



# CONSTITUTION

**MAY 2024**



Constitution of the Stittsville Girls Hockey Association formerly known as the Goulbourn Girls Hockey Association



## Table of Contents

|           |                                                 |           |
|-----------|-------------------------------------------------|-----------|
| <b>1</b>  | <b>DEFINITIONS AND INTERPRETATION .....</b>     | <b>4</b>  |
| <b>2</b>  | <b>GENERAL .....</b>                            | <b>5</b>  |
| <b>3</b>  | <b>OFFICERS AND DIRECTORS .....</b>             | <b>6</b>  |
| <b>4</b>  | <b>CONFLICT OF INTEREST .....</b>               | <b>17</b> |
| <b>5</b>  | <b>BOARD MEETINGS .....</b>                     | <b>17</b> |
| <b>6</b>  | <b>PROTECTION OF DIRECTORS AND OTHERS .....</b> | <b>18</b> |
| <b>7</b>  | <b>FINANCIAL .....</b>                          | <b>19</b> |
| <b>8</b>  | <b>MEMBERS .....</b>                            | <b>20</b> |
| <b>9</b>  | <b>MEMBERS' MEETINGS .....</b>                  | <b>22</b> |
| <b>10</b> | <b>NOTICES .....</b>                            | <b>25</b> |
| <b>11</b> | <b>ADOPTION AND AMENDMENT OF BY-LAWS .....</b>  | <b>25</b> |



# 1 DEFINITIONS AND INTERPRETATION

## 1.1 DEFINITIONS

In this document, unless the context otherwise requires:

- a. "Act" means the Corporations Act (Ontario) and any act that may be substituted therefor (including the Not-for-Profit Corporations Act, 2010 (Ontario)), as from time to time amended.
- b. "Age of Majority" means 18 years or older.
- c. "Articles" means the letters patent or articles of the Corporation as amended from time to time.
- d. "Board" means the Board of directors of the Corporation.
- e. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force.
- f. "Code of Conduct" means the code of ethics of the Corporation which establishes the ethical standard of the Corporation and sets out guidelines for the maintenance of standards of professional conduct by the members, as approved by the Board from time to time.
- g. "Corporation" means the NEPEAN GIRLS HOCKEY CORPORATION, the Corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act.
- h. "Director" means an individual occupying the position of director of the Corporation.
- i. "Eastern League" OWHL Eastern League – Governing body of the Corporation.
- j. "GGHA" means Goulbourn Girls Hockey Corporation
- k. "Junior Members" are players who are under the age of eighteen (18) are registered in any of the programs or activities of the SGHA.
- l. "Member" means a member of the Corporation.
- m. "Members" means the collective membership of the Corporation.
- n. "Officer" means an officer of the Corporation.
- o. "Ordinary Resolution" means a resolution passed by a simple majority of the votes cast on that resolution.
- p. "OWHA" refers to the Ontario Women's Hockey Corporation, the provincial governing body of the corporation.
- q. "President" means the President of the SGHA.
- r. "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of any applicable by-law or legislation; and
- s. "SGHA" refers to Stittsville Girls Hockey Corporation and means the Corporation.

## 1.2 INTERPRETATION

Other than as specified in section 1.1, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.



### **1.3 SEVERITY AND PRECEDENCE**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles, or the Act shall prevail.

## **2 GENERAL**

### **2.1 CORPORATION**

- 1 The name of the corporation shall be called the Stittsville Girls Hockey Corporation (SGHA). Formerly Goulbourn Girls Hockey Corporation (GGHA). Hereinafter to be referred to in the by-law as the SGHA.
- 2 SGHA will be a corporation without share capital and operating not for profit in accordance with the Corporation Act and all other applicable laws of the province of Ontario.
- 3 The head office of the Association shall be 11 Spindle Way, Stittsville Ontario. Members shall be informed of the head office location.
- 4 The financial and operating year of the Association shall commence on May 1 and end on the following April 30 of each year.
- 5 Upon the dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.
- 6 The Corporation shall be a member of the Ontario Women's Hockey Association ("OWHA"). This membership can only be revoked through a vote of 75% of the membership in attendance at a special meeting of the membership called for this purpose with at least 14 days' notice and called in accordance with of this constitution. Shall the OWHA cease operations; a special meeting of the membership shall be called to discuss ongoing operations of the SGHA and subsequent membership in any associations.
- 7 Operation of the SGHA shall be governed by the Constitution, the rules and regulations of the OWHA and any policies or procedures that the Board approves provided they are approved in accordance with the by-laws of the corporation.

