



MEMORANDUM

TO: All Board of Directors, Associations, Leagues and Teams

FROM: Craig Tulk, Executive Director, Hockey NL

DATE: May 12, 2021

RE: **2021 AGM Proposed Amendments to the Articles & By-Laws of Hockey NL**

Please find attached a Notice of Motion regarding the By-Laws that was filed in accordance with the amendment process for Hockey NL By-Law 15.

This will be presented and voted on by the Board of Directors and the Membership during the 2021 Annual General Meeting First Plenary Session taking place on June 11, 2021.

Thank You

NOTICE OF MOTION
OF
Hockey Newfoundland and Labrador Inc.
(the “Corporation”)

NOTICE IS HEREBY GIVEN that the Annual Meeting of the members of the Corporation will be held at the Albatross Hotel, Gander, NL on June 11, 2021 at 7:30 p.m. local time to:

1. consider and, if thought advisable, pass a special resolution (the “**Special Resolution**”), with or without variation, approving:
 - (i) revisions to the by-laws of the Corporation pursuant to the *Corporations Act* (NL) effective the 11th day of June, 2021; and
 - (ii) the filing of articles of amendment with the Registrar of Companies (the “**Articles of Hockey NL**”) on or before the 11th day of July, 2021;
2. to elect directors of the Corporation;
3. to provide an annual report to the members of the Corporation; and
4. to transact such other business as may properly be brought before the meeting or any adjournment thereof;

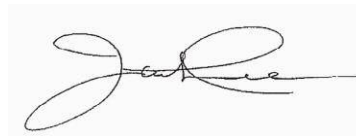
A copy of the proposed amended by-laws of the Corporation is attached to this notice at Schedule “A”.

A copy of the proposed articles of amendment is attached to this notice at Schedule “B”.

A copy of the proposed Special Resolution is attached to this notice at Schedule “C”.

DATED the 12th day of May, 2021

BY ORDER OF THE BOARD OF DIRECTORS.



Per: Jack Lee

Title: President

SCHEDULE "A"

By-laws of Hockey NL Inc.



**HOCKEY NEWFOUNDLAND
AND LABRADOR INC.
BY-LAWS**

WHEREAS Hockey Newfoundland and Labrador Inc. is a corporation made up of members and individuals established to promote and foster hockey through fair play, and maintain and increase interest in the game of hockey by ensuring that all organized amateur hockey is developed within the Newfoundland and Labrador branch (Member) of Hockey Canada in accordance to prescribed standards.

BE IT ENACTED as the By-laws of Hockey Newfoundland and Labrador:

I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Corporation.

1.2 Definitions – The following terms have these meanings within the By-laws:

- a) Act - the Corporations Act (Newfoundland and Labrador), or any successor legislation, including all regulations pursuant to the Act, as amended from time to time;
- b) Annual Meeting of Members - shall have the meaning set forth in section 3.1 of these By-laws;
- c) Auditors - an individual, partnership, or corporation appointed by the Members at the Annual Meeting of Members to audit the books, accounts, and records of the Corporation for a report to the Members at the Annual Meeting of Members, or otherwise in accordance with the Act;
- d) Articles - means
 - i. the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of dissolution and articles of revival of the Corporation, and
 - ii. a statute, letters patent, a memorandum of association, certificate of incorporation, or other constating instrument evidencing the corporate existence of the Corporation as continued under the Act.
- e) Board - the board of directors of the Corporation;
- f) By-laws - these By-laws, including any schedules attached hereto, which are, from time to time, in force;

- g) Corporation - Hockey Newfoundland and Labrador Inc. (also referred to herein as “Hockey NL”);
 - h) Council Executive Committees - are the elected ~~Committees of the four (4)~~ **Committees of the five (5)** membership groups that report to the Board and have the authority as defined in these By-Laws to operate and administer the affairs of the Divisions;
 - i) Day - days including weekends and holidays Day shall not to be extended should a day fall on a weekend or holiday;
 - j) Delegate(s) - the individual appointed by the Member in accordance with these By-laws to attend meetings of the Members on behalf of the Member;
 - k) Director - an individual elected or appointed to serve on the Board pursuant to these By-laws;
 - ~~l) Divisions – the four (4) membership groups of Senior, Junior, Minor and Female, each individually referred to as a “Division”;~~ **Divisions - the five (5) membership groups of Senior, Junior, Minor, Female, and Officiating, each individually referred to as a “Division”.**
 - ~~m)–~~
 - n) Executive Director – shall have the meaning set forth in subsection 5.5e) of these By-laws.
 - o) Governing Documents of Hockey NL - the Articles, By-laws, regulations, playing rules and policies of Hockey NL, all as amended from time to time;
 - p) Governing Documents of Hockey Canada - the Articles, By-laws, regulations, playing rules and policies of Hockey Canada, as amended from time to time;
 - q) Hockey Canada - the self-governing body of all amateur hockey, including sledge hockey, in Canada;
 - r) Hockey NL Appeals and Dispute Committee – Shall have the meaning set forth in article XVI of these By-laws;
 - s) Leagues - defined by the Corporation, including sanctioned by the Corporation and complying with Hockey Canada regulations, each individually referred to as a “League”;
 - t) Member - the Voting Members and Non-Voting Members of the Corporation;
 - u) Membership Listing - the annual approved Hockey NL listing of Members in good standing;
 - v) Nominations Committee – Shall have the meaning set forth in section 4.5 of these By-laws;
 - w) Non-Voting Member – shall have the meaning set forth in section 2.1 of these By-laws;
 - x) Officer - an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
 - y) Ordinary Resolution - a resolution passed by a majority of the votes cast by the Members or Directors who voted in respect of that resolution;
 - z) Regulations – the Regulations of Hockey NL, as amended from time to time;
 - aa) Special Resolution – a resolution passed by at least two-thirds of the votes cast by the Members who voted in respect of that resolution;
 - bb) Teams - A collection of players so defined and sanctioned by the Corporation and complying with Hockey Canada Regulations, each individually referred to as a “Team”;
 - cc) Voting Member – shall have the meaning set forth in section 2.1 of these By-laws.
- 1.3 Registered Office – The registered office of the Corporation will be in the place specified in the Articles or at such location therein as the Board may from time to time determine.
- 1.4 No Gain for Members – The Corporation has no authorized share capital and will be carried on without the purpose of gain for its Members, and any profits or other accretions to the Corporation will be used in furthering its undertaking.
- 1.5 Ruling on By-laws – 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 Corporation.

- 1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order and shall comply with the Act, as may be amended from time to time.
- 1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.
- 1.8 Jurisdiction – Hockey NL is responsible for and has jurisdiction over all amateur hockey, as defined by Hockey Canada, within the province of Newfoundland and Labrador.
- 1.9 Hockey Canada Rules – The provisions of the Governing Documents of Hockey Canada shall apply in all matters except where modified by these By- laws, which have an overriding effect by virtue of having authorization under the terms of Governing Documents of Hockey Canada.

II MEMBERSHIP

- 2.1 Categories – The Corporation shall have the following categories of membership:
- a) The voting Members shall be those enumerated in the Membership Listing of Hockey NL and shall be entitled to receive notice of, and have the right to attend all meetings of the Members (each a “Voting Member”, and collectively the “Voting Members”). Each Voting Member shall be represented at a meeting of the Members by their Delegate. The Voting Members shall be as follows:
- i. Minor Hockey Associations;
 - ii. Minor Hockey Leagues;
 - iii. Junior Members, comprised of Leagues and Teams;
 - iv. Senior Members, comprised of Leagues and Teams;
 - v. Female Members of Minor Hockey Associations;
 - vi. Female Hockey Leagues;
 - vii. ~~Officials who have served a minimum of 10 years within the Branch have achieved a minimum of Level IV~~ **are currently elected to the Officiating Council; (New)**
- provided they are in good standing, operating in the current season, and fall under the jurisdiction of Hockey NL.
- b) The Non-Voting Members, who shall receive notice of and have the right to attend all meetings of the Members, shall be as follows (each a “Non-Voting Member”, and collectively, the “Non-Voting Members”):
- i. Associate Members – any other amateur hockey corporation or association sanctioned by Hockey Canada operating within the jurisdiction of Hockey NL.
 - ii. Key Stakeholders - Representatives who have an affiliation and proven relationship with the sport of hockey in Newfoundland and Labrador, as recognized by the Board, whose presence at Hockey NL functions are in the interest of promoting and growing the sport of hockey.

