

EDMONTON GIRLS HOCKEY ASSOCIATION BYLAWS

1. Definitions and Interpretation

- 1.1 Definitions. For the purpose of these Bylaws the following terms have the meaning below assigned to them:
- a. "**Act**" means the *Societies Act of Alberta*, R.S.A. 1980, c. S-18 as amended from time to time.
 - b. "**Annual General Meeting**" means an annual general meeting of the Members called for and held under these Bylaws.
 - c. "**Association**" or "**EGHA**" means the Edmonton Girls Hockey Association.
 - d. "**Bylaws**" means the Bylaws of the Association as amended from time to time.
 - e. "**Category Director**" or "**Director**" means the Initiation Director, Novice Director, Atom Director, Peewee Director, Bantam Director, Midget Director, AAA Director, Junior Director or Director At Large.
 - f. "**Chairperson**" or "**Chair**" means the person appointed by the Executive or other organization to lead and oversee the Association, committee or group.
 - g. "**EFHL**" means Edmonton Federation Hockey League.
 - h. "**Executive Board**" or "**Executive**" means the committee established under Section 6 of these Bylaws.
 - i. "**Executive Meeting**" means the meeting held by the Executive and Category Directors to discuss the operations of the Association. This open meeting is held the third Tuesday of the month at the Hockey Edmonton office unless otherwise indicated on the Website.
 - j. "**Executive Members**" means collectively the President, Vice President - Hockey Operations, Vice President - Administration, Vice President - Discipline, Secretary, Treasurer and Registrar.
 - k. "**Good Standing**" means the individual is in compliance with the terms and conditions of these Bylaws and the policies and procedures of the Association, as published and amended from time to time by the Association.
 - l. "**HE**" means Hockey Edmonton (formerly Edmonton Minor Hockey Association).
 - m. "**Hockey Season**" means the period commencing August 1st and ending April 30th of the following year.
 - n. "**Member**" means any person who has been admitted to membership in the Association pursuant to Section 3.1 and is in Good Standing.
 - o. "**Membership Fee**" means the annual membership fee payable by a Member. The Membership Fee shall be the registration fee of each individual hockey player registered with the Association. The Membership Fee is to be established by the Executive prior to the commencement of each hockey season.
 - p. "**Ordinary Resolution**" means a motion or resolution that was passed by a majority of not less than fifty one percent (51%) of the votes cast by the parties being entitled to vote on the question.

- q. **"Recognized Volunteer Position"** means a head coach or Director who is not a parent of a registered player.
- r. **"Special General Meeting"** means a general meeting of the Members of the Association called for and held under the Bylaws, other than the Annual General Meeting.
- s. **"Special Resolution"** means a resolution passed by seventy five percent (75%) of Members entitled to vote who are present at a Special General Meeting.
- t. **"Standing Committee"** means a committee established under Sections 8 & 10 of these Bylaws.
- u. **"Website"** means the Edmonton Girls Hockey Association Website, www.egha.ab.ca.

- 1.2 Numbers, Gender. In these Bylaws, words importing the singular number, or the masculine gender shall include the plural number or the feminine gender, respectively, and vice versa.

2. Organization

- 2.1 Governing Bodies. The Association is subject to the Bylaws, rules, and regulations of the EFHL, Hockey Edmonton, Hockey Alberta and Hockey Canada.

3. Membership

- 3.1 General Members. Subject to these Bylaws, the Executive shall admit as a Member of the Association, an individual who:
- is eighteen (18) years of age;
 - is in compliance with the terms and conditions of these Bylaws and the policies and procedures of the Association, as published and amended from time to time by the Association;
 - is the parent or legal guardian of an individual who is registered to play hockey for the Association; and
 - has paid the Membership Fee.
- 3.2 Volunteer Members. Subject to these Bylaws, the Executive may, in addition to those Members admitted pursuant to Article 3.1, admit as a Member of the Association an individual who holds any formally Recognized Volunteer Position within the Association. Individuals admitted as Members pursuant to this Article 3.2 shall not be required to pay a Membership Fee to the Association. Individuals admitted as Members pursuant to this Article 3.2 shall be required to be eighteen (18) years of age and be in compliance with the terms and conditions of these Bylaws and the policies

and procedures of the Association, as published and amended from time to time by the Association.

