



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

1. The organization shall be called the South Central Triple “A” league hereinafter referred to as the “SCTA”. (The "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE I

Definition

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

"Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the board of directors of the Corporation and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the vote's case on that resolution;

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; 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.

"Centre" means a minor hockey association within the OMHA;

"AGM" means annual general meeting of the Members;

"HC" means Hockey Canada (or such other name as Hockey Canada may in the future legally adopt);.

"Members" means all classes of membership in the Association as more particularly set out in article.

"OMHA" means The Ontario Minor Hockey Association;

“Policies” means written statements governing issues affecting the affairs of the Association which have been considered and approved by the Board, from time to time, including any applicable code of conduct;

“Special Resolution” means a resolution requiring 66.7% of votes cast to pass;

ARTICLE II

Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

ARTICLE III

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 secretary of the Corporation shall be the custodian of the corporate seal.

ARTICLE IV

Execution of Documents

Execution of Documents: The Board may from time to time appoint any Director or Directors or any person or persons on behalf of the Association either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

Books and Records: The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are

Revision Date: May _____ Page _____ regularly and properly maintained and any contracts or agreements are filed for safekeeping with the Secretary of the Association. At the conclusion of the year end of the financial reports, committee reports, and Board minutes are to be filed in the Association's office.

ARTICLE V

Financial Year

FINANCES

1. The financial year of the SCTA shall be from May 1st to April 30th each year.
2. Any changes in fees recommended in the annual report of the Treasurer shall be voted on as a separate motion at the Annual General Meeting.
3. All expenditures in excess of \$500.00 that are not included in the budget for the financial year shall require approval by a motion passed at a league meeting.
4. Cheques to disburse funds of the SCTA shall bear the signatures of any two of the President, the Vice-President, the Treasurer or one other member of the Executive Committee designated by approval of an appropriate motion of this committee.
5. The SCTA shall not incur debts by borrowing money unless prior permission for such an action has been obtained by passage of a motion by a two-thirds majority of votes cast at a general meeting, provided that notice of this motion is included in the agenda circulated for the meeting.
6. The financial records of the SCTA may be audited by at least two members of the SCTA appointed for such a purpose at a regular League meeting of the SCTA.

7. No officer or member of a committee shall receive any remuneration for duties performed on behalf of the SCTA, but these persons may be reimbursed for reasonable expenses incurred while performing these duties.

ARTICLE VI

Banking Arrangements

Banking Resolution: The Board shall designate, by resolution, the Directors (minimum of two (2)) and other persons authorized to transact the banking business of the Association or any part thereof, with the bank, trust company, or other financial institution 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:

- 1 Operate the accounts of the Association with a bank or a trust company;
- 2 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;
- 3 Issue receipts for and orders relating to any property of the Association;

4 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.

5 Deposit of Securities 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. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Director or Directors, 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. 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.

ARTICLE VII

Borrowing Powers

The directors of the Corporation may, with authorization of the members, borrow money on the credit of the corporation;

Issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; give a guarantee on behalf and

Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

ARTICLE VIII

Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

ARTICLE IX

Membership Conditions

1. The Members of the SCTA shall be comprised of Minor Hockey Centres (referred collectively as the “Centres” or individually as the “Centre”) that are in good standing with the OMHA and the SCTA Executive and who agree to comply with the rules of the SCTA.
2. A member in good standing with the SCTA is a Centre that is up-to-date and has paid all of its financial obligations, including registration fees, membership dues, fines and any other fees owing to the SCTA and is not the subject of any disciplinary investigation or sanction of the OMHA that would prevent its participation in the SCTA.

3. SCTA registration fees will be set annually on the recommendation of the SCTA Treasurer pending approval of the budget and payment schedule over the hockey season as set by the league.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

ARTICLE X

Membership Transferability

AMENDMENTS

1. The Board and any Member in good standing may recommend amendments to the By-laws of the Association to the Members from time to time. A By-law or amendment to a By-law recommended by the Board shall be presented for adoption at the next AGM of the Association. The notice of such AGM shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the AGM.
2. All Members in good standing shall have access to any proposed amendments to the By-laws twenty (21) days prior to the AGM at a place as stated in the original meeting notice.
3. A motion to amend the By-laws recommended by the Board or proposed by a Member at a Meeting of Members called for that

purpose must be approved by a two-thirds (2/3) majority vote of the eligible voting Members present and voting at such Meeting of Members.

4. Any proposed amendment to the By-laws by a Member must be in writing, signed by a member in good standing and received by the Secretary of the Association at least thirty (30) days prior to the AGM. Any amendment must be accompanied by a written reason supporting the change.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

ARTICLE XI

Notice of Members Meeting

GENERAL MEETINGS

1. The general membership shall retain all powers of the SCTA except those delegated to the elected Executive Officers.
2. The President or the Secretary may call an ordinary general meeting at any time by giving at least seven (7) days' notice of the time and place to all Members entitled to vote. The notice required for a meeting can only be waived by the unanimous consent of all members entitled to attend the meeting.

