

BY-LAW NO. 2

A by-law relating generally to the conduct

of the activities and affairs of

CHATHAM-KENT CYCLONES AAA HOCKEY

1. INTERPRETATION

1.1 **Definitions** - In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

“*Act*” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

“*Board*” means the board of directors of the Corporation;

“*By-laws*” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

“*CHA*” means the Canadian Hockey Association, otherwise known as Hockey Canada;

“*Chair*” means the chair of the Board;

“*Corporation*” means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;

“*Cyclones*” means the AAA hockey team established by the Corporation;

“*Director*” means an individual occupying the position of director of the Corporation by whatever name he or she is called;

“*Member*” means a member of the Corporation;

“*MHAO*” means the Minor Hockey Alliance of Ontario;

“*Officer*” means an officer of the Corporation;

“*OFH*” means the Ontario Hockey Federation;

“*Voting Member*” means a Member who has been issued a Voting Membership in the Corporation; and

“*Zone*” means the Municipality of Chatham-Kent.

1.2 Interpretation

- (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 include the plural and vice versa, and words importing one gender include all genders.
- (c) Paragraph titles or captions contained in this By-law are inserted only as a matter of convenience and for reference.

1.3 Severability and Precedence - The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

1.4 Execution of Documents - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of the president, vice president, secretary or treasurer of the Corporation. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2. AFFILIATIONS

2.1 The Corporation shall have the following affiliations:

- (a) The Corporation shall affiliate with a Member Partner of the OHF and the MHAO under the guidance of the CHA.
- (b) The Corporation may also affiliate with any other organization from time to time, which is also affiliated with the CHA.
- (c) The Corporation shall be comprised of players from the following local associations:
 - (i) Blenheim;
 - (ii) Chatham;
 - (iii) Dresden;
 - (iv) Ridgetown;
 - (v) Tilbury;
 - (vi) Wallaceburg; and
 - (vii) Other local associations as designated by the Member Partner of the OHF.
- (d) It is understood that the Cyclones will operate within the Member Partner of the OHF as a Zone and shall not be based in one centre.

3. MEMBERS

3.1 **Membership** – Membership in the Corporation shall consist of two classes of Membership, namely, Voting Members and General Members. The Board may, by resolution, approve the admission of the Members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of Membership shall apply:

(a) Voting Membership

Voting Members shall be individuals who have applied and been accepted for Voting Membership in the Corporation.

Each Voting Member is entitled to receive notice of, attend, and vote at all meetings of Members, and each Voting Member shall be entitled to one (1) vote at such meeting.

(b) General Membership

General Membership in the Corporation shall consist of the parents and/or legal guardians of the players on the Cyclones team and any Cyclones representatives, any persons serving the Cyclones and any Cyclones team officials, including affiliated associations and any residents of the Municipality of Chatham-Kent who apply for Membership.

General Members are not entitled to receive notice of and attend at all meetings of Members, and are not entitled to vote at any meetings of Members.

3.2 Membership in the Corporation is not transferable and automatically terminates if;

- (a) the Member dies or resigns by providing written notice of resignation to the President or any member of the Board;
- (b) the Member is expelled or their membership is terminated; or
- (c) the Corporation is liquidated or dissolved.

3.3 **Disciplinary Act or Termination of Membership for Cause**

- (a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws or the Corporation's policies.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

3.4 At the termination of a Member, whether through suspension, resignation, or other means, all rights within the Corporation held by the Member will immediately be revoked. However, in the event that the Member has a financial obligation to the Corporation that accrued

prior to the termination and remains outstanding, that obligation shall not be relieved upon termination.

4. MEMBERS' MEETINGS

- 4.1 **Annual Meeting** - The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor or person who has been appointed to conduct a review engagement;
- (e) unless the Members have waived the need to appoint an auditor, reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year (provided that the Board may fill any casual vacancy in the office of the auditor, and the Board shall fix the remuneration of the auditor); election of Directors; and
- (f) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

- 4.2 **Special Meetings** - The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of the votes that may be case at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.
- 4.3 **Notice** - Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.
- 4.4 **Quorum** - A quorum for the transaction of business at a Members' meeting shall be a majority of the Members entitled to vote at the meeting. If a quorum is present at the

opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

- 4.5 Chair of the Meeting - The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.
- 4.6 Voting of Members - Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:
- (a) each Voting Member shall be entitled to one vote at any meeting;
 - (b) votes shall be taken by a show of hands among all Voting Members present and the chair of the meeting, if a Voting Member, shall have a vote;
 - (c) an abstention shall not be considered a vote cast;
 - (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Voting Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
 - (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall have a second or casting vote; and
 - (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- 4.7 Adjournments - The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 4.8 Persons Entitled to be Present - The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.
- 4.9 Proxies - There shall be no proxy voting permitted.
- 4.10 Participation by Telephonic or Electronic Means - A meeting of Members may be held by such telephonic or electronic means as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Member

participating in the meeting by those means is deemed for the purposes of this Act to be present at the meeting.

5. DIRECTORS

- 5.1 **Election and Term** - The Voting Members shall elect from amongst their number the Directors to hold office for a term of one (1) year (subject to the provisions, if any, of the articles).
- 5.2 **Vacancies** - The office of a Director shall be vacated immediately:
- (a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
 - (b) if the Director dies or becomes bankrupt;
 - (c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
 - (d) if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.
- 5.3 **Filling Vacancies** - A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:
- (a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
 - (b) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
 - (c) a quorum of Directors may fill a vacancy among the Directors.
- 5.4 **Committees** - 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 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.

