

BY-LAW NO. 1

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

North Toronto Hockey Association

(hereinafter sometimes referred to as the "Corporation" or as the "Association" as the case may be

BE IT ENACTED as a by-law of North Toronto Hockey Association as follows:

HEAD OFFICE

1. The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

SEAL

2. The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a board of 22 directors, each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting, but

shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term. Any director who fails to attend three consecutive or any four meetings of the board of directors shall be deemed to have resigned as a director and a vacancy on the board of directors shall be deemed to exist.

#### NOMINATIONS, BOARD OF DIRECTORS

4. The President, the immediate Past President (if elected as a director), a Vice-President and the Secretary shall act as a nominating committee for the purpose of proposing a slate of persons as nominees for election as directors for consideration of the annual meeting of the members of the Corporation. The slate proposed shall be posted and published with the notice of the annual meeting. The nominating committee shall meet at the call of the President.

Any member entitled to vote for the election of directors may make a nomination for the election of directors at a meeting of members called for the election of directors; provided notice of a proposed nomination, including the name of the nominee, is given as set forth herein to provide an opportunity for appropriate disclosure to be made. Notice of a proposed nomination shall be given in writing to the Secretary of the Corporation not less than 20 days nor more than 50 days prior to any meeting of the members called for the election of directors. Such notice

shall be sufficiently given if delivered to the Secretary or mailed by registered mail to the Secretary at the address of the head office of the Corporation. The chairman of the meeting may determine whether notice of a proposed nomination was given in accordance with the foregoing procedure and if he should determine that it was not so given he shall declare that fact to the meeting and the defective nomination shall be disregarded.

#### VACANCIES, BOARD OF DIRECTORS

5. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, 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 the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred and may be filled in the manner above provided.

#### QUORUM AND MEETINGS, BOARD OF DIRECTORS

6. Unless otherwise determined by special resolution eight directors shall form a quorum for the transaction of business. 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. Meetings of directors may be formally called by the President or a

Vice-President or by the Secretary on direction of the President or a Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or sent by any means of transmitted or recorded communication to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than four 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 meeting of directors may also be held, without notice, immediately following the annual or any general meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

#### ERRORS IN NOTICE, BOARD OF DIRECTORS

7. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken thereat.

#### VOTING, BOARD OF DIRECTORS

8. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at 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 or against such resolution. In the absence of the President his duties may be performed by a Vice-President or such other director as the board may from time to time appoint for the purpose.

#### POWERS

9. 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 charter or otherwise authorized to exercise and do.

Without in any way derogating from 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, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable. The directors are expressly empowered to adopt such rules and procedures, not contrary to the by-laws or charter of the Corporation or to law, as they deem fit. The directors are also empowered, subject to the by-laws and charter of the Corporation and to law, to appoint a committee or committees of directors and to delegate to it or them such powers as they deem fit.

## OFFICERS OF CORPORATION

10. There shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, a past President (if elected), one or more Registrars and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-Presidents shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, if members of the board, shall hold office until their successors are elected. The other officers of the Corporation shall be appointed by the board but need not be members of the board. In the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

## DUTES OF PRESIDENT AND VICE-PRESIDENT

11. The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by a Vice-President, and if a Vice-President or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

#### DUTIES OF SECRETARY

12. The Secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. 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 which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

#### DUTIES OF THE TREASURER

13. The Treasurer, or person performing the usual duties of a 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 as may from time to time be designated by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, 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 from time to time be determined by the board of directors.

## DUTIES OF OTHER OFFICERS

14. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

## EXECUTION OF DOCUMENTS

15. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or a Vice-President and by the Secretary or another director, and the Secretary, or any director designated by the board of directors, shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, a Vice-President, Treasurer or by any person authorized by the board.

