

## BY-LAWS OF THE ONTARIO HOCKEY FEDERATION

All revisions adopted by the Board on **April 15, 2021** are indicated by bold text.

### BY-LAW I – OVERVIEW

#### ARTICLE 1: DEFINITIONS AND INTERPRETATION

- 1.1 In the By-Laws and Regulations, the following terms shall have the following meanings unless the context otherwise specifies or requires:
- (a) **“Alliance”** means the Minor Hockey Alliance of Ontario;
  - (b) **“Amateur Hockey”** is hockey that is not organized professional hockey;
  - (c) **“Annual General Meeting of Members”** means the meeting held pursuant to Article 5.1;
  - (d) **“Board”** means the board of directors of the OHF;
  - (e) **“By-Laws”** means the by-laws of the OHF;
  - (f) **“Committee”** means a committee established pursuant to By-Law VI;
  - (g) **“Delegate”** means a person who represents a Member at a Members’ Meeting;
  - (h) **“Director”** means a director on the Board;
  - (i) **“Executive Director”** means the Executive Director of the OHF;
  - (j) **“GTHL”** means the Greater Toronto Hockey League;
  - (k) **“HEO”** means Hockey Eastern Ontario;
  - (l) **“HNO”** means Hockey Northwestern Ontario;
  - (m) **“Hockey Canada”** means the self-governing body of Amateur Hockey in Canada;
  - (n) **“IIHF”** means International Ice Hockey Federation;
  - (o) **“Members”** means the members of the OHF as set out in Article 4.1 and **“Member”** means any one of them;
  - (p) **“Members’ Meeting”** means an Annual General Meeting of Members, a Semi Annual Meeting of Members or a Special Members’ Meeting, as applicable in the circumstances;
  - (q) **“NOHA”** means the Northern Ontario Hockey Association;
  - (r) **“OHA”** means the Ontario Hockey Association;
  - (s) **“OHF”** means the Ontario Hockey Federation, an Ontario non-share capital, not-for-profit corporation incorporated under the Corporations Act, R.S.O. 1990, chap. c. 38;

- (t) **“OHF’s Jurisdiction”** is the jurisdiction of the OHF as set out in Article 3.1;
- (u) **“OHL”** means the Ontario Hockey League;
- (v) **“OMHA”** means the Ontario Minor Hockey Association;
- (w) **“OWHA”** means the Ontario Women’s Hockey Association;
- (x) **“Operations Committee”** means a committee referred to in Article 24.2;
- (y) **“Policy Committee”** means a committee referred to in Article 24.1;
- (z) **“Referee-in-Chief”** has the meaning assigned to it in the Regulations;
- (aa) **“Registered Participant”** has the meaning assigned to it in the Regulations;
- (bb) **“Regulations”** means the regulations of the OHF, including the Playing Regulations;
- (cc) **“Semi Annual Meeting of Members”** means the meeting held pursuant to Article 6.1;
- (dd) **“Special Members’ Meeting”** means the meeting held pursuant to Article 7; and
- (ee) **“Technical Director”** means the Technical Director of the OHF.

**ARTICLE 2: STATUS WITH HOCKEY CANADA, ETC.**

- 2.1 The OHF is a member of Hockey Canada, the governing body of Amateur Hockey in Canada and, as an unalterable provision of these By-Laws, shall operate in a manner consistent with the by-laws, regulations and rules of Hockey Canada.
- 2.2 In addition to Article 2.1 and as an unalterable provision of these By-Laws, each Member shall operate in a manner consistent with the by-laws, regulations and rules of Hockey Canada, the OHF and its own organization.

**ARTICLE 3: JURISDICTION**

- 3.1 The operations of the OHF are to be carried on within the province of Ontario, other than within the jurisdictions of HEO and HNO.
- 3.2 The operations of the Members shall be carried on within the jurisdictions set out in Article 4.2.

**BY-LAW II – MEMBERSHIP**

**ARTICLE 4: MEMBERSHIP**

- 4.1 The OHF shall have the following seven (7) voting Members, each of whom is, and shall remain an equal Member in the OHF subject to Articles 4.4 and 4.5:
  - (a) the GTHL;
  - (b) the NOHA;

- (c) the OHA;
- (d) the OHL;
- (e) the OWHA;
- (f) the OMHA; and
- (g) the Alliance.

