



PART II – BY-LAWS

B100 – GENERAL

B100.1 Purpose

B100.1.1 These By-Laws relate to the general conduct of the affairs of Hockey Manitoba, a not-for-profit corporation without share capital incorporated under The Corporations Act (Manitoba).

B100.2 Definitions

B100.2.1 For the purposes of these By-Laws:

- (a) “Act” - the Manitoba Corporations Act (C.C.S.M. c. C225), as amended
- (b) “Articles” - means the Articles of Incorporation of Hockey Manitoba, as amended or restated from time to time.
- (c) “Auditor” - means the person or firm appointed to conduct the audit or review engagement of the Corporation, as applicable, and to report to the Members in accordance with applicable law.
- (d) “Board” - means the Board of Directors of the Corporation.
- (e) “Corporation” - means Hockey Manitoba.
- (f) “Days” - means calendar days unless otherwise expressly stated.
- (g) “Director” - Means an individual elected or appointed as a director of the Corporation in accordance with these By-Laws.
- (h) “Member” - means a person or entity admitted to membership in the Corporation in accordance with these By-Laws and the Articles.
- (i) “Officer” - means an individual appointed or elected to an officer position of the Corporation in accordance with these By-Laws.
- (j) “Ordinary Resolution” - means a resolution passed by a simple majority (more than 50%) of the votes cast by those entitled to vote on the resolution.

(k) “Registrar” - means the individual or individuals designated by the Corporation to administer registration records and related registration processes, including any regional registrar role recognized by the Corporation.

(l) “Special Resolution” - means a resolution passed by not less than two-thirds (2/3) of the votes cast by those entitled to vote on the resolution, unless a higher threshold is required by law or these By-Laws.

B100.3 No Gain for Members

B100.3.1 The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its purposes.

B110 – INTERPRETATION AND HIERARCHY

B110.1 Gender and Number

B110.1.1 Words importing the singular include the plural and vice versa. Words importing gender include all genders.

B110.2 Headings

B110.2.1 Headings and section titles are for convenience only and shall not affect interpretation.

B110.3 Governing Law

B110.3.1 These By-Laws are governed by and shall be interpreted in accordance with the laws of the Province of Manitoba and the laws of Canada applicable therein.

B120 – ORDER OF AUTHORITY

B120.1 Order of Authority

B120.1.1 In the event of any conflict, inconsistency, or ambiguity, among the Articles, By-Laws, Policies, Regulations, procedures, or guidelines of Hockey Manitoba, the following hierarchy of authority applies:

- (a) Applicable legislation;
- (b) Articles of Incorporation;
- (c) By-Laws;
- (d) Policies;
- (e) Regulations;
- (f) Procedures and Guidelines.



B120.2 External Requirements

B120.2.1 Where applicable legislation, mandatory requirements of Hockey Canada, or binding requirements imposed by Sport Manitoba apply a higher or conflicting standard, those external requirements prevail to the extent of the conflict.

B120.3 Category-Specific Regulations

B120.3.1 Where expressly stated, category-specific Regulations shall prevail over general Regulations.

B120.4 Interpretation of By-Laws

B120.4.1 Except as provided in the Act, the Board has 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 Corporation and with the hierarchy of authority set out in this section.

B200 – MEMBERSHIP

B200.1 Purpose

B200.1.1 Membership in Hockey Manitoba is a privilege granted subject to compliance with the Articles, By-Laws, Policies, and Regulations of Hockey Manitoba and Hockey Canada, and applicable legislation.

B200.2 Classes of Membership

B200.2.1 Regular Membership – Voting - Regular Membership in Hockey Manitoba is open to the following organizations, provided they are located in Manitoba and register participants through Hockey Manitoba:

- (a) a Minor Hockey Association recognized by Hockey Manitoba;
- (b) an amateur hockey league or team (including Junior, Senior, College, or University) that is not within or a part of a Minor Hockey Association;
- (c) an accredited sport school program or educational hockey program that is not within or a part of a Minor Hockey Association; and
- (d) such other Manitoba-based organizations as may be approved by the Board, provided they register participants through Hockey Manitoba.

