

Notice to Membership – Draft Bylaws for Review and Approval

In accordance with the Ontario Not-for-Profit Corporations Act (ONCA) — which came into effect on October 19, 2021, with a required transition deadline of October 18, 2024 — the Grand River Mustangs have completed a full review and update of our bylaws to ensure compliance with the Act.

These updated bylaws are an important step in aligning our organization with current legal standards and ensuring strong, transparent governance going forward.

A Special Meeting of the Membership will be held to present the draft bylaws for approval:

Date: Tuesday, August 19, 2025

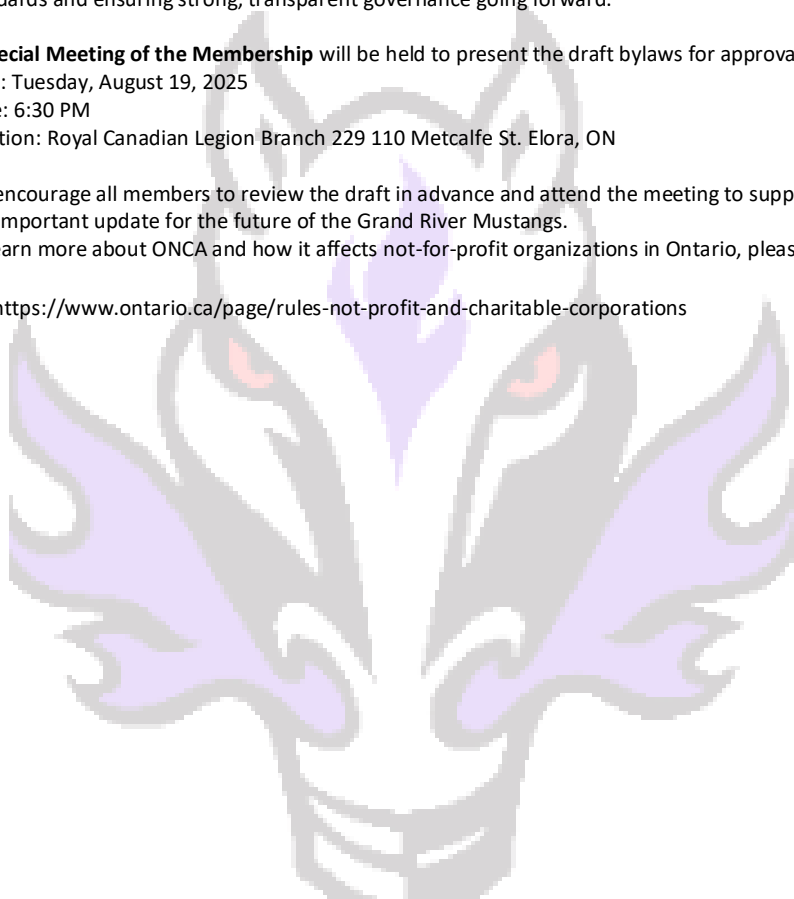
Time: 6:30 PM

Location: Royal Canadian Legion Branch 229 110 Metcalfe St. Elora, ON

We encourage all members to review the draft in advance and attend the meeting to support this important update for the future of the Grand River Mustangs.

To learn more about ONCA and how it affects not-for-profit organizations in Ontario, please visit:

 <https://www.ontario.ca/page/rules-not-profit-and-charitable-corporations>



DRAFT
Grand River Mustangs
Girls Hockey Association
By-Laws

Draft version for approval by membership



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Section I – General

1.01 Purpose

These By-laws relate to the general conduct of the affairs of the Grand River Mustangs Girls Hockey Association (GRMHA).

