

HP CONFERENCE AIMS AND OBJECTIVES

1. To promote by scheduling and governing an excellent extra-curricular sports program for eligible students among the schools of the Conference.
2. To encourage a high degree of sportsmanship.
3. To strive in all cases to achieve the greatest good for the greatest number of participants.
4. To promote and maintain a spirit of harmony.
5. The Huron Perth Athletic Conference will work to promote a safe and healthy environment for all student athletes. It is the expectation of the Huron Perth Athletic Conference that there be no harassment, abuse, bullying or hazing of any participant in any of our athletic programs. Any violation of this expectation will be dealt with by school administration following the provisions of the Safe Schools Act.

HP CONFERENCE BY-LAWS

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ARTICLE 1 - GENERAL

Section 1 – Purpose

These By-laws relate to the general conduct of the affairs of the Huron-Perth Conference, a provincial corporation incorporated under the Act and hereinafter referred to as the Conference in these By-laws.

Section 2 – Definitions

The following terms have these meanings in these By-laws:

- a. *Act* – the *Ontario Not-for-Profit Corporations Act, 2010*, as amended.
- b. *Conference* – the Huron-Perth Conference.
- c. *Auditor* – an individual, partnership or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Conference for a report to the Members at the next Annual Meeting in accordance with the Act.
- d. *Board* – the Board of Directors of the Conference.
- e. *Days* – days including weekends and holidays.
- f. *Delegate* – the individual appointed to represent a Member.
- g. *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- h. *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- i. *Member* – A school which meets the requirements of membership as stated in these By-laws.
- j. *Officer* – an individual appointed to serve as an Officer of the Conference pursuant to these By-laws.
- k. *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- l. *Playing Regulations* – sport specific rules of play at the various Championships and Festivals sponsored by the Conference.
- m. *Procedures* – the procedures related to the operations of the Conference.
- n. *Special Resolution* – a resolution that is submitted to a special meeting of the Members of the Conference duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or consented to by each Member of the Conference entitled to vote at a meeting of the Members of the Conference.

Section 3 – Registered Office

The registered office of the Conference will be located within the Province of Ontario.

Section 4 – No Gain for Members

The Conference will be carried on without the purpose of gain for its Members and any profits or other accretions to the Conference will be used in promoting its objects.

Section 5 – Ruling on By-laws

Except as provided in the Act, the Board will have the authority to interpret any provision of these

By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Conference.

Section 6 – Conduct of Meetings

The current edition of Robert’s Rules of Order is the parliamentary authority of the Conference and shall govern it except where inconsistent with governing legislation, the corporate charter, the By-laws, or any special rules of order adopted by the Conference.

Section 7 – Interpretation

Words importing the singular will include the plural and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

A R T I C L E 2 - MEMBERSHIP

Section 1 – Classes of Membership

The Conference shall consist of secondary schools admitted to the Conference as Members by Ordinary Resolution of the Board of Directors (or designate), which meet the membership requirements stated in these By-laws, and that have applied and been accepted as Members.

Current Member schools are listed in **SCHEDULE A**.

Section 2 – Conditions for Membership

Each Member shall:

- a. Participate in a minimum of two major sports per year for girls, and two major sports a year for boys. A major sport is defined as a sport that runs over a period of time with a league schedule prior to the Huron-Perth championships.
- b. Take convenorships
- c. Sit on Committees
- d. Take a rotational order for convening Track & Field and other activities. In sports that have a rotation for convening (Cross Country, Field Hockey, Golf, Badminton, Curling, Hockey, Nordic Skiing, Swimming, Track & Field), if a school is scheduled to convene but has no team, then their place in the rotation will be swapped with the next school in the rotation.
- e. Pay all expenses related to membership (i.e., Conference fees, WOSSAA fees, referee fees, website fees, etc.)

