



A Policy Governance Model

for the Operation of
The Ottawa Senators AAA Minor Hockey Association
O/A Ottawa Myers Automotive AAA Hockey Association

October 2025

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General Operating Guidelines

Governance Guidelines relating to the conduct of the affairs of The Ottawa Myers Automotive AAA (the “Association”)

Preamble

The intent of this document is to provide an operating Governance Model for the Ottawa Myers Automotive AAA Minor Hockey Association. There are only several articles (if changes are required) that demand ratification at an Annual General Meeting or Special General Meeting called for that purpose. Otherwise, all business can be carried out at the Board level.

The Board of Governors is to determine the association’s future and not manage the day-to-day affairs of the same. Managing is the responsibility of the appointed employees or volunteers as set out within the Boards Ends and Limitations.

The Board sets the **Ends** of what a Policy **is to achieve**. **Limitations** are how (rules) staff or committees work within those boundaries. The Board does not get involved in the **means** to do so.

For the purpose of this document, the association’s Board of Governors understands the organization has not been incorporated.

Mandate

The Ottawa Myers Automotive AAA Hockey Association believes through the game of hockey in building a stronger community through the passion, development and competitive spirit of its players and families.

The Ottawa Myers Automotive AAA Hockey Association is a voluntary association of members and individuals established to promote this goal by ensuring amateur hockey is organized in accordance with the prescribed standards. The Ottawa Myers Automotive AAA Hockey Association is a member of Hockey Eastern Ontario AAA (herein after referred to as HEO AAA) and by virtue of this affiliation is a member of Hockey Eastern Ontario Branch (herein after referred to as HEO) and again by virtue

of this affiliation is a member of Hockey Canada, the governing body of amateur hockey in Canada.

Section I

Interpretation

1.01 Definitions

In all Governance resolutions of the Association, unless the context otherwise requires:

- (a) “**Act**” means the Corporations Act (Ontario) R.S.O. 1990, Ch. C.38 as amended from time to time, and any statute enacted in substitution thereof, and in the case of such substitution, any references in the governance model of the Association to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes.
- (b) “**Amateur**” means the definition of Amateur as set forth in the Hockey Canada Handbook (Hockey Canada Article 4A), as amended from time to time.
- (c) “**Board**” means the Board of Governors of the association.
- (d) Governance Model means this article and all other resolutions of the association as amended and which are, from time to time, in force and effect.
- (e) “**Governor**” means an elected or appointed member of the Board.
- (f) An officer is one who has signing authority of the Board and shall be any of the appointed Governors as decided by the Board.
- (g) “**Hockey Canada**” means the federal non-share capital corporation continued under the Canada Not-for-Profit Corporations Act on June 10, 2014.

- (h) “**Member**” means a member of the association and “**Members**” or “**Membership**” means the collective membership of the association.
- (i) “**Operating Policies**” means the operating policies approved by the Board in accordance with section 2.03 of this Governance Model.
- (j) “**Ordinary Resolution**” means a motion or resolution passed by a majority of the votes cast by persons entitled to vote (including those represented by proxy, where applicable) at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the Act or this Governance Model otherwise requires.
- (k) “**Proposal**” means a proposal submitted by a Member of the Association.
- (l) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (m) “**Limitations**” means the rules of the Governance Model approved by the Board in accordance with section 2.03 of this model.
- (n) “**Special Resolution**” means a motion or resolution passed by a majority of not less than two thirds (2/3) of the votes cast by persons entitled to vote (including those represented by proxy, where applicable) at the applicable meeting duly called for the purpose of considering the said motion or resolution, unless the Act or this model otherwise requires.

1.02 Interpretation

In the interpretation of this Governance Model, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and vice versa;

- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative;
- (d) the headings used in the Governance Model are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) if any of the provisions contained in the Governance are inconsistent with those
- (f) 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.

1.03 Boundaries

As determined from time to time by Hockey Eastern Ontario Minor.

1.04 Application of Hockey Canada, HEO AAA and HEO Rules

The provisions of the articles, the by-laws, the playing rules and the directives of Hockey Canada, HEO AAA and HEO shall apply in all matters except where modified by the Letters Patent and Bylaws of the Corporation which have any overriding effect by virtue of having authorization under the terms of Hockey Canada’s articles, by-laws and directives.

For clarity, modifications shall only apply when they have the effect of strengthening or stiffening the already existing provisions of the articles, bylaws and playing rules and directives of Hockey Canada and shall never be modified to in such a way as to result in a contrary position with Hockey Canada.

