

## GENERAL BY-LAWS

By-laws relating generally to the conduct of the  
affairs of

### HEO MINOR

**WHEREAS** HEO Minor (the "**Corporation**") is a voluntary association of members and individuals established to promote and foster hockey through fair play, and maintain and increase interest in the game of hockey by insuring that all organized amateur hockey is developed within the Hockey Eastern Ontario Branch (hereinafter "**HEO**") in accordance to prescribed standards. HEO Minor is an integral part of HEO and by virtue of this affiliation is a member of Hockey Canada, the governing body of amateur hockey in Canada.

**BE IT ENACTED** as by-laws of the Corporation as follows:

#### **Section 1 - General**

##### **1.1 Definitions**

In this by-law, unless the context otherwise requires:

- (a) "**Act**" means the *Ontario Corporations Act* and, when proclaimed into force, the *Ontario Not-for-profit Corporations Act*, including all regulations made pursuant to the Act, and any statute or regulations that may be submitted, as amended from time to time;
- (b) "**Annual General Meeting**" means the annual meeting of the Members of the Corporation;
- (c) "**Articles**" means the articles of incorporation, amendment or amalgamation of the Corporation;
- (d) "**Board of Directors**" or "**Board**" means the directors of the Corporation;
- (e) "**By-laws**" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- (f) "**Designated Representative**" means the individual approved by the Corporation to act on behalf of the Member, such member to be approved by the Corporation seven (7) days prior to a meeting of Members
- (g) "**Director**" means an individual occupying the position of director of the Corporation by whatever name he or she is called
- (h) "**District Chairperson**" means the Chair of an HEO Minor District Council;
- (i) "**Good Standing**" shall be as further defined by the policies of HEO Minor, as amended from time to time;
- (j) "**HEO Minor Documents**" means the constitution and any and all rules,

regulations or policies of HEO Minor, as amended from time to time;

- (k) **"Hockey Canada"** means the federal not-for-profit corporation which is the sole governing body for amateur hockey in Canada;
- (l) **"Hockey Canada National Screening Policy"** means the national screening policy implemented by Hockey Canada, as amended from time to time;
- (m) **"Jurisdiction"** means the jurisdiction of the Corporation as set out in Section 1.05
- (n) **"meeting of Members"** shall include the Annual General Meeting and a Special Meeting of the Members;
- (o) **"Member"** means a member of the Corporation and **"Members"** or **"Membership"** means the collective membership of the Corporation;
- (p) **"Minor Council"** means the Directors of the Corporation, the District Chairpersons, HEO Minor Referee-in-Chief, HEO Minor Registrar and the Branch League Presidents;
- (q) **"Officer"** means an officer of the Corporation as appointed by the Board of Directors, or as elected pursuant to the By-laws; and
- (r) **"Signing Officer"** shall mean the signing officers as appointed by the Board of Directors from amongst the then current Directors.

## 1.2 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## 1.3 Severability and Precedence

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

## 1.4 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by the President. Cheques, instruments of credit or liability must be signed by two Signing Officers, one of which must be the Vice-President – Finance.

## 1.5 Jurisdiction

HEO Minor shall have jurisdiction over all minor ice hockey of the various divisions as defined by Hockey Canada, (that is, Juvenile, Midget, Bantam, Pee Wee, Atom, Novice and Initiation), in that part of Ontario laying east of and including the Counties of Lanark, Renfrew and all of Leeds, except the town of Ganonoque and the portion west of County Rd 32 (formerly Highway

No. 32) and south of Highway No. 15 in the Province of Ontario.

## **1.6 Application of Hockey Canada Rules**

The provisions of the articles, by-laws and the playing rules and directives of Hockey Canada shall apply in all matters except where modified by the Articles and By-laws of the Corporation which have an overriding effect by virtue of having authorization under the terms of Hockey Canada's articles, by-laws and directives. For clarity, modifications shall only apply when they have the effect of strengthening or stiffening the already existing provisions of the articles, by-laws and the playing rules and directives of Hockey Canada and shall never be modified to in such a way as to result in a contrary position with Hockey Canada.