### **2.2 AFFILIATION**

SGHA is a member of the Ontario Women's Hockey Corporation (OWHA) and Hockey Canada. As is therefore subject to the OWHA and Hockey Canada's Constitution, by-laws, rules and regulations and policies.

SGHA policies are in addition to any requirements set out by the above organizations with which SGHA is affiliated or that govern amateur hockey for girls and women.

### **2.3 PURPOSE**

The purpose of the SGHA is to provide a safe, fun, and engaged environment for girls to learn and play hockey close to home.



Our corporation is governed and operated by volunteers, most of whom are parents of our players. The quality of the players' experience and the results we see on the ice directly reflect the effort and energy contributed by those who are willing to give their time for the development of girls' hockey.

## **2.4 OBJECTIVE**

The objective of the SGHA is:

- a. To offer opportunities within the Ontario Women's Hockey Corporation (OWHA) for girls to participate in league play.
- b. To raise the awareness and image of female hockey in Ontario.
- c. To adhere to a code of conduct that focuses on respect for the game, the officials, the OWHA, the teams, players, and fans.
- d. To encourage the participation of any and all interested persons and organizations wishing to volunteer their services in the administration and support of the SGHA's affairs.
- e. To promote hockey as a game played primarily for enjoyment while also fostering skill development, fair play, team discipline, self-discipline, self-confidence, respect for others and life skills.
- f. To promote the ideas of good sportsmanship and fair play in all players and spectators as well as fostering life skills through a well-regulated amateur hockey program; and
- g. To provide instruction and competition for all registered players while providing an atmosphere wherein good character and fair play, team spirit and life skills on the part of the players, parents, coaches and Executive can be fostered.

## **2.5 VALUES**

The SGHA promotes hockey as a game played primarily for enjoyment but also fostering sportsmanship and life skills. The SGHA supports the OWHA's "Fair Play" policy, the main goal of which is to enhance and foster Safety and Respect in the game for all participants.

- Safety: The safety of our members is paramount.
- Sportsmanship: We compete in a fair and respectful manner.
- Inclusiveness: We encourage participation at all age and skill levels.
- Stewardship: We are committed to modelling leadership behaviors that set an example for others to follow.

## **3 OFFICERS AND DIRECTORS**

### **3.1 AUTHORITY AND RESPONSIBILITY**

Subject to the bylaws and policies of the SGHA, the Board shall manage, or supervise the management of, the activities and affairs of the Corporation and shall have full authority to conduct the business of the SGHA including but not limited to:

- Set, establish, increase, decrease and determine membership and registration fees, other fees, or dues.



- Oversee the financial operations of the Corporation.
- Adopt, amend, revise, revoke or repeal the policies of the Corporation.
- Exercise the right of prior review and approval of all hockey activities, programs, and undertakings in the name of the SGHA and establish terms, conditions, standards, and objectives for them.
- Assess, appoint, and engage coaches, assistant coaches, trainers, team managers, and other persons, all of whom shall hold their positions at the pleasure of the Board.

The Directors of the Corporation are required to act honestly and in good faith with a view to furthering the best interests of the Corporation and shall exercise reasonable care, diligence, and skill in the fulfillment of their duties.

### **3.2 COMPOSITION OF THE BOARD**

The Board shall be comprised of an Executive Board as well as an Executive Committee. The Executive Board shall be comprised of the following Directors:

- President
- Vice-President
- Registrar
- Treasurer
- Director of Development

The Executive Committee shall be comprised of the following:

- Ice Scheduler
- Equipment Coordinator
- Convenor (House/Competitive)
- Fundraising Coordinator
- Secretary
- Social Media Coordinator
- Special Events Coordinator
- Web Administrator
- Past President
- Founder

In addition, the Founder and Past President shall be, ex officio, a member of the Board of Directors but will not have voting rights at any meetings other than at the Annual General Meeting.

### **3.3 ELECTION AND TERM**

- a. Board Members will be elected under staggered terms. Beginning in 2021 the President and Secretary will be elected for a three-year term and the Vice-President, Registrar and Treasurer in 2022 for a three-year term.
- b. Any voting member of the SGHA may be nominated for a vacancy on the Board of Directors, except for President and Vice-President who shall have served on the Board of Directors for at least one year prior to taking office as President or Vice-President.



- c. Nominations for positions other than President and Vice-President must be submitted to the Secretary in paper form or by email at least 14 days prior to the Annual General Meeting.
- d. If the positions, other than President and Vice-President, are not elected from those nominated, nominations will be accepted from the floor at the Annual General Meeting. The nominees must be present or have signified in writing their willingness to accept the office for which they have been nominated.

