



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

1.01 Purpose – These By-Laws relate to the general conduct of the affairs of the Corporation.

1.02 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 3.01 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) 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".
- m) Executive Director – shall have the meaning set forth in subsection 5.05 (e) of these By-Laws.
- n) Governing Documents of Hockey NL- the Articles, By-Laws, Regulations, Playing Rules and Policies of Hockey NL, all as amended from time to time;
- o) Governing Documents of Hockey Canada- the Articles, By-Laws, Regulations, Playing Rules and Policies of Hockey Canada, as amended from time to time;
- p) Hockey Canada- the self-governing body of all amateur hockey, including Sledge Hockey, in Canada;
- q) Leagues- defined by the Corporation, including sanctioned by the Corporation and complying with Hockey Canada regulations, each individually referred to as a "League";
- r) Member- the Voting Members and Non-Voting Members of the Corporation;
- s) Membership Listing- the annual approved Hockey NL listing of Members in good standing;
- t) Nominations Committee – Shall have the meaning set forth in section 4.04 of these By-Laws;
- u) Non-Voting Member – shall have the meaning set forth in section 2.01 (b) of these By-Laws;
- v) Officer- an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-Laws;
- w) Ordinary Resolution- a resolution passed by a majority of the votes cast by the Members or Directors who voted in respect of that resolution;
- x) Regulations – the Regulations of Hockey NL, as amended from time to time;
- y) Special Resolution – a resolution passed by at least two-thirds of the votes cast by the Members who voted in respect of that resolution;
- z) 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";
- aa) Voting Member – shall have the meaning set forth in section 2.01 (a) of these By-Laws.

- 1.03 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.
- 1.04 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.
- 1.05 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.
- 1.06 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.
- 1.07 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.
- 1.08 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.
- 1.09 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

2.01 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 Representatives of Minor Hockey Associations **or Female Hockey Associations**;
- vi. Female Hockey Leagues;

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.

2.02 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.

2.02.1 Member Obligations

- a) Each Voting Member is obligated to foster, conduct and control amateur hockey within its Association or League in a manner consistent with all applicable Governing Documents of Hockey NL and Governing Documents of Hockey Canada. Including the enforcement and operationalization of the Regulations and Policies of Hockey Canada and Hockey NL within their local jurisdiction.
- 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 on demand 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.

2.03 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.

2.04 Dues – Membership fees shall be determined annually by the Board and communicated to Members in accordance with the Governing Documents of Hockey NL.

2.05 Duration – Membership in Hockey NL is annual, and each Member must re-apply as a Member annually.

2.06 Deadline – Members shall pay the membership fees as they become due in accordance with the Governing Documents of Hockey NL.

2.07 Transfer – Membership in the Corporation is non-transferable.

2.08 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.

2.09 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.

2.10 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 2.09 above;
- c) the Member failing to maintain any of the qualifications or conditions of membership described in Section 2.01 and 2.03 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.

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

2.12 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.

2.13 Cease to be in Good Standing – Members that cease to be in good standing in accordance with Section 2.12 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.

2.14 Partners and Life Members – 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 Members"). The Board may by way of Ordinary Resolution recognize such Partners and Life Members at such times and on such terms as it deems appropriate. Partners and Life Members 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

3.01 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).

- 3.02 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 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.
- 3.03 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.
- 3.04 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 and reasonable information to permit Members to make informed decisions with respect to the text of any resolutions or amendments to be decided.
- 3.05 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.
- 3.06 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.
- 3.07 Quorum – 51% of Members who are enumerated in the Membership Listing of Hockey NL and in good standing will constitute a quorum.
- 3.08 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) Recognition of new Directors, Council Executive Members and Award and Scholarship Winners
 - k) Adjournment

- 3.09 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;

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
- a) 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.

- b) Notwithstanding By-Law 3.15 a, the Executive Director shall have the authority to accept an appointment of a delegate less than seven (7) days, should the Executive Director determine extenuating circumstance exists.
- 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.
- e) A quorum of the Voting Members in accordance with By-Law 3.07 will be required to participate in vote by mail, or by telephone or electronic means for the results to be accepted. Otherwise, the results must be set aside and a second vote take place.
- 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 3.04 is waived unanimously by the Voting Members and the quorum requirement in Section 3.07 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

- 4.01 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).
- 4.02 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 represent the Female, Minor, Senior and Adult Recreation and Junior Divisions. The membership of each respective division will elect their Director to represent them on the Board.;
 - d) one (1) director who shall be elected as both a Director and the Treasurer of the Corporation;
 - e) Two (2) at large Directors who shall be elected as a Director of the Corporation;
- 4.03 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 4.04 (e) 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.