- 3.3 Withdrawal of Members. Any Member wishing to withdraw from the Association may do so upon written notice or email to the Registrar. The effective date of withdrawal shall be the postmark, in the case of withdrawal by written notice, and the date stamp, in the case of withdrawal by email.
- 3.4 Removal of Members.
- a. Any Member of the Association who does not conduct him or herself in accordance with the rules and regulations of Hockey Alberta, Hockey Canada, the Bylaws, and policies and procedures of the Association and Hockey Edmonton may, upon Resolution of the Executive taken at a duly convened Executive Meeting, be suspended as a Member of the Association for the remainder of the Hockey Season or such longer period of time as the Executive may decide, up to and including permanent expulsion.
 - b. Any Member with a dispute with the Association who, prior to exhausting all of the Member's rights and remedies under the Bylaws, and EMHA, Hockey Alberta and Hockey Canada, seeks recourse to any another sport governing body, commission or the Courts of any jurisdiction, shall be deemed to be in breach of the Bylaws and shall be immediately suspended as a Member until further notice.
 - c. A Member suspended pursuant to Article 3.4(b) shall as a pre-condition of consideration for reinstatement of Membership in the Association reimburse the Association for all expenses incurred by the Association and/or its officers, and any other organization in which the Association is a member, to address and deal with any such actions taken in contravention of Article 3.4(b).
 - d. The Executive claims the right, as the rental contract carrier for all facility usage by the Association, to prohibit and expel any Member who is suspended pursuant to the provisions of the Bylaws or procedures of the Association, from any or all facilities where the Association functions, including but not restricted to facilities where meetings, games and practices are taking place for the benefit of the Association.

4. Rights of Membership

- 4.1 Notice of and Attendance at Meetings. Members in Good Standing shall be provided notice of each meeting of the Members in the form provided in the Bylaws and shall be entitled to attend meetings of the Members.
- 4.2 Voting at Meetings. Members in Good Standing shall be entitled to one (1) vote per registered player and must vote personally on each matter for which a vote is required to be taken at a meeting of the Members For clarification, a Member with two (2) registered players may have two (2) votes per matter. Further, any Volunteer Member admitted pursuant to Section 3.2 is entitled to one (1) vote per matter.

- 4.3 Voting. At any meeting of the Members, all resolutions shall be decided by an Ordinary Resolution, unless the Act or these Bylaws provide otherwise. Such voting shall be carried out in the following manner:
- a. Except as provided in Section 4.3.b., every resolution shall be decided by a show of hands.
 - b. Before a vote is taken, a Member may demand a secret ballot and, if such demand is not withdrawn prior to the casting of the vote, the question shall be decided by secret ballot.
- 4.4 Voting by Secret Ballot. Voting by secret ballot shall be conducted in such manner as the Chair shall direct and the results of such vote shall be deemed the decision of the Members in the meeting upon the matter in question.
- 4.5 Inspection of Books and Records. Members in good standing shall be entitled to inspect the books and records of the Association upon ten (10) business days' notice, by email to the Treasurer, at the locations at which the books and records of the Association may be kept.
- 4.6 No Proxy. No proxy may be given by a Member of his vote.

5. Meetings of Members

- 5.1 Annual General Meeting. The Annual General Meeting of the Members shall be held no later than fifteen (15) months after the previous Annual General Meeting at such date, time and place as the Executive, upon not less than twenty-one (21) days' notice thereof to all Members in Good Standing.
- 5.2 Business to be transacted at an Annual General Meeting. The Vice President - Administration will act as Chair for the Annual General Meeting. At every Annual General Meeting, in addition to any other business that may properly be transacted, the following business shall be included in the agenda:
- a. Presentation and approval of minutes from the previous Annual General Meeting.
 - b. Business arising from the Minutes of the previous Annual General Meeting.
 - c. Presentation of the financial statements of the Association.
 - d. Appointment or waiver of the appointment of the auditor, and authority for the Executive to determine the auditor's remuneration.
 - e. Presentation of the reports of the Executive and Category Directors.
 - f. Election of the Executive and Directors to replace those whose office has expired or otherwise become vacant since the previous Annual General Meeting.
- 5.3 Special General Meeting. A Special General Meeting of the Members shall be convened by the Association either upon:
- a. the direction of the Executive, or
 - b. upon a written request, signed by twenty (20) Members, and containing sufficient information to permit the Members to form a reasoned judgment on the matters to be considered.

