



## **North Shore Whitecaps Constitution and By-laws**

Article One Purpose and Objectives  
Article Two Status of the Association  
Article Three Objectives  
Article Four Membership  
Article Five Board of Directors  
Article Six Executive Committee  
Article Seven Annual General Meeting  
Article Eight Execution of Documents  
Article Nine Financial Year  
Article Ten Banking Arrangements  
Article Eleven Amendments  
Article Twelve Effective Date

### **ARTICLE 1 - PURPOSE AND OBJECTIVES**

1.01 The organization shall be known as the “North Shore Whitecaps AAA Minor Hockey Association and shall be referred to as such or “NSW” or “the Association”.

1.02 Teams playing for NSW will be known as the North Shore Whitecaps and the team colours consist of teal, white, navy and red.

1.03 The organization was incorporated as a non-profit organization, as of March 21, 2024 as 1000814380 Ont. Inc. pursuant to the Ontario not-for-profit Corporations Act, 2010. As such, business shall be carried on without purpose of financial gain for its members, and any profits to the organization shall be used in promoting its objectives.

## **ARTICLE 2 – STATUS OF THE ASSOCIATION AND AFFILIATIONS**

2.01 This Association shall have jurisdiction of "AAA" hockey within the boundaries of the NSW Zone. NSW Zone shall be determined by the Ontario Minor Hockey Association (the "OMHA") and shall be considered to be the home AAA association for members from Oshawa, Courtice, Bowmanville, Newcastle and Orono. The OMHA may make changes to the Zone structure as they see fit.

2.02 This Association shall be a member of Hockey Canada, The Ontario Hockey Federation (OHF) and The OMHA East.

## **ARTICLE 3 - OBJECTIVES**

3.01 The objective of the NSW Zone is to provide an opportunity for players to receive high quality skill development while participating in AAA hockey.

3.02 To cultivate an environment where our athletes conduct themselves respectfully on and off the ice. Our athletes are expected to demonstrate good sportsmanship and professionalism at all times while representing the NSW Zone.

## **ARTICLE 4 - MEMBERSHIP**

4.01 Membership in the Association may be granted to individuals in-good-standing, for the year in which the Annual General Meeting occurs, who shall agree to abide by and comply with the policies, procedures, rules and guidelines of the Association. The following are the classes of members in the Association:

(a) Active membership – include all elected or appointed Directors or coaches, managers and trainers appointed for the current season and all registered players who are 18 years of age or more. Members in this classification will be allowed one vote per person.

(b) Parent/Guardian Membership – include all parents and/or legal guardians of registered players, in good standing, where the registered player is under the age of eighteen (18) years. Each couple or custodial single parent shall have one vote per player and may attend members meetings and, by invitation, meetings of the Board and of Committees of the Association.

(c) Honorary Lifetime Membership – granted to an individual who has rendered extraordinary and distinguished service to and have been expressly named by a duly passed resolution of the Board. These members have no vote but may attend members meetings and, by invitation, meetings of the Board and of Committees of the Association.

#### 4.02 Membership List

(a) The Secretary of the Board shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary Lifetime Members. This list shall be kept updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

#### 4.03 Termination of membership in Association occurs as follows:

(a) Membership in the Association shall not be transferable and shall terminate upon members resignation, death or when no longer meeting the qualifications for membership in article 4.01.

(b) Members may resign from the Association by submitting a letter of resignation to the Secretary of the Association. The resignation shall take effect at the time of such delivery unless a later date is specified in the resignation.

(c) Members whose conduct is considered by the Board to be contrary to the policies, procedures, or by-laws, or the purposes of the Association, shall be asked by the Board to resign their membership. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these members. A copy of this motion shall be communicated to the members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such motion shall require a two-thirds (2/3) majority in a ballot conducted at the Board meeting. The members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

#### 4.04 Membership Year

(a) Unless otherwise determined by the Board, every Membership for the current year, other than Honorary Lifetime Memberships, shall commence on May 1st in each year and shall terminate on April 30th of the following year.

#### 4.05 Membership Fees

(a) Registration fees shall be established annually by the Budget Committee and resolved by the Board. Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

#### 4.06 Membership Voting

(a) All Active Members and Parent/Guardian Members shall be entitled to notice of and to vote at all Meetings of Members of the Association.

(b) Each family is entitled to one vote per family. If a parent also serves on the Board of Directors, or if a family has multiple players in the Association, they are still only entitled to one vote per family.

## **ARTICLE 5 – BOARD OF DIRECTORS**

### **5.01 A Member of the Board:**

- (a) shall be eighteen (18) or more years of age;
- (b) shall not be an undischarged bankrupt or of unsound mind; and
- (c) shall remain a Member of the Association as per article 4.01 throughout his/her term of office.

