

ST. THOMAS PANTHERS GIRLS HOCKEY INC.

A by-law revoking the Corporations Constitution and the by-laws contained therein and restating the by-laws relating generally to the conduct of the affairs of the St. Thomas Panthers Girls Hockey Inc.

It is hereby enacted as a by-law of the Corporation that the Constitution of the Corporation and all by-laws set out therein are hereby revoked.

It is hereby further enacted that the following is the by-law of the Corporation:

SECTION 1 – GENERAL

1.1 Definitions

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

1. "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;
2. "Board" means the board of Directors of the Corporation;
3. "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;
4. "Chair" means Chair of the Board who is also President;
5. "Corporation" means the St. Thomas Panthers Girls Hockey Inc.;
6. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called and who is an individual 18 years of age or older at the time of their election, and whom shall be appointed an officer or oversee one (1) operating committee.
7. "Member" means a member of the Corporation;
"Members" means the collective membership of the Corporation;
8. "Officer" means an officer of the Corporation; and
9. "Operating Year" means June 1 to May 31 of the following calendar year

1.2 Interpretation

Other than as specified in Section 1.1, 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.

1.3 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 Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

1.4 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.5 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers. In addition, the Board may from time to time direct the manner in which and the person(s) by whom a particular document or type of document shall be executed. Any person(s) authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

SECTION 2 – DIRECTORS

2.1 Overview

The affairs of the Corporation shall be managed by the Board which shall consist of minimum of five (5) and maximum of sixteen (16) Directors, all of whom shall be elected as set out herein. The Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation pursuant to the Act, the Corporation's Letters Patent and the By-laws.

2.2 Election and Term

The Directors shall be elected by the Members at an Annual General Meeting or Special General Meeting called for that purposed in accordance with Section 10. The election shall be based on a show of hands unless a ballot is demanded then such election shall be by ballot.

The term of a Director shall be one (1) Operating Year. A Director may stand for re-election at the time that the said term has expired, for an unlimited number of terms.

2.3 Vacancies

The office of a Director shall be deemed to be vacated :

1. If the Director resigns his or her office by written notice to the Secretary, which resignation shall be effective at the time specified in such notice or if no date is specified then the date it is received by the Secretary;
2. If the Director dies or becomes bankrupt;
3. If the Director is found to be incapable of managing property by a court or under Ontario law; or
4. If, at a meeting of the Members, the Members by resolution removes the Director before the expiration of the Director's term of office.

2.4 Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. Any such vacancy may be filled by the Board of Directors;
2. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out herein, 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 the Members in accordance with the provisions of Section 9; and
3. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy at the same meeting of Members by a resolution.

Any Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term and must stand for election at the end of that unexpired term.

2.5 Removal of Directors

1. The Board may, by a resolution passed at a Board Meeting duly called of at least seventy-five percent (75%) of all Directors eligible to vote at such meeting, remove any Director before the expiration of his or her term of office if the vote for removal receives at least two-thirds (2/3) of the votes cast at such meeting. Any Director against whom a motion for removal is brought shall receive written notice of such motion and shall, at the meeting called to consider such motion, be given an opportunity to respond to the motion, in writing or verbally. Any vote conducted for the purpose of removing a Director shall be conducted as part of an 'in camera' session of the Board, excluding the Director against whom the motion for removal has been brought.
2. The Members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office.

2.6 Committees

Committees may be established by the Board as follows:

1. 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.

2.7 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that Directors may be reimbursed for expenses they incur in the performance of their Directors' duties that are considered reasonable by the Board.

SECTION 3 – BOARD MEETINGS

3.1 Calling of Meetings

Meetings of the Directors may be called by the Chair or any two Directors at any time and any place on notice as required by these By-laws.

3.2 Notice

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 these By-laws 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.

3.3 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.

3.4 Quorum

A quorum for the transaction of business at a Board meeting is the lesser of (i) eight (8) Directors; or (ii) one-half of the Directors then in office.

3.5 Chair

The Chair shall preside at Board meetings. In the absence of the Chair or the inability of the Chair to preside, the Vice-President shall preside at Board meetings.

3.6 Voting

Each Director has one vote. Unless otherwise set out herein, questions arising at any Board meeting shall be decided by a majority of votes.

3.7 Participating by Telephonic or Other Communications Facilities

In the event that an in-person meeting cannot be facilitated, the Board may conduct meetings entirely by telephonic or electronic means provided that participants can communicate simultaneously and instantaneously with each other.

SECTION 4 – FINANCIAL

4.1 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.

4.2 Financial Year

The Corporation financial year end shall be March 31 in each year or on such other date as the Board may from time to time by resolution determine.

SECTION 5 – OFFICERS

5.1 Officers

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

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.

5.2 Term

The term of office for Officers shall be one (1) operating year, from June 1 to May 31 of the following year.

5.3 Office Held at Board's Discretion

Any Officer 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.

5.4 Duties

Officers shall be responsible for the duties as outlined below. The Officer may delegate to others the performance of any or all of such duties as outlined.

