

# BY-LAW NO. 1

## A BY-LAW RELATING GENERALLY TO THE TRANSACTION AND AFFAIRS OF KITCHENER-WATERLOO SIDEWINDERS SLEDGE HOCKEY CLUB

a corporation without share capital, incorporated under the Ontario Business Corporations Act (Ontario Corporation Number 1212584).

**BE IT ENACTED** as a by-law of **KITCHENER-WATERLOO SIDEWINDERS SLEDGE HOCKEY CLUB** (the "Corporation") as follows:

### *Head Office:*

1. The Head Office of the Corporation shall be in the City of Kitchener, in the Regional Municipality of Waterloo and Province of Ontario. The Directors may, from time to time, determine the specific location of the Head Office.

### *Seal:*

2. There shall be a corporate seal for the Corporation. An imprint of the corporate seal is impressed in the margin.

### *Members:*

3. The following persons shall be eligible for membership in the Corporation:
  - a) the incorporating Directors;
  - b) the Officers of the Corporation;
  - c) the team members who have paid registration fees for the current season provided that if the team member is under eighteen (18) years of age, his/her parent or guardian (only 1) shall be the member.
4. There shall be no annual membership fees.
5. Every member in good standing is entitled:
  - a) to attend any meeting of the Corporation;
  - b) to vote at any meeting of the Corporation; and
  - c) to hold any office of the Corporation.

6. A member may vote at a meeting by proxy delivered to the Secretary prior to the vote.
7. Each member is entitled to one vote. The Chair of the meeting is entitled to a casting vote in the event of a tie on any matter before that meeting that has been voted upon by the members.
8. Membership shall cease:
  - a) upon the death of a member;
  - b) if the member resigns by written notice given to the Secretary; or
  - c) if the member no longer qualifies for membership in accordance with the by-laws.

***Fiscal Year:***

9. The fiscal year of the Corporation shall begin on May 16th of each year and shall end on May 15th of the following year.

***Meetings:***

10. The annual general meeting of the Corporation shall be held no later than 18 months after incorporation and no later than 15 months after the last annual general meeting in subsequent years.
11. The Directors may, from time to time, call a general meeting of the Corporation.
12. The Directors shall call a general meeting of the Corporation if at least 10% of the members of the Corporation request that a general meeting be called.
13. Notice of the annual general meeting or of a general meeting shall be given to the members by the Secretary at least seven (7) days before the date of the meeting.
14. Quorum for the annual general meeting or for a general meeting of the Corporation shall be five (5) members of the Corporation present in person or by proxy, provided that at least two (2) members, other than Directors, are present in person at the meeting.
15. Any meeting of the Corporation may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.

***Notice:***

16. Any notice required to be given under the Act, the Letters Patent, the By-Laws or otherwise by a member, Director, Officer or Auditor, shall be deemed to have been given if:
- a) delivered personally to the person to whom it is to be given;
  - b) delivered to the person's address as recorded in the Corporation's records;
  - c) mailed to the person's address as recorded in the Corporation's records by prepaid ordinary mail;
  - d) sent to the person's address as recorded in the Corporation's records by any means of prepaid transmittal, delivery or recorded communication.

A notice shall be deemed to have been given when it is delivered personally or to the person's address, or three days after it was mailed or transmitted.

17. The notice shall specify the business to be attended to at the annual general meeting, the general meeting or the meeting.

