

## BY-LAWS OF THE ONTARIO HOCKEY FEDERATION

### BY-LAW I – OVERVIEW

#### ARTICLE 1: DEFINITIONS AND INTERPRETATION

- 1.1 In these By-laws and the OHF Regulations, the following terms shall have the following meanings unless the context otherwise specifies or requires:
- (a) **“Act”** means the *Not-for-Profit Corporations Act, 2010 (Ontario)*, S.O. 2010, c. 15 as from time to time amended and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
  - (b) **“Alliance”** means the Minor Hockey Alliance of Ontario;
  - (c) **“Amateur Hockey”** is hockey that is not organized professional hockey;
  - (d) **“Annual Meeting of Members”** means the meeting held pursuant to Article 6.1;
  - (e) **“Articles”** means any instrument that incorporated the OHF or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent and supplementary letters patent, as applicable;
  - (f) **“Auditor”** means the auditor of the OHF appointed under Article 29.2;
  - (g) **“Board”** means the board of Directors;
  - (h) **“By-laws”** means any by-laws of the OHF, from time to time in force and effect;
  - (i) **“Chair of the Board”** means the chair of the Board of the Corporation;
  - (j) **“Committee”** means a committee established pursuant to By-law VI;
  - (k) **“contracts, documents and instruments in writing”** includes, but is not limited to, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings’
  - (l) **“Delegate”** means a person who represents a Member at a Members’ Meeting;
  - (m) **“Director”** means a director on the Board;
  - (n) **“electronic signature”** means an identifying mark or process that is created or communicated using telephonic or electronic means, attached to or associated with a document or other information, and made or adopted by a person to associate the person with the document or other information;

- (o) **“Executive Director”** means the Executive Director of the OHF;
- (p) **“Female Hockey”** means programming for all participants that is gender specific for female
- (q) **players. “good standing”** means a Member who had not been suspended in accordance with Article 5.5 or Article 5.6;
- (r) **“Governing Documents”** means the Act, the ONCA Regulations, the Articles, the By-laws and the OHF Regulations;
- (s) **“GTHL”** means the Greater Toronto Hockey League;
- (t) **“HEO”** means Hockey Eastern Ontario;
- (u) **“HNO”** means Hockey Northwestern Ontario;
- (v) **“Hockey Canada”** means the self-governing body of Amateur Hockey in Canada;
- (w) **“IIHF”** means International Ice Hockey Federation;
- (x) **“individual”** means a natural person, other than a natural person in such person’s capacity as a trustee, executor, administrator or other legal representative;
- (y) **“Junior Hockey”** means the categories for players 17-20 years of age including Major Junior, Junior A, Junior B and Junior C.
- (z) **“Members”** means the members of the OHF as set out in Article 5.1 and “Member” means any one of them;
- (aa) **“Members’ Meeting”** means an Annual Meeting of Members, a Semi Annual Meeting of Members or a Special Members’ Meeting, as applicable in the circumstances;
- (bb) **“Minor Hockey”** means all ages, categories and genders of hockey for participants 20 years of age and younger with the exception of Female Hockey and Junior Hockey. Minor Hockey includes Learn to Play programs and programs for populations with special needs.
- (cc) **“NOHA”** means the Northern Ontario Hockey Association;
- (dd) **“Officers”** means the officers of the OHF from time to time;
- (ee) **“OHA”** means the Ontario Hockey Association;
- (ff) **“OHF”** means the Ontario Hockey Federation, a not-for-profit corporation governed by the Act;
- (gg) **“OHF’s Jurisdiction”** is the jurisdiction of the OHF as set out in Article 4.1;
- (hh) **“OHF Regulations”** means the regulations of the OHF, including the Playing Regulations;
- (ii) **“OHL”** means the Ontario Hockey League;