2.2 Membership Authority – The Voting Members of the Corporation shall have power to:

- a) appoint the Auditors;
- b) amend the By-laws;
- c) elect and establish Council Executive Committees;
- d) elect Directors; and
- e) as otherwise provided in the Act and these By-laws.

2.3 Member Obligations

- a) Each Voting Member is obligated to foster, conduct and control amateur hockey within its classified district or League in a manner consistent with all applicable Governing Documents of Hockey NL and Governing Documents of Hockey Canada.
- b) Each Voting Member shall not amend its governing documents in a manner that conflicts with the Governing Documents of Hockey NL or the Governing Documents of Hockey Canada. Each Voting Member shall submit all amendments or changes to its governing documents, together with a complete list of its board of directors or similar executive body, in writing annually to the Executive Director, who will include the details of such compliance in the annual report to the Board.
- c) Each Voting Member shall ensure the Board, through a qualified Auditor, shall have immediate access to all books, vouchers, reports, and records that generally pertain to the finances and operation of that Member, or any association, League or club affiliated with such Member. If the Auditor's report to the Board documents a qualified or adverse opinion, the Board may take appropriate disciplinary measures as defined in policy.
- d) Each Voting Member shall ensure that the Board receives its annual financial statements, review engagement financial statements, or financial certification statement, or any applicable Association, League or Team forming part of a Member, as so determined by the Board, in a manner that is acceptable to the Board.
- e) Each Voting Member shall ensure that all hockey related issues and concerns of the Voting Member will be regularly reported to their respective Council Executive Committee, and the Board, as applicable.
- f) Each Voting Member will bring forward to the Board for consideration and approval any material change(s) to the Member's organization and affairs and risk evident within its membership that Hockey NL should be aware of.
- g) Each Voting Member shall at all times ensure that it is compliant with all statutory requirements and all Governing Documents of Hockey NL and Governing Documents of Hockey Canada.

2.4 Admission of Members – A Minor Hockey Association, League, Team, or organization (in this section, the "Applicant") may be admitted as a Member, or renewed as a Member, if:

- a) the Applicant makes an application for membership in a manner prescribed by the Corporation, from time to time;
- b) the Applicant was a Member in good standing at the time of ceasing to be a Member, if applicable;
- c) the Applicant has paid all fees owed as prescribed by the Board;
- d) the Applicant is not an employee or contractor receiving \$500 or more in compensation from the Corporation;
- e) the Applicant agrees to uphold and comply with the Governing Documents of Hockey NL;
- f) the Applicant meets all other conditions of membership as may be determined by the Board;
- g) the Applicant falls into one of the categories listed in Section 2.1 of these By-laws; and

- h) the Applicant has been approved by Ordinary Resolution of the Board.
- 2.5 Dues – Membership fees shall be determined annually by the Board and communicated to Members in accordance with the Governing Documents of Hockey NL.
- 2.6 Duration – Membership in Hockey NL is annual and each Member must re-apply as a Member annually.
- 2.7 Deadline – Members shall pay the membership fees as they become due in accordance with the Governing Documents of Hockey NL.
- 2.8 Transfer – Membership in the Corporation is non-transferable.
- 2.9 Discipline – The Board shall have the authority to suspend and terminate the membership of any Member of the Corporation as set forth in Sections 2.10 and 2.11 below, and in accordance with the Governing Documents of Hockey NL.
- 2.10 Suspension – A Member may be suspended in accordance with the Governing Documents of Hockey NL on any one (1) of the following grounds:
- a) violating any provision of the Governing Documents of Hockey NL;
 - b) violating any provision of the Governing Documents of Hockey Canada;
 - c) violating any applicable municipal, provincial or federal law;
 - d) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
 - e) for any other reason that the Board, in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board determines that a Member should be suspended for any one or more of the preceding grounds, the President, or such other officer as may be designated by the Board, shall provide notice to the Member of the suspension taking effect immediately. The Member may then, within seven (7) days of the notice of suspension, make written submissions to the President, or such other officer as may be designated by the Board. The Board shall then have twenty (20) days to reach a decision and notify the Member whether the suspension is lifted, the suspension is upheld, or the Member's membership is terminated. If the suspension is upheld, the Board may set out the timeline or any requirements before the suspension is withdrawn.

- 2.11 Termination – Membership in the Corporation may be terminated in accordance with the Governing Documents of Hockey NL which for clarity include, but are not limited to, the following:
- a) the expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
 - b) the Member being terminated in accordance with Section 2.10 above;
 - c) the Member failing to maintain any of the qualifications or conditions of membership described in Section 2.1 and 2.3 of these By-laws;

- d) the Member resigning by giving written notice to the Corporation;
- e) the dissolution of the Corporation;
- f) the Member breaching the Governing Documents of Hockey NL;
- g) the Member breaching the Governing Documents of Hockey Canada;
- h) the Member's dissolution, as applicable; or
- i) by Ordinary Resolution of the Board and ratified by Special Resolution of the Members provided fifteen (15) days' notice is given to the Member and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written or oral submission opposing the termination.

2.12 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.

2.13 Good Standing – A Member will be in good standing provided that the Member:

- a) Operated in the current season;
- b) has not ceased to be a Member;
- c) has not had its membership suspended or terminated, or had other membership restrictions or sanctions imposed;
- d) has completed and remitted all documents as required by the Corporation;
- e) has complied with the Governing Documents of Hockey NL and the Governing Documents of Hockey Canada;
- f) is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- g) has paid all required membership fees.

2.14 Cease to be in Good Standing – Members that cease to be in good standing in accordance with section 2.13 of these By-laws will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member is back in good standing.

2.15 Partners and Life Patrons – The Corporation may grant special status to: (i) certain individuals and organizations that are significant stakeholders in the game of hockey within Hockey NL ("Partners"); and (ii) individuals who are to be recognized for their distinguished contributions to Hockey NL ("Life Patrons"). The Board may by way of Ordinary Resolution recognize such Partners and Life Patrons at such times and on such terms as it deems appropriate. Partners and Life Patrons are entitled to have such rights and responsibilities as the Board may, from time to time, determine and shall have no right to vote at a meeting of Members. For clarity, recognition of a Partner by the Corporation shall not constitute a partnership between or joint venture by Hockey NL and any individual or organization that is granted the special status of Partner.

III MEETINGS OF MEMBERS

3.1 Annual Meeting of Members – The Corporation will hold annual meetings of Members at such date, time and place as determined by the Board within the Province of Newfoundland and Labrador. The Annual Meeting of Members will be held within fifteen (15) months of the last Annual Meeting of Members, and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before

the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

- 3.2 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 five percent (5%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act, or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition with each Director and with the Corporation at its registered office.
- 3.3 Participation/Holding by Electronic Means – Any Director or person entitled to attend a meeting of Members may participate in the meeting by telephone 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 Members may determine that the meeting be held entirely by telephone or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 3.4 Notice – Written or electronic notice of the date of the Annual Meeting of Members will be given to all Members in good standing, Directors, and the Auditors (if appointed) at least twenty-one (21) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.
- 3.5 Other Business – No other item of business will be included in the notice of the Annual Meeting of Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the Annual Meeting of Members in accordance with procedures as approved by the Board. Copies of all such proposals, together with copies of any amendments thereto, 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 an Annual Meeting of Members.
- 3.6 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- 3.7 Quorum – 51% of Members who are enumerated in the Membership Listing of Hockey NL and in good standing will constitute a quorum.
- 3.8 Agenda – The agenda for the Annual Meeting of Members may include:
- a) Call to order
 - b) Establishment of quorum
 - c) Appointment of scrutineers
 - d) Approval of the agenda
 - e) Approval of minutes of the previous Annual Meeting of Members
 - f) Presentation of reports
 - g) Report of Auditors (if any)

- h) Appointment of Auditors (if any)
- i) Business as specified in the meeting notice
- j) Election of new Directors
- k) Adjournment

3.9 Scrutineers – At the beginning of each meeting, the Board may appoint two (2) or more scrutineers who will be responsible for ensuring that votes are properly cast and counted while maintaining the secrecy of how the vote was cast by the Member.

