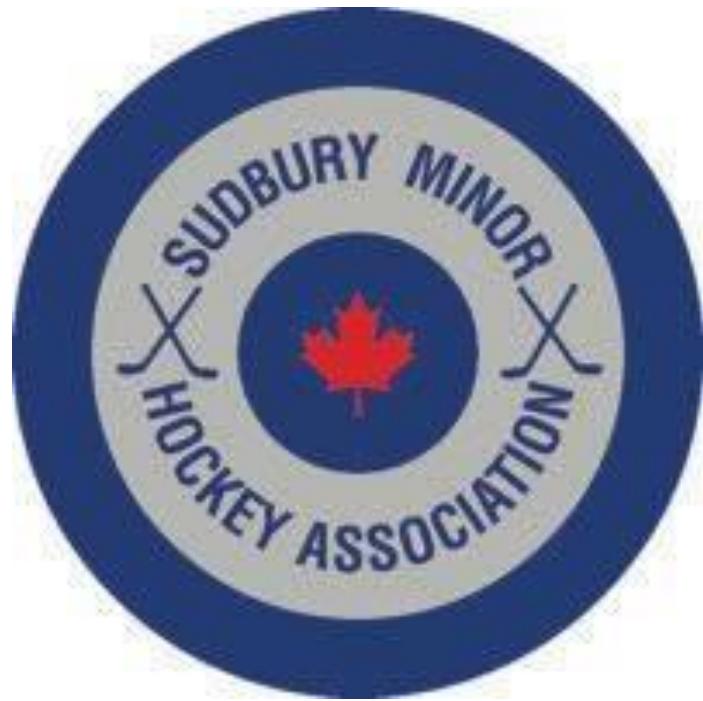


SUDBURY MINOR HOCKEY ASSOCIATION

BYLAW # 1



CONSTITUTION

BE IT ENACTED by the Sudbury Minor Hockey Association as follows:

1. DEFINITIONS

1.1. Definitions

- i. In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires;
- ii. “Association” means Sudbury Minor Hockey Association (or such other name as the Association may in the future legally adopt);
- iii. “Board” means the Board of Directors of the Association;
- iv. “By-laws” means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force;
- v. “CHA” means the Canadian Hockey Association or such other name as the CHA may in the future legally adopt;
- vi. “Corporations Act” means the Not For Profit Corporations Act, 2010 (Ontario), and any statute amending or enacted in substitution therefore, from time to time;
- vii. “Director” means an individual who has been elected to the Board of Directors of the Association;
- viii. “Letters Patent” mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
- ix. “Member” means a member of the Association;
- x. “Members” mean the collective membership of the Association;
- xi. “NOHA” means the Northern Ontario Hockey Association, or such other name as the NOHA may in the future adopt;

- xii. “Officers” mean the individuals who hold the offices enumerated in Article of the bylaws;
- xiii. “OHF” means the Ontario Hockey Federation or such other name as the OHF may in the future legally adopt;
- xiv. “Policies” means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association;
- xv. “Resolution” means the method by which the Association approves a specified transaction, agreement or determination, usually in the form of a legal document voted on by the Association’s Board of Directors;
- xvi. “Special Resolution” means a resolution passed by the vote of at least two-thirds of the Members present and voting at a duly convened general meeting.

1.2. All terms defined in the Corporations Act have the same meaning in this By-law and all other By-laws and Resolutions of the Association.

2. REGISTERED OFFICE AND SEAL

2.1. Seal of the Association

The seal of the Association, if any, shall be in the form determined by the Board.

2.2. Registered Office

The Registered Office of the Association shall be in the City of Greater Sudbury, Province of Ontario and at such place therein as the Board from time to time may determine by Resolution.

3. MISSION OF THE ASSOCIATION

3.1. Mission

- a) To conduct, foster, organize and promote for the provision of minor hockey as the recreational activity in the community of the City of Greater Sudbury for players in the age groups defined for minor hockey by Hockey Canada.
- b) To organize and administer representative and recreational teams for inter- and intra-association competition.
- c) To organize and conduct programs designed to develop the individual skills of its players, coaches and officials.
- d) To foster and encourage good sportsmanship and fair play.