- (jj) **"OMHA"** means the Ontario Minor Hockey Association;
- (kk) **"ONCA Regulations"** means the regulations made under the Act as from time to time amended and every regulation that may be substituted for them and, in the case of such substitution, any references in the By-laws to provisions of the regulations shall be read as references to the substituted provisions in the new regulations or regulations;
- (ll) **"OWHA"** means the Ontario Women's Hockey Association;
- (mm) **"Ordinary Resolution"** means a resolution that:
  - (i) is submitted to a Members' Meeting or to a meeting of the Directors, as applicable, and passed at such meeting, with or without amendment, by at least a majority of the votes cast; or
  - (ii) a resolution signed by each Member in good standing, or by each Director, as applicable;
- (nn) **"person"** includes an individual, sole proprietorship, partnership, unincorporated, association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative;
- (oo) **"Policies"** means the OHF policies approved by the Board in accordance with the Governing Documents;
- (pp) **"Referee-in-Chief"** has the meaning assigned to it in the OHF Regulations;
- (qq) **"Registered Participant"** has the meaning assigned to it in the OHF Regulations;
- (rr) **"Semi Annual Meeting of Members"** means the meeting held pursuant to Article 7.1;
- (ss) **"Senior Hockey"** means hockey for players that are older than the age of 20.
- (tt) **"Special Business"** means all business transacted at a Special Members' Meeting and all business transacted at an Annual Meeting of Members, except for the following:
  - (i) consideration of the financial statements;
  - (ii) consideration of the audit or review engagement report, if any;
  - (iii) an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
  - (iv) election of directors; and
  - (v) reappointment of the incumbent auditor or person to conduct a review engagement;
- (uu) **"Special Members' Meeting"** means a special meeting of the Members;

- (vv) **“telephonic or electronic means”** means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, an automated touch tone telephone system, computer or computer networks.

1.2 These By-laws shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- (a) in the case of any inconsistency between these By-laws and the Act or the ONCA Regulations, the Act or the ONCA Regulations, as the case may be, shall prevail, unless the Act or the ONCA Regulations permit the By-laws to override the Act or the ONCA Regulations, as the case may be;
- (b) a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday;
- (c) all terms which are contained, but not defined, in the By-laws and which are defined in the Act or the ONCA Regulations shall have the meanings given to such terms in the Act or the ONCA Regulations;
- (d) words importing the singular number only shall include the plural and vice versa and words in one gender shall include all genders;
- (e) the headings used in these By-laws and the division into sections and subsections are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of these By-laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) references to an Article or section refer to the applicable Article or section in these By-laws unless otherwise provided; and
- (g) the invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

## **ARTICLE 2: GENERAL**

- 2.1 The registered office of the OHF shall be in the Province of Ontario in the municipality, geographic township or other location set out in the Articles. The municipality, geographic township or other location in which the registered office is located may be changed to another place in Ontario by Special Resolution. The address of the OHF’s registered office within a municipality or geographic township may be changed by the Directors.
- 2.2 The OHF shall keep, at its registered office address or at any other place in Ontario designated by the Directors, all records required to be kept by the OHF pursuant to any applicable statute or law, including, without limitation, the Act and the ONCA Regulations.
- 2.3 Subject to subsection 36(2) of the Act and to any Policies established by the Directors from time to time:

- (a) contracts, documents and any instruments in writing requiring the signature of the OHF may be signed by the Chair of the Board, the Executive Director or the Secretary-Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the OHF without any further authorization or formality; and
  - (b) the Directors shall have the power from time to time to appoint any Officer(s) or any other individual(s) on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 2.4 Subject to the Governing Documents, the signature of any individual authorized to sign on behalf of the OHF may, with an individual's consent, be written, printed, stamped, engraved or electronically or mechanically reproduced.
- 2.5 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 Governing Documents, Policies or rules of the OHF.

### **ARTICLE 3: STATUS WITH HOCKEY CANADA, ETC.**

- 3.1 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.
- 3.2 In addition to Article 3.1 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 4: JURISDICTION**

- 4.1 The operations of the OHF are to be carried on within the Province of Ontario, other than within the jurisdictions of HEO and HNO.
- 4.2 The operations of the Members shall be carried on within the jurisdictions set out in Article 5.2.