3.10 Adjournments – At any meeting of the Members where a quorum is present, the Members may, upon the approval of a majority of the Members present, adjourn a meeting of Members to a fixed date which is held within thirty (30) days of the meeting being adjourned, with no further notice required except that the Corporation shall provide written notice to the Members of the new date. If the meeting of Members is adjourned to a fixed date outside of thirty (30) days from the original date, notice must be provided to the Members in accordance with these By-laws. 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.

3.11 Attendance – The only persons entitled to attend a meeting of the Members are the Members, Delegates, Directors, Auditors (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 Board, or with the majority consent of the Members present.

3.12 Voting Rights of Members – The voting rights of each Voting Member, so long as they are in good standing, shall be as follows:

- a) Voting Members

Except as otherwise required by the Act, Voting Members shall receive the following votes:

- i. Minor Hockey Association Members – Each Minor Hockey Association shall receive One (1) vote;
- ii. Minor Hockey League Members - Each Minor Hockey League Member shall receive One (1) vote;
- iii. Junior Members
 - 1) Each League – One (1) vote;
 - 2) Each Team - One (1) vote;
- iv. Senior Members
 - 1) Each League – One (1) vote;
 - 2) Each Team - One (1) vote;
- v. Female Members - One (1) Female Hockey Representative of each Minor Hockey Association shall receive One (1) vote;
- vi. Female Hockey League Members - Each Female Hockey League Member shall receive One (1) vote;
- vii. Elected members of the Council Executive Committees – Each shall receive One (1) vote;
- viii. Officials who have served a minimum of 10 years within the Branch and have achieved a Level IV certification shall receive One (1) vote to determine the Officiating Council members only; and

ix. ~~Officials who have served a minimum of 10 years within the Branch and have achieved a minimum of Level IV are currently elected to the Officiating Council~~ – Each shall receive One (1) vote; and

b) Non-Voting Members

Except as otherwise required by the Act, Non-Voting Members shall not be entitled to vote.

- 3.13 Voting Powers – Each Voting Member shall be entitled to vote on every issue presented to the Members at a meeting of the Members. Non-Voting Members shall not be entitled to a vote at any meeting of the Members, except as specifically required by the Act.
- 3.14 Eligibility of Votes – On a date that shall not precede the meeting by more than 50 days or by less than 21 days, the Board will determine the Members eligible to vote at a meeting of the Members.
- 3.15 Delegates – If applicable, Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the Delegate to represent the Member at such meeting. A meeting of Delegates for all purposes is a meeting of the members with all the powers of such a meeting.
- 3.16 Proxy Voting – Delegates shall not be permitted to vote by proxy.
- 3.17 Voting by Mail or Electronic Means – A Member may only vote by mail, or by telephone or electronic means, if:
- a) the Corporation has made available a procedure that permits voting by mail, telephone, or electronic means and communicated such procedure to Members in advance of the vote;
 - b) the method of communication enables votes to be gathered in a manner that permits its subsequent verification;
 - c) the Corporation is not able to identify how each Member voted; and
 - d) the Corporation is able to review and/or audit the voting if requested by the Members.
- 3.18 Determination of Votes – Unless as otherwise provided in these By-laws, votes will be taken by a show of hands or oral assent or dissent unless a secret ballot is demanded by a Member properly present. In the event a secret ballot is demanded, a motion for taking votes by secret ballot shall first be made and then a majority of the Members shall be required to take votes by secret ballot.
- 3.19 Majority of Votes – Except as otherwise provided in these By-laws or the Act, approval by Ordinary Resolution will be required on all matters. In the case of a tie, the resolution or matter subject to vote is defeated.
- 3.20 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members.

- 3.21 State of Emergency – In a state of emergency as determined by the Board in its sole and absolute discretion, the Board may call a meeting of the Members on forty-eight (48) hours’ notice. Any meeting called pursuant to this Section 3.21 shall be only to discuss the urgent matters related to the state of emergency, and unless the notice required by Section 3.4 is waived unanimously by the Voting Members and the quorum requirement in Section 3.7 is met, or the applicable government authorities have passed a special order relating to notice and quorum requirements applicable to the Corporation, no resolutions may be passed by the Members.

IV GOVERNANCE

- 4.1 Directors – The Board shall consist of the Directors specified in the Corporation’s most recent notice of directors filed with the Registry of Companies (Newfoundland and Labrador).

- 4.2 Composition of the Board – The Board shall consist of the following individuals who shall be elected by the Voting Members:

- a) a President who shall be elected as both a Director and the President of the Corporation;
- b) a Vice-President who shall be elected as both a Director and the Vice President of the Corporation;
- c) ~~four (4) Directors who one (1) of each shall be nominated and elected from each Division;~~ four (4) Directors who one (1) of each shall be the Chair of the Female, Minor, Senior and Junior Divisions;
- d) the Referee in Chief; (new)
- e) the Hockey Development Chair; (new)
- f) one (1) director who shall be elected as both a Director and the Treasurer of the Corporation;
- g) an at large Director who shall be elected as a Director of the Corporation; and
- h) following the final term of the Past-President (4.3) which will commence at the 2021 Annual Meeting of Members, an at large Director who shall be elected as a Director of the Corporation.

- 4.3 Final Immediate Past President - The immediate past-President of the Corporation following the 2021 Annual Meeting shall serve as a Director of the Corporation (as the final “Past-President”). The Past-President shall serve at the pleasure of the Board for a period of no more than one (1) term following the election of the newly elected President.

- 4.4 Eligibility – To be eligible to serve as a Director, an individual must:

- a) be nineteen (19) years of age or older;
- b) not have been found to be mentally incompetent by a court in Canada or elsewhere;
- c) have the power under law to contract;
- d) not have the status of bankrupt; and
- e) not be a director or officer of any Association, League or Team, or a shareholder of a Team, within Hockey NL.

A Director who has been elected and is not compliant with Section 4.4e) must, upon election, take immediate steps to become compliant. If non-compliance continues for a period of thirty (30) days from the date of election, the Director must resign as a Director in accordance with Section 4.11 below.

- 4.5 Nominations Committee – There shall be a nominations committee (the “Nominations Committee”) which shall be responsible for: (i) ensuring on a continuing basis that the Board is composed of qualified, diverse, experienced and

skilled persons capable of, and committed to, providing effective governance leadership to Hockey NL; (ii) The chair of the Nominating Committee and other committee members shall be appointed by the Board, and shall be individuals who are at arm's length from the Board; and (iii) The Nominations Committee shall seek out a slate of acceptable candidates for all elected positions, including candidates provided by Council Executive Committees.

The chair of the Nominations Committee shall oversee any election conducted under article IV of these By-laws, including ensuring that names of all candidates running for elected positions on the Board appear on the official ballots, distribution and collecting the ballots, counting the votes, announcing the results, and destroying the ballots immediately thereafter.

