



Rayside-Balfour Minor Hockey Association

Constitution

Revised – May 25, 2018

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BY-LAW no.1

A by-law relating generally to the conduct of the affairs of the Rayside-Balfour Minor Hockey Association. BE IT ENACTED as a By-Law of Rayside-Balfour Minor Hockey Association as follows:

1. DEFINITIONS

In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:

- “Association” means Rayside-Balfour Minor Hockey Association (or such other name as the Association may in the future legally adopt);
- “RBMHA” means Rayside-Balfour Minor Hockey Association (or such other name as the RBMHA may in the future legally adopt);
- “Board” means the Board of Directors of the Association;
- “CHA” means the Canadian Hockey Association (or such other name as the CHA may in the future legally adopt);
- “NOHA” means the Northern Ontario Hockey Association (or such other name as the NOHA may in the future legally adopt);
- “Director” means an individual who has been elected to the Board of Directors of the Association;
- “Officers” means the individuals who hold the offices enumerated in Article 11;
- “OHF” means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt) ;

- “Policies” means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board.

All terms defined in the Corporation Act have the same meaning in this By-law and all other By-law and resolutions of the Association.

2. REGISTERED OFFICE AND SEAL

2.1 The Corporate Seal of the Association shall be in the form impressed in the margin hereof.

2.2 The Registered Office of the Association shall be in the Region of Rayside-Balfour, in the Greater City of Sudbury in the Province of Ontario, and at such place therein as the Board from time to time may determine by Resolution.

3. MISSION OF THE ASSOCIATION

3.1 The purpose of the RBMHA, as a division of NOHA by the authority of CHA is to organize, develop and promote minor hockey for the youth of the Region of Rayside-Balfour including;

- The opportunity for all Rayside-Balfour youth to participate in recreational house league ice hockey, and;
- To promote good sportsmanship, fair play, good citizenship, friendly competition, enjoyment, participation or all team members.

4. AFFILIATIONS

4.1 The Association shall have the following affiliations:

- The association shall be a member of the NOHA and;
- The Association shall operate in cooperation with the Recreation and Parks Department of the City of Greater Sudbury.

5. CLASSES OF MEMBERSHIP

5.1 There shall be two (2) classes of Membership in the Association:

- Active membership;
- Parent/Guardian Membership

6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

Active Membership

Active membership shall include all elected or appointed directors or officials, convenors, coaches, managers and trainers appointed for the current season, and all registered players who are at least 18 years of age.

Parent / Guardian Membership

Parent / Guardian Membership shall include all parents and / or legal guardians of registered players where the registered player is under the age of eighteen years;

6.2 Membership Year

Unless otherwise determine by the Board, every Membership shall commence on or after September 1st in each year, and shall lapse and terminate

on the 30th day of April next following the date on which such Membership commenced.

6.3 Termination

Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death. Members may resign from the Association by submitting their resignation in writing addressed to the Association.

6.4 Expulsion

The Board can and will expel or suspend any member whose conduct has breached RBMHA's Code of Conduct.

6.5 Right to vote

All Active Members, Parent / Guardian Members shall be entitled to notice of, and to vote at all Meetings of Members of the Association.

7. MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting (AGM)

The Annual General Meeting shall be held each year no later than May, at a time, place and day determined by the Board, for the transaction of the following business to be set out in the agenda of such Annual Meeting:

- Approval of the minutes of the previous General Meeting and/or Annual General Meeting
- Receiving reports for the activities of the Association during the preceding year
- Receiving information regarding the planned activities of the Association for the current year
- Receiving and approving the annual financial statements

- Election of the new board Board of Directors of the Association
- Consideration of any proposed amendments to the Constitution of the Association
- Transaction of any business which relates to the business of the meeting referred to above

7.2 Annual General Meeting (AGM)

In addition to the Annual General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at this General Meeting shall be limited to that specified in the notice calling the General Meeting.

7.3 Notice of Annual General Meeting

Notice of the Annual General Meeting to be held by end of May shall set out the agenda, including particulars of any other business to come before the Annual General Meeting. The time and place of the Annual General Meeting, and such Notice shall be posted in Edgar Leclair Center arena of Rayside-Balfour in February of that same year.

Additional General Meetings

Notice of Additional General Meetings of members of the Association shall be posted in Edgar Leclair Center arena of Rayside-Balfour within at least fifteen (15) days prior to the date of such Additional General Meeting.

Error or Omission in Notice

No inadvertent error or omission in giving notice of any Annual General Meeting or General Meeting or any Adjourned Meeting, whether annual or general, shall invalidate such a Meeting

or make void any proceedings taken at such a Meeting. Any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

7.4 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of 15 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain quorum, to establish the time to which to adjourn, or to take a recess.