- 4.04 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 Nominations 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 providing a list of nominations for at least one candidate for all positions on the Board of Directors to the membership before the membership considers submitting nominations and (iv) to review the qualifications of all candidates submitted by the membership. To ensure the slate includes at least one candidate for all Board positions, the Nominations Committee may hold a second abbreviated call for nominations for only those positions with no candidate nominated.

The chair of the Nominations Committee shall oversee any election conducted under By-Law IV of these By-Laws, including ensuring that names of all candidates running for Director positions appear correctly on the official ballots. For in person elections, oversee the distribution and collection of the ballots, counting the votes, announcing the results, and destroying the ballots immediately thereafter. For elections by electronic means work with the provider to ensure integrity of the electronic ballots, distribution to the voting members, the tabulation of the results and destroying the ballots.

- 4.05 Nomination – The nomination process will include three (3) stages, (i) identifying a slate of acceptable candidates, (ii) publication of the Nominations Committee’s list of candidates, and (iii) accepting other nominations from the Membership.

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 60 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.

- 4.06 Election – Directors as described in section 4.02 shall be elected in odd numbered year’s:

- a) President, Vice-President, four (4) Directors representing each Division, the Treasurer and Two (2) At-Large Directors shall be elected in odd numbered years.
- b) Individuals can only run for one (1) Director position in a given election year.
- c) In elections where there are more than Two (2) Valid Nominations for a Director position, a ranked ballot will be used where the Voting Members will rank their most preferred candidate as their first choice, and the other candidates in decreasing order of preference.
- d) Abstentions are not counted as a vote cast.

- 4.07 Elections

1) Elections for President, Vice President and each Director position other than the Director at Large position shall be decided in accordance with the following:

- a) One (1) Valid Nomination for each Director Position – The Voting Members shall be eligible to cast a secret ballot for the nominated individual by voting YES if supportive of said nominee or by voting NO if not supportive of said nominee. The nominated individual shall be declared elected to the Director position 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 Section 4.14 of these By-Laws.
 - b) Two (2) Valid Nomination for each of the Director Position – The Voting Members shall be eligible to cast a secret ballot for either of the nominated individuals. The nominated individual receiving a majority of the votes cast shall be declared elected to the Director position. If neither nominated individual receives a majority of the votes cast, the Director position shall remain vacant and be filled in accordance with Section 4.14 of these By-Laws.
 - c) More than Two (2) Valid Nomination for an Individual Director Position – If there is more than two (2) nominated candidates for an individual Director position, the Voting Members shall be eligible to cast a secret ballot indicating their ranked choice for the individual Director position. The nominated individual that receives a majority of the votes cast as the first choice shall be declared elected as the Director. If no nominated individual receives a majority of the votes cast as first choice, then the candidate with the lowest number of first choice votes will be removed from the election and that candidates next choice ballots will be redistributed to the other candidates. This process will be repeated until a candidate receives a majority of the votes cast or until there are no more candidates to remove and votes to be redistributed. The Director position shall remain vacant when all choices are exhausted and no candidate receives a majority of votes cast and subsequently filled in accordance with Section 4.14 of these By-Laws.
- 2) Elections for the Director at Large position shall be decided in accordance with the following:
- a) Two (2) Valid Nominations for the Two (2) Director at Large Positions – For an election where there are two (2) valid nomination for the two (2) Director at Large positions, an election will be held for each of the two (2) Director at Large positions. For each election, the Voting Members shall be eligible to cast a secret ballot for the nominated individual by voting YES if supportive of said nominee or by voting NO if not supportive of said nominee. The nominated individual shall be declared elected as a Director upon receiving a majority of the votes cast. If a nominated individual does not receive a majority of the votes cast, the Director at Large position shall remain vacant and be filled in accordance with Sections 4.14 of these By-Laws. The process shall be repeated for each Director at Large position.
 - b) More than Two (2) Valid Nominations for the Two (2) Director at Large Positions - For an election where they are more than two (2) valid nominations for the two (2) director at large positions, the Voting Members shall conduct a vote by secret ballot indicating their ranked choice for the Director at Large positions. For a nominated individual to be elected they must receive a majority of the votes cast. If one (1) of the nominated individuals receive a majority of the votes cast as the first choice they shall be declared elected as the Directors at Large.
 - i) Once one (1) of the nominated individuals receive a majority of the votes cast as the first choice they shall be declared elected as a Directors at Large, and then their votes shall be redistributed to their next ranked candidates.
 - ii) If no nominated individual receives a majority of the votes cast as first choice, then the candidate with the lowest number of first choice votes will be removed from the election, and that candidates next choice ballots will be added to the first-choice votes for the other candidates. This process is repeated until two individuals receive a majority of the votes cast or until there are no more candidates to remove and votes to be redistributed. Any unfilled Director at Large positions shall remain vacant subsequently filled in accordance with Section 4.14 of these By-Laws.
 - iii) In any second or subsequent vote, the votes of a candidate receiving a majority of the votes cast shall be redistributed, if applicable, before removing the candidate with the fewest number of votes.