4.6 Nomination – Any nomination of an individual for election as a Director must:

- a) include the written consent of the nominee;
- b) comply with the procedures established by the Nominations Committee; and
- c) be submitted to the registered office of the Corporation no later than 90 days prior to the Annual Meeting of Members each year. Information regarding the individuals nominated for election shall be included in the notice of Annual Meeting of Members sent to Members.

4.7 Election – Directors as described in section 4.2 shall be elected at each odd numbered

year's Annual Meeting of Members:

- a) ~~The President, Vice-President, four (4) Directors, one from each Division, the Treasurer and One (1) at-large Directors shall be elected at odd numbered years Annual Meetings of Members and after the final term of the Past President a second at-large Director shall be elected in odd numbered years.~~ The President, Vice-President, four (4) Directors as the Chair from each Division, the Referee in Chief, the Hockey Development Chair, the Treasurer and One (1) at-large Directors shall be elected at even numbered years Annual Meetings of Members and after the final term of the Past President a second at-large Director shall be elected in even numbered years.

4.8 Elections – Elections for each Director shall be decided in accordance with the following:

- 1) President/Director:
 - a) One (1) Valid Nomination for each of the President/Director Position – The Voting Members shall be eligible to cast a ballot for the nominated individual by voting for said nominee or abstaining from the vote. The nominated individual shall be declared elected as the President/Director upon receiving a majority of the votes cast. If the nominated individual does not receive a majority of the votes cast, the President/Director position shall remain vacant and be filled in accordance with Sections 4.14 and 4.15 of these By-laws.
 - b) More than One (1) Valid Nomination for the President/Director Position – If there is more than one (1) nominated individual for the office of President/Director, the Voting Members shall be eligible to cast a ballot indicating their choice for President/Director, or abstain from voting. The nominated individual that receives a majority of the votes cast shall be declared elected as the President/Director. If no nominated individual receives a majority of the votes cast after the first vote, the nominated individual with the lowest number of votes cast in their favour shall be eliminated from the subsequent ballot until there is only one (1) nominated individual left on the ballot. The nominated individual shall be declared elected as the

President/Director upon receiving a majority of the votes cast. If the nominated individual does not receive a majority of the votes cast, the President/Director position shall remain vacant and be filled in accordance with Sections 4.14 and 4.15 of these By-laws.

2) Vice-President/Director:

a) One (1) Valid Nomination for each of the Vice-President/Director Position – The Voting Members shall be eligible to cast a ballot for the nominated individual by voting for said nominee or abstaining from the vote. The nominated individual shall be declared elected as the Vice-President/Director upon receiving a majority of the votes cast. If the nominated individual does not receive a majority of the votes cast, the Vice-President/Director position shall remain vacant and be filled in accordance with Sections 4.14 and 4.15 of these By-laws.

b) More than One (1) Valid Nomination for the Vice-President/Director Position – If there is more than one (1) nominated individual for the office of Vice-President/Director, the Voting Members shall be eligible to cast a ballot indicating their choice for Vice-President/Director, or abstain from voting. The nominated individual that receives a majority of the votes cast shall be declared elected as the Vice-President/Director. If no nominated individual receives a majority of the votes cast after the first vote, the nominated individual with the lowest number of votes cast in their favour shall be eliminated from the subsequent ballot until there is only one (1) nominated individual left on the ballot. The nominated individual shall be declared elected as the Vice-President/Director upon receiving a majority of the votes cast. If the nominated individual does not receive a majority of the votes cast, the Vice-President/Director position shall remain vacant and be filled in accordance with Sections 4.14 and 4.15 of these By-laws.

3) Director:

a) One (1) Valid Nomination for Each Vacant Director Position – For an election where there is only one (1) valid nomination for each vacant Director Position, an election will be held for each vacant director position. For each election, the Voting Members shall be eligible to cast a ballot for one (1) of the nominated individuals by voting for said nominee or abstaining from the vote. The nominated individual shall be declared elected as a Director upon receiving a majority of the votes cast. If the nominated individual does not receive a majority of the votes cast, the Director position shall remain vacant and be filled in accordance with Sections 4.14 and 4.15 of these By-laws. The process shall be repeated for each vacant Director position.

b) More than One (1) Valid Nominations for Each Vacant Director Position – The Voting Members shall conduct a vote by ballot for each vacant Director position. If there are more nominated individuals than vacant director positions, the Voting Members shall be eligible to cast a ballot indicating their first choice for the Director position from the pool of all eligible individuals nominated or abstain from voting. The nominated individual that receives the majority of the votes cast shall be declared elected as Director. If no nominated individual receives a majority of the votes cast after a vote, the nominated individual with the lowest number of votes received shall be eliminated from subsequent ballots until a nominated individual has received a majority of the votes cast. If no nominated individual receives a majority of the votes cast, the Director position shall remain vacant and be filled in accordance with Sections 4.14 and 4.15 of these By-laws. This process shall be repeated for each vacant Director position.

4.9 Terms – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from, vacate, or otherwise cease holding

office in accordance with the Act. Directors may serve for no more than four (4) separate two (2) year terms for an aggregate total of eight (8) years.

4.10 Maximum Term for President – An individual may serve in the position of President for a maximum of two (2) terms. The term that an individual has served as President does not count towards the calculation of number of years served on the Board. For clarity, an individual can serve as the President for four (4) years and as a Director for eight (8) years for a maximum term length of twelve (12) years.

4.11 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation in writing to the Secretary of the Board. Resignation shall be effective on 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.

4.12 Vacate Office – The office of any Director will be vacated automatically if:

- a) the Director no longer meets any one (1) of the eligibility requirements to serve as a Director described in subsections 4.4a), b), c), d), and e);
- b) the Director fails to meet the eligibility requirement to serve as a Director described in subsection 4.4e) within thirty (30) days of its election;
- c) the Director resigns in accordance with Section 4.11 above;
- d) the Director is charged and/or convicted of any criminal offence; or
- e) the Director passes away.

4.13 Removal – An elected Director may be removed by Ordinary Resolution of the Voting Members at any meeting of Members provided such Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting. Directors elected by the defined Division memberships in accordance with subsection 4.2c) may only be removed by a resolution of the Division member entitled to elect such director.

4.14 Vacancy – When the position of the President/Director, Vice-President/Director and/or 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, except where prohibited by the Act. The remainder of such term shall not count in the calculation of determining maximum term limits of the Director and/or President, as applicable.

4.15 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least two (2) Directors.

4.16 Chair – The President shall be the chair of all meetings of the Board, or, where the President is not present, the Vice-President (or designate) will be the chair of the meeting.

- 4.17 Notice – Written notice, sent other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice sent by mail will be given at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. 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 Members. A notice given to a Director other than by mail shall be deemed to have been given when it is sent. A notice if mailed to a Director shall be deemed to have been given when deposited in a post office or public letter box.
- 4.18 Board Meeting with New Directors – For a first meeting of the Board 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).
- 4.19 Number of Meetings – The Board shall meet at least seven (7) times per year.
- 4.20 Quorum – At any meeting of the Board, quorum will be a majority of Directors holding office, at least 25% of which are resident Canadians except where otherwise permitted by the Act.
- 4.21 Voting – Each Director is entitled to one (1) vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.
- 4.22 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.
- 4.23 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 4.24 Closed Meetings – Meetings of the Board will be closed to the public, except for any other individual who may be present upon invitation by the Board.
- 4.25 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology that permits all participants to communicate with each other during the meeting. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting, however except if the Board unanimously approves in advance, voting by email shall not be acceptable for any matter to be decided by the Board.
- 4.26 Standard of Care – Every member of a Council Executive Committee shall:
- 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.

4.27 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the power to manage the affairs of the Corporation and may delegate any of its powers, duties, and functions except as prohibited by the Act.