Section 3 – Admission and Renewal of Membership

Any candidate that is a part of the Avon-Maitland Board of Education or the Huron-Perth Separate School Board will be admitted as a Member, or renewed as a Member if:

- a. They meet the definition of Member as defined in these By-laws;
- b. The candidate has made an application for membership in a manner prescribed by the

- Conference;
- c. The candidate has paid membership fees in the manner and time prescribed by the Conference;
 - d. The candidate agrees to uphold and comply with the By-laws, Procedures, and policies of the Conference;
 - e. The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board; and
 - f. The candidate meets any other conditions of membership as determined by the Board.

Secondary schools outside of the Avon-Maitland Board of Education or the Huron-Perth Separate School Board wishing to gain approval for admittance to the Conference must first gain approval from the Conference by applying for membership directly to the President in writing.

The deadline for applying for admission to the Conference is February 1st prior to the school year of admission. Before applying for admission, any applicants outside the two school boards must secure the sponsorship of two Member schools, the sponsorships being arrived at after consultation between the administration and the athletic departments of these two schools. The applicant school will then be dealt with at a meeting of the Members of the Conference. Approval for endorsement by the Conference may then be gained by majority vote of the membership.

On gaining approval of the Conference, an application must then be made by the President, on behalf of the applicant school, to the Directors of the Avon Maitland Board of Education and the Huron-Perth Separate School Board for final approval. When approval is given by both school boards, the President will notify the applicant school in writing of the decision.

Section 4 – Membership Year and Fees

Unless otherwise determined by the Board, the membership year of the Conference will be September 1 to August 31.

Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Conference.

Annual fees must be paid each year and if a Member neglects to pay fees for one full year, that Member is automatically suspended from the Conference. The suspension may be lifted only when the offending Member, on presenting its case the following year, pays the amount in arrears and is given the permission of the Conference.

Section 5 – Transfer, Suspension, and Termination of Membership

Membership in the Conference is non-transferable.

In addition to the provisions in **Section 6**, membership in the Conference may terminate immediately upon:

- a. The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;

- b. The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
- c. Resignation by the Member by giving written notice to the Conference;
- d. Dissolution of the Member;
- e. Dissolution of the Conference; or
- f. In accordance with these By-laws.

A Member may not resign from the Conference when the Member is subject to disciplinary investigation or action of the Conference. Any fees, subscriptions or other monies owed to the Conference by suspended or expelled Members will remain due.

Section 6 – Discipline of Members

In addition to termination of membership for failure to pay membership fees, a Member, or a segment thereof, may be disciplined in accordance with the Conference's policies and procedures relating to the discipline of Members or, upon fifteen (15) days written notice to a Member or segment thereof, the Board may pass a resolution authorizing disciplinary action, suspension, or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action, suspension, or termination of membership. The Member, or segment thereof, receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member, or segment thereof, before making a final decision regarding disciplinary action, suspension, or termination of membership.

A Member may be disciplined for reasons including but not limited to:

- a. Failing to follow the Procedures and Playing Regulations
- b. Failing to pay fees
- c. Failing to have a delegate represent the Member at a meeting of the Members
- d. Failing to accept a convenorship or serve on committees
- e. Forcing the Conference to impose a conservatorship on the Member
- f. Failing to fulfil schedule obligations

Section 7 – Good Standing

A Member will be in good standing provided that the Member:

- a. Has not ceased to be a Member;
- b. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c. Has completed and remitted all documents as required by the Conference;
- d. Has complied with the By-laws, Procedures, policies, and rules of the Conference;
- e. Is not subject to a disciplinary investigation or action by the Conference, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f. Has paid all required membership fees.

Members that cease to be in good standing, as determined by the Board or any appointed

Disciplinary Panel will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE 3 – ORGANIZATIONAL STRUCTURE

Section 1 – Board of Directors (formerly known as the ‘Executive’)

The Board of Directors of the Conference is responsible for the overall governance of the Conference and is empowered to transact Conference business between meetings of the Members. The Board is responsible for:

- a. Approval of organizational governance policies.
- b. Approval of the annual budget.
- c. Leadership of strategic planning.
- d. Hiring of all senior staff and managing senior staff.
- e. Communicating with membership and all other relevant parties.
- f. Receiving recommendations from ad hoc and standing Committees.
- g. Performing any other duties from time to time as may be in the best interests of the Conference.