### **BY-LAW II – MEMBERSHIP**

#### **ARTICLE 5: MEMBERSHIP**

- 5.1 The OHF shall have the following seven (7) Members, each of whom is, and shall remain an equal Member in the OHF subject to Articles 5.4 and 5.5:
  - (a) the GTHL;
  - (b) the NOHA;
  - (c) the OHA;
  - (d) the OHL;

- (e) the OWHA;
- (f) the OMHA; and
- (g) the Alliance.

Each Member in good standing shall be entitled to receive notice of, attend, participate and vote at all Members' Meetings.

5.2 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, 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.
- 5.3 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.
- 5.4 A Member may not transfer its membership in the OHF and a Member ceases to be a Member when:
- (a) the Member is dissolved, wound-up, or otherwise 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;
  - (d) when the Member’s membership is terminated in accordance with the Articles or By-laws; or
  - (e) the OHF is liquidated and dissolved under the Act.
- 5.5 A Member may be sanctioned up to and inclusive of suspension, termination 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.
- 5.6 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 termination or its jurisdiction awarded to or assumed by another Member or combination of Members.

- 5.7 In the case of Member subject to disciplinary action as set forth in Article 5.5 and Article 5.6, the Member shall be provided with fifteen (15) days' written notice (each a "Notice") setting out the reasons for the disciplinary action, given to the Member by any method reasonably intended to give actual notice. The Member who receives the Notice shall be entitled to provide the Directors with a written submission opposing the disciplinary action or termination, as applicable, not less than five (5) days before the end of the fifteen (15) day Notice period. The Directors shall consider the written submission of the Member before making a final decision regarding the disciplinary action or termination.
- 5.8 Members under suspension pursuant to Article 5.5 or Article 5.6 shall not be Members in good standing during the period of suspension. Members under suspension shall not have the right to receive notice of, attend, participate or vote at any Members' Meetings during the period of their suspension. A Member that resigns, is suspended or is terminated 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 termination.
- 5.9 Membership of the Members shall be restricted to Teams, Leagues or Associations of recognized amateur standing.
- 5.10 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 6: ANNUAL MEETING OF MEMBERS**

- 6.1 Annual Meeting of Members shall be held annually no later than fifteen (15) months after holding of the preceding Annual Meeting of Members and within six (6) months of the last complete financial year end of the OHF. Annual Meetings of Members shall be held on such day and at such time and, if applicable place in Ontario as the Directors may determine.
- 6.2 At every Annual Meeting of Members, the following annual business shall be conducted:
- (a) the financial statements approved by the Directors as well as the report of the Auditor or of the person who conducted the review engagement (if any) shall be presented to the Members;
  - (b) the Members in good standing shall elect the Directors to be elected at such meeting in accordance with Article 17; and
  - (c) the Members in good standing shall appoint the Auditor or a person to conduct a review engagement for the ensuing year in accordance with Article 29.2.
- 6.3 The Members may consider and transact Special Business at an Annual Meeting of Members subject to Article 9.4.



#### **ARTICLE 7: SEMI ANNUAL MEETING OF MEMBERS**

- 7.1 A Semi Annual Meeting of Members shall be held annually on the last Saturday of February at such time and, if applicable place in Ontario as the Directors may determine.

#### **ARTICLE 8: SPECIAL MEMBERS' MEETINGS**

- 8.1 Subject to these By-laws, 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.
- 8.2 Any Special Members' Meeting requested under Article 8.1 shall be held as soon as possible in compliance with the applicable notice periods required by Article 9.2.
- 8.3 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.
- 8.4 The agenda for a Special Members' Meeting may not be altered.

