

BY-LAW NO. 1

BEING a special by-law relating  
generally to the affairs of the  
Corporation.

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**NOW THEREFORE BE IT ENACTED** and it is hereby enacted as a by-law of **CYO MINOR HOCKEY** (hereinafter called the "Corporation") as follows:

## SECTION 1 – INTERPRETATION

### 1.01 Definitions

- a. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
- b. "*Act*" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- c. "AGM" means the Annual General Meeting of the Corporation;
- d. "Alliance Hockey" means the Minor Hockey Alliance of Ontario;
- e. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- f. "Board" means the Board of Directors of the Corporation;
- g. "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 and effect;
- h. "Corporation" means the corporation that has passed these By-laws under the *Act* or that is deemed to have passed these By-laws under the *Act*;
- i. "CYO" means CYO Minor Hockey;
- j. "CYO Program" means one of the Canadiens/Jets (Immaculée Conception), the Majors/Marlies (St. Mary's), the Eagles/Falcons (St. Julia's), or the Instructional Program Division.
- k. "Delegates" means the three (3) Delegate Members collectively;
- l. "Director" means an individual occupying the position of director of the Corporation, including the ex-officio directors of the Corporation, by whatever name he or she is called;
- m. "Hockey participant" means any player rostered to any CYO hockey team and includes all participants of the Junior IceDogs Program;
- n. "Hockey season" means the commencement of CYO hockey activities after the summer shutdown and ending at the conclusion of the AGM;
- o. "Member" means a member of the Corporation;
- p. "Members" means the members of the Corporation collectively;
- q. "Officer" means an officer of the Corporation;

- r. “OHF” means the Ontario Hockey Federation; and
- s. “Program Leaders” means the Program Leader, Canadiens/Jets (Immaculée Conception), the Program Leader, Majors/Marlies (St. Mary’s), and the Program Leader, Eagles/Falcons (St. Julia’s), collectively.

### **1.02 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.

### **1.03 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 this By-law. 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.

## **SECTION 2 – BUSINESS OF THE CORPORATION**

### **2.01 Head Office**

Until changed in accordance with the Act, the head office of the Corporation shall be at the City of St. Catherines in the Province of Ontario and at such location therein as the Board may from time to time determine by resolution.

### **2.02 Execution of Documents**

Deeds, transfers, licences, contracts, engagements on behalf of the Corporation shall be signed by the President and/or by the Treasurer or by any Director with signing authority. Contracts in the ordinary course of the Corporation's operations shall be entered into on behalf of the Corporation by any two (2) Directors or Officers authorized by the Board of Directors.

Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which a person or persons by whom any particular instrument, contract or obligation of the Corporation may or shall be executed.

### **2.03 Mission Statement**

The aims and objectives of the Corporation are as stated in the Articles and as reflected in the following Corporate Mission Statement:

- Our organization is committed to use the game of hockey to provide an environment in which all participants, volunteers and their families are afforded an opportunity to achieve personal growth, to instill mutual respect and to contribute to the community.

### **2.04 Affiliation**

The Corporation is a member of Alliance Hockey, OHF, and Hockey Canada.

## **SECTION 3 - DIRECTORS**

### **3.01 Board of Directors**

The Directors shall be elected by the Members at the AGM each year. The term of office of the Directors (subject to the provisions, if any, of the Articles) shall be from the date of the meeting at which they are elected or appointed until the next AGM or until their successors are elected or appointed.

To be eligible to hold office of Director, an individual must:

- Be a Member in good standing or have previously retired as a Member in good standing;
- Be eighteen years of age or older; and
- If they do not have a valid Police Vulnerable Sector Check (VSC) on file with the CYO from the preceding two years, apply for a new certificate within 15 days of being elected or appointed and deliver it to the Registrar once received.

Each of the Program Leaders and the Past President shall also sit on the Board of Directors as ex-officio Directors for so long as they hold their respective offices. Each ex-officio Director shall have the same voting rights as the other Directors of the Corporation.

### **3.02 Vacancies**

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

### **3.03 Filling Vacancies**

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without

delay, call a special meeting of the Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and

3. a quorum of Directors may fill a vacancy among the Directors.

### **3.04 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, Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

## **SECTION 4 - BOARD MEETINGS**

### **4.01 Calling of Meetings**

Meetings of the Directors of the Corporation shall be held from time to time, not less than five (5) per season (September to March), at such place, at such time and on such day as the President or any two (2) Directors may determine.