1.02 Definitions

The following terms have these meanings in these By-laws:

- a) "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or reenacted from time to time.
- b) Articles – the Corporation's articles of incorporation, articles of continuance, letters patent, or supplementary letters patent, as applicable.
- c) "Board" means the board of directors of the GRMHA.
- d) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the GRMHA as amended and which are, from time to time, in force and effect.
- e) the "Corporation" the Grand River Mustangs Girls Hockey Association (GRMHA).
- f) "Chair" means the chair of the Board.
- g) "GRMHA" means the Grand River Mustangs Girls Hockey Association (GRMHA).
- h) "Days" means days including weekends and holidays.
- i) "Director" means an individual elected or appointed to serve on the Board pursuant to these By-laws.
- j) "Extraordinary Resolution" means a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- k) "In Writing" shall include both hard copy and electronic communication in a form determined appropriate by the Board.
- l) "Member" means a member of the GRMHA.
- m) "Members" means the collective membership of the GRMHA.
- n) "Officer" means an individual elected or appointed to serve as an Officer of the GRMHA pursuant to these By-laws.
- o) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- p) "Special Resolution" means a resolution passed by not less than two-thirds of the votes cast on that resolution. Special Resolutions considered by the Members must be submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution.

1.03 Interpretation

The following terms have these meanings in these By-laws: Other than as specified in Section 1.02, 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.

1.04 Name and Registered Office

The name of the Corporation shall be the GRAND RIVER MUSTANG GIRLS HOCKEY ASSOCIATION (hereinafter called the "GRMHA"). The registered office of the GRMHA shall be located within the Province of Ontario.

1.05 Seal

The seal of the GRMHA, if any, shall be in the form determined by the Board

1.06 No Gain for Members

The GRMHA will be carried on without the purpose of gain for its Members and any profits or other accretions to the GRMHA will be used in promoting its objects.

1.07 Severability and Precedence

Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the GRMHA. 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.

1.08 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. 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.

1.09 Affiliation

The Corporation is affiliated with and operates under the guidelines, rules and policies of the Ontario Women's Hockey Association (OWHA).

Section 2 – Board of Directors

2.01 Overview

The affairs of GRMHA shall be managed by the Board which shall consist of between nine (9) and twenty (20) Directors. Directors shall be individuals 18 years of age or older and meet the requirements as defined by the Act.

2.02 Composition of the Board

Directors

By virtue of affirm these By-laws, the Members agree via Special Resolution to permit the Board to determine the number of Director positions on the Board provided that:

- a. The number of Director positions is at least nine (9) and twenty (20) Directors; and
- b. The determination of the number of Director positions on the Board does not have the effect of shortening the term of a sitting Director.

Directors may be appointed, by the Board, to serve as Directors of various portfolios related to the operations of the GRMHA (e.g., Registration Director, Ice Scheduler, Coaching Director, etc.). Directors may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board. The Directors may exercise all such powers and do all such acts and things as may be exercised or done by the GRMHA pursuant to the Act, the GRMHA's Articles or these By-laws.

Past President

The Past President of the GRMHA will be the last person to hold the position of President who was not removed from office provided this individual is interested in serving in the position of Past President. The Past President will be a non-elected Director on the Board.

2.03 Elections of Directors

Nominations

- a. Nominations Committee – The Board may appoint a Nominations Committee. If appointed, The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.
- b. Nomination – Any nomination of an individual for election as a Director will:
 - i) Include the written consent of the nominee by signed or electronic signature;
 - ii) Comply with the procedures established by the Nominations Committee (if appointed); and
 - iii) Be submitted to the Registered Office of the GRMHA fourteen (14) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- c. Incumbents – Current Directors wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election fourteen (14) days prior to the Annual Meeting.
- d. Nominations from the Floor – If a position on the Board is vacant, an individual will be permitted to be nominated from the floor for that position at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.
- e. Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

Election

At each Annual Meeting, the members shall, by ordinary resolution, elect Directors for any position for which the incumbent Director's term is expiring and/or any Director position that is

vacant. The terms for Directors will expire on a staggered basis as determined by Ordinary Resolution by the Board.

2.04 Terms

Directors elected at an Annual Meeting of the GRMHA shall serve until the second Annual Meeting following their election or until their successors are elected or appointed, unless they resign, or are removed from or vacate their office. The Director may then stand for re-election. Directors appointed by the Board to fill a vacant position shall serve in their position for the remainder of the unexpired term, unless they resign, or are removed from or vacate their office. The Director may then stand for election.

