



CONSTITUTION

Governing Document for the Stittsville Girls Hockey Association

Formerly the Goulbourn Girls Hockey Association

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1.0 TABLE OF CONTENTS

1.0	TABLE OF CONTENTS.....	2
2.0	OVERVIEW	6
2.1	NAME	6
2.2	AFFILIATION.....	6
2.3	VISION, MISSION, AND VALUES	6
2.4	OBJECTIVES	6
3.0	MEMBERSHIP	7
3.1	MEMBERSHIP	7
3.2	CONDITIONS OF MEMBERSHIP	7
3.3	DISCIPLINARY ACT OR TERMINATION OF MEMBERSHIP FOR CAUSE	8
4.0	GOVERNANCE STRUCTURE.....	9
4.1	ASSOCIATION BOARD	9
4.1.1	Composition.....	9
4.1.2	Powers And Duties	9
4.1.3	Elections.....	10
4.1.4	Qualifications	10
4.1.5	Vacancies	11
4.1.6	Remuneration	11
4.2	OFFICERS / EXECUTIVE BOARD	11
4.2.1	President	12
4.2.2	Vice-President.....	12
4.2.3	Registrar	12
4.2.4	Treasurer	13
4.2.5	Director Of Development	14
4.3	DIRECTORS / EXECUTIVE COMMITTEE	14
4.3.1	Ice Scheduler	14



4.3.2	Director of Policy, Risk and Safety	15
4.3.3	Equipment Manager	15
4.3.4	Convenor (House and Competitive)	15
4.3.5	Fundraising Coordinator	16
4.3.6	Secretary	16
4.3.7	Social Media Manager	17
4.3.8	Special Events Coordinator.....	17
4.3.9	Web Administrator	17
4.3.10	Past President.....	18
4.3.11	Founder	18
4.4	COMMITTEES	18
4.5	PROTECTIONS	18
5.0	MEETINGS.....	18
5.1	MEMBER MEETINGS	18
5.1.1	Annual General Meeting	18
5.1.2	Quorum and Participation	19
5.1.3	Business and Agenda	19
5.1.4	Voting Procedures.....	20
5.1.5	Special Member Meetings.....	20
5.2	BOARD MEETINGS	21
5.2.1	Schedule/Frequency	21
5.2.2	Calling Of Meetings	21
5.2.3	Regular Meetings.....	21
5.2.4	Notice Of Meetings	21
5.2.5	Chair	21
5.2.6	Quorum and Participation	21
5.2.7	Voting Procedures.....	21
5.2.8	Minutes	22
5.3	COMMITTEE MEETINGS.....	22
5.4	MINUTES.....	22



5.4.1	Record Keeping	22
5.4.2	Distribution And Approval	22
5.4.3	Accessibility	22
5.4.4	Retention	22
5.5	ADJOURNMENT	22
5.6	PERSONS ENTITLED TO BE PRESENT	23
6.0	FINANCIAL MANAGEMENT	23
6.1	FINANCIAL AND HOCKEY YEAR	23
6.2	BUDGET APPROVAL	23
6.3	FINANCIAL AND SIGNING AUTHORITIES	23
6.4	BANKING	23
6.5	BOOKS AND RECORDS	24
6.6	ANNUAL FINANCIAL STATEMENTS	24
6.7	AUDIT	24
7.0	CONFLICT OF INTEREST	24
7.1	DEFINITION	24
7.2	DISCLOSURE	24
7.3	RECUSAL	24
7.4	DOCUMENTATION	24
8.0	CODE OF CONDUCT	24
9.0	GENERAL	25
9.1	INTERPRETATION	25
9.2	SEVERITY AND PRECEDENCE	25
9.3	BY-LAWS AND POLICIES	25
9.4	ADOPTION AND AMENDMENT	25



9.5	NOTICES	25
9.5.1	Service	25
9.5.2	Computation Of Time	26
9.5.3	Error or Omission in Giving Notice	26
10.0	DEFINITIONS	26



2.0 OVERVIEW

2.1 NAME

The name of the Association shall be called the Stittsville Girls Hockey Association (SGHA), formerly known as the Goulbourn Girls Hockey Association (GGHA). Hereinafter referred to as the SGHA or the Association.