Notice of every meeting so called shall be given by any of the means authorized by the Directors to each Director not less than forty-eight hours (excluding any part of a Saturday, Sunday or holiday as defined by the Legislation Act (Ontario) for the time being in force ("holiday") before the time when the meeting is to be held and, subject to the Act, such notice may, but need not, specify the purpose of or the business to be transacted, save that no notice of a meeting shall be necessary if all the Directors are present, and do not object 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. Emergency meetings shall be called at the discretion of the President with the timing of such meeting to be determined by the President.

### **4.02 Errors in Notice, Board of Directors**

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

### **4.03 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### **4.04 Chair**

The President shall preside as chair at Board meetings. In the absence of the President, the Directors present shall choose one of their number to act as the chair.

### **4.05 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the chair shall not have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### **4.06 Participation by Telephonic or Electronic Means**

A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. Notice of any meeting held by telephonic or electronic means shall include log-in instructions and instructions regarding the use of digital voting mechanisms if applicable.

#### **4.07 Quorum**

A majority of the Directors present shall form a quorum for the transaction of business at a meeting of the Board.



## SECTION 5 - FINANCIAL

### **5.01 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.

### **5.02 Financial Year**

Until changed by resolution of the Board, the financial year of the Corporation shall run from June 1<sup>st</sup> to May 31<sup>st</sup> each year.

### **5.03 Borrowing Power.**

Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Articles, the Board may from time to time on behalf of the Corporation, without authorization of the Members:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
- (c) to the extent permitted by the Act, give directly or indirectly financial assistance to any person by means of a loan, a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person or otherwise; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

### **5.04 Books and Records**

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

### **5.05 Signing Authority**

Cheques, drafts, or money orders for payment require two signatures from amongst the President and/or the Treasurer or any other Director who has signing authority.

## SECTION 6 - OFFICERS

### **6.01 Officers**

The Board shall appoint from among the Directors the following Officers:

- President;
- Director, Risk and Conduct;
- Director, Local League;
- Director, Instructional Programming (U6, U7, U9);
- Registrar;
- Treasurer; and
- Secretary.

The Board shall also appoint individuals to fill the following Officers, which shall not be filled by any members of the Board of Directors:

- Up to three (3) Members at Large;
- Convenor for the Alumni Division; and
- Program Director(s) of the CYO Jr. IceDogs Program.

The Board shall also appoint the following Officers, who shall be ex-officio members of the Board of Directors:

- Program Leader, Canadiens/Jets (Immaculée Conception);
- Program Leader, Majors/Marlies (St. Mary's); and
- Program Leader, Eagles/Falcons (St. Julia's);

Each year, the Board shall also appoint the outgoing President as the Past-President, who shall be an ex-officio member of the Board of Directors.

Officers shall be appointed by the Board at the first meeting following the annual meeting of the Corporation. Elected Directors are officers of the Board. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### **6.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

### **6.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

### **6.04 Duties of the President.**

The President is the chief executive officer of the Corporation and shall;

- Preside as chair at all meetings of the Board of Directors and any meeting of the members, or if not available, ensures meetings are chaired by another appointed Director;
- Be the only member to speak on behalf of CYO unless sanctioned by special resolution of the Board;
- Oversee the operations of the league and all active programs;
- Work with the ice scheduler to ensure adequate ice allocation for all programming;
- Oversee partnership opportunities with regional organizations to promote CYO Minor Hockey and help grow membership; and
- Annually review the current job descriptions for all Board positions and submit any changes for review by the Delegates at the AGM.

### **6.05 Duties of the Director, Risk and Conduct**

The Director, Risk and Conduct shall;

- Perform the duties of the President in their absence;
- Investigate any infraction of league rules and make a full report to the Board
- Administer all player and coaching suspensions as set out by CYO's governing bodies;
- Inform the appropriate coach and/or program director of any suspensions;
- Implement risk management policies or notices from the governing bodies;

- Schedule and chair an annual rules meeting; and
- Process and follow up on incident and/or injury reports.

### **6.06 Duties of the Local League Director**

The Local League Director shall:

- Oversee the seasonal scheduling of the divisions and teams entered into the local league;
- Work with the CYO ice scheduler and the local league scheduler to schedule games and practices for all CYO teams entered into the local loop, including any additional development ice requirements;
- Assist with team balancing in any applicable Hockey Canada Pathways divisions;
- Work with the Director, Risk and Conduct on any penalties, suspensions, or issues from players or teams participating in the local loop;
- Provide the Board with a monthly report on any issues;
- Work with the timekeeper coordinator and referee services to book coverage for all local league division games; and
- Work with the Registrar to ensure that all coaching staff for applicable teams is fully certified to rostered by the required deadlines provided by the governing bodies.