4.2 The jurisdiction of the Members shall be as follows:

- (a) The GTHL shall have jurisdiction over Minor Hockey over that area of the OHF's Jurisdiction that includes the City of Toronto, the City of Mississauga and the City of Vaughan (being the area bounded by Lake Ontario on the south and a line north along the Rouge River and continuing north along the Little Rouge River and further north along the Pickering Town Line, west along Steeles Avenue, north along Yonge Street, west along Highway 7, north along Bathurst Street, with a northern boundary one concession lot north of a straight line between Bathurst and Albion Road (Highway 50) based on the majority of the King Vaughan Side Road, south along Albion Road (Highway 50), west along Steeles Avenue, south along Indian Line Road, west along the northern boundary of the City of Mississauga [as of June 25, 2005] and south along the western boundary of the City of Mississauga to Lake Ontario). The GTHL shall, subject to the Lake Ontario Region Regulations (as defined in Regulation 1.23), also share jurisdiction over the City of Markham with the OMHA.
- (b) The NOHA shall have jurisdiction over Minor Hockey, Junior (except Major Junior) Hockey and Senior Hockey over that area of the OHF's Jurisdiction that includes the area east of the 85th Meridian along the shoreline of Lake Superior and Lake Huron in an easterly direction to the French River, including all of the Manitoulin Islands, along the French River to Highway 69, southerly along Highway 69 to Highway 522, easterly along Highway 522 to the western boundary of the Township of South Himsworth, southerly along the western boundary of the Township of South Himsworth, easterly along the southern boundary of the Township of South Himsworth and the Township of Boulter to the western boundary of Algonquin Provincial Park, northerly along the western boundary of Algonquin Provincial Park to the northern boundary of Algonquin Provincial Park, further from this point easterly along the northern boundary of Algonquin Provincial Park, including the community of Kiosk to the eastern boundary of the OHF's Jurisdiction.
- (c) The OHA shall have jurisdiction over Male Hockey, Junior (except Major Junior) Hockey, Senior Hockey and Adult Recreation Hockey programs within the whole of the OHF's Jurisdiction, except for that portion assigned to the NOHA as set out in paragraph (b) above.
- (d) The OHL shall have jurisdiction over Major Junior Hockey within the whole of the OHF's Jurisdiction and within such other areas of Ontario as granted by Hockey Canada.
- (e) The OWHA shall have jurisdiction over female hockey in the Province of Ontario, including that part of Ontario over which OHF has jurisdiction.

- (f) The OMHA shall have jurisdiction over Minor Hockey and the OHF registered Minor Hockey Associations as at June 25, 2005, other than the Alliance Minor Hockey Associations as listed in paragraph (g) below, within the area not covered by the jurisdictions of the GTHL and the NOHA set out, respectively, in paragraphs (a) and (b) above. Any addition or change to the jurisdiction of the OMHA must be approved by the Members by a two-thirds (2/3) majority vote.
  - (g) The Alliance shall have jurisdiction over Minor Hockey and the Alliance Minor Hockey Associations (as defined below) within the area not covered by the jurisdictions of the GTHL and the NOHA. The "Alliance Minor Hockey Associations" are: Brantford Church Hockey League, Brantford Minor Hockey Association, Burlington Lions Optimist Minor Hockey Association, Burlington JR. Cougars, Cambridge Minor Hockey Association, Chatham- Kent County Zone, Elgin-Middlesex Hockey Alliance, Greater Fort Erie Minor Hockey Association House League, Greater London Hockey Association, Inc., Hamilton Minor Hockey Council, Huron Perth Zone, Kitchener Minor Hockey Association, Lambton County Zone, London Representative Hockey Incorporated, Sarnia Minor Hockey Association, St. Catharines CYO, Stratford Minor Hockey Association, Stratford Rotary Hockey Association, Sun County AAA Minor Hockey Association, Waterloo Minor Hockey Association, Windsor AAA Zone and Woodstock Minor Hockey Association. Any addition or change to the jurisdiction of the Alliance or to the Alliance Minor Hockey Associations must be approved by the Members by a two-thirds (2/3) majority vote.
- 4.3 Each Member shall be empowered to administer, foster and conduct its own affairs within its own jurisdiction in accordance with its own by-laws, regulations and rules and in a manner which is consistent with the by-laws, regulations and rules of Hockey Canada and of the OHF and not contrary to the best interests of Amateur Hockey.
- 4.4 A Member may not transfer its membership in the OHF and a Member ceases to be a Member when:
- (a) the Member is dissolved or winding up or ceases to operate;
  - (b) the Member becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
  - (c) the Member submits a written resignation to the OHF which resignation shall be effective on the later of the date set out in the resignation or the date it is delivered to the OHF; or
  - (d) the OHF is liquidated and dissolved under the Corporations Act.
- 4.5 A Member may be sanctioned up to and inclusive of suspension, expulsion or its jurisdiction awarded to or assumed by another Member or combination of Members as determined by the affirmative vote, at a meeting of the Board called for such purpose, of at least two-thirds (2/3) of the total number of Directors for violations of the By-Laws, Regulations, Policies or Board decisions of Hockey Canada or the OHF.
- 4.6 A Member may be sanctioned as determined by the affirmative vote, at a meeting of the Board called for such purpose, of at least two-thirds (2/3) of the total number of Directors for actions deemed by the Board to be contrary to the overall direction of the OHF, except that such sanction

cannot be expulsion or its jurisdiction awarded to or assumed by another Member or combination of Members.

- 4.7 A Member that resigns, is suspended or is expelled shall remain liable for payment of any dues, fees, assessment or other sum levied or which became payable by the Member to the OHF prior to the effective date of its resignation, suspension or expulsion.
- 4.8 Full memberships of the Members shall be restricted to Teams, Leagues or Associations of recognized amateur standing.
- 4.9 Although membership in the Members is purely voluntary, all Registered Participants of the Members must accept the final and binding authority of all rules and decisions of the Board and the governing authorities of the OHF, including, without limitation, acceptance and subscription of such insurance coverages and participant fees as may be approved and made mandatory from time to time by the Board.

### **BY-LAW III – MEMBERS’ MEETINGS**

#### **ARTICLE 5: ANNUAL GENERAL MEETING OF MEMBERS**

- 5.1 An Annual General Meeting of Members shall be held annually within ninety (90) days of OHF’s fiscal year end on such date and at such time and place designated by the Board.

#### **ARTICLE 6: SEMI ANNUAL MEETING OF MEMBERS**

- 6.1 A Semi Annual Meeting of Members shall be held annually on the last Saturday of February at such time and place designated by the Board.

