

BY-LAW OF THE OTTAWA GIRLS HOCKEY ASSOCIATION (the "Association")

BE IT ENACTED as a By-law relating generally to the conduct of the activities and affairs of the Association as follows:

ARTICLE 1 Interpretation

Section 1.01 Definitions. In the By-laws of the Association, unless the context otherwise requires:

- (a) "**Act**" means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15.
- (b) "**appoint**" includes "elect" and vice versa.
- (c) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, continuance, dissolution, reorganization, or revival of the Association.
- (d) "**Board**" means the board of directors of the Association.
- (e) "**By-law**" means this By-law and any other By-law of the Association which are, from time to time, in force and effect.
- (f) "**Chair**" means the chair of the Board.
- (g) "**Director**" means a member of the Board.
- (h) "**entity**" means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.
- (i) "**meeting of members**" means an annual meeting of members and a special meeting of members.
- (j) "**member**" means a member of the Association.
- (k) "**officer**" means an officer of the Association.
- (l) "**ordinary resolution**" includes a resolution of the members passed by a majority of the votes cast on that resolution or consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney.
- (m) "**OWHA**" means the Ontario Women's Hockey Association.

- (n) **"person"** includes any individual or entity.
- (o) **"recorded address"** means:
 - (i) in the case of a member, their address as recorded in the register of members of the Association;
 - (ii) in the case of an officer, auditor, or member of a committee of the Board, their latest address as recorded in the records of the Association; and
 - (iii) in the case of a Director, their latest address as recorded in the most recent notice filed under the Act.
- (p) **"special meeting"** includes a meeting of any class or classes of members, and a special meeting of all members entitled to vote at an annual meeting of members.
- (q) **"special resolution"** includes a resolution of the members passed by a majority of not less than two-thirds of the votes cast on that resolution or consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney.

Section 1.02 Other Definitions. Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law. For the purposes of this By-law, (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation"; (b) the word "or" is not exclusive; (c) the words "herein", "hereof", "hereby", "hereto" and "hereunder" refer to this By-law as a whole; (d) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; and (e) whenever the masculine is used herein, the same shall include the feminine, and whenever the feminine is used herein, the same shall include the masculine, where appropriate. Unless the context otherwise requires, references herein: (x) to sections mean the sections of this By-law; (y) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and (z) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

ARTICLE 2

Registered Office and Records

Section 2.01 Location of Registered Office. The address of the registered office of the Association shall be in Ottawa, Ontario at the location specified in the Articles or at such location therein as the Board may from time to time determine by resolution or special resolution.

Section 2.02 Jurisdiction. The Association shall have jurisdiction for a girls' and women's house league and competitive hockey program in the City of Ottawa. The Association is itself a

member of the OWHA, and players and officials of the Association are subject to the rules and regulations of the OWHA.

Section 2.03 Books and Records. Any records maintained by the Association in the regular course of its business as required by the Act, including its register of members, books of account and minute books, may be in any form, provided that the records are capable of being reproduced in an accurate and intelligible written form within a reasonable time. The Association shall make such records available for inspection under applicable law.

ARTICLE 3 Membership

Section 3.01 Membership Conditions.

- (a) Subject to the Articles, there shall be one class of members in the Association. Membership in the Association shall be available to persons interested in furthering the Association's purposes, and who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board.
- (b) Each player at the date of registration with the Association must be represented by herself, if over 18 years of age or by one parent or legal guardian if under 18 years of age.
- (c) Membership in the Association is limited to one member within a household/family unit at a time. Such player, or parent, or the legal guardian of each player shall be accepted by the Board for membership in the Association. If there is any dispute as to membership, after reviewing the records of the Association, the individual who signed the player's registration, or in the case of two or more players per family, the individual who signed the older player's registration, shall be entitled to vote at any meeting of members. Only one vote per household/family unit shall be allowed at a meeting of members.
- (d) Each member shall be entitled to receive notice of, attend, and vote at all meetings of the members of the Association, and each member shall be entitled to one vote at such meetings.
- (e) The membership shall also consist of the head coach of each Association team, each officer and official and such other persons as may be appointed or accepted for membership by the Board as long as each such individual is not the parent or legal guardian of a player.

