded, and that the nominee is present and indicates his acceptance of the nomination. A member duly nominated for election as an Officer shall be deemed to also have been nominated as a Director, but no member may be nominated

for election to more than one (1) Office.

4.06 MANNER OF VOTING

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

4.07 CASTING VOTE

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

4.08 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to attend a meeting of members shall be the members, the accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provisions of the Act or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting.

4.09 SCRUTINEERS

The Chairman of the meeting may appoint one (1) or more scrutineers, who need not be members of the Corporation, to serve at the meeting.

4.10 CHAIRMAN AND SECRETARY

The President of the Corporation or, in his absence, the Vice-President of Administration of the Corporation or, in their absence, the Vice-President of Hockey Operations of the Corporation, shall be chairman at any meeting of members. In the absence of all of them, the Directors present at any meeting of members shall choose a Director to be chairman of the meeting and if no Director is present, or if all the Directors present decline to act as chairman of the meeting, the members present shall choose one (1) of their number to be chairman of the meeting. The Secretary shall be secretary at any meeting of members and in his absence the Directors present or, if none be present, the members shall choose a secretary of the meeting.

4.11 QUORUM

Ten (10) members present in person shall be a quorum at any meeting of members. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such meeting.

4.12 ERROR OR OMISSION IN NOTICE

No unintentional error or omission in giving notice, not affecting the substance thereof, of any Annual or general meeting or any adjourned meeting, whether Annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

4.13 ELECTION OF LIFE MEMBERS

Life Membership is the highest honour that can be bestowed by the Corporation upon a member or former member. The names of any nominees as Life Members shall be placed before an Annual Meeting by the Board of Directors and Life Members shall be elected by at least a two-thirds (2/3) majority of the eligible members present.

4.14 ADJOURNMENT

Any meeting of the members of the Corporation or of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that a quorum is not present. Notice of the time and location of any such adjourned meeting shall be given in the manner set out in paragraph 4.03 above as promptly as possible in the circumstances.

ARTICLE FIVE DIRECTORS

5.01 BOARD OF DIRECTORS

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

5.02 NUMBER OF DIRECTORS

Until changed in accordance with the Act, the number of Directors of the Corporation shall be fifteen (15). A majority of the voting Directors holding office at any time, so long as such majority consists of nine (9) or more, shall constitute a quorum for the transaction of business. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

5.03 QUALIFICATION OF DIRECTORS

Each Director shall be eighteen (18) or more years of age and a member of the Corporation. No undischarged bankrupt is eligible for election as a Director. No one convicted of a criminal offense involving moral turpitude is eligible for election as a Director.

5.04 ELECTION AND TERM

Twelve (12) Directors shall be elected by the members of the Corporation at the Annual Meeting to hold office until the next Annual Meeting of members or until a successor is duly elected or appointed pursuant to the By-laws. Of those twelve (12) Directors, five (5) shall be the President, the Vice-President of Hockey Operations, Vice-President of Administration, the Treasurer and the Secretary, which Officers shall have been duly nominated and elected at the Annual Meeting (such election to be by acclamation in the case of any office for which there is only one (1) nominee). Each Director shall retire at the next Annual Meeting, but each Director shall be eligible for re-election if otherwise qualified. The election shall be by secret ballot and the nominees who receive the greatest number of votes shall be elected. In addition to the twelve (12) elected Directors, there shall be three (3) Ex-Officio Directors.

5.05 EX-OFFICIO DIRECTORS

The person appointed to the office of Immediate Past President of the Corporation from time to time shall be a voting Ex-Officio Director of the Corporation. The Board shall also appoint a Referee-In-Chief and a Director (Abuse & Harassment Councilor), all of whom shall be voting Ex-Officio Directors of the Corporation.

5.06 VACANCIES, BOARD OF DIRECTORS

Any vacancy, however caused, among the elected Directors on the Board may, so long as a quorum of Directors remains in office, be filled by the Directors from among those qualified to be Directors pursuant to this Article 5. Otherwise, such vacancy shall be filled at the next Annual Meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of members to fill the vacancy. If the number of Directors is increased, a vacancy or vacancies equal to the number of the increase shall be deemed to have occurred, and such vacancies may be filled as herein provided.

