

KANATA MINOR HOCKEY ASSOCIATION

BY-LAW NO.2

SECTION 1 - INTERPRETATION

SECTION 2 - GENERAL

SECTION 3 - FINANCIAL MATTERS

SECTION 4 - AUDITOR

SECTION 5 - DIRECTORS

SECTION 6 - MEETINGS OF DIRECTORS

SECTION 7 - OFFICERS

SECTION 8 - INDEMNITY

SECTION 9 - MEMBERSHIP

SECTION 10 - MEETINGS OF MEMBERS

SECTION 11 - PLAYERS

SECTION 12 - NOTICES

SECTION 13 - AMENDMENT OF BY-LAWS

SECTION 1 - INTERPRETATION

1.01 Definitions

In this By-law, Unless the context otherwise requires:

"Board" means the board of directors of the Corporation;

"By-law" 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;

"Code of Conduct" is the code of ethics of the Corporation which establishes the ethical standard of the Corporation and sets out guidelines for the maintenance of standards of professional conduct by the members, as approved by the Board from time to time;

"Chair" means the chairperson of the Board;

"Corporation" means the KANATA MINOR HOCKEY ASSOCIATION, the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

"Director" means a member of the Board;

"General Manager" means the employee of the Corporation responsible for conducting the day-to-day business and affairs of the Corporation according to the By-laws and policies set by the Board;

"KMHA" means the Corporation;

"Meeting of Members" includes an annual meeting of members or a special meeting of members;

"Member" means a member of the Corporation;

"Officer" means an officer of the Corporation.

"Ordinary Resolution" means a resolution passed by a simple majority of the votes cast on that resolution.

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of any applicable by-law or legislation; and

"Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

Words importing the singular include the plural and vice versa, Words importing one gender include all genders, and "person" includes an individual, body Corporate, partnership, trust and Unincorporated Organization.

1.03 Severability

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.

SECTION 2 - GENERAL

2.01 Name

The name of the Corporation shall be the KANATA MINOR HOCKEY ASSOCIATION.

2.02 Affiliations

The Corporation shall be a member of the following Organizations: (a) Hockey Eastern Ontario Minor ("HEO MINOR"); (b) Hockey Eastern Ontario (HEO); and (c) Hockey Canada.

2.03 HEO MINOR - DISTRICT 11

The Corporation shall be a member of District 11 of HEO MINOR. District 11 will represent the Corporation and its interests at the HEO MINOR level.

2.04 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Executive Director or another individual designated by the Board shall be the Custodian of the corporate seal.

2.05 Purpose

The main purposes of the Corporation are to: (a) maintain and increase interest in the game of hockey; (b) exercise general supervision and direction over its players, Coaches and its teams and game officials, with an emphasis on the enhancement of healthy recreation, good sportsmanship, inclusiveness and citizenship; and (c) provide a hockey program giving due consideration to all divisions and categories of minor hockey.

SECTION 3 - FINANCIAL MATTERS

3.01 Financial Year

The financial year end of the Corporation shall be April 30th in each year unless otherwise determined by the Board.

3.02 Signing Authority

(C) Deeds, transfers, Assignments, and Contracts in writing requiring execution by the Corporation shall be signed by the President. If the President is Unavailable, they shall be signed by the Vice-President (Hockey Programs). If the Vice-President (Hockey Programs) is Undivisible, then they shall be signed by the Treasurer. 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.

(b) Cheques, bank drafts, and other negotiable instruments shall be signed by any two of the following persons: the President, the Vice-President (Hockey Programs), and the Treasurer.

3.03 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust Company or other firm or Corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by one Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

3.04. Books and Records

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

The Corporation shall maintain a register of Members.

3.05 Borrowing Powers

The Board may, without authorization of the Members,

(d) borrow money on the credit of the Corporation;

(b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(d) mortgage, hypothecate, pledge or otherwise create a security interest in real or personal property of the Corporation, owned or substantially occupied, to secure any debt obligation of the Corporation.