## **Section 2 - Directors**

### **2.1 Number of Directors**

The Board of Directors shall consist of eight (8) Directors.

### **2.2 Qualifications**

- (a) Each Director shall be an individual who is not less than eighteen (18) years of age.
- (b) Each Director is subject to the Hockey Canada National Screening Policy and must meet all requirements as set out therein.

### **2.3 Election and Term**

- (a) The term of office of the Directors (subject to the provisions, if any, of the Articles) shall begin ten (10) days after the date of the meeting at which they are elected or appointed and lasting until the meeting of Members two (2) years in advance, or until their successors are elected or appointed.
- (b) The President of HEO Minor is permitted to serve two consecutive two (2) year terms as President. The President of HEO Minor is ineligible for election as President after serving two (2) consecutive terms. However, if in the case of no available replacement, the former President is permitted to be appointed by the Board of Directors for one (1) further year while the Board of Directors actively look for a replacement to be voted in at the next Annual General Meeting. The replacement found by the Board of Directors would serve his/her appointment until the next Annual General Meeting and then must be elected for the second half of the two (2) year term.

### **2.4 Composition of the Board of Directors**

The composition of the Board of Directors shall be as follows:

- (a) One (1) Director who shall be President;
- (b) One (1) Director who shall be First Vice-President;
- (c) One (1) Director who shall be Second Vice-President;
- (d) One (1) Director who shall be Vice-President – Finance & Administration; and
- (e) Four (4) Directors who shall be Directors-at-Large.

## 2.5 Election of Directors

Directors of the Corporation shall be elected in accordance with the following:

- (a) The Board of Directors shall establish a Nominations Committee who shall be responsible for ensuring that each nominated individual is qualified to act as a Director of the Corporation pursuant to the By-laws and the HEO Minor Documents.
- (b) Only Members who are in Good Standing with the Corporation can nominate an individual to stand for election as a Director.
- (c) All nominations are to be provided to the Nominations Committee no later than twenty-one (21) days before the Annual General Meeting. For clarity, to be eligible for election as a Director of the Corporation, a nomination must be received, reviewed and approved by the Corporation fourteen (14) days in advance of the Annual General Meeting. The Nominations Committee shall review each nomination and will provide the Board of Directors with a list of eligible nominees.
- (d) Only members of Minor Council who have served on Minor Council for one (1) calendar year within the last three (3) years are eligible for election as a Director to the following offices: President, First Vice-President, Second Vice-President and Vice- President – Finance & Administration.
- (e) All other Director-at-Large positions shall be open to District Chairpersons, Association Presidents and all Presidents of the AAA, AA or A and B Leagues, who are in good standing
- (f) The positions of President, Second Vice-President, and two (2) Director's-at-Large shall be elected in even numbered years.
- (g) The positions of First Vice-President, Vice President Finance and Administration and two (2) Directors-at-Large shall be elected in odd numbered years
- (h) The Directors elected for the positions as outlined in Section 2.04 (a) to (d) shall be elected as both Directors and Officers of the Corporations
- (i) In the event that a duly nominated candidate is unsuccessful for the position to which they were originally nominated, the candidate is permitted to declare their intent to stand for election at one of the other positions due for election in that year. However, to be eligible to stand for election for another position upon failure to be elected for their first choice, the candidate must have notified the nominations committee in advance of the AGM of their intention to run for alternate positions and specify to which positions they would be willing to be elected.
- (j) Director positions remaining vacant following the Annual General Meeting will be filled in accordance with Section 2.08
- (k) The Directors must be drawn from a minimum of two (2) Districts based on the