#### **ARTICLE 7: SPECIAL MEMBERS’ MEETINGS**

- 7.1 Special Members’ Meetings shall be held when requested by two-thirds (2/3) of the Board in a written submission to the Chair of the Board.
- 7.2 Any Special Members’ Meeting requested under Article 7.1 shall be held as soon as possible in compliance with the applicable notice periods required by Article 8.2.
- 7.3 The Chair of the Board shall prepare the agenda for the Special Members’ Meeting, and shall limit that agenda to the items specified in the request for the Special Members’ Meeting.
- 7.4 The agenda for a Special Members’ Meeting may not be altered.

#### **ARTICLE 8: MEMBERS’ MEETINGS**

- 8.1 At all Members’ Meetings quorum shall consist of at least four (4) Members, provided that a Members’ Meeting may not be held unless the Chair of the Board or the Chair of the Board’s designate is present.
- 8.2 All Members’ Meetings, except a Special Members’ Meeting requested under Article 7.1, shall be called by the Chair of the Board. The Executive Director shall send notice of the time and place of each Members’ Meeting to each Member and to each Director. Such notice shall be sent by mail, courier, personal delivery, telephonic, electronic or other communication facility not less than

twenty-one (21) days before the meeting and shall be accompanied by a meeting agenda. Notice of any Members' Meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

- 8.3 Each Member shall be entitled to send two (2) Delegates to each Members' Meeting and shall provide the OHF with written notice of the names of its Delegates at least ten (10) days prior to the meeting. A Member's Delegate must be an employee, Director or Volunteer of the Member. A Member may send an alternate Delegate in substitution for a named Delegate who is unable to attend a Members' Meeting, provided that the Member provides the OHF with written notice of such substitution in advance of the Members' Meeting.
- 8.4 Speaking privileges at any Members' Meeting are reserved for the Delegates, the Directors, and such other persons as may be recognized by the chair of the meeting.

#### **ARTICLE 9: VOTING**

- 9.1 Each Member is entitled to cast one (1) vote on any matter on which Members are entitled to vote at a Members' Meeting, whether they send one (1) or two (2) Delegates to a Members' Meeting, and shall designate one (1) of its Delegates to vote on that Member's behalf at a Members' Meeting.
- 9.2 Decisions at Members' Meetings shall be by a majority of the votes cast unless the favourable vote of a larger proportion of the votes is required by the By-Laws.
- 9.3 The chair of a Members' Meeting shall not have a vote, including in the event of a tie.
- 9.4 At Members' Meetings voting shall be by a show of hands unless a ballot is demanded by a Member entitled to vote at the meeting, or the By-Laws specifically require a secret ballot.

#### **BY-LAW IV – BOARD OF DIRECTORS**

#### **ARTICLE 10: ROLE**

- 10.1 The affairs of the OHF shall be managed by the Board which may exercise all such powers and do all such acts and things as may be exercised or done by the OHF that are not by the By-Laws or by statute expressly directed or required to be done in some other manner.

#### **ARTICLE 11: COMPOSITION**

- 11.1 The Board shall consist of nine (9) Directors, one of whom shall be the Chair of the Board, and all of whom shall be elected in accordance with Article 15.
- 11.2 No person shall act for an absent Director at a meeting of Directors.

#### **ARTICLE 12: CHAIR OF THE BOARD**

- 12.1 Nominations for Chair of the Board are restricted to a current Director who has served at least one (1) full year as a Director.
- 12.2 An individual can hold the position of the Chair of the Board for a maximum of two (2), two (2) year terms, (excluding partial terms). The terms do not have to be consecutive.

12.3 A Chair of the Board is eligible to remain on the Board as a Director after the completion of the maximum terms as Chair of the Board as set out in Article 12.2.

#### **ARTICLE 13: DIRECTOR ELIGIBILITY**

13.1 A Director cannot be an employee of Hockey Canada, an employee of the OHF or an employee of a Member or an employee of a member of a Member.

13.2 A Director can be a Life Member or an immediate Past President of a Member or of a member of a Member but cannot participate (i.e. vote, attend meetings or consult) with the Member or member of a Member.

13.3 A Director may not hold a current position with any Member or with a member of a Member.

13.4 To be eligible for election as a Director, an individual must not be active on the board of directors of a Member or of a member of a Member for the seasons in which they are seeking election.

13.5 Any Director elected that holds a current position in a Member or a member of a Member must resign that position within fifteen (15) days.

13.6 Any Director may not be elected if under suspension from all Hockey Canada activities that would encroach their term.

13.7 In order to qualify to become or act as a Director, an individual must:

- (a) be a citizen of Canada or a permanent resident of Ontario;
- (b) reside in the jurisdiction of the OHF;
- (c) be an individual who is at least eighteen (18) years of age;
- (d) not be an undischarged bankrupt
- (e) not have been removed as a Director pursuant to paragraph (f) of Article 17.1;
- (f) have the capacity under law to contract; and
- (g) not have been declared incapable by a court in Canada.

#### **ARTICLE 14: CHAIR OF THE BOARD AND DIRECTOR NOMINATIONS**

14.1 A call for nominations will open ninety (90) days prior to the Annual General Meeting of Members.

14.2 All nominations for Chair of the Board or other Director must be submitted in writing to the Governance-Nominations Committee no later than forty-five (45) days prior to the date of the Annual General Meeting of Members.

14.3 Nominations submitted must be endorsed in writing by two (2) Members or by the Governance-Nominations Committee.

- 14.4 A nomination for Chair of the Board must indicate on their nomination if the candidate wishes to be considered for election as a Director if unsuccessful in the election for Chair of the Board.
- 14.5 A current Director who is part way through their term may be nominated for the Chair of the Board.
- 14.6 The Governance-Nominations Committee will provide the Members with a slate of all eligible candidates thirty (30) days prior to the Annual General Meeting of the Members.