7.4 Voting Procedures

A majority of votes cast by Members entitled to vote, unless otherwise required by the Bylaws (Rules for Operations) of the Association, shall decide every question proposed for consideration at Meetings of Members. The Chair presiding at a Meeting of Members shall have a vote only in the event of a tie vote. At all Meetings of Members, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

7.5 No Proxies

Proxies will not be permitted. Members of the Association must be present in person at Annual General Meetings of the Association in order to exercise their voting rights in relation to matters.

7.6 Adjournments

Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original Meetings from which such adjournment took place. No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.

7.7 Chair

In the absence of the President, the First Vice-President and Second Vice-President, the Members entitled to vote and present at any Meeting of Members shall choose another Director as Chair. If no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair.

8. BOARD OF DIRECTORS

8.1 Composition

Eligibility

A Director Shall:

- Be eighteen (18) or more years of age;
- Not be an undischarged bankrupt or of unsound mind;

- Be a members of the Association at the time of his or her election or appointment;
- Remain a member of the Association throughout his or her term of office.

Number of Directors

A Board consisting of up to twenty-one (21) elected Directors shall manage the affairs of the Association.

Term of Office

The Directors shall be elected to the following terms of office;

- Shall hold office for one (1) year

Change in Number of Directors

The Association may by special resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations.

9. PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations

- Nominations for Directors shall be received at the AGM and when nominations are closed, election for the positions of Directors will take place.
- The Executive of the Board shall be nominated and elected by the Board of Directors from amongst their members.

9.2 Election Procedures

- Nominations received for President :
When nominations are closed, election for President will take place.

- Nominations will then be taken for First Vice-President. When nominations are closed, elections for First Vice-President will take place.
- Nominations will then be taken for Second Vice-President. When nominations are closed, elections for Second Vice-President will take place.
- Nomination will then be taken for Secretary. When nominations are closed, elections for Secretary will take place.
- Nominations will then be taken for Treasurer. When nominations are closed, elections for Treasurer will take place.
- The Executive of the Association shall appoint from amongst the Board of Directors and its members, persons to fill other vacant board positions. Any nominated board member elected must fill a position / vacancy or be assigned one by the President.

9.3 Vacancies

Any vacancy occurring on the Board, other than at the time of the April / May General Meeting, may be filled only for the remainder of the current year of the vacated term by resolution of the Directors then in office, provided there is a quorum of Directors. The Board shall invite applications from the Members of the Association for appointment to the vacancy on the board, and the Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated.

9.4 Termination

Removal of Director by Membership

Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible Voting Members of the Association, by a resolution passed by at least two-thirds (2/3) of the votes cast at the General Meeting of Members may remove any Director before the expiration of his or her term of office, and, by at least two-thirds (2/3) of the votes cast at that Meeting, may elect any person in his or her seat for the remainder of his or her term.

Absenteeism

Unless otherwise determined by the Board, the absence of any Director from three (3) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board.

Resignation

A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the Association.

10. BOARD RESPONSIBILITIES

10.1 Governance

The Board of Directors shall govern the Association in compliance with the objects, powers, by-laws and Policies of the Association, and all applicable laws and regulations.

10.2 Board Meetings

Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place

or places as the President or, in his or her absence, the First Vice-President may determine. The Board shall meet not less than five (5) times per year.

Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

10.3 Notice of Board Meeting

Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association. No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being in their absence.

10.4 Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken.

10.5 Adjournment of Board Meeting

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment.

10.6 Quorum

A Quorum for a Board Meeting shall be six (6) Directors. No business of the Board shall be transacted in the absence of a quorum.

10.7 Voting Rights

Each Director, present at a Board Meeting, shall be entitled to one vote. The Chair shall only vote in the event of a tie vote.

10.8 Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried 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 voters recorded in favor or against such motion.

10.9 Remuneration

The Board of Directors may establish policies relating to Honorariums as deemed necessary by the Board of Directors. Each honorarium shall be reasonable and shall not exceed \$1,500 and should be established only if budgets permit. The Board of Directors may establish policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

10.10 Conflict of Interest

Every Director who directly or indirectly has an interest in a proposed or existing

contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting. After making such a declaration, no Director votes on such a transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.

10.11 Indemnification of Directors

Every Director of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:

- 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 his or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default;

Provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to

be in breach of statute unless, in an action brought against him or her in his or her.

The association will purchase and maintain such insurance for the benefit of its Directors and provide payment of premiums thereafter. Capacity as a Director, he or she has achieved complete or substantial success as a defendant.