residency of each candidate

## 2.6 Duties of the Board of Directors

- (a) The President shall preside over the Annual General Meeting, meetings of the Board of Directors, Minor Council, and any Special Meeting of the Members. The President performs the duties usual to the office of the President, and may at his/her discretion call meetings of the Minor Council or its Committees. The President must call a meeting at the request of at least eight (8) members of the Minor Council. The President shall be an *ex officio* member of all Committees of the Corporation
- (b) The President shall exercise, in addition to his own duties conferred upon him by the By-laws, all duties and powers in accordance with the HEO Minor Documents.
- (c) The First Vice-President shall, in the absence of the President, or through designation, perform all of the duties of the President. However, while acting in this capacity, the Vice-President shall only vote in the event of a tie.
- (d) The First Vice-President holds the position of Chairperson of Discipline and Appeals and shall perform the duties usual to the office of Chairperson.
- (e) The Second Vice-President shall, in the absence of the First Vice-President, perform all the duties of the First Vice-President.
- (f) The Second Vice-President holds the position of Chairperson of Development and shall perform the duties usual to the office of Chairperson.
- (g) The Vice-President – Finance & Administration shall ensure the proper maintenance of all books and accounts, pay all bills, have custody of all monies and other evidence of assets, credits or debts, of the Corporation. The Vice-President – Finance & Administration shall be a mandatory Signing Officer on all cheques, instruments of credit and liability with one other approved signing officer to be determined by the Board of Directors, from time to time.
- (h) The Vice-President – Finance & Administration holds the position of Chairperson of the Finance Committee and shall perform the duties usual to the office of the Chairperson.
- (i) The Vice-President – Finance & Administration shall prepare annual financial statements of all monies received and disbursed, and shall report on same at each regular Minor Council meeting and at the Annual General Meeting.
- (j) The Directors-at-Large shall perform their duties as may be assigned, from time to time, by the Board of Directors and shall include, but not be limited to Zoning & Constitution; League Liaison; Risk, Safety & Conduct Management; etc

## 2.7 Vacancies

The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the President, which resignation shall be effective at the time it is received by the President or at the time specified in the notice, whichever is later;

- (b) if the Director dies
- (c) if the Director has a status as bankrupt
- (d) if the Director no longer fulfills all of the qualifications to be a Director set out in Section 2.02, as determined in the sole discretion of the Board; or
- (e) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the class of Members who elected the Director, removing the Director before the expiration of the Director's term of office.

## **2.8 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- (a) a quorum of Directors may fill a vacancy among the Directors;
- (b) a quorum for directors shall be a majority of the directors eligible to attend meetings of Directors;
- (c) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- (d) the Board may fill any vacancy by a majority vote, except in accordance with Subsection (e), and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director; and
- (e) if the vacancy occurs as a result of the Members removing a Director, the Board shall call for nominations within seven (7) days of the member being removed and hold an election within fourteen (14) days of close of nominations. The newly elected director shall hold office for the remainder of the removed Director's term.

## **2.9 Committees**

The following committees of the Corporation may be established by the Board of Directors:

- (a) Finance;
- (b) Zoning and Constitution;
- (c) Development;
- (d) Risk and Safety;
- (e) Branch League Coordinating;
- (f) Nominations; and
- (g) Subject to the limitations on delegation set out in the Act, the Board of Directors may

establish any further committee it determines necessary for the execution of the Board of Director's responsibilities.

The Board of Directors shall determine the composition and terms of reference for any such committee and the Board of Directors may dissolve any committee by resolution at any time.

## **2.10 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

## **Section 3 – Board of Director Meetings**

### **3.1 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.

### **3.2 Regular Meetings**

- (a) The Board of Directors 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.
- (b) The Board of Directors is required to meet once monthly

### **3.3 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### **3.4 Voting**

Each Director has one (1) vote. Questions arising at any Board of Directors meeting shall be decided by a majority of votes. The President may only vote in the event of a tie or during elections.

### **3.5 Participation by Telephone or Other Communications Facilities**

Participation at Meeting by Telephone or Electronic Means If a majority of the Directors consent, either at a Board meeting by Resolution or by consents signed individually by a majority of the Directors, a meeting of the Board of Directors may be held by telephone conference call or by other electronic means that permits each Director to communicate adequately with each other, provided that:

- (a) the Board of Directors has passed a Resolution addressing the mechanics of holding such Board meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each Director has equal access to the specific means of communication to be used; and
- (c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting of Directors.