Section 3.02 Transfer of Memberships. A membership may only be transferred to the Association.

Section 3.03 Membership Dues. If a Member has not paid the annual fees set by the Board of Directors and/or such levies set by the player's team, such Member may be found not to be a

member in good standing by the Board of Directors and shall not be entitled to vote at a meeting of Members.

Section 3.04 Termination of Membership. A membership in the Association is terminated when:

- (a) the player receives a release;
- (b) the member resigns;
- (c) the member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws;
- (d) the member's term of membership expires; or
- (e) the Association is liquidated and dissolved under the Act.

In case of resignation, a member shall remain liable for payment of annual fees set by the Board and/or such levies set by the player's team which became payable by such member during the current season.

Section 3.05 Discipline of Members.

- (a) The Board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:
 - (i) violating any provision of the Articles, By-laws or written policies of the Association;
 - (ii) carrying out any conduct that may be detrimental to the Association as determined by the Board in its sole and absolute discretion; or
 - (iii) any other reason that the Board acting in good faith considers to be fair and reasonable, having regard to the purpose of the Association.
- (b) If the Board determines that a member should be suspended or expelled from membership in the Association, the president, or such other officer as may be designated by the Board, shall provide fifteen 15 days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the president, or such other officer as may be designated by the Board, in response to the notice received within such 15-day period, and the Board. If no written submission is received, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If a written submission is received in accordance with this Section 3.05(b), the Board will give the member an opportunity to be heard orally or in writing not less than five days before the suspension or

expulsion of membership becomes effective. The Board's decision shall be final and binding on the member without any further right of appeal to the Board.

ARTICLE 4 **Meetings of the Members**

Section 4.01 Place of Meetings. All meetings of members shall be held at such place in Ottawa, Ontario as the Board determines or, in the absence of such a determination, at the place stated in the notice of meeting.

Section 4.02 Virtual Meetings. If the Board calls a meeting of members under the Act, the Board may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Section 4.03 Annual Meetings. The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held prior to November 30 of each year at such date, time and place, as shall be determined by the Board and stated in the notice of the meeting.

Section 4.04 Nominations. Nominations for positions on the Board shall be accepted in any written or electronic format by the President during a 30-day period, ending seven (7) days before the date of the annual meeting. Names of nominees will be posted on the OGHA website prior to the annual meeting.

If an insufficient number of nominations are received to fill all vacant positions on the Board of Directors by 11:59 p.m. on the day that is seven days in advance of the annual meeting, nominations will be accepted from the floor during the annual meeting.

Section 4.05 Adjournments. Any meeting of the members, annual or special, may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Association may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting. If, after the adjournment, a new record date is fixed for members entitled to vote at the adjourned meeting, the Board shall give notice of the new record date and notice of the adjourned meeting to each member entitled to vote at the adjourned meeting in accordance with the Act and this By-law.

Section 4.06 Notice of Meetings. Notice of the time and place of a meeting of members shall be given to each member entitled to vote by email, during a period of not less than 10 days or more than 50 days before the day on which the meeting is to be held.

Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the member to form a reasoned judgment on the special business and include the text of any special resolution or By-law to be submitted at the meeting.

Except as otherwise provided herein or permitted by applicable law, notice to members shall be in writing and provided in accordance with Section 7.01.

Section 4.07 List of Members. The officer of the Association who has charge of the register of members shall prepare a complete list of the members entitled to vote at any meeting of members.

Section 4.08 Quorum. A quorum at any meeting of the members shall consist of 10 members present in person or represented by proxy. If, however, such quorum is not present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have power, by the affirmative vote of a majority in voting power thereof, to adjourn the meeting from time to time, in the manner provided in Section 4.03, until a quorum shall be present or represented. Once a quorum is established, it does not need to be maintained throughout the meeting. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the original meeting.

Section 4.09 Persons Entitled to Attend. The only persons entitled to be present at a meeting of members are those entitled to vote at the meeting, the Directors and the person engaged to conduct a review engagement of the Association and such other persons who are entitled or required under the Act or the Articles or By-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting.

Section 4.10 Conduct of Meetings.