B200.2.2 Associate Membership – Non-Voting - Associate Membership in Hockey Manitoba is open to the following organizations:

- (a) hockey organizations that govern those individuals and organizations that choose to register in their organization according to the terms outlined in their respective By-Laws as approved by Hockey Manitoba.



(b) Such other organization as may be approved by the Board.

B200.3 Admission of Members

B200.3.1 Conditions of Membership - As a condition precedent to membership in Hockey Manitoba, each prospective Member shall agree that:

(a) Hockey Manitoba is the governing authority for amateur hockey in Manitoba, subject only to the right of appeal to Hockey Canada;

(b) It shall unconditionally comply by:

(i) the Articles, By-Laws, Policies, and Regulations of Hockey Manitoba;

(ii) the By-Laws, Regulations, and Playing Rules of Hockey Canada; and

(iii) any amendments thereto as are in force from time to time; and

(iv) it shall abide by the interpretation and application of the Board with respect to Hockey Manitoba's governing documents, subject only to the rights of appeal provided by Hockey Canada.

B200.3.2 Membership may be acquired by application to Hockey Manitoba in a form reasonably acceptable to Hockey Manitoba together with:

(a) the current annual dues or fees for Members as determined from time to time;

(b) a copy of the applicant's By-Laws, purposes, and regulations;

(c) a complete list of the names and contact information of the applicant's officers, including at least a President and Secretary; and

(d) the address of the applicant for notice, including email.

B200.3.3 The Board may accept or refuse an application for membership, acting reasonably and in the best interests of Hockey Manitoba and in accordance with the Articles, By-Laws, Hockey Canada requirements, and applicable law.

B200.3.4 The By-laws and Regulations of a Member may be more stringent, but not less restrictive, than the governing documents of Hockey Manitoba and Hockey Canada and, in the case of any conflict or inconsistency, must be subject to the governing documents of Hockey Manitoba (and Hockey Canada where applicable) to the extent of the conflict.

B200.4 Member Rights

B200.4.1 Regular Members have the following rights:



- (a) Receive notice of Member Meetings;
- (b) Attend and speak at Member Meetings;
- (c) Submit proposals for inclusion on the agenda of Member Meetings in accordance with applicable notice requirements;
- (d) Vote, if a voting Member in good standing, at any Member Meetings on matters including, but not limited to, the approval of financial statements, the appointment of the Auditor, amendments to the Articles and By-Laws, and the election of Directors.
- (e) Register teams, players, and participants in accordance with applicable policies and regulations;
- (f) Participate in Hockey Manitoba sanctioned activities; and
- (g) Access programs, services, and development initiatives.

B200.4.2 Associate Members have the following rights:

- (a) Receive notice of Member Meetings;
- (b) Attend and speak at Member Meetings;
- (c) Submit proposals for inclusion on the agenda of Member Meetings in accordance with applicable notice requirements;
- (d) Participate in Hockey Manitoba sanctioned activities; and
- (e) Access programs, services, and development initiatives.

B200.5 Member Obligations

B200.5.1 Members have the following obligations:

- (a) Have purposes consistent with Hockey Manitoba;
- (b) Comply with the Articles, By-Laws, Policies, Regulations, decisions and directives of Hockey Manitoba and the statutes, bylaws, regulations, and directives of Hockey Canada at all times;
- (c) Participate in the affairs, programs and activities of Hockey Manitoba within the reasonable constraints of the Member;
- (d) Meet all of its financial obligations to Hockey Manitoba;
- (e) Manage its affairs independently and ensure that those affairs are free from improper external influence;



- (f) Observe the principles of loyalty, integrity and good sporting behavior as an expression of fair play through its regulations;
- (g) Respect the official Playing Rules as determined by Hockey Canada and IIHF and to ensure these are also respected by its members;
- (h) Provide its By-Laws, financial statements, and registration records to Hockey Manitoba upon request.