- 4.08 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.
- 4.09 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.
- 4.10 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.
- 4.11 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 4.04a), b), c), d), and e);
 - b) the Director fails to meet the eligibility requirement to serve as a Director described in subsection 4.04e) within thirty (30) days of its election;
 - c) the Director resigns in accordance with Section 4.10 above;
 - d) the Director is charged and/or convicted of any criminal offence; or
 - e) the Director passes away.
- 4.12 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 4.02c) may only be removed by a resolution of the Division member entitled to elect such Director.
- 4.13 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.
- 4.14 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.
- 4.15 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.
- 4.16 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.
- 4.17 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).

- 4.18 Number of Meetings – The Board shall meet at least seven (7) times per year.
- 4.19 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.
- 4.20 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. In lieu of conducting a formal vote on any resolution that can be adopted by an Ordinary Resolution, the Chair may ask the Board members to indicate whether there are any objections to a particular resolution that has been put forward. If any objections are noted, the resolution shall be put to a formal vote. If no objections are noted, the resolution shall be deemed to be adopted by consensus, and no formal vote will be required.
- 4.21 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.
- 4.22 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.
- 4.23 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.
- 4.24 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.
- 4.25 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.
- 4.26 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.
- 4.27 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 By-Law XII, XIII, XIV and XV 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) To oversee the operations of the Corporation including the interpretation of the By-laws, and
 - j) perform any other duties from time to time as may be in the best interests of the Corporation.

- 4.28 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

- 5.01 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.
- 5.02 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.
- 5.03 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, Vice-President and Treasurer shall be elected in accordance with Section 4.07 1), and the Executive Director shall be hired by the Board in its sole discretion.
- 5.04 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.
- 5.05 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. Interpret and assist with enforcement of 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.

5.06 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 By-Law IV of these By-Laws and shall automatically be removed as both an Officer and Director of the Corporation.

5.07 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

6.01 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.

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

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

6.04 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, Nominations, Human Resources and Personnel, Development, Appeals Committee and Officiating Committee.

- a) With the exception of a Nominations Committee, Appeals 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 Nominations Committee, Audit and Finance 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.
- 6.05 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.
- 6.06 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.
- 6.07 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.
- 6.08 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.
- 6.09 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 Chair of Development who is appointed by the Board.
- 6.10 Appeals Committee – The Appeals Committee is responsible for Independently conducting Appeals filed under Hockey NL's Appeal process. The Committee is independent of the Board of Directors, Councils, Associations, Leagues, and Teams within Hockey NL. It is supported by the Executive Director of Hockey NL.
- 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 the Board.
- 6.12 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.
- 6.13 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.
- 6.14 Committees of the Board- To fulfill its responsibilities as set forth in Hockey NL's Mission, Vision, and Values, the Board of Directors will be organized into two (2) Committees of the Board, the Management Committee and the Hockey Operations Committee as follows:

- a) Management Committee- consisting of the President, Vice President, Treasurer and a maximum of two (2) of the other members of the Board of Directors. The Board's Management Committee will oversee the Audit and Finance, Risk Management, Governance, Nominations, Human Resources and Personnel committees.
- b) Hockey Operations Committee- consisting of the President, Vice President, the Referee in Chief and the four (4) directors representing the Female, Minor, Senior and Adult Recreation, and Junior divisions, The Hockey Operations Committee will oversee the Development and Officiating committees.

VII FINANCE AND MANAGEMENT

- 7.01 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation shall be May 1st to April 30th.
- 7.02 Bank – The banking business of the Corporation shall be conducted at such financial institution as the Board may determine, from time to time.
- 7.03 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.
- 7.04 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.
- 7.05 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.
- 7.06 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.
- 7.07 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.
- 7.08 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.
- 7.09 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 Corporation Financial policy 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 Monetary Benefit
- a) No Director shall directly or indirectly receive any benefit from his or her position on the Board.
 - b) The **monetary** 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 **monetary** interests of the Director or Council Executive Committee Member.

VIII AMENDMENT OF BY-LAWS

- 8.01 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

- 9.01 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.
- 9.02 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

- 10.01 Will Indemnify – Subject to section 10.02, 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.
- 10.02 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.