## **Section 4 - Financial**

### **4.1 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **4.2 Financial Year**

The financial year of the Corporation ends on April 30<sup>th</sup> in each year or on such other date as the Board of Directors may from time to time by resolution determine.

## **Section 5 - Officers**

### **5.01 Officers**

In addition to the Officers elected under Section 2.03, whose roles shall be defined by the Board of Directors, the Board of Directors shall also appoint the following positions, who may attend meetings of the Board of Directors, but shall not receive a vote:

- (a) The Referee-in-Chief – the Referee-in-Chief shall be responsible for the duties as determined by the Board of Directors, from time to time. Upon the majority vote of the Board of Directors, an “Honorarium” may be bestowed on the Referee-in-Chief, the limits of such remuneration being established by the Board of Directors.
- (b) The Registrar – the Registrar shall be responsible for the duties as defined by the Board of Directors, from time to time. Upon the majority vote of the Board of Directors, an “Honorarium” may be bestowed on the Registrar, the limits of such remuneration being established by the Board of Directors.
- (c) The Past-President - The immediate Past-President of the Corporation shall be the source of guidance to the Board of Directors on all matters relating to the previous conduct of business of the Corporation and shall have the right to attend meetings of the Board of Directors but shall not be entitled to a vote.

## **Section 6 - Protection of Directors and Others**



## **6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's Articles, By-laws and HEO Minor Documents;  
and
- (b) exercised their powers and discharged their duties in accordance with the Act.

## **Section 7 - Conflict of Interest**

### **7.01 Conflict of Interest**

A Director who has, in any way, whether directly or indirectly, a financial interest or other interest by reason of ownership of, control of, or the exercise of power over any interest in any corporation, company, association, firm, partnership, proprietorship, or any other business entity of any kind or character which is uniquely affected by proposed or pending decisions of the Board shall provide such disclosure to the Board as required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution relating to the disclosed conflict of interest.

## **Section 8 - Members**

### **8.1 Members**

(a) The classes of membership in the Corporation shall be:

1. Voting Members:

- (a) "District Members": District Membership shall be open to the following districts:
  - (i) District 1 – Upper St. Lawrence District (Leeds/Grenville/Dundas Counties, including Smiths Falls, and that portion of Lanark/Carleton where the borders of District 1 meet that of District 4;
  - (ii) District 2 – Lower St. Lawrence District (Stormont/Glengarry Counties);
  - (iii) District 3 – Lower Ottawa Valley District (Russell and Prescott Counties, excluding that portion of Russell Townships west of and including Concession IV);
  - (iv) District 4 – Rideau/Carleton District (Lanark County, the Townships of West Carleton, Goulbourn, Rideau and the Western portions of Osgoode Townships).
  - (v) District 5 – Upper Ottawa Valley District (Renfrew County);

- (vi) District B – Bytown District (All of the former City of Ottawa, and the Canadian Forces Base “Uplands” in the former city of Gloucester);
  - (vii) District 9 – Gloucester District (former City of Gloucester, excluding the Canadian Forces Base “Uplands”; west of McCarthy Road to the City of Ottawa Boundary; the first four concessions of the Township of Russell and Eastern portion of Osgoode Township);
  - (viii) District 10 – Nepean District (All of the former City of Nepean);
  - (ix) District 11 – Kanata District (All of the former City of Kanata); and
  - (x) District 12 – Cumberland District (the former Township of Cumberland).
- (b) “Association Members”: Association Membership shall be open to any association or organization conducting minor hockey in one of the districts noted above in subsection (a); and
  - (c) “League Members”: League Membership shall be open to any league conducting minor hockey in one of the districts noted above in subsection (a).

2. Associate Members:

Associate Membership shall be open to those minor hockey associations or organizations from other branches of Hockey Canada or USA Hockey who have been sanctioned to play in the jurisdiction of HEO Minor by virtue of an agreement and receiving prior approval from HEO Minor, HEO, the resident branch, Hockey Canada (if specifically outlined in Hockey Canada’s Constitution and By-laws) and USA Hockey, as applicable.