- 5.4 Notice of Special General Meeting. Within fifteen (15) days of the event of Section 5.3.a. or 5.3.b., the Association must give each Member notice of the Special General Meeting. Notice shall be deemed to be effectively given by posting the meeting details on the Website. Such meeting shall be held no earlier than twenty-one (21) days and no later than forty-five (45) days from the event of Section 5.3.a. or 5.3.b. Such notice shall contain the date, time and place of the Special General Meeting as determined by the Executive, the agenda and sufficient information to permit the Members to form a reasoned judgment on the matters to be considered.
- 5.5 Quorum at the Annual General Meeting. A quorum for the transaction of business of any meeting of Members shall consist of twenty (20) Members who are present and are eligible to cast a vote.
- 5.6 Record of Meetings of Members. Minutes of the meetings of the Members shall be recorded by the Secretary, and minutes thereof shall be presented to the next Annual General Meeting or Special General Meeting, as may be appropriate. Upon approval of the minutes at such General Meeting, such minutes shall be placed in the formal records of the Association. All minutes of meetings of the Members shall be circulated to the Executive forthwith after approval of the minutes by the Members. Minutes may be circulated to such other person as the Executive may, by resolution, direct.
- 5.7 Rules of Procedure. Except as specifically provided herein, the procedure at all meetings of the Members shall be determined by the most current published edition of *Robert's Rules of Order*.
- 5.8 Error or Omission in Giving Notice. No error or omission in giving notice of any meeting of the Members or any adjourned meeting of the Members shall invalidate such meeting or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting and any Member may ratify, approve and confirm any or all proceedings taken or had thereat.

6. Executive of the Association

- 6.1 Composition. The Executive shall consist of seven (7) individuals, namely:
- a. President
 - b. Vice President - Hockey Operations
 - c. Vice President - Administration
 - d. Vice President -Discipline
 - e. Treasurer
 - f. Secretary
 - g. Registrar
- 6.2 Ex-Officio Executive. Each former President, from the date of expiration or termination of their most recent term in office until the following Annual General Meeting, shall be an ex-officio Executive and shall be entitled to notice of and to attend all Executive and Board Meetings. During this time period only, the Past President serves in an advisory capacity to the Executive and is a voting member of the Executive. If the position

becomes vacant during the term it will remain so until the current President's term is finished.

- 6.3 Eligibility as an Executive member. In order to qualify to become or to act as a member of the Executive, a person must:
- a. be a citizen or permanent resident of Canada.
 - b. be eighteen (18) years of age.
 - c. have the capacity under law to contract.
 - d. have obtained an approved police check.
 - e. be a Member in Good Standing or Volunteer Member.
- 6.4 Eligibility as the President. In order to qualify to become or to act as the President, a person must, in addition to the conditions set out in Section 6.3, have held a position on the Executive or as Category Director for one term.
- 6.5 Nominations of Executive.
- a. The Executive shall be entitled to nominate candidates for Executive offices of the terms of which have expired, or become vacant since the last Annual General Meeting, and shall post to the Website such nominations at least twenty-one (21) days prior to the date of the Annual General Meeting.
 - b. Any Member may nominate one (1) or more candidates for Executive by email to the Vice President - Administration at least fourteen (14) days prior to the date of the Annual General Meeting. The Executive shall post such nomination to the Website forthwith.
 - c. Nominations for Executive positions must include a brief biographical sketch of the candidate and the written consent of the candidate to let their name stand.
 - d. Nominations for Executive office shall not be allowed from the floor at an Annual General Meeting or any other meeting held for such purposes unless no eligible candidate has been nominated under Section 6.5a or b.
- 6.6 Remuneration and Expenses. The Executive, Directors and committee members shall not receive any remuneration for their services, but shall be reimbursed for reasonable expenses incurred in connection with their attendance at Executive meetings or otherwise incurred in connection with their services as Executive officers, board members or as committee members of the Association and such expenses shall be recorded and accounted for by the Treasurer prior to reimbursement.
- 6.7 Duties of the President (2-year term – elected on even years). The President shall:
- a. With the exception of the Annual General Meeting, preside at all meetings of the Members and all Executive Meetings.
 - b. be an *ex-officio* member of all committees appointed or established by the Executive.
 - c. in case of emergency, exercise the powers of the Executive without the approval of the Executive, provided however that such actions taken in an emergency situation must be ratified by the Executive at the next ensuing Executive meeting, failing which such actions and directions shall be automatically rescinded.