### **5.02 Nominations and Elections**

All elected positions for the Board of Directors shall take place at the Annual General Meeting of the Membership.

### **5.03 Election Procedures**

Nominations for proposed Directors shall be submitted to the Secretary no fewer than two (2) weeks before the AGM is scheduled. Such nominated Directors shall then be voted on by members at the Annual General Meeting by way of secret ballot vote. Nominated Directors receiving the most votes of members at the Annual General Meeting, shall be deemed to have been elected as Directors. In the event that there is a vacant position that has not received an approved candidate, a nomination can come from the floor at the Annual General Meeting. The appointed Directors will be approved by the new Board at the first meeting following the Annual General Meeting.

### **5.04 Board Positions**

The Board shall consist of eleven (11) members of the Association or members of the general public and elected at the Annual General Meeting or as appointed pursuant to this Constitution and two (2) appointed members.

The Board shall consist of the following:

- (a) Past President –(Immediate)
- (b) President – Elected (2) year term
- (c) Vice President – Elected (2) year term
- (d) Treasurer – Elected (2) year term
- (e) Secretary – Elected (2) year term
- (f) Registrar – Elected (2) year term
- (g) Equipment Director – Elected (1) year term
- (h) Director of Trainers – Elected (1) year term
- (i) Director of Events and Public Relations – Elected (1) year term
- (j) Risk Management – Elected (1) year term
- (k) Director of Technology – Elected (1) year term
- (l) Ice Scheduler – Appointed
- (m) Director of Player and Coaching Development – Appointed

Every ODD numbered Year:

President

Treasurer

Registrar

Equipment Director

Director of Technology

Every EVEN numbered year \*\* these elected members will be elected for a one (1) year term at the inaugural Annual General Meeting and then two (2) years thereafter. \*\*

Vice President

Secretary

Director of Trainers

Director of Events and Public Relations

Risk Management

#### 5.05 Vacancies

The position of a Director shall be vacated upon the occurrence of any of the following events:

- (a) Submission of letter of resignation to the secretary of the Association.
- (b) Director obtaining a status of bankruptcy
- (c) Director acquiring a criminal record
- (d) Death of the Director
- (e) No longer meeting the membership qualifications in article 4.01; or absence of a Director for three (3) consecutive board meetings without giving a reasonable explanation in advance to the President and/or Secretary.

5.06 Members of the Board of Directors agree, as a condition of their status as Director, to abide by the Constitution, Policies and Procedures, and By-laws of the Association.

5.07 A vacancy on the Board occurring pursuant to this Constitution may be filled by appointment by the remaining Directors provided a quorum exists. The person appointed to the Board will complete the term of office of the vacating Director.

5.08 The Association shall be managed by the Board of Directors (the "Board"). This includes the entering into contracts, purchasing or selling of equipment, and rental of ice, and may generally exercise all such other acts and things as the Association is, by its mandate to exercise and do. These duties will be executed in accordance with the Constitution, Policies, Procedures, By-laws of the Association as well as any applicable laws and regulations.

#### 5.09 Board Meetings

(a) Regular Board Meetings shall be held on a monthly basis but not less than eight (8) times per year at the call of the President. Notice shall be given by the Secretary to each Director at least seven (7) calendar days prior to the date of the meeting. Such notice shall include a tentative agenda. The meetings of the Board shall be held at a place determined by the President or Secretary.

(b) Special Board Meetings Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

#### 5.10 Error in Notice

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

#### 5.11 Quorum

A quorum for a Board Meeting shall be made up of a majority of the filled positions of the Elected and Appointed Directors of the NSW Board. No business of the Board shall be transacted in the absence of a quorum.

#### 5.12 Voting

A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

#### 5.13 Changing or Amending Policies

Any clause in the policy, procedures and operations manual of the Association may be clarified and changed at any time by a majority vote of a quorum at any meeting of the Board.

#### 5.14 Conflict of Interest

(a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.

(b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.

(c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.

(d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.

(e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

#### 5.15 Indemnification of Directors

Every Director of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:

(a) All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office.

(b) All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.

(c) The Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

#### 5.16 Confidentiality

Every Director of the Association shall respect the confidentiality of matters brought before the Board which are dealt with in camera and shall not disclose the fact or content of such discussions to anyone whatsoever.

#### 5.17 Remuneration

(a) The Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred or time commitments in their duties as Directors of the Association.

(b) A schedule of payment for Directors will be presented annually and reviewed by the Membership for approval at the AGM.