#### **ARTICLE 9: MEMBERS' MEETINGS**

- 9.1 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.
- 9.2 All Members' Meetings, except a Special Members' Meeting requested under Article 8.1, shall be called by the Chair of the Board. The Executive Director shall send notice of the time and, if applicable, place of each Members' Meeting to each Member in good standing to, each Director and to the Auditor. Such notice shall be sent by mail, courier, personal delivery, telephonic, electronic or other communication facility not less than ten (10) and not more than fifty (50) days before meeting and shall be accompanied by a meeting agenda.
- 9.3 A notice of Members' Meeting is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a Members' Meeting by telephonic or electronic means, the notice of meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- 9.4 Notice of any Members' Meeting where Special Business is to be transacted must state the nature of the business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution(s) to be submitted to the meeting.
- 9.5 Each Member in good standing 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 five (5) 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.

- 9.6 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.
- 9.7 If the Directors so determine, a Members' Meeting may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means that enables all participants to reasonably participate in the meeting, and a person who participates by telephonic or electronic means is deemed to be present in person at the meeting. A Members' Meeting held in any manner described in this Article 9.7 is deemed to be held at the place where the registered office of the OHF is located. A Member in good standing may vote at a Members' Meeting by telephone, electronic or other communication facility provided that the OHF makes such means available.

#### **ARTICLE 10: ADJOURNMENTS**

- 10.1 Any Members' Meeting may be adjourned from time to time by the chair of the meeting, with the consent of the Members at the meeting, to a fixed time and place. If a Members' Meeting is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, it is not necessary, unless the By-laws provide otherwise, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:
- (a) the time of the continued meeting;
  - (b) if applicable, the place of the continued meeting; and
  - (c) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- 10.2 The Members who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original Members' Meeting shall be deemed to have terminated immediately after its adjournment.
- 10.3 Any business may be brought before or dealt with at any adjourned Members' Meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

#### **ARTICLE 11: VOTING**

- 11.1 Each Member in good standing 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.
- 11.2 Decisions at Members' Meetings shall be by Ordinary Resolution unless the favourable vote of a larger proportion of the votes is required by the Articles or the By-laws.
- 11.3 The chair of a Members' Meeting shall not have a vote, including in the event of a tie.

- 11.4 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.
- 11.5 Voting at a Members' Meeting that is held, in whole or part, by telephonic or electronic means, shall be conducted in accordance with Article 9.7.
- 11.6 A declaration by the chair of the meeting that the vote upon the question has been carried or carried unanimously or by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

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

##### **ARTICLE 12: ROLE**

- 12.1 Subject to the Governing Documents, the Directors shall manage or supervise the management of the activities and affairs of the OHF.

##### **ARTICLE 13: COMPOSITION**

- 13.1 The OHF Board strives to be comprised of individuals with collectively diverse background including, but not limited to, differences in gender, ethnicity, geography and race all of whom shall be elected in accordance with Article 17.
- 13.2 The Board shall consist of a number of Directors between the minimum and maximum numbers of Directors set out in Article 13.3 as fixed by Ordinary Resolution of the Directors from time to time.
- 13.3 The Board shall consist of nine (9) Directors, one of whom shall be the Chair of the Board.
- 13.4 No person shall act for an absent Director at a meeting of Directors.

##### **ARTICLE 14: CHAIR OF THE BOARD**

- 14.1 The Directors shall appoint a Director to serve as the Chair of the Board for a three (3) year term. Any Director may be appointed as Chair of the Board.
- 14.2 An individual can hold the position of the Chair of the Board for a maximum of two (2), three (3) year terms (excluding partial terms). The terms do not have to be consecutive.
- 14.3 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 14.2.

##### **ARTICLE 15: DIRECTOR ELIGIBILITY**

- 15.1 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.

- 15.2 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.
- 15.3 A Director may not hold a current position with any Member or with a member of a Member.
- 15.4 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 or of Hockey Canada for the seasons in which they are seeking election.
- 15.5 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.
- 15.6 Any Director may not be elected if under suspension from all Hockey Canada activities that would encroach their term.
- 15.7 A Director:
- (a) must be an individual;
  - (b) must be at least eighteen (18) years old;
  - (c) must be a citizen of Canada or a permanent resident of Ontario;
  - (d) must reside in the jurisdiction of the OHF;
  - (e) may not have the status of an undischarged bankrupt;
  - (f) may not have been declared incapable by a court in Canada or elsewhere;
  - (g) must not have been found under the *Substitute Decisions Act, 1992* or the *Mental Health Act* to be incapable of managing property; and
  - (h) must not have been removed as a Director pursuant to Article 19.3.