5.07 VACATION OF OFFICE

The office of Director of the Corporation shall be vacated:

- (a) if he is adjudged to be a bankrupt or makes an authorized assignment or is declared insolvent;
- (b) if he is found to be mentally incompetent or becomes of unsound mind;
- (c) if he is convicted of a criminal offence involving moral turpitude;
- (d) if, by notice in writing to the President or Secretary of the Corporation, he resigns his office

In the case of (a), (b) and (c) above, the person shall cease to be a member of the Corporation.

5.08 BALLOT, DIRECTORS

After the election of the five (5) elected Officers (who are thus also elected as Directors of the Corporation), each member entitled to vote for the election of Directors at the Annual Meeting may vote for the election of the seven (7) remaining elected Directors.

5.09 MEETINGS, BOARD OF DIRECTORS

Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or a Vice-President, or by the Secretary on direction in writing of four (4) Directors. Notice of such meetings shall be given in accordance with the By-laws to each Director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and, of such regular meeting, no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the Annual Meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board. The Board must meet at least once every calendar month,

except July and August.

5.10 ERRORS IN NOTICE, BOARD OF DIRECTORS

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

5.11 RULES AND REGULATIONS

The Directors may establish by resolution from time to time Rules and Regulations to govern all aspects of the conduct of hockey by members of the Corporation and, without limiting the generality of the foregoing, may adopt Rules and Regulations to govern (provided that all and any changes in the Rules and Regulations shall be confirmed and ratified, with or without variation, at the next Annual, special or general meeting of members and in the event that same are not confirmed and ratified they shall cease to have effect):

- (a) Registration and organization of Teams and Players;
- (b) Special rules of competition for hockey games and behavior thereat;
- (c) Protests, Appeals of Protests, and Defaults in attendance at any games by member teams;
- (d) Tournament and Exhibition Games;
- (e) Play-offs;
- (f) Discipline and suspensions of members, carded officials and players; and
- (g) Emergency rulings.

5.12 CONFLICT OF INTEREST

A Director shall disclose a conflict of interest and shall refrain from voting on any such matter or issue arising at a meeting of the Board, or any committee thereof. No Officer or Director shall perform any duties within the Corporation, or with any other hockey organization, which would conflict, or be perceived to conflict, with his duties and obligations as an Officer or Director of the Corporation. In particular, no Director may coach or manage a minor hockey team except by resolution of the Board. The Board may by resolution make such other rulings relating to conflict of interest of Directors as it deems necessary.

5.13 VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of Directors shall be decided by a majority of votes. In

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

5.14 CHAIRMAN OF MEETING

The President, or in his absence the Vice-President of Administration, or in his absence the Vice-President of Hockey Operations, or in his absence the Treasurer, shall be the chairman of any meeting of the Board. In the absence of them, the Directors present at any meeting of Directors shall choose one (1) Director to be chairman of the meeting.

5.15 POWERS

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its Articles or otherwise authorized to exercise and do. Without limiting the generality of the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest thereon owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

5.16 SUSPENSION AND EXPULSION

The Board of Directors may suspend or expel any member and any of its carded officials and players for breach of the Articles, By-laws, or Rules and Regulations of the Corporation or for refusing to accept and obey any ruling of the Board. The Board may re-admit, by a resolution passed by a majority vote, any member under suspension.

5.17 EMERGENCY HEARINGS

The Board of Directors shall determine all questions arising from emergencies not provided for in the By-laws of the Corporation or in the Rules and Regulations. Twenty-four (24) hours' notice of the hour and place appointed for the consideration of such questions shall be given by the President or Secretary to each member concerned.

5.18 REMUNERATION OF DIRECTORS

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

5.19 REMOVAL OF DIRECTORS

The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any elected Officer or Director, except the Immediate Past President, before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect in his stead for the remainder of his term anyone qualified to be a Director pursuant to this Article 5. The Board of Directors may, by resolution, remove any elected Officer or Director, except the Immediate Past President, who is absent from three (3) consecutive meetings of the Board of Directors without reasonable and sufficient explanation. Should the Board decide to remove such Officer or Director, it shall at the same time appoint his successor who shall hold office until the next Annual Meeting.

ARTICLE SIX **COMMITTEES**

6.01 EXECUTIVE COMMITTEE

Whenever the Board consists of more than nine (9) Directors, the Board may elect an Executive Committee to be composed of the Directors elected or appointed to the offices of President, Vice-President of Hockey Operations, Vice-President of Administration, Treasurer, Secretary and Immediate Past President. The Executive Committee may exercise all the powers of the Board, subject to any restrictions imposed from time to time by the Board.