- d. shall attend all meetings to which the Association is entitled to have a representative present.
- e. maintain contact with other hockey orientated resource groups.
- f. take all actions as directed from time to time by the Executive or as further outlined in the rules and regulations and policies and procedures of the Association as published and amended from time to time by the Association.
- g. represent the Association through the media as may be required.
- h. serve as a voting member of the Executive.
- i. provide a report at Executive Meetings.

6.8 Duties of the Vice President - Hockey Operations (2-year term – elected on odd years). The Vice President - Hockey Operations shall:

- a. be responsible for all aspects of the day to day operations, coaching, development and evaluations of the Association as directed from time to time by the Executive or as further outlined in the policies and procedures of the Association as published and amended from time to time by the Association.
- b. take the place of the Vice President - Administration in his absence.
- c. deal with Category Directors on all hockey related matters.
- d. respond to problems in the operation of individual teams, with the assistance of the Category Director responsible for the division.
- e. oversee travel and tournament permits
- f. attend tiering meeting with the Zone or HE as the Association's representative (or appoint a representative to attend on his behalf).
- g. serve as a voting member of the Executive.
- h. provide a report at Executive Meetings.

6.9 Duties of the Vice President - Administration (2-year term – elected on even years). The Vice President -Administration shall:

- a. be responsible for all aspects the administration of the Association as directed from time to time by the Executive or as further outlined in the policies and procedures of the Association as published and amended from time to time by the Association.
- b. take the place of the President in his absence.
- c. run the Executive meetings in the absence of the President.
- d. chair the Annual General Meeting.
- e. conduct an annual review of the Association Bylaws, Policies and Procedures and bringing proposed amendments to the Association Annual General Meeting.
- f. update the Parent Handbook & Coaches Manual.
- g. hold responsibility for the maintenance of all Association records.
- h. chair the budget committee.
- i. serve on any other Standing Committees to which he is appointed.
- j. serve as a voting member of the Executive.
- k. provide a report at Executive Meetings.

6.10 Duties of the Vice President - Discipline (2-year term – elected on odd years). The Vice President - Discipline shall:

- a. liaise with EFHL League Governor for Female Hockey on matters of player, coach or spectator discipline.
- b. report monthly to HE Discipline Chair.
- c. chairs internal (EGHA) discipline Committee.
- d. develops policies and procedures and promotes fair play and good sportsmanship within the Association.
- e. mediate disputes upon request with EGHA coaches, players and families.
- f. serve as a voting member of the Executive.
- g. provide a report at Executive Meetings.

6.11 Duties of the Treasurer (2-year term – elected on even years). The Treasurer shall:

- a. be the primary signing authority along with one other elected member of the Executive, ensuring proper segregation of duties is maintained in accordance with Generally Acceptable Accounting Principles.
- b. receive all monies collected or otherwise received on behalf of the Association and pay all accounts when properly approved and keep accounts and receipts for the same.
- c. be responsible for the maintenance and keeping of such financial records, including books of account, as are necessary to comply with the *Act*.
- d. be responsible for the preparation and provision of the financial statements of the Association to the Executive, Directors, Members and others when required.
- e. perform such other duties and responsibilities as directed from time to time by the Executive or as further outlined in the policies and procedures of the Association as published and amended from time to time by the Association.
- f. serve as a voting member of the Executive.
- g. prepare financial statements for the last accounting period for presentation at Executive Meetings.
- h. prepare financial statements for the previous fiscal year for presentation at the Annual General Meeting.
- i. comply with all financial reporting requirements of governing bodies.