4. CLASSES OF MEMBERSHIP

4.1. Four Member Classes

- a) There shall be four (4) classes of Membership in the Association:
 - i. Parent/Guardian Membership;
 - ii. Active Membership;
 - iii. Honorary Lifetime Membership; and
 - iv. Approved Persons Membership.

4.2. One Category Per Member

- a) Only one category of membership will apply per member:
 - i. Parent/Guardian Membership shall be accorded a maximum of two votes per family, where the registered player(s) is under the age of eighteen years at the time of registration;

- ii. Active Members shall include all elected or appointed Directors, coaches, managers, and carded team officials;
- iii. Honorary Lifetime Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Lifetime Members by any Member of the Association and the granting of Honorary Lifetime Membership must be confirmed by a majority vote of the Board of Directors;

The Board of Directors of the Association from time to time may approve any other person by resolution to be a member of the Association. This includes any individual who may have interest in the general betterment of the Association. Applications for new Approved Persons Memberships received sixty (60) days prior to the Annual General Meeting will not be considered until after the Annual General Meeting.

4.3. Membership Year

Unless otherwise determined by the Board, every Membership, other than Honorary Lifetime Memberships, shall commence no earlier than the 1st Monday after the last OHF championship and shall lapse and terminate at the conclusion of the AGM of that upcoming hockey season. For clarity, the Membership term shall commence no earlier than the 1st Monday after the last OHF championship and shall lapse and terminate at the conclusion of the AGM that occurs the next calendar year.

4.4. Member Termination

Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death. Members may resign from the Association by submitting a resignation in writing addressed to the Association.

4.5. Membership Fees

Membership fees shall be established from time to time by Resolution of the Board.

4.6. Right to Vote

All Active Members, Parent/Guardian Members, Honorary Lifetime Members and Approved Persons Members shall be entitled to notice of and to vote at all Meetings of Members of the Association for the membership year.

BYLAWS

1. MEETINGS OF THE MEMBERSHIP

1.1. General Meeting of Members

- a) The General Meeting of the Members shall be held each year within two (2) weeks after the NOHA AGM on a date and at a time and place to be determined by Resolution of the Board, for the transaction of the following business to be set out in the agenda of this Annual General Meeting:
 - i. Approval of the minutes of the previous General Meeting;
 - ii. Receiving reports of the activities of the Association during the preceding year;
 - iii. Receiving information regarding the planned activities of the Association for the current year;
 - iv. Consideration of the financial statements;
 - v. Report of the auditor or person who has been appointed to conduct a review engagement;
 - vi. Ratification of the reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - vii. Receiving a draft budget for the next fiscal year;
 - viii. Election of the new Board of Directors of the Association;

- b) Transaction of any other business which relates to the business of the Meeting referred to above, and Notice and particulars of which are received by the Secretary of the Association in writing no less than thirty (30) days immediately preceding the General Meeting.

1.2. Additional General Meetings of Members

Additional General Meetings of the Membership may be called at any time by a Resolution of the Board. The business of the General Meeting shall be limited to the business specified in the notice for the General Meeting.

1.3. Notice

- a) Notice of a General Meeting shall set out the agenda including particulars of any business to come before the membership and the time and place of the General Meeting. At least thirty (30) days before the General Meeting, such notice shall be posted on the Association's website and sent via email to every individual team manager.
- b) Notice of any Additional General Meetings of Members of the Association shall set out the date, time and place of the Meeting and the Agenda for such Additional General Meeting and the Notice shall be posted at least fifteen (15) days prior to the date of the meeting on the Association website.
- c) No inadvertent error or omission in giving notice of any General Meeting or General Meeting or any adjourned Meeting, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

1.4. Quorum

A quorum for any General Meeting or General Meeting shall be a minimum of twenty-five (25) Members eligible to vote and present in person. If quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the Chairman and a quorum at any such meeting shall be those members who shall be present in person at such adjourned meeting. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess. Once quorum has been met, the meeting shall remain duly constituted regardless of the number of members present thereafter until its completion.