2.2 AFFILIATION

SGHA is a member of the Ontario Women's Hockey Association (OWHA) and Hockey Canada. As such, the SGHA is therefore subject to the OWHA and Hockey Canada's Constitution, by-laws, rules, regulations and policies. The SGHA participates in the Eastern Region of the Ontario Women's Hockey League (OWHL).

The SGHA Constitution, by-laws, and 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 in Eastern Ontario, Ontario, and Canada.

2.3 VISION, MISSION, AND VALUES

Vision:

To develop our organization and aspire to be a leader in female hockey.

Mission:

To provide a safe, fun and engaging environment for girls to learn and play hockey close to home. The Association offers the opportunity for girls to play hockey on recreational and competitive-level teams across all age categories.

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. The Associations values are:

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.

Our Association 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 contribute their time to the development of female hockey in our community.

2.4 OBJECTIVES

The objectives of the SGHA are:

- To offer opportunities within the OWHA for girls to participate in league play.
- To raise the awareness and image of female hockey in Ontario.



- 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.
- 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.
- 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.
- To adhere to a Code of Conduct that focuses on respect for the game, the officials, the OWHA, the OWHL, the teams, players, and fans.
- 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 and operations.

3.0 MEMBERSHIP

3.1 MEMBERSHIP

Subject to section 2.2 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 Association shall be available to persons who are:

- Players registered with the SGHA – if they are under the age of majority (18), they are considered to be 'junior' members of the SGHA.
- The parents or legal guardian of one or more junior members of the SGHA.
- Current members of the SGHA Board – comprising the Executive Board (Officers) and the Executive Committee (Directors).
- Any person(s) approved by the Executive Board, 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.
- Persons appointed by the Executive Board to fulfill voluntary responsibilities on behalf of the SGHA who would not otherwise qualify as members.
- 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.

3.2 CONDITIONS OF MEMBERSHIP

- 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.
- Players under the age of majority (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.
- No individual Member may have more than one (1) vote, but a Member may have a vote for each Junior Member under the age of majority (18) that they represent through parenthood or guardianship.
- Each Member (both senior and junior) of the SGHA understands that membership in the Association is a privilege and not a right, and shall abide by the Association's Constitution, By-laws, Code of Conduct, Policies in force – and those of the Association's affiliations (as defined in Section 1.2) - and may be asked to sign a declaration stating such.



- 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.
- A life member shall only have the right to cast one (1) vote at the Annual General Meeting (AGM) of the membership.
- A membership in the Association is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with section 2.3 below.
- Each voting member must be in good standing with the Association, with no outstanding financial obligation and/or any outstanding disciplinary actions.
- Any Member of the SGHA may resign as a Member of the Association in writing to the SGHA President, Vice-President and/or Registrar.

3.3 DISCIPLINARY ACT OR TERMINATION OF MEMBERSHIP FOR CAUSE

- The membership of any member may be terminated if such member fails to pay all fees within 60 days after those fees are due. Such termination of membership shall not prejudice the Member's right to apply for readmission.
- Upon fifteen (15) days' written notice to a Member, the SGHA Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Constitution, By-laws, Code of Conduct or Policies in force of the SGHA or those of the Association's affiliations (defined in Section 1.2).
- 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 appealing 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. Disciplinary decisions of the Board shall be final and binding.
- 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.
- In the event of a suspension or termination, the Member shall not be entitled to any refund of the fees paid to the Association.
- An individual who has had their membership in the Corporation suspended or terminated must apply to the Board for special permission for readmission as 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 Association. The individual must provide to the Board sufficient evidence of their genuine intent and desire to further the Association's purposes and to abide by the Association's Constitution, By-laws, Code of Conduct and other Policies in force. The Board shall determine, in its sole discretion, whether to re-admit such an individual as a Member of the Association. 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 once again become a Member of the Association shall be final and binding.



4.0 GOVERNANCE STRUCTURE

4.1 ASSOCIATION BOARD

4.1.1 Composition

The Board shall be comprised of an Executive Board as well as an Executive Committee.