#### **ARTICLE 16: DIRECTOR NOMINATIONS**

- 16.1 The Governance-Nominations Committee shall cause a call for nominations which shall include the number of Directors to be elected, to be delivered to all Members at least ninety (90) days in advance of the Annual Meeting of Members.
- 16.2 Nominations for the position of Director must be submitted to the Governance-Nominations Committee no later than forty-five (45) days prior to the date of the Annual Meeting of Members. To be considered by the Governance-Nominations Committee, a nomination must include the resume of the nominee with their credentials and the signed consent of the nominee to serve as a Director.
- 16.3 The Governance-Nominations Committee shall prepare a slate of candidates for election as Directors from the nominees nominated by the Members or such other nominees as the Governance Committee may identify, which slate shall be equal to the number of Director(s) to be elected at the Annual Meeting of Members. The Governance-Nominations Committee shall

provide the Members with the slate, together with the resume of each candidate on the slate, at least thirty (30) days prior to the commencement of the Annual Meeting.

- 16.4 Nominations may not be made from the floor of the Annual Meeting of Members.

#### **ARTICLE 17: ELECTIONS**

- 17.1 Elections shall be held at each Annual Meeting of Members to fill the positions of the Directors whose terms are expiring at the close of the Annual Meeting of Members. The election of Directors shall be conducted by secret written ballot. The names of all candidates on the slate prepared and provided to the Members by the Governance-Nominations Committee pursuant to Article 16.3 shall appear on the ballot.
- 17.2 Each Member in attendance at an Annual Meeting of Members will have one ballot for each election. Each Member shall designate one of its Delegates to vote on that Member's behalf.
- 17.3 Each Member shall vote in favor of or against each candidate named on the slate for the nomination as a Director. A ballot that does not contain a vote in favor of or against each candidate shall be considered spoiled. Only those candidates who receive votes in favour of their election by a majority of the Members shall be elected as Directors.
- 17.4 If an election process set out in this Article 17 does not result in all available positions on the Board being filled, a Special Members' Meeting will be called by the Chair of the Board (notwithstanding Article 8.1) within twenty (20) days' of the election and the Governance-Nominations Committee will provide the Members with a new slate of candidates for any such positions within fifteen (15) days of the previous election.
- 17.5 Upon the completion of the elections only the names of the elected Directors shall be announced at the Annual Meeting of Members by the chair of the Governance-Nominations Committee or their designate. All election ballots will be destroyed after those names are announced.

#### **ARTICLE 18: DIRECTORS TERMS**

- 18.1 Directors shall be elected for three (3) year terms at an Annual Meeting of Members. The term of office of a Director elected pursuant to Article 17.1 and Article 17.3 commences at the conclusion of the meeting at which the Director is elected and terminates on the later of the conclusion of the third (3<sup>rd</sup>) Annual Meeting of Members following the Director's election and the date that the Director's successor is elected or appointed.
- 18.2 There is no limit on the number of terms for which a Director may be elected.

#### **ARTICLE 19: DIRECTOR VACANCIES AND REMOVAL**

- 19.1 A Director ceases to hold office and a vacancy is created if:
- (a) the Director ceases to meet the qualifications for being a Director as set out in Article 15;
  - (b) the Director dies;
  - (c) the Director resigns; or