### **6.07 Duties of the Director, Instructional Programming**

The Director, Instructional Programming shall:

- Oversee operations of the U6 and U7 divisions;
- Help find coaches and on-ice helpers to run the hourly sessions;
- Work with the Registrar to ensure all divisional coaching staff are certified and rostered by the required deadlines provided by the governing bodies, and that all coaching staff and on-ice helpers have updated Vulnerable Sector Checks on file; and
- Help teams organize any events such as Niagara IceDog mini-games, team tournament jamborees, and fundraising.

### **6.08 Duties of the Registrar.**

The Registrar shall:

- Co-ordinate the Hockey Canada Registry (HCR) registration process for all CYO Hockey Participants, including working with the Board of Directors to set prices for the upcoming season, and confirm the payment structure in HCR;
- Assign players who register for the season after allocation to a team in accordance with Hockey Canada Pathways and/or CYO Allocation procedures;
- Co-ordinate the withdrawal of players from teams during the Hockey Season;
- Compile and maintain an At-Large Roster of approved and certified coaches and trainers; and
- Ensure all required team rosters are completed and submitted on time to the ALLIANCE, and approved, with required certifications including VSCs.

#### **6.09 Duties of the Treasurer.**

The Treasurer shall:

- Maintain the books of account and accounting records and record all transactions pertaining to the financial affairs of the Corporation;
- Operate the banking accounts of the Corporation (including the Bingo account) at a financial institution;
- Report monthly to the Board on the current financial affairs of the Corporation;
- Prepare a financial summary for presentation at the AGM;
- Work with the auditors of the Corporation in preparing annual review and/or audited financial statements (if required);
- Pay all invoices of the Corporation by cheque, draft, or e-transfer; and
- Help create an annual budget prior to the start of the season, set prices for the upcoming season, and track spending by the divisions to ensure the budget remains on track.

#### **6.10 Duties of the Secretary.**

The Secretary shall:

- Record and maintain the minutes of all meetings of the Board and members' meetings, except any in camera minutes or matters of a personal nature, and provide a copy to any member upon a reasonable request;
- Distribute minutes of the previous meetings and the agenda to attendees of meetings;

- Receive correspondence addressed to the Corporation and present it to the appropriate Director;
- Maintain in safe storage all of the records of the Corporation, including Corporate Information Notices, meeting minutes, and any audited financial statements of the Corporation; and
- File all corporate reports and returns on behalf of the Corporation as required..

### **6.11 Duties of the Member(s) at Large**

A Member at Large shall have the primary responsibility of assisting the Board in fulfilling their responsibilities to ensure the overall efficient and effective operation of the CYO, undertaking such tasks, projects or assignments as assigned by or agreed upon by the Board of Directors.

### **6.12 Duties of the Program Leaders**

Program Leaders serve as ex-officio members of the Board of Directors and shall:

- Be the primary point of contact for the players, parents, and coaches of their program;
- Implement, at the team level, policies and resolutions passed by the Board of Directors;
- Assist with communicating any individual, team, group, divisional, or league-wide events, items, fundraisers, meetings, or other important information, to the members of their program;
- Ensure the teams, players, and coaches within their program have the equipment necessary to proceed with their season, including team socks and jerseys and any coaching supplies;
- Assist the Registrar with the registration process of their players and coaches;
- Select and submit the names of qualified coaches and trainers necessary to supervise the teams in their program and work with the Registrar to ensure these coaches are eligible to be rostered; and
- Work with the Director, Risk and Conduct on any disciplinary issues and/or suspensions to players or coaches within their Program.

### **6.13 Duties of the Past President**

The Past President shall serve as an ex-officio member of the Board of Directors and shall:

- Attend meetings of the Board to vote and advise on matters;
- Advise the incoming President and assist with their transition into the role; and

- Serve as an ex-officio member of the Board of Directors.

#### **6.14 Duties of Other Officers.**

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.



## **SECTION 7 - PROTECTION OF DIRECTORS AND OTHERS**

### **7.01 Protection of Directors and Officers**

No Director, Officer or committee Member of the Corporation is 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:

1. complied with the *Act* and the Corporation's Articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*.