6.12 Duties of the Secretary (1-year term – elected annually). The Secretary shall:

- a. record the minutes of Executive Meetings and circulate them to the Executive, Directors and others in attendance within seven (7) days of the meeting.
- b. under the direction of the President, publish the notice of the Annual General Meeting of the Association at least twenty-one (21) days prior and ensures the email distribution of such notices to all members of the Association.
- c. assist with Executive correspondence under the President's direction.
- d. perform other duties as designated by the President.
- e. serve as a voting member of the Executive.
- f. provide a report at Executive Meetings.

6.13 Duties of the Registrar (2-year term – elected on odd years). The Registrar shall:

- a. handle the day to day activities of registration within the Association as conferred upon the Registrar by the Hockey Canada, Hockey Alberta, Hockey Edmonton and the Association Bylaws and Rules.
 - b. issue the official tax receipts for all registrants.
 - c. serve as a voting member of the Executive.
 - d. provide a report at Executive Meetings.
- 6.14 Duties of the Past President (1-year term - appointed). The Past President shall:
- a. advise the Executive.
 - b. serve as a voting member of the Executive.
- 6.15 Vacancy of Executive Officer Positions. In the event of any vacancy occurring among the Executive during the term of that office, the Executive may appoint an acting Executive officer until the next Annual General Meeting, at which time an Executive officer shall be elected to serve the balance of the term of that office.
- 6.16 Automatic Vacation of Office. The office of an Executive shall be automatically vacated:
- a. if the Executive officer has resigned their office by delivering a written resignation to the office of the Association.
 - b. if the Executive officer loses his/her capacity under law to contract.
 - c. if the Executive officer is no longer eligible for an approved police check.
 - d. on the death of the Executive officer.
- 6.17 Removal of Executive Officer. The office of an Executive shall be automatically vacated if a resolution for that purpose is passed by seventy five percent (75%) of the Executive present and entitled to vote at an Executive meeting called for that purpose or the Members pass a Special Resolution at a Special General Meeting called for that purpose.

7. Executive Meetings

- 7.1 Notice. The Executive Members and Directors shall meet not less than eight (8) times per year at a place to be determined by the President provided that notice in writing of not less than five (5) days prior to the date for such Executive meeting has been sent to the Executive officers. Notice may be waived by the unanimous consent of the Executive officers. A special meeting of the Executive shall be called upon the written requisition therefore signed by any of three (3) Executive officers which requisition must contain sufficient information to permit the Executive to form a reasoned judgment on the matters to be considered.
- 7.2 Meetings by Telephone Conference. Executive Meetings may be conducted by telephone conference call, conducted by the President or an officer designated by him.
- 7.3 Resolutions Without Meeting. Resolutions of the Executive may be passed in writing, without meeting, upon the unanimous consent of the Executive, which consent may be endorsed upon the resolution in writing by counterpart. Such resolutions may be delivered to the Executive members for endorsement by fax or e-mail. An Executive officer's endorsement of consent may be returned by facsimile or email of scanned document.

- 7.4 Quorum. Quorum for Executive Meetings shall be four (4) Executive officers entitled to vote at such Executive Meeting.
- 7.5 Voting. Each member of the Executive is entitled to one (1) vote and, except where a resolution of seventy five percent (75%) of the Executive present and entitled to vote at an Executive meeting is required by these Bylaws, all proceedings of the Executive shall be determined by an Ordinary Resolution of the officers of the Executive entitled to vote at such Executive meeting. In the event of a tie, the President does not have a casting vote and the resolution shall be defeated.
- 7.6 Record of Executive Minutes. Executive meetings shall be recorded and distributed by the Secretary within seven (7) days of the meeting. The minutes thereof shall be presented to the next Executive meeting. Upon approval of the said minutes, such minutes shall be made available to the members of the Executive, each of whom shall receive a copy of such minutes.
- 7.7 Procedure. Except as specifically provided herein the procedure at all meetings of the Executive shall be determined by the most current published edition of *Robert's Rules of Order*.
- 7.8 Error or Omission in Giving Notice. No error or omission in giving notice of any Executive meeting or any adjourned meeting of the Executive shall invalidate such meeting or make void any proceedings taken thereat, and any Executive may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