B200.5.2 Violations of the obligations by any Member may lead to sanctions provided for in these By-Laws or in the Discipline, Complaints, and Appeal Policies and other Policies of Hockey Manitoba.

B200.6 Membership Status

B200.6.1 Good Standing - A Member shall be considered in good standing provided that it:

- (a) Has complied with the Articles, By-Laws, Policies, Regulations, and directives of the Corporation;
- (b) Paid all of its financial obligations to Hockey Manitoba;
- (c) Has completed and remitted all documents as required by the Corporation;
- (d) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- (e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.

B200.6.2 Cease to be in Good Standing - Members that cease to be in good standing, as determined by the Board or the outcome of a discipline hearing, 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.

B200.6.3 Suspension - A Member may be suspended, subject to these By-Laws and Hockey Manitoba Policies, and applicable Hockey Canada requirements, pending the outcome of a discipline hearing, or by Special Resolution of the Board at a meeting for which the Member has been given notice and an opportunity to be heard.

B200.6.4 Termination - Membership in the Corporation will terminate immediately upon:

- (a) The expiration of the Member's annual membership or failure to renew, unless renewed in accordance with these By-laws;
- (b) The Member fails to maintain any of the qualifications or obligations of membership described in B200 of these By-Laws;



- (c) Resignation by the Member by giving written notice to the Corporation;
- (d) Dissolution of the Corporation;
- (e) A decision in accordance with the Corporation's applicable discipline policies or applicable Hockey Canada discipline processes;
- (f) The Member's dissolution; or
- (g) By Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

B200.6.5 May Not Resign - A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.

B200.6.6 Arrears - Any fees, subscriptions, or other monies owed to the Corporation by suspended or terminated Members will remain due.

B200.7 Appeal

B200.7.1 A Member subject to suspension or termination may appeal in accordance with Hockey Manitoba's Complaints, Discipline, and Appeals Policies.

B300 – MEETINGS OF MEMBERS

B300.1 Authority

B300.1.1 Meetings of Members shall include:

- (a) Annual General Meetings ("AGM");
- (b) Semi-Annual Meetings; and,
- (c) Special Meetings of Members.

B300.1.2 Meetings may be conducted in-person, electronically, or in a hybrid format as determined by the Board.

B300.2 Annual General Meetings

B300.2.1 An Annual General Meeting shall be held not later than 15 months after holding each preceding annual meeting.

B300.2.2 The location, format, and agenda shall be determined by the Board.

B300.2.3 The AGM shall include:



- (a) Approval of minutes from the previous AGM;
- (b) Presentation of audited financial statements;
- (c) Appointment of the Auditor;
- (d) Election of Directors;
- (e) Business as specified in the meeting notice.

B300.3 Semi-Annual Meetings

B300.3.1 A Semi-Annual Meeting may be held on a date as determined by the Board.

B300.3.2 The location, format, and agenda shall be determined by the Board.

B300.3.3 The Semi-Annual Meeting shall include:

- (a) Business properly brought before the Membership.

B300.4 Special Meetings of Members

B300.4.1 A Special Meeting of Members may be called:

- (a) By resolution of the Board; or
- (b) Upon written request of not less than ten percent (10%) of voting Members in good standing.

B300.4.2 The notice of Special Meeting shall clearly state the purpose of the meeting.

B300.4.3 Only business specified in the notice may be conducted at a Special Meeting.

B300.5 Notice of Meetings

B300.5.1 Notice of any Meeting of Members shall be provided not less than twenty-one (21) days prior to the meeting date.

B300.5.2 Notice shall be provided in the manner set out in these By-Laws.

B300.5.3 Notice shall include:

- (a) Date, time, and format;
- (b) Agenda;
- (c) Any proposed amendments or resolutions;



(d) Nominations of Directors, as applicable;

(e) Voting procedures.

B300.5.4 No error or omission in giving notice of any Meeting of Members shall invalidate the meeting or make void any proceedings taken at the meeting.

B300.6 Quorum

B300.6.1 Quorum for a Meeting of Members consists of not less than fifty percent (50%) of eligible voting Members, present in person or attending electronically.