#### **ARTICLE 15: ELECTIONS**

- 15.1 At each Annual General Meeting of Members held in even years, a separate ballot will first be held for the election of the Chair of the Board. In order to be elected as the Chair of the Board a candidate must receive at least 50% plus one of the votes cast. Any candidate who is unsuccessful in the election for the Chair of the Board may stand for election as a Director if identified upon their nomination.
- 15.2 If a current Director who is part way through their term is a candidate in the election for Chair of the Board, they will continue their term as a Director if unsuccessful in the election for Chair of the Board.
- 15.3 At each Annual General Meeting of Members an election for four (4) Directors will be held.
- 15.4 Each Member in attendance at an Annual General Meeting of Members will have one ballot for each election. Any ballot containing votes for a number of nominees other than the number of available Director's positions, shall be considered spoiled and shall not count as a vote cast when calculating the number of votes. The candidates receiving the most votes shall be elected as Directors.
- 15.5 If there is a tie for the final Director's position or positions, the names of the tied candidates shall appear on a new ballot, and the voting procedure described in Article 15.4 shall continue until all of the Director positions have been filled. In the event of a deadlock, the final Director's position or positions shall be filled by a random draw conducted by the Chair of the Governance-Nominations Committee from among the deadlocked candidates.
- 15.6 Upon the completion of the elections only the names of the elected Directors shall be announced at the Annual General Meeting of Members by the chair of the Governance-Nominations Committee. All election ballots will be destroyed after those names are announced.
- 15.7 Notwithstanding Articles 12.1, 15.3 and 16.2, at the first Annual General Meeting of Members after the amendments to the By-Laws come into effect, the Members shall elect nine (9) Directors, including the Chair of the Board who may be any individual, as follows:
  - (a) a separate ballot will first be held for the Chair of the Board in accordance with Article 15.1;
  - (b) if indicated upon their nomination, any candidate who is unsuccessful in the election as the Chair of the Board may stand for election as a Director for a three (3) year term and if unsuccessful in the election for a three (3) year term may stand for election for a two (2) year term.



- (c) a second ballot will then be held for the election of four (4) Directors for a three (3) year term in accordance with Article 15.4; and
- (d) a third ballot will be held for the election of four (4) Directors for a two (2) year term in accordance with Article 15.4.

15.8 All Director's terms following the elections set out in paragraph (c) of Article 15.7 will be two (2) year terms.

#### **ARTICLE 16: DIRECTORS TERMS**

16.1 The Chair of the Board shall be elected for a two (2) year term at an Annual General Meeting of Members, in even numbered years.

16.2 Directors shall be elected for two (2) year terms at an Annual General Meeting of Members. There is no limit on the number of terms a Director may be elected for.

#### **ARTICLE 17: DIRECTOR VACANCIES AND REMOVAL**

17.1 A Director ceases to hold office and a vacancy is created:

- (a) if the Director ceases to meet the qualifications for being a Director as set out in Article 13;
- (b) if the Director sits on the board of directors of Hockey Canada;
- (c) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if the Director dies;
- (e) if the Director resigns (such resignation to be effective at the time a written resignation is sent to the OHF or at the time specified in the resignation, whichever is later);
- (f) if, at a Special Members' Meeting duly called for that purpose, the Members, by a vote of at least two-thirds (2/3) of the total number of votes held by the Members, remove the Director before the expiration of the Director's term of office.

17.2 In the event that the Chair of the Board's position becomes vacant mid-term the remaining Directors shall fill the vacancy for the remainder of the term of the vacated position, provided that there is a quorum of Directors in office. Any appointment mid-term will not count against the maximum number of terms any one person can sit as Chair of the Board.

17.3 If a Director position becomes vacant and it there is a quorum of Directors in office and:

- (a) at least seven (7) Directors, the Directors may fill the vacant Director position for the remainder of the vacant term; or
- (b) less than seven (7) Directors, the Directors must appoint a Director to fill the vacant position for the remainder of the vacant term to maintain at least seven (7) Directors.

- 17.4 If a Director position becomes vacant and if there is not a quorum of Directors, the remaining Directors shall immediately call a meeting of the Members to fill the vacancy for the remainder of the vacant term, and, in default or if there are no Directors then in office, the meeting may be called by any Member.