3.06 Delivery of Annual Financial Statements

The Corporation shall deliver a copy of the Annual Financial Statements to all Members who have informed the Corporation that they wish to receive a copy of those documents not less than 21 days before each Annual Meeting of Members.

SECTION 4 - AUDITOR

4.01 Appointment

The Members shall by ordinary resolution of each Annual Meeting appoint an Auditor to hold office until the next Annual Meeting, and if an appointment is not so made, the Auditor in office will continue in office until a successor is appointed. The Directors may, if a vacancy of the Directors is then in office, fill any vacancy in the office of the Auditor arising between Annual Meetings.

4.02 Qualification

The person or firm appointed as Auditor shall: (a) be independent of the Corporation, its affiliates, the Directors and Officers; and (b) be permitted to conduct an audit of the Corporation under the Public Accounting Act, 2004.

4.03 Remuneration

The remuneration of the Auditor shall be fixed by the Directors.

SECTION 5 - DIRECTORS

5.01 Authority and Responsibility

The Directors shall manage, or Supervise the management of, the Activities and affairs of the Corporation.

The Directors of the Corporation are required to act honestly and in good faith with a view to furthering the best interests of the Corporation and shall exercise reasonable care, diligence and skill in the fulfillment of their duties.

5.02 Number of Directors

The Board shall consist of seven directors.

5.03 Composition of Board

The Board shall be comprised of as possible of the following Directors: (a) President;

(b) Vice-President (Hockey Programs);

(c) Vice-President (Operations);

(d) Treasurer;

(e) Directors At-Large (two); and

(f) Immediate Past-President (Ex Officio)

All of the Directors shall be elected by the Members of the Corporation at the Annual meeting, except the Immediate Past-President who shall be appointed by virtue of office held.

5.04. Election and Term

The Directors shall be elected by the Members for one-year terms. The term of office of the Directors shall begin May 1st and run until April 30th of the following year. There are no term limits for Directors.

5.05 Qualifications of Directors - General

(d) To be a Director of the Corporation, an individual must be of at least 18 years of age. No person who has been declared insolvent by a court or who has the status of a bankrupt shall be a Director.

(b) All elected Directors must be Members of the Corporation at the time they are elected and must secure membership with the Corporation for the

Upcoming KMHA hockey season pursuant to Section 9.01(b) or 9.01(e) Within C
reCSOn Cable CannOUnit Of finne.

5.06 Qualifications of Directors - Officer Positions

(a) The President of the Corporation shall be a Member and a Director of the Corporation. The President must have served on the Corporation's Board for at least two years prior to taking office as President.

(b) The Vice-President (Hockey Programs) shall be a Member and a Director of the Corporation. The Vice-President (Hockey Programs) must have served in a management capacity of a minor hockey association for at least 2 years, be certified at the equivalent of the Coach level and have served as a coach for a minor hockey team for at least one year prior to taking office as Vice-President (Hockey Programs).

(c) The Vice-President (Operations) shall be a Member and a Director of the Corporation. The Vice-President (Operations) must have served in a management capacity of a minor hockey association for at least two years prior to taking office as Vice-President (Operations).

(d) The Treasurer shall be a Member and a Director of the Corporation. The Treasurer must hold a recognized accounting designation or have considerable relevant experience in the accounting and financial management fields. Prior to taking office, the incoming Board must verify and approve the qualifications of the Treasurer.

5.07 Ceasing to Hold Office

A Director shall Cease to Hold Office When:

(a) The Director dies;

(b) The Director becomes bankrupt,

(c) The Director is found to be incapable of managing property by a court or Under
Insolvency Act,

(d) The Director submits a written resignation to the President or to the General Manager of the Corporation. A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or of the time specified in the resignation, whichever is later; Or

(e) The Director is otherwise removed from office in accordance with applicable legislation.

5.08 Filling Vacancies

A CUOrUm of Directors may fill d vacancy among the Directors. If there is not C CUOrUm of Directors Or there hos been d foilure to elect the minimum number of Directors, the Directors in office shall, without delay, call a special Meeting of Members to fill the vacancy and, if they foil to coll SUCh a meeting, the meeting may be colled by any Member. The Boord may fill any other vacancy by a simple mojority Vofe, Cand the Oppoinfee shall hold office for the remdinder of the Unexpired portion of the term of the vocoting Director. After that, the oppointeesholl be eligible to be elected OS O Director.