### **7.02 Insurance for Directors and Officers**

The Corporation may purchase and maintain insurance for the benefit of current and former Directors or Officers of the Corporation, against any liability incurred by them in their capacity as a Director or Officer of the Corporation, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Corporation.

## **SECTION 8 - CONFLICT OF INTEREST**

### **8.01 Conflict of Interest**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

## **SECTION 9 – MEMBERSHIP**

### **9.01 Membership**

Membership in the Corporation shall consist of three (3) classes, being:

1. Delegate Members;
2. Individual Regular Members; and
3. Honourary Life Members.

### **9.02 Delegate Members**

There shall be twelve (12) Delegate Members. Each who shall be individuals appointed by each CYO Program shall appoint three (3) Delegate Members to represent their interests. Each Program shall inform the Secretary of the name of their Delegates no later than twenty-four (24) hours prior to the AGM each year.

If any CYO Program suspends its operation within the season for any reason, the Board will suspend the non-operating Program right to be represented by it's Delegate Members at any meeting of the Members.

Directors are not eligible to be a Delegate Member at any Members' meeting held during each fiscal year, even if they resign their position during the fiscal year.

### **9.03 Individual Regular Members**

Individual Regular Members shall consist of the following individuals:

- Parents, stepparents, or legal guardians of registered minor aged players in CYO who have paid the registration fees in full for that player for the current Hockey Season;
- All registered players 18 years of age or older in the current season;
- All bench staff who are rostered for the current season and are members in good standing;  
and
- All Directors and appointed Officers of the Corporation.

### **9.04 Honourary Life Members**

Honourary Life Members shall consist of individuals who, by resolution of the Board of Directors, have exhibited extraordinary, distinguished service to CYO and its programs based on the following guidelines:

- Exceptional contributions to CYO;

- Multi-faceted contributions not limited to any particular team or program;
- The individual has, at all times, conducted themselves in accordance with CYO's Mission Statement, and operated in the best interests of CYO programming and Membership;
- The individual has been an Individual Regular Member in good standing for a minimum of five full seasons.

### **9.05 Nominations for Honourary Life Membership**

Prior to the AGM each year, the Board will review any nominations received for Honourary Life Members, and if 75% of the voting members of the Board vote in favour of the proposed designation, the individual will be recognized as an Honourary Life Member at the next AGM.

Nominations for Honourary Life Membership shall be made as follows:

- Nominations must be submitted in writing or by email to the Secretary, or through the nomination form on CYO's website, prior to the AGM;
- Nominations can be submitted by any Member in good standing;
- Nominations must be supported with relevant information addressing the guidelines outlined in Section 9.03; and
- Nominations must be seconded by at least one other Member in good standing;

CYO's website will maintain a current list of all Honourary Life Members.

### **9.06 Termination of Membership**

Membership in the Corporation is not transferable and automatically terminates if:

- The Member dies;
- The Member's status which made them eligible for Membership ceases to exist;
- The registration requirements of any player are not completed as required;
- The Member formally resigns their membership to any member of the Board and they are only a member because they are a member of the Board; or
- The Member's rights are suspended or removed in accordance with Section 9.08 of these By-laws and/or any of CYO's disciplinary procedures as may be applicable.

### **9.07 Registration Fees or Dues**

Dues or registration fees payable by Individual Regular Members and Honourary Life Members, if any, shall from time to time be fixed by the Board of Directors. Delegate Members shall not pay any dues or registration fees.

#### **9.08 Disciplinary Act or Termination of Membership for Cause**

1. Upon 15 days' written notice to the Members, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## SECTION 10 - MEMBER MEETINGS

### **10.01 Annual Meeting**

The AGM shall be held at the end of each season, not later than May 31 of each year, on a day and at a place within the Regional Municipality of Niagara fixed by the Board. The Members shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual 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.

The business transacted at the AGM shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous AGM and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement or audit;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors;
- g. report of the President;
- h. report of the Treasurer;
- i. report of the Director, Risk and Conduct;
- j. committee reports (if any);
- k. consideration of any affiliation proposals (if any);
- l. recognition of Honorary Life Members; and
- m. such other or special business as may be set out in the notice of meeting.
- t. No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

### **10.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members within 21 days after receiving the requisition unless the *Act* provides otherwise.

### **10.03 Notice**

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members meeting shall be given in the manner specified in the *Act* to the Members, each Director 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 each Member to form a reasoned judgment on the decision to be taken. Notice shall also be given through the CYO website and social media platforms.