2.05 Director Consent and Registration

An individual who is elected or appointed to be a Director must register with the Corporation as a Director, must sign all required documents presented by the Corporation, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

2.06 Resignation and Removal of Directors

Resignation

A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director, who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

Vacate Office

The office of any Director will be vacated automatically if:

1. if the Director resigns;
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.

Removal

An elected Director may be removed by Ordinary Resolution of the Members at a Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

2.07 Filling a Vacancy

When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting.

2.08 Duties of Directors

Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

2.09 Committees

The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions. The Board may appoint and remove Directors, Key Volunteers, or any other individual to or from a standing or ad-hoc committee at any time and for any reason.

Committee Limitations – No Committee has authority to:

- a) Submit to the Members any question or matter requiring approval of the Members;
- b) Fill a vacancy among the Directors or appoint additional Directors;
- c) Issue debt obligations except as authorized by the Board
- d) Approve any financial statements
- e) Adopt, amend or repeal the By-laws
- f) Establish contributions to be made, or fees to be paid, by Members without the approval of the Board.

2.10 Powers of the Board

Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation for the purpose of furthering the objects and purposes of the Corporation in accordance with the Act and these By-laws;

- b) Make policies and procedures relating to the discipline of Members and Registered Participants, and have the authority to discipline Members and Registered Participants in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures; .
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Appoint Key Volunteers with duties and responsibilities as described by the Board;
- f) Determine registration procedures, determine membership fees, and determine other registration requirements;
- g) Enable the Corporation to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Corporation;
- h) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- i) Invest funds for the purpose of furthering the objects and purposes of the Corporation;
- j) Manage the Corporation's assets and resources expenditures for the purpose of furthering the objects and purposes of the Corporation;
- k) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- l) Perform any other duties from time to time as may be in the best interests of the Corporation.

2.11 Remuneration

- a) All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.
- b) Honorarium – At the discretion of the Board, and by Special Resolution of the Board, individuals filling the roles of Treasurer, Bookkeeper, and Scheduler may receive an honorarium.

Section 3 – Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, President or any three Directors at any time and any place on notice as required by this By-law.

3.02 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. The Board will hold at least four (4) meetings per year.

3.03 Notice

Written notice served other than by mail, of the time and place, if applicable, for the holding of a meeting of the Board shall be given to every Director not less than one (1) day 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 no one 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, a first meeting of the Board may be held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

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.

3.04 Chair

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

3.05 Quorum

At any meeting of the Board, quorum will be fifty percent (50%) of the Directors holding office.

3.06 Voting

Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally.

Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

3.07 No Alternate Director

No person shall act for an absent Director at a meeting of the Board.

3.08 Written Resolution

A resolution signed, including by electronic signature, by all the Directors entitled to vote on that resolution, is as valid as if it had been passed at a meeting of the Board.

3.09 Attendance at Meetings

Meetings of the Board will be closed to Members and the public except by invitation of the Board.

3.10 Meetings by Telecommunications

A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Corporation consent, participate by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

Section 4 – Officers

4.01 Composition

The Officer positions are the President, Vice President, Secretary, and Treasurer.

4.02 Term

The term of the Officers will be between one (1) and three (3) years, at the discretion of the Board, or until they or their successors are elected or appointed. If the term of an appointed Officer exceeds the individual's term as a Director, their term in office as an Officer is contingent on their being re-elected as a Director.

4.03 Election

The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect Officers for whichever positions are vacant. They shall take office immediately.

4.04 Voting

Directors may nominate themselves for any Officer position. Elections will occur in the following order: President, Vice-President, Secretary and Treasurer. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

4.05 Duties

The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official

spokesperson of the Corporation, will oversee and supervise office staff (when applicable), and will perform such other duties as may from time to time be established by the Board.

b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.

c) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.

d) The Treasurer will, subject to the powers and duties of the Board, file all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

4.06 Delegation of Duties

At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Officer or Director.

4.07 Removal

An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. Removal from an Officer position does not automatically mean the individual is removed from their Director position (when applicable).

4.08 Vacancy

Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

4.09 Other Officers

The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers must be Directors.