After transitioning to the comply with the new Act, the duties of the Board of Reference – General are now handled by the Board of Directors.

The composition, election/ratification and appointment of Directors, Board meetings, and other duties of the Board are outlined in Article 5.

Section 2 – Committees (formerly known as Boards of Reference)

The Board may appoint standing or ad hoc committees as it deems necessary for managing the affairs of the Conference and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

The purpose of these committees is to be a reference for the Board and/or Members and they will examine specific issues which may arise from time to time. These committees will meet, when necessary, as a result of direction received from the Board.

Section 3 – Convenors

Convenors will be named using the Convenor Rotating Table or will have their names brought forward by their Athletic Director.

Duties of Convenors

- i. Plan the activity at the Conference level, including playdowns or tournaments required to determine a Conference champion.

- ii. Suggest to the Board any rule or organizational changes to improve the activity.
- iii. Name such assistants required to adhere to the general principles of the Conference.
- iv. Make all necessary arrangements for the proper conduct of the activity. The convenor shall not incur any new financial obligations to the Conference or depart from accepted procedure without first obtaining the approval of the Executive Director.
- v. Submit to the Executive Director the following:
 - a. The proposal form as soon as plans are complete
 - b. The report form as soon as possible after conclusion of the event
 - c. The financial report as soon as possible after the event
- vi. Adhere to the regulations of the Board and to the guidelines in the playing regulations.
- vii. Convenors should consult with the previous convenor. When a convenor completes their term it is expected that any electronic documents will be forwarded to their successor

Section 5 – Executive Director

The Executive Director shall be appointed by the Board for a period of two years. The appointment shall be made at the Annual Meeting in an odd numbered year. The duties shall be assumed later that year. Any interested party may apply to the President with a resume.

- a. The President will post a notice outlining requirements, duties, dates, etc.
- b. A deadline will be set for the submission of applications to the President
- c. A committee, which will include a Principal representative and be a minimum of three members, will review all applications.
- d. If numbers allow, a minimum of two candidates will be interviewed
- e. The successful candidate will be named at the Annual Meeting.

The Executive Director:

- a. shall call all meetings of the Members and meetings of the Board
- b. shall be empowered to make decisions as required during the intervals between meetings of the Board. All decisions must be accepted, amended or rescinded at the next meeting of the Board
- c. shall provide financial statements at each meeting of the Members.
- d. shall be responsible for updating of the By-laws as changes are made at meetings of the Members
- e. shall be responsible for such duties as usually pertain to the office of Secretary and Treasurer.
- f. shall be responsible for producing the Huron-Perth Conference Schedule of Events (and maintaining the website)
- g. shall act as non-voting recording chairperson of any standing Committees, shall maintain records and files of all such meetings, and shall be responsible for all correspondence with regard to those meetings.

ARTICLE 4 - MEETINGS

Section 1 – Annual Meeting (Member Meeting)

The Conference will hold meetings of Members at such date, time and place as determined by the

Board within the Province of Ontario. The Annual Meeting will be held in the summer (typically in June) and within fifteen (15) months of the last Annual Meeting. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements or auditor's report.

Section 2 – Special Meetings (Member Meeting)

A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Conference 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.