#### **ARTICLE 18: CHAIR OF THE BOARD DUTIES AND POWERS**

- 18.1 The Chair of the Board, shall be the President of the OHF, shall preside at all meetings of the OHF, be an ex officio member of all OHF Committees and be an authorized signatory of the OHF.
- 18.2 The Chair of the Board shall generally perform the duties usual to the Chair of the Board and may, at their discretion, order the calling of meetings of the Members, the Directors and any OHF Committees.
- 18.3 The Chair of the Board shall have the authority to delegate those duties assigned to the Chair of the Board to any Director.
- 18.4 The Chair of the Board, or an alternate approved by the Board, shall be the official representative of the OHF at members' meetings of Hockey Canada at which such representative shall present objectively the views or position of the OHF.
- 18.5 In addition to the powers conferred upon the Chair of the Board by the By-Laws, Regulations and policies of the OHF, the Chair of the Board, in cases of emergency when it is impracticable to obtain a vote of the Board, may exercise all the duties and powers of the Board.
- 18.6 Any action taken by the Chair of the Board under Article 18.5 shall be referred to the Board for approval or rejection in whole or in part within fifteen (15) days next following the action taken.
- 18.7 The Chair of the Board shall have the power to suspend, fine and/or discipline, as deemed necessary, any player, Team Official or referee who is a Registered Participant, with respect to any act, omission or other conduct demonstrated to be contrary to the best interests of the OHF or Amateur Hockey. The Chair of the Board shall also have the power to levy fines authorized by Playing Regulation G1.
- 18.8 Notwithstanding provisions set forth in the Regulations, the Chair of the Board acting instead of the Board, may provide for special dispensation from the Regulations with the agreement of all parties, including the Members involved in the situation. Any decision as to what qualifies for special dispensation shall rest solely with the Chair of the Board in their absolute and unfettered discretion. Any decision of the Chair of the Board, with the agreement of the parties, as to what special dispensation is or is not provided shall be final and binding on all the parties and, notwithstanding Regulation 7.9, is not subject to appeal. Each decision of special dispensation will be made on its individual merits.
- 18.9 A decision made by the Chair of the Board under Article 18.8 shall remain in effect until final disposition of any appeal taken therefrom under the Regulations.

## **ARTICLE 19: DIRECTORS' MEETINGS**

- 19.1 Directors' meetings may be called by the Chair of the Board or any other six (6) Directors.
- 19.2 Meetings of the Directors may be held either at the place where the head office of the Corporation is located or at any place within or outside Ontario.
- 19.3 Notice of any Directors' meeting shall be given to each Director at least fifteen (15) days before such meeting with a copy of the agenda containing the business to be discussed, provided that a meeting of the Directors may be held on shorter notice or without notice in the event of an emergency as determined in the sole discretion of the Chair of the Board.
- 19.4 A majority of the Directors shall form a quorum for the transaction of business at a meeting of the Directors provided that the Chair of the Board or their designate is present. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.
- 19.5 The Secretary-Treasurer and Executive Director shall be entitled to attend but shall not be entitled to vote at meetings of the Directors.
- 19.6 Each Director present at a Directors' meeting shall be entitled to one (1) vote on any matter properly placed before and considered by the Board.
- 19.7 If all the Directors present at or participating in the meeting consent and at the discretion of the Chair of the Board, a meeting of the Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed for the purpose of the Corporations Act to be present at that meeting.
- 19.8 Except where otherwise provided in the By-Laws, any motion properly brought before the Board may be passed by a simple majority of the Directors present and voting. A vote may be held by secret ballot, upon approval of a two-third (2/3) majority vote of eligible votes present at the meeting or at the discretion of the Chair of the Board.
- 19.9 The chair of a Directors' meeting shall not be entitled to vote except in the case of a tie.

## **ARTICLE 20: BOARD OF DIRECTORS DUTIES & POWERS**

- 20.1 The Board has the following responsibilities and authority;
- (a) To formulate a Strategic Plan in consultation with the Members;
  - (b) To determine the direction of marketing in the OHF in consultation with the Members;
  - (c) To oversee and be responsible for OHF staffing;
  - (d) To determine the appointments to Hockey Canada for task teams and meetings;
  - (e) To represent the OHF at Hockey Canada meetings

- (f) To be responsible for selection and running of inter-branch and regional championships in conjunction with HNO and HEO and with input from Minor, Junior and Senior hockey;
- (g) To administer and conduct the affairs of the OHF;
- (h) To act in a manner consistent with the by-laws, regulations and rules of Hockey Canada;
- (i) To act in a manner consistent with the objects of the OHF, as prescribed in its Letters Patent;
- (j) To appoint the Secretary-Treasurer of the OHF (who shall not be a Director);
- (k) To appoint an Executive Director to conduct the day-to-day operations of the OHF;
- (l) To call Special Members' Meetings when necessary;
- (m) To grant new applications for membership in the OHF, subject to approval of the Members to take effect;
- (n) To suspend, expel or take disciplinary action against a Registered Participant for any breach of the By-Laws or of any decision, policy or regulation of the Board;
- (o) To formulate, prescribe, alter or amend By-Laws for the governing of the OHF in accordance with Article 41;
- (p) To formulate, prescribe, alter or amend policy for the governing of the OHF, make rulings or decisions on any matter brought before it from any source;
- (q) To establish, amend or alter regulations pertaining to OHF Championship competitions;
- (r) To, at any time, overrule any decision which is inconsistent with any decision of the Board;
- (s) To oversee the collection and expenditure of funds to and from the OHF;
- (t) To authorize all major expenditures within approved budget limits;
- (u) To enter into agreements from time to time with organizations that will, at the discretion of the Board, be beneficial to the OHF and the Members;
- (v) To assist in the facilitation and implementation of development programs for players, coaches, game officials, team officials and volunteers;
- (w) To appoint Committees, sub-Committees or other individuals to deal with specific or specialized issues or matters;
- (x) To provide means to adjudicate disputes among individuals, Members and Registered Participants;
- (y) To ensure that all Directors comport themselves in a manner that avoids any conflict of interest;

- (z) To collectively represent the interests of the Members at all Hockey Canada meetings and functions; and
- (aa) To sanction or have a designate sanction all inter-branch competition (exhibition and league play) involving OHF teams;
- (bb) To sanction or have a designate sanction all inter-divisional competition (league play) among Members;
- (cc) To sanction or have a designate sanction all incoming IIHF team tours and competition with OHF teams;
- (dd) To sanction or have a designate sanction all outgoing OHF teams on IIHF tours and/or competitions; and
- (ee) When the Board is asked to, and does, endorse or support a candidate for any position within Hockey Canada, such endorsement or support shall be given, and shall be stated to be given, for that purpose only and the candidate for whom the OHF will ultimately vote in any election will be determined at a later date by the Board.