5.5 Duties of the President

The President shall act as Chair and shall preside at meeting of the Board and the Members as described in in sections 3.5 and 9.5 as well as those described in the attached Schedule A to these By-Laws.

5.6 Duties of the Vice President

The Vice-President shall preside at meetings of the Board in the absence of the President, and perform the duties described in Schedule B, and such other duties as may be required by law or as the Board may determine.

5.7 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.

5.8 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.

SECTION 6 – PROTECTION OF DIRECTORS AND OTHERS

6.1 Protection of Directors and Officers

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:

1. complied with the Act and the Corporation's Letters Patent and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

SECTION 7 – CONFLICT OF INTEREST

7.1 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transition 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 of transaction.

SECTION 8 – MEMBERS

8.1 Members

Membership in the Corporation shall consist of individuals over the age of eighteen (18) years who are members of a hockey team operated by the Corporation or the primary contact parent of any individual under the age of eighteen (18) years who is a member of a hockey team operated by the Corporation.

The membership of an individual shall commence as of the date such individual registers to play on a hockey team operated by the Corporation and pays the applicable fees therefore and shall terminate on the on the last day that such individual may register to play on a hockey team operated by the Corporation for the next hockey season.

Members shall be entitled to receive notice of, attend, and vote at all meetings of Members and be entitled to one (1) vote per registered Member.

(The term "parent" as used above shall include anyone who falls within the definition of such term as set out in the Family Law Act R.S.O. 1990, c. F-3 as amended.)

8.2 Membership

A membership in the Corporation is not transferable and automatically terminates if the individual ceases to qualify as a Member, resigns or such membership is otherwise terminated in accordance with these By-laws.

8.3 Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing the termination of membership for violating any provision of the Letters Patent, or these By-laws, or any operating rule or code of conduct enacted by the Board at any time and from time to time.
2. The notice shall set out the reasons for the termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the 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 termination of membership.

3. For greater certainty, the foregoing is in addition to and not in substitution of any disciplinary authority of the Board under its operating rules as may be enacted at any time and from time to time.

SECTION 9 – MEMBERS’ MEETING

9.1 Annual General Meeting

The annual meeting shall be held in-person on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five (5) business days 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 these By-laws and Letters Patent.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors;
7. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for an 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.

9.2 Special Meetings

Special Meetings shall be held in-person on a day and at a place within Ontario fixed by the Board.

1. The Directors may call a special meeting of the Members; or
2. The Board shall call a special meeting on written requisition, to the Secretary, by 50 or more of the Members of the Corporation. The Special Meeting must be held within 21 days of receiving the request unless the Act provides otherwise.

9.3 Notice

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 and to the auditor or person appointed to conduct a review engagement. 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 and state the text of any special resolution to be submitted to the meeting.

9.4 Quorum

A quorum for the transaction of business at a Members' meeting is ten (10) Members who are present in-person. 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.

9.5 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 Officer as chair and if no Officer is present or if all of the Officers present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.6 Voting of Members

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

1. each Member shall be entitled to one vote at any meeting;
2. 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;
3. an abstention shall not be considered a vote cast;
4. 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;
5. 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
6. 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.

9.7 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.

9.8 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 Letters Patent 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.

SECTION 10 – NOTICES

10.1 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 shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their contact information in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.2 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of 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 the meeting or make void any proceedings taken at the meeting.

SECTION 11 – AMENDMENTS TO BY-LAWS

11.1 Amendments to By-laws

The Members may from time to time amend or repeal and replace this By-law if approved by a majority of Members at a Members meeting

Enacted by the Members on <month> <date>, 2025.

PRESIDENT

SECRETARY

SCHEDULE A – Position Description of the President

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.

Responsibilities:

Agendas - Establish agendas aligned with annual Board goals and preside over Board meetings as Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction - Serve as the Board's central point of communication of the Corporation; Facilitate the development of standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Work Plan - Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Mentorship - Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Representation - Serve as the Board's primary contact with the public.

Reporting - Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct - Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Succession Planning - Ensure succession planning occurs for the Board.

Committees – Ex-officio member of all Board committees.

SCHEDULE B – Position Description of the Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in their absence of inability or refusal to act of the President. The Vice-President shall work to support the President and the Board in achieving it's fiduciary responsibilities.

Responsibilities:

Representation - Assist the President as a primary contact with the public.

Reporting - Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct - Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship - Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Hockey Operations – Supervises all matters relating to Hockey Operations, including but not limited to: Division Structure, Team formation, Coaching, Player and Player movement, and Tryouts.

Discipline Issues - Deal with all matters relating to discipline issues, including but not limited to reporting all suspensions to the Ontario Women's Hockey Association (OWHA), consulting on discipline issues, reporting discipline issues to the Board

Sanctions - Submit sanction requests to OWHA.

SCHEDULE C – Position Description of the Treasurer

The Treasurer works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

Responsibilities:

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 disburse 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.

Board Conduct - Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship - Serve as a mentor to other Directors.

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, as the case may be.

SCHEDULE D – Position Description of the Secretary

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities:

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.

Document Management - Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

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, the Board and Board committees.