

BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of the **OTTAWA GIRLS HOCKEY ASSOCIATION** BE IT ENACTED as a By-law No. 1 of Ottawa Girls Hockey Association (herein referred to as the "Association") as follows:

HEAD OFFICE

1. The head office of the Association shall be in the City of Ottawa, in the Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

SEAL

2. The Association may have a corporate seal, and in the event that the Board of Directors adopt such a seal, the impression thereof shall be stamped in the margin hereof.

JURISDICTION

3. 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 Ontario Women's Hockey Association ("OWHA"), the Ottawa District Women's Hockey Association ("ODWHA"), the Metro Ottawa Girls House League ("MOGHL") and the Ottawa Female Hockey Association ("OFHA") and players and officials of the Association are subject to the rules and regulations of the OWHA, ODWHA, MOGHL and OFHA.

BOARD OF DIRECTORS

4. The affairs of the Association shall be managed by a Board of Directors consisting of five individuals each of whom is a Member of the Association. Each Director shall be at least 18 years of age and not be an undischarged bankrupt or a mentally incompetent person.

ELECTION OF DIRECTORS

5. The Directors shall be elected at each Annual Meeting and shall hold office for a term of two years until the second next Annual Meeting thereafter.

REMOVAL OF DIRECTORS

6. The Members may, by a resolution passed by at least two-thirds of the votes cast at a meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office.

DIRECTOR VACANCIES

7. A vacancy or vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among qualified Members. If there is not a quorum of Directors remaining in office, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy or vacancies.

REMUNERATION OF DIRECTORS

8. The Directors shall serve as such without remuneration and no Director shall directly or indirectly profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred in the performance of his or her duties.

VOTING, BOARD OF DIRECTORS

9. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of equality of votes, the motion shall be deemed to be defeated. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken by a show of hands. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be proof of the number of proportion of the votes recorded in favour or against such resolution.

QUORUM AND MEETINGS OF DIRECTORS

10. A minimum of three Directors shall form a quorum for the transaction of business at all meetings of the Board of Directors. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President, the Vice-President, the Secretary or by any two Directors. Notice of such meetings shall be delivered, telephoned or transmitted electronically to each Director not less than two days before the meeting is to take place or shall be mailed to each Director not less than three days before the meeting is to take place. The statutory declaration of the President or the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named and no notice of such meeting need be sent. A Directors' meeting may also be held, without notice, immediately following the Annual Meeting.

DISCLOSURE OF CONFLICT OF INTEREST

11. Any Director who has a proprietary interest in any motion being considered shall declare any conflict of interest and not take part in any voting and/or discussion of said motion. If said Director does not declare such conflict as aforesaid, any other Director may point out the said conflict of interest to the Board of Directors, who shall determine if said Director is or is not in a conflict of interest position and declare said Director either eligible or ineligible, as the case may be, to participate in discussions and/or voting.

INDEMNITIES OF DIRECTORS AND OTHERS

12. Every Director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their respective heirs, executors, administrators and other personal representatives, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
 - (a) all costs, charges and expenses whatsoever which such Director, officer, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or in respect of any such liability provided such Director acted honestly and in good faith with respect to such matter; and
 - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

OFFICERS

13. The Board of Directors shall elect annually from among themselves a President, Vice-President, Treasurer, Secretary and a Registrar. Each officer shall hold office until the first Directors' meeting following the second next Annual Meeting, or until removed as an officer by a two-thirds vote of the Directors present at a meeting for which proper notice of the intention to remove such officer is given.

DUTIES OF OFFICERS

14. **President.** The President shall preside at all meetings of the Directors and the Members. He or she shall be the chief executive officer and chief spokesman of the Association and shall exercise general control of and supervision over its affairs. The President shall sign all documents requiring his or her signature and have such other duties from time to time prescribed by the Board of Directors or incidental to such office.

15. **Vice-President.** In case of absence or disability of the President, the Vice-President may exercise the powers and perform the duties of the President. The Vice-President shall also perform such other duties from time to time prescribed by the Board of Directors or incidental to such office.
16. **Treasurer.** The Treasurer shall ensure that the Association keeps full and accurate accounts of all receipts and disbursements of the Association in accordance with acceptable accounting practices and deposits all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse or supervise the disbursement of the funds of the Association under the direction of the Board of Directors, and shall render to the Board of Directors, when required, an account of all transactions and of the financial position of the Association. The Treasurer shall cooperate with the auditors of the Association during the audit of the accounts of the Association and perform such other duties as may from time to time be prescribed by the Board of Directors.
17. **Secretary.** The Secretary shall attend to the giving and service of all notices of meetings of the Board of Directors and of the Members and shall keep the minutes of all such meetings in a book or books to be kept for that purpose. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors.
18. **Registrar.** The Registrar shall maintain a record of all registrations received and ensure all teams are properly registered with ODWHA, MOGHL and OWHA. The Registrar shall ensure that all coaching and other team staff have the requisite qualifications for each position pursuant to ODWHA, MOGHL and OWHA regulations.

OFFICIALS

19. The Board of Directors shall accept nominations for officials of the Association and shall appoint such officials from those nominees or others who the Board of Directors may accept as having the necessary qualifications.
20. The senior officials, when required, shall attend and report to the Board of Directors and Members. The Board of Directors may determine by resolution from time to time to appoint other officials. Such appointed officials shall not be entitled to vote at Board meetings.
21. The Board of Directors may at any time by resolution remove any of the officials and appoint others in their place.