8. Powers of Executive

- 8.1 Executive of the Association. The Executive of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association and in its name, any kind of contract which the Association may lawfully enter into and do all such other acts and things as the Association is, by its letters patent or otherwise, authorized to exercise and do. Without restricting the generality of the foregoing, the Executive may employ such employees as are necessary to administer the business of the Association.
- 8.2 Powers of the Executive. Without in any way detracting from the foregoing, and in addition to any other powers which they possess under these Bylaws or otherwise, the Executive is expressly empowered, from time to time:
- a. to take such steps as it may deem requisite to enable the Association to acquire, accept, solicit or receive donations and benefits of any kind for the purpose of furthering the objects and purposes of the Association.
 - b. to make expenditures for the purpose of furthering the objects of the Association, subject to any limitations or directions placed upon it by the Members at a meeting of the Members.
 - c. to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the

furtherance of any or all of the purposes and objects of the Association in accordance with such terms and conditions as may be agreed with such a trust company.

- d. to appoint a Special Committee or Committees, as per Section 10, to be designated by such name or names as it may decide and to change the membership of such Committees from time to time as it may decide. The members of such Committees need not be members of the Executive or Directors.
- e. to authorize expenditures on behalf of the Association and to delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees of the Association.
- f. to appoint a representative to any governing bodies for which the Association is entitled to have a representative present, which representative may or may not be a current member of the Executive or Directors.
- g. to vote on the admission of Members to the Association.
- h. for the purpose of carrying out its objectives, borrow or raise or secure payment of money in any manner it thinks fit, and in particular issue debentures, provided however that the issuance of debentures shall be subject to the prior approval of the Members by way of a Special Resolution.

8.3 Policies and Procedures. The Executive may prescribe policies and procedures not inconsistent with these Bylaws relating to the management and operation of the Association and such policies and procedures shall be deemed to form part of these Bylaws.

9. Category Directors

9.1 Composition. The Category Directors are nominated and voted in at the Annual General Meeting.

9.2 Eligibility as a Category Director. In order to qualify to become or to act as a Director, a person must:

- a. be a citizen or permanent resident of Canada.
- b. not be less than eighteen (18) years of age.
- c. have the capacity under law to contract.
- d. have obtained an approved police check.
- e. be a Member in good standing.

9.3 Term of Category Director. The term of office of a Director of the Association shall be one (1) year.

9.4 Nominations of Category Directors.

- a. The Executive shall be entitled to nominate candidates for Category Directors, whose term of office has expired, or become vacant since the last Annual General Meeting, and shall post to the Website such nominations at least twenty-one (21) days prior to the date of the Annual General Meeting.

- b. Any Member may nominate one (1) or more candidates for Executive by email to the Vice President - Administration at least fourteen (14) days prior to the date of the Annual General Meeting. The Executive shall post such nomination to the Website forthwith.
 - c. Nominations for Category Director positions must include a brief biographical sketch of the candidate and the written consent of the candidate to let their name stand.
 - d. Nominations from the floor at an Annual General Meeting or any other meeting held for such purposes shall be allowed.
 - e. In order to address real and perceived conflicts of interest, it is suggested that a candidate for Category Director not be directly related to a player in the category they will be serving.
- 9.5 Remuneration and Expenses. Directors shall not receive any remuneration for their services but shall be reimbursed for reasonable expenses incurred in connection with their services as Directors.
- 9.6 Automatic Vacation of Office. The office of a Director shall be automatically vacated:
- a. if the Director has resigned their office by delivering a written resignation to the office of the Association.
 - b. if the Director loses their capacity under law to contract.
 - c. if the Director is no longer eligible for an approved police check.
 - d. on the death of the Director.
- 9.7 Removal of Director. The office of a Director shall be automatically vacated if a resolution for the removal of such Director is passed by seventy five percent (75%) of the Executive officers present and entitled to vote at an Executive meeting held for such purpose or by the Members at a Special General Meeting called for that purpose.

10. Standing Committees

- 10.1 Composition. The Standing Committees shall be appointed by the Executive. The members of Standing committees must be Members of the Association but need not be members of the Executive or Directors.
- 10.2 Standing Committee Chair. Any person, who is a Member in good standing, shall be eligible for appointment and reappointment to Chair a committee. The Chair for each committee will be appointed from those volunteering for the committee by the Executive.
- 10.3 Duties of a Standing Committee Chair. Each committee chair will:
- a. be responsible to the Executive for the actions of the committee.
 - b. whenever possible, submit an estimated budget to the Budget Committee no later than the end of September each year.
 - c. forward all monies received from the operation of that committee to the Treasurer or deposited in the Association's bank account and the Treasurer shall be so advised by delivery of a stamped copy of the deposit slip.