The Executive Board shall be comprised of the following Officers:

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

The Executive Committee shall be comprised of the following:

- Ice Scheduler
- Goalie Development Coordinator
- Equipment Coordinator
- Convenor (House/Competitive)
- Fundraising Coordinator
- Secretary
- Sponsorship Coordinator
- 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.

4.1.2 Powers And Duties

Subject to the Constitution, By-laws and policies of the Association – and those of the SGHA Affiliates (outlined in Section 1.2), the SGHA Board shall manage, or supervise the management of, the activities and affairs of the Association and shall have full authority to conduct the business of the SGHA including but not limited to:

- Set, establish, increase, decrease and determine the Association's membership and registration fees, other fees, or dues.
- Oversee the financial operations of the Association.
- Borrow money upon the Association's credit as it deems necessary in accordance with the Constitution, By-laws and Policies as established.
- Enable the Association to receive donations and benefits for furthering its purposes.
- Adopt, amend, revise, revoke or repeal the policies of the Association.
- 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.
- Employ or engage under contract such persons as it deems necessary to carry out the Association's work.
- Establish 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.

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

4.1.3 Elections

- Board Members will be elected under staggered terms. Beginning in 2021 the President and Director of Development will be elected for a three-year term. The Vice-President and Registrar in 2022 for a three-year term. The Treasurer will be appointed by the Board for a three-year term beginning in 2022.
- Any voting member of the SGHA may be nominated for a vacancy on the Board of Directors, except for President who shall have served on the Executive Board for at least one year prior to taking office as President.
- 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.
- 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.
- The positions on the Executive Board, the Officers of the Board, are elected by Members at the Annual General Meeting on staggered terms as outlined above in 3.1.3.1.
- The positions on the Executive Committee, the Directors, are chosen for appointment by the Executive Board immediately following the Annual General Meeting and will serve the associated terms as outlined in section 3.3.

4.1.4 Qualifications

- To be a member of the Executive, an individual must be at least 18 years of age and a Member of the Association at the time they are elected and must secure membership with the Association for the upcoming SGHA hockey season.
- No person who has been declared incapable by a court shall be permitted to serve as an Officer or Director on the Board.
- No person may be nominated for, acclaimed to, or elected to the positions of unless that person has been a member of the SGHA for at least two years and has been on the SGHA Executive Board for at least one year prior to taking office as President.
- 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.



- 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.
- No person may be nominated for, acclaimed to, or elected to any Board position if their spouse or partner currently occupies a Board position.

4.1.5 Vacancies

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

- Resolution of the Board. The Board may select ANY Member of the Association to fill a vacant position. The appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Officer or Director. This clause, for which the intent is to fill a vacant Board position, is not bound by the terms of Section 3.1.4.6.
- If there is not a quorum of the Members of the Board or there has been a failure to elect the Officers (Executive Board), the Board 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 of the Board removing a Member, the remaining Members of the Board may fill the vacancy by a majority vote and any Member elected to fill the vacancy shall hold the office for the remainder of the removed Member of the Board's term.
- In the absence or inability of the President to fulfill their duties, 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. The position of Vice-President shall subsequently be filled following the process outlined in section 3.1.5.

4.1.6 Remuneration

- The Officers and Directors shall serve as such without remuneration and none shall directly or indirectly receive any profit from occupying their position, 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 Officers and Directors, if the amount of any such remuneration or reimbursement is considered reasonable by the Board.
- Officers and 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 Officers and Directors, provided that the amount of any such remuneration or reimbursement is:
 - considered reasonable by the Board;
 - approved by the Board for payment by resolution passed before such payment is made; and
 - in compliance with the conflict-of-interest provisions outlined in Section 6.0.

4.2 OFFICERS / EXECUTIVE BOARD

The President, Vice Presidents, Treasurer, Registrar and Director of Development shall be Officers of the Corporation. Any Officer shall cease to hold office upon dissolution of the Board.



4.2.1 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 Officers and Directors.