- (d) the Members in good standing remove the Director in accordance with Article 19.3.
- 19.2 The resignation of a Director shall be effective at the time a written resignation is received by the OHF or at the time specified in the resignation, whichever is later. A Director is not entitled to give the OHF a statement giving reasons for resigning.
- 19.3 The Members may, by Ordinary Resolution passed at a Special Members' Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of the Director's term of office and may, by Ordinary Resolution, elect any person in the Director's stead for the remainder of the Director's Term. A Director is entitled to give the OHF a statement giving reasons for opposing the Directors removal if a meeting is called for the purpose of removing the Director.
- 19.4 A vacancy among the Directors may be filled as follows:
  - (a) if the vacancy occurs as a result of the removal of a Director in accordance with Article 19.3, then in accordance with such section, but if the Members fail to do so then the vacancy may be filled in accordance with this Article 19.4;
  - (b) if there is not quorum of Directors in office, or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall without delay call a Special Members' Meeting to fill the vacancy and, if the Directors fail to do so or if there are no Directors then in office, the meeting may be called by a Member; or
  - (c) any other vacancy may be filled by a quorum of Directors then in office.
- 19.5 A Director elected or appointed to fill a vacancy among the Directors shall hold office for the remainder of the term of the Director's predecessor or until the Director's successor is elected or appointed, whichever is sooner. Any appointment mid-term will not count against the maximum number of terms any one person can sit as Chair of the Board.

#### **ARTICLE 20: ELECTRONIC PARTICIPATION AND MEETINGS**

- 20.1 Subject to the Articles or By-laws, a meeting of the Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously, during the meeting and a Director participating in a meeting by such means is deemed to be present in person at the meeting, including for the purposes of quorum.
- 20.2 Quorum at meetings held by telephonic or electronic means shall be established by a verbal roll call conducted by the secretary of the meeting at the beginning of each meeting.

#### **ARTICLE 21: CHAIR OF THE BOARD DUTIES AND POWERS**

- 21.1 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.

- 21.2 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 Members' Meetings, and meetings of the Directors and any OHF Committees.
- 21.3 The Chair of the Board shall have the authority to delegate those duties assigned to the Chair of the Board to any Director.
- 21.4 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.
- 21.5 In addition to the powers conferred upon the Chair of the Board by the By-laws, OHF Regulations and Policies, 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.
- 21.6 Any action taken by the Chair of the Board under Article 21.5 shall be referred to the Board for approval or rejection in whole or in part within fifteen (15) days next following the action taken.
- 21.7 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.
- 21.8 Notwithstanding provisions set forth in the OHF Regulations, the Chair of the Board acting instead of the Board, may provide for special dispensation from the OHF 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 OHF Regulation 7.9, is not subject to appeal. Each decision of special dispensation will be made on its individual merits.
- 21.9 A decision made by the Chair of the Board under Article 21.8 shall remain in effect until final disposition of any appeal taken therefrom under the OHF Regulations.

## **ARTICLE 22: DIRECTORS' MEETINGS**

- 22.1 Directors' meetings may be called by the Chair of the Board or any other six (6) Directors.
- 22.2 Meetings of the Directors may be held either at the place where the registered office of the OHF is located or at any place within or outside Ontario, or by telephone or electronic means.
- 22.3 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.

- 22.4 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.
- 22.5 The Secretary-Treasurer and Executive Director shall be entitled to attend but shall not be entitled to vote at meetings of the Directors.
- 22.6 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.
- 22.7 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 telephonic or electronic means as permits 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 Act to be present at that meeting. If the Directors may attend a meeting of the Directors by telephonic or electronic means, the notice of meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- 22.8 Except where otherwise provided in the By-laws, any motion properly brought before the Board may be passed by Ordinary Resolution. 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.

#### **ARTICLE 23: BOARD OF DIRECTORS DUTIES & POWERS**

- 23.1 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 Articles;
  - (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 (who shall not be a Director);
- (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, terminate or take disciplinary action against a Registered Participant for any breach of the By-laws, OHF Regulations, Policy or of any decision of the Board;
- (o) to formulate, prescribe, alter or amend By-laws for the governing of the OHF in accordance with Article 31;
- (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 its Members;
- (v) to assist in the facilitation and implementation of development programs for players, coaches, game officials, team officials and volunteers;
- (w) subject to the Act, to appoint Committees, work groups, task teams 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;
- (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 24: SECRETARY-TREASURER**