Section 5 – Finance and Management

5.01 Fiscal Year

Unless otherwise determined by the Board, the fiscal year of the Corporation will be April 1st to March 31st.

5.02 Bank

The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

5.03 Auditors

At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement (if applicable in accordance with the Act) of the books, accounts and records of the GRMHA in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the GRMHA and must be permitted to conduct an audit or review engagement of the GRMHA under the Public Accounting Act, 2004, as amended.

When the GRMHA's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the GRMHA's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, choose to conduct a review engagement in lieu of an audit. Alternatively, when the GRMHA's revenue for the previous fiscal year was less than the amount prescribed in the Act as a non - public benefit corporation, the Members may, by Extraordinary Resolution, choose to waive both an audit and review engagement.

5.04 Annual Financial Statements

The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report or review engagement (if any); and
- c) Any further information respecting the financial position of the Corporation.

Commented [1]: Revenue of \$100,000 or less: Can waive both audit and review engagement (with approval).
Revenue between \$100,001 and \$500,000: Must have a review engagement; can waive audit with approval.
Revenue of \$500,000 or more: Must have an audit.

5.05 Books and Records

The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Corporation's articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members;
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

5.06 Minutes of meetings of the Board and Board Resolutions

Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing on request to the Board and their approval.

5.07 Signing Authority

The signing authority of the Corporation shall be vested in the Officers of the Corporation and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of any two (2) of these Officers or persons shall be required on any financial instrument of the Corporation.

5.08 Property

The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

5.09 Borrowing

The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act and subject to authorization by an Ordinary Resolution of the Members if the amount of the financial transaction exceeds one hundred thousand dollars (\$100,000).

5.10 Borrowing Restriction

The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the GRMHA is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the GRMHA or for joining in any receipt or for any loss, damage or expense happening to the GRMHA through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the GRMHA or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the GRMHA 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 GRMHA's articles and By-laws; and 2. exercised their powers and discharged their duties in accordance with the Act GRMHA By-law.

6.02 Will Indemnify

The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director and/or any individual who acts at the Corporation's request in a similar capacity.

6.03 Will Not Indemnify

The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Corporation will not indemnify an individual unless: a. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

6.04 Insurance

The Corporation will maintain in force Directors and Officers liability insurance at all times through the OWHA and Hockey Canada.

Section 7 - Conflict of Interest

A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully

and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

Section 8 - Members

8.01 Classes of Membership

The GRMHA has one class of Member, General Member. Reference to “Members,” “members” or to “membership” in this By-law will mean collectively the General Members.

8.02 General Members

General membership shall be composed of any individual who is a Director, player, team staff member or Life Member registered with the GRMHA.

Directors are as defined in these By-laws and their membership begins on the date the Director assumes office in accordance with these By-laws and ends when the individual ceases to be a Director.

Players are registered players in good standing with the GRMHA. Their membership shall commence on the date the individual registers to play on a hockey team operated by the GRMHA and pays the applicable registration fees, and shall terminate at the end of the hockey season. The registration start date and the end of the hockey season date are as defined each year by the OWHA.

Life Members are individuals awarded this distinction by a 2/3 vote of the eligible voting members at a Meeting of the Members. Their membership begins on the date the GRMHA accepts their registration and continues indefinitely, unless terminated by the voting Members by Ordinary Resolution. Nominations for Life Members will be made in writing with reasons and a biography to the Corporation and it is recommended that there be no more than two (2) Life Members elected annually.

8.03 Membership

Each Member must register with the GRMHA and agree to abide by the GRMHA’s By-laws, policies, procedures, rules and regulations or, if the Member is under the age of 18, have a parent or guardian agree to abide by the Corporation’s By-laws, policies, procedures, rules and regulations on behalf of the Member. A membership in the GRMHA is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

8.04 Members Under Age 18

Where the member is under the age of 18, the member’s rights (but not the membership itself) shall be exercised by ONE parent/guardian of the member.

