

SHAMROCK HOCKEY LEAGUE BY-LAWS AND CONSTITUTION

BY-LAW NUMBER 1 - dated this ___9th___ day of __April___ , 2000

BY-LAW NUMBER 2 - dated this ___8th___ day of __April___ , 2002

A by-law relating generally to the transaction of the affairs of SHAMROCK HOCKEY LEAGUE as follows:

HEAD OFFICE

1. The Head Office of the League shall be in the residence of the current Secretary of the League in any given year, in the Province of Ontario, and as such place therein as the members may from time to time determine.

BOARD OF MEMBERS

2. The affairs of the league shall be managed by a board of representatives from the organizations registered with the League. Each organization shall appoint a representative in good standing to act and vote on behalf of their respective organizations.

QUORUM AND MEETINGS

3. Nine (9) members shall form a quorum for the transaction of business. Except as otherwise required by law, the board may hold its meetings at such place or places as it may from time to time determine, but it must meet at least once in the months of January, February, March, April, September, October, November and December in each year. No formal notice of any such meeting shall be necessary if all the members are present, or if those absent have signified their consent to the meeting being held in their absence. Meetings may be formally called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of three (3) members. Notice of such meetings shall be delivered, telephoned, faxed, E-Mailed to each director not less than three (3) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting, no notice

need be sent. A members' meeting may also be held, without notice, immediately following the annual meeting of the League. The members may consider or transact any business either special or general at any meeting of the League.

ERRORS IN NOTICE

4. No error or omission in giving such notice for a meeting of the members shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING

5. Questions arising at any meeting of members shall be decided by a majority of votes. The President/ Chairman shall have a vote only in case of an equality of votes. All votes at such meeting shall be taken by ballot if so demanded by any member present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration, by the President/ Chairman that a resolution has been carried and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his duties may be performed by the Vice-President or such other member as the board may from time to time appoint for the purposes.

POWERS

6. The members of the League may administer the affairs of the League in all things and make or cause to be made for the League, in its name, any kind of contract which the League may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the League is by its charter or otherwise authorized to exercise and do.

REMUNERATION OF MEMBERS

7. The members shall receive no remuneration for acting as such.

OFFICERS OF THE LEAGUE

8. There shall be a President, a 1st (first) Vice-President, a 2nd (second) Vice-President, a Secretary, a Treasurer and an immediate Past-President and such other officers as the board of directors may determine by by-law from time to time. No person may hold more than one (1) office. The President, 1st (first) Vice-President, 2nd (second) Vice-President, Secretary and Treasurer shall be elected by the members from among their number at the annual meeting of the League, provided that in default of such election, the then incumbents, being members of the League, shall hold office until their successors are elected. In order to be elected President of the League, a person must have been a member of the League for at least one (1) full year term.

DUTIES OF THE PRESIDENT

9. The President shall, when present, preside at all meetings of the members of the League. The President shall also be charged with the general management and supervision of the affairs and operations of the League. The President with the Secretary or other officers appointed by the League for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his/her duties and powers may be exercised by the First Vice-President, Second Vice President, or such other member as the League, may from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF THE FIRST (1st.) VICE PRESIDENT

10. The 1st Vice-President shall be charged with supervision and chairmanship of sub-committees which deal with the affairs and operations of the League. The 1st Vice-President and/or the 2nd Vice President will attend Regional meetings on behalf of the League for scheduling and League affairs which affect the day to day course of the League. The 1st. Vice-President will be the liaison with the Travelling Teams of each centre/member.

DUTIES OF THE SECOND (2nd.) VICE PRESIDENT

11. The 2nd Vice-President shall be charged with supervision and chairmanship of sub-committees which deal with the affairs and operation of the League. The 2nd Vice-President along with the 1st Vice President will attend Regional meetings on behalf of the League for scheduling and League affairs which affect the day to day course of the corporation. The 2nd. Vice-President will be the liaison with the Additional Entry Travelling Teams.

DUTIES OF THE SECRETARY

12. The Secretary shall be ex officio clerk of the League. He or she shall attend all meetings of the League and record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices required to be given to members. He or she shall be the custodian of the seal of the League and of all books, paper records, correspondence, contracts and other documents belonging to the League which he or she shall deliver up only when authorized by a resolution of the members to do so and to such person or persons as may be named in the resolution. He or she shall handle all correspondence on behalf of the League and shall perform such other duties as may from time to time be determined by the members.

DUTIES OF THE TREASURER

13. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the League in proper books of account and shall deposit all moneys or other such valuable effects in the name and to the credit of the League in such bank or banks as may from time to time be designated by the members. He or she shall disburse the funds of the League under the direction of the members, taking proper vouchers therefore and shall render to the members at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the League. He or she shall also perform such other duties as may from time to time be determined by the members.

DUTIES OF MEMBERS

14. The duties of all other members of the League shall be such as the terms of their engagement call for or the League requires of them. The members are required to relay rules, regulations and information from the general meetings (monthly) of the Shamrock Hockey League which are intended to keep all executive members, team officials, players and parents informed and involved. A member of each organization must attend each meeting or send a designate representative in their absence. An attendance sheet must be signed as proof. If a team does not have a representative in attendance at a general meeting they shall be fined, the amount as set by the members at the beginning of each season and as shown in the Rules of Operation for the League.