- 5.5 Remuneration of Directors - The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:
- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
 - (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment by resolution passed before such payment is made; and
 - (iii) in compliance with the conflict of interest provisions of the *Act*; and
 - (c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

6. BOARD MEETINGS

- 6.1 Calling of Meetings - Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this By-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.
- 6.2 Regular Meetings - The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.
- 6.3 Notice - Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 12 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.
- 6.4 Quorum - A quorum for all meetings of the Directors shall be 11. Where there are less than 11 Directors, a quorum shall be a majority of the Directors.
- 6.5 Chair - The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

- 6.6 Voting - Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote.
- 6.7 Participation by Telephonic or Electronic Means – A meeting of Directors or of a committee of Directors may be held by such telephonic or electronic means as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed for the purposes of this *Act* to be present at the meeting.
- 6.8 Submission by General Members – Any submission by a General Member to a Board meeting must be submitted in writing to the President or Secretary prior to the meeting at which it is to be discussed. A reply will be forwarded to the General Member after the submission has been discussed.
- 6.9 Members Entitled to be President - All Members may attend Board of Directors meetings.
- 6.10 Commitment to attend Meetings – All Directors must be committed to attend a minimum of 80% of all Board meetings.

7. FINANCIAL

- 7.1 Banking - The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
- 7.2 Financial Year - The financial year of the Corporation ends on March 31 in each year or on such other date as the Board may from time to time by resolution determine.

8. OFFICERS

- 8.1 Officers - The Board shall appoint from among the Directors a Chair, president, past president, vice-president, registrar, treasurer, and secretary at its first meeting following the annual meeting of the Corporation. The office of Chair and president shall be held by the same person, other Officers may hold more than one office position at a time. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.
- 8.2 Office Held at Board's Discretion – Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:
- (a) the Officer's successor being appointed,
 - (b) the Officer's resignation, or
 - (c) such Officer's death.
- 8.3 Term Eligibility
- (a) **Chair, President & Vice President:** Subject to any vacancy, the positions of Chair, president and vice president shall be for a term of two years and may be renewed at the discretion of the Board.

- (b) **Past President:** The past president will be the individual who served as president during the immediately preceding year. If that individual is unable to assume the role of past president, for any reason, the Board may appoint any other former president of the Corporation who has completed their term. If no suitable candidate is available, the position will remain vacant until it is filled.
 - (c) Subject to any vacancy, all other Officers shall hold office for a term of one year, renewable at the discretion of the Board.
- 8.4 Duties - Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.
- 8.5 Duties of the Chair – The Chair shall perform the duties described in Section 4.5 and Section 6.5 and such other duties as may be required by or as the Board may determine from time to time.
- 8.6 Duties of the President - The president shall perform the duties as may be required by law or as the Board may determine from time to time.
- 8.7 Duties of the Treasurer - The treasurer shall perform the duties as may be required by law or as the Board may determine from time to time.
- 8.8 Duties of the Secretary - The secretary shall perform the duties as may be required by law or as the Board may determine from time to time.
- 8.9 Duties of the Vice President - The vice-president shall perform the duties as may be required by law or as the Board may determine from time to time.
- 8.10 Employees - The Board of Directors may appoint officials to serve at its discretion. All paid positions must be publicly tendered. Any positions, and their associated remuneration (if any), must be approved by a majority (1/2 plus one) vote of the Board of Directors.

9. PROTECTION OF DIRECTORS AND OTHERS

- 9.1 Protection of Directors and Officers - No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
- (a) complied with the *Act* and the Corporation's articles and By-laws; and
 - (b) exercised their powers and discharged their duties in accordance with the *Act*
- 9.2 Indemnification - The Corporation shall not indemnify an individual under subsection 46(1) of the *Act* unless,

- (a) the individual acted honestly and in good faith with a view to the best interests of the corporation or other entity, as the case may be; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

9.3 Insurance – Notwithstanding the foregoing, if the Corporation is a charitable corporation, the Corporation must not purchase insurance for the benefit of an indemnified Director, Officer, or former Director or Officer, unless:

- (a) the Corporation complies with the *Charities Accounting Act* or a regulation made under that act that permits the purchase;
- (b) the Corporation or a Director or Officer obtains an order of the court authorizing the purchase.

10. RULES & REGULATIONS

- 10.1 The Cyclones will be governed by the rules and regulations of the CHA and the OHF.
- 10.2 Subject to the Act, the Board of Directors shall have the power to enact, amend, change, add to or delete any rules and regulations specifically governing the Corporation under conditions as outlined in the Rules and Regulations, Subsections, Additions and Amendments.
- 10.3 Members will be required to abide by the Rules and Regulations including but not limited to the Code of Conduct as established by the OHF.
- 10.4 The rules and regulations governing conduct that have been adopted by the Corporation for all Directors, Members, and registered players will be strictly enforced. It is the responsibility of all Directors, Members, and registered players to be aware of, and abide by these rules and regulations.

11 CONFLICT OF INTEREST

- 11.1 Conflict of Interest - A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.
- 11.2 Charitable Corporations - No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

12. NOTICES

- 12.1 Service - Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the

Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

- 12.2 Error or Omission in Giving Notice - The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
- 12.3 Waiver of Notice – Any Member (or their duly appointed proxy), Director, Officer or auditor may waive any notice required to be given to them under any provision of the *Act*, the articles of the Corporation, the By-Laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

13. AMENDMENT AND ENACTMENT OF BY-LAWS

- 13.1 Amendments to By-laws - The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.

Enacted this 18th day of October, 2024.

Signed by:


DAN AITKEN, President

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COTI HILL, Secretary