- (a) At every meeting of members, the President or, in their absence or inability to act, the Vice-President or, in their absence or inability to act, the person whom the President shall appoint one of the members who is present at the meeting chosen by the members present in person and entitled to vote at the meeting, shall act as chair of, and preside at, the meeting. The secretary or, in their absence or inability to act, the person whom the chair of the meeting shall appoint the secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof. The chair of any meeting of the members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chair of the meeting, may include the following:
 - (i) establishing an agenda or order of business for the meeting;
 - (ii) determining when the polls shall open and close for any given matter to be voted on at the meeting;
 - (iii) establishing rules and procedures for maintaining order at the meeting and the safety of those present;
 - (iv) limiting attendance at, or participation in, the meeting to members of the corporation, their duly authorized and constituted proxies or such other persons as the chair of the meeting shall determine;

- (v) restricting entry to the meeting after the time fixed for the commencement thereof; and
 - (vi) limiting the time allotted to questions or comments by participants.
- (b) If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members under this Section 4.10 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

Section 4.11 Voting. Unless otherwise required by law, the election of Directors shall be by show of hands unless a ballot is demanded by a member entitled to vote at the meeting, and shall be decided by a majority of the votes cast at a meeting of the members by the members entitled to vote in such election. Unless otherwise required by law, the Articles or this By-law, any matter, other than the election of Directors, brought before any meeting of members shall be decided by the affirmative vote of the majority of members present in person or represented by proxy at the meeting and entitled to vote on the matter. In the case of an equality of votes on a show of hands, on a ballot or on the results of electronic voting, the chair of the meeting shall have a second or casting voting in addition to an original vote as a member.

Section 4.12 Absentee Voting. A member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternative proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- (b) A member may revoke a proxy by depositing an instrument or act signed by the member or by their agent or mandatary:
 - (i) at the registered office of the Association no later than the last business day before the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
 - (ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.

- (c) A proxyholder or alternative proxyholder has the same rights as the member by whom the proxyholder was appointed, including the right to speak at a special meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxyholder or an alternative proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands.
- (d) If a form of proxy is created by a person other than the member, the form of proxy will:
 - (i) indicate in boldface type, (A) the meeting at which it is to be used; (B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the member's behalf at the meeting; and (C) instructions on the manner in which the member may appoint the proxyholder;
 - (ii) contain a designated blank space for the date of the signature;
 - (iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
 - (iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a person to conduct a review engagement and the election of Directors;
 - (v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a person to conduct a review engagement or the election of Directors; and
 - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under Section 4.12(d)(iv) or Section 4.12(d)(v) with respect to any matter to be acted on, the membership is to be voted accordingly.
- (e) A form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with Section 4.12(d)(iv) only if the form of proxy states, in boldface type, how the proxyholder is to vote the membership in respect of each matter or group of related matters.
- (f) If a form of proxy is sent in electronic form, the requirements that certain information is to be set out in boldface type are satisfied if that information is set out in some other manner so as to draw the addressee's attention to the information.

- (g) A form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Section 4.13 Resolution in Writing of Members. A resolution in writing approved by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members unless, in accordance with the Act:

- (a) in the case of the resignation or removal of a Director or the appointment or election of another person to fill the place of that Director, a written statement is submitted to the Association by the Director giving the reasons for their resignation or the reasons why he or she opposes any proposed action or resolution for the purpose of removing him or her from office or the election of another person to fill the office of the Director; or
- (b) in the case of the removal or resignation of an auditor, or the appointment or election of another person to fill the office of auditor, representations are made to the Association by the auditor concerning its proposed removal, the appointment or election of another person to fill the office of auditor or its resignation.

ARTICLE 5 Board of Directors

Section 5.01 General Powers. The Board shall manage, or supervise the management of, the activities and affairs of the Association.

Section 5.02 Number of Directors. The affairs of the Association shall be managed by a Board consisting of the fixed number of Directors as determined from time to time by special resolution within the range of a minimum of three (3) Directors and a maximum of eleven (11) Directors.

Section 5.03 Term of Office. The Directors, except the General Manager of the 67s program, shall be elected to hold office for 2 years. Each Director shall hold office until a successor is duly elected and qualified or until the earliest of the Director's death, resignation, disqualification, or removal.