Section II

General

2.01 Head Office

The head office of the Corporation shall be situated in the City of Ottawa, in the Province of Ontario.

2.02 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President and any one of its officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any officer authorized to sign any document may affix the association's seal, if any, to the document.

2.03 Operating Policies and Rules

The Board may adopt, amend, or repeal by resolution such Operating Policies and Rules that are not inconsistent with the Governance Model of the Association relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the Governing Model as the Board may deem appropriate from time to time. Any Operating Policy or Rule adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

Section III

Financial and Other Matters

3.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the March 31st in each year.

3.02 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

3.03 Auditor and Level of Financial Review

The association shall be subject to the requirements relating to the appointment of an auditor and level of financial review required by the Act. No member of the Board shall be an owner, employee or shareholder of the auditing firm.

3.04 Presentation of Annual Financial Statements to Members

The association shall post copies on the association website of the financial statements and any other documents required by the Act 10 days before each annual meeting of the Members.

3.05 Borrowing

Subject to the limitations set out in the Act and this governance model, the Board may:

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge securities of the Association; or
- (c) 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 other debt or any other obligation or liability of the Association.

Section IV

Members

4.01 Membership of the Association

All parents or guardians, who have paid association fees for their son or daughter to play hockey shall be a member of the association. This shall also include non-paying members such as all team management i.e. coaching staff, trainers, and team managers. However, a member shall be paying or non-paying but cannot be both, such that the member may only have one vote.

Each member shall have the right to receive notice and attend either the Annual General Meeting or a Special General Meeting and is entitled to vote at all meetings of Members.

Each hockey player who has reached the age of 18 may also vote on matters of the association and,

Each Governor shall be a member of the association who shall automatically become members of the association within ten (10) days of being elected or appointed as Governor.

Each Governor is entitled to receive notice of, attend and vote at all meetings of Members and each such Governor shall be entitled to one (1) vote at such meetings.

There shall also be non-paying Life Members who may participate in Annual and Special General Meetings with a vote each. Additional Life Members may be added by a resolution made by the Board. *(Presently there are two; Greg Clarke and Peter Borkowski)*

4.02 Termination of Membership

Membership in the Association is terminated when:

- (a) the Member dies;

- (b) the Member ceases to maintain the qualifications for membership set out in section 4.01;
- (c) the Member is in default in accordance with section 4.04;
- (d) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective at the time the resignation is received by the association or at the time specified in the resignation, whichever is later; or
- (e) the Member is removed as a Member of the Association in accordance with section 4.05.

Subject to the constitution, upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Governor, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

4.04 Membership Fees

The Governors of the association may determine the amount and the manner in which membership fees are to be paid. Members in default shall thereupon cease to be Members of the Association. Information concerning membership fees shall be as specified in the Association's Operating Policies.

4.05 Discipline of Members

The Board may suspend or remove any Member from the Association for any one or more of the following grounds:

- (a) violating any provision of the Governance Model, By-laws, Rules or other Operating Policies of the Association;

- (b) violating any provision of the articles, rules and regulations, or playing rules of Hockey Canada;
- (c) violating any provision of the association, its rules and regulations of a Member of the Association;
- (d) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion; and/or
- (e) for any other reason the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Association.

In the event that the Board determines a Member should be expelled or suspended from membership in the association, the process shall be done in good faith and in a fair and reasonable manner. The Board shall provide fifteen (15) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Board in response to the notice received within such twenty (20) day period. In the event no written submissions are received by the Board they may proceed to notify the Member he / she is suspended or removed from membership in the Association.

Where written submissions are received in accordance with this section, The Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

4.06 Class and Condition of Membership

An individual who has had their membership in the Association suspended or terminated in the last ten (10) years must apply to the Board for special permission to become a Member of the Association. Such application to the Board must be made in writing by way of an e-mail or letter delivered to the President of the Association. The individual must provide to the Board sufficient evidence of their genuine intent and desire to further the Association's purposes and to abide by the Association's By-laws, Code of Conduct and other policies in

force from time to time. The Board shall determine, in its sole discretion, whether or not to admit such an individual as a Member of the Association. The Board may, in its sole discretion, approve the membership of such individual subject to the fulfillment of any conditions the Board deems appropriate. The Board's decision on whether or not to allow an individual hereunder to become a Member of the Association shall be final and binding.