B300.7 Voting Rights

B300.7.1 Regular Members are entitled to appoint Delegates to a number of votes determined as follows:

- (a) 1-300 registered members: 1 vote
- (b) 301-600 registered members: 2 votes
- (c) 601-900 registered members: 3 votes
- (d) 901-1200 registered members: 4 votes
- (e) 1201-1500 registered members: 5 votes
- (f) 1501-1800 registered members: 6 votes
- (g) 1801-2100 registered members: 7 votes

B300.7.2 For the purpose of assigning votes:

- (a) “Registered members” refer to rostered players, coaches and bench staff, and certified officials.
- (b) Certified officials will identify a single Member as their home Member, and their membership will be attributed to that Member.
- (c) Registered members are counted based on registrations from the fiscal year prior to the Meeting of Members.

B300.7.3 Only voting Members in good standing may exercise voting rights.

B300.7.4 Delegates



B300.7.4.1 Members shall appoint, in writing (including electronic notice), the name of their Delegate(s) no later than two (2) days prior to the Meeting of Members. Delegates must be at least eighteen (18) years of age, of sound mind, and acting as the Member's authorized representative.

B300.7.4.2 Each Delegate may cast all votes allocated to the Member they represent.

B300.8 Voting Procedures

B300.8.1 Determination of Votes - Voting shall occur by show of voting credential 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.

B300.8.2 Majority of Votes - Except as otherwise provided in these By-Laws, an Ordinary Resolution (a simple majority of 50% +1) will decide each issue.

B300.8.3 Proxy Voting - Proxy voting is not permitted.

B300.11 Interpretation

B300.11.1 The Chair shall rule on procedural matters during Meetings.

B400 – BOARD

B400.1 Powers of the Board

B400.1.1 The Board of Directors is the governing authority of Hockey Manitoba and shall oversee and direct the affairs of the Corporation in accordance with The Corporations Act (Manitoba) and these By-Laws, including but not limited to:

- (a) Establishing and approving policies, rules and regulations for managing and operating the affairs and activities of the Corporation.
- (b) Establishing policies and processes relating to the discipline of Members and ensuring that disciplinary processes are administered in accordance with those policies.
- (c) Establishing policies and procedures for the management of disputes within the Corporation and ensuring that disputes are resolved in accordance with those policies.
- (d) Employing or contracting a Chief Executive Officer to carry out the work of the Corporation, who shall have authority to hire and manage additional employees.
- (e) Terminating the employment of the Chief Executive Officer, who in turn has the authority to terminate all other employees.
- (f) Determining registration procedures, membership fees, and other registration requirements.



- (g) Receiving donations, benefits, bequests, and distributions of investment capital and income for the purposes of furthering the Corporation's purposes.
- (h) Making expenditures and investing funds for the purposes of furthering the Corporation's purposes.
- (i) Managing the Corporation's assets and resources.
- (j) Borrowing money upon the credit of the Corporation as necessary and in accordance with these By-Laws.
- (k) Exercising any other powers as may be required in the best interests of the Corporation.

B400.1.2 Collective Authority - The Board shall exercise its authority collectively. No individual Director shall bind the Corporation unless expressly authorized by Board resolution. Except for the Chair, no individual Director shall direct the Chief Executive Officer unless expressly authorized by Board resolution.

B400.2 Composition

B400.2.1 Composition of the Board - The Board shall be comprised of between seven (7) and twelve (12) Directors, with the exact number established by the Board based on organizational needs.

B400.2.2 Staggered Terms - The Board may establish and maintain a staggered-term system to support continuity of governance, as laid out in the Corporation's governance policies.

B400.2.3 Term Lengths - Each Director shall serve a three (3) year term, beginning June 1 to May 31.

B400.2.4 A Director may serve a maximum of two (2) consecutive terms, for a total of six (6) years. A term is counted only if the Director serves more than fifty percent (50%) of that term.

B400.2.5 Re-Election - A former Director is eligible for re-election after an absence of at least one full three (3) year term.