5.09 Rem UnerCation of Directors

(d) The Directors shall receive no remuneration for Octing OS SUCh, but Shall be entitled to be paid their redSONoble expenses properly incurred in the performance of their duties, including their trovel Ond other expenses properly incurred in ottending meetings of the Boord, of Ony committee, or of the MemberS.

(b) Notwithstanding 5.09 (Ca), Directors may be podid remuneroation cand reimbursed for expenses incurred in connection with services they provide to the Corporation in their copo city other thon OS Directors, provided that the OmoUnt of any SUCh remuneration or reimbursement is: (i) considered redsonable by the Board; (ii) approved by the Board for poyment by resolution passed before SUCh poyment is mode; and (ii) in complice with Conflict of interest provisions of ony Opplicable legislotion Or By-low.

5.10 Committees of the Boord

Subject to the limitotions on delegation set out in any applicable legislotion, the Boord moy establish ony committee it determines necessary for the execution of the Board's responsibilities. The Board sho|| determine the Composition Cind terms of reference for ony such committee. The Boord moy dissolve Ony Committee or remove any committee member by resolution of Ony time.

Without limiting the foregoing, the Executive Committee of the Boord, if Ony, shall be a standing committee ond, to the extent possible, shall be comprised of the President, the Vice-President (Hockey Programs), the Vice-President (Operations), and the TredSUrer.

5.11 Conflicts of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall disclose such interest to the Board. No such Director shall attend any part of a

meeting of Directors or vote on any resolution to approve any such contract or transaction.

5.12 Consent to Serve

An individual who is elected to hold office as a Director shall consent to hold office as a Director in writing before the election or within 10 days after the day on which the election took place.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this By-law.

6.02 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.

6.03 Notice of Meetings

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 to every Director of the Corporation not less than 5 days before the time when the meeting is to be held. Notice of a meeting shall not be 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. If a quorum of Directors is present, each newly elected or appointed Board member, without notice, hold its first meeting immediately following the annual meeting of the Corporation. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

6.04 Quorum for Board Meetings

A CUOrUm Shall be o mojority of the number of Directors. No business Shall be fronSOcted of Ony meeting of the BOCrd Unless C CUOrUm is present of the commencement of dnd throughout the meeting. For the purposes of determining duorum, O Director may be present in person, or, if duthorized Under this By-low, by teleconference Ond/or other electronic medns.

6.05 Votes to Govern

Each Director hoS One vote, except the Immediate Post-President who is not eligible to vote. Questions drising of any Boord meeting Shall be decided by C. simple majority of votes cost. In cose of on equality of votes, the Choir shall hoved second or costing vote.

6.06 Ch Cair

The President Shall preside CS Choir of Boord meetings. In the obsence of the President, the Vice-President (Hockey Programs) shall be the Choir. In the Cabsence of the President Cand Vice-President (Hockey Programs), the VicePresident (Operations) shall be the Chair.

6.07 Resolutions in Writing

A resolution in Writing, signed by all the Directors entitled to vote on that resolution of O Boord meeting, Shall be OS valid OS if it hold been possed dt O. Board meeting. A copy of every such resolution in Writing shall be kept with the minutes of the proceedings.

6.08 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, O Directormoy porticipate in C meeting of the Boord or of d committee of Directors by telephonic or electronic medns that permits oll porticipants to communicote Oded UC tely with edch other during the meeting. A Director participating by SUchmedns is deemed to be present at that meeting.