4.07 Disciplinary Act or Termination of Membership for Cause

The Board may pass a resolution authorizing the disciplinary action of a Member, including the immediate suspension or termination of the Member's membership in the Association, on account of such Member violating any provision of the Association's By-laws, Code of Conduct or other policies in force from time to time.

The Board shall deliver a written notice of its resolution to the affected Member. The notice shall set out the reasons for the disciplinary action being taken. The Member receiving the notice shall have ten (10) days from the receipt of such notice to provide the Board with a written submission opposing the disciplinary action. Such submission must be made in writing by way of an email or letter delivered to the President of the Association. The Board shall consider the written submission of the Member in deciding whether to uphold, modify or retract the disciplinary action set forth in its written notice to the Member.

Disciplinary action of a Member can include immediate suspension or termination of membership, as well as the immediate suspension or termination of a Member's player (or players) from any Association hockey programs and team activities for the current or upcoming hockey seasons. In the event of a suspension or termination, the Member shall not be entitled to any refund of the fees paid to the Association.

Disciplinary decisions of the Board shall be carried out in accordance with the discipline policy of HEOMINOR appeal procedures and are otherwise final and binding.

Section V

Meetings of Members

5.01 Meeting of Members

A “meeting of Members” or “Members’ meetings” shall include an annual meeting of Members (AGM) and or a Special General Meeting of Members (SGM).

5.02 Annual Meetings

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board provided that the annual meeting must be held not later than 15 (fifteen) months after holding the preceding annual meeting.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) Report by the President or Vice-President of the Board’s and Associations’ activities for the previous year’s activities,
- (d) consideration of the financial statements;
- (e) report of the auditor or person who has been appointed to conduct a review engagement;
- (f) reappointment or new appointment of the auditor or person to conduct a review engagement for the coming year;
- (g) election of Governors; and
- (h) 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 annual or special general meeting unless a Member’s proposal has been given to the Association prior to the giving of notice of the annual or special general meeting in

accordance with the Act, so that such item of new business can be included in the notice of annual meeting no less than 10 days preceding the meeting to be held.

- (a) All topics being submitted for the purpose of discussion at an AGM or SGM must first be reviewed by the Board as in most instances issues can be resolved at this level. The Board also retains the right to disallow a subject matter to be presented at an AGM or SGM
- (b) No member other than the Board and subject to the approval of HEO may present a motion for the dissolution or winding down of the association.

5.03 Place of Meetings

Meetings of Members shall be held at the head office of the Association or at any place within Ontario as the Board may determine.

5.04 Special Meetings

The Board may at any time call a special meeting of the Members. The Board shall convene a special meeting on written requisition of the Members of the Association who hold at least twenty five percent (25%) of votes that may be cast at a meeting for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

A petition with names of the 25% with corresponding signatures must be submitted to the Chief Governance Officer to force such a meeting. I.E. 3 teams X 2 parents = 17 players x 3 teams x 2 x 25% = 25 members at the present time. This would equal 26 persons.

The board then shall review the subject matter and take measures to resolve the resolution.

5.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, **except** consideration of the financial statements, the audit or review engagement report, if any, an extraordinary resolution to have a review engagement **instead** of an audit or to not have an audit or a review engagement, the election of Governors and re-appointment of the incumbent auditor or person appointed to conduct a review engagement, is special business.

5.06 Notice

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to receive notice of the meeting, each Governor and the auditor or person appointed to conduct a review engagement of the Association, not less than twenty-one (21) and not more than fifty (50) days before any annual or special Members' meeting. Notice shall be given in accordance with the manner provided in section 10.01 of this constitution. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and state the text of any Special Resolution or constitutional amendment to be submitted to the meeting.

5.07 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, **except** where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called

5.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Governors, the Officers, the auditors of the Association (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 Governance Model to be present at the meeting. Any other person may be admitted only on the invitation of the CGO of the meeting or by Ordinary Resolution of the Members.

5.09 Chair of the Meeting

The President shall be the chair of the Members' meeting. If he or she is absent or unable to act, then the Vice-President shall chair the Members' meeting.

5.10 Quorum

A quorum for the transaction of business at a Members' meeting is an ordinary majority of Members entitled to vote at the meeting. Only those Members present in person shall be counted in determining whether or not a quorum is present. A quorum equates to 20 members.

5.11 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Letters Patent or Constitution or by the Act, be determined by Ordinary Resolution.

The President or his / her replacement may vote on a resolution to tie and defeat a motion or to vote and pass a resolution in the event of a tie. The President or his / her replacement may also abstain from voting in the event of a tie to defeat a resolution.