B400.2.6 Role of the Chair - The Chair shall preside over meetings of the Members and meetings of the Board and shall provide leadership to the Board in fulfilling its governance responsibilities.

B400.2.7 Role of the Vice Chair - The Vice Chair shall assist the Chair and shall assume the duties of the Chair if the Chair is unable to act.

B400.2.8 Appointment - The Chair and Vice Chair shall be appointed by the Board at a meeting of the Board.

B400.2.9 Term Length - The Chair and Vice Chair shall each serve a three (3) year term.

B400.2.10 Eligibility of Chair - To be eligible for appointment as Chair, a Director must have served at least one (1) year on the Board.



B400.4 Chair Term Extension

B400.4.1 Where a Director serving as Chair reaches the six (6) year maximum consecutive term limit during their Chair term, that Director may extend service for up to one (1) additional year solely for the purpose of completing their Chair term. The extension shall not exceed one (1) year under any circumstances. Upon completion of the extension, the individual shall immediately cease to be a Director.

B400.5 Nominations

B400.5.1 The Nominations Committee will be responsible for ensuring that the Board of Directors is composed of diverse, qualified and skilled persons capable of, and committed to, providing effective governance leadership to Hockey Manitoba. The Committee shall solicit, receive, screen, and recommend candidates for election.

B400.5.2 The Chair of the Nominations Committee shall not be a current Director and shall not have served as a Director within the preceding twelve (12) months.

B400.5.3 Independence of Nominations Committee - At least fifty percent (50%) of the members of the Nominations Committee shall be independent and shall not be current Directors.

B400.6 Eligibility of Directors

B400.6.1 To be eligible for election as a Director an individual must be at least eighteen (18) years of age, have legal capacity, not have been declared incapable by a court, and not be an undischarged bankrupt.

B400.6.2 Independence of Directors - To avoid conflicts of loyalty, a candidate must not simultaneously hold any of the following positions:

- (a) An employee, paid contractor, or remunerated volunteer of Hockey Manitoba;
- (b) An officer, director, or employee of any Member of Hockey Manitoba;
- (c) An officer, director, or employee of any organization that is a member of a Member;
- (d) An officer, director, or employee of any other hockey club, league or team.

B400.6.3 Nomination Requirements - Nominations must include the nominee's written consent, comply with procedures established by the Nominations Committee, and be submitted by the communicated deadline.

B400.6.4 Nominations Restrictions - There shall be no nominations from the floor at the Annual General Meeting.

B400.6.5 Election of Directors - Directors are elected by the voting delegates of the Members at the Annual General Meeting.



B400.6.6 Nominees whose nominations are unopposed shall be declared elected by acclamation.

B400.6.7 Where the number of nominees exceeds the number of available positions, an election shall be conducted by ballot. The nominees receiving the highest number of votes, up to the number of positions available, shall be declared elected.

B400.6.8 If there is a tie for the final available position, a second vote shall be held among the tied nominees. The nominee receiving the most votes in the second vote shall be declared elected. If the second vote results in a continued tie, the Board shall determine the successful candidate by Ordinary Resolution.

B400.6.9 Tie-Breaking Procedure - If there is a tie for the final available position, a second vote will be held among the tied nominees. The nominee receiving the most votes in the second vote will be declared elected. If the second vote results in a continued tie, the Board will determine the successful candidate by Ordinary Resolution.

B400.7 Vacancies

B400.7.1 The office of a Director will be automatically vacated if:

- (a) the Director misses three consecutive Board meetings without the consent of the Chair;
- (b) the director resigns from office by delivering a written resignation to the Chair;
- (c) the Director is found by a court to be of unsound mind;
- (d) the Director ceases to meet the eligibility requirements set out in these By-Laws;
- (e) a Special Resolution of the Board removes the Director;
- (f) a Ordinary Resolution of the Members present at a meeting removes the Director; or,
- (g) the Director is deceased.

B400.7.2 Where a vacancy occurs, the Board may appoint a qualified individual to serve until the next Annual Meeting.