### 3.4 QUALIFICATIONS

- a. To be a member of the Executive, an individual must be at least 18 years of age and a member of the corporation at the time they are elected and must secure membership with the corporation for the upcoming SGHA hockey season.
- b. No person who has been declared incapable by a court shall be an Officer or Director.
- c. No person may be nominated for, acclaimed to, or elected to the positions of President or Vice-President unless that person has been a member of the SGHA for at least two years and has been on the SGHA Board of Directors for at least one year prior to taking office as President or Vice-President.
- d. No person may be nominated for, acclaimed to, or elected to the position of Treasurer unless that person holds a recognized accounting designation or have considerable relevant experience in the accounting and financial management fields. Prior to taking office, the incoming Board must verify and approve the qualifications of the Treasurer.
- e. No person may be nominated for, acclaimed to or elected to any Board position unless that person has previously volunteered within the Corporation in some capacity e.g. coach, manager, convenor, administrator.
- f. No person may be nominated for, acclaimed to, or elected to any Board position if their spouse or partner currently occupies a Board position.

### 3.5 DUTIES OF OFFICERS

The President, Vice Presidents, Treasurer, Registrar and Director of Development shall be Officers of the Corporation.

Any Officer shall cease to hold office upon resolution of the Board.

#### 3.5.1 PRESIDENT

**Term:** 3 years

**Description**

Coordinate the work of the Executive Board. Ensures that all tasks required for the effective operation of the Association are performed by the appropriate Directors.

**Responsibilities**

- Knowledge of constitution, policies, and procedures of the OWHA and the SGHA.
- Responsible for the complete well-being and operation of the Association.
- With the consent of the Executive Board appoint individuals to specific duties.
- Prepare the agendas for Executive Board and General meetings.
- Ensure that all duties of the Executive members are fulfilled properly.
- Chair Executive Board and General meetings.





- Serve as an ex-officio member of all committees.
- Represent the SGHA at meetings and functions of the OWHA, and OWHL.
- Distribute to the appropriate members information received from senior affiliated partners.
- Represent the SGHA within the community.
- Assume from time-to-time other duties as may be determined by the Executive Board.
- Delegate duties and responsibilities to the Vice-President, or any Officer of the SGHA
- Responsible for the complete well-being and operation of the association.

### 3.5.2 VICE-PRESIDENT

**Term:** 3 years

#### **Description**

In the absence or inability of the President, fulfill the duties and responsibilities of the President. Coordinates all aspects of the program within the Association.

#### **Responsibilities**

- Knowledge of constitution, policies, and procedures of the OWHA and the SGHA.
- Work with the Committee members to ensure the smooth operation of SGHA programs.
- Oversee all operations within the SGHA.
- Oversee all committee members within the Board.
- Initially screen protests and subsequent appeals
- Organize and oversee competitive and house league coach selection process.
- Approve team staff appointments.
- Review and approve team budget submissions.
- Provide banking signatories names to the SGHA Treasurer once budgets are approved.
- Track and approve Coach reimbursement for certification submitting refund information to the Association Treasurer.
- Keep informed about changes to OWHA coaching requirements.
- Oversee the Association Fundraiser

### 3.5.3 REGISTRAR

**Term:** 3 years

#### **Description**

Process and record all SGHA registrations, following the SGHA Registration Policy, and maintain a record of all Members. Process and record all OWHA team participant registrations. Act as intermediary on all matters pertaining to registration between SGHA members and bodies with which the Association is affiliated.

Establish the basic principles and policies for a risk management framework for the SGHA.

Maintain records of adult certification including Respect in Sport and Police Record Checks and ensure information is maintained by adult members in RAMP.

#### **Responsibilities**

- Knowledge of constitution, policies, and procedures of the OWHA and the SGHA.



- Make recommendations on registration policy to the Board.
- Organize and publicize the player registration procedure for each season.
- Process and record all OWHL team and participant registrations. Act as intermediary on all matters pertaining to the registration between the SGHA membership and the OWHL.
- Provide registration statistics as required.
- Fulfill all registration requirements for the OWHL and the OWHA.
- Determine the amount and arrange payment of all fees required by the OWHL and the OWHA
- Main contact for current registration system
- Establish, maintain, and implement procedures with respect to clearance of all volunteers required to complete Respect in Sport and a Police Record Check
- Establish and monitor SGHA policies and work with Convenors and the Vice-President to address policy violations.
- Ensure that all team personnel have all pre-requisite requirements for coaching as determined by the OWHA.
- Work with Convenor(s) to ensure that each SGHA team has an established Emergency Action Plan (EAP) to deal with accidents or medical emergencies.