4.28 Board Authority – The Board shall have the authority to

- a) make policies and procedures and supervise or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b) make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures, including, but not limited to, those set forth in Articles XIII, XIV, XV, and XVI herein;
- 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) determine registration procedures, determine membership fees, and determine other registration requirements;
- f) enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g) make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- i) perform any other duties from time to time as may be in the best interests of the Corporation.

4.29 State of Emergency – In a state of emergency as determined by: (i) the President and any one (1) other Director; or (ii) any three (3) Directors, notice shall be given at least twenty-four (24) hours prior to the scheduled meeting. Quorum at such an emergency meeting shall be three (3) directors, at least 25% of which are resident Canadian except where otherwise permitted by the Act. At any meeting called pursuant to this section, only the urgent matters requiring the calling of this meeting may be addressed and voted upon.

V OFFICERS

5.1 Composition – The officers will be comprised of the President, Vice President, Secretary, Treasurer, Executive Director and any other officer relating to various portfolios of the Corporation as determined by the Board in its discretion from time to time. Except as otherwise specified herein, all officers must be Directors of the Corporation.

5.2 Term – The term of the officers will be two (2) years, or until they or their successors are elected or appointed in accordance with these By-laws. Directors may hold more than one (1) office at the discretion of the Board; however, the President shall only be permitted to hold that office.

- 5.3 Election – The officers of the Corporation, except for the President, Vice-President, Treasurer and Executive Director, shall be elected by the Board at the first meeting of the Board following the Annual Meeting of Members. The President shall be elected in accordance with Section 4.2a) and 4.8 1), the Vice-President shall be elected in accordance with Section 4.2b) and 4.8 2), the Treasurer shall be elected in accordance with Section 4.2(d) and 4.8 3) and the Executive Director shall be hired by the Board in its sole discretion.
- 5.4 Voting – Directors may nominate themselves for any Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:
- a) One Valid Nominee for an Officer position – The nominee receiving a majority of votes from the Directors in attendance shall be declared the winner.
 - b) Two or More Valid Nominees for an Officer position – 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 greatest number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes shall be declared the winner. Additional runoff votes may occur if required.
- 5.5 Duties – The duties of the officers are as follows:
- a) The President shall be the chair of the Board, will preside at meetings of Members of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
 - b) The Vice President shall, 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 shall 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 a 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 shall, subject to the powers and duties of the Board, 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 oversee the development of annual budgets, and will perform such other duties as may from time to time be established by the Board. The Treasurer must be an accredited Chartered Professional Accountant of Newfoundland and Labrador.
 - e) The Executive Director, who is not a Director, is an employee of the Corporation and will attend all meetings of the Board but will not vote. The Executive Director will have the following responsibilities (or may delegate such responsibilities to other staff of the Corporation):
 - i. Uphold the By-laws and recommend any changes to the Board;
 - ii. Attend committee meetings if and when requested by the Board (or designate an alternate staff person);
 - iii. Enforce all rules and regulations and policies of the Corporation;
 - iv. Have and exercise such powers and authority as may reasonably be necessary to discharge the duties and responsibilities of the office of Executive Director;

- v. Manage the Corporation's office and conduct the day-to-day business of the Corporation in full accordance with established regulations, policies and procedures;
- vi. Provide technical expertise, leadership, advice and direction related to the functions of liaison, financial management, communications, publicity, promotion and marketing;
- vii. Formulate and recommend for action any matters pertaining to program development, services to Members, general legislation, policies, functions, activities, objectives or general welfare of the Corporation; and
- viii. Other responsibilities as the Board may direct.

f) Any other Officer of the Corporation shall serve on the terms and conditions as set forth by the Board at its sole discretion, from time to time.

5.6 Removal – An Officer, other than the President and Executive Director, may be removed by Ordinary Resolution at a meeting of the Board, 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. The President may only be removed in accordance with article IV of these By-laws and shall automatically be removed as both an Officer and Director of the Corporation.

5.7 Vacancy – Where the position of an Officer, other than the President or Executive Director, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, elect a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

VI COMMITTEES

6.1 Appointment of Committees – Subject to the Act, the Board may, from time to time: (i) appoint such committees as it deems necessary in its sole discretion for managing the affairs of the Corporation; (ii) appoint the chair of a committee; (iii) prescribe the duties and terms of reference of a committee; (iv) delegate to any committee any of its powers, duties, and functions; and (v) approve the members of a committee as selected by the chair.

6.2 Ex-Officio – The President and Executive Director shall be ex-officio and non-voting members of all committees of the Corporation.

6.3 Debts – No committee will have the authority to incur debts in the name of the Corporation.

6.4 Standing Committees - Subject to the Act, the Members by Special Resolution have determined the Corporation shall have the following Standing Committees: Audit and Finance, Risk Management, Governance, Nominating, Human Resources and Personnel, Program Standards, Development, Officiating and Dispute and Appeals Resolution Committee.

- a) With the exception of a Nominating Committee, Appeals and Dispute Resolution Committee, Development Committee and Officiating Committee, the chair of any standing committee shall be a member of the Board, and shall be appointed by the President.
- b) The composition of each standing committee except a Nominating Committee, Audit and Finance Committee and Appeals and Dispute Resolution Committee shall be determined by the President, in consultation with the

Board. Each standing committee shall be composed of a minimum of four (4) and a maximum of nine (9) individuals, including the standing committee chair.

- c) The standing committee chair and other individuals on each standing committee may serve a term of two (2) years, but may be reappointed for subsequent terms.
- d) The terms of reference of each standing committee shall be set out in policies established by the Board. Each standing committee may propose changes to its terms of reference to the Board.
- e) At all standing committee meetings, a majority of the individuals who serve on that committee shall constitute a quorum.
- f) Attendance at standing committee meetings shall be limited to the individuals serving on that committee, any individual approved by the President to attend and such other persons as may be invited by the committee chair.
- g) Any individual serving on a standing committee may be removed from such office at any time in the absolute discretion of the Board by Ordinary Resolution.

6.5 Audit and Finance Committee - The Audit and Finance Committee is responsible for oversight related to Hockey NL's auditing and reporting, financial policies and strategies, and financial risk management. This committee is chaired by the Treasurer of Hockey NL. The Audit and Finance Committee shall, at the time of the annual audit, provide the Auditor with access to Hockey NL's financial records, review the Auditor's report and submit that report to the Members of Hockey NL.

6.6 Human Resources and Personnel Committee – The Human Resources and Personnel Committee is responsible for overseeing the development of employment policies of Hockey NL and for the policies related to volunteers and for monitoring compliance with those policies. This committee is also charged with the performance appraisal of the Executive Director and ensuring that the Executive Director conducts performance appraisals for each employee of Hockey NL.

6.7 Risk Management – The Risk Management Committee is responsible for ensuring the development and implementation of a comprehensive risk management program and for monitoring compliance with program standards and objectives. The Chief Medical Officer of Hockey NL shall be on the Risk Management Committee.

6.8 Programs Standards Committee - The Program Standards Committee is responsible for the general oversight of Hockey NL's hockey programs in concert with the four (4) Council Executive Committees ensuring that the program practice standards established align with those of Hockey Canada and Hockey NL.

6.9 Governance Committee – The Governance Committee is responsible for advising the Board on matters relating to the Board's governance structure, processes and policies, evaluation of the Board's effectiveness, education and evaluation of the Board's Directors, and for establishing policies on the hiring and evaluation of the Executive Director.

6.10 Development Committee- The Development Committee is responsible for the administration of development programs within Hockey NL as set out in policy, as defined by the Board. ~~The Development Committee is chaired by the Director of Development who is appointed by the Board.~~ The Development Committee is chaired by the Director of Development who is elected by the Membership.

