



STANLEY STICK HOCKEY ASSOCIATION

BY-LAWS

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Section 1- General

1.01 - Definitions

In this by-law, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the Stanley Stick Hockey Association, Inc.;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name they are called;
- g. "Member" means a member of the Corporation;



- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation.

1.02 - Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 - Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

Section 2- Directors

2.01 - Election and Terms

- a. The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting.
- b. Only current Members may stand for election to the Board of Directors and serve as a Director of the Corporation.
- c. A Director shall hold office for a term ending no later than the end of the second annual meeting of Members following their election.
- d. A director may hold consecutive terms, if at the end of their term described in 2.01(c) they are subsequently elected for a successive term as described in section 2.01(a) and meet the requirements set out in 2.01(b) .

2.02 - Number of Directors

The number of Directors shall be set from time to time. Such number shall be within the limits set in the Corporation’s articles of incorporation. The Membership must pass a special resolution setting the number of Directors or the Membership shall pass a special resolution empowering the Directors to set the number of Directors.

2.03 - Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;



- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.04 - Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and,
- d. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.05 - Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

Committee Limitations - No Committee has authority to:

- a. Submit to the Members any question or matter requiring approval of the Members;
- b. Fill a vacancy among the Directors or appoint additional Directors;
- c. Issue debt obligations, except as authorized by the Board;
- d. Approve any financial statements;
- e. Adopt, amend, or repeal the bylaws; or,
- f. Establish contributions to be made, or fees to be paid, by Members without the approval of the Board.



Composition - The Board may appoint and remove Directors, Coordinators, or any other individual to or from a standing or ad-hoc committee at any time and for any reason.

All committees shall abide by the policies and procedures set out in these By-Laws and the Policies and Procedures Manual established by the Corporation.

2.07 - Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

Section 3 - Board Meetings

3.01 - Calling of Meetings

The Chair, President or any 2 Directors jointly may call meetings of directors at any time and any place on notice as required by the Notices Section of this Bylaw.

3.02 - Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 - Notice of Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 - Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.



3.05 - Voting

- a. Each Director has one vote.
- b. Questions arising at any Board meeting shall be decided by a majority of votes.
- c. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.06 - Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.01 - Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 - Financial Year

The financial year of the Corporation ends on May 31st in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 - Officers

5.01 - Officers

The Board shall appoint a Chair, President, Vice-President, Treasurer, and Secretary from among the Directors at the Board's first meeting following the annual meeting of the Corporation.

- a. The office of Chair and President shall be held by the same person.
- b. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer.
- c. If any of these Officers cease to hold office prior to the next annual meeting, the Board shall appoint a replacement from among their number.
- d. The Board may appoint other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the board may prescribe from time to time.



5.02 - Office Held at Board's Discretion

Any Officer and/or Non-Officer Director shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- the Officer's successor being appointed,
- the Officer's resignation, or
- such Officer's death.

5.03 - Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 - Duties of the Chair and the President

- a. The President shall also be the Chair of the Corporation, as required in Section 5.01, and shall perform the duties of the Chair as described in Sections 3.04 and 9.06 and such other duties as may be required by law or as the Board may determine from time to time.
- b. The President shall also perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.05 - Duties of the Vice-President

The Vice-President shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.06 - Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.07 - Duties of the Secretary

The Secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

5.08 - Duties of Non-Officer Directors

Non-officer Directors shall perform the duties described in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.



Section 6 - Protection of Directors and Others

6.01 - Protection of Directors and Others

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

Section 7 - Conflict of Interest

7.01 - Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 8 - Members

8.01 - Members

Membership will consist of individuals who are a minimum of eighteen (18) years of age, who has registered, is elected, or appointed within the Corporation within the relevant fiscal year, occupying one or more of the following roles:

- a. Committee member, including league convenors, coordinators, managers, and other members of a committee established by the Board;
- b. Regular volunteer;
- c. SSHA Player;



- d. Parent/Guardian of a registered player under the age of eighteen (18) years, to a maximum of one membership per player, and two memberships per family; or,
- e. Director/Officer.