- d. ensure the Committee operates in compliance with these Bylaws and with the resolution (if any) by which the Committee is established or an operating directive applying to such administration of the Committee as it may deem appropriate provided, however, that such rules and regulations be subject to review and amendment at any time by resolution of the Executive.

A Committee Chair shall not:

- a. make a contractual or financial arrangement on behalf of his committee or on behalf of the Association except to the extent previously authorized by the Executive or in the event of an emergency with the prior approval of the majority of the Executive.

10.4 Term of Special Committee. The office of a Special Committee shall expire at the end of the current hockey season.

10.5 Meetings. Committees shall meet at the call of the Chair of the committee at such intervals as the Chair shall deem necessary, provided, however, that a committee Chair shall call a meeting of his committee immediately if requested to do so by the Executive.

10.6 Standing Committees. Without restricting the appointment of other committees, the following shall represent the committees of the Association:

- a. Coach Selection Committee
- b. Coach Development Committee
- c. Player Development Committee
- d. Goaltender Development Committee
- e. Player Evaluations Committee
- f. Sponsorship Committee
- g. Budget Committee - The Budget Committee shall be Chaired by the Vice President - Administration and shall consist of the President, Vice President - Administration, Vice President - Hockey Operations, Treasurer, Ice Allocator, Equipment Manager and other members of the Association whose input may be required. The budget is presented to the Executive for ratification.

11. Association Seal and Signature and Certification of Documents

11.1 The seal of the Association shall be in such form as shall be prescribed by the Executive and shall have the words "Edmonton Girls Hockey Association" endorsed thereon, and shall be held by the Vice President - Administration.

11.2 Contracts, documents and any instruments in writing requiring the signature of the Association must be signed by two (2) members of the Executive specifically authorized by the Executive and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. Notwithstanding the foregoing, the Executive may, from time to time by resolution, appoint any other officer or officers or person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. The seal of the Association may, when

required, be affixed to any such contracts, documents or instruments in writing signed as aforesaid, or by any officer or officers appointed by resolution of the Executive.

12. Disciplinary Matters

12.1 All disciplinary matters of the Association shall be dealt with in accordance with these Bylaws, and the disciplinary provisions contained in the policies and procedures manual of the Association as published and amended from time to time by the Association.

13. Conflict of Interest

13.1 Members of the EGHA shall not vote on any question:

- a. affecting a private company of which they are shareholders.
- b. affecting a public company in which they hold more than one percent of the shares.
- c. affecting a partnership or firm of which they are members.
- d. concerning a contract for the sale of goods, merchandise or services to which they are party.
- e. in which they will derive any direct or indirect personal benefit beyond that which accrue to the organization in general.
- f. directly affecting the placement or discipline of any player to whom they are directly related.

14. Code of Ethics

14.1 The Executive, Directors and Committee Chairs must:

- a. adhere to the Association Policy and seek to change policy through proper channels of the Association.
- b. maintain the integrity of the Association at all times and do not initiate or participate in any activity that will place the Association in ill repute.
- c. honour commitments made on behalf of the Association.
- d. not divulge to the public any items or information which may cause personal embarrassment or humiliation amongst members.
- e. resign from the position immediately when they become unable to fulfill their duties or obligations of that position.
- f. not criticize the sphere of operation of another member except to that member or the President.
- g. not comment or render opinion on decisions with respect to operations not under their control.
- h. refer to appropriate Executive Members or Directors any issues arising with respect to their sphere of operation.
- i. fulfill the duties and obligations of their position to the best of their abilities, always serving the best interest of all players registered in the Association.

- j. treat the public with dignity and respect and are considerate of their circumstances.
- k. not use their position for personal profit or for the profit of immediate family.
- l. not use their position to influence the selection of any coach or team official.
- m. not use their position to benefit any one team in the Association; it is preferred that the EGHA Executive & Directors not be assigned the position of head coach.
- n. maintain the confidentiality of all Association meetings and allow communications to be issued to the membership through official channels by the appropriate board member. Unauthorized communications may be subject to sanctions of the member and revocation of membership.