Responsibilities

- Knowledge of the 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 SGHA Board appoint individuals to specific duties.
- Prepare the agendas for SGHA Board and General meetings.
- Ensure that all duties of the Members of the Board are fulfilled properly.
- Chair SGHA 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 SGHA 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.

4.2.2 Vice-President

Term: 3 years

Description

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

Responsibilities

- Knowledge of the Constitution, policies, and procedures of the OWHA and the SGHA.
- Work with the Members of the Board to ensure the smooth operation of SGHA programs.
- Oversee all operations within the SGHA.
- Oversee all Committees of the Board.
- Conduct the initial screen of any protests and subsequent appeals to the Board.
- Organize and oversee the 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 annual Association Fundraiser.

4.2.3 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 the 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 the SGHA 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.

4.2.4 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 Board.
- Delegate authority to make deposits as appropriate.
- Disburse the funds of the SGHA under the direction of the 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.

4.2.5 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 OWHA 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.

4.3 DIRECTORS / 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.

4.3.1 Ice Scheduler

Term: As determined by the Executive Board

This position is by appointment by the Executive Board and must include a mentoring process for any individual to assume the role in the future.

Description

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

Responsibilities

- Knowledge of Constitution, policies, and procedures of the OWHA 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.

4.3.2 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 Constitution, policies, and procedures of the OWHA and the SGHA.
- 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 Convenor(s), and Vice President to address policy violations.
- Make recommendations to the Board regarding the management of Risk and Safety.
- Work with Convenor(s) to ensure that each SGHA team has an established Emergency Action Plan (EAP) to deal with accidents or medical emergencies and least one Hockey Canada Safety Person assigned to their team roster.
- Work with Registrar to maintain accurate and current association records of all team personnel.
- Review SGHA's compliance to OWHA Constitution, By-Laws, Regulations and Rules.

4.3.3 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 team equipment (including but not limited to pucks, cones, first aid kits, etc).
- 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.

4.3.4 Convenor (House and Competitive)

Term: 2 years

Description

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

The 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 among SGHA teams to the Ice Scheduler 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.

4.3.5 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 Vice-President with the operation of the Annual Association Fundraiser.
- Assists with other SGHA activities and may sit on various committees as required.

4.3.6 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 Members of the Board as well as Committee Members
- Book space for all meetings of the Board and meetings of the general Membership.
- Ensure that Board 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.



4.3.7 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.

4.3.8 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 the Board.
- Prepare proposals for Association level events to the Board for approval.
- Implement approved events and coordinate events with each team's special events member. Liaise with the Convenor(s) to identify a representative from each team.
- Assists with other SGHA activities and may sit on various committees as required.

4.3.9 Web Administrator

Term: As determined by the Executive Board

Description

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 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.

4.3.10 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.

4.3.11 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.

4.4 COMMITTEES

- The SGHA 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.

4.5 PROTECTIONS

No Officer, Director or Committee member of the Association is to be liable for the acts, neglects or defaults of any other Officer, Director, Committee member or other individual contracted by the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm, Association 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:

- Complied with the Act and the Association's Constitution and By-laws; and
- Exercised their powers and discharged their duties in accordance with the Act and the Association's Constitution and By-laws.

5.0 MEETINGS

5.1 MEMBER MEETINGS

5.1.1 Annual General Meeting

TIMING

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.



NOTICE OF MEETING

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.

CHAIR

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.

5.1.2 Quorum and Participation

A quorum for the transaction of business at a members' meeting is a minimum of twenty (20) 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.

5.1.3 Business and Agenda

Business transacted at the annual meeting shall include:

- Receipt of the agenda.
- Presentation and adoption of the minutes of the previous annual and subsequent special meetings.
- Presentation of awards and guests.
- Reports from the Officers and Directors of the SGHA Board as well as any Committees.
- 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.
- Report of the auditor or person who has been appointed to conduct a review engagement, if necessary.
- Reappointment or new appointment of the auditor for the coming year.
- Election of Officers as Members of the Executive Board; and
- Such other or special business as may be set out in the notice of meetings.

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.

The Board is not required to include a member's proposal in the notice of meeting if:

- It clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Associations or its Officers, Directors, Members, or debt obligation holders.
- It clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Association.
- 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.