10.12 Confidentiality

Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Boards for consideration in camera.

11. OFFICERS & ELECTED OFFICERS

The Elected Officers of the Association shall be the President, First Vice-President, Second Vice-President, Third Vice-President Treasurer and Secretary.

11.1 Eligibility for Office

The elected Officers of the Association, with the exception of the Treasurer, must have served on the Board for at least one (1) year prior to election as an Officer. The Board shall endeavor to select as Treasurer of the Association, a Director who has employment experience and skills in accounting procedures.

11.2 Term of Office

The elected Officers shall hold Office until the April / May Annual General Meeting held approximately one year after the Officers are elected.

11.3 Termination of Officers

Removal for Cause

The Board by resolution approved by two thirds (2/3) of the Directors present, may remove any Officer for cause before the expiration of his or her term of Office.

Resignation

An Officer of the Association may resign his or her Office by submitting a letter of resignation to the President of the Association.

11.4 Responsibilities

President

The President shall:

Represent the Association in the Community;

- Act as Chair of the Board, the Executive Committee, and at all Meetings of the Membership of the Association;
- Exercise general supervision of the Association in accordance with
- policies determined by the board;
- Monitor adherence by the Board of Directors to all existing Policies of the Association and to inform the Board of Directors with respect to any inconsistencies between existing Policies of the Association and a proposed policy for the Association;
- Be a Member of all committees and subcommittees of the Association, other than the nominations and Elections Committee.

First Vice-President

The First Vice-President shall:

- Assume the duties of the President in the absence for any reason of the President and shall carry out such other duties as are assigned by the Board or the President;

- Be available to assist any Director requiring assistance in the completion of his or her functions;
- Carry out such duties as are assigned by the Board, the Executive Committee or the President.

Second Vice-President

The Second Vice-President shall:

- Assume the duties of the President
- in the absence for any reason of the President and First Vice-President and shall carry out such other duties as are assigned by the Board or the President;
- Be available to assist any Director requiring assistance in the completion of his or her functions;
- Carry out such duties as are assigned by the Board, the Executive Committee or the President.

Third Vice-President

The Third Vice-President shall:

- Assume the duties of the President and First and Second Vice-President in their absence;
- Oversee the Rep. operations if one exists;
- In the absence of Rep. program, a third vice-president is not required.
- Be available to assist any Director requiring assistance in the completion of his or functions;
- Carry out such duties as are assigned by the Board, the Executive Committee or the President.

Treasurer

The Treasurer shall:

- Ensure adherence to and
- implementation of financial Policies in the financial administration of the Association;
- Present financial statements to the Membership at the Annual General

- Meeting of Members;
- Evaluate, review and recommend financial policy to the Executive committee and to the Board of Directors;

- Carry out such duties as are assigned by the Board, the Executive Committee or the President.

Secretary

The Secretary shall:

- Record the minutes of General Meetings of Members, Boards Meetings and Executive Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, bylaws and the Policies and Procedures established by the Board or by the Members of the Association;
- Ensure the proper custody of the Association's corporate seal, corporate minutes and Resolutions and other corporate records and documents;
- Recommend policy to the Board of Directors regarding internal and external communications of the Association, and;
- Carry out other duties as are assigned by the Board, the Executive Committee or the President.

12.7 Disciplinary Committee
12.8 Tournament Committee

Nothing in this by-law shall be construed to limit the ability of the

12. COMMITTEES OF THE BOARD

The following committees shall be Standing Committees of the Board of Directors of the Association:

- 12.1 Executive Committee
- 12.2 Operations Committee
- 12.3 Equipment Committee
- 12.4 Registration Committee
- 12.5 Ice Committee
- 12.6 Hockey Development Committee

Directors and Membership of the Association from abolishing or creating Standing Committees by by-laws or from establishing such ad hoc committees or subcommittees by Directors' resolution as may be desired or required from time to time.

12.1 Executive Committee

The Executive Committee shall consist of the President who Chairs, the First Vice-President, the Second Vice-President, the Secretary, and the Treasurer. Committee shall be responsible for the day-to-day management of the affairs of the Association, including monitoring of all Committees to ensure all Policies of the Association are being complied with.

The Executive Committee shall:

- During the intervals between the Board Meeting, take action in relation to any matter of any nature within the power and the authority of the Board of Directors, which requires immediate attention before the date of the next Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board of Directors for ratification at the next Board Meeting;
- Review recommendations and proposals prior to such recommendations or proposals being submitted to the Boards of Directors for ratification at the next Board Meeting;
 - Review recommendations and proposals prior to such recommendations or proposals being submitted to the Boards of Directors for resolution;
 - Deal with any other matters assigned to it by the Board of Directors or by the President.