6.02 OTHER COMMITTEES

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

6.03 PROCEDURE

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

ARTICLE SEVEN **OFFICERS, ETC.**

7.01 OFFICERS OF CORPORATION

There shall be a President, a Vice-President of Hockey Operations, a Vice-President of Administration, a Treasurer, a Secretary and such other Officers as the Board may determine by by-law from time to time.

7.02 ELECTION AND APPOINTMENT OF OFFICERS

The Officers to be elected at the Annual Meeting shall include the President, the Vice-President of Hockey Operations, the Vice-President of Administration, the Treasurer and the Secretary. The Board shall appoint, immediately following the Annual Meeting, the immediate Past President to hold the office of Immediate Past President. In default of such election or appointment, then the incumbents from the previous year shall hold office until their successors are elected or appointed. All Officers shall resign at the next Annual Meeting of the Corporation but all Officers, if qualified, are eligible for reelection or re-appointment. No person shall hold more than one (1) office in the Corporation at the same time.

7.03 DELEGATION OF DUTIES OF OFFICERS

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

7.04 DUTIES OF PRESIDENT

The President shall, when present, act as chairman and preside at all meetings of Directors and members. He shall call meetings as deemed necessary or as required by the By-laws and shall cast a vote only in the case of a tie. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President shall receive and distribute A.M.H.A. correspondence. The President, with any Officer appointed by the Board for this purpose, shall sign all By-laws and such other contracts, documents or instruments in writing as require his signature. In emergencies or in situations requiring an immediate decision or action on the part of the Corporation, the President may make such decision or take such action, either with or without consultation with the other Officers, but he shall be responsible for same to the Board of Directors at its next meeting. He shall be the coordinator of all ice time for the league. He shall be responsible for all amendments to the constitution and By-laws.

7.05 DUTIES OF VICE-PRESIDENT OF ADMINISTRATION

During the absence or inability to act of the President, his duties and powers may be exercised by the Vice-President of Administration, or such other Officer as the Board may from time to time appoint for such purpose. A Vice-President shall sign such contracts, documents or instruments in writing as require his signature and shall have such other power and duties as may from time to time be assigned to him by the President or the Board. The Vice-President shall be responsible for the registration of all players prior to the beginning of each season. He shall be responsible for fund raising and promotion and the coordinator of all Trophies. He shall be responsible for hiring and co-ordinating staff to cover admission to all events hosted by the Association and the smooth flow of information

between the Executive and the Convenors.

7.06 DUTIES OF VICE-PRESIDENT OF HOCKEY OPERATIONS

During the absence or inability to act of the President or the Vice-President of Administration, their duties and powers may be exercised by the Vice-President of Hockey Operations, or such other Officer as the Board may from time to time appoint for such purpose. A Vice-President shall sign such contracts, documents or instruments in writing as require his signature and shall have such other power and duties as may from time to time be assigned to him by the President or the Board. The Vice-President of Hockey Operations shall be responsible for general administration of the hockey program including, but not limited to, team registrations, coaching selections, team selections, development and introductory programs and all general matters arising from the operation of the hockey program.

7.07 DUTIES OF SECRETARY

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

7.08 DUTIES OF TREASURER AND FINANCE COMMITTEE

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks or trust companies as may from time to time be designated by the Board in accordance with the By-laws. He shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor, and shall render to the Board at the regular meetings thereof or whenever required of him by a Director, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may be assigned to him by the Board in his capacity as Treasurer, from time to time. The Treasurer, together with the President and the Vice-Presidents, shall form a Finance Committee which shall prepare and submit a budget for the coming fiscal year, arrange for the review of the Corporation's books and records by the accountant, determine the amount of all registration fees and determine the appropriate sponsorship amounts from year to year.

7.09 APPOINTMENT OF CONVENORS

There shall be Convenors, appointed by the Board, who shall perform such duties as are assigned by the President or the Vice-President. They shall attend to all matters pertaining to their respective series such as registration, teams, coaches, managers and shall be

responsible for the conduct of coaches, managers, trainers and players they shall report all complaints to the President or the Vice-Presidents for action.

7.10 VACANCIES

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

ARTICLE EIGHT **PROTECTION OF DIRECTORS AND OFFICERS**

8.01 LIMITATION OF LIABILITY

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

8.02 INDEMNITY

Every Director of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, may with the consent of the Corporation, given at any meeting of the members from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

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

ARTICLE NINE **ACCOUNTANTS**

9.01 APPOINTMENT

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

9.02 ACCESS TO INFORMATION

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

9.03 REPORT

The accountant shall make an annual report to the members on the financial statement to be laid before the Corporation at each Annual Meeting during his term of office and shall state in his report whether in his opinion the financial statement referred to therein presents fairly the financial position of the Corporation and the results of its operations for the period under review. The accountant shall make such other reports and have such powers as the Act provides.