SECTION 7 - OFFICERS

7.01 Description of Offices

Unless otherwise specified by the Board (which may modify, restrict or Supplement such duties and powers), the Offices of the Corporation, if designated, Shall have the following duties and powers associated with their positions:

(a) President – the President shall be a Member and a Director of the Corporation as provided by these By-laws. The President shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, Subject to the Authority of the Board, have general Supervision of the affairs of the Corporation. The President shall be the Chair and preside at all meetings of the Board and the Members. The President shall also be responsible for ensuring the preparation and distribution of Agendas for all meetings of the Board and the Members. The President shall also perform such other duties as may be required by law or as the Board may determine from time to time;

(b) Treasurer — the Treasurer shall be a Member and a Director of the Corporation as provided by these By-laws and shall be responsible for Supervising the general financial operations of the Corporation and shall have such powers and duties as the Board may specify. The Treasurer shall also perform such other duties as may be required by law or as the Board may determine from time to time;

(c) Vice-President (Operations) - the Vice-President (Operations) shall be a Member and a Director of the Corporation as provided by these By-laws. The Vice-President (Operations) shall be responsible for all aspects of operations pertaining to the Corporation and shall work to ensure continual improvements in Operational efficiencies. The Vice-President (Operations) shall also perform such other duties as may be required by law or as the Board may determine from time to time;

(d) Vice-President (Hockey Programs) - the Vice-President (Hockey Programs) shall be a Member and a Director of the Corporation as provided by these By-laws. The Vice-President (Hockey Programs) shall be responsible for the Overall management of the Corporation's Recreational and Competitive programs including, but not limited to, Coordinating the Coaching Selection process and team assignment. The Vice-President (Hockey Programs) shall present the interests of players, parents and coaches to the Board, and shall also perform such other duties as may be required by law or as the Board may determine from time to time; and

(e) immediate Post-President (Ex Officio) - the Immediate Post-President shall be a non-voting Director of the Corporation and shall be responsible for the duties assigned to him by the President or the Board.

The Board may appoint such other Officers and agents as it deems necessary. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time, vary, add to or limit the powers and duties of any Officer.

If the office of any officer of the Corporation shall be or become vacant, the Board may, by resolution, appoint a person to fill such vacancy.

If the office of the President shall become vacant, the Vice-President (Hockey Programs) shall serve as President in the interim. If the Vice-President (Hockey Programs) is unable to serve as interim President, then the Vice-President (Operations) shall serve as interim President.

SECTION 8 - INDEMNITY

8.01 Indemnity

Without limiting the right of the Corporation to indemnify any individual to the full extent permitted by law, the Corporation shall, from time to time and at all times, indemnify each Director or Officer or former Director or Officer (and each such Director's, Officer's or other individual's respective heirs, executors, administrators, or other legal personal representatives and his or her estate and effects, or another individual who acts or acted at the request of such Director or Officer or in a similar capacity of another entity), against all costs, charges and expenses including amounts paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved provided that the individual to be indemnified acted honestly and in good faith with a view to the best interests of the Corporation and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful.

SECTION 9 - MEMBERSHIP

9.01 Class and Conditions of Membership

(d) There Shall be One (1) class of Members in the Corporation. Each Member Shall have the right to receive notice of, attend, participate at and the right to One (1) vote of Cill Meetings of Members.

(b) Subject to Section 9.01 (i) below, and provided that the registration fees for each player registered in the KMHA for the Current hockey Season have been paid, membership in the Corporation shall be available to an individual Who: (i) is interested in furthering the Corporation's purposes; (ii) is a parent or legal guardian of a player or players registered in the KMHA, and (iii) resides in the KMHA's geographical jurisdiction. The registration fees for any given hockey Season shall be determined by the Board. The KMHA's geographical jurisdiction is defined in Schedule A.

(c) KMHA's hockey season starts on June 1st of any given year.

(d) The membership term for an individual granted membership pursuant to Section 9.01(b) above shall begin on the date that the registration fees for each player registered in the KMHA for the current hockey season have been paid in

full and, Unless otherwise terminated pursuant to these By-laws, Shall end on May 31st.

(e) An individual that is of least 18 years of age, and is interested in furthering the Corporation's purposes, but is not or will not be a parent or legal guardian of a player registered in the KMHA, may apply to the Board to become a Member of the Corporation. The individual must demonstrate to the Board the value they would add as a Member of the Corporation. The Board Shall determine, in its sole discretion, Whether or not to admit such an individual as a Member of the Corporation for any given membership term. The Board's decision in this regard shall be final and binding and not subject to any right of appeal. Any individual granted membership status under this provision shall be required to pay a special membership fee determined by the Board.