12.2 Operations Committee

The Operations Committee shall consist of the First Vice-President, the Second

Vice- Presidents and the Third Vice-President (if one exists). The First Vice-President shall oversee the Senior House League divisions (Bantam/Midget) and the Second Vice-President shall oversee the Junior House League divisions (Initiation, Novice, Atom and Pee Wee). The Third Vice-President shall oversee the Rep. program and Rep. Divisions if a Rep. program exists.

The Operations Committee shall:

- Recruit and train volunteers to perform the functions required to operate House League and Rep Operations;
- Operate the House League and Rep Hockey Programs pursuant to the Policies of the Association;
- Establish and monitor Policies relating to Operations provided that such Policies shall be and remain consistent with all other Policies of the Association;
- Represent and promote the interests of the Association in relation to any House League and Rep. involvement of the Association or leagues;
- Present a report regarding Operations of Divisions to the Board of Directors at meetings of the Board of Directors.

12.3 Equipment Committee

The Equipment Committee shall be Chaired by a Director recommended by the Executive Committee and confirmed by the Board and, in addition, shall consist of not fewer than one and not more than three individuals.

The Equipment Committee shall:

- Maintain an inventory of all equipment owned by the Association;
- Collect rental fees and security deposits for all equipment leased;
- Solicit bids and purchase hockey equipment, as required;
- Maintain and repair all equipment owned by the Association;
- Have authority to spend up to \$1000 for equipment purchases.

12.4 Registration Committee

The Registration Committee shall be Chaired by the Registrar recommended by the executive Committee and confirmed by the Board and,

The Registration Committee shall:

- Establish a marketing plan for upcoming Ice Hockey Registration;
- Recruit and train volunteers to perform the functions required for registration;
- Establish registration forms and procedures;
- Conduct registration for all applicants eligible to participate in Association Ice Hockey Programs;

- Maintain a register of receipts regarding all registration fees received by the Association and deposit to the credit of the Association;
- Supply to the Directors of House League Operations current registration information in a timely fashion;
- Ensure that all players are registered with the RBMHA;
- Communicate any changes in registration immediately to such other Directors or other individuals who are affected by such change;
- Present a monthly report regarding Registration Operations to the Board of Directors;
- Deposit registration fees collected and notify Treasurer of deposit amounts;
- Recommend policy to the Board of Directors regarding registration.

12.5 Ice Committee

The Ice Committee shall be Chaired by the Ice Manager recommended by the Executive Committee and confirmed by the Board and,

The Ice Committee shall:

- Recruit and train volunteers to perform the functions required for Ice Allocation; Be responsible for the day to day management of ice allocations for the association;
- Be the associations contact with the Greater City of Sudbury in regard to ice rentals;
- Represent the association at any ice related meetings;
- Present a monthly report regarding ice allocations to the Board of Directors;
- Recommend policies to the Board of Directors regarding ice.

12.8 Tournament Committee

The Tournament Committee shall be appointed by the Board and Chaired by the Tournament Chairperson and;

- Recruit and train volunteers to perform the functions required for Tournament preparations;
- Sanction the Association's Tournaments with the NOHA;
- Be responsible for all Tournament functions.

12.6 Hockey Development Committee

The Hockey Development Committee shall be Chaired by the Hockey Development committee Coordinator recommended by the Executive Committee and confirmed by the board and,

The Hockey Development Committee shall:

- Recruit and train volunteers to
- perform the functions required for technical development;
- Coordinate the Association's Hockey Development program;
- Establish and maintain on-ice and off-ice technical development
- programs in conjunction with the directors of House League Operations;
- Present a monthly report regarding hockey development to the Board of
- Directors; and
- Recommend policies to the Board of
- Directors regarding Hockey Development.

12.7 Disciplinary Committee

The Disciplinary Committee consist of no fewer than one and no more than three individuals appointed by the Board; and shall administer appropriate discipline within the Association and adhere to Rules for Operations.

12.9 Webmaster Committee

The Webmaster Committee shall be responsible to oversee and operate the RBMHA website.

13. NON-MEMBER COMMITTEES

The Following Committees shall report to the Board of Directors, but hold no voting right and are required to

meet with the Board upon request.

- Referees and Officials Committee
- Harassment and Abuse Committee

13.1. Referees and Officials Committee

The Referees and Officials Committee shall be chaired by the Referee-in-Chief recommended by the Executive Committee and confirmed by the Directors. The Referee-in-Chief shall be given an honorarium to be negotiated and reviewed by the Board Annually.