Section 3 – Characteristics of Meetings of the Members

a. Agenda

The agenda of the Annual Meeting may include the following:

- Call to order
- Establishment of quorum
- Presentation of the agenda
- Approval of minutes of the previous Annual Meeting
- Report of Executive Director / Staff reports
- Financial Report / Presentation of audited financial statements
- Appointment of auditor
- Election/Ratification of Board of Directors
- Business as specified in the meeting notice
- Adjournment

b. Attendees

The only persons entitled to attend a meeting of the Members (Annual or Special) are the Board, Delegates representing Members, the auditors of the Conference and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Board.

c. Meetings by Electronic Means

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Conference makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

d. Notice

Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing no fewer than ten (10) days and not more than fifty (50) days prior to

the date of the meeting. Notice will contain a proposed agenda, reasonable information to permit Members to make informed decisions, the slate of Directors, and the text of any resolutions or amendments to be decided.

e. Waiver of Notice

Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

f. Error or Omission in Giving Notice

No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

g. New Business

No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's Proposal, has been submitted to the Conference sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. This includes proposed amendments to the By-laws or the Procedures of the Conference.

The Executive Director shall circulate all Member's Proposals to the Members a minimum of thirty (30) days prior to their respective meeting.

Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all motions/resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

In extraordinary circumstance(s) the Board may authorize receipt of a motion(s) from an Ad Hoc Committee or Standing Committee outside the stated period. The sixty-day submission requirement and thirty-day Board circulation requirement may be suspended by a Special Resolution of the Board to consider the amendment. The minimum notice of ten (10) days to Members is still required in such circumstances.

h. Quorum

Delegates representing a majority of the Members of the Conference will constitute quorum for meetings of the Members.

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.

i. Scrutineers

At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

j. Chair of Meetings of Members

The President of the Conference will be the Chair of all meetings of Members unless another individual is designated by the Board or the Chair.

k. Voting at Meetings of Members

Members will have the following voting rights at all meetings of the Members:

- i. Each Member may appoint a delegate (who will typically also be the individual hailing from the Member who is serving on the Board) who will have one (1) vote.
- ii. No proxy votes will be permitted.
- iii. For the **By-laws** of the Conference an Ordinary Resolution (a majority of votes cast) will decide each issue/motion/resolution. This includes proposed amendments to the By-laws that are **not** considered Fundamental Changes as per Article 11 (which require a Special Resolution - 2/3rd majority of votes cast) or are not otherwise provided in these By-laws, or the Act.
- iv. For the **Playing Regulations** of the Conference an Ordinary Resolution (a majority of votes cast) will decide each issue/motion/resolution.
- v. For the **Procedures** of the Conference a Special Resolution (2/3rd majority of votes cast) will decide each proposed amendment.
- vi. Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member. In the case of a tie vote, the matter is defeated.

l. Electronic Voting

A Member may vote by mail, or by telephonic or electronic means if:

- i. The vote may be verified as having been made by the Member entitled to vote; and
- ii. The Conference is not able to identify how each Member voted.

m. Written Resolution

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

A R T I C L E 5 – GOVERNANCE – THE BOARD

Section 1 – Composition of the Board

The Board will consist of ten (10) Director positions as follows:

- President
- Vice President
- Member Representative x 7
- Past President

Optionally, the Board may appoint “Board Observers” (such as a Principals’ Representative). These Board Observers, along with the Executive Director, may attend meetings of the Board but may not vote. The Board may ask Board Observers to leave a meeting of the Board at any time and for any reason.

Section 2 – Eligibility of Directors

To be eligible for election/ratification as a Director, an individual must:

- a. Be eighteen (18) years of age or older;
- b. Be the Health and Physical Education head (or equivalent) at the Member school or the individual designated by that person;
- c. Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- d. Have the power under law to contract;
- e. Have not been declared incapable by a court in Canada or in another country; and
- f. Not have the status of bankrupt.