15. Financial Records and Auditing

- 15.1 All funds of the Association shall be deposited in an accredited banking institution, authorized by the Executive, to an account in the name of the Association.
- 15.2 The signing authorities on all Association bank accounts shall be any two (2) members of the Executive specifically authorized by the Executive and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. Notwithstanding the foregoing, the Executive may, from time to time by resolution, appoint any other officer or officers or person or persons on behalf of the Association as signing authorities on all Association bank accounts.
- 15.3 No one with signing authority on Association bank accounts shall sign a cheque payable to himself or herself.
- 15.4 No member of the Executive, Committee chairperson, Director or Member shall expend or incur any indebtedness in excess of Five Hundred (\$500.00) Dollars on behalf of the Association without having first obtained the written authority for doing so from the Executive.
- 15.5 The fiscal year end of the Association shall be determined and established from time to time by the Executive.
- 15.6 The books, accounts and records of the Association shall be audited on an annual basis by a chartered accountant or such other professional as the Members at the Annual General Meeting may direct.

16. Indemnity

- 16.1 No Member of the Association is, in his individual capacity, liable for a debt or liability of the Association.
- 16.2 The Association shall indemnify and hold harmless the Executive, Directors, Standing Committee member, employees and their heirs, legal representatives and assigns from and against any and all claims, costs charges, expenses and losses including payment of legal fees on a solicitor and client basis necessary to settle or defend an action or satisfy a Judgment reasonably incurred by such person as a result of them having been an Executive member, Director or employee in those cases where they were acting in their course and scope of their duties for the Association and acted honestly and in good faith with the view to the best interests of the Association.

16.3 The Association shall indemnify and hold harmless all registered bench staff and committee members of the Association and their heirs, legal representatives and assigns from and against any and all claims, costs charges, expenses and losses including payment of legal fees on a solicitor and client basis necessary to settle or defend an action or satisfy a Judgment reasonably incurred by such person as a result of them having been a formally recognized volunteer of the Association in those cases where they were acting in the course of their duties for the Association and acted honestly and in good faith with the view to the best interests of the Association. Any party who claims indemnity from the Association must cooperate in the defense of any claims made against the party seeking indemnity or which involve the Association.

17. Amendments

- 17.1 These Bylaws may be amended at an Annual General Meeting or Special General Meeting by Special Resolution.
- 17.2 Notwithstanding the foregoing, no amendment shall be enforced or acted upon until it has received the approval of Corporate Registry (or such successor responsible for administration of the Act) if such approval is required pursuant to the Act.

18. Dissolution

18.1 The Association shall not be dissolved except by a Resolution at a Special General Meeting, and notwithstanding any other provision contained in these Bylaws, where a Special General Meeting is called to consider a motion for the dissolution of the Association, then in such event the quorum at such Special General Meeting shall be fifty-one (51%) percent of the Members of the Association. When Corporate Registry has accepted the surrender of the certificate of incorporation and cancelled it and fixed a date from which the Association shall be dissolved, any assets remaining at such date shall be distributed in accordance with the terms and conditions of the resolution for the dissolution of the Association.

19. Interpretation

- 19.1 Interpretation by Chair. The Chair of a meeting of the Executive, or the Members shall interpret these Bylaws, as the case may be, subject to the right of procedural challenge of the ruling of such Chair by the Executive, the Directors or Members, as the case may be. The ruling of the Chair may be overturned by a Special Resolution of the votes cast by those Executive, Directors or Members who, being entitled to do so, vote at such meeting of the Executive, Board or Members, as the case may be.
- 19.2 Written Notice. Except as expressly provided in these Bylaws, all notice to the Association shall be sent to: Administration, PO Box 31104, Namao Centre, Edmonton, Alberta, T5Z 3P3 and shall be deemed received on the date of the postmark.

Submitted for repeal and replacement on April 18, 2019 as per Annual General Meeting of May 14 2019.

Motion made by: April MacKinnon

Seconded by: Bryan Toles

Submitted by: David Seretny, Vice President - Administration, PO Box 31104, Namao Centre, Edmonton, Alberta, T5Z 3P3

If there is any difference between this electronic version and that filed with the Alberta Corporate Registry, the latter will prevail.