***Board of Directors:***

18. The affairs of the Corporation shall be managed by a Board of Directors of five (5) Directors.
19. The Board of Directors shall appoint from among themselves a President, Vice-President, Secretary, Treasurer, Coach or Coaches and may appoint an Executive Officer or Executive Officers. The positions of Secretary and Treasurer may be combined into one position where the Directors consider it appropriate.
20. The Directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the Letters Patent or otherwise, unless the Directors are restricted by law or by the members from exercising those powers. These powers include, but are not limited to, the power:
- a) to enter into contracts or agreements;
  - b) to make banking and financial arrangements;
  - c) to execute documents;
  - d) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Corporation;

- e) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Directors may consider advisable;
  - f) to borrow on the credit of the Corporation for the purposes of operating expenses, or on the security of the Corporation's real or personal property; and
  - g) to purchase insurance to protect the property, rights and interests of the Corporation and to indemnify the Corporation, its members, Directors and Officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation.
21. Each Director shall be a member of the Corporation at the time of his or her election or appointment, or within seven (7) days of election or appointment and shall remain a member throughout his or her term of office.
  22. Each Director shall be elected to hold office for a term of two years after he or she was elected or until his or her successor shall have been duly elected, but each Director is eligible for re-election.
  23. The Directors may appoint a Director to fill a vacancy, provided that a quorum of Directors remain in office. If there is no quorum of Directors, the remaining Directors shall call a general meeting of the Corporation to fill the vacancies.
  24. The members of the Corporation may elect a Director or Directors, as the case may be, by a show of hands or by ballot, if requested by a member.
  25. The members of the Corporation may remove a Director by a resolution passed by at least two-thirds of the votes cast at a general meeting for which notice was given and may, by a majority of votes cast, elect at that general meeting any person in his or her stead for the duration of the term.

*Meetings of the Directors:*

26. A quorum for a meeting of the Board of Directors shall be three (3) Directors. The Board may hold its meetings at any place in Ontario as it may, from time to time, determine.
27. No formal notice of any meeting of the Board shall be necessary if all the elected Directors are present or if those absent have indicated their consent to the meeting being held in their absence.

28. Board meetings may be called by any Director. Notice may be given by telephone or by transmittal not less than one (1) day before the meeting is to take place or by mail not less than three (3) days. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of the Directors may also take place without notice immediately after an annual general meeting or a general meeting to transact any business.
29. No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice for such meeting and may ratify and approve of any or all proceedings taken or had at the meeting.
30. The Directors shall vote on any resolution arising at any meeting of the Board. A majority of the votes shall decide the resolution.
31. A declaration by the Secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution.

*Officers:*

32. The Officers of the Corporation shall have the following duties:
  - a) **PRESIDENT** - chair all meetings of the Corporation and of the Board, when present in person and able; have general supervision of the affairs of the Corporation; sign all By-Laws and execute any documents with the Secretary; perform any other duties which the Board may, from time to time, assign;
  - b) **VICE-PRESIDENT** - exercise any or all of the duties of the President in the absence of the President or if the President is unable for any reason to perform those duties; perform any other duties which the Board may, from time to time, assign;
  - c) **SECRETARY** - keep and maintain the records and books of the Corporation including the registry of Officers and Directors, the registry of members, the minutes of the annual general meeting, general meetings and meetings of the Board, the By-Laws and resolutions, give any notices required for the annual general meeting, general meetings and meetings of the Board of Directors; perform any other duties which the Board may, from time to time, assign;

- d) **TREASURER** - keep and maintain the financial records and books of the Corporation; co-sign all cheques or other payments with the President, Vice-President or Secretary, as the case may be; assist the auditor in the preparation of the financial statements of the Corporation; perform any other duties which the Board may, from time to time, assign;
- e) **COACH** - to organize, administer and coach a sledge hockey team and to assist in fund raising; perform any other duties which the Board may, from time to time, assign;
- h) **EXECUTIVE OFFICER** - assume either an exact assigned duty or act as an Executive Officer; perform any other duties which the Board may, from time to time, assign.

*Duties of the Committee of Directors:*

33. Such to the provisions of the Act the Directors may appoint from among their number a Committee of Directors and may delegate to such Committee any of the powers of the Directors. A majority of the Directors of any such Committee must be resident Canadian.

*Indemnification:*

34. The Corporation shall indemnify and save harmless the Directors, their heirs, executors and administrators and estates and effects respectively, from time to time and at all times from and against:
- a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
  - b) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasions by his or her own wilful neglect or default.