5.12 Voting Procedure

At all meetings of Members, every question shall be decided by a show of hands, unless a poll on the question is required by the chair of the meeting or requested by any Member. Whenever a vote by a show of hands has been taken upon a

question, a declaration by the chair that a Resolution has been carried or lost by a particular majority is determinative and an entry to that effect in the minutes of the Association is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion, except in such cases where a poll is conducted.

5.13 Secret Ballot

If, at any meeting, a secret ballot is requested, it shall be taken in the manner as the chair of the Members' meeting directs. The result of a secret ballot shall be deemed to be the Resolution of the meeting at which the secret ballot was requested. A request for a secret ballot may be withdrawn at any time prior to its taking. If secret ballots are utilized at any meeting, such secret ballots are to be destroyed following the completion of the meeting.

Secret ballots shall be used in the election of Governors to the Board. Scrutinizers for the counting of such votes shall be one Governor of the Board and one member chosen from the paying membership who is not a member of the board.

5.14 Proxies

In this Part,

- A. "proxy" means an authorization by means of which a member has appointed a proxyholder to attend and act on the member's behalf at a meeting of the members. 2010, c. 15, s. 63.

Proxies

- B. Every member entitled to vote at a meeting of the members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders, who need not be members, 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. 2010, c. 15, s. 64 (1).

Signature

- C.
 - (i) A proxy must be signed,
 - (ii) by the member or the member's attorney; or
- D. if the member is a body corporate, by an officer or attorney of the body corporate duly authorized. 2010, c. 15, s. 64 (2).

Form of proxy

- E. Every proxy must be in a form that complies with the regulations. 2010, c. 15, s. 64 (3).

Time limit for deposit

- F. The directors may by resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the members before which time proxies to be used at that meeting must be deposited with the corporation or an agent of the corporation, and any period of time so fixed must be specified in the notice calling the meeting. 2010, c. 15, s. 64 (4).

Validity

- G. A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting. 2010, c. 15, s. 64 (5).

Revocation

- H. A member may revoke a proxy,
 - (i) by depositing in accordance with subsection (7) a revocation that is signed by the member or by the member's attorney; or
 - (ii) in any other manner permitted by law. 2010, c. 15, s. 64 (6).

Time of revocation

- I. The revocation must be received,
 - (i) at the registered office of the association at any time up to and including the last business day before the day of the meeting or, if the meeting is adjourned, of the continued meeting, at which the proxy is to be used; or
 - (ii) by the chair of the meeting on the day of the meeting or, if it is adjourned, of the continued meeting. 2010, c. 15, s. 64 (7).

Mandatory solicitation of proxy

- J. (J) The association may send, or otherwise make available, a form of proxy to each member who is entitled to receive notice of the meeting concurrently with or before giving notice of the meeting. 2010, c. 15, s. 65.

Proxyholder

- K.
 - (i) A person who is appointed a proxyholder shall attend in person, or cause an alternate proxyholder to attend, the meeting in respect of which the proxy is given and shall comply with the directions of the member who appointed the person. 2010, c. 15, s. 66 (1).

Rights of proxyholder

- (ii) A proxyholder or an alternate proxyholder has the same rights as the member who appointed him or her to speak at a meeting of the members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting in respect of any matter by way of a show of hands. 2010, c. 15, s. 66 (2).

Vote by show of hands

- (iii) Despite subsections (1) and (2), if the chair of a meeting of the members declares to the meeting that, to the best of his or her belief, if a ballot is conducted, the total number of votes of members represented at the meeting by proxy required to be voted against a matter or group of matters to be decided at the meeting is less than 5 per cent of all the votes that might be cast at the meeting on such ballot, and if a member, proxyholder or alternate proxyholder does not demand a ballot,
 - i. the chair may conduct the vote in respect of that matter or group of matters by a show of hands; and
 - ii. a proxyholder or alternate proxyholder may vote in respect of that matter or group of matters by a show of hands. 2010, c. 15, s. 66 (3).

Voting by mail or by telephonic or electronic means

L.

- (i) A corporation may provide in its by-laws for voting by mail or by telephonic or electronic means, in addition to or instead of voting by proxy. 2010, c. 15, s. 67 (1).

Same

- (ii) Voting by mail or by telephonic or electronic means may be used only if,
 - i. the votes may be verified as having been made by members entitled to vote; and
 - ii. the corporation is not able to identify how each member voted. 2010, c. 15, s. 67 (2).