The Referees and Officials Committee shall:

- Recruit and train referees, timekeepers;
- Schedule referees and timekeepers at games when required by Association and team managers;

- Maintain accurate and complete records for payment of timekeepers and referees;
- Forward lists of honoraria payable to timekeepers and referees to the Treasurer for payment;
- Monitor and evaluate the performance of timekeepers and referees on a ongoing basis; Investigate and respond to
- complaints filed against referees or officials in a timely fashion;
- Recommend policy to the Board of Directors regarding referees and officials;
- Provide monthly reports to the Board and submit financial statements as of April 30th.

13.2 Harassment and Abuse Committee

The Harassment and Abuse Committee shall be appointed by the Board and Chaired by the Harassment and Abuse Coordinator. The Committee will be responsible to investigate all harassment and abuse complaints filed against the Association and take appropriate action to resolve.

13.2 Web master

The Web master shall be appointed by the Board and will be responsible to maintain / create and up-date the Association's web page for Internet purposes.

14. EXECUTION OF DOCUMENTS

14.1 Execution of Documents

The Board may from time to time appoint any Officer or officers or any person or persons on behalf of the

Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

14.2 Books and Records

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any application statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

15. FINANCIAL YEAR

The financial year of the Association shall terminate on the 30th day of April each year.

16. BANKING ARRANGEMENTS

16.1 Banking Resolution

The board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- Operate the accounts of the Association with a bank or a trust company;
- Make, sign, draw, accept, endorse, negotiate, deposit or transfer any of the cheques;
- promissory notes, drafts, acceptances, bills or exchange and

orders for the payment of money;

- Issue receipts for any orders relating to any property of the Association;
- Authorize any officer or the bank or trust company to do any act or thing on behalf of the association to facilitate the business of the Association.

16.2 Deposit of Securities

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

17. BORROWING BY THE ASSOCIATION

17.1 Borrowing Power

Subject to the limitations set out in the By Law of the Association, the Board may by Resolution authorize the Association to:

- Borrow money on the credit of the Association;

- Issue, sell or pledge securities of the Association; or
- Charge, mortgage, hypothecate or pledge all or any of the real or
- personal property of the
- Association, including book debts, rights, powers, franchises and undertakings, to secure any
- securities or any money borrowed
- or their debt, any other obligation or liability of the Association.

17.2 Borrowing Resolution

From time to time, the Board may authorize any Director or Officer of the Association or any other person to make arrangements with reference to the monies so borrowed or to be borrowed and as to the terms and conditions or any loan, and as the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

18. NOTICE

18.1 Computation of Time

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.

18.2 Omissions and Errors

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or any error in any notice not affecting its

substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

18.3 Method of Giving Notice

Whenever under the provisions of this bylaw of the Association, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address of any Members, Director or Officer shall be his or her last address in the records of the Association.

19. PASSING AND AMENDING BY-LAWS

19.1 The Board may recommend amendments to the By-laws of the Association from time to time, to the Membership.

19.2 If the Board intends to discuss amendment of the By-laws of the Association at a Board meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the Bylaws may nevertheless be moved at the

Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such Bylaws shall be given.

19.3 A By-law or an amendment to a Bylaw recommended by the Board shall be presented for adoption at the next General Meeting of the members of the Association. The notice of such General Meeting shall refer to, describe and explain the Bylaw or amendment(s) to the By-law to be presented at the Meeting of the Members. A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for the purpose must be approved by a

21. RULES OF OPERATION

The Rules contained in the most current edition of "Procedures for Meetings and organizations" shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

22. EFFECTIVE DATE

Thus By-laws shall come into force without further formality upon its enactment after approval by the Members of the Association as herein before set out. The Foregoing By-law No.1 is hereby enacted, ratified, sanctioned, confirmed and approval without variation by the affirmative vote of the members of the Association at a Members of the Association at a General Meeting of the Members of the Association duly called and held at The Azilda Arena in the City of Greater Sudbury, Ontario and at which a quorum was present on the 3th day of April, 2018.

two-thirds (2/3) vote of the members present at such General Meeting. The Members at the General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-law.

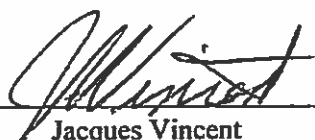
20. REPEAL OR PRIOR BY-LAWS

20.1 Repeal

All prior By-laws of the Association.

20.2 Provision

The repeal of all prior By-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law



Jacques Vincent
RBMHA President / Chair



Natalie Webster
RBMHA Secretary