#### 3.5.4 TREASURER

**Term:** 3 years – by appointment

##### **Description**

The Treasurer shall be responsible for the care and custody of funds and preparing the financial statement for the approval of the membership.

##### **Responsibilities**

- Knowledge of constitution, policies, and procedures of the OWHA and the SGHA.
- Keep full and accurate accounts of all receipts and disbursements of the SGHA.
- Deposit all monies to the credit of the SGHA in such bank(s) as may be designated by the Executive Board.
- Delegate authority to make deposits as appropriate.
- Disburse the funds of the SGHA under the direction of the Executive Board.
- Report to the Board at its regular meetings, or whenever required by the Board an account of all financial transactions and the current financial position of the SGHA.
- Prepare an annual budget and financial statement to be presented at the Annual General Meeting
- Ensure that a financial audit of the SGHA is performed in a timely manner after the end of the fiscal year.

#### 3.5.5 DIRECTOR OF DEVELOPMENT

**Term:** 3 years

##### **Description**

Responsible for strategic planning, coach management and evaluation.



The position is also responsible for ensuring the implementation of Hockey Canada training curriculum for players and coaches at all levels.

### **Responsibilities**

- Knowledge of constitution, policies, and procedures of the OWHHA and the SGHA.
- Shall coordinate the training of coaches using the appropriate clinics.
- Coordinate the preparation and distribution, of evaluation forms to all parents for mid-season and year-end evaluations.
- Coordinate conditioning sessions.
- Conduct end of season coach evaluations as determined by the Board.
- Coordinate the training of players using the appropriate clinics (skating, goalie clinics etc.)
- Provide recommendations for development opportunities for the next season including staff, players and goalies.
- Work with Coaches to review the current season's development and determine need for change.

## **3.6 EXECUTIVE COMMITTEE**

Members of the Executive Board of the Association appoint individuals to fill specific Executive Committee positions with delegated duties that are essential to the effective operations of the Association.

A short description of each non-director executive position is set out below:

### **3.6.1 ICE SCHEDULER**

**Term:** As determined by the Executive Board

This position is by appointment by the Executive Board and must include a mentoring process

#### **Description**

Handle all matters relating to the allocation of ice to SGHA teams.

#### **Responsibilities**

- Knowledge of constitution, policies, and procedures of the OWHHA and the SGHA.
- Represent the SGHA in dealings with municipalities on matters relating to ice rentals.
- Receive and verify all ice rental contracts with the City of Ottawa and other partners.
- Receive, verify and forward to the Treasurer all invoices received for ice rentals.
- Provide ice times to the league for scheduling.
- Allocate and distribute practice ice to SGHA teams.
- Maintain a master schedule of all ice times for all SGHA teams and development sessions.
- Provide a copy of the master ice time schedule to the SGHA Board as required.
- Coordinate additional ice time requests for development.
- Pursue all possibilities for ice rentals.
- Association's main contact for all ice scheduling



### 3.6.2 DIRECTOR OF POLICY, RISK AND SAFETY

The general responsibility of the Policy, Risk and Safety Director is to establish the basic principles and policies for a risk management framework for the SGHA.

The duties and responsibilities of the Policy, Risk and Safety Director shall include:

- Knowledge of SGHA constitution, SGHA policies and procedures and OWHA Constitution, By-Laws, Regulations and Rules
- Establish, maintain and implement procedures with respect to clearance of all volunteers required to complete Respect in Sport and a Police Record Check
- Establish and monitor SGHA policies and work with Convenors, and Vice President to address policy violations.
- Make policy recommendations to the Board regarding management
- Work with Convenors to ensure that each SGHA team has an established Emergency Action Plan (EAP) to deal with accidents or medical emergencies and least one Hockey Canda Safety Person assigned to their team roster
- Work with Registrar to maintain accurate and current association records of all team personnel
- Provide recommendations to the Program Committee and/or Board of Directors on policy matters that require Board Intervention
- Review SGHA's compliance to OWHA Constitution, By-Laws, Regulations and Rules

### 3.6.3 EQUIPMENT MANAGER

**Term:** 2 years

#### **Description**

Handle matters relating to all SGHA equipment, including storage, distribution, and collection

#### **Responsibilities**

- Inventory and organize all association jerseys at the end of each season. Ensuring they are returned clean and in good repair.
- Inventory, maintain, distribute, and collect association goalie equipment.
- Manage the loan and return of goalie gear between seasons.
- Assists with other SGHA activities and may sit on various committees as required.