- 24.1 The Secretary-Treasurer shall be appointed for a two (2) year term by the Board immediately following an Annual Meeting of Members, in even numbered years. An incumbent may be re-appointed.
- 24.2 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 25: SECRETARY-TREASURER DUTIES & RESPONSIBILITIES**

- 25.1 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 26: EXECUTIVE DIRECTOR DUTIES & RESPONSIBILITIES**

- 26.1 The Executive Director shall be appointed by the Board and be answerable to the Board through the Chair of the Board.
- 26.2 The Executive Director shall not vote at any meeting of the OHF.
- 26.3 The Executive Director shall be an ex-officio non-voting member on all Committees of the OHF.
- 26.4 The Executive Director will at all times act in accordance with the purposes and objectives of the OHF as set forth in the Governing Documents and Policies of the OHF.

26.5 The Executive Director shall:

- (a) keep accurate records of the By-laws, OHF Regulations, Policies and proceedings of the OHF, including amendments to the By-laws, OHF 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, OHF Regulations, Policies and rules 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 OHF Regulation 6.4.2, in the absence of the coordinator, shall act as the temporary coordinator in assessing and determining all matters designated in OHF Regulation 6.5.2 as standing issues, and shall hear any matter referred to it pursuant to OHF 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) 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, OHF Regulations, or Policies of the OHF or Board decisions are brought to the attention of the Board.

## **BY-LAW VI – COMMITTEES**

### **ARTICLE 27: COMMITTEES**

- 27.1 Board will be responsible to establish and form committees, work group and task teams to serve the needs of the OHF and to review the committees, work groups and task teams on an annual basis to determine if they meet the required or immediate needs of the OHF

### **ARTICLE 28: OWHA**

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

## **BY-LAW VII – FINANCIAL MATTERS**

### **ARTICLE 29: FINANCIAL MATTERS**

- 29.1 The financial year of the OHF shall terminate on the 30th day of April in each year or on such other date as the Directors may by Ordinary Resolution determine, subject to approval by the Canada Revenue Agency.
- 29.2 The Members in good standing shall, by Ordinary Resolution, at each Annual Meeting appoint an Auditor who meets the qualifications set out in the Act to hold office until the close of the next Annual Meeting. Any vacancy in the office of the Auditor shall be filled immediately by the Directors. The remuneration of the Auditor shall be fixed by Ordinary Resolution of the Members in good standing but, if not so fixed, by the Directors.
- 29.3 The Members in good standing may, by resolution passed by at least two-thirds ( $\frac{2}{3}$ ) of the votes cast at a Special Meeting of which notice of intention to pass the resolution has been given, remove any Auditor before the expiration of the Auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such Auditor's stead for the remainder of the term or by the Directors as per Article 29.2.
- 29.4 The OHF shall place before the members at every Annual Meeting a copy of the annual financial statements and other documents referred to in subsection 84(1) of the Act or a copy of a publication of the OHF reproducing the information contained in such documents. The OHF shall, at least twenty-one (21) days before each Annual Meeting or before the signing of a resolution in lieu of an annual meeting, send to all Members who have informed the OHF a desire to receive a copy of the annual financial statements and other documents referred to in subsection 84(1) of the Act.

## **BY-LAW VIII - NOTICES**

### **ARTICLE 30: NOTICES AND OTHER DOCUMENTS**

- 30.1 Any notice, resolution or other document required by the Governing Documents to be sent to any such Member at their latest address as shown in the records of the Corporation, to any such Director at their latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act (Ontario), whichever is the more current in the following manner:
- (a) to any Member in accordance with Article 9.2; and