1.5. Voting Procedures

- a) A majority of votes cast by Members present at the General Meeting, entitled to vote, unless otherwise required by the Corporations Act or by the By-laws of the Association, shall decide every question proposed for consideration at Meetings of Members.
- b) The Chair presiding at a Meeting of Members shall have a vote only in the event of a tie vote. This only applies to the President, regardless of if the President is presiding Chair or not.
- c) At all Meetings of Members, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. The minutes shall reflect a motioner and seconder, and whether a vote is carried or not. In the case of a recorded vote, the number of votes for and against the question shall also be recorded.
- d) Proxies shall not be permitted.

1.6. Adjournments

Any Meeting of the Members of the Association may be adjourned at any time and no notice shall be required to resume the adjourned meeting other than notice to those Members present at the time of the adjournment. Quorum is not required to adjourn a meeting.

1.7. Chair

The Chair shall be decided by majority vote of the board in advance of the General Meeting. The Chair and President is not entitled to vote.

2. BOARD OF DIRECTORS

2.1. Composition

- a) A Director shall:
 - i. be an individual;
 - ii. be eighteen (18) or more years of age;
 - iii. provide a clear Criminal Reference Check with a Vulnerable Person Sector Check completed within last six (6) months;
 - iv. not be a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing properly, or a person who has been found incapable by any court in Canada or elsewhere;
 - v. not be a person who has the status of bankrupt;
 - vi. remain a Member of the Association throughout his or her term of office, as per Article 6.1 of this By-law.
- b) The affairs of the Association shall be managed by a Board that consists of twelve (12) elected Directors. At any time, no more than two (2) Directors may be associated with the same team. If at any time the number of Directors from the same team becomes more than two (2), resignations will need to be tendered. No more than four (4) Directors will hold an Approved Persons Membership.

- c) The Directors shall be elected to the following terms of office:
 - i. The Directors shall be eligible for election for terms of two (2) years each;

Any former Board member is eligible for re-election after not serving on the Board of Directors for two (2) consecutive years.
- d) Six (6) out of the twelve (12) elected directors shall be elected in the even numbered years. The six (6) out of twelve (12) elected directors shall be elected in the odd numbered years.
- e) The Association may by Special Resolution increase or decrease the number of its Directors. Any change in the number of Directors shall follow prevailing Ontario laws and regulations.

3. PROCEDURE FOR ELECTION OF DIRECTORS

3.1. Nominations

- a) The Nominations and Elections Committee shall invite nominations to the Board of Directors from the Members of the Association no later than the 15th day of April in each year and shall supply and make available a nomination form to be completed by all nominees and two nominators who are Members of the Association, and such completed nomination form shall be delivered to the Chairperson of the Nominations and Elections Committee.
- b) Nomination forms, for elections of individuals for election to the Board of Directors of the Association must be delivered to the Chairperson of the Nominations and Elections Committee on or by 6:00 p.m, no later than fifteen (15) days before the General Meeting each year, when nominations shall be deemed to be closed.

3.2. Board Positions

Nominees may choose to seek election as a Director of the Association for a term of two (2) years.

3.3. Election Procedures

- a) The Chair of the Nominations and Elections Committee shall post on the website a listing of all individuals who have been nominated for election to the Board of Directors of the Association and their nominators on or before the fifteen (15) days prior to the General Meeting.
- b) The Nominations and Elections Committee shall prepare the ballots to be used for the voting at the Annual General Meeting of Members of the Association, and the Nominations and Elections Committee shall supervise the election of Directors and shall distribute all ballots and count all votes and announce the results of the election of Directors at the Annual General Meeting.

3.4. Vacancies

- a) The Board may fill vacancies after the General Meeting for the remainder of the Membership year.
- b) The Board shall invite applications from the Members of the Association for appointment to the vacancy on the Board, and the Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated. In the event that a suitable applicant is not received, applications are invited until such a time as the vacancy is filled.
- c) The remainder of the current year of a term of office completed by a Director so appointed shall not be included in calculating the maximum term of office for which such appointed Director will be eligible, determined in accordance with Article 8 of this By-law.
- d) If a vacancy occurs in the first year of a two (2) year term of a Director, a replacement Director shall be elected by the Membership to fill the second year of the vacant position on the board at the next Annual election of Directors.