8.02 - Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

8.03 - Disciplinary Act or Termination of Membership for Cause

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

Section 9 - Members' Meetings

9.01 - Annual Meeting

- a. The annual meeting shall be held on a day and at a place within Ontario fixed by the Board.
- b. Any Member, upon request, shall be provided, not less than ten business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.
- c. The business transacted at the annual meeting shall include:
 - i. receipt of the agenda;
 - ii. receipt of the minutes of the previous annual and subsequent special meetings;
 - iii. consideration of the financial statements;
 - iv. report, if any, of the auditor or person who has been appointed to conduct a review engagement;
 - v. reappointment or new appointment, if any, of the auditor or a person to conduct a review engagement for the coming year;
 - vi. election of Directors; and
 - vii. such other or special business as may be set out in the notice of meeting.
- d. No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the



annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 - Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 percent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 - Notice

- a. Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement.
- b. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.04 - Proxies

Every Member entitled to vote at a meeting of the Members may by means of a signed proxy appoint a proxyholder or one or more alternate proxyholders, who must be a Member, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.

9.05 - Quorum

- a. A quorum for the transaction of business at a Members' meeting is a minimum of 50% of the Directors and 10 (ten) Members entitled to vote at the meeting, whether present in person or by proxy.
- b. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.06 - Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is



present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.07 - Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.08 - Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

9.09 - Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.



Section 10 - Notices

10.01 - Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 - Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 - Adoption and Amendment of By-laws

11.01 - Amendments to By-laws

The Board may from time to time in accordance with the Act pass or amend this By-law subject to the subsequent approval of the Members at an annual or special meeting.

Enacted 16 June 2025.

Signed by:

Jeff Moisan 6/18/2025 | 16:42 EDT

0C74D387702F473...
President

Signed by:

Seth Ledes 6/18/2025 | 17:05 EDT

D0FD14F9FF914F4...
Secretary



Schedule A - Position Description of the President

Role Statement:

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors. The president ensures the Board discusses all matters relating to the Board's mandate. While continuing to provide primary leadership to the Board, the president may divide responsibilities with the vice-president to optimize their efficiency and therefore the overall well-being of the Corporation.

Responsibilities:

1. Agendas
 - Establish agendas in consultation with the other Directors, aligned with annual Board goals.
 - Preside over Board meetings if also holding the office of Chair.
 - Ensure meetings are effective and efficient for the performance of governance work.
 - Ensure that a schedule of Board meetings is prepared annually.
2. Work Plan
 - Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.
3. Representation
 - Serve as the Board's primary contact with the public.
4. Reporting
 - Report regularly to the Board on issues relevant to its governance responsibilities.
5. Board Conduct
 - Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.
6. Mentorship
 - Serve as a mentor to other Directors.
 - Ensure that all Directors contribute fully.
 - Address issues associated with underperformance of individual Directors.
7. Committee Membership



Serve as a member on all Board committees.

Schedule B - Position Description of the Vice-President

Role Statement:

Along with the president, the vice-president provides leadership to the Board and assists the president with all of the president's responsibilities as described in Schedule A.

Responsibilities:

- a. General
The vice-president should be prepared to assume the responsibilities of president in the event that the president is unable to fulfill the role of president. Accordingly, the vice-president should consider the responsibilities of the president as also being the responsibilities of the vice-president and should be sufficiently familiar with those responsibilities that the vice-president would be capable of assuming those responsibilities if the need should arise. These responsibilities include all of those described in Schedule A. The vice-president shall also perform such other duties as may from time to time be directed by the Board.
- b. Board Conduct
Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct.
- c. Mentorship
Serve as a mentor to other Directors.

Schedule C - Position Description of the Treasurer

Role Statement:

The treasurer works collaboratively with the president to support the Board in achieving its fiduciary responsibilities.

Responsibilities:

- a. Custody of Funds
The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall oversee disbursement of the funds of the Corporation as may



be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

- b. Board Conduct
Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.
- c. Mentorship
Serve as a mentor to other Directors.
- d. Financial Statement
Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, if any, as the case may be.
- e. Budget
Prepare in collaboration with the Board and Executive Committee an annual budget for the Corporation for approval by the Board.

Schedule D - Position Description of the Secretary

Role Statement:

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities:

- a. Board Conduct
Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- b. Document Management
 - i. Keep a roll of the names and addresses of the Members.
 - ii. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees.
 - iii. Attend to correspondence on behalf of the Board.
 - iv. Have custody of all minute books, documents and registers and ensure that they are maintained as required by law.



- v. Ensure that all reports are prepared and filed as required by law or requested by the Board.
- c. Meetings
Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation and the Board.

Schedule E - Position Description of Non-Officer Directors

Role Statement:

The non-officer Directors work collaboratively with the Officers to achieve the annual goals of the Board and fulfill the objectives of the Corporation.

At its discretion, the Board may assign certain tasks and responsibilities to non-officer Directors, including specific aspects of Officer responsibilities, and which may include items such as communications, membership, sponsorship, league management, special projects, and discipline, among others.