Section 3 – Nomination of Directors

Nominations will take place as follows:

- a. Each Member school must nominate one (1) individual 90 days before the Annual Meeting
- b. Individuals must meet the eligibility criteria for Directors
- c. Each individual nominated by a Member school will serve two (2) roles. They will:
 - i. Be placed on the election “slate” that will be elected by the current Members and, if elected, will serve on the Board of Directors; and
 - ii. They will act as the Member’s delegate at meetings of the Members

Section 4 – Election/Ratification of Directors

The election/ratification of directors will take place at each Annual Meeting of Members, and will take place as follows:

- a. The slate of ten (10) individuals (one from each Member school) will be announced
- b. The current Members vote whether to accept or reject the slate of nominees
- c. If the slate of nominees is approved by Ordinary Resolution, the nominees become the Directors of the Conference (and may be appointed to Officer positions per **Article 6**)
- d. If the slate of nominees is not approved, the Members may propose a replacement slate and/or the meeting may be adjourned to another date where a different slate may be proposed. Directors currently serving in their position remain in their position until a new slate is elected.

The slate of Directors is elected for a one-year term.

Section 5 – Director Consent

An individual who is elected/ratified or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election/ratification or appointment. Any

individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed or when there has been no break in their term of office.

Section 6 – Resignation and Removal of Directors

- a. Resignation - A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Board or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Conference resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- b. Vacate Office - The office of any Director will be vacated automatically if:
 - i. The Director resigns;
 - ii. The Director is found to be incapable of managing property by a court or under Ontario law;
 - iii. The Director is found by a court to be of unsound mind;
 - iv. The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent;
or
 - v. The Director dies.
- c. Removal – A Director may be removed by Ordinary Resolution (a majority of votes cast) of the Members at a Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Section 7 – Filling a Vacancy on the Board

Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the unexpired term.

Section 8 – Meetings of the Board

The Board shall meet at least four (4) times in each school year (September 1 – June 30) typically in September, November, March, and June. Meetings will be held at any time and place as determined by the President. Other meetings of the Board may be called by the President or by written requisition of a majority of Directors. Meetings will be conducted as follows:

- a. Notice - Notice of meetings of the Board will be given to all Directors at least fourteen (14) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- b. Quorum – At any meeting of the Board, quorum will be a majority of Directors holding office.
- c. Voting - Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be

passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the issue is defeated.

- d. No Alternate Directors - No person shall act for an absent Director at a meeting of Directors.
- e. Written Resolutions - A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- f. Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- g. Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by other electronic means or technology. Directors who participate in a meeting by telephonic or electronic technology are considered to have attended the meeting.

Section 9 – Duties of the Board

Every Director will:

- a. Act honestly and in good faith with a view to the best interests of the Conference; and
- b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Section 10 – Powers of the Board

Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Conference and may delegate any of its powers, duties, and functions. The Board is empowered, including but not limited to:

- a. Make policies and procedures or manage the affairs of the Conference in accordance with the Act and these By-laws;
- b. Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c. Make policies and procedures relating to the management of disputes within the Conference and deal with disputes in accordance with such policies and procedures;
- d. Employ or engage under contract such persons as it deems necessary to carry out the work of the Conference;
- e. Determine registration procedures, recommend membership fees, and determine other registration requirements;
- f. Enable the Conference to receive donations and benefits for the purpose of furthering the objects and purposes of the Conference;
- g. Make expenditures for the purpose of furthering the objects and purposes of the Conference;
- h. Borrow money upon the credit of the Conference as it deems necessary in accordance with these By-laws; and
- i. Perform any other duties from time to time as may be in the best interests of the Conference.

ARTICLE 6 – OFFICERS

Section 1 – Officer Positions and Appointment

The Conference shall have three (3) Officer positions:

- a. President
- b. Vice President
- c. Past President

At the first meeting of the Board following the Annual Meeting, the Vice President shall be appointed from the elected Directors as follows:

22-23 St. Michael	27-28 St. Anne's
23-24 St. Marys	27-29 FE Madill
24-25 Central Huron	29-30 Mitchell
25-26 Goderich	30-31 SDSS
26-27 South Huron	32-32 Listowel

At the first meeting of the Board following the Annual Meeting, the Vice President from the previous year is appointed as the President.

At the first meeting of the Board following the Annual Meeting, the President from the previous year is appointed as the Past President.