EXECUTION OF DOCUMENTS

- 15.** Deeds, transfers, licenses, contracts and engagements on behalf of the League shall be signed by either the President or 1st Vice-President and by the Secretary, and the Secretary shall affix the seal of the League to such instruments as require the same. Contracts in the ordinary course of the League's operations may be entered on behalf of the League by the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer or by any person authorized by the members. Notwithstanding any provisions to the contrary contained in the by-laws of the League, the members may at any time by resolution direct the manner in which, and the person or persons whom, any particular instrument, contract or obligations of the League may or shall be executed.

BOOKS AND RECORDS

- 16.** The members shall see that all necessary books and records of the League required by the by-laws of the League or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

- 17.** The membership shall consist of:
- a) the applicants for the League, which consist of one individual from each centre registered with the League;
 - b) the current executive members of the League;
 - c) such other individuals and such Leagues, partnerships and other legal entities as are admitted as members by the League.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.

DUES

- 18.** There shall be dues/fees payable by member organizations each year to be eligible to vote as a member, which vote shall become effective only when confirmed that those dues/fees have been received by the Treasurer of the League. The dues or registration fee shall be verified each year and inserted into the Rules of Operation.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice the members in default shall thereupon automatically cease to be members of the League, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the members.

ANNUAL AND OTHER MEETINGS OF MEMBERS

- 19.** The annual or any other general meeting of the members shall be held at the office of the League or elsewhere in Ontario as the board of directors may determine and on such day as the said members shall appoint. In addition to the annual meeting of the members, there shall be at least one (1) general meeting of the members in each year to keep the membership informed of the general activities of the League.

At every annual meeting, in addition to any other business that may be transacted, the report of the members, the financial statement and the report of the auditors shall be presented and an executive elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The members or the President or 1st Vice-President or 2nd Vice-President or shall have power to call at any time a general meeting of the members of the League. Notice of the time and place of members' meetings, annual or general, shall be given to each member by publishing said notice, at least ten (10) days before the time fixed for the holding of such meeting; provided that any meetings of the members may be held at any time and place without such notice if all members or the League are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted as the League at annual or general meetings may transact.

ADJOURNMENTS

- 20.** Any meetings of the League or of the members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

21. A quorum for the transaction of business at any meeting of members shall consist of not less than Nine (9) members present in person.

VOTING OF MEMBERS

22. Subject to the provisions, if any, contained in the Letters Patent of the League, each member of the League shall at all meetings of members be entitled to one (1) vote and he/she may vote by proxy. Such proxy need not himself / herself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his/her constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the League unless he or she has paid all dues and fees, if any, then payable by him or her.

At all meeting of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the League, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any other member. Upon a show of hands, every member having voting rights shall have one (1) vote, and unless a poll be demanded a declaration by the President/Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the League shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. Whether any vote be upon a show of hands or by a poll, the President/Chairman shall only be entitled to a vote in case of any equality of votes.

FINANCIAL YEAR

23. Unless otherwise ordered by the board of directors the fiscal year of the League shall terminate on the ___Last___ day of ___March___ in each year.

CHEQUES, ETC.

24. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the League, shall be signed by such officer or officers, agent or agents of the League and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and cheques for deposit with the League's bankers for the credit of the League, or the same may be

endorsed “for collection” or “for deposit” with the bankers of the League by using the League’s rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the League and the League’s bankers and may receive all paid cheques and vouchers and sign all the bank’s forms or settlement of balances and release or verification slips.

DEPOSITS OF SECURITIES FOR SAFEKEEPING

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

NOTICE

- 26.** Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given if delivered to his/her recorded address or if mailed to him/her at his/her recorded address by prepaid air or ordinary mail, or if sent to him/her at his/her recorded address by any means of prepaid transmitted or recorded communication or if published in the St. Marys Journal Argus. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch; and a notice so published in the St. Marys Journal Argus shall be deemed to have been given on the day it is published. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him/her to be reliable.

BORROWING

27. The directors may from time to time:
- a) borrow money on the credit of the corporation; or
 - b) issue, sell or pledge securities of the corporation; or
 - c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any obligation or liability of the corporation.

From time to time the directors may authorize any director, officer or employee of the corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the corporation as the directors may authorize, and generally manage, transact and settle the borrowing of money by the corporation.

AMENDMENTS

28. This by-law may be amended from time to time by the board of directors but no amendments shall be valid until notice of it has been given to the members and it has been approved by a two-thirds majority of members present in person or by proxy at a meeting called for the purpose of considering the amendment, whether a special meeting is called for that purpose or a general meeting is called for that and other purposes.

Any member may propose amendments to this by-law for approval by the members at any annual meeting. Written notice or any proposed amendments must be delivered to the Secretary not later than fifteen (15) days prior to the date of the annual meeting. Any such amendment must be approved by a two thirds majority of members present in person or by proxy at the annual meeting and shall, subject to its own wording, be effective from its approval by the members.

INTERPRETATION

29. In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise required, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the

case may be, and vice versa, and references to persons shall include firms and corporations.

IMMEDIATE PAST PRESIDENT

- 30. The Immediate Past President shall have full voting privileges for regular business meetings and Executive meetings. The Immediate Past President shall chair the Annual meeting and the nominations committee. The League or Executive may appoint the Immediate Past President other duties.

PAST PRESIDENT

- 31. The Past Presidents shall not have voting privileges. The Past Presidents are welcome to attend Regular and/or Annual meetings. The Executive may appoint a Past President duties to participate on Ad Hoc committees or perform other duties

By-law #1 passed by the board of members on the 9th day of April, 2000

By-law #2 passed by the board of members on the 8th day of April, 2002

PRESIDENT

SECRETARY

I hereby certify that this By-Law was approved by a two thirds majority of the members present at a meeting held on the _____ day of _____ 2002.

SECRETARY