### **10.04 Quorum**

A quorum for the transaction of business at the Members' meeting is three fifths of the Delegates present, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

### **10.05 Chair of the Meeting**

The President shall be the chair of the Member meeting; in the President's absence, the Members shall choose another Director as chair.

### **10.06 Voting of the Members**

Business arising at any Members meeting shall be decided in the following way, unless otherwise required by the *Act* or the By-law provided that:

- (1) Each Delegate shall be entitled to one vote at any meeting;
- (2) votes shall be taken by a show of hands among all Delegates present;
- (3) abstention shall not be considered a vote cast;
- (4) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Delegate may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (5) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (6) 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.

#### **10.07 Adjournments**

Any meetings of the Corporation may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting of which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present thereat.

#### **10.08 Persons Entitled to be Present**

The only persons entitled to attend the Members meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the Articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Delegates present at the meeting.



## **SECTION 11 - NOTICES**

### **11.01 Service**

Whenever under the provisions of the By-laws of the Corporation notice required to be given such notice may be given either personally or by electronic means or by depositing same in a post office or public letter box in a prepaid sealed wrapper addressed to the Director, Officer or Member at his/her or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a Post Office Box or public letter box as aforesaid. For the purpose of sending any notice the address of any Member, Director or Officer shall be his/her last address as recorded on the books of the Corporation.

### **11.02 Error or Omission in Giving Notice**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, 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.

## **SECTION 12 – AUDITORS**

### **12.01 Qualification**

One or more auditors may be appointed by the Members at the annual meeting of the Member of the Corporation. The qualifications of the auditor must satisfy all of the requirements of the Act.

### **12.02 Access to Records**

The auditor or auditors shall at all reasonable times have access to all records, documents, books, accounts, and vouchers of the Corporation.

## SECTION 13 – COMMITTEES

### **13.01 Committees**

Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

The chairperson of each committee shall be appointed from amongst the membership of the particular committee either by the Directors or by the membership at the first meeting of the committee during each year. The Chairperson may be, but need not be, a member of the Board of Directors.

### **13.02 Rules Committee**

There shall be established annually a Rules Committee to review and to consider any proposed amendments to CYO's rules and to make recommendations to the Board of Directors.

The Rules Committee will be chaired by the Director, Risk and Conduct.

Each CYO Program and/or Association is entitled to be represented on the Committee and shall be encouraged to have a maximum of two (2) representatives.

The Rules Committee will:

- Encourage members during each season to submit any proposals for changes to the CYO Rules for consideration and review by the Committee, and the Committee Chair shall collect any submitted proposals and present them to the Committee for its review and consideration, no later than two weeks of the scheduled meeting;
- Review CYO's Rules annually to determine if any changes or amendments are appropriate, necessary, or required, and be in place prior to registration for the upcoming season;
- Make written recommendations of any proposed amendments to CYO's Rules to the Board of Directors for further review and vote before to start of the next season.

### **13.03 By-Law Review Committee**

The Corporation will convene a By-law Review Committee prior to the end of each season in order to review proposed changes and housekeeping items to the By-Laws for presentation at the AGM.

The main objective of a By-law Review Committee is to:

- Review the By-laws for potential amendments;

- Facilitate and receive input from the general membership;
- Provide AGM delegates with a discussion paper at least two weeks before the AGM; and
- Assist the Board in incorporating any By-law amendments passed at the AGM or any meeting of the Members into the existing By-laws without delay and to make them available to the members of the Corporation for general circulation on the CYO website.

#### **13.04 Alternative**

As an alternative to convening a distinct Rules Committee or a By-Law Review Committee, the Board of Directors may reconvene itself as the Rules Committee or the By-Law Review Committee to fulfill the functions set out in these By-laws for a portion of any regularly scheduled Board meeting.

#### **13.05 Removal of Committee Members**

The Directors may remove any member from any committee for any reason upon a majority vote of the Directors and may fill such vacancy by appointment.

**SECTION 14 - ADOPTION AND AMENDMENT OF BY-LAWS**

**14.01 Amendments to By-laws**

This constitution may be amended by two-thirds vote of the Delegates at any regular meeting of the Corporation provided that two weeks' notice has been sent to each Member stating the desired change.

*[Signature page follows]*

**PASSED** by the Board of Directors this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

**CONFIRMED; RATIFIED AND APPROVED** by the Members this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

**WITNESS** the Corporate Seal of the Corporation.

\_\_\_\_\_

President

\_\_\_\_\_

Secretary