**ARTICLE 21: SECRETARY-TREASURER**

- 21.1 The Secretary-Treasurer shall be appointed for a two (2) year term by the Board immediately following an Annual General Meeting of Members, in even numbered years. An incumbent may be re-appointed.
- 21.2 In the event of a vacancy in the position of the Secretary-Treasurer, the Board may fill the vacancy for the remainder of the term of the vacated position.

**ARTICLE 22: SECRETARY-TREASURER DUTIES & RESPONSIBILITIES**

- 22.1 The duties of the Secretary-Treasurer shall be as follows:
  - (a) to chair the Finance Committee;
  - (b) to be an authorized signatory of the OHF;
  - (c) to ensure that the records and minutes of the OHF are a current and accurate report of the OHF's activities and operations;
  - (d) to prepare the annual budget of the OHF and present it to the Board;
  - (e) to authorize payments of accounts;
  - (f) to ensure that the financial records of the OHF are a current and accurate report of its financial position;
  - (g) to delegate any duties with approval of the Board; and
  - (h) to attend but not vote at Directors' Meetings.

## BY-LAW V – EXECUTIVE DIRECTOR

### ARTICLE 23: EXECUTIVE DIRECTOR DUTIES & RESPONSIBILITIES

- 23.1 The Executive Director shall be appointed by the Board and be answerable to the Board through the Chair of the Board.
- 23.2 The Executive Director shall not vote at any meeting of the OHF.
- 23.3 The Executive Director shall be an ex-officio non-voting member on all Committees of the OHF, except the Personnel Committee and the Audit Committee.
- 23.4 The Executive Director will at all times act in accordance with the purposes and objectives of the OHF as set forth in the Letters Patent, By-Laws, Regulations and policies of the OHF.
- 23.5 The Executive Director shall:
- (a) keep accurate records of the By-Laws, Regulations, policies and proceedings of the OHF, including amendments to the By-Laws, Regulations and policies and minutes of meetings;
  - (b) act as the holder of all OHF trophies in trust;
  - (c) distribute and record (where required) all minutes of Members' Meetings and meetings of the Board;
  - (d) issue notices of all meetings and required materials;
  - (e) receive, in the name of the OHF, all monies which shall be deposited in a Canadian Chartered Bank and/or trust company and pay all accounts owing, within any limits established by the Board;
  - (f) be responsible for the administration and operation of the OHF office and employees as per the policies and guidelines established by the Board;
  - (g) interpret and serve as a resource for the By-Laws, Regulations, rules and policies of the OHF;
  - (h) co-ordinate all OHF branch championship events;
  - (i) distribute any information received from other organizations to the appropriate people;
  - (j) act as an authorized signatory of the OHF;
  - (k) act as the official branch signatory in all Releases, transfers and other Player movement with other Hockey Canada branches and IIHF federations;
  - (l) pursuant to Regulation 6.4.2, in the absence of the coordinator, shall act as the temporary coordinator in assessing and determining all matters designated in Regulation 6.5.2 as standing issues, and shall hear any matter referred to it pursuant to Regulation 6.5.5;
  - (m) co-ordinate any special events as determined by the Board;

- (n) develop and present fundraising proposals to the Board for approval;
- (o) to attend but not vote at Directors' Meetings.
- (p) develop and present any promotional, marketing or communication proposals to the Board for approval; and
- (q) ensure any decision of a Member which is inconsistent with the By-Laws, Regulations, or policies of the OHF or Board decisions are brought to the attention of the Board.

#### **BY-LAW VI – COMMITTEES**

##### **ARTICLE 24: COMMITTEES**

24.1 The standing Policy Committees of the OHF shall be:

- (a) the Minor Committee;
- (b) the Junior Committee;
- (c) the Minor-Junior Committee;
- (d) the Audit Committee;
- (e) the Governance-Nomination Committee;
- (f) the Competitions Committee;
- (g) the LOR Review Committee;
- (h) the Risk Management Committee; and
- (i) the Personnel Committee.

24.2 The standing Operations Committees of the OHF shall be:

- (a) the Appeals Committee (see OHF Regulation 6);
- (b) the Finance Committee;
- (c) the Registration Committee (see OHF Regulation 7);
- (d) the Officiating Development Committee;
- (e) the Executive Directors Committee;
- (f) the Scholarship Committee;
- (g) the Technical Directors Committee; and
- (h) the Constitution Committee.

- 24.3 A majority of members of each Committee shall constitute a quorum for meetings of the Committee.
- 24.4 The composition and duties of the Appeals Committee and the Registration Committee shall be as set out in the Regulations.
- 24.5 Appointed committee members from Members may only sit on a maximum of one (1) Policy Committee and one (1) Operation Committee per year.
- 24.6 The mandates and responsibilities of the Committees are set out in their respective terms of reference which have been approved by the Board.

#### **ARTICLE 25: AD HOC COMMITTEES**

- 25.1 Ad hoc Committees and their terms of reference and composition may be established from time to time by the Board as the need arises.
- 25.2 The chair of an ad hoc Committee shall be selected either by the Board or by the majority of the Committee, as determined by the Board.
- 25.3 The term of an ad hoc Committee shall be until its task is completed, unless otherwise determined by the Board.