3. Director Members:

Director Membership shall be only open to the current Directors of the Corporation. Directors shall automatically become Director Members upon being elected as a Director of the Corporation and shall automatically terminate upon ceasing to be a Director in accordance with Section 2.07

(b) Each Member shall be entitled to the following votes:

1. District Members: Each District Member in Good Standing shall be entitled to one (1) vote. Each vote by a District Member shall only be cast by the Designated Representative of the District Member, who shall be reviewed and approved by the Corporation in advance of the vote.
2. Association Members: Each Association Member in Good Standing shall be entitled to one (1) or more votes, according to their active player registration on February 10<sup>th</sup> of the current season (the “**Registered Players**”).
  - (i) Association Members with fewer than 1,000 Registered Players shall have one (1) vote;
  - (ii) Association Members with 1,000 to 1,499 Registered Players shall have two (2) votes;

- (iii) Association Members with 1,500 to 1,999 Registered Players shall have three (3) votes;
- (iv) Association Members with 2,000 to 2,499 Registered Players shall have four (4) votes; and
- (v) Association Members with 2,500 or more Registered Players shall have five (5) votes.

Each vote cast by an Association Member shall only be cast by the Designated Representative of the Association Member, who shall be reviewed and approved by the Corporation in advance of the vote.

- 3. League Members: Each League Member in Good Standing shall be entitled to one (1) vote. Each vote by a League Member shall only be cast by the Designated Representative of the League Member, who shall be reviewed and approved by the Corporation in advance of the vote.
- 4. Associate Members: Except as required by the Act, Associate Members shall not be entitled to a vote.
- 5. Director Members: Director Members in Good Standing shall be entitled to one (1) vote.

- (c) Each Member of the Corporation is entitled to receive notice of and attend all meetings of the Members of the Corporation, including the Annual General Meeting.
- (d) Membership in the Corporation shall be approved at the sole discretion of the Corporation in accordance with the HEO Minor Documents.

## **8.2 Termination/Discipline of Member**

- (a) Membership in the Corporation is terminated when:
  - 1. A Member fails to maintain any qualifications or requirements for membership in the Corporation;
  - 2. The Member is expelled in accordance with the subsection (c) below;
  - 3. The Member's term or membership has expired; or
  - 4. The Corporation is liquidated or dissolved under the Act.
- (b) Upon termination of a membership, the Member is not entitled to any refund of annual dues or other payments made to the Corporation.
- (c) The Board of Directors shall have the authority to suspend and terminate the Membership of any Member of the Corporation for any one or more of the following grounds:
  - 1. Violating any provision of the Articles, By-laws, or HEO Minor Documents;
  - 2. Violating any provision of the Articles, By-laws, rules or regulations of Hockey Canada;
  - 3. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
  - 4. For any other reason that the Board, in its sole discretion considers to be reasonable, having regard to the purpose of the Corporation.

- (d) In the event that the board determines that a Member should be suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide notice to the Member of the suspension taking effect immediately. The Member may then, within seven (7) days of the notice of suspension, make written submissions to the President, or such other officer as may be designated by the Board. The Board of Directors shall then have twenty (20) days to reach a decision and notify the Member whether the suspension is lifted, the suspension is upheld, or the Member's membership is terminated. If the suspension is upheld, the Board of Directors may set out the timeline or any requirements, before the suspension is withdrawn.
- (e) In the event of termination, the rights of the Member automatically cease to exist.

### **8.3 Fees**

Fees levied to Members shall be in accordance with the HEO Minor Documents and at the discretion of the Board of Directors.