~~6.11 Officiating Committee – The Officiating Committee is responsible for conducting the affairs of officiating within Hockey NL as set out in policy, as defined by the Board. The Officiating Committee is chaired by the Hockey NL Referee in Chief who is appointed by~~

- 6.12 Appeals and Dispute Resolution Committee - The Appeals and Dispute Resolution Committee has a duty to rule upon appeals and disputes submitted to it by the Board, as outlined in Sections XIII, XIV, XV, and XVI of these By-laws.
- 6.13 Other Committees – At the discretion of the Board, other standing committees or ad hoc committees may be established to support efforts to fulfill its role.
- 6.14 Task Teams – The President, in consultation with the Board, Council Executive Committees and the Executive Director, may establish task teams to undertake a specific task or project that is to be completed within a defined period of time. The President of Hockey NL shall have the authority to appoint individuals who serve on any such task team. A task team shall be dissolved after it has completed its assigned task or project.

VII FINANCE AND MANAGEMENT

- 7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation shall be May 1st to April 30th.
- 7.2 Bank – The banking business of the Corporation shall be conducted at such financial institution as the Board may determine, from time to time.
- 7.3 Auditors – At each Annual Meeting of Members, the Members shall appoint the Auditors to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The Auditors will hold office until the next Annual Meeting of Members. The Auditors will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the Act, or as amended.
- 7.4 Annual Financial Statements – The Board and the Treasurer shall approve Annual financial statements (as evidenced by the signature of one or more Directors) of the Corporation from the last fiscal year of the Corporation and present the approved financial statements at the Annual Meeting of Members. A copy of the applicable annual financial statements shall be provided to the Members with the notice of Annual Meeting of Members.
- 7.5 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.
- 7.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) Directors, or other officers as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

- 7.7 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.
- 7.8 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.
- 7.9 No Remuneration – All Directors, officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of Directors in such a way that is transparent to the Members and compliant with Branch Financial policy (new)) 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 so long as it does not create a conflict of interest.
- 7.10 Conflict of Interest – Directors and Members shall comply with the conflict of interest provisions in the Act, and any Director or member of a committee shall disclose the conflict/potential conflict in accordance with the Governing Documents of Hockey NL and these By-laws. A conflict of interest refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, a Director’s or a Council Executive Committee Member’s objectivity, judgment or ability to act in the best interests of the Corporation. Full disclosure, in itself, does not remove a conflict of interest.
- 7.11 Integrity – Hockey NL and its Members shall ensure the highest standards and maintenance of integrity. Directors and Council Executive Committee Members shall act at all times in the best interests of the Corporation rather than in the interest of particular Members. This means putting the interests of the Corporation ahead of any personal interests of any person or entity. It also means performing his or her duties and transacting the affairs of the Corporation in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.
- 7.12 No Pecuniary Benefit
- a) No Director shall directly or indirectly receive any benefit from his or her position on the Board.
 - b) The pecuniary interests of the immediate family members or close personal or business associates of a Director or Council Executive Committee Member are considered to also be the pecuniary interests of the Director or Council Executive Committee Member.

VIII AMENDMENT OF BY-LAWS

- 8.1 By-law Approval – The Directors may make, amend or repeal these By-laws on their own accord or on the request of a Member. The Directors shall submit the revised By-laws at the next Annual Meeting of Members, and the Members eligible to vote may confirm or reject the by-laws by Special Resolution. Any amendment to these By-laws is effective from the date approved by Special Resolution of the Members.

IX NOTICE

- 9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.
- 9.2 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.

X INDEMNIFICATION

- 10.1 Will Indemnify – Subject to section 10.2, the Corporation shall 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, and 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 or any individual who acts at the Corporation’s request in a similar capacity.
- 10.2 Will Not Indemnify – The Corporation shall 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, or breach of any statutory duty or responsibility imposed upon him or her 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

XI COUNCIL EXECUTIVE COMMITTEES

- 11.1 The Council Executive Committees of Hockey NL shall be:
- a) Senior and Adult Recreation
 - b) Junior
 - c) Minor
 - d) Female
 - e) Officiating (new)
- 11.2 Each Council Executive Committee shall make decisions and rulings on any matters regarding hockey operations within their respective Divisions. All decisions and rulings by each Council Executive Committee must be consistent with the Governing Documents of Hockey Canada and the Governing Documents of Hockey NL.
- 11.3 Each Council Executive Committee shall have the authority to settle all questions on the Regulations and Playing Rules of Hockey NL that are specific to their respective Division and do not apply to or impact any other Division. This includes handling disputes within and between Associations, Leagues and Teams within their respective Division of hockey.

- 11.4 Each Council Executive Committee shall, when necessary, propose to the Board changes to the Governing Documents of Hockey NL that may prove beneficial to their respective Division of hockey.
- 11.5 Each Council Executive Committee shall annually create minimum suspensions for offences that occur within their Division of hockey that are consistent with, or more rigorous than, those established by Hockey Canada. In addition, each Council Executive Committee is responsible for ruling on offences that occur within their Division of hockey and have the discretion to strengthen any minimum suspension.
- 11.6 Each Council Executive Committee shall recommend to the Board the acceptance of new Associations and Leagues as appropriate within their respective Division. Each respective League has the authority to accept or reject applications from new Teams.
- 11.7 Each Council Executive Committee shall encourage the development and growth of the game within their respective Division.
- 11.8 **Senior and Adult Recreation Council Executive Committee** shall be elected by the Division Members in good standing. Such Division Members shall consist of the Leagues and Senior Teams competing in the Senior and Adult Recreation Division of hockey.
- a) The Senior and Adult Recreation Council Executive Committee shall consist of the chair, vice-chair, secretary and a maximum of four (4) council members:
 - i. The election for a 2-year term of the chair, secretary and two (2) council members to the Senior and Adult Recreation Council Executive Committee shall take place at every second Annual Meeting of Members (odd numbered years) by Voting Members of the Division.
 - ii. The election for a 2-year term of the vice-chair and two (2) council members to the Senior and Adult Recreation Council Executive Committee shall take place at every second Annual Meeting of Members (even numbered years) by Voting Members of the Division.
 - iii. Individual roles and responsibility of the council members shall be determined by the Senior and Adult Recreation Council.
 - b) The Senior and Adult Recreation Council Executive Committee shall have the authority to conduct the affairs of Senior and Recreational Hockey as set out in the Regulations.
 - c) The Senior and Adult Recreation Council Executive Committee shall settle all questions concerning Senior and Adult Recreational Hockey, which are not specifically covered in the Regulations.
 - d) In the absence of the chair, the vice-chair will act as chairperson until the Annual Meeting of Members, at which time the election of the chair will take place.
 - e) The Senior and Adult Recreation Council Executive Committee shall organize provincial championships for Leagues and Teams competing in their Division.
 - ~~f) The Senior and Adult Recreation Council Executive Committee shall have the authority to approve the final slate of nominated candidates for the Director position from the division that serves on the Hockey NL Board of Directors.~~

11.9 **Junior Council Executive Committee** shall be elected by the Junior Division Members in good standing. Such Division Members consist of the Leagues and Teams competing in the Junior Division of hockey.

- a) The Junior Council Executive Committee shall consist of a chair, vice-chair, secretary and a maximum of four (4) council members.
 - i. The election for a 2-year term of the chair, secretary and two (2) council members to the Junior Council Executive Committee shall take place at every second Annual Meeting of Members (odd numbered years) by Voting Members of the Division.
 - ii. The election for a 2-year term of the vice-chair and two (2) council members to the Junior Council Executive Committee shall take place at every second Annual Meeting of Members (even numbered years) by Voting Members of the Division.
 - iii. Individual roles and responsibility of the council members to be determined by the Junior Council Executive Committee.
- b) The Junior Council Executive Committee shall have the authority to conduct the affairs of Junior Hockey as set out in the Regulations.
- c) The Junior Council Executive Committee will settle all questions concerning Junior Hockey which are not specifically covered in the Regulations.
- d) In the absence of the chair, the vice-chair will act as chairperson until the Annual Meeting of Members, at which time the election of chair will take place.
- e) The Junior Council Executive Committee shall organize provincial championships for Leagues and Teams competing in the Division.