5.14 Adjournments

Subject to other provisions of this Governance Model, any meeting of Members may be adjourned to any time and from time to time by the chair of Members' meetings with the consent of the meeting and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place in accordance with the notice calling the same, provided that no notice of such adjournment need to be given to the Members.

5.15 Rules of Order

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this Governance Model or by the Acts, shall be determined by the chair of the meeting in accordance with the most current edition of ***Robert's Rules of Order***.

Section VI

Governors

6.01 Number of Governors

The Board shall consist of Five (5) Governors, plus representatives from parent associations. To increase this number shall be first agreed upon by a Four (4) governors and then ratified at a members meeting. In no event shall the number of Governors be less than Five (5). To do so shall take a meeting of the members for that purpose with 50% plus 1 of the overall membership in attendance and with a two thirds (2/3rd) majority vote.

6.02 Qualifications

Each Governor shall be an individual who is not less than twenty five (25) years of age.

Each Governor shall at the time of his or her election or within ten (10) days thereafter be a Member of the Association. It is not necessary for a Governor to be a paying member.

No person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt shall be a Governor.

6.03 Composition of Board

The composition of the Board shall be as follows:

- (a) One (1) Governor shall be the President (Officer)
- (b) One (1) Governor shall be the Vice President (Officer)
- (c) Three (3) Governors will be at large
- (d) One (1) Governor representing Myers Automotive Group
- (e) One (1) Governor shall be the Past President (as ex-officio, without vote)

6.04 Election of Governors and Term

- (a) The Board may accept applications for vacant Board positions.
- (b) Governors may also be nominated by the members by written notice to the President 15 days in advance of an AGM or SGM.
- (c) Two Governors, shall be elected by the entire Membership in “even” years for a term of two (2) years or as determined by Ordinary Resolution of the Members.
- (d) Three Governors shall be elected in “odd” years for a term of three (3) years or as determined by Ordinary Resolution of the Members.

- (e) No Governor may have a membership on the Board in excess of five (5) years.
- (f) The President and Vice President shall be determined from within the newly elected or residing board membership *and not through* voting at an Annual General Meeting or Special General Meeting.
- (g) If Governors are not elected at a meeting of Members, the incumbent Governors shall continue in office until their successors are elected.
- (h) Any Governor may re-apply for nomination to the Board after a minimum four (4) years absence from the Board. However, again shall not hold office in excess of five (5) years.

6.05 Ceasing to Hold Office

The office of a Governor shall be vacated immediately:

- (a) if the Governor dies;
- (b) if the Governor resigns office by written notice to the Board, which resignation shall be effective at the time it is received by the Board or at the time specified in the notice, whichever is later;
- (c) if the Governor no longer fulfils all of the qualifications to be a Governor set out in section 6.02, as determined in the sole discretion of the Board; and
- (d) if, at a meeting of Members of the Association called for that purpose, the Members determine by a Special Resolution that a Governor be removed from office provided that the Governor is first given an opportunity to be heard.

Where a person is no longer a Governor, then such person shall be deemed to have also automatically resigned as a Member, an Officer and/or a committee member.

6.06 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board.

Any committee shall have a membership consisting of not less and not more than five (5) members of which, quorum shall be three (3) of its members. The board shall determine the Committee Chair, the parameters of which the committee shall operate the policy of end result, limitations and have the committee recommend its benchmarks for success and evaluation. Committees are only advisory to the Board and cannot implement recommendations on its own.

6.07 Conflict of Interest

A conflict of interest shall exist when a Governor or employee of the Association has a financial interest by reason of ownership of, control of, or the exercise of power over any interest in any corporation, company, association, or firm, partnership, proprietorship, or any other business entity of any kind or character which is uniquely affected by proposed or pending decisions of the Board; or who is an officer, director or board member of any hockey team, club, association, or league who is a Member of the Corporation. Any individuals with conflicts of interest shall not be elected or appointed as Governors of the Association. No Governor shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Association unless the provisions of the Act are complied with and approval of the court is obtained.

6.08 Remuneration of Governors

Governor(s) may serve with remuneration, at the discretion of the Board. A Governor shall not be prohibited from receiving compensation for services provided to the association in another capacity, providing the service does not represent a conflict of interest.