- (b) to any Director or Officer in accordance with subsection 22.3.
- 30.2 Any notice, resolution or other document required by the Governing Documents to be sent to the Auditor shall be provided to the Auditor's business address in one or more of the following manners:
  - (a) by mail, courier or personal delivery; or
  - (b) by telephonic, electronic or other communication facility.
- 30.3 Notice shall not be sent by mail if there is a general interruption of postal services in the place in which or to which it is mailed.
- 30.4 Each notice sent by prepaid mail shall be deemed to have been received on the fifth day after it was sent or if sent by another means on the business day it was delivered personally or by courier or sent by electronic means.
- 30.5 The signature of any Director or Officer to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 30.6 Where a given number of days' notice or notice extending over a period is required to be given under the Governing Documents, the day of sending of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period but the date of the meeting or other event shall be included.
- 30.7 A certificate of an Officer in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or Auditor or publication of any notice or other document shall be conclusive evidence of such sending or delivery and shall be binding on every Member, Director, Officer and the Auditor, as the case may be.
- 30.8 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.

Any person may waive any notice, or waive or abridge the time for the notice, in whole or in part, required to be given under any provision of the Governing Documents 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. 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 before or after the date of such meeting. A waiver of notice shall be given in writing or by electronic means in accordance with the Electronic Commerce Act, 2000, addressed to the Executive Director.

- 30.9 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.

## **BY-LAW IX – ENACTMENT, AMENDMENT REPEAL**

### **ARTICLE 31: AMENDMENTS**

- 31.1 Members and Directors may propose amendments to the By-laws and the OHF 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.
- 31.2 The Executive Director shall provide notice of all proposed amendments to the By-laws and the OHF Regulations to each Member and Director with the notice of meeting of the Semi Annual Meeting of Members.
- 31.3 Proposed changes to the By-laws and OHF Regulations may also be considered at a Special Members' Meeting called for that purpose in accordance with Article 8.
- 31.4 Except as otherwise provided in these By-laws, any proposed change to the By-laws or OHF Regulations must be approved by the Members in good standing by Ordinary Resolution.
- 31.5 Articles 11.3, 13.1, 15, and 22.4 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 31.1 or Article 31.3.
- 31.6 Articles 1.1(c), 1.1(dd), 3, and 4 may only be amended by the Members by Special Resolution, and provided that notice has been given in accordance with Article 31.1 or Article 31.3.
- 31.7 Article 5 may be amended by Ordinary Resolution of the Directors only when a request is made in accordance with the OHF Changing Member Policy. In all other instances Article 5 may be amended by the Members by Special Resolution, and provided that notice has been given in accordance with Article 31.1 or Article 31.3.
- 31.8 The Directors have the authority to approve Pilot Programs, other than any Pilot Program that violates Articles 3.1, 4, 31.5 and 31.6. Pilot Program proposals may be submitted by Member(s) or a Director with reasonable time for the Board to have meaningful consultation with the Member(s) affected prior to consideration. Any Pilot Program must meet the requirements of the Pilot Program Policy and have a defined start date, end date and evaluation process.
- 31.9 Notwithstanding any other provision in this Article 31, the Directors may amend the By-laws and OHF 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 OHF Regulations under this Article 31.9 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.

- 31.10 Notwithstanding any other provision in these By-laws, the OHF Regulations will automatically be amended to comply with any changes to Hockey Canada's by-laws and regulations.
- 31.11 Any approved amendment of the OHF Regulations shall take effect the day after the completion of the next OHF Championships, unless otherwise specified in the resolution approving the amendment.
- 31.12 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.
- 31.13 Any amendments to the By-laws and/or OHF Regulations which have been approved in the manner set forth in this Article 31 shall not be negated by reason of any error or omission which may occur in the periodic printing of the By-laws and/or OHF Regulations.

#### **ARTICLE 32: REPEAL OF BY-LAWS**

- 32.1 All previous By-laws are hereby repealed.
- 32.2 The repeal of any By-law shall not affect the previous operation of, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to such By-law prior to its repeal.
- 32.3 All Directors, Officers and other persons acting under any By-law repealed in whole or in part shall continue to act as if elected or appointed under the provisions of these By-laws.

#### **ARTICLE 33: EFFECTIVE DATE OF THESE BY-LAWS**

- 33.1 These By-laws shall come into force and effect on the date that the Certificate of Amendment is first issued to the OHF under the Act.