Should the individual affiliated with the corresponding Member school not wish to serve in the position they are automatically appointed to, they are considered to have forfeited that position and the Board will appoint a replacement for the remainder of the term.

Section 2 – Officer Duties

- a. President: The President shall chair all meetings of the Board and meetings of the Members.
- b. Vice President: The Vice President shall assist the President and shall assume any responsibilities in their absence.
- c. Past President: The Past President shall attend all meetings of the Board and they shall chair meetings in the absence of both the President and the Vice President.

ARTICLE 7 – COMMITTEES

Section 1 – Standing Committees (previously Boards of Reference)

There shall be the following Standing Committees:

- a. Sanctions Committee
- b. Transfer Committee

Section 2 – Ad Hoc Committees

The Board may appoint such Ad Hoc committees (such as a Competition Committee) as it deems necessary for managing the affairs of the Conference and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

The purpose of these committees is to be a reference for the Board and/or Members and they will examine specific issues which may arise from time to time. These committees will meet, when necessary, as a result of direction received from the Board.

Membership on any of these committees shall recognize the concepts of gender and regional equity. The presence of retired teachers/administrators is encouraged and supported.

Section 3 – Terms of Reference

All Committees may be assigned a Terms of Reference, as approved by the Board, to further identify their scope, authority, duties, and responsibilities. Where any such Terms of Reference conflict with these By-laws or the Procedures of the Conference, the By-laws and Procedures shall take precedence.

Section 4 – Vacancy

When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.

Section 5 – President Ex-officio

The President will be an ex-officio and non-voting member of all committees of the Conference.

Section 6 – Removal

The Board may remove any member of any committee.

Section 7 – Debts

No committee will have the authority to incur debts in the name of the Conference.

A R T I C L E 8 – FINANCE AND MANAGEMENT

Section 1 – Fiscal Year

Unless otherwise determined by the Board, the fiscal year of the Conference will be July 1st to June 30th inclusive.

Section 2 – Bank

The banking business of the Conference will be conducted at such financial institution as the Board may determine.

Section 3 - Auditors

At each Annual Meeting, the Members will appoint an auditor to audit the books, accounts and records of the Conference in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Conference and must be permitted to conduct an audit or review engagement of the Conference under the Public Accounting Act, 2004, as amended. When the Conference's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Conference's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement or notice to reader in lieu of an audit.

Section 4 - Annual Financial Statements

The Executive Director shall present annually an audited financial statement for the Conference's past fiscal year to the Board in the Conference's new fiscal year. The Board will then, within six (6) months of the Conference's fiscal year end, approve the financial statements (evidenced by signature of one or more Directors) of the Conference. The Board will present the approved financial statements before the Members at every Annual Meeting. A copy of the approved financial statements will be provided to any Member requesting a copy of the financial statements not less than twenty-one (21) days before the Annual Meeting. The financial statements will include:

- a. The financial statements;
- b. The auditor's report or review engagement report (if any); and
- c. Any further information respecting the financial position of the Conference.

Section 5 - Books and Records

The necessary books and records of the Conference required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a. The Conference's articles and By-laws;
- b. The minutes of meetings of the Members and of any committee of Members;
- c. The resolutions of the Members and of any committee of Members;
- d. The minutes of meetings of the Directors or any committee of Directors;
- e. The resolutions of the Directors and of any committee of Directors;
- f. A register of Directors;
- g. A register of Officers;
- h. A register of Members; and
- i. Account records adequate to enable the Directors to ascertain the financial position of the Conference on a quarterly basis.

Section 6 - Signing Authority

Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and

assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Conference will be executed by at least two (2) individuals. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

Section 7 - Property

The Conference may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

Section 8 - Borrowing

The Board may from time to time:

- a. Borrow money on the credit of the Conference;
- b. Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes, or other like liabilities (whether secured or unsecured) of the Conference;
- c. Give a guarantee on behalf of the Conference to secure performance of an obligation of any person; and
- d. Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Conference, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Conference.