6.09 Remuneration of Officers, Agents, Employees

The Governors of the association may fix the reasonable remuneration of the Officers, committee members and employees of the Association and may delegate any or all of this function as it determines to be appropriate. Any Officer, committee member or employee of the Association may receive reimbursement for their expenses incurred on behalf of

the Association in their respective capacities as an Officer, committee member or employee, subject to any policy in this regard that may be adopted by the Board from time to time

6.10 Confidentiality

Every Governor, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

Section VII

Meetings of Governors

7.01 Calling of Meetings

Meetings of the Governors may be called by the President, the Vice President or any two Governors at any time and any place on notice as required by this Governance Model.

7.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 10.01 of this Governance Model to every Governor and member of the board for the Association not less than 48 hours before the time when the meeting is to be held.

7.03 Participation at Meeting by Telephone or Electronic Means

If a majority of the Governors consent, either at a Board meeting by Resolution or by consents signed individually by a majority of the Governors, a meeting of the Board of Governors may be held by telephone conference call or by other electronic means that permits each Director to communicate adequately with each other, provided that:

- (a) the Board of Governors has passed a Resolution addressing the mechanics holding such Board meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each Governor has equal access to the specific means of communication to be used; and
- (c) each Governor has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting of Governors.

7.04 Quorum

Subject to the Governance Model, a majority of the number of Governors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, Governors may be present in person, or, if authorized under this Governance Model, by teleconference and/or by other electronic means.

7.05 Votes to Govern

Each Governor may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In the event a resolution and or motion is tied, the Chair may cast a deciding vote. The Chair may also cast a vote to tie a resolution or motion causing a defeat of the resolution or motion. The Chair may also choose to abstain from voting.

7.06 Voting Procedures

At all meetings of the Board, every question shall be decided by a show of hands unless a secret ballot on the question is required by the Chair or requested by any Governor. When a recorded vote on the question is required by the Chair requested by any Governor, the Secretary shall record the names of the Governors and whether they voted in support or opposition. A declaration by the Chair that a Resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number of proportionate votes recorded in favor or against the Resolution.

Section VIII

Protection and Indemnity

8.01 Protection and Indemnity to Governors, Officers and Others

(a) **Protection of Governors, Officers and Others**

Except as otherwise provided in the Act, no Governor, Officer, Member, committee member, employee or volunteer shall be liable for the acts, receipts, neglects or defaults of any other Governor, Officer, Member, committee member, employee or volunteer of the Association or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys, securities or effects of or belonging to the Association shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person (with “person” in this section to include corporations, partnerships, joint ventures, sole proprietorships, unincorporated associations and all other forms of business organizations) including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any

moneys, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Governor's, Officer's, Member's, committee members, employee's or volunteer's respective office or trust or in relation thereto unless the same shall happen by or through such person's wilful neglect or default.

(b) Indemnity to Governors, Officers and Others

Every Governor, Officer, Member, committee member, employee and volunteer of the Corporation, and his/her/its heirs, executors and administrators, and estate and effects, respectively, who has undertaken or is about to undertake any liability on behalf of the Corporation, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against the following:

- i. all costs, charges and expenses whatsoever that such Governor, Officer, Member, committee member, employee and volunteer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Governor, Officer, Member, committee member, employee and volunteer for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
- ii. all other costs, charges and expenses that the Governor, Officer, Member, committee member, employee and volunteer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by their own willful neglect or default.

(c) Indemnity to Others

The Association may also indemnify such other persons in such other circumstances as the Act or the law permits or requires. Nothing in this Governance Model shall limit the right of any person entitled to indemnity

to claim indemnity apart from the provision of this Governance Model to the extent permitted by the Act or the law.

8.02 Insurance

The Association may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Association pursuant to section 9.01 as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Governor , an Officer of the Corporation; or
- (b) in the individual's capacity as a Governor or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request.

Section IX

Notices

9.01 Method of Giving Notices

Any notice required to be sent to any Member 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 Governor at their latest address as shown in the records of the Association and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Governor known to the Association; 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.

Section X

Amendment of this Governance Model

10.01 Amendment of Governance Model

Notwithstanding the Act, THE GOVERNANCE MODEL of the Association may only be amended - changed by a Resolution of the Board at a meeting called for that purpose. A resolution requires a majority vote in the affirmative. Providing notice of meeting(s) has been met as set out.

Next, a sanctioned Meeting of Members duly called for the purpose of considering the said amendment shall be called, provided that notice of such Members meeting shall be given at least fourteen (14) days prior to such membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

Depending upon the nature of business, the resolution shall be first put to the members to determine if it shall become a by-law warranting a 2/3rds majority vote. Then the actual resolution shall be voted upon. If not a by-law, then a normal resolution will only be warranted.