### 3.6.4 CONVENOR (House / Competitive)

**Term:** 2 years

#### **Description**

Act as the intermediary on matters between the teams and the Executive Board.

The Executive Board may, at any time, change the structure of this convenor role to distribute responsibilities for different divisions among more than one person, with each of those people serving on the Executive Committee.

#### **Responsibilities**

- Knowledge of constitution, policies, and procedures of the OWHA and the SGHA.



- Assist with operation of the tryouts and sort outs and help finalize team rosters.
- Ensure that the required representatives from each team attend the OWHL mandatory Coaches and Managers meetings, receive all the required information and are clear on all OWHL league policies, procedures, and requirements.
- Convene each team's parents meeting prepared to discuss, expectations and relevant SGHA policies and procedures.
- Act as liaison to the Ice Director to resolve team ice conflicts, scheduling problems, etc.
- Attend a reasonable number of games and practices throughout the season, checking in with team staff to ensure the smooth running of the team.
- Maintain regular contact with coaches/managers throughout the season to keep abreast of team operations.
- Provide recommendations to the Board on team matters.
- Notify the Registrar of any changes to a team for either players or team staff.
- In late December, obtain interim financial statements from each team's manager. Ensure that all team fees have been fully paid by December 31.
- Obtain a copy of the teams' year-end financial statements.
- Assist with SGHA activities, such as check in at registration table for tryouts, sort outs, etc.

### 3.6.5 FUNDRAISING COORDINATOR

**Term:** 2 years

#### **Description**

Arrange for all fundraising at the Association level and provide support for fundraising at the team level.

#### **Responsibilities**

- Knowledge of constitution, policies, and procedures of the OWHA and the SGHA.
- Initiate and source any corporate or private donations/sponsors for SGHA.
- Oversee event committees and request resources as necessary from SGHA Board
- Work towards a fundraising goal as set out by SGHA Board
- Assist Executive Board with the Association Fundraiser.
- Assists with other SGHA activities and may sit on various committees as required.

### 3.6.6 SECRETARY

**Term:** 2 years

#### **Description**

Serve as the ex-officio Clerk of the Association and ensure that all facts and minutes of the Association's proceedings are recorded.

#### **Responsibilities**

- Knowledge of constitution, policies, and procedures of the OWHA and the SGHA.
- Prepare and maintain contact information for all Executive Board and Committee Members



- Book space for all Board and General meetings
- Ensure that Executive members are notified of meetings.
- Record all minutes of the Board's proceedings and distribute that information.
- Prepare and send the Annual General Meeting notice to all SGHA members.
- Accept all motions and Board member nominations for the Annual General meeting.
- Assist with SGHA activities, such as registration for tryouts, sort outs, etc.

### 3.6.7 SOCIAL MEDIA MANAGER

**Term:** 2 years

#### **Description**

Social Media Manager is responsible for overseeing the Association's interactions with the public by implementing social media platforms' content strategies and ensuring the news articles on the website are current.

#### **Responsibilities**

- Knowledge of constitution, policies, and procedures of the OWHA and the SGHA.
- Create media and copy content for all social media posts.
- Make sure all teams are represented in posted content by requesting updates from coaches.
- Follow social media trends
- Respond to inquiries made on the various social media platforms.
- Develop and implement a social media plan.
- Update the news articles on the website.
- Assist with other SGHA activities and may sit on various committees as required.

### 3.6.8 SPECIAL EVENTS COORDINATOR

**Term:** 2 years

#### **Description**

Oversee the organization of special events, securing locations, finding volunteers/helpers which the Board has planned for the season.

#### **Responsibilities**

- Knowledge of constitution, policies, and procedures of the OWHA and the SGHA.
- Oversee event committees and request resources as necessary from SGHA Executive
- Prepare proposals for Association level events to the Executive for approval.
- Implement approved events and coordinate events with each team's special events member
- Assists with other SGHA activities and may sit on various committees as required.

### 3.6.9 WEB ADMINISTRATOR

**Term:** As determined by the Executive Board

Maintains the SGHA web site, making additions and changes as per the direction of the Executive Board.



## Responsibilities

- Knowledge of constitution, policies, and procedures of the OWHA and the SGHA.
- Must have relevant computer experience.
- Maintains and upgrades the SGHA website as required, making additions and changes as per the direction of the Executive Board.
- Provide seasonal resets of all team information in RAMP.
- Manage email access for all executive members, coaches, and managers.
- Manage RAMP access for SGHA teams as required.
- Assists with other SGHA activities and may sit on various committees as required.

### 3.6.10 PAST PRESIDENT

**Term:** 3 years

Serve in an advisory capacity to the Executive Board. Assist other directors as required. This is a non-voting position.