MEMBERSHIP

22. Within the registration period and the rules as to eligibility determined from time to time by the Board of Directors, the OWHA, ODWHA, MOGHL and OFHA, the Board of Directors shall admit as players all eligible persons who have been invited to play hockey in the divisions offered by the Association.
23. Each player at the date of registration with the Association must be represented by herself, if over 18 years of age or by a parent or by the player's legal guardian if under 18 years of age. Such player, or parent, or the legal guardian of each player shall be accepted by the Board of Directors 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 family shall be allowed at a meeting of Members.
24. 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 of Directors as long as each such individual is not the parent or legal guardian of a player.

25. 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.
26. A Member who becomes a Member by virtue of a transfer approved by the ODWHA or OWHA, as the case may be, shall cease to be a Member when the player plays his last game for an Association team.
27. A Member shall cease to be a member in good standing once a player receives her release. Members may also resign by written notice to the Association which shall be effective upon acceptance thereof by the Board of Directors, which acceptance shall not be unreasonably refused.
28. Any Member may be required to resign by a vote of two-thirds of the Members at an Annual or Special Meeting provided that any such Member shall be granted an opportunity to be heard at such meeting. There must be due notice as to the intent of such a meeting.
29. In case of resignation, a Member shall remain liable for payment of annual fees set by the Board of Directors and/or such levies set by the player's team which became payable by such Member during the current season.

ANNUAL AND OTHER MEETINGS OF MEMBERS

30. The Annual Meeting shall be held at a place determined by the Board of Directors prior to November 30 of each year.
31. The Board of Directors shall appoint a Chair for the Annual Meeting at least two months prior to the date of the meeting. The Chair must be someone who will not allow his or her name to stand for election to any position on the Board of Directors at that Annual Meeting. The Chair shall not be required to be a Member of the Association.
32. Nominations for positions on the Board of Directors shall be accepted in any written or electronic format by the Chair of the Annual Meeting during a 30-day period, ending seven days before the date of the Annual Meeting. Nominations must be moved and seconded by members in good standing and the individual being nominated must indicate her consent to the nomination. Names of nominees and the individuals moving and seconding their nominations will be posted on the OGHA website within 72 hours of their receipt by the Chair.
33. 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.
34. At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the reviewers shall be presented and a Board of Directors elected and reviewers appointed for the ensuing year. Financial statements will be made available to any Members through team managers or any Board Members at least seven days prior to the date of the meeting.
35. The Board of Directors, the President or the Vice-President shall have power to call a meeting of the Members at any time.
36. The Board of Directors shall call a Special Meeting of Members within six weeks of the receipt, by the Board, of a written request for such a Meeting signed by at least thirty voting Members of the Association. A written request shall specify the business to be transacted at this Meeting, and only the specified business shall be transacted at the Meeting.
37. The Board of Directors shall give notice of an Annual or Special Meeting at least 21 days prior to the date of the meeting and the notice of meeting shall include an agenda and outline of the

business to take place at such meeting. The Notice of Meeting shall be mailed or transmitted electronically to the Members.

38. For the purpose of sending notice to any Member, Director or official for any meeting or otherwise, the address of such Member, Director or official shall be the last address recorded on the books of the Association.
39. A quorum for the transaction of business at any meeting of Members shall consist of 10 Members present in person or represented by proxy.

VOTING OF MEMBERS

40. Each Member shall at all meetings of Members be entitled to one vote.
41. At all meetings of Members every question shall be decided by a majority of the votes cast by Members present in person or represented by proxy unless otherwise required by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. In case of equality of votes at any general Meeting, whether upon a show of hands or at a poll, the matter shall be deemed to be defeated.
42. However, in the event that a Member chooses to appoint a person by means of a proxy to attend and act at the meeting as his or her nominee, a proxy may be completed and submitted at the meeting. No one member may hold more than five (5) proxies.

ADJOURNMENTS

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

ERRORS IN NOTICE

44. No error or omission in giving notice for a meeting of Directors or Members shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had there at.

BOOKS AND RECORDS

45. The Board of Directors shall at all times ensure that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept and that all filings are made in a timely fashion.

EXECUTION OF DOCUMENTS

46. Deeds, transfers, licenses, contracts and agreements on behalf of the Association shall be signed by any two Directors.

FINANCIAL YEAR

47. Unless otherwise determined by the Board of Directors, the financial year of the Association shall terminate on the 30th day of April in each year.

REVIEWERS

48. The Members shall at each Annual Meeting appoint a reviewer to review the accounts of the Association for report to the Members at the next Annual Meeting. The reviewer shall hold office until the next Annual Meeting provided that the Directors may fill casual vacancy in the office of the reviewer. The remuneration of the reviewer shall be fixed by the Board of Directors.

RULES, POLICIES AND REGULATIONS

49. The Directors may prescribe such rules, policies and regulations not inconsistent with the By-laws of the Association relating to the management and operation of the Association as they deem expedient.

AMENDMENT OF BY-LAWS

50. The By-laws of the Association may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of two-thirds of the Members at the next Annual Meeting of Members.