~~f) The Junior Council Executive Committee shall have the authority to approve the final slate of nominated candidates for the Director position from the division that serves on the Hockey NL Board of Directors.~~

11.10 **Minor Council Executive Committee** shall be elected by the Minor Division Members in good standing. Such Division Members consist of the Minor Hockey Associations and Leagues competing in Minor Division of hockey.

- a) The Minor Council Executive Committee shall consist of a chair, vice-chair, secretary, and five (5) regional council members.
 - i. The election for a 2-year term of the chair, secretary and two (2) regional council members shall take place at every second Annual Meeting of Members (odd numbered years) by Voting Members of the Division.
 - ii. The election for a 2-year term of the vice-chair and three (3) regional council members shall take place at every second Annual Meeting of Members (even numbered years) by Voting Members of the Division.
- b) The Minor Council Executive Committee shall have the authority to conduct the affairs of Minor Hockey as set out in the Regulations.
- c) The Minor Council Executive Committee will settle all questions concerning Minor Hockey which are not specifically covered in the Regulations.
- d) In the absence of the chair, the vice-chair will act as chairperson until the Annual Meeting of Members, at which time the election of chair will take place.
- e) The Minor Council Executive Committee shall organize provincial championships for Minor Hockey Associations, Leagues and Teams competing in the Division.

~~f) The Minor Council Executive Committee shall have the authority to approve the final slate of candidates for the Director position from the division that serves on the Hockey NL Board of Directors.~~

11.11 **Female Council Executive Committee** shall be elected by the female Division Members in good standing. Such Division Members shall consist of female representatives of Minor Hockey Associations and female Leagues competing in the female Division of hockey.

- (a) The Female Council Executive Committee shall consist of a chair, vice-chair, secretary and five (5) regional council members.
 - i. The election for a 2-year term of the chair, secretary and two (2) regional council members shall take place at every second Annual Meeting of Members (odd numbered years) by Voting Members of the Division.
 - ii. The election for a 2-year term of the vice-chair and three (3) regional council members shall take place at every second Annual Meeting of Members (even numbered years) by Voting Members of the Division.
- (b) The Female Council Executive Committee shall have the authority to conduct the affairs of female Hockey as set out in the Regulations.
- (c) The Female Council Executive Committee will settle all questions concerning female hockey which are not specifically covered in the Regulations.
- (d) In the absence of the chair, the vice-chair will act as chairperson until the Annual Meeting of Members, at which time the election of the chair will take place.
- (e) The Female Council Executive Committee shall organize provincial championships for Minor Hockey Associations, Leagues and Teams competing in the Division.
- ~~(f) The Female Council Executive Committee shall have the authority to approve the final slate of nominated candidates for the Director position from the division that serves on the Hockey NL Board of Directors.~~

The section below is new

11.12 Officiating Council Executive Committee shall be elected by the Division Members in good standing and consist of the Referee in Chief, the Supervisor of Officials, Secretary (non-voting) and a maximum of five (5) Council members.

- g) The Officiating Council Executive Committee shall consist of the Referee in Chief, Supervisor of Officials, Secretary and a maximum of five (5) Council Members:
 - iv. The election for a 2-year term of the Referee in Chief, Secretary and two (2) Council Members shall take place at every second Annual Meeting (odd numbered years) by Voting Members of the division.
 - v. The election for a 2-year term of the Supervisor of Officials and two (2) Council Members shall take place at every second Annual Meeting (even numbered years) by Voting Members of the division.
 - vi. Individual roles and responsibility of the Council Members shall be determined by the Officiating Council
- h) The Officiating Council Executive Committee shall have the authority to conduct the affairs of the Officiating Division as set out in the Regulations.
- i) The Officiating Council Executive Committee shall settle all questions concerning Officiating, which are not specifically covered in the Regulations.
- j) In the absence of the Referee in Chief, the Supervisor of Officials will act as Chairperson until the Hockey NL Annual Meeting, at which time the election of Chairperson will take place.
- k) The Officiating Council Executive Committee shall organize coverage for provincial championships for Leagues and Teams

XII DISPUTE RESOLUTION

- 12.1 Any registered participant of Hockey NL shall have the right to appeal to Hockey NL regarding any dispute, difference or question arising from a decision by Hockey NL or any Member where the by-laws, regulation, playing rule or policy under which such decision was made grants such a right of appeal. No such appeal to Hockey NL may be taken until the registered participant has exhausted all rights of appeal within the Member in which such registered participant resides.
- 12.2 Any registered participant of Hockey NL shall have the right to appeal to Hockey NL when a Member to which the registered participant belongs, makes a ruling affecting such registered participant and, in that registered participant's opinion:
- a) such decision is in conflict with the Member's or Hockey NL's articles, by-laws or regulations;
 - b) the Member committed a procedural error, or failed to provide the aggrieved party with a fair hearing; or
 - c) the Member did not have the authority or jurisdiction to make the decision.
- 12.3 An appeal may be filed with Hockey NL in disputes involving:
- a) an inter-Member transfer; or
 - b) a refusal by a team to release a player for purposes of an Inter-member transfer to another Member or Hockey Canada member.

When a player has registered for the current season, such player may not appeal under these By-laws to secure a release and/or Inter-member transfer.

XIII BOARD AUTHORITY

- 13.1 The Board may make final decisions and rulings on any matters regarding amateur hockey that may be brought before it, including the interpretation of the Governing Documents of Hockey Canada and the Governing Documents of Hockey NL, providing for special dispensation from such documents, or any of the matters referenced in By-law Section XII. Any decision of the Board is final and binding on all Members and registered participants and any other affected. There are no further appeals to Hockey NL from that decision.
- 13.2 All Members and registered participants shall accept as final and binding all Board decisions, and any interpretation or construction of the Governing Documents of Hockey NL made by the Board.

XIV EXCLUSIVE JURISDICTION

- 14.1 The procedures outlined in Part XIII of these By-laws shall be the sole recourse available to any registered participant. No registered participant, or anyone acting on behalf of, or for the benefit of, such registered participant, shall pursue any recourse in the courts of any jurisdiction prior to exhausting all rights, remedies and rights of appeal

under the by-laws, regulations, playing rules or policies of Hockey NL and Hockey Canada and its Members, if applicable.

- 14.2 All registered participants are, as regards all international matters, subject to the Statutes, Governing Documents of Hockey Canada, and related decisions of Hockey Canada.

XV PENALTIES FOR NON-COMPLIANCE

- 15.1 Any registered participant who fails to comply with a decision of the Board or the Hockey NL Appeals and Dispute Committee acting on behalf of the Board shall be suspended indefinitely from all Hockey NL activities in accordance with By-laws 16.4.
- 15.2 Any recourse to the courts of any jurisdiction by, on behalf of, or for the benefit of, any registered participant, prior to the exhaustion of all rights, remedies and rights of appeal under the Governing Documents of Hockey NL, shall result in an automatic and indefinite suspension of such registered participant from all games and other activities under the jurisdiction of Hockey NL. Such registered participant shall also be liable for all legal costs and disbursements incurred by Hockey NL in connection with defending and/or responding to such court action.
- 15.3 Any registered participant who, having exhausted all rights, remedies and rights of appeal within Hockey NL, proceeds with court action against Hockey NL or its constituent bodies shall be liable for all legal costs and disbursements incurred by Hockey NL or its constituent bodies should the courts rule in favour of Hockey NL or its constituent bodies.
- 15.4 The President may suspend any registered participant who fails to pay the costs and disbursements described in these By-Laws in a timely manner.