3.5. Termination

- a) Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of the Association, by a resolution passed by majority fifty percent (50% plus one (1)) of the votes cast at a General Meeting of Members may remove any Director before the expiration of his or her term of office, and, by a majority of the votes cast at that Meeting, may elect any person in his or her stead for the remainder of his or her term.
- b) Without prior Board approval, the absence of a Director from three (3) consecutive Board Meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board Meetings shall be deemed to be a resignation of the Director from the Board.
- c) A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the Association.

4. BOARD RESPONSIBILITIES

4.1. Governance

The Board of Directors shall govern the Association in compliance with the objects, powers, By-laws and Policies of the Association, and all applicable laws and regulations.

4.2. Board Meetings

- a) Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than ten (10) times per year.
- b) Special Board Meetings may be called by the President or the Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

4.3. Notice of Board Meetings

- a) Notice of Board Meetings Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association.
- b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.
- c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.

4.4. Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken or had thereat.

4.5. Adjournment of Board Meetings

Any Board Meeting may be adjourned at any time with the approval of Board members in attendance. A quorum is not required to adjourn a meeting, and notice is not required to resume an adjourned meeting.

4.6. Quorum

A quorum for Board Meetings shall consist of 50 percent (50%) plus one (1) of elected Directors eligible for said meeting. No business of the Board shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

4.7. Voting Rights

Each Director, with the exception of The Chair (President and/or his delegate officer) present at a Board Meeting shall be entitled to one vote. The Chair shall vote in the event where a tie must be broken.

4.8. Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting with the number of the votes recorded in favour or against such motion.

4.9. Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association; provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

4.10. Conflict of Interest

- a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting. For greater clarity, a conflict of interest includes, but is not limited to, a situation that provides a person an opportunity to further his or her private interests, or those of his or her relatives or friends, or to improperly further another person's private interests. A conflict of interest could arise when a Board Member is in a position to influence a specific hockey team by taking a head coach or manager position or lead to any form of personal gain for themselves or for a family member.

- b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.
- c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

4.11. Indemnification of Directors

- a) Every Director of the Association and their heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:
 - i. all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their office, and
 - ii. all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that they sustain or incur in or about any action, suit or other proceeding as a result of which they are

adjudged to be in breach of statute unless, in an action brought against them in their capacity as a Director, they have achieved complete or substantial success as a defendant.

- b) The Association shall purchase and maintain Board and other insurance that complies with CHF or OHF directorship insurance policies

4.12. Confidentiality

Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board. A confidentiality agreement will be signed at the outset of Directorship. As needed, matters may be brought before the Board for consideration in camera.

4.13. Appointments

- a) The Board of Directors may make such appointments as are deemed necessary to facilitate the operations of the Association.
- b) The term of each appointment shall end at the next General Meeting with the election of the new Board of Directors.

4.14. Professional Staff

- a) The Association may establish professional staff positions with the approval of the Membership at a General Meeting.
- b) The Board of Directors shall make the hiring decision to fill established staff positions.
- c) Terms of service and remuneration shall be stated in contracts between the Association and those hired.
- d) The Board of Directors shall approve specific job descriptions for each position and said job descriptions may be varied from time to time by mutual agreement between the Board of Directors and the staff concerned.

- e) The Board of Directors shall evaluate the needs of the Association and conduct performance reviews of paid employees on an annual basis.

4.15. Consent to Act as Director

- a) All newly elected/appointed directors are required to consent in writing to serve as a director within ten days of their election/appointment.
- b) Consent can be given retroactively to the date of appointment.

5. OFFICERS & RESPONSIBILITIES OF OFFICERS

5.1. Elected Officers

- a) The Elected Officers of the Association shall be the President, the Vice-President, the Treasurer, and the Secretary.
- b) A Chair of the Board of Directors must be appointed among the directors to fulfil certain duties.
- c) Within seven (7) days after the Annual General Meeting each year, the Directors shall hold a Directors' Meeting for purposes of electing the Officers of the Association and such Directors' Meeting shall be chaired by the Chairperson of the Nominations and Elections Committee.
- d) A Director shall not hold more than one (1) Office nor hold any Office for more than six (6) consecutive years.

5.2. Assistants to Officers

The Board of Directors may appoint such assistants to Officers of the Association as the Board may determine by Resolution from time to time. These assistants to the Officers of the Association shall be Directors themselves.

5.3. Eligibility for Office

- a) The elected Officers of the Association, with the exception of the Treasurer, must have served on the Board for at least one (1) year prior to election as an Officer.
- b) The Board shall endeavour to select, as Treasurer of the Association, a Director who has employment experience and skills in accounting procedures.

5.4. Term of Office

The elected Officers shall hold Office until the next Annual General Meeting.

5.5. Termination of Officers

- a) The Board, by resolution approved by two-thirds (2/3) of the Directors, a quorum being present, may remove any Officer for cause before the expiration of their term of Office.
- b) An Officer of the Association may resign his or her Office by submitting a letter of resignation to the President of the Association. The President will share this letter with the Board.

5.6. Vacancies in Office

- a) If a vacancy occurs in any Office, or if for any reason an Officer is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Officer from among the current Board of Directors.
- b) A director automatically ceases to hold office when they (i) die, (ii) resign, (iii) are removed or (iv) no longer fulfill the mandatory requirements as set out herein.
- c) The Board shall fill vacancies in other Offices for the balance of the unexpired terms from among those eligible to serve.

5.7. Responsibilities of Board Executive

- a) The President shall:
 - i. Represent the Association in the Community;
 - ii. Act as Chair of the Board, the Executive Committee, and at all Meetings of the Membership of the Association, (unless designate approved by Board as per article 7.8);
 - iii. Exercise general supervision of the Association in accordance with Policies determined by the Board;
 - iv. Be charged with the general management and supervision of the operations and employees of the Association; and
 - v. Be a signing officer.
- b) The Vice-President shall:
 - i. Assume the duties of the President in the absence for any reason of the President and shall carry out such other duties as are assigned by the Board or the President;
 - ii. Monitor adherence by the Board of Directors to all existing Policies of the Association and to inform the Board of Directors with respect to any inconsistencies between existing Policies of the Association and a proposed policy for the Association;
 - iii. Be available to assist any Director requiring assistance in the completion of their functions;
 - iv. Carry out such duties as are assigned by the Board, the Executive Committee or the President.
 - v. Be a signing officer.

c) The Treasurer shall:

- i. Have working knowledge of bookkeeping and accounting procedures obtained either from an accredited educational institution or by employment in this field. (If the Association cannot fill this position with a person with these credentials, then the position will be filled by a suitable elected Director who will be responsible for the deposition of funds and the payment of bills).
- ii. Be required to provide the Board of Directors with a monthly financial overview of the Association's financial position and to advise the Board of Directors on all financial matters;
- iii. Liaise with all committees of the Board of Directors to receive estimates of revenues and expenditures for the next fiscal year of the Association for purposes of preparing the budget;
- iv. Present a budget for the upcoming year no later than September 1st; and
- v. Be a signing officer.

d) Secretary

- i. Keep an accurate record of the Minutes of General Meetings of Members, Board Meetings and Executive Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Board or by the Members of the Association;
- ii. Ensure the proper custody of the Association's corporate seal, corporate Minutes and Resolutions and other corporate records and documents;
- iii. Be Chair of the Nominations and Elections Committee (will be designate if the Secretary is up for election);
- iv. Recommend policy to the Board of Directors regarding internal and external communications of the Association; and

v. Carry out other duties as are assigned by the Board, the Executive Committee or the President.

vi. Be a signing officer.

5.8. Chair

a) The Board must appoint a chairperson for the Board of Directors.

b) This person will fulfil duties assigned by the Board

c) The chair may hold another Executive position as well

5.9. Director Dissent Rights:

a) Directors have the right to dissent to any decision made by the Board of Directors

b) The dissent by a Board Member must be recorded in the minutes of the meeting.