(f) Each Member Understands that membership in the Corporation is a privilege and not a right.

(g) Each Member shall abide by the Corporation's By-laws, Code of Conduct and other policies in force from time to time. A copy of the Code of Conduct, as it may be amended by the Corporation from time to time, is attached hereto as Schedule B.

(h) Upon request, each Member shall sign a declaration stating that he will Obide by the Corporation's By-lows, Code of Conduct and other policies in force from time to time.

(i) An individual who hoS had their membership in the Corporation SUSPended or terminated in the lost ten (10) years must apply to the Boord for special permission to become a Member of the Corporation. Such application to the Boord must be made in Writing by Woy of one-moil or letter delivered to the General Monager of the Corporation or other individual designated by the BOOrd. The individuol must provide to the Boord SUfficient evidence of their genuine intent and desire to further the Corporation's purposes and to obide by the Corporation's By-lows, Code of Conduct and other policies in force from time to time. The BOOrd ShCII determine, in its SOle Odiscretion, whether Or not to admit SUch on individual OS d Member of the Corporation. The Board moy, in its Sole discretion, approve the membership of SUch individual Subject to the fUlfillment of any conditions the Boord deems appropriate. The Boord's decision On Whether OrnOf tO ClOW On individuCl here Under to become O Member Of the Corporation shall be final and binding and not subject to any right of appeal.

9.02 Membership Transferability

A membership in the Corporation is not transerable. 9.03 Disciplinary Act or Termination of Membership for Cause

(d) The Boord moy poss C resolution OUthorizing the disciplindry Oction of d Member, including the immediote SUSPension Or termination of the Member's membership in the Corporation, On Occount of SUch Member violating ony provision of the Corporation's By-lows, Code of Conduct or other policies in fOrCe frOm finne fO finne.

(b) The Board shall deliver a written notice of its resolution to the affected Member. The notice Sholl Set OUf the redsons for the disciplindry Oction being token. The Member receiving the notice Sholl hove ten (10) doys from the receipt of SUch notice to provide the Boord with d Written Submission opposing the disciplinary action. SUch Submission must be made in Writing by Woy of Onemoil Or letter delivered to the General Monoger of the Corporation or other individual designated by the Boord. The Boord shall hove the right to SUSPend or terminote the Member's membership, or impose any other disciplinary action it deems Oppropriate, OS of the dote it delivers the Written notice of its resolution to the Offected Member. The BOOrd ShCII Consider the Written SUBmission Of the Member in deciding whether to Uphold, modify or retroct the disciplindry Oction Set forth in its Written notice to the Member.

(C) Disciplinary Action of a Member can include, Without limitation, the immediate Suspension or termination of membership, as well as the immediate Suspension or termination of a Member's player (or players) from any KMHA hockey programs for the current or Upcoming hockey seasons. In the event of a Suspension or termination, the Member shall not be entitled to any refund of the fees paid to the Corporation.

(d) Disciplinary decisions of the Board shall be final and binding and not subject to any right of Appeal.

SECTION 10 - MEETINGS OF MEMBERS

10.01 Annual Meeting

(d) The Annual Meeting of Members shall be held on a day and of a place within Ontario fixed by the Board. Any Member, Upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the Corporation's financial statements, Auditor's report and other financial information required by the By-laws or any applicable legislation.

The business transacted at the annual meeting shall include: (i) receipt of the agenda;

(ii) receipt of the minutes of the previous annual and subsequent Special meetings;

(iii) consideration of the financial statements;

(iv) report of the Auditor;

(v) reappointment or new appointment of the Auditor for the coming year, (vi) election of Directors, and

(vii) such other or special business as may be set out in the notice of meeting.

(b) No Director nominations shall be permitted to be made during the annual meeting. Any person interested in putting their name forward for election as a Director must do so in writing to the General Manager during the nomination period identified in the notice of the Annual Meeting.