The President, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation 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.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

#### BOOKS AND RECORDS

16. The directors shall see 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.

#### MEMBERSHIP AND PLAYER REGISTRATION

17. The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals as are admitted by the board of directors. The following shall be eligible for membership:

- (1) one parent or guardian of a player registered to the Association who has not reached the age of majority by the final date fixed for registration for a season;
- (2) a player registered to the Association who has reached the age of majority by the final date fixed for registration for a season;  
and
- (3) an individual who has consented to serve the Association as a director if duly elected, provided that a majority of the directors shall at all times be qualified as members under (1) and (2) above.

The following shall be eligible for registration with the Association as players for a season subject to their applications being accepted for registration by the board of directors:

- (1) a child or ward of a resident of North Toronto (such area to be as specifically defined from time to time by resolution of the board of directors of the Corporation) who has not reached the age of majority by the final date fixed for registration for a season; and
- (2) a resident of North Toronto who has reached the age of majority by the final date fixed for registration for a season;

provided that, (a) the term "resident" shall include a former resident where either the former resident or a child or ward of the former resident was registered with the Association as a player the preceding season, (b) the board of directors shall determine all questions of residence upon evidence satisfactory to it, (c) if vacancies on a team proposed to be formed for a season exist at the final date fixed for registration for a season then applications for registration with the Association may be accepted from or on behalf of non-residents of North Toronto, and (d) in the case of a team proposed to be formed to enter competition outside the Association the terms and conditions of eligibility for registration with the Association in connection with such a team may be amended in any manner required under the terms and conditions of entry or affiliation governing such outside competition and approved by resolution of the board of directors.

The terms of membership shall expire on the day preceding the opening day of the next following season.

Members may resign by resignation in writing which shall be effective upon receipt thereof by the board of directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Association prior to receipt of his resignation.

Each member in good standing shall be entitled to one vote only on each question arising at any special or general meeting of the members except the Chairman of the meeting who shall be entitled to a second or casting vote.

Each applicant accepted and registered with the Association as a player shall be so advised promptly following the final date fixed for registration for a season whereupon the player, or the player's parent or guardian as the case may be, shall be deemed to have been admitted as a member.

The board of directors, or a disciplinary or other committee of the directors, may suspend a player from play for misconduct while playing within or representing the Association or for any other reason related to the safe, orderly or enjoyable participation in the Association's activities by its members, players or others.

#### DUES

18. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by resolution of the board of directors. An application for registration as a player shall be incomplete unless accompanied by payment of any applicable dues or fees.

#### ANNUAL AND OTHER MEETINGS OF MEMBERS

19. The annual or any other general meeting of the members shall be held at the head office of the Corporation or such other place in Ontario as the board of directors may determine and on such day as the directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed or the board of directors shall be authorized to fix such remuneration. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or a Vice-President shall have the power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of meetings of members, annual or general, shall be required, but notice of the time

and place of every such meeting shall, unless all the members entitled to notice of the meeting have waived in writing the notice, be given to each member not less than ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy and at such meeting any business may be transacted which the Corporation may transact at annual or general meetings.

#### ERROR OR OMISSION IN NOTICE

20. No error or omission in giving notice 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 and any member may at any time waive the notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

#### ADJOURNMENTS

21. Any meetings of the Corporation or of the directors 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. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### QUORUM OF MEMBERS

22. A quorum for the transaction of business at any meeting of members shall be the lessor of twelve members or a majority of the members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

#### VOTING OF MEMBERS

23. Each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No members shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy 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. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be 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 questions shall be decided by a majority of votes given by the members present in person or by proxy, 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. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

#### FINANCIAL YEAR

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

#### CHEQUES

25. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors 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 the 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 and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

#### DEPOSIT OF SECURITIES AND SAFEKEEPING

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

#### NOTICE

27. Any notice (which term includes any communication or document) to be given pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall, unless otherwise provided therein, be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. Subject to express provision to the contrary in this by-law (i) a notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid, (ii) a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box, and (iii) a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its

representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, direct, officer or auditor in accordance with any information believed by him to be reliable.

INTERPRETATION

28. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporation.

Passed by the board of directors and sealed with the corporate seal this \_\_\_\_\_ day of \_\_\_\_\_, 1985.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary