

**BY-LAW NO.1**

A by-law relating generally to the transaction of the affairs of

**WATERLOO MEN'S RECREATIONAL HOCKEY LEAGUE INC**

**BE IT ENACTED** as a by-law of **WATERLOO MEN'S RECREATIONAL HOCKEY LEAGUE INC.** (hereinafter *called* the "Corporation") as follows:

**HEAD OFFICE**

1. The Head Office of the Corporation shall be in the City of Waterloo, Regional Municipality of Waterloo, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

**SEAL**

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

**BOARD OF DIRECTORS**

3. The Board of Directors shall consist of Eleven (11) members. Each Director shall (except as herein otherwise provided), be elected at the Annual General Meeting of Members by a majority of the votes cast in respect of such election. Each Director so elected shall hold office until the election of his successor, unless he shall resign or his office becomes vacant by death, removal or other cause.

The Corporation presently runs a league composed of eight (8) hockey teams. In the event that the members at a duly constituted meeting vote in favour of expansion of the Corporation, the by-laws of the Corporation shall be amended to provide for one (1) additional director for each additional hockey team added to the Corporation.

#### **VACANCIES, BOARD OF DIRECTORS**

4. In the case of a vacancy on the Board, the Directors shall appoint from a list of names of members provided by the Nominating Committee, a successor for the balance of the unexpired term.

#### **QUORUM AND MEETINGS, BOARD OF DIRECTORS**

5. A quorum at all meetings of the Board of Directors shall be six (6), except when special resolutions are to be passed, when a minimum of eight (8) Directors is required.

Meetings of the Directors shall be held at such times and places as may be determined by the executive of the Corporation. At least one week's notice shall be given of all meetings of the Directors, unless such notice is waived by all the Directors.

#### **ERRORS IN NOTICE, BOARD OF DIRECTORS**

6. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### **VOTING, BOARD OF DIRECTORS**

7. At all meetings, each member present, shall have one vote, and in case of a tie, the Chairman shall have the deciding vote.

The President shall act as Chairman of all meetings and in his absence the Vice-President, Secretary-Treasurer or a Director designated to act as such during the period in question, shall occupy the chair.

### **POWERS**

8. The Directors of the Corporation may administer the affairs of the Corporation in all things, and make or cause to be made for the Corporation, in its name, any description of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Charter or otherwise authorized to exercise and do.

Without in any way derogating from, the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of, bonds, debentures, shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

All acts done at any meeting of Directors or by any person acting as a Director, so long as his successor shall not have been duly elected or appointed, shall, notwithstanding that it be afterwards discovered that there was some defect in the election of Directors or the person acting

as aforesaid or that they or any of them were disqualified, be as valid as if the Directors or such other person, as the case may be, had been duly elected and were or was qualified to be a Director or Directors of the Corporation.

The Directors of the Corporation shall determine remuneration of the employees of the Corporation.

The President, Vice-President, Secretary-Treasurer, or any other officer or person nominated for the purpose by the President or Vice-President are, and anyone of them is, authorized and empowered to appeal and make answer for, on behalf of and in the name of the Corporation to all Writs, orders and interrogatories upon articulated facts issued out of any Court and to declare for, on behalf of Garnishment in which the Corporation is Garnishee and to make all affidavits and sworn declarations in connection with any and all judicial proceedings to which the Corporation is a party and to use any debtor and grant proxies in connection therewith.

The Board of Directors, may from time to time, enact or pass by-laws not contrary to law or to the Charter of the Corporation, and may repeal, amend or re-enact by-laws of the Corporation, but every such by-law (excepting by-laws made respecting agents, officers and servants of the Corporation and such by-laws as the provisions of the laws governing the Corporation require to be sanctioned, approved or confirmed by the members before becoming effective), and every repeal, amendment or re-enactment thereof, unless in the meantime sanctioned at a special general meeting of the members of the Corporation duly called for that purpose, shall have force only until the next Annual General Meeting of the Members of the Corporation and in default of confirmation thereat shall, at and from that time only, cease to be in force.

Every Director and Officer of the Corporation, his heirs, executors and administrators, estate and effects, respectively, shall be indemnified

and saved harmless out of the funds of the Corporation, from time to time and at all times, from and against:

(a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever heretofore or hereafter made, done or permitted by him, in or about the execution of the duties of his office, and

(b) all other costs, charges and expenses which he sustains or incurs in or about, or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own fault; and the Corporation consents to the indemnification provided for herein.

#### **REMUNERATION OF DIRECTORS**

9. The directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his position as such.

#### **OFFICERS OF CORPORATION**

10. Officers of the Corporation shall be

A President

A Vice-President

A Secretary-Treasurer

Officers of the Corporation must also be Directors. There is no limitation upon the number of consecutive terms an individual may hold a particular office.

## DUTIES OF PRESIDENT AND VICE-PRESIDENT

11. The Executive Officers of the Corporation shall be the President, a Vice-President, and a Secretary-Treasurer. The President, Vice-President, and Secretary-Treasurer shall be elected or appointed by the Directors from among themselves at their first meeting after the first meeting of Members and thereafter at the first or any subsequent meeting of the Board of Directors held after each Annual General Meeting of Members. The Board of Directors may also elect or appoint at any time and from time to time such other Officers or Executive Officers as the Board of Directors, from time to time may deem expedient. All Officers and Executive Officers of the Corporation shall hold office until their successors are chosen, subject always to removal as provided in the by-laws of the Corporation. All Officers and Executive Officers shall respectively perform such duties, in addition to those specified in the by-laws of the Corporation, as shall from time to time be prescribed by the Board of Directors. The same person may hold more than one office, provided, however, that the same person may not hold more than *one* executive office.

**President** - The President shall be chosen from among the Directors and shall serve for a two (2) year term. He shall preside at all meetings of the Members and at all meetings of the Board of Directors. He shall be the Chief Executive Officer of the Corporation and shall exercise a general control of and supervision over its affairs.

The President shall appoint a nominating committee consisting of three (3) present Directors to present a list of candidates for election to office for the following year; this slate of nominations shall be submitted to each member at least two weeks prior to the Annual General Meeting. Further nominations may be made for Directors provided they be made in writing by two members in good standing and be in the hands of the Secretary at least three days prior to the Annual General Meeting.

The President shall appoint such special committees as he considers necessary at any time or, on the majority vote of the members present at any meeting, he shall appoint committees as they direct.

**Vice-President** - The Vice-President shall have such powers and duties as may be assigned to him by resolution of the Board of Directors. In case of the absence or disability of the President, the Vice-President may exercise the powers and perform the duties of the President and if such vice-President shall exercise any of the powers or perform any of the duties of the President, the absence or disability of the President shall be assumed.

#### **DUTIES OF SECRETARY-TREASURER**

**12.** The Secretary-Treasurer shall attend to the service of all notices of the Corporation and shall keep the minutes of all meetings of the Corporation and the Board of Directors in a book or books to be kept for that purpose. He shall keep in safe custody the corporate seal of the Corporation. He shall have charge of the records of the Corporation, including books containing the names and addresses of the members and Directors of the Corporation, together with copies of all reports made by the Corporation, and such other books and papers as the Board of Directors may direct. He shall be responsible for the keeping and filing of all books, reports and other documents required by law to be kept and filed by the Corporation.

The Secretary-Treasurer shall have general charge of the finances of the Corporation. He shall deposit all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or other depositories as the Board of Directors may from time to time designate by resolution or which the Board of Directors may authorize him to designate and shall render to the Board of Directors, whenever directed by the Board of Directors, an account of the financial condition of the Corporation and of all transactions as Treasurer; and

as soon as possible after the close of each financial year, he shall make and submit to the Board of Directors a like report for such financial year. He shall have charge and custody of and be responsible for the keeping of the books of account required to be kept pursuant to the laws governing the Corporation. He shall perform such other duties as appertain to this office of Secretary-Treasurer or as may be required by the Board of Directors.

#### **CAPTAINS**

**13.** Eight (8) team captains shall be chosen by the Directors from among themselves. The President, Vice-President and Secretary-Treasurer shall not be eligible to be team captains. In the event that the Corporation is expanded to include additional hockey teams the number of director/team captains shall be increased accordingly.

#### **EXECUTION OF DOCUMENTS**

**14.** The funds of the Corporation shall be deposited by the Secretary-Treasurer in a financial institution approved by the Directors and shall be credited to the account of the Corporation. .

All cheques, drafts or orders for payment of money and all notes and acceptances and bills of exchange shall be approved by the Secretary-Treasurer and President or Vice-President and paid by the Corporation.

The President, Vice-President and Secretary-Treasurer shall have signing authority for the Corporation. The signatures of any two (2) of the President, Vice-President or Secretary-Treasurer shall be on each cheque, draft or order for payment.

## **BOOKS AND RECORDS**

**15.** The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

The financial statements of the Corporation will be prepared annually by the accountants of the Corporation as appointed annually by the Members.

## **MEMBERSHIP**

**16.** Members for the current 1993 - 1994 hockey season are confirmed as Charter Members with no other special privileges.

All new members must be resident in the Regional Municipality of Waterloo, Ontario. Members who move out of the Regional Municipality of Waterloo and are unable to participate because of their residence location may play upon their return, under the following conditions:

**(i)** If they reside in the Regional Municipality of Waterloo on their return, their name will receive preference over new applicants on the waiting list.

**(ii)** If they do not reside in the Regional Municipality of Waterloo on their return, their name will be placed at the bottom of the waiting list.

Except for members who have, prior to the fall 1994 registration, been registered to play in the league, all members must be thirty-five (35)

years of age or older during the first half of every hockey season (i.e. prior to January 1), in order to play hockey during that season.

The hockey season shall be from September 1st to May 1st of the following year. All playing members must declare their intention of remaining as such before the first day of registration for each season. The membership of any member failing to do so shall lapse and if such former member wishes to play again at a later date, his name will be placed at the bottom of the waiting list. All other applicants will be considered on a first-come first-served basis.

Applications for membership shall be submitted each year to the Vice-President with the annual fee.

All persons desiring membership shall be required to sign an application in a form prescribed by the Board of Directors of the Corporation, containing such affirmations and undertakings as are deemed appropriate by the Board of Directors.

Applications may be refused by the Directors without the necessity of giving or recording reasons. All dues and fees tendered with such refused applications shall be returned to the applicant.

The membership rights of the applicant shall not come into existence until approved by the Board of Directors.

#### **DISCIPLINARY COMMITTEE**

The Corporation shall have a disciplinary Committee composed of the Vice-President and two other directors appointed by the President. The Vice-President shall be the Chairman of the Disciplinary Committee.

The Disciplinary Committee shall have full power and authority to enforce the rules and regulations of the game of hockey, and members not complying with such rules and regulations will be subject to suspension for a game or games or for the remaining hockey season, such penalty to be determined by the Discipline Committee in its absolute discretion.

#### **DUES**

**18.** The Directors shall fix and determine from time to time, by resolution, the annual dues and fees payable by all members of the Corporation and shall also fix the dates at which dues or fees are required to be paid.

Any member of the Corporation whose annual dues are not paid within the period set forth by the Directors, may be suspended by the Directors from the privileges of membership.

#### **ANNUAL AND OTHER MEETING OF MEMBERS**

**19.** Annual General Meetings of Members shall be held during the month of May in each year at such location in the Regional Municipality of Waterloo as is determined by the Board of Directors.

A Special General Meeting of Members may be called by the President, the Board of Directors or at the written request of ten (10) members of the Corporation. At such meeting, no other business than that specified in the notice shall be transacted.

Ten (10) days clear notice shall be given to each Member of such Special General Meeting, such notice being given by mail to the address of each member as it appears on the register of the Corporation. All questions

proposed for consideration of the members at a meeting shall be determined by the majority of votes cast and the chairman presiding at the meeting shall have a second or casting vote in case of an equality of votes.

#### **ERROR OR OMISSION IN NOTICE**

**20.** No error or omission in giving notice of any annual or General Meeting or any adjourned meeting, whether Annual or General, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken or had thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer shall be his last address recorded on the books of the Corporation.

#### **ADJOURNMENT**

**21.** Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### **QUORUM OF MEMBERS**

**22.** Proposed amendments to the Articles of Incorporation and this first by-law of the Corporation as amended (hereinafter called the "constitution") must be presented to the Secretary-Treasurer in writing, signed by twenty (20) members of the Corporation in good standing,

thirty (30) days prior to the Annual General Meeting. Such amendments must be circulated to all members at least two weeks in advance of the Annual General Meeting. In order for an amendment to be passed, it must receive the assent of at least seventy-five (75%) percent of all members in good standing. Amendments to the constitution will be on a trial basis for a period of one year and, if not altered at the next Annual Meeting, will then become part of the constitution.

A quorum at all Special General Meetings of the Corporation shall be twenty (20) members.

#### **FINANCIAL YEAR**

**23.** Unless otherwise determined by resolution of the board, the fiscal year of the Corporation shall terminate on the 30th day of May, 1994 and thereafter the fiscal year of the Corporation shall commence on the first day of May and terminate on the last day of April of each year.

#### **CHEQUES, ETC.**

**24.** All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by any two of the President, Vice-President and Secretary-Treasurer. Any two of such officers may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "FOR COLLECTION" or "FOR DEPOSIT" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any two of such officers so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the

Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

#### **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

**25.** The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### **NOTICE**

**26.** Whenever, under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter box, in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any

member, director or officer shall be his last address as recorded on the books of the Corporation.

#### **BORROWING**

27. The Directors of the Club are not authorized to borrow monies from any financial institution.

#### **CHARITABLE RECOGNITION**

28. The Board of Directors may apply for recognition by the Federal and Provincial Governments that donations to the Corporation shall be deductible for purposes of Income Tax.

#### **GRANTS AND SUBSIDIES**

29. The Corporation may solicit, receive and use grants, donations, subsidies and other forms of assistance, financial and otherwise, under such terms and conditions as the Board of Directors, by resolution, may deem fit, whether such assistance be provided by Federal, Provincial, Municipal and/or other governmental bodies, as well as other sources.

#### **INTERPRETATION**

30. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing

the singular number, as the case may be, and vice versa, and references to persons shall include firms and corporations.

**PASSED** by the Board of Directors and sealed with the Corporate Seal  
this

day of 1994.

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**CHAIRMAN**

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**SECRETARY**