(c) No other item of business shall be included on the agenda for the Annual meeting unless a Member's proposal has been given to the General Manager on or before March 15th (or the first regular business day thereafter if that day falls on a Saturday, Sunday or Statutory holiday) of any given year so that such

item of new business can be included in the notice of the Upcoming annual meeting.

(d) The Board is not required to include a Member's proposal in the notice of meeting if:

(i) the proposal is not Submitted to the Corporation by the date set out in Section 10.01(b) above;

(ii) it clearly appears that the primary purpose of the proposal is to enforce personal claim or redress a personal grievance against the Corporation or its Directors, Officers, Members or debt obligation holders;

(iii) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation;

(iv) not more than two years before the receipt of the proposal, the Member failed to present in person at a meeting of the Members, and proposal would have been included in the notice of meeting at the member's request;

(v) substantially the same proposal was submitted to Members in the notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated; or

(vi) the rights conferred by this section are being used to secure publicity or to serve some unlawful or inappropriate purpose.

10.02 Special Meetings

(a) The Directors may call a Special Meeting of Members.

(b) The Directors shall convene a Special Meeting of Members on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation within 21 days from the date of the deposit of the requisition, unless the requisition includes a matter described in Section 10.01 (C) (ii) — (vi) above.

10.03 Notice

Not less than 10 and not more than 50 days written notice of any ordinary or Special Meeting of Members shall be given to each Member, Director and to the auditor. 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.

10.04 QUORUM

A quorum for the transaction of business at any Meeting of Members is 25 Members entitled to vote of 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.

10.05 Chair of the Meeting

The President shall be the Chair of any Meeting of Members. In the President's absence, the Vice-President (Hockey Programs) shall be the Chair. In the absence of the President and the Vice-President (Hockey Programs), the Vice-President (Operations) shall be the Chair.

10.06 Voting of Members

(a) Business arising at any Meeting of Members shall be decided by a simple majority of votes cast, unless otherwise required, provided that:

- (i) each Member shall be entitled to one vote at any meeting;
 - (ii) votes shall be taken by a show of hands among all Members present at the meeting, if a Member, shall have a vote;
 - (iii) Abstention shall not be considered a vote cast;
 - (iv) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any 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;
 - (v) if there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote. Upon written ballot, the motion is lost; a cast;
 - (vi) 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 on entry of the effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.
- (b) Proxy voting shall not be permitted at any Meeting of Members.

10.07 Persons Entitled to be Present

The only persons entitled to attend a Meeting of Members are the Members, the Directors and the OUDitor of the Corporation. Any other person may be Odmitted only if invited by the Chair of the meeting or with the majority consent of the Members present of the meeting.

SECTION 11 - PLAYERS

Ployers registered in the KMHA Sholl abide by the KMHA's Code of Conduct and its other rules and policies in force from time to time. Ployers are not eligible to be Members of the CorpOrotion Ondore not entitled to Ottend or porticipate of any Meetings of the Members.

SECTION 12 - NOTICES

12.01 Service

Any notice reduired to be sent to Ony Member or Director or to the OUDitor Sholl be provided by telephone, delivered perSonolly, or sent by prepoid moil, focsimile, email or other electronic medns to any SUch Member or Director ot their lotest address Os shown in the records of the Corporation and to the OUDitor, Or if no Oddress be given then to the lost Oddress of SUch Member or Director known to the Corporation; provided always that notice may be waived or the time for the notice may be Wolved or dbridged of Ony time with the consent in Writing of the person entitled thereto.

12.02 Computation of Time

Where d given number of doys' notice or notice extending Over Ony period is required to be given, the day of service or posting of the notice Sholl not, Unless it is otherwise provided, be counted in such number of doys or other period.

12.03 Error or Omission in Giving Notice

No error or Occidental Omission in giving notice of any Boord meeting Or Ony Meeting of Members Sholl invalidote the meeting or make Void any proceedings token of the meeting.