(c) The approved schedule of payments and names of Directors in each position will be made available in the AGM Meeting Minutes prior to the commencement of the next season.

#### 5.18 Rules of Operation

Rules of Operation: Notwithstanding any other provision contained in this Constitution, the Board shall have the power to pass or amend without any confirmation or ratification by the Members of the NSW all necessary rules and regulations as they deem expedient related in any way to the operations of the NSW Zone, including, without limitation, the conduct of members, including players, head coaches and assistant coaches, trainers, any other bench staff, managers, parents, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the Constitution.

### **ARTICLE 6 - EXECUTIVE COMMITTEE**

#### 6.1 Elected Executive Officers and Elected and Appointed Directors

(a) The elected Executive Officers shall consist of President, Vice President, Treasurer and Secretary. Elected Officers may not hold more than one office.

(b) The elected Directors shall consist of Registrar, Director of Equipment, Director of Trainers, Director of Events and Public Relations, Risk Management, Director of Technology.

(c) Appointed Directors shall include Ice Scheduler and Director of Player and Coaching Development and will be appointed following the AGM by the President.

#### 6.2 Eligibility for Office

(a) The President and Vice President must have served on the Board for at least one (1) year immediately prior to election to either of these positions.

(b) The Association shall endeavour to nominate as Treasurer, a Director who has employment experience and skills in accounting procedures.

(c) The Association shall endeavour to appoint a Risk Management individual who has employment experience in HR, Social Work or related police background.

#### 6.3 Termination of Directors

(a) Removal for Cause; the Board, by resolution approved by two-thirds (2/3) of the Directors present, may remove any Director for cause before the expiration of his or her term of Office.

(b) Resignation; A Director of the Association may resign his or her Office by submitting a letter of resignation to the President of the Association.



#### 6.4 Vacancies in Office

If a vacancy occurs in any Office, or if for any reason an Officer is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Director from among the current Board of Directors.

(a) The Board shall fill vacancies in other Offices for the balance of the unexpired terms from among those eligible to serve.

#### 6.5 Responsibilities of Directors

##### (a) President

The President shall be the Association's Chief Executive Officer who may exercise a vote on all matters. Between meetings of the Executive Board, the President shall exercise this authority towards the fulfilment of the objects of NSW Zone and in this regard shall:

- i) Chair all meetings of the Board, Executive Committee and Membership.
- ii) Represent the Organization in the Community.
- iii) Be a non-voting Member of all committees and sub-committees of the Association; except where there is perceived conflict.
- iv) Delegate tasks where necessary.
- v) Act as NSW Zone's liaison (contact person) between NSW and the OMHA and the OMHA East (formerly ETA).
- vi) Attend meetings of the OMHA and the ETA as required as a representative of the Association.
- vii) Act as Chair of the Discipline Committee.
- viii) Exercise general supervision of the Association and its members in accordance with Policies and By-laws as determined by the Board.
- ix) Be one of the signing officers of the Association.
- x) Be a voting member.

##### (b) Vice President

The Vice-President shall exercise the executive authority necessary to complete the duties requested or designed hereto and further in the absence of the President or in the event of the President's inability to act, the Vice-President shall have, and exercise all the powers of the President.

In addition to the above, the Vice President shall;

- i) Use his/her executive authority to enforce all written policies and maintain supervision over all matters involving hockey operations.
- ii) Assemble and act as Chair of the Coaching Selection Committee.
- iii) Ensure all coaches have a copy of the Coaches Manual prior to tryouts.
- iv) Oversee the Player and Coaching Development Committee.
- v) Approve all ice schedules prior to distribution to the teams.
- vi) Deny playing privileges to any player unless registration fees are paid in full.

- vii) Approve individual teams requests for fundraising.
- viii) Be a voting member.

#### (c) Treasurer

The Treasurer shall be responsible to maintain accurate records of all financial transactions of the NSW Zone.

The Treasurer shall;

- i) Keep a record of all monies received and disbursed, deposit all monies in the Bank, make all disbursements by cheques as directed and approved by the Board.
- ii) Provide a financial statement to the Board on a monthly basis.
- iii) Obtain the approval of the Board for refunds on any registration fees.
- iv) Present at each Annual General Meeting a report and updated financial statement and ensure that an annual review engagement is completed and available in a reasonable period at the end of the Association's year of operation.
- v) Obtain appropriate coverage of all insurance policies for the Association.
- vi) Immediately return to the Association all books, papers, money and other records or property in his/her possession or under his/her control upon retirement or removal from the Board.
- vii) Be one of the signing officers of the Association.
- viii) Be a voting member.

