

NOTICE OF SPECIAL MEETING OF MEMBERS

CLARINGTON MINOR HOCKEY ASSOCIATION

TAKE NOTICE that a “**Special Meeting**” of the members of Clarington Minor Hockey Association will take place on **April 26th/2025** at:

LOCATION: South Courtice Arena: Meeting Room Located on the 2nd floor

TIME: Meeting will start at 9AM EST

AGENDA:

1. Call Meeting to Order
2. Appointment of Recording Secretary
3. Appointment of Scrutineers
4. Certification of Notice of Meeting
5. Scrutineer’s Report on Attendance
6. Call for votes on By-law amendment (text of resolution in Schedule “A” to this Notice”)
7. Adjournment

RULES:

1. Only members, directors, and the corporation’s auditors shall be permitted to attend the meeting as provided by the *Not-For-Profit Corporations Act* (Ontario) (the “**Act**”) and the Bylaws.
2. Business to be conducted will be governed by the Act and by the Bylaws.
3. Voting on items 6 (By-law amendment) will be by ballot in the form attached as Schedule “B”.
4. All votes on items 6 must be completed prior to the adjournment of the meeting. Members may vote in person, by email, or at the meeting.
5. The result of all votes will be tabulated and communicated to the members after adjournment of the meeting.

DATED AT CLARINGTON THIS 10th day of April



Dawn Mathers: CMHA President

Early voting will be made available at the CMHA awards assemblies taking place on April 15th and 16th.

SCHEDULE “A”

**RESOLUTIONS OF THE DIRECTORS OF
CLARINGTON MINOR HOCKEY ASSOCIATION**

WHEREAS:

1. The directors of Clarington Minor Hockey Association (“**CMHA**”) believe it is in the best interests of CMHA to:
 - a. repeal the existing and in force By-law of the CMHA dated December 18, 2023 and any and all other existing By-laws of the Corporation (together, the “**Existing By-law**”);
 - b. to approve and adopt By-law No.2, being a By-law relating generally to the conduct of the business and affairs of the Corporation, substantially in the form attached hereto as Exhibit “1” (the “**Proposed By-law**”), which Proposed By-law will, among other amendments, amend the membership structure of the CMHA

BE IT RESOLVED THAT:

2. The Existing By-law is repealed and is of no further force and effect.
3. The Proposed By-law is passed, approved, and adopted.
4. The officers of the Corporation are authorized and directed to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including but not limited to submitting the Proposed By-law to the members at the next meeting of the members, and executing the Proposed By-law.
5. This resolution may be executed in several counterparts bearing original or facsimile signatures, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding their date of execution shall be deemed to bear date as of the date below written.

THE FOREGOING RESOLUTIONS are hereby consented to by the directors of the Corporation, as evidenced by signature hereto in accordance with the provisions of the *Not-For-Profit Corporations Act (2010)* this April 10, 2025

Dawn Mathers - President

Print:

Rich Suchan - Treasurer

Print:

Shona Smith - Secretary

Print:

Paul Tsigaris – Policy Director

Print:

EXHIBIT "1"

PROPOSED BY-LAW

CLARINGTON MINOR HOCKEY ASSOCIATION

BY-LAW #2

1. GENERAL

1.1. Definitions. In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

- 1.1.1. "**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;
- 1.1.2. "**Board**" means the board of Directors of the Corporation;
- 1.1.3. "**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;
- 1.1.4. "**Chair**" means the chair of the Board, which shall be the President;
- 1.1.5. "**Class A Members**" means the Class A voting members of the Corporation, as determined pursuant to section 8.1.1 hereof;
- 1.1.6. "**Class B Members**" means the Class B non-voting members of the Corporation, as determined pursuant to section 8.1.1 hereof;
- 1.1.7. "**CMHA**" means the Clarington Minor Hockey Association;
- 1.1.8. "**Corporation**" means the Clarington Minor Hockey Association;
- 1.1.9. "**Director**" means an individual occupying the position of Director of the Corporation;
- 1.1.10. "**Meeting of Members**" includes an annual meeting of Members or a special meeting of Members;

1.1.11. "**Member**" means a Class A Member or Class B Member of the Corporation, and "**Members**" means the collective Membership of the Corporation;