#### **ARTICLE 26: MINOR COMMITTEE**

- 26.1 Each of the Alliance, GTHL, NOHA and OMHA will appoint two (2) members to sit on the Minor Committee.
- 26.2 The Chair of the Minor Committee will be a Director appointed annually by the Chair of the Board and will only have a vote in the case of a tie.

#### **ARTICLE 27: JUNIOR COMMITTEE**

- 27.1 Each of the NOHA, OHA and OHL will appoint two (2) members to sit on the Junior Committee.
- 27.2 The Chair of the Junior Committee will be a Director appointed annually by the Chair of the Board and will only have a vote in the case of a tie.

#### **ARTICLE 28: MINOR-JUNIOR COMMITTEE**

- 28.1 Each of the Alliance, GTHL, NOHA, OHA, OHL, and OMHA will appoint two (2) members to sit on the Minor-Junior Committee.
- 28.2 The Chair of the Minor-Junior Committee will be a Director appointed annually by the Chair of the Board and will only have a vote in the case of a tie.

#### **ARTICLE 29: AUDIT COMMITTEE**

- 29.1 The Audit Committee will be comprised of three (3) Directors appointed by the Chair of the Board.



29.2 The Chair of the Audit Committee will be appointed by the Chair of the Board from amongst the Audit Committee members and will only have a vote in the case of a tie.

**ARTICLE 30: GOVERNANCE-NOMINATION COMMITTEE**

30.1 The Governance-Nominations Committee will be comprised of five (5) members, who are appointed by the Chair of the Board with the approval of the Board and the Members.

30.2 The chair of the Governance-Nominations Committee will be appointed by the Chair of the Board from amongst the Governance-Nominations Committee members and will only have a vote in the case of a tie.

**ARTICLE 31: COMPETITIONS COMMITTEE**

31.1 The Chair of the Board will appoint members to the Competitions Committee with direct and recent knowledge of the game of hockey and its playing rules, such as, but not limited to:

- (a) Administrators;
- (b) Coaches;
- (c) officials;
- (d) parents; and
- (e) players.

31.2 The Chair of the Competitions Committee will be appointed annually by the Chair of the Board and will only have a vote in the case of a tie.

31.3 All other members of the Competitions Committee will be appointed by the Chair of the Board.

**ARTICLE 32: LOR REVIEW COMMITTEE**

32.1 Each of the GTHL and OMHA will appoint three (3) members to the LOR Review Committee.

32.2 The Chair of the LOR Review Committee will be a Director appointed annually by the Chair of the Board and will only have a vote in the case of a tie.

**ARTICLE 33: RISK MANAGEMENT COMMITTEE**

33.1 Two (2) appointees with relevant expertise as appointed by the Chair of the Board.

33.2 The Chair of the Risk Management Committee will be a Director appointed annually by the Chair of the Board and will only have a vote in the case of a tie.

**ARTICLE 34: PERSONNEL COMMITTEE**

34.1 The Personnel Committee shall consist of three (3) voting members, namely, the Chair of the Board, and two (2) Directors, together with the Secretary Treasurer who will be an ex-officio non-voting member of the Committee. The Executive Director will assist the Personnel Committee in

a resource capacity and, in particular, will make recommendations to the Personnel Committee relating to the hiring, compensation and the termination of office staff.

- 34.2 The Personnel Committee may at any time, in its discretion, seek the assistance on an ad hoc basis by appointing additional people from the Members to the Personnel Committee. Those additional people will be voting members of the Personnel Committee solely for the purposes of the task for which they have been added and they will cease to be members on completion of that task.
- 34.3 The chair of the Personnel Committee shall be the Chair of the Board.
- 34.4 The Personnel Committee shall be responsible for making recommendations to the Board for the hiring and termination of the Executive Director; hiring and termination of OHF office staff; conducting ongoing review of office structure, including the number of staff and their job responsibilities; making recommendations to the Finance Committee as to annual or special compensation budgets for consideration in the Finance Committee's budget proposals to the Board; making recommendations to the Board, in consultation with the Finance Committee, as to compensation reviews for each office staff position, including the Executive Director; conducting annual appraisals and compensation reviews of office staff; and developing, for presentation to the Board, job descriptions, including those for OHF staff, Directors and Committee chairs.

#### **ARTICLE 35: FINANCE COMMITTEE**

- 35.1 Each Member shall annually nominate and appoint one member to the Finance Committee.
- 35.2 The chair of the Finance Committee shall be the Secretary-Treasurer of the OHF.
- 35.3 The Finance Committee shall review the finances and expenditures of the OHF and recommend to the Board any course of action which the Committee may deem advisable.
- 35.4 The Finance Committee shall continually monitor the financial affairs of the OHF and report thereon to the Board.
- 35.5 The Finance Committee shall prepare and submit for approval by the Board a budget that discloses the proposed operations of the OHF for the year next following.
- 35.6 The Finance Committee shall present to the Board any matters involving the financial affairs of the OHF for which provision has not been made in the approved budget.
- 35.7 The Finance Committee is empowered to make and carry out any decisions that are within the approved budget of the OHF or are approved by the Board in accordance with Article 35.6.

#### **ARTICLE 36: OFFICIATING DEVELOPMENT COMMITTEE**

- 36.1 Each Member will appoint one (1) representative to the Officiating Development Committee.
- 36.2 The Referee-in-Chief will be the chair of the Officiating Development Committee.
- 36.3 Sub-Committees for Technical and Supervision will report to the Officiating Development Committee.