6. COMMITTEES OF THE BOARD

6.1. Standing Committees

a) The following committees shall be Standing Committees of the Board of Directors of the Association:

i. Executive Committee

ii. Finance Committee; and

iii. Nominations and Elections Committee

6.2. Standing Committees Not Limited

Nothing in this by-law shall be construed to limit the ability of the Directors and Membership of the Association from abolishing or creating Standing Committees by by-law or from establishing such ad hoc committees or subcommittees by

Director's Resolution as may be desired or required from time to time.

6.3. Standing Committee Procedure

- a) All Standing Committees shall comply with all bylaws, guidelines, Policies and Procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OHF, the CHA, and, if applicable, any other hockey organizations with which Association teams are participating.
 - i. Each Standing Committee shall meet at the call of the Chair and shall meet as identified in the Terms of Reference for the Committee.
 - ii. Notice of all Meetings of Standing Committees shall be communicated to all Members of the standing committee at least seven (7) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Standing Committee.
 - iii. A quorum for a Standing Committee shall be a majority (50 percent (50%) plus one (1)) of the Members of the Standing Committee.
 - iv. Each Member of a standing committee present at a Meeting shall be entitled to one (1) vote. In the case of an equality of votes, the Chair shall have a second or deciding vote.
 - v. Standing Committees shall maintain and keep minutes of their Meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.
 - vi. Each Standing Committee shall prepare an update of the matters for which it is responsible to be presented to the Membership at the General Meeting of the Association.

6.4. Sub-Committees and Ad Hoc Committees

The Standing Committee procedure also shall govern the procedure of all sub-committees and ad hoc committees of the Association.

7. EXECUTION OF DOCUMENTS

7.1. Execution of Documents

All documents including banking papers, on behalf of the Association, shall be signed and sealed (if necessary) by the President, Vice-President or Treasurer and by the Secretary or Executive Director.

7.2. Books and Records

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

8. FINANCIAL YEAR

8.1. Financial Year Terminates April 30th

The financial year of the Association shall terminate on the 30th day of April in each year or such other day determined by resolution of the Board.

9. BANKING ARRANGEMENTS

9.1. Banking Resolution

- a) The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:
 - i. Operate the accounts of the Association with a bank or a trust company,
 - ii. Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money,

- iii. Issue receipts for and orders relating to any property of the Association,
- iv. Authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

9.2. Deposit of Securities

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

10. BORROWING BY THE ASSOCIATION

10.1. Borrowing

- a) Subject to the limitations set out in the Letters Patent, Supplementary Letters Patent, By-laws or Policies of the Association, the Board may by Resolution authorize the Association:
 - i. To borrow money on the credit of the Association;
 - ii. To issue, sell or pledge securities of the Association; or
 - iii. To charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

10.2. Borrowing Resolution

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

11. NOTICE

11.1. Method and Computation of Notice

- a) In computing the date when notice must be given under any provision of this By-law requiring a specified number of days notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.
- b) The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.
- c) Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or electronically or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or Member at their address as the same appears in the records of the Association
- d) Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid.
- e) For the purposes of sending any notice, the address of any Member, Director or Officer shall be their last address in the records of the Association.

12. PASSING AND AMENDING BY-LAWS

12.1. Amendments, Notice, and Ratification of Bylaws

- a) The Board may recommend amendments to the By-laws of the Association from time to time to the Membership.
- b) If the Board intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.
- c) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next General Meeting of the Members. The notice of such General Meeting shall refer to, describe and explain the By-law or amendments to the By-law being recommended by the Board.
- d) A motion to amend the By-laws recommended by the Board or proposed by a Member at an Annual General Meeting or at an additional General Meeting of Members must be approved by a two-thirds (2/3) vote of the Members present at such General Meeting.
- e) The Members at the Annual General Meeting or at the additional General Meeting may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.
- f) Amendments to the By-Laws of the Association, approved at any General Meeting of Members shall go into effect immediately upon approval of said amendments.

13. RULES OF PROCEDURE

Robert's Rules of Order shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

14. EFFECTIVE DATE

14.1. By-Law in Force

- a) This By-law shall come into force without further formality upon its enactment after approval by the Members of the Association as herein before set out.
- b) The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held in the City of Greater Sudbury, Ontario, and at which a quorum was present on the 18th of June, 2025.

PRESIDENT

SECRETARY