1.1.12. "**Membership Year**" means, for determining the Class B Members, a period beginning at the annual meeting of the Members and ending at the immediately subsequent annual meeting of Members;

1.1.13. "**Officer**" means any individual who has been appointed as an officer of the Corporation from time to time in accordance with the By-Laws, which offices shall include the office of President, Chair, and may include such other offices as the Board may determine from time to time. The duties of President, Chair, and other offices are described at Schedule "A" hereto;

1.1.14. "**Ordinary Resolution**" means a resolution passed by more than fifty percent (50%) of the votes cast on that resolution submitted to a Meeting of Members or, in the absence of a meeting, means a resolution which is consented to by each Member entitled to vote at a meeting of the Members; and

1.1.15. "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution submitted to a Meeting of Members or, in the absence of a meeting, means a resolution which is consented to by each Member entitled to vote at a meeting of the Members.

1.2. Interpretation. Other than as specified in Section 1.1, 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 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.

1.4. Seal. The seal of the Corporation, if any, shall be in the form determined by the Board.

1.5. Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President and one other Director or Officer, signing together. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2. DIRECTORS

2.1. Election and Term. The Directors shall be elected by the Class A Members at the first Meeting of Members and at each **biennial meeting** thereafter. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be for a period of **two (2) years**, commencing from the date of the meeting at which they are elected or appointed and continuing until the second succeeding annual meeting of the Members or until their successors are elected or appointed.

2.2. Vacancies. The office of a Director shall be vacated immediately:

2.2.1. 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;

2.2.2. if the Director dies or becomes bankrupt;

2.2.3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or

2.2.4. if, at a meeting of the Members, the Class A Members by Ordinary Resolution remove the Director before the expiration of the Director's term of office.

2.3. 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:

2.3.1. if the vacancy occurs as a result of the Class A Members removing a Director, the Class A Members may fill the vacancy by an Ordinary Resolution;

2.3.2. 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 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 Class A Member; and

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

2.4. Committees. Committees may be established by the Board as follows:

2.4.1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and

2.4.2. 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.

2.5. Remuneration of Directors.

2.5.1. Provided that the amount of remuneration or reimbursement: i) is considered reasonable by the Board; ii) is approved by the Board for payment by resolution passed before such payment is made; and iii) is in compliance with the conflict of interest provisions of the *Act*, then:

2.5.1.1. the Board may fix the remuneration of the Directors, Officers and employees of the Corporation; and

2.5.1.2. a Director, Officer or Member of a corporation may receive reasonable remuneration and expenses for any services to the corporation that he or she performs in any other capacity.

2.5.2. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario [Regulation 4/01](#) made under the [Charities Accounting Act](#).

3. BOARD 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 Section 3.3 of this By-law.

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

3.3. Notice.

3.3.1. Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be given in the manner provided in Section 3.3 of this By-law to every Director of the Corporation not less than seven (7) 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.

3.3.2. A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.4. Chair. The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to preside at Board meetings.

3.5. 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, no party shall have a second or casting vote.

3.6. Participation by Telephonic or Electronic Means. Subject to the provisions of the articles, if any, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the *Act* to be present at the meeting.

4. OFFICERS

4.1. Officers. The Board shall appoint from among the Directors a President (who will serve as Chair). The Board may from time to time create and designate the offices of the Corporation, appoint Officers on an annual or other basis, specify their duties and, subject to the *Act*, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director. Two or more offices may be held by the same person.

4.2. 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:

4.2.1. the Officer's successor being appointed;

4.2.2. the Officer's resignation; or

4.2.3. such Officer's death.

5. PROTECTION OF DIRECTORS AND OTHERS, QUALIFICATION

5.1. 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:

5.1.1. complied with the *Act* and the Corporation's articles and By-laws; and

5.1.2. exercised their powers and discharged their duties in accordance with the *Act*.