B400.8 Meetings of the Board

B400.8.1 Meetings of the Board may be held at any time, place, and format determined by the Board, provided that 48 hours' written notice is given to each Director, unless notice is waived by all Directors or those absent consent to the meeting being held in their absence.

B400.8.2 If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.



B400.9 Quorum

B400.9.1 At any Meeting of the Board, a majority of the Directors shall constitute quorum.

B400.9.2 Voting - Each Director is entitled to one (1) vote. Voting shall occur by show of hands, orally, or by electronic means, unless a secret ballot is requested by a Director.

B400.9.3 Reimbursement - Directors are entitled to reimbursement for reasonable and pre-approved expenses incurred in the performance of their duties.

B400.10 Emergency Authority

B400.10.1 Where immediate action is required to protect the Corporation, its Members, assets, or legal position, and a meeting of the Board cannot reasonably be convened, the Chair may exercise temporary emergency authority limited to what is strictly necessary to stabilize the situation.

B400.10.2 Emergency authority is limited strictly to the matter requiring immediate stabilization and shall not amend these By-Laws.

B400.10.3 Within seven (7) days of exercising emergency authority, the Chair shall convene a meeting of the Board or initiate a recorded electronic vote for the purpose of ratifying, amending, or reversing the emergency decision.

B400.10.4 Failure of the Board to ratify the emergency decision renders the decision void going forward.

B400.10.5 All emergency decisions shall be documented in the minutes of the Board.

B500 – COMMITTEES

B500.1 Committees

B500.1.1 The Standing Committees of Hockey Manitoba will be, at minimum:

- (a) Nominations;
- (b) Finance;
- (c) Governance & Risk Management.

B500.1.2 The Board may:

- (a) form additional Standing Committees and Task Committees as it considers necessary for the governance and oversight of the organization,
- (b) appoint, remove and replace committee members, including the Chairperson,



- (c) establish terms of reference and operating procedures for committees,
- (d) prescribe the duties of committees, and
- (e) delegate to any committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.

B500.1.3 The Chief Executive Officer may:

- (a) establish Operational Committees and Advisory Groups as necessary for execution of the organization's operations,
- (b) appoint, remove and replace members of such committees, including the Chairperson,
- (c) establish terms of reference and operating procedures for such committees,
- (d) prescribe the duties of such committees, and
- (e) delegate to any committee any of their operational powers, duties, and functions except where prohibited by the Act, these By-laws, or the Policies of the Corporation.

B500.1.4 The Chief Executive Officer is an ex-officio non-voting member of all committees of the Corporation.

B500.1.5 No Standing Committee, Task Committee, Operational Committee, or Advisory Group has the authority to incur debts in the name of Hockey Manitoba.

B500.1.6 No Standing Committee, Task Committee, Operational Committee, or Advisory Group may bind Hockey Manitoba unless expressly authorized in writing in accordance with the Act, these By-Laws, or the Policies of the Corporation.

B600 – DISCIPLINE & APPEALS AUTHORITY

B600.1 Authority and Jurisdiction

B600.1.1 Hockey Manitoba has jurisdiction over complaints, discipline, and appeals arising from activities conducted under its authority and within its membership structure.

B600.2 Policy-Based Procedures

B600.2.1 All complaint, discipline, and appeal procedures, including intake, timelines, notice, hearing formats, sanctions, interim measures, fees (if any), publication standards, and enforcement are established and governed by the Policies and Regulations of the Corporation.

B600.3 Independence and Non-Interference



B600.3.1 Adjudication of discipline and appeal matters shall be conducted through an independent process in accordance with Policies and Regulations of the Corporation.

B600.3.2 No Director, committee member, officer, or staff member shall attempt to influence, direct, or interfere with the outcome of any individual complaint, discipline, or appeal matter.

B600.3.3 The Board of Directors retains governance oversight of the discipline and appeals framework but shall not adjudicate individual cases or review the merits of any individual decision.