Section 5.04 Renewal. Each Director's term may be renewed for an additional 2-year term. Directors interested in a term renewal shall submit their nominations as described in Section 4.04.

Section 5.05 Ex officio director – General Manager of the 67s program. The General Manager of the 67s program shall be a Director by virtue of its office.

Section 5.06 Newly Created Directorships and Vacancies. Any newly created directorships resulting from an increase in the authorized number of Directors under Section 5.02 and any vacancies occurring in the Board, may be filled by the affirmative votes of a majority of the

remaining members of the Board, or by a sole remaining Director, if constituting a quorum. A Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Director whom they replaced, the date a successor is duly elected and qualified, or the earliest of such Director's death, resignation, disqualification, or removal.

Section 5.07 Resignation. Any Director may resign at any time by notice given in writing to the Association. Such resignation shall take effect at the date of receipt of such notice by the Association or at such later time as is therein specified.

Section 5.08 Removal. Except as prohibited by applicable law or the Articles, the members entitled to vote in an election of Directors may remove any Director from office at any time, with or without cause, by ordinary resolution.

Section 5.09 Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent via email to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if the purpose of the meeting or the business to be transacted includes:

- (a) submitting to the members any question or matter requiring the approval of the members;
- (b) filling a vacancy among the Directors or appointing additional Directors;
- (c) filling a vacancy in the office of public accountant;
- (d) issuing debt obligations except as authorized by the Board;
- (e) approving any annual financial statements;
- (f) adopting, amending or repealing By-laws; or
- (g) establishing contributions to be made, or dues to be paid, by members under Section 3.03 (Membership Dues).

Section 5.10 Calling of Board Meetings. Meetings of the Board may be held at such times and at such places as may be determined by the President, the Vice-President or any two or more Directors.

Section 5.11 Notice of Board Meetings. Notice of the time and place for the holding of a meeting of the Board under Section 5.10 shall be given in the manner provided in Section 7.01 to every Director at least three (3) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if (a) all of the Directors are present and none of the Directors objects to holding the meeting or (b) those Directors who are absent have waived notice of, or otherwise signified, their consent to holding such meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or

the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Section 5.09(a) through Section 5.09(g) that is to be dealt with at the meeting. A notice of meeting need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means, provided that the notice includes instructions for attending and participating in the meeting by the telephonic or electronic, including, if applicable, instructions for voting by such means at the meeting.

Section 5.12 Electronic Meetings. A board meeting or meetings of any committees of the Board may be held by means of electronic or other communication facility that permit all participants to communicate simultaneously and instantaneously with each other during the meeting. Participation by a Director or a member of a committee in a meeting under this Section 5.12 shall constitute presence in person at such meeting.

Section 5.13 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least 24 hours' notice of any adjourned meeting of the Board shall be given to each Director, whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 7.01 other than by mail, or at least three days' notice shall be given if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 5.14 Organization. At each meeting of the Board, the president of the Board, the vice-president or, in their absence, another Director selected by the Board shall preside. The secretary shall act as secretary at each meeting of the Board. If the secretary is absent from any meeting of the Board, an assistant secretary shall perform the duties of secretary at such meeting.

Section 5.15 Quorum of Directors. The presence of a majority of the appointed number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

Section 5.16 Majority Vote. Except as otherwise expressly required by this By-law, the Articles or by applicable law, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to their original vote as a Director.

Section 5.17 Resolution in Writing of Board. Unless otherwise restricted by the Articles or this By-law, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

Section 5.18 Committees of the Board and Other Advisory Bodies. The Board may from time to time designate and appoint: (a) one or more committees, each committee to consist solely of one or more of the Directors of the Association or (b) other advisory bodies. Any committee

or advisory body member may be removed by resolution of the Board. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the activities and affairs of the Association (other than in respect of the matters set out in Section 5.09(a) through Section 5.09(g)) and may authorize the seal of the Association to be affixed to all documents that may require it to the extent so authorized by the Board. If a member of a committee or advisory body shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting shall vote on any matter. Unless the Board provides otherwise, at all meetings of such committee or advisory body, a majority of the then-authorized members of the committee or advisory body shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee or advisory body present at any meeting at which there is a quorum shall be a resolution of the committee or advisory body. Each committee and advisory body shall keep regular minutes of its meetings. Unless the Board provides otherwise, each committee designated by the Board may make, alter and repeal rules and procedures, for the conduct of its business. In the absence of such rules and procedures, each committee and advisory body shall conduct its business in the same manner as the Board conducts its business under this ARTICLE 5.