### 3.6.11 FOUNDER

This position will be held by Cathy Bureau, the Founder of the Stittsville Girls Hockey Association (formerly Goulbourn Girls Hockey Association) and original president.

Cathy shall be an Ex-Officio member of the Board in this non-voting position, representing the SGHA within the community.

## 3.7 VACANCIES

A member of the Executive Board or Committee shall cease to hold office if:

- The Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received or at the time specified in the notice, whichever is later.
- The Director is found to be incapable of managing property by a court or under Ontario law.
- The Director fails to attend three (3) consecutive Board meetings without notifying the Secretary in writing of the reason for their inability to attend.
- At a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

## 3.8 FILLING VACANCIES

A vacancy on the Board, however caused, shall be filled as follows:

- Resolution of the Board. The appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director.
- If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, within thirty (30) days, call a special meeting of the Members to fill the vacancy.



- If the vacancy occurs because of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold the office for the remainder of the removed Director's term.
- In the absence or inability of the President, the Vice-President shall fulfill the duties and responsibilities of the President and coordinate all aspects of the program within the SGHA. If, for any reason, the position of President becomes permanently vacant, the Vice-President shall fulfill the duties and responsibilities of President.

### **3.9 COMMITTEES**

The Board may establish any committee it determines necessary for the execution of the Board's responsibilities.

The Board shall determine the composition and terms of reference for any such committee.

The Board may dissolve any committee by resolution at any time.

### **3.10 REMUNERATION**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, providing that:

- Directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties.
- Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they perform to the Association in their capacity other than as Directors, if the amount of any such remuneration or reimbursement is considered reasonable by the Board.

Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they perform to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:

- a. considered reasonable by the Board.
- b. approved by the Board for payment by resolution passed before such payment is made; and
- c. in compliance with the conflict-of-interest provisions of the Act.

### **3.11 POWERS OF THE BOARD**

The Board is empowered, in a manner consistent with the requirements of the Ontario Women's Hockey Association, including but not limited, to:

- a. manage the Association's affairs in accordance with the Act and the By-laws (including, without limiting the generality of the foregoing, establishing policies, procedures, rules and regulations).
- b. Make policies, procedures, rules and regulations relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies, procedures, rules and regulations.





- c. Make policies, procedures, rules and regulations relating to the management of disputes within the Association and deal with disputes in accordance with such policies, procedures, rules and regulations.
- d. Employ or engage under contract such persons as it deems necessary to carry out the Association's work.
- e. Determine registration policies, procedures, rules and regulations, recommend membership dues, and determine other registration requirements.
- f. Enable the Association to receive donations and benefits for furthering the Association's purposes.
- g. Make expenditures for furthering the Association's purposes.
- h. Borrow money upon the Association's credit as it deems necessary in accordance with the By-laws; and
- i. Perform any other duties from time to time as may be in the Association's best interests

## **4 CONFLICT OF INTEREST**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall disclose such interest to the Board. No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

## **5 BOARD MEETINGS**

### **5.1 Calling of Meetings**

Meetings of the Directors may be called by the President, Vice President or any two Directors at any time and any place on notice as required by this by-law.

The Board of Directors shall meet at least four (4) times during the hockey year.

### **5.2 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### **5.3 Notice of Meetings**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held.

Notice of a meeting is not necessary if all of the Directors are present, and none object to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

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



## **5.4 Chair**

The President shall preside at Board meetings. In the absence of the President, the Directors present shall choose one of their number to act as the Chair.

## **5.5 Quorum**

A quorum shall be a majority of the number of Directors. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting.

For the purposes of determining quorum, a director may be present in person, or, if authorized under this By-law, by teleconference and/or other electronic means.

## **5.6 Voting**

- a. Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall not have a second or casting vote, and the motion shall not pass.
- b. Any vote at any meeting shall be taken by secret ballot if requested by any director present.
- c. Whenever a vote by a show of hands is taken on a question, unless a written ballot is required or requested, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **5.7 Participation by Telephone or other Communications Facilities**

If all of the Directors of the Corporation consent, a director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

# **6 PROTECTION OF DIRECTORS AND OTHERS**

## **6.1 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:



- a. complied with the Act and the Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act

## **7 FINANCIAL**

### **7.1 Financial Year**

The financial year end of the Corporation shall be April 30th in each year unless otherwise determined by the Board. For the purposes of any article or By-law, the hockey year of the SGHA shall be the twelve-month period between the 1st of May and the 30th of April, each year.