B600.4 External Jurisdiction and Precedence

B600.4.1 Where jurisdiction is assigned, reserved, or required to be deferred to Hockey Canada, an Independent Third Party (ITP), or any external body mandated by law or recognized sport governance authority, Hockey Manitoba shall defer to that authority and shall not duplicate, override, or interfere with such process.

B600.4.2 Decisions rendered by Hockey Canada, an ITP, or any mandated external authority shall be recognized and enforced by Hockey Manitoba.

B600.4.3 Where a conflict exists between Hockey Manitoba's Policies and Regulations and any mandatory requirement imposed by law, Hockey Canada, or a mandated ITP process, the external requirement shall prevail to the extent of the conflict and Hockey Manitoba's Policies and Regulations shall be deemed amended as necessary for immediate compliance.

B600.5 Finality

B600.5.1 Decisions rendered under Hockey Manitoba's discipline and appeals Policies and Regulations are final and binding within Hockey Manitoba, subject only to:

- (a) any further appeal rights available under Hockey Canada processes; and
- (b) any statutory rights provided under applicable law.

B600.5.2 Recourse to the Courts

(i) Any Member, or any person acting on behalf of a member, who initiates court proceedings before exhausting all internal and external appeal rights available under the Articles, By-Laws, Policies, and Regulations of the Corporation shall be deemed in breach of these By-Laws. Such action shall result in the automatic and indefinite suspension of that member from all Hockey Manitoba-sanctioned activities.

(ii) Any association, league, team, manager, coach, player, trainer, or official who initiates court action before exhausting all proper procedures of appeal shall be liable for all legal costs and disbursements incurred by Hockey Manitoba. Membership rights shall remain suspended until such costs are paid in full.

(iii) Any association, league, team, manager, coach, player, trainer, or official who, having exhausted all appeal procedures, proceeds with court action and is unsuccessful shall be liable for all legal costs and disbursements incurred by Hockey Manitoba prior to reinstatement of membership.

B700 – AMENDMENTS

B700.1 Member Authority

B700.1.1 The Articles and these By-Laws may be amended, revised, repealed or added only by the Members by Special Resolution at a Meeting of Members, subject to applicable legislation, the Articles and these By-Laws.

B700.1.2 The Board may develop, propose, and recommend amendments for Member consideration and shall ensure that notice of amendments is provided in accordance with the Articles and these By-Laws.

B700.2 Submission, Notice, and Form

B700.2.1 All proposed amendments shall be submitted in writing to the Corporation at least ninety (90) days before the anniversary date of the previous Annual General Meeting and must set out the exact wording to be adopted, amended, repealed, or added.

B700.2.2 Notice of proposed amendments shall be provided to Members at least twenty-one (21) days prior to the Meeting of Members, in accordance with the notice requirements set out in these By-Laws, the Articles, and applicable legislation.

B800 – GENERAL PROVISIONS

B800.4 Protection and Indemnification

B800.4.1 Hockey Manitoba shall indemnify its Directors, employees, and authorized representatives against all reasonable costs, charges, and expenses incurred in the discharge of their duties, provided they acted honestly, in good faith, and in the best interests of the organization.

B800.4.2 Indemnification does not apply in cases of fraud, willful misconduct, gross negligence, or bad faith.

B800.4.3 No Director, employee, or authorized representative is personally liable for actions taken in good faith within the scope of their authority. Actions taken in reliance on professional advice, including legal, accounting, human resource, or governance advice, are deemed to have been taken in good faith.

B800.4.4 The organization may maintain Directors' and Officers' liability insurance as approved by the Board.

B800.6 Severability



B800.6.1 If any provision of these By-Laws is determined to be invalid or unenforceable by a court of competent jurisdiction, that provision is severed and the remainder of the By-Laws continues in full force and effect.

B800.8 Dissolution

B800.8.1 The Corporation may be dissolved in accordance with the Act.

B800.9 Effective Date

B800.9.1 These By-Laws supersede all previous By-Laws and come into force on the date they are approved by the Members, unless a later effective date is specified in the approving resolution.