- 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
- The rights conferred by this section are being abused to secure publicity or to serve some unlawful or inappropriate purpose.

5.1.4 Voting Procedures

- Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law
- 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.
- Members, as defined in Section 2.0, may cast a vote.
- 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.
- 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.
- An abstention shall not be considered a vote cast.
- Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may request, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct.
- 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.
- 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.

5.1.5 Special Member Meetings

Any Special Meeting of the General Membership will be convened and conducted in accordance with the provisions outlined in Section 4.1 with the following exception.

Calling Of Meeting

- The SGHA Board may call a special meeting of the Members at any time.
- The SGHA Board shall convene a special meeting on written request to the Board of the Association of at least thirty (30) Members for any purpose connected with the affairs of the Association 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.
- 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.



5.2 BOARD MEETINGS

5.2.1 Schedule/Frequency

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

5.2.2 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.

5.2.3 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.

5.2.4 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 8.5 to every Member of the Board of the Association 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 Members of the Board 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 Officers and Directors as outlined in Section 4.2.6 is present, each newly elected or appointed SGHA Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Association.

5.2.5 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.

5.2.6 Quorum and Participation

- A quorum shall be a simple majority of the number of Members of the Board. No business shall be transacted at any meeting of the SGHA 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, by teleconference and/or other electronic means as outlined in Section 4.2.6.3 below.
- If all of the Members of the Board consent, a Member of the Board may participate in a meeting of the Board or of a Committee by teleconference and/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.

5.2.7 Voting Procedures

- Each Director has one vote. Questions arising at any SGHA 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.



- Any vote at any meeting shall be taken by secret ballot if requested by any director present.
- 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.

5.2.8 Minutes

- Each Director has one vote. Questions arising at any SGHA 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.
- Any vote at any meeting shall be taken by secret ballot if requested by any director present.

5.3 COMMITTEE MEETINGS

All Committees struck by the SGHA Board will be convened and conducted in accordance with the provisions outlined in Section 4.2.

5.4 MINUTES

5.4.1 Record Keeping

The Secretary, or in the case of their absence a designate, shall be responsible for recording the minutes of any and all formal meetings of the Association (including General Membership Meetings, Meetings of the Board, and Committee meetings). These minutes shall include a record of all decisions made, motions passed, and actions taken during the meetings.

5.4.2 Distribution And Approval

Minutes from each meeting shall be prepared and distributed to the Members of that meeting within one week following the meeting. At the subsequent meeting, the minutes shall be reviewed, corrected if necessary, and approved by the Members.

5.4.3 Accessibility

Approved minutes shall be made available to the general membership upon request and shall be kept on file by the Association's Board.

5.4.4 Retention

The association shall maintain a permanent record of all approved minutes. These records shall be preserved and archived in accordance with the association's document retention policy.

5.5 ADJOURNMENT

- 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.



5.6 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, if any) and others who are entitled or required under the provision of the Act or the Association's Constitutions and By-Laws 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.

6.0 FINANCIAL MANAGEMENT

6.1 FINANCIAL AND HOCKEY YEAR

- 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.
- The financial year end of the Association shall be April 30th in each year unless otherwise determined by the Board.

6.2 BUDGET APPROVAL

6.3 FINANCIAL AND SIGNING AUTHORITIES

- 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.
- 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, Registrar, Treasurer, or any other individual designated by the Board.
- The Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.
- Any Member of the Board (Officer or Director) may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

6.4 BANKING

- 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 Association shall be placed for safekeeping.
- 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 SGHA Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the SGHA Board shall be fully protected in acting accordance with the direction of the SGHA Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.



6.5 BOOKS AND RECORDS

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

6.6 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.

6.7 AUDIT

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

7.0 CONFLICT OF INTEREST

7.1 DEFINITION

A conflict of interest arises when a Member of the Board (Officer or Director) of the association has a personal or financial interest that could improperly influence their duties and decisions within the organization. This includes, but is not limited to, situations where the individual, or a family member, has a significant ownership interest in a company that may benefit from a decision of the association.