3. The Annual General Meeting shall be held in the first week of month of May of each year on not less than twenty-one (21) days' notice of the time and place to all Members entitled to vote.
4. Each member Centre and Executive Officer shall have one vote at the Annual General Meeting. Proxy votes will be accepted. The Proxy must be sent to the Secretary and past President or nomination committee 7 days before the Annual General meeting.
5. In addition to the Annual General Meeting, there shall be at least ten (10) general meetings in each financial year.
6. Each member Centre Executive is entitled to one vote on any matter and the Centre may vote by proxy. The President of the SCTA may vote twice the second vote is only to break a tie vote
7. The Executive Committee may call a special meeting by giving at least seven (7) days' notice of the time and place of the meeting and of the specific items to be considered. No additional items may be added to the agenda for a special general meeting.
8. The Secretary shall call a special meeting within fourteen (14) days of receiving a written petition signed by at least seven (7) of Members stating the general nature of the business to be presented at the meeting.
9. A quorum for all special and general meetings will consist of two-thirds of the SCTA Members.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

ARTICLE XII

Members Calling a Members' Meeting

SPECIAL GENERAL MEETING

A) Upon the written request of twenty-five percent (25%) of the member centres, either the Chairperson or the OMHA Executive Member shall be empowered to call a Special General Meeting to deal with a specific situation. The request shall be submitted to the OMHA Executive Member with a copy to the league Secretary. B) A Special General Meeting shall be called on no less than 14 days' notice and may entertain Constitutional business or amendments provided that voting requirements are in accordance with Article XXIV

ARTICLE XIII NEW

Absentee Voting at Members' Meetings

- A) To be held, if possible, on the first Tuesday of each month, except for the month of July, at a location to be determined by the Executive Committee. Member centres to be advised of the date and location at least seven (7) days in advance of the meeting.
- B) Only centre elected executive are entitled to vote on any matter.
- C) Each Centre gets one vote on any matter.
- D) The Guests e.g. (Parents) are welcomed at these meetings and may speak with the permission of the Chairperson.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

ARTICLE XIV

Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within two (2) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

ARTICLE XV

Termination of Membership

A membership in the Corporation is terminated when:

The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;

A member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;

The member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

The member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;

The member's term of membership expires; or

The Corporation is liquidated or dissolved under the Act.

Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

ARTICLE XVI

Discipline of Members

APPEAL FOR DISCIPLINARY ACTION

A. Any team or person, subject to disciplinary action by this league, shall have the right to appeal the decision to the OMHA executive and the final decision of the OMHA shall be binding on all concerned.

B. Appeals must be made in writing to the OMHA Regional Director with copies to the SCTA Secretary and the OMHA representative who is a member of the league executive.

ARTICLE XVII

Proposals Nominating Directors at Annual Members' Meetings

1. The election of the Officers shall take place by written vote at the Annual General Meeting.
2. Only "SCTA" Members are eligible to serve as Officers.
3. Before being elected as an Executive Officer, the delegate must have served one (1) year as a Member Centre Delegate.
4. Casual vacancies that occur during the year shall be filled by conducting a written vote at a general meeting (or by ballot held between meetings).

ARTICLE XVIII

PROCEDURE FOR ELECTION OF DIRECTORS

1. Nominations or Intentions to Stand for Election for elected Executive positions shall be submitted to the Association Secretary thirty (30) days prior to the date of the Annual General Meeting. If at the AGM, there are an insufficient number of nominees to fill the Executive positions up for election; nominees can be solicited from the Centre Participant Directors present at the AGM
2. Term of Office Unless removed by the Members pursuant to a Special Resolution pursuant to Article ----- each elected Executive Director shall hold office for a period of one term which is (2) years and

shall cease to be an Executive Director at the AGM. The second (2nd) anniversary date of the Executive Director's election.

3. In order to establish a rotation of elected Executive Directors following the

Completion of the Inaugural Year, the President and Secretary shall be the subject matter of an election at the next AGM, while the Vice-President and the Treasurer shall serve for a further one (1) year. At each successive AGM, two (2) elected Director's positions shall be the subject matter of an election causing the Vice-President and Treasurer to be elected in odd numbered years while the President and Secretary would be elected in even numbered years.

4 .If an executive member want to run for another position on the board that is in the opposite year as the position he or she hold, they must resign their position and make their intention known they are interest in running for another position.

5. The vacancy on the board will be filled by appointment after the AGM.

ARTICLE XIX

Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

ARTICLE XX

Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

ARTICLE XXI

Persons Entitled to be Present at Members' Meetings

Only centre elected executive are entitled to be present at a meeting of members. They shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

ARTICLE XXII

Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of other Executive if there are not present than one of SCTA members can chair the meeting. They cannot represent a centre at the same time as they chair the meeting.