9.04 NOTICE

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

9.05 REMOVAL

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

ARTICLE TEN
BOOKS AND RECORDS

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

ARTICLE ELEVEN
NOTICES

11.01 METHOD OF GIVING NOTICE

Any notice, communication or other document to be given by the Corporation to a Director, Officer or accountant of the Corporation under any provision of the Articles or By-laws of the Corporation or of the Act shall be sufficiently given if delivered personally to the person to whom it is to be given; or if delivered to his last address as recorded in the records of the Corporation; or if mailed by prepaid, ordinary mail in a sealed envelope addressed to him at his last address as recorded in the records of the Corporation; or if both faxed to him at a fax number provided by him to the Corporation and then confirmed by telephone directly with the recipient. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice, communication or document so faxed shall be deemed to have been given when both faxed and then confirmed by telephone directly with the recipient.

11.02 COMPUTATION OF TIME

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

11.03 OMISSIONS AND ERRORS

The unintentional omission to give any notice to any member, Director, Officer or accountant, or the non-receipt of any notice, not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.04 WAIVER OF NOTICE

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

ARTICLE TWELVE **ADDITIONS & AMENDMENTS TO BY-LAWS**

12.01 The By-laws of the Corporation may be passed, repealed, amended or re-enacted by By-law enacted by a majority of the Directors at a meeting of the Board and confirmed within ninety (90) days of such meeting of the Board by at least a two-thirds (2/3) majority of the eligible voting members present at a meeting duly called for the purpose of considering the said By-law.

ARTICLE THIRTEEN **REPEAL OF BY-LAWS**

13.01 EFFECTIVE DATE AND REPEAL OF EXISTING BY-LAWS

This By-law, except Article Six, and the other provisions referring to the Executive Committee, and By-law No. 2, shall come into force when ratified by the members at a meeting duly called for that purpose. Upon this By-law becoming effective, all existing By-laws of the Corporation shall be repealed without prejudice to any action theretofore taken thereunder. The numbers designating the By-laws hereby repealed may be allocated to this By-law and any subsequent By-laws of the Corporation.

ENACTED this 4th day of April, 2002.

WITNESS the seal of the Corporation.

President

Vice-President of Hockey Operations

Vice-President of Administration

Secretary

Treasurer

BY-LAW NUMBER TWO

A By-law respecting the borrowing of money, the issuing of securities
and the securing of liabilities by

AYR MINOR HOCKEY ASSOCIATION.

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of the Ayr Minor Hockey Association (hereinafter called the "Corporation") as follows:

1. The Board may from time to time:

- (a) borrow money on the credit of the Corporation in such amounts and upon such terms as the Board may deem expedient;
- (b) issue, sell or pledge debt obligations of the Corporation, not to exceed \$250,000.00; and
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

2. The Board may from time to time authorize any Director or Directors, Officer or Officers, employee or employees of the Corporation or other person or persons, whether connected with the Corporation or not, to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the securities to be given therefor, with power to vary or modify such arrangements, terms or conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

3. The Board may from time to time authorize any Director or Directors, Officer or Officers, employee or employees of the Corporation or other person, or persons, whether connected with the Corporation or not, to sign, execute and give on behalf of the Corporation all documents, agreements and promises necessary or desirable for the purposes aforesaid, and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and the same and all renewals thereof or substitutions therefor so signed shall be binding upon the Corporation.

4. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by the Board of officers independently of a Borrowing Bylaw.

ENACTED this 4th day of April, 2002.

WITNESS the seal of the Corporation.

President

Vice-President of Hockey Operations

Vice-President of Administration

Secretary

Treasurer

BY-LAW NUMBER THREE

A By-law relating to the dissolution of
AYR MINOR HOCKEY ASSOCIATION.

BE IT ENACTED as a By-law of the Ayr Minor Hockey Association (hereinafter the "Corporation") as follows:

Upon dissolution of the Corporation and after the payment of all debts and liabilities, its remaining assets shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.

ENACTED this 4th day of April, 2002.

WITNESS the seal of the Corporation.

President

Vice-President of Hockey Operations

Vice-President of Administration

Secretary

Treasurer