Section 5.19 Limitation of Liability. Every Director and officer of the Association in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of their office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

Section 5.20 Indemnity.

- (a) The Association shall indemnify a Director or officer of the Association, a former Director or officer of the Association or another individual who acts or acted at the Association's request as a director or officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association or other entity.

- (b) The Association shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 5.20(a). The individual shall repay the monies if he or she does not fulfill the conditions of Section 5.20(c).
- (c) The Association shall not indemnify an individual under Section 5.20(a) unless they (i) acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which they acted as a director or officer or in a similar capacity at the Association's request and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.
- (d) The Association shall also indemnify the individual referred to in Section 5.20(a) in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

ARTICLE 6

Officers

Section 6.01 Appointment of Officers.

- (a) The Board shall appoint from its Directors a:
 - (i) President.
 - (ii) Vice-President
 - (iii) Treasurer
 - (iv) Secretary
 - (v) Registrar
 - (vi) Director, Marketing and Programs
 - (vii) Director, Risk, Safety and Wellness
 - (viii) Director of Competitive
 - (ix) Director of House League
- (b) The Board shall appoint the Past-President as advisor of the Board. The Past-President position shall be non-voting.
- (c) The General Manager of the 67s program shall be elected by virtue of office.

The Board may appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Association (other than in respect of the matters described in Section 5.09(a) through Section 5.09(g)). A Director may be appointed to any office of the Association. An officer may, but need not, be a Director unless this By-law specifies otherwise. Two or more offices may be held by the same individual.

Section 6.02 Description of Offices. Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Association, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

(a) **President.**

- (i) Preside at all meetings of the Directors and the members.
- (ii) Shall be the chief executive officer and chief spokesmen of the Association and shall exercise general control of and supervision over the affairs of the Association.
- (iii) Represent the Association at all OWHA meetings.
- (iv) Build relationships with other girls and minor hockey associations.
- (v) Help build policies and procedures.

(b) **Vice-President.**

- (i) In the absence of the President, the Vice-President may exercise the powers and perform the duties of the President.
- (ii) Perform other duties prescribed by the Board.

(c) **Treasurer.**

- (i) Keep record of all moneys received and disbursed.
- (ii) Prepare a monthly statement of financial status of the organization and present at Board meeting.
- (iii) Prepare annual budget for the association.
- (iv) Sign as one of at least two signing officers for the Association.
- (v) Reconcile monthly bank statements.
- (vi) Work with accountant to complete year-end financial statements.
- (vii) Present financial statements at the annual meeting.

(d) **Secretary.**

- (i) Communicate agenda to Directors.
- (ii) Record meeting minutes.
- (iii) Communicate board action items.
- (iv) File and keep track of all minutes for board meetings.
- (v) Inform location, date and time of annual meeting and record minutes.

(e) **Registrar.**

- (i) RAMP administrator.
- (ii) Maintain and record all player registrations and releases.
- (iii) Ensure all coaching and team staff have the requisite qualifications for each position pursuant to applicable rules.
- (iv) Manages ice contracts with City of Ottawa and private rinks.

- (v) Website and RAMP app maintenance
- (f) **Director, Marketing and Programs.**
- (i) Promotes association in the local and broader hockey and sport community with print, social media, etc.
 - (ii) Manages the Association program development with on and off ice skill development initiatives.
- (g) **Director, Risk, Safety and Wellness.**
- (i) Manages electronic medical forms.
 - (ii) Manages and submission of player/coach injury reports.
 - (iii) Manages communication related to trainers.
 - (iv) Communicates Rowan's Law protocols
 - (v) Oversees and manages disciplinary processes within the Association, ensuring compliance with policies and procedures.
- (h) **General Manager of the 67s program.**
- (i) Oversees all operations of the 67's Program.
 - (ii) Manages team staff, including coaches, trainers, and support personnel.
 - (iii) Develops and implements program policies and procedures.
 - (iv) Acts as a liaison between the 67's program and the Board.
 - (v) Coordinates with other hockey programs and leagues for scheduling, tournaments, and player development opportunities.
 - (vi) Liaises with universities and colleges for player recruitment, fostering relationships to promote player advancement to higher levels of hockey.
- (i) **Director of Competitive.**
- (i) Oversees the activities of the competitive programs including administration, information, activities of the players, teams and coaches.
 - (ii) Ensures compliance with league and association rules and regulations.
 - (iii) Helps coordinate with registrar and ice scheduler the schedule for all the division's games and practice ice times within the program.
 - (iv) Convenes a coach meeting of all head and assistant coaches to promote the Association's overall objective of ensuring an enjoyable hockey experience for all players.
 - (v) Organizes, facilitates and participates in the annual divisional player/team tryouts and/or balancing of teams.
 - (vi) Provides a process for player/coach suspensions and how they are recorded on the gamesheet.
 - (vii) Point of contact for coaches and managers of each team within program.
 - (viii) Be familiar with Association's policies and procedures.

(j) **Director of House League.**

- (i) Oversees the activities of the house league programs including administration, information, activities of the players, teams and coaches.
- (ii) Helps coordinate with registrar and ice scheduler the schedule for all the division's games and practice ice times within the program.
- (iii) Convenes a coach meeting of all head and assistant coaches to promote the Association's overall objective of ensuring an enjoyable hockey experience for all players.
- (iv) Provides a process for player/coach suspensions and how they are recorded on the gamesheet.
- (v) Point of contact for coaches and managers of each team within program.
- (vi) The Director of House League shall be the representative for Metro Ottawa Girls House League and/or any other local association.

Section 6.03 Other Officers. The powers and duties of all officers of the Association shall be such as the terms of their engagement call for or the Board or the president requires of them. The Board may from time to time vary, add to or limit the powers and duties of any officer other than in respect of any of the matters described in Section 5.09(a) through Section 5.09(g).

Section 6.04 Vacancy in Office. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

Section 6.05 Duties of Officers May Be Delegated. In case any officer is absent, or for any other reason that the Board may deem sufficient, the president or the Board may delegate for the time being the powers or duties of such officer to any other officer or to any Director.

ARTICLE 7 Notice

Section 7.01 Method of Giving Notice. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) under the Act, the Articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given if:

- (a) delivered personally to the person to whom it is to be given or delivered to such person's address as shown in the records of the Association;
- (b) mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) sent to such person by electronic means in accordance with the *Electronic Commerce Act, 2000*, S.O. 2000, c. 17.

Section 7.02 Omissions and Errors. The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or person engaged to conduct a review engagement, the non-receipt of any notice by any such person where the Association has

provided notice in accordance with this By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 8 General Provisions

Section 8.01 Financial Year. The financial year of the Association shall be determined by the Board.

Section 8.02 Annual Financial Statements. Not less than ten (10) days before each annual meeting, the Association shall send a copy of the annual financial statements and other documents referred to in section 84(1) (Presentation of Annual Financial Statements to Members) of the Act to all members who have informed the corporation that they wish to receive a copy of those documents.

Section 8.03 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its officers or Directors. Also, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporation's seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy.

Section 8.04 Banking Arrangements. The banking business of the Association shall be transacted at such bank, trust company, credit union, caisse populaire or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such officer of the Association or other person as the Board may by resolution from time to time designate, direct or authorize.

Section 8.05 Conflict with Applicable Law or Articles. This By-law is enacted subject to any applicable law and the Articles. Whenever this By-law may conflict with any applicable law or the Articles, such conflict shall be resolved in favour of such law or Articles.

ARTICLE 9 Amendment and Repeal

Section 9.01 Amendment. Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

Section 9.02 Repeal. All previous By-laws of the Association are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Association obtained, under any such By-law before its repeal. All officers and persons acting under the provisions of this By-law, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ENACTED by the Board the 6th day of June, 2024.

President of the Board

Vice President or Secretary

CONFIRMED by the Members as of the ____ day of ____, 2024.

Secretary