ARTICLE XXIII

Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

ARTICLE XXIV

Votes to Govern at Members' Meetings

Each Centre elected executive present at a Board meeting shall be entitled to one vote. The Chair shall be entitled to a second and deciding vote in the event of a tie. A majority of the Directors present at a Board meeting shall decide every question. Every question shall be decided by a show of hands, unless a secret ballot is required by a Director present.

A declaration by the Chair that a motion has been carried or defeated and an entry in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favor or against such motion.

ARTICLE XXV

Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or Page **21** of **31** other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

ARTICLE XXVI

Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

ARTICLE XXVII

Number of Directors

OFFICERS

1. There shall be five (5) elected Officers, these being, the President, Vice-President, the Secretary and the Treasurer and the immediate Past President which will form the Executive Committee (collectively the "Executive Officers").

ARTICLE XXVIII

Term of Office of Directors

Term of Office unless removed by the Members pursuant to a Special Resolution pursuant to Article ----- each elected Executive Director shall hold office for a period of one (2) years and shall cease to be an Executive Director at the AGM. Once the president is defeat he become the past president immediately.

ARTICLE XXIX

Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

ARTICLE XXX

Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation

not less than 7 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 of 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. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

ARTICLE XXXI

Regular Meetings Section

1 Regular Meetings Except as otherwise required by law, the Board may hold meetings at such place or places as the President or in his absence, the Vice-President, may from time to time determine. The Board shall meet not less than ten (10) times per year.

ARTICLE XXXII

Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of

votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

ARTICLE XXXIII

Committees of the Board of Directors

COMMITTEES

1. Ad Hoc committees may be established by approval of a motion at a general meeting. Motions to establish ad hoc committees shall contain appropriate terms of reference.
2. A quorum for all committees shall be a majority of the voting members of the committee.

ARTICLE XXXIV

Appointment of Officers

Vacancies If an elected Executive Director resigns or is otherwise removed; the SCTA shall appoint a replacement of Executive Director. The replacement Executive Director shall serve out the balance of the originally elected Executive Director's term.

ARTICLE XXXV

Description of Offices

1 The President is responsible for the overall supervision and administration of the affairs of the SCTA and ensures that all policies and actions approved by the general membership are properly implemented. The President presides at general meetings of the SCTA.

The President can set up projects and assignment for the league.

2. The Vice-President fulfills the duties of the President when that person is temporarily absent or otherwise unable or unwilling to perform the duties of the office.

3 The Secretary is responsible for general correspondence and for internal communication within the SCTA. The Secretary issues the notices and agenda, and prepares, maintains, and distributes the minutes of meetings of the general membership. The Secretary shall also maintain an up- to-date list of the SCTA Members. Work with the past president on the Nominations and Elections Committee;

4. The Treasurer is responsible for the care and custody of the funds and other financial assets of the SCTA and for making payments for all approved expenses incurred by the SCTA. The Treasurer shall maintain all books of accounts which shall be made available for inspection by members at any reasonable time upon request.

5. Past President May assume any duty that the executive officers request and deem necessary and assisting in the Playoff Committee. Chair the Nominations and Elections Committee;

ARTICLE XXXVI

Vacancy in Office

Vacancies: If there is a vacancy on the executive board the Member shall appoint Executive Director. The Executive Director shall serve out the balance of the originally elected Executive Director's term.

ARTICLE XXXVII

Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); if mailed to such person at such person's recorded address by prepaid ordinary or air mail; if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so 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, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

ARTICLE XXXVIII

Invalidity of any Provisions of this By-law

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.

ARTICLE XXXIX

Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE XL

Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

ARTICLE XLI

Dispute Resolution Mechanism

RULES OF PROCEDURE

1. The rules contained in the most current edition of "Procedures for Meetings and Organizations" by M. K. Kerr and Hubert W. King shall govern the rules and procedures to be used in conducting the meetings

and affairs of the SCTA in all procedural matters not contained in the Constitution to which they are applicable, and in which they are not inconsistent with the Constitution.

By-laws and Effective Date

Approved by the SCTA at an Annual General Meeting held on

Day Month Year 5/ 12/ 2017

_____ President

_____ Print name

_____ Secretary

_____ Print name

Buffalo Regals _____

Print name _____

Brampton 45s _____

Print name _____

Burlington Eagles _____

Print name _____

Grey-Bruce Highlanders _____

Print name _____

Guelph Gryphons _____

Print name _____

Halton Hurricanes _____

Print name _____

Hamilton Jr Bulldogs _____

Print name _____

Niagara North Stars _____

Print name _____

Oakville Rangers _____

Print name _____

Southern Tier Admirals _____

Print name _____

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

Date modified: —Dec 5/2017