XI COUNCIL EXECUTIVE COMMITTEES

- 11.01 The Council Executive Committees of Hockey NL shall be:
- a) Senior and Adult Recreation

- b) Junior
- c) Minor
- d) Female

- 11.02 Each Council Executive Committee shall make decisions and rulings on any matters regarding hockey operations including the enforcement of the Regulations and Policies 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. The assistance of the Executive Director in the interpretation of the Regulations and Policies shall be requested by the Council Executive Committee.
- 11.03 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 as described in XII Dispute Resolution within and between Associations, Leagues and Teams within their respective Division of hockey.
- 11.04 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.
- 11.05 Each Council Executive Committee shall annually **establish** 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.
- 11.06 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.
- 11.07 Each Council Executive Committee shall encourage the development and growth of the game within their respective Division.
- 11.08 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 have the authority to conduct the affairs of Senior and Adult Recreational Hockey as set out in the Regulations.
 - b) 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.
 - c) In the **vacated office** of the chair, **as described in By-Law 4.11**, the vice-chair will act as chairperson until the Annual Meeting of Members, at which time the election of the chair will take place.
 - d) The Senior and Adult Recreation Council Executive Committee shall organize provincial championships for Leagues and Teams competing in their Division.
- 11.09 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 have the authority to conduct the affairs of Junior Hockey as set out in the Regulations.
 - b) The Junior Council Executive Committee will settle all questions concerning Junior Hockey which are not specifically covered in the Regulations.
 - c) In the **vacated office** of the chair, **as described in By-Law 4.11**, the vice-chair will act as chairperson until the Annual Meeting of Members, at which time the election of chair will take place.

- d) The Junior Council Executive Committee shall organize provincial championships for Leagues and Teams competing in the Division.
- 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 have the authority to conduct the affairs of Minor Hockey as set out in the Regulations.
 - b) The Minor Council Executive Committee will settle all questions concerning Minor Hockey which are not specifically covered in the Regulations.
 - c) In the **vacated office** of the chair, **as described in By-Law 4.11**, the vice-chair will act as chairperson until the Annual Meeting of Members, at which time the election of chair will take place.
 - d) The Minor Council Executive Committee shall organize provincial championships for Minor Hockey Associations, Leagues and Teams competing in the Division.
- 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 have the authority to conduct the affairs of female hockey as set out in the Regulations.
 - b) The Female Council Executive Committee will settle all questions concerning female hockey which are not specifically covered in the Regulations.
 - c) In the **vacated office** of the chair, **as described in By-Law 4.11**, the vice-chair will act as chairperson until the Annual Meeting of Members, at which time the election of the chair will take place.
 - d) The Female Council Executive Committee shall organize provincial championships for Minor Hockey Associations, Leagues and Teams competing in the Division.
- 11.12 Council Executive Committee Elections shall be conducted in-person at the Annual General Meeting of the Association.
- (a) Nominations will be submitted to the registered office of the Corporation no later than 30 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.
 - (b) The Nominations Committee will provide a slate of candidates received under (a) for each vacant position on the Council Executive Committee no later than 21 days prior to the Annual Meeting of Members each year. In the event that at least one candidate for each vacant position cannot be found, then for those positions with no candidates identified, nominations from the Council floor will be sought.
 - (c) Council Executive Committee Elections will take place following the Directors Election in years where both elections are scheduled. Unsuccessful candidates for the Director positions shall be given adequate opportunity to be nominated as candidates for Council Executive Committee Elections.
- 11.13 Resignations, a Council Executive Committee member may resign from the Council at any time by presenting his or her notice of resignation in writing to the Council Executive Committee Chairperson and the Executive Director. Resignation shall be effective on the date on which the notice is received or at the time specified in the notice, whichever is later. When a Council Executive Committee position becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the position until the next Annual General Meeting, at which time the membership will elect a replacement. In the case where a Chairperson resigns, the Vice-Chairperson can assume the Chairperson role until the next Annual General Meeting, and the Board may appoint a qualified individual to fill the Vice-Chairperson position until the next Annual General Meeting.

XII DISPUTE RESOLUTION

- 12.01 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, Regulations, 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.
- 12.02 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.
- 12.03 The procedure for filing and hearing of any appeal referenced in this By-Laws shall be set out in a Hockey NL policy document entitled "Appeal and Dispute Resolution Procedures of Hockey NL".
- 12.04 The appeal and Dispute Resolution process will be as noted in the Appeals & Dispute Resolution Procedures of Hockey NL Policy. Any Appeal and/or review shall be adjudicated by Provincial Appeals Committee.
- 12.05 An appeal may **also** 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.

- 12.07 Notwithstanding restrictions referred to in any Regulation, Hockey NL 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.
- 12.08 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 Hockey NL shall consider any subsequent appeal as a new appeal and shall not be bound by any previous year's decision.

XIII BOARD AUTHORITY

- 13.01 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.
- 13.02 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

- 14.01 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.

- 14.02 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

- 15.01 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 16.04.
- 15.02 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.
- 15.03 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.
- 15.04 The President may suspend any registered participant who fails to pay the costs and disbursements described in these By-Laws in a timely manner.

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 September 16, 2022. 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 13 day of June, 2026.

(authorized signatory)

(authorized signatory)