### **7.2 Signing Authority**

- a. Deeds, transfers, assignments, contracts and obligations in writing requiring execution by the Corporation shall be signed by any two of the following: President, Vice-President, Registrar, Treasurer or any other person designated by the Board. Any person authorized to sign any document to the document.
- b. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the SGHA shall be signed by any two of the following persons: President, Vice President (Operations), Treasurer or any other individual designated by the Board.
- c. 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.
- d. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### **7.3 Banking**

- a. The Board shall by resolution from time to time designate the bank, trust company or other firm or corporation carrying on a banking business in Canada in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
- b. Any and all securities, so deposited, may be withdrawn, from time to time, only upon written order of the SGHA signed by such officer, officers, agent or agents of the SGHA, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting accordance with the direction of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### **7.4 Books and Records**

The Board of Directors shall see that all necessary books and records of the SGHA, required by the By-Laws of the Association or by an applicable statute of law, are regularly and properly kept.



## **7.5 Annual Financial Statements**

The Corporation shall make available a copy of the Financial Statements from the previous year to all Members at the Annual General Meeting. The Financial Statements will have been subject to an assurance engagement performed by an independent auditor.

## **7.6 Assurance Engagement Provider**

- a. The Members shall by ordinary resolution at each annual meeting appoint an independent assurance engagement provider to hold office until the next annual meeting, and if an appointment is not so made, the
- b. auditor in office will continue in office until a successor is appointed.
- c. The Directors may, if a quorum of the Directors is then in office, fill any vacancy in the office of the assurance engagement provider arising between annual meetings
- d. The person or firm appointed as assurance engagement provider shall be independent of the Corporation, its affiliates, the Directors and Officers and be permitted to conduct an audit of the corporation under the Public Accounting Act, 2004.

# **8 MEMBERS**

## **8.1 Conditions of Membership**

- a. Players under the age of eighteen (18) who are registered in any of the programs or activities of the SGHA shall be considered Junior Members of the SGHA and shall not be entitled to vote at general or special meetings of the SGHA.
- b. Senior members of the SGHA, hereinafter referred to as “Members”, shall be the only persons entitled to receive notice of, attend, participate at, and have the right to one (1) vote at all Meetings of Members.
- c. Subject to section 8.3.d. below, and provided that the applicable registration fee for each player registered in the SGHA for the current hockey season have been paid, membership in the Corporation shall be available to:
  1. Individuals who are interested in furthering the Corporation’s purpose.
  2. Individuals who have agreed to uphold and comply with Hockey Canada's, the Ontario Women's Hockey Association's, and the Association's By-laws, policies, procedures, rules and regulations.
  3. Are either:
    - i. Players registered with the SGHA who are at least eighteen (18) years of age; or 17
    - ii. A parent or legal guardian of one or more junior members of the SGHA.
  4. Directors of the SGHA.
  5. Any person(s) approved by the Board of Directors, up to a maximum of five (5) team officials per team and registered with the SGHA as team officials prior to December 31st of the hockey year.
  6. Persons appointed by the Board of Directors to fulfill voluntary responsibilities on behalf of the SGHA who would not otherwise qualify as members.



- d. Each Member understands that membership in the Corporation is a privilege and not a right and shall abide by the Corporation's By-laws, Code of Conduct and other policies in force and may be asked to sign a declaration stating such.

## **8.2 Membership**

- a. Every application for registration as a player or appointment as a coach, trainer, manager or staff of a team in the SGHA is subject to approval by the Board, in their sole discretion.
- b. Any member or past member of the SGHA, who has rendered valuable service to the SGHA, may after nomination and upon majority vote at the AGM, be elected as a Life Member. A life member will only be given a vote at the AGM meeting.
- c. A membership in the Association is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

Membership in the SGHA shall include the following individuals:

- Registered players and their parents
- Any member of the current Executive
- Approved rostered team staff members.

All members of the SGHA agree to abide by and comply with the Policies, Procedures, Rules and Regulations and Codes of Conduct of our afore mentioned affiliated partners.