### **8.4 Minor Council**

- (a) Minor Council shall include the Directors of the Corporation, the District Chairpersons, Referee- in-Chief, HEO Minor Registrar and Branch League Presidents;
- (b) The purpose of Minor Council shall be to:
  - a. provide a forum for discussion and communication between representatives of the Membership and the Board regarding key issues;
  - b. inform the Board of significant Membership issues, including the impact of Board decisions at the Membership level;
  - c. communicate to the Board the strategic goals and priorities of the Members;
  - d. provide input and advice to the Board regarding the development of policies that affect the Membership; and
  - e. provide information directly to the members of Minor Council concerning the plans, priorities and decisions of the Board;
- (c) Minor Council shall meet at least once per month and each member of Minor Council shall receive at least seven (7) days written notice of the meetings.
- (d) The President of HEO Minor shall act as the Chair of Minor Council and shall have the authority to permit any other individual or entity to attend.

## **Section 9 - Members' Meetings**

### **9.1 Annual General Meeting**

- (a) There shall be an Annual General Meeting held on a date and at a place within Ontario fixed by the Board, such that the date is on or before June 30<sup>th</sup> of each year. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the Annual General Meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-

laws or Articles.

- (b) The business transacted at the Annual General Meeting shall include:
1. Call to Order and roll call;
  2. Receipt and approval of the agenda;
  3. Receipt and approval of the minutes of the previous Annual General Meeting and any subsequent special meetings of the Members;
  4. Report of the President;
  5. Committee Reports;
  6. Presentation and consideration of the financial statements;
  7. Notices of Motion;
  8. Reappointment or new appointment of the auditor or a person to complete financial statements for the coming year;
  9. Appointment of returning Officers and/or Scrutineers;
  10. Election of Directors;
  11. Such other or special business as may be set out in the notice of meeting; and
  12. Adjournment.
- (c) No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the HEO Minor secretary prior to the giving of notice of the Annual General Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual General Meeting.

## **92 Special Meetings**

- (a) The President may call a special meeting of the Members as deemed necessary;
- (b) Any other Director of the Corporation may call a Special Meeting of the Members with the approval of either the President or First Vice-President.
- (c) The Board of Directors shall convene a Special Meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition

## **93 Notice**

Subject to the Act, not less than ten (10) and not more than (50) days written notice of the Annual General Meeting or special meeting of the Members shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

## **94 Attendance at meetings of Members**

- (a) Each Member shall, at least seven (7) days in advance of any meeting, submit to the Corporation for its approval, the name of the Designated Representative of the Member who shall attend and vote on behalf of the Member at any meeting of Members. Should the pre-approved Designated Representative of the Member not be able to attend the meeting, the Board of Directors has the authority to approve a substitute. For clarity, each Member shall only be entitled to have one Designated

Representative attend any meeting of Members on its behalf.

- (b) The only persons entitled to attend a meeting of Members are the Members, the Directors, the Officers, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act, the Articles or the By-laws. Any other person may be admitted only upon invitation by the Board of Directors.

## **95 Quorum**

A quorum for the transaction of business at a Members' meeting is twenty-five (25) Members entitled to vote at the meeting. Only those Members present in person shall be counted in determining whether or not a quorum is present. 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.

## **96 Voting of Members**

- (a) At any meeting of Members, every question shall, unless otherwise provided by the Articles, By-laws or Act, except for Motions on By-laws, which shall require 66 2/3%, be determined by a majority of votes. In the case of an equality of votes, the resolution shall fail.
- (b) Unless as set out in these By-laws, votes shall be taken by a show of hands among all Members who are present and are eligible to vote unless a majority of the Members present at the meeting decide that the method of voting shall be by some other means.
- (c) Elections of Directors shall be by secret ballot.
- (d) Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **97 Adjournments**

The President may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **Section 10 - Notices**

### **10.1 Service**

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

engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

**10.2 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

**10.3 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

**Section 11 - Adoption and Amendment of By-laws**

**11.01 Amendments to By-laws**

By-laws shall be reviewed and amended in accordance with Board policy and shall only be amended in accordance with the Act.

Approved by the Board on the \_\_\_\_\_ day of \_\_\_\_\_, 2017 and ratified by the Members on the 10<sup>th</sup> day of June, 2017.

\_\_\_\_\_  
**President**

\_\_\_\_\_  
**Director**