SECTION 13 - AMENDMENT OF BY-LAWS

13.01 Amendments to By-laws

Subject to any applicable legislation, the Directors may by resolution make, amend or repeal any by-law that regulates the activities or affairs of the corporation. The Directors shall submit the by-law, amendment or repeal to the Members of the next Meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal by Ordinary resolution.

Enacted on April 20 2017.

President and VP Hockey Programs

18 Page

SCHEDULE A

KMHA Geographical Jurisdiction

The geographical boundaries of the Konoto Minor Hockey Association are OS defined by HEO MINOR.

19 Page

SCHEDULE B

KMHA - CODE OF CONDUCT

The Konoto Minor Hockey ASSociation (KMHA") believes that teaching young Othletes to embrace the concept of Sportsmonship is essential to building their character, developing their skills, and fostering their respect for the role that ethics plays in Orgonized Sport.

KMHA believes that the highest potential of Sports competition is Ochieved when Cill Sport porticipOntS - Othletes, parents/guardions, codches, officials, CadministratorS, Spectotors, Cand volUnteers — Care guided by the principles of respect, responsibility, foirness, coring and good citizenship.

AS SUCh, every KMHA Member and porticipant is required to abide by the principles provided below, which may be Omended from time to time by the CorpOrotion. Foilure to do SO On the port of any KMHA Member or porticipant could result in disciplindry Oction by KMHA. SUCh disciplindry Oction could include immedicate SUSpension or termination of membership in the Corporation, Os well as the immedicate SUSpension or termination of C Member's ployer (or players) from any KMHA hockey progroms for the current or Upcoming hockey S6 CSOr)S.

KMHA Principles

| Will not force C child to porticipOte in hockey.

| Will remember that children play hockey for their enjoyment.

I will inform the cooches or other oppropriate individuals of any disobility that may offect the safety of a child athlete or his or her teammates.

| Understond that ployer Sofety is of poromoUnt importance ond I will not encourage or porticipate in any behaviors or practices that WOUld endonger the heolfh Ond wellbeing of the Othlefes.

I will learn the rules of the game and abide by the policies of KMHA and the Hockey Edsfern Ontario Minor ("HEO MINOR").

| Will encourage Clothletes to ploy by the rules and to resolve conflict without resorting to hostility or violence.

| Will teach the child athletes that doing one's best is OS important OS winning so that no child will ever feel defected by the OUtcome of the game.

| Will OpploUC displays Of good Sportsmonship Cnd emphosize the benefit of skill development.

| Will make child Othletes feel like Winners every time by offering praise for Competing foirly and nord.

| Will never ridicule or yell of any child, including my own, or of any porticipant for moking O mistoke or losing Ogame.

| Will respect the gome of hockey dnd Sholl behove in C monner So CIS not moke O trovesty of the gome or bring it ony disrepute.

| Will remember that children learn by exomple. Will opploUd good ploys and performances irrespective of which team makes them

| Will never duestion on official's judgment or honesty during Ogame or in public. recognize officials ore being developed in the Some monner OS ployers.

I will SUpport all efforts to remove verbal and physical obUse from children's hockey go meS.

| Will not engdge in Ony kind of violence, fighting, booing or to Unting, ond Will refrain from moking threats ond Using profone longUdge or gestures of all KMHA gomes Ond events.

| Will be C positive role model for KMHA othletes by encouraging good sportsmonship, showing respect for al porticipants dUring and offer games, and refraining from engaging in objectionable and hostile behavior through emdils, SOCiCal medio Cand Other WebO boCSeCd fOrUmS.

I will demond that call hockey porticipants ore treated foirly Ond with respect regardless of their sex, creed, color, ability, ethnic background Or race.

| Will respect ond show oppreciation for the volunteers who give their time to KMHA ond fo minor hockey.

| Sholl respect call members, officials, parents, ployers, tedim officials, Stoff, volunteers, spectotors and board members of the KMHA, HEO MINOR, HEO, Cind Hockey Canada.

| Understand that Ony indppropriate conduct, horossment or obUse (including the Use of profonity) directed towards any individual will not be tolerated Ond will be subject to disciplinary action by KMHA.

Updated April 2017