#### (d) Secretary

The Secretary while holding office shall be the custodian of the NSW Zone's official records. The Secretaries' duties shall be to;

- i) Attend General Meeting and Executive Meetings for the purpose of taking notes on all matters to be included as minutes.
- ii) Prepare a draft copy of the minutes for consideration and approval at the next meeting.
- iii) Receive, distribute and / or respond to correspondence as may be necessary or appropriate.
- iv) Provide notices of meetings and the business to be considered as required hereunder.
- v) Maintain up-to-date contact list of all Executive Members and Team Officials which is to be available upon request after the start of the official season.
- vi) Provide such other general secretarial duties as may be required hereunder.
- vii) Upon leaving office, forward all records to the successor Secretary or the NSW Zone's President.
- vii) Be a voting member.

#### (e) Immediate Past President

The Past President shall:

- i) Call 1st meeting of the new year.
- ii) Act in advisory capacity.
- iii) Be eligible to sit on all committees
- iv) Be a voting member.

(f) Registrar

The Registrar shall be responsible for the registration of players and other participants accepting an official position under the jurisdiction of the NSW Zone.

The Registrar shall:

- i) Assist in overseeing the registration desk for tryouts.
- ii) Issue a complete list of players from each Home Centre who are signed to one of our teams, as stated in the OMHA Manual of Operations.
- iii) In consultation with the Vice President, develop and maintain a system of record keeping and / or procedures determining eligibility for try-outs, player 'cuts' and / or issuing of waivers, letters of offers(s) acceptance(s) as a member of a NSW team.
- iv) Ensure all teams are appropriately rostered prior to the start of each season which will include ensuring all players, guardians and relevant team staff have completed their critical waivers as required by Hockey Canada.
- v) Monitor communications and make any inquiries to the OMHA East Convenor regarding player or coaches' suspensions throughout the season.
- vi) Be a voting member.

(g) Director of Equipment

The Director of Equipment shall:

- i) Ensure tryout jerseys are distributed to teams prior to their first tryout and documentation is maintained to ensure that all items are returned.
- ii) follow up with coaches and or team managers around un returned items and advise of fines where applicable.
- iii) Distribute iPads to each team prior to the start of each season; ensuring that a representative for each team has signed a contract to return the iPads in the condition they were received.
- iv) Maintain order in the Associations storage lockers.
- v) Assist with the oversight of the Associations clothing vendor and ensure all players have required uniform items.
- vi) Be a voting member.

(h) Director of Trainers

The Director of Trainers shall:

- i) Ensure all rostered trainers have completed the appropriate training requirements as outlined by Hockey Canada.
- ii) Ensure all trainers have distributed and collected an emergency medical form for each rostered player.
- iii) Ensure that all trainers have an appropriately stocked trainers' kit.
- iv) Ensure that all trainers are aware of and following through with reporting injuries to Hockey Canada.
- v) Check in with trainers as required and offer guidance on any on or off ice medical conditions or injury to players.
- vi) Be a voting member.

(i) Director of Events and Public Relations

- i) Assist the Association in any organizational fundraising events or activities.
- ii) Help to promote the organization within the community ie. parades, community events where players can appear or volunteer their time.
- iii) Coordinate the organizations end of year banquet.
- iv) Work with the social media volunteer and or the Director of Technology to ensure that upcoming events and highlights are posted in a timely manner in order to promote the organization.
- v) Be a voting member.

(j) Risk Management

The Director of Risk Management shall be responsible for the handling of complaints / concerns for either parents or other members of NSW Zone.

The Director of Risk Management shall:

- i) Handle complaint for both parents and other members of the NSW.
- ii) Assist in developing policies that the NSW Zone can and will use going forward on how to streamline the complaint process.
- iii) Act as NSW's representative for / between parents and coaching when required.
- iv) Be a voting member.

(k) Director of Technology

- i) Ensure the Associations website is up to date and fresh with relevant or upcoming information such as team or player highlights.
- ii) Communicate directly with website host to resolve any issues.
- iii) Assist executive members with any technological concerns related to the website or organizational emails.
- iv) Ensure organizational schedules are accurate on the website.
- v) Communicate directly with other technology providers used by the association, such as but not limited to Hudl, Gamesheet Inc., LiveBarn etc.
- vi) Be a voting member.

(l) Ice Scheduler

The Ice Scheduler shall be responsible for the attainment and allocation of all ice facilities required by the NSW Zone.