This includes:

- a) Receiving notifications to members required by these By-laws.
- b) Attending meetings of the members.
- c) Exercising the member's voting right. For clarity, a parent or guardian with multiple children registered with the GRMHA who are younger than 18 years old may exercise one vote per child. Also, two parents/guardians of the same child who is registered with the Corporation and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote.

8.05 Disciplinary Act or Termination of Membership for Cause

- a) Upon 15 days' written notice to a Member, the Board may pass an Ordinary Resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles, By-laws, rules and regulations, Code of Conduct or other written policies and procedures of the GRMHA, OWHA and/or Hockey Canada.
- b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice 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.
- c) For greater certainty, the foregoing is in addition to and not in substitution of any disciplinary authority of the Board under its operating rules as may be enacted at any time and from time to time.
- d) Termination of membership, whether by resignation, expulsion or otherwise, will be effective as of the date of termination, result in the removal of all rights within the GRMHA of the member, and any monies owed to the GRMHA will remain due.

Section 9 – Member Meetings

9.01 Annual Meeting

The Corporation will hold Annual Meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting, within six (6) months of the Corporation's fiscal year end, and, to the greatest extent possible, near the end of the month of June. Any Member, upon request, will be provided, not less than ten (10) days before the Annual Meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

9.02 Special Meeting

A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of at least ten percent (10%) of the voting Members, for any purpose connected with the affairs of the GRMHA that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days after

receiving the requisition unless the Act provides otherwise. Or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

9.03 Business

All business transacted at a Special Meeting and all business transacted at an Annual Meeting (except consideration of the financial statements, presentation of the auditor's report or review engagement report (if any); the election of Directors; and re-appointment of the incumbent auditor or the person conducting the review engagement (if any)) is special business. The business transacted at the Annual Meeting shall include:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
- c) Consideration of the financial statements;
- d) Report of the auditor or person who has been appointed to conduct a review engagement (if any);
- e) An extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement, OR reappointment of the incumbent auditor or person appointed to conduct a review engagement;
- f) Election of Directors; and
- g) Such other business or special business as may be set out in the notice of meeting.

No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling the Annual Meeting.

9.04 Participation/Holding by Electronic Means

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

9.05 Notice

Written or electronic notice of the date of the Annual Meeting or Special Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting

containing a proposed agenda and reasonable information to permit Members to make informed decisions.

9.06 Quorum

A quorum for the transaction of business at a Members' meeting is five (5) Members (or parents/guardians voting on behalf of a Member who is younger than 18 years old). 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

9.07 Scrutineers

At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

9.08 Attendance

The only persons entitled to attend a meeting of the Members are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

9.09 Chair

The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance.

9.10 Voting at Meetings 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:

- a) each Member in good standing shall be entitled to one vote at any meeting;
- b) votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any 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;
- a. 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
- b. 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.

9.11 Proxy Voting

Proxy voting is not permitted.

9.12 Adjournments

With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 10– Notice

10.01 Written Notice

In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

10.02 Date of Notice

Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

10.03 Error in Notice

The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

Section 11 – Dissolution

Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed to charitable or not-for-profit organizations as determined by the Board of Directors.

Section 12 - Adoption and Amendment of By-laws

12.01 Fundamental Changes

A Special Resolution of the Members is required to make a Fundamental Change, as defined by the Act, to the By-laws or articles of the Corporation.

12.02 Amendments to By-laws

These By-laws may only be amended, revised, repealed or added in the following manner:

- a) The Board may from time to time in accordance with the Act amend, by a majority votes, this By-law. The new, amended, or revised By-law is effective until the next meeting of the Members and the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) A Member entitled to vote may make a proposal to make, amend, or repeal a By-law in accordance with the Act. Notice of proposed amendments to the By-laws must be submitted to the Secretary at least 30 days before the next meeting of the Members. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

12.03 Adoption of these By-laws

Draft version if the by-laws are adopted on August 19, 2025:

“These By-laws were ratified by the Members of the GRMHA at a meeting of the Members duly called and held on August 19, 2025. In ratifying these By-laws, the Members of the GRMHA repeal all prior By-laws of the GRMHA provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.”