7.2 DISCLOSURE

All Members of the Board are required to disclose any actual or potential conflicts of interest as soon as they become aware of them. Disclosure must be made in writing to the President and the Secretary, and recorded in the minutes of the next SGHA Board meeting.

7.3 RECUSAL

Any Member of the Board with a disclosed conflict of interest must recuse themselves from discussions and voting on any matter related to the conflict. The individual may be asked to leave the room during the discussion and voting process to ensure impartiality.

7.4 DOCUMENTATION

All disclosed conflicts of interest and the actions taken to address them shall be documented in the meeting minutes. This documentation must include the nature of the conflict, the decision-making process, and the final resolution.

8.0 CODE OF CONDUCT

Any Member of the Association must comply at all times with the Code of Conduct of the Association as well as any and all Codes of Conduct published by its affiliates as outlined in Section 1.2.



9.0 GENERAL

9.1 INTERPRETATION

- Other than otherwise specified in Section 9.0 all terms contained in this Constitution and By-Laws that are defined in the Act shall have the meanings given to such terms in the Act.
"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.
- Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

9.2 SEVERITY AND PRECEDENCE

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

9.3 BY-LAWS AND POLICIES

- The Association may, at any Annual General Meeting, establish or update the Constitution, Bylaws and Regulations governing among other things the conduct of the meetings, voting, elections, duties of an executive, playing rule variations, conditions for membership, tournaments, playoffs, conduct and conditions of appeals/protests, and without being limited by the foregoing, Bylaws concerning such matters as properly fall within the jurisdiction of the GGHA.
- The SGHA Board may also at a regular meeting of the Members of the Board establish or change Bylaws and Regulations; however they must also be ratified at the next Annual General Meeting.
- The Executive may develop policies relating to the responsibilities and acceptable conduct and activities of Members, Members of the Board, team officials, and teams, without being limited by the foregoing.
- 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.

9.4 ADOPTION AND AMENDMENT

- Amendments to the Constitution and/or the By-Laws may be made at any properly called Annual General 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 (2/3) majority of the voting members present at the meeting.

9.5 NOTICES

9.5.1 Service

Any notice required to be sent to any Member(s) 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(s) at their latest address as shown in the records of the Association 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 individual (s) known to the Association; 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.

9.5.2 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.

9.5.3 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.

10.0 DEFINITIONS

In this document, unless the context otherwise requires:

- "Age of Majority" means 18 years or older.
- "Articles" means the letters, patent or articles of the Association as amended from time to time.
- "Association" refers to the STITTSTVILLE GIRLS HOCKEY ASSOCIATION, the Association that has passed this Constitution and By-Laws under the Act or that is deemed to have passed this Constitution and By-Laws under the Act.
- "Board" means the SGHA Executive Board (Officers) and Executive Committee (Directors) of the Association.
- "By-Laws" means all By-Laws of the Association as amended and which are, from time to time, in force.
- "Code of Conduct" means the code of ethics as well as behaviours of the Association which establishes the ethical standard of the Association and sets out guidelines for the maintenance of standards of professional conduct by the members, as approved by the Board from time to time.
- "Director" means an individual occupying the position of Director of the Association as represented by the Members of the Executive Committee of the Board.
- "Eastern League" OWHL Eastern League – the playing league which the Association is a Member.
- "GGHA" means Goulbourn Girls Hockey Association – the former name of the Association.
- "Member" means a member in good standing of the Association.
- "Members" means the collective membership of the Association.
- "Members of the Board" means the collective membership of the Board Association representing the officers and directors.
- "Officer" means an individual occupying the position of Officer of the Association as represented by the Members of the Executive Board of the Board.
- "Ordinary Resolution" means a resolution passed by a simple majority of the votes cast on that resolution.
- "OWHA" refers to the Ontario Women's Hockey Association, the provincial governing body of the corporation.



- "President" means the President of the SGHA.
- "Proposal" means a proposal submitted by a member of the Association that meets the requirements of any applicable By-Law or legislation that is put before the Association for decision; and
- "SGHA" refers to Stittsville Girls Hockey Corporation and means the Association.