The Ice Scheduler shall:

- i) Negotiate all annual ice use agreements / contracts within budget.
- ii) Distribute fairly, the ice requirements for try-outs, team practices, team (home) games etc.
- iii) Act as NSW's representative for determining the ice schedules for all league (OMHA East) and Playoff games.
- iv) Co-ordinate the scheduling of game officials with NSW's timekeeper and referee schedulers.
- v) Work with the city/municipality to reschedule any game times that are cancelled throughout the

season due to weather.

vi) The person holding this position is NOT a voting member.

(m) Director of Player and Coaching Development

i) Liaise with the NSW Vice President, OMHA, OHF and Hockey Canada concerning developmental and coach mentor programs.

ii) Attend organization practices and games of teams from time to time, to observe coaching conduct, practice drills and games, with a view to evaluation of head coaches and assistant coaches.

iii) Provide guidance and make recommendations to head coaches and assistant coaches throughout the season to improve coaching substance, approach and technique, taking into consideration the age of the players.

iv) Set up and host coaching meetings and provide communication between coaches and the Board.

v) Sit as a member of the Coach Selection Committee if asked and if there is no present conflict.

vi) Ensure compliance of NSW objectives by all coaches and bench staff.

6.06 Committees of the Board

Nothing in this by-law shall be construed to limit the ability of the Directors and Membership of the Association from abolishing or creating Standing Committees by by-law or from establishing such ad hoc committees or subcommittees by Directors' Resolution as may be desired or required from time to time.

**ARTICLE 7 - ANNUAL GENERAL MEETING**

7.01 An Annual Meeting of the general members of the Association shall take place each calendar year prior to June 30, at such time and place as may be designated by the Board.

7.02 Special meetings of general members may be called when deemed necessary by the President or shall be held when requested by a vote of two-thirds (2/3) of the Executive Committee.

7.03 Notice of the Annual General Meeting or any other special meeting of the general members shall be given by public notice posted on the Association website and shared via social media outlets and other location determined by the Board of Directors. In the case of a special meeting, the business transacted at that meeting shall be limited to the business stated in the notice of the special meeting.

7.04 General voting on questions placed before the Annual General Meeting or Special Meeting of the General Membership shall be achieved by an open vote of the approved general members of the Association and shall be decided by a majority vote. The question shall be declared, "carried" or "defeated" by the chair.

7.05 Ten (10) members at the Annual General Meeting or any other special meeting of the general members shall constitute a quorum for the purpose of conducting Association business.

7.06 There shall be no proxy votes at any meetings of members.

7.07 The Order of Business at any Meeting of Members shall be at the discretion of the Chairperson of the meeting. Subject to the aforesaid, the Order of Business shall be as follows:

- a. Call to Order
- b. Reading of notice call the meeting
- c. Reading and approval of the previous Meeting of Members
- d. Directors Reports
- e. Financial Report
- f. Motions
- g. Correspondence
- h. Election of the new Board (elected positions only) – AGM only
- i. Other Business
- j. Adjournment

## **ARTICLE 8 - EXECUTION OF DOCUMENTS**

### **8.01 Execution of Documents**

The Board may from time to time appoint any Director 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.

### **8.02 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 regularly and properly maintained and any contracts or agreements are filed for safekeeping.

## **ARTICLE 9 - FINANCIAL YEAR**

9.01 The fiscal year of the Association shall be from May 1st to April 31st of each year.

## **ARTICLE 10 - BANKING ARRANGEMENTS**

### **10.01 Banking Resolution**

The Board shall designate, by resolution, the Directors and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- a) Operate the accounts of the Association with a bank or trust company;
- b) 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;
- c) Issue receipts for and orders relating to any property of the Association;
- d) 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.

For the purposes of this article, the resolution of the Directors or other persons so authorized above shall include the President and Treasurer at a minimum.

#### 10.02 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 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 deposits or proceeds thereof.

### **ARTICLE 11 – PASSING AND AMENDING BY-LAWS**

11.01 The Board and a member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.

11.02 If the Board intends to discuss amendments of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.

#### 11.03

(a) Repeal A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe, and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.

(b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote (2/3's) of the Members present at such General Meeting.

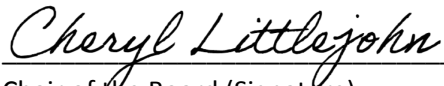
(c) The Members at the Annual General Meeting may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.

(d) Any 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 30 days prior to the Annual General Meeting.

(e) All members in good standing shall have access to any proposed amendments to the By- laws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.

## ARTICLE TWELVE - EFFECTIVE DATE

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



Chair of the Board (Signature)

Cheryl Littlejohn

Chair of the Board - Print

08/05/2025

Date (Day / Month / Year)



Secretary (Signature)

Julie Boyd

Secretary – Print

08/05/2025

Date (Day / Month / Year)

END