5.2. Qualification of Directors. In addition to the qualification requirements set out in the *Act*, as a condition of being a Director or Officer, each Director and Officer shall, as a condition of holding such position, submit to the Board prior to occupying such position and from time to time as the Board may request (which request shall be no more than once annually): 1) a satisfactory CMHA Criminal Declaration Form in the form determined from the Board from time-to-time; and 2) a clear criminal record check, including a vulnerable sector screening and search of Canadian National Sex Offender Registry. If this section is not satisfied in the sole discretion of the Board, the applicable individual shall not be permitted to hold such Director or Officer position, and in the case of a Director such failure shall be treated as a vacancy to be filled pursuant to Section 2.3 hereof. Each Director or Officer shall report to the Board any circumstances which such individual reasonably believes would result in such individual failing to comply with the requirements of this Section 5.2 immediately upon the occurrence thereof.

6. CONFLICT OF INTEREST

6.1. 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.

6.2. Charitable Corporations. No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

7. POLICIES & FINANCES

7.1. Policies. The Board may from time-to-time as it sees fit create policies and procedures which, subject to the articles and By-laws of the Corporation and the *Act* which shall prevail, shall describe and govern the operation and organization of the Corporation.

7.2. 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.

7.3. Financial Year. The financial year of the Corporation ends on April 30 in each year or on such other date as the Board may from time to time by resolution determine.

8. MEMBERS

8.1. Members. Subject to the Articles, there shall be two classes of Members in the Corporation, namely, Class A Members and Class B Members, as follows:

8.1.1. Class A Members.

8.1.1.1. Class A membership shall be available to persons who have applied to and have been accepted by the Board to be a Class A Member of the Corporation.

8.1.1.2. The term of Class A Class A Membership shall be perpetual until terminated in accordance with Section 10.2 hereof.

8.1.1.3. Each Class A Class A Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Class A Class A Member shall be entitled to one (1) vote at such meetings.

8.1.2. Class B Members.

8.1.2.1. The Class B A Membership for a Membership Year shall consist of persons who meet the qualification of one or more of the following groups during such Membership Year:

8.1.2.1.1. individuals that are over the age of 18 prior to the commencement of the Membership Year that register to play hockey in a CMHA league during the Membership Year;

8.1.2.1.2. individuals that are over the age of 18 prior to the commencement of the Membership Year, that register another individual to play hockey in a CMHA league during the Membership Year;

8.1.2.1.3. individuals approved by the Board to act as head coaches or volunteers for a CMHA hockey team during the Membership Year; and

8.1.2.1.4. such other individuals as have applied to and have been accepted by the Board for Class B Membership in the Corporation.

8.1.2.2. Subject to the *Act* and the Articles, a Class B Member shall be entitled to receive notice of and attend at meetings of the Members of the Corporation, but shall not be entitled to vote thereat.

8.2. Transfers of Membership. A Membership in the Corporation is not transferable.

8.3. Termination of Membership. A Membership in the Corporation is terminated when:

- 8.3.1. in the case of a Class A Membership, by determination of the majority of the Board;
- 8.3.2. the Member dies, or, in the case of a Member that is an organization or a corporation, the organization is disbanded or the corporation is dissolved;
- 8.3.3. the Member retires or resigns by providing ten (10) days written notice of such resignation to the Corporation and satisfying any lawful liability outstanding against such Member on the books of the Corporation at the time of such written notice;
- 8.3.4. the Member is expelled in accordance with section 8.4 hereof; or
- 8.3.5. Membership is otherwise terminated in accordance with the *Act*.

8.4. Discipline of Members. The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- 8.4.1. violating any provision of the Articles, By-laws, or written policies of the Corporation;
- 8.4.2. a Member engaging in any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- 8.4.3. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from Membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide ten (10) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within ten (10) day period. In the event that no written submissions are received, the Board may proceed to notify the Member that the Member is suspended or expelled from Membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the

Member concerning such final decision within a further ten (10) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

9. MEMBERS' MEETINGS

9.1. Annual Meeting.

9.1.1. The annual meeting of the Members shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) 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.

9.1.2. The business transacted at the annual meeting of the Members shall include:

9.1.2.1. receipt of the agenda;

9.1.2.2. receipt of the minutes of the previous annual and subsequent special meetings;

9.1.2.3. consideration of the financial statements;

9.1.2.4. report of the auditor or person who has been appointed to conduct a review engagement;

9.1.2.5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

9.1.2.6. election of Directors; and

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

9.1.3. No other item of business shall be included on the agenda for annual meeting unless a Class A Member has given notice to the Corporation of any matter that the Class A 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.

9.1.4. Subject to the provisions of the articles, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this *Act* to be present at the meeting.

9.2. Special Meetings. The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Class A Members who hold at least ten percent (10%) of votes that may be cast at the meeting sought to be held within twenty-one (21) days after receiving the requisition unless the *Act* provides otherwise.

9.3. Notice.

9.3.1. Subject to the *Act*, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, 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 the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

9.3.2. A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

9.4. Quorum. A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.5. Chair of the Meeting. The Chair shall be the chair of the Members' meeting. In the Chair's absence, the Class A Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.6. Voting of Members. Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

9.6.1. each Class A Member shall be entitled to one vote at any meeting;

9.6.2. each Class B Member shall not be entitled to any vote at any meeting, subject to the *Act*;

9.6.3. votes shall be taken by a show of hands;

9.6.4. an abstention shall not be considered a vote cast;

- 9.6.5. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Class A Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- 9.6.6. 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
- 9.6.7. 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.

9.7. Adjournments. The Chair may, with the majority consent of the Class A Members present at the Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

- 9.7.1. the time of the continued meeting;
- 9.7.2. if applicable, the place of the continued meeting;
- 9.7.3. if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting; and
- 9.7.4. 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.

9.8. Persons Entitled to be Present. The only persons entitled to attend a 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 Class A Members present at the meeting.

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 of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.2. 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.

11. ADOPTION AND AMENDMENT OF BY-LAWS

11.1. Amendments to By-laws. The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.

Enacted

Schedule A

1.1. Duties. Unless otherwise specified by the Board, the following Officers shall have the following duties and powers associated with their positions:

- 1.1.1. **Duties of the Chair.** The Chair shall perform the duties described in the By-laws or as the Board may determine from time to time. The President and the Chair will be the same person.
- 1.1.2. **Duties of the President.** The President shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The president shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members as a non-Member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the president. The President shall perform such other duties as may be required By-law or as the Board may determine from time to time.
- 1.1.3. **Duties of the Vice-President.** The Vice-President shall perform such duties as may be required By-law or as the Board may determine from time to time.
- 1.1.4. **Duties of the Treasurer.** The Treasurer shall work collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities. The Treasurer shall perform such other duties as may be required By-law or as the Board may determine from time to time.
- 1.1.5. **Duties of the Secretary.** The Secretary shall work collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities. The Secretary shall perform such other duties as may be required By-law or as the Board may determine from time to time.
- 1.1.6. **Duties of the General Manager of Hockey Operations.** The General Manager of Hockey Operations shall perform the duties as may be required By-law or as the Board may determine from time to time.
- 1.1.7. **Duties of the Ice Scheduler .** The Ice Scheduler shall perform the duties as may be required By-law or as the Board may determine from time to time.
- 1.1.8. **Duties of the Equipment Manager.** The Equipment Manager shall perform the duties as may be required By-law or as the Board may determine from time to time.

1.1.9. **Duties of the OMHA Convenor.** The OMHA Convenor shall perform the duties as may be required By-law or as the Board may determine from time to time.

Ballots will be made available for voting at the CMHA awards assemblies taking place on April 15th and 16th.

SCHEDULE "B"

CLARINGTON MINOR HOCKEY ASSOCIATION: BALLOT

Member name (print): _____

Name of Player Registered by Member: _____

Member email: _____

Date: _____

Member signature: _____

The Board of Directors of the Clarington Minor Hockey Association (“**CMHA**”) are recommending that the organization repeal the existing By-law of the CMHA, and approve and adopt By-law No.2, being a By-law relating generally to the conduct of the business and affairs of the Corporation, substantially in the form provided with the meeting notice, and otherwise made available (the “**Proposed By-law**”).

Members of CMHA are entitled to vote on this resolution. Please indicate your vote by circling “yes” or “no”.

The Proposed By-law includes a variety of changes which the Board of Directors of the CMHA deem in the best interest of the Corporation, including amending the membership of the Corporation as described in Section 8.1 thereof.

Members can also learn more or vote at a special meeting of the members being held on April 26, 2025 at 9:00 AM located at South Courtice Arena. Voting will close upon the adjournment of the members’ meeting.

I vote to approve the repealing of the existing By-law, and to approve and adopt the Proposed By-law	Yes / No (circle one)
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