XVI HOCKEY NL APPEALS AND DISPUTE COMMITTEE

- 16.1 The Board may delegate its decision-making authority described in article XIII of these By-laws to an independent arm's length Hockey NL Appeals and Dispute Committee, whose decisions shall be final and binding.
- 16.2 The Hockey NL Appeals and Dispute Committee shall be composed of an odd number of individuals appointed by the Board, with the minimum being three (3) individuals. It shall be the duty of the Hockey NL Appeals and Dispute Committee to rule upon appeals submitted to it. The President shall appoint the Hockey NL Appeals and Dispute Committee Chair.
- 16.3 The Hockey NL Appeals and Dispute Committee, acting in place of the Board may provide for special dispensation from the Governing Documents of Hockey NL. Any decision as to what qualifies for special dispensation shall rest solely with the Hockey NL Appeals and Dispute Committee in its absolute and unfettered discretion, and the decision of the Hockey NL Appeals and Dispute Committee on special dispensation shall be final and binding upon all parties. Each decision of special dispensation shall be made on its individual merits.
- 16.4 If a team requires special assistance through any unusual situation which develops, that team may appeal to the Hockey NL Appeals and Dispute Committee, provided:

- a) the appeal is submitted with the written consent of its Member accompanied by majority consent of the Teams in the League in which the Team operates;
 - b) no such assistance may be granted after a date in any season, as determined in policy by the Board;
 - c) the player or players, if obtained, shall be from the same or lower Categories of the same Division or from lower Divisions; and
 - d) the player or players, if obtained, shall be signed by the Team no later than February 10th of that season.
- 16.5 Notwithstanding restrictions referred to in any Regulation, the Hockey NL Appeals and Dispute Committee shall have the right to hear any appeal received on behalf of any Team or individual concerning residential qualification as stated in Hockey Canada Regulation C.5, teams playing in other jurisdictions as stated in Hockey Canada Regulation B.9.
- 16.6 For minor hockey players, all appeals filed, if granted, shall only be for the current season. Minor hockey players shall be required to file a new appeal for any subsequent season, and the Hockey NL Appeals and Dispute Committee shall consider any subsequent appeal as a new appeal and shall not be bound by any previous year's decision.
- 16.7 The procedure for the filing and hearing of any appeal referenced in this By-laws shall be set out in a Hockey NL policy document entitled "Appeal Procedures of Hockey NL".

ADOPTION OF THESE BY-LAWS

These By-laws were ratified by a Special Resolution of the Members of the Corporation at an Annual Meeting of Members duly called and held on June 11, 2021. In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

EFFECTIVE the ___ day of _____, _____.

(authorized signatory)

(authorized signatory)

SCHEDULE "B"

Articles of Hockey NL Inc.



NEWFOUNDLAND

THE CORPORATIONS ACT

FORM 4

ARTICLES OF AMENDMENT

(Sections 54, 285)

1 - Name of Corporation	2 - Corporation No.
Hockey Newfoundland and Labrador Inc.	5004

3 - The articles of the above-named corporation are amended as follows:

The provisions of the Articles of Continuance of the Corporation, as well as all Articles of Amendment of the Corporation are hereby deleted and replaced with those provisions set forth in Exhibit '1' hereto.

Date	Signature	Description of Office

For Departmental use only

Filed -

EXHIBIT '1'

1. Name of Corporation:

Hockey Newfoundland and Labrador Inc.

2. The place in Newfoundland and Labrador where the Registered Office will be situated:

Grand Falls-Windsor

3. Please indicate:

- (a) **A minimum number of directors:** 3
- (b) **A maximum number of directors:** 30

4. Restrictions, if any, on business the Corporation may carry on:

The Corporation is established for the following purposes and shall restrict itself to such activities which, in its opinion, directly or indirectly, further such purposes:

- (a) To foster and encourage the sport of hockey throughout the Province of Newfoundland and Labrador;
- (b) To promote, supervise, and regulate competition in all the recognized categories of amateur hockey within the Province of Newfoundland and Labrador and to determine the various championship teams annually;
- (c) To lay down and secure the adoption of uniform rules in Newfoundland and Labrador to act as the legislative authority;
- (d) To decide on and adjust any doubtful or disputed matters relating to the game of hockey within the jurisdiction of the Corporation;
- (e) To encourage the game of hockey in the Universities, Colleges, and Schools of the Province of Newfoundland and Labrador and to assist where possible in arranging playoffs for such teams; and
- (f) Any such further objects which are incidental or conducive to the attainment of the foregoing objects.

PROVIDED THAT the Corporation

- (a) Shall not undertake any activities that would result in the revocation of its registration as a charity or as a public foundation for purposes of the Income Tax Act;
- (b) Shall not permit its directors, trustees, officers or employees to be comprised so that a majority of the same are related or do not deal at arms length; and
- (c) Shall not make non-qualified investment as defined by Section 149 of the Income Tax Act.

5. Other provisions, if any:

- (a) The Corporation has no authorized share capital.
- (b) The Corporation is to be carried on without pecuniary gain to its members.
- (c) Any profits or other accretions to the Corporation are to be used only in furthering its undertaking.
- (d) Upon the Incorporation of the Corporaion each first director became a member thereof.

- (e) Upon dissolution of the Corporation and after payment of all its debts and liabilities, all remaining property shall be distributed or disposed of to organizations in the Province of Newfoundland and Labrador, the undertaking of which is charitable or beneficial to the community.

SCHEDULE "C"

SPECIAL RESOLUTION

SPECIAL RESOLUTIONS OF THE MEMBERS
OF

Hockey Newfoundland and Labrador Inc.

(the "Corporation")

The following resolutions, passed by the members of the Corporation at a duly called annual meeting of members, are hereby passed as special resolutions of the members pursuant to the provisions of section 279 and section 429 of the Corporations Act (Newfoundland and Labrador, hereinafter the "Corporations Act"):

AMENDMENT OF ARTICLES

WHEREAS:

- A. The Corporation was continued under the *Corporations Act* pursuant to Articles of Continuance dated September 12, 1988 (the "**Articles of Continuance**");
- B. Since the filing of the Articles of Continuance with the Registrar, articles of amendment have been filed with the Registrar as follows:
 - i. Articles of Amendment dated September 24, 1997;
 - ii. Articles of Amendment dated August 31, 2001;
 - iii. Articles of Amendment dated June 30, 2005; and
 - iv. Articles of Amendment dated May 16, 2012;

(Collectively, the "**Articles of Amendment**", and together with the Articles of Continuance, the "**Articles**")

- C. Various by-laws of the Corporation have been passed since the incorporation of the Corporation such that there are now fifteen (15) by-laws of the Corporation (the "**By-Laws**");
- D. The Corporation has undertaken a corporate governance review pursuant to which various amendments have been recommended with respect to the Articles and By-Laws of the Corporation;
- E. The members of the Corporation wish to repeal the Articles and By-Laws of the Corporation and replace them with the draft articles of amendment and draft by-laws annexed as Schedule "A" and Schedule "B" respectively to the notice of motion calling this annual meeting of members dated June 11, 2021 (the "**Draft Amendments**").

BE AND IT IS HEREBY RESOLVED THAT:

- 1. As a special resolution of the members, the Articles of the Corporation be amended pursuant to section 279 of the *Corporations Act* as provided in the Draft Amendments.

2. As a special resolution of the members, the By-Laws of the Corporation be amended pursuant to section 429 of the *Corporations Act* as provided in the Draft Amendments.
3. Any one director or officer of the Corporation be and is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution (including, without limitation, instructing the solicitors of the Corporation to execute and deliver on behalf of the Corporation Articles of Amendment substantially in the form provided in the Draft Amendments to the Registrar of Companies under the *Corporations Act*), the execution of any such document being conclusive evidence of such determination.
4. Any one director or officer of the Corporation be and is hereby authorized and directed to place a copy of the Draft Amendments, as approved by the members, with the corporate records of the Corporation.

DATED the 11th day of June 2021, and passed as a special resolution by the members of the Corporation at an annual meeting of members.