## **8.3 Disciplinary Act or Termination of Membership for Cause**

- a. The membership of any member may be terminated if such member fails to pay all fees within 60 days after it is due. Such termination of membership shall not prejudice the member's right to apply for readmission.
- b. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws.
- c. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15)-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.
- d. During the 15-day notice and appeal period, the Board may implement interim measures including the suspension of a member if it determines, by Board resolution, that such measures are necessary pending the receipt and consideration of a written submission from the member appealing the decision.
- e. In the event of a suspension or termination, the Member shall not be entitled to any refund of the fees paid to the Corporation.
- f. An individual who has had their membership in the Corporation suspended or terminated must apply to the



- g. Board for special permission to become a Member of the Corporation. Such application to the Board must be made in writing by way of an e-mail or letter delivered to the President of the Corporation. The individual must provide to the Board sufficient evidence of their genuine intent and desire to further the Corporation's purposes and to abide by the Corporation's By-laws, Code of Conduct and other policies in force. The Board shall determine, in its sole discretion, whether or not to admit such an individual as a Member of the Corporation. The Board may, in its sole discretion, approve the membership of such individual subject to the fulfillment of any conditions the Board deems appropriate. The Board's decision on whether or not to allow an individual hereunder to become a Member of the Corporation shall be final and binding. Disciplinary decisions of the Board shall be final and binding.
- h. Any Member of the SGHA may resign as a Member of the SGHA in writing to the Secretary.

## **9 MEMBERS' MEETINGS**

### **9.1 Annual General Meeting**

- a. The Annual General Meeting shall be held on a day and time and at a place within Ontario fixed by the Board prior to the middle of June.
- b. Notice of the Annual General Meeting shall be posted on the SGHA website with notice not less than twenty-one (21) days or more than fifty (50) days before the day on which the meeting is to be held and the notice shall state the general nature of the business to be transacted at the meeting.
- c. The business transacted at the annual meeting shall include:
  - 1. receipt of the agenda.
  - 2. presentation and adoption of the minutes of the previous annual and subsequent special meetings.
  - 3. presentation of awards and guests.
  - 4. reports from Directors and Committees.
  - 5. Presentation of the audited financial statements from the previous hockey year, interim financial statements for the year just completed and proposed budget for the ensuing year.
  - 6. report of the auditor or person who has been appointed to conduct a review engagement, if necessary.
  - 7. reappointment or new appointment of the auditor for the coming year.
  - 8. election of Directors; and
  - 9. such other or special business as may be set out in the notice of meetings.
- d. No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting, so that such item of new business can be included in the notice of annual meeting.
- e. The Board is not required to include a member's proposal in the notice of meeting if:
  - i. the proposal is not submitted to the Corporation by the date set out



- ii. it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, Members or debt obligation holders
  - iii. it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation
  - iv. not more than two years before the receipt of the proposal, the Member failed to present in person at a Meeting of Members a proposal that had been included in a notice of meeting at the member's request
  - v. substantially the same proposal was submitted to Members in a notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated; or
  - vi. the rights conferred by this section are being abused to secure publicity or to serve some unlawful or inappropriate purpose.
- f. No business may be transacted at any General Meeting unless at least twenty (20) Members are personally present.

## **9.2 Special Meetings**

- a. The Directors may call a special meeting of the Members at any time.
- b. The Board shall convene a special meeting on written request to the Secretary of at least thirty (30) Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.
- c. The written request shall specify the business to be transacted at this meeting, and only this specified business shall be transacted.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

## **9.3 Notice**

Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

## **9.4 Quorum**

A quorum for the transaction of business at a members' meeting is a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

## **9.5 Chair of the Meeting**

The President shall be the chair of the Members' meeting. In the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is



present or if all the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

## **9.6 Voting of Members**

- a. Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law
- b. Before a vote is taken, members may speak once to a resolution or other order of business after they have been recognized by the Chair and shall be limited to two minutes. The mover of a resolution may speak last to the resolution, followed by the Chair.
- c. Each member in good financial standing at the time of an annual or other special general meeting shall be entitled to one vote on each question, motion, resolution or nomination at any annual or other general meeting, notwithstanding that the person may qualify as a member under more than one category of membership, or that the person is the parent or legal guardian of more than one player registered with the SGHA.
- d. No vote may be assigned by proxy or be assigned to a member who is not the parent or legal guardian of the registered player.
- e. Votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote.
- f. An abstention shall not be considered a vote cast.
- g. Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct.
- h. if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- i. Whenever a vote by a show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **9.7 Adjournments**

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **9.8 Persons Entitled to be Present**

The only persons entitled to attend a members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review





engagement, if any) and others who are entitled or required under the provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **10 NOTICES**

### **10.1 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **10.2 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **10.3 Error or Omission in Giving Notice**

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

## **11 ADOPTION AND AMENDMENT OF BY-LAWS**

### **11.1 Amendment to By-laws**

Amendments to the Constitution may be made at any properly called Annual Meeting of the membership.

An amendment in writing signed by a mover and a seconder must be given to the Secretary at least 14 days before the Annual Meeting is to take place. Both the mover and the seconder must be voting members of the Association. An amendment must be approved by two-thirds majority of the voting members present at the meeting.