#### **ARTICLE 37: SCHOLARSHIP COMMITTEE**

- 37.1 The Board will appoint five (5) to nine (9) members to the Scholarship Committee.
- 37.2 The Chair of the Board will appoint a Director as chair of the Scholarship Committee who will not have voting privileges.

#### **ARTICLE 38: TECHNICAL DIRECTORS COMMITTEE**

- 38.1 The Technical Directors Committee shall be composed of the Technical Director, who will act as Chair of the Committee, and the technical director or equivalent from each Member.
- 38.2 The Technical Directors Committee is responsible for:
- (a) formulating and recommending hockey development programs and policies to the Board;
  - (b) implementing approved programs across the OHF and its Members;
  - (c) working in concert with Hockey Canada to supervise and encourage the implementation of Hockey Canada programs within the OHF; and
  - (d) continually monitoring, reviewing, and proposing revisions of, and amendments to, the playing rules of the OHF and of Hockey Canada for consideration and action at the appropriate meeting of Hockey Canada.

#### **ARTICLE 39: CONSTITUTION COMMITTEE**

- 39.1 The Chair of the Board will select two (2) individuals that have expertise or skill in drafting wording for By-Laws and Regulations.
- 39.2 The Chair of the Constitution Committee will be a Director appointed annually by the Chair of the Board.

#### **ARTICLE 40: OWHA**

- 40.1 The OWHA shall appoint the representatives to Hockey Canada for task teams or committees on female hockey.

### **BY-LAW VII – MEETINGS GENERALLY**

#### **ARTICLE 41: MEETINGS**

- 41.1 Any procedural questions raised at any Members' Meetings or meetings of the Board, or Committees shall be governed by the rules and guidelines as prescribed in the current edition of Robert's Rules of Order Newly Revised unless in conflict with the provisions of the Corporations Act, the Letters Patent, By-Laws, Regulations, rules or policies of the OHF.
- 41.2 (a) Any person may waive any notice, or the time for the notice, in whole or in part, required to be given under any provision of the By-Laws or otherwise and such waiver, whether

given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

- (b) In particular, meetings of the Members or Directors may be held at any time without notice if all the persons entitled to notice of the meeting are present and waive notice or if all of the absent persons waive notice or otherwise consent.
- (c) A waiver of notice shall be given in writing or by facsimile or other means of recorded electronic communication addressed to the Executive Director.
- (d) Attendance of a person at a meeting of the Members or Directors shall constitute a waiver of notice of the meeting except where the person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

41.3 All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

#### **BY-LAW VIII – AMENDMENTS**

##### **ARTICLE 42: AMENDMENTS**

- 42.1 Members and Directors may propose amendments to the By-Laws and the Regulations for consideration at the Semi Annual Meeting of Members by providing notice of the proposed amendments to the Executive Director at least sixty (60) days before the date fixed for the commencement of the Semi Annual Meeting of Members.
- 42.2 The Executive Director shall provide notice of all proposed amendments to the By-Laws and the Regulations to each Member and Director thirty (30) days prior to the Semi Annual Meeting of Members.
- 42.3 Proposed changes to the By-Laws and Regulations may also be considered at a Special Members' Meeting called for that purpose in accordance with Article 7.
- 42.4 Except as otherwise provided in these By-Laws, any proposed change to the By-Laws or Regulations must be approved by a resolution passed by a majority of the votes cast by the Members on that resolution.
- 42.5 Articles 9.3, 11.1, 13, 19.4 and 19.9 may only be amended by a two-thirds (2/3) majority of the total number of votes held by the Members, and provided that notice has been given in accordance with Article 42.1 or Article 42.3.
- 42.6 Articles 1.1(b), 1.1(s), 2, 3, and 41 may only be amended by a two-thirds (2/3) majority vote of the total number of votes held by the Members represented at the meeting at which the vote is taken, and provided that notice has been given in accordance with Article 42.1 or Article 42.3.

- 42.7 Article 4 may be amended by a majority vote of the Directors only when a request is made in accordance with the OHF Changing Member Policy. In all other instance Article 4 may be amended by a two-thirds (2/3) majority vote of the total number of votes held by the Members represented at the meeting at which the vote is taken, and provided that notice has been given in accordance with Article 42.1 or Article 42.3.
- 42.8 Notwithstanding any other provision in this Article 42, the Directors may amend the By-Laws and Regulations upon receipt of at least thirty (30) days' notice of the proposed amendments, submitted by a Member or Director, and following appropriate consultation and consideration, provided that the Directors may waive the thirty (30) day notice period by a two-thirds (2/3) majority vote. Any amendment of the By-Laws or Regulations under this Article 42.8 shall require a seventy-five percent (75%) of those Directors present affirmative vote at a properly constituted meeting of the Board. Any such changes shall take effect as determined by the Board but must be referred to the Members for approval, amendment or rejection at the next Members' Meeting.
- 42.9 Notwithstanding any other provision in these By-Laws, the Regulations will automatically be amended to comply with any changes to Hockey Canada's by-laws and regulations.
- 42.10 Any approved amendment of the Regulations shall take effect the day after the completion of the next OHF Championships, unless otherwise specified in the resolution approving the amendment.
- 42.11 Any approved amendment to the By-Laws shall take effect at the conclusion of the meeting at which the amendment is approved by the Members or Directors, as applicable, unless otherwise specified in the resolution approving the amendment.
- 42.12 Any amendments to the By-Laws and/or Regulations which have been approved in the manner set forth in this Article 42 shall not be negated by reason of any error or omission which may occur in the periodic printing of the By-Laws and/or Regulations.