Borrowing Restriction - The Members may, by Special Resolution, restrict the borrowing powers of the Board, but a restriction so imposed expires at the next Annual Meeting.

Section 9 - Remuneration

No Remuneration - All Directors, Officers, and members of committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Conference under contract or for purchase. Any Director, Officer, or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

Section 10 - Conflict of Interest

A Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Conference will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 9 – INDEMNIFICATION

Section 1 - Will Indemnify

The Conference will indemnify and hold harmless out of the funds of the Conference each Director, Officer, members of a committee, and any individual who acts at the Conference's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer, member of a committee, or and any individual who acts at the Conference's request in a similar capacity.

Section 2 - Will Not Indemnify

The Conference will not indemnify a Director, Officer, member of a Committee, or any individual who acts at the Conference's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Conference will not indemnify an individual unless:

- a. The individual acted honestly and in good faith with a view to the best interests of the Conference; and
- b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

Section 3 - Insurance

The Conference will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE 10 - AMENDMENTS

Section 1 – Voting on By-law Amendments

Subject to Article 11 (when applicable), these By-laws may only be amended, revised, repealed or added to by:

- a. Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the voting Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b. A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

Section 2 – By-law Amendment Submission

Proposed amendments for the Annual Meeting must be in the hands of the Executive Director a minimum of sixty (60) days prior to the meeting of the Members. The Executive Director shall circulate to all Directors and Members a minimum of thirty (30) days prior to the next meeting of the Members.

Section 3 - Effective Date

By-laws amendments are effective as of September 1 of the upcoming school year, unless indicated otherwise by the resolution.

A R T I C L E 11 – FUNDAMENTAL CHANGES

Section 1 – Fundamental Changes

Under the jurisdiction of the Act, a Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the Conference. Fundamental Changes are defined as follows:

- a. Change the Conference's name;
- b. Add, change, or remove any restriction on the activities that the Conference may carry on;
- c. Create a new category of Members;
- d. Change a condition required for being a Member;
- e. Change the designation of any category of Members or add, change, or remove any rights and conditions of any such category;
- f. Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g. Add, change, or remove a provision respecting the transfer of a membership;
- h. Increase or decrease the number of, or the minimum or maximum number of Directors;
- i. Change the purposes of the Conference;
- j. Change to whom the property remaining on liquidation after the discharge of any liabilities of the Conference is to be distributed;
- k. Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l. Change the method of voting by Members not in attendance at a meeting of the Members;
or
- m. Add, change, or remove any other provision that is permitted by the Act.

A R T I C L E 12 – NOTICE

Section 1 - Written Notice

In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, Delegate, or Member, as applicable.

Section 2 - Date of Notice

Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where

the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

Section 3 - Error in Notice

The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

A R T I C L E 13 – DISSOLUTION

Section 1 - Dissolution

The Conference may be dissolved in accordance with the Act and all its remaining assets will be distributed to a not-for-profit organization providing similar services to the Conference.

A R T I C L E 14 – ADOPTION OF THESE BY-LAWS

Section 1 - Ratification

These By-laws were ratified by the voting Members of the Conference at a meeting of Members duly called and held on [insert date], to become effective [insert date].

Section 2 - Repeal of Prior By-laws

In ratifying these By-laws, the voting Members of the Conference repeal all prior By-laws of the Conference provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

SCHEDULE 1 – MEMBER SCHOOLS

The Conference shall consist of the following member schools:

From the Avon-Maitland Board of Education:

1. Central Huron Secondary School
2. F.E. Madill Secondary School
3. Goderich District Collegiate Institute
4. Listowel District Secondary School
5. Mitchell District High School
6. South Huron District High School
7. St. Marys District Collegiate and Vocational Institute
8. Stratford District Secondary School

From the Huron-Perth Separate School Board:

9. St. Anne's Catholic Secondary School
10. St. Michael Catholic Secondary School

