



GLOUCESTER-CUMBERLAND GIRLS HOCKEY ASSOCIATION (GCGHA)

(formerly Gloucester Girl's Hockey Association)

CONSTITUTION and BY-LAWS

NOTE: At the GCGH Annual General Meeting (AGM) held on May 29th, 2006 this new GCGH Constitution and By-laws were adopted on an interim basis. This Constitution and By-laws follow from GCGH becoming incorporated in July 2005 and provides greater focus for the inter-relationship between GCGH rules, regulations and governing policies. This documents has been adopted as **"DRAFT"**, and all GCGH members are encouraged to provide submissions for proposed revisions prior to their final adoption at the 2007 GCGH Annual General Meeting.

Adopted in DRAFT
MAY 29, 2006

GLOUCESTER-CUMBERLAND GIRLS HOCKEY ASSOCIATION

BY-LAW NO. 1

Article 1 - Name of Association

The name of this organization shall be "GLOUCESTER-CUMBERLAND GIRLS HOCKEY ASSOCIATION" (hereinafter referred to as the "Association", "Corporation" or GCGH).

Article 2 - Objectives

The GCGH shall be a not-for-profit organization; the objective being to promote girls' hockey in the Ottawa-east and surrounding area, and to stress the importance of good sportsmanship and good citizenship amongst the members of this Association.

Article 3 – Movement of Players

All Ontario Women's Hockey Association (OWHA) rules and guidelines regarding movement of players shall be adhered to by GCGH along with any rules and guidelines that GCGH adopts as Corporation standards, as stated in our By-laws.

BY-LAW NO. 2

A By-law relating generally to the transaction of the business and affairs of GCGH (the "Corporation")

BE IT ENACTED as a By-law of the Corporation as follows:

1. HEAD OFFICE

The head office of the Corporation shall be in the city of Ottawa in the Province of Ontario at such place therein as the Board (as hereinafter defined), may from time to time by a resolution determine.

2. SEAL

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation for its use and safe keeping.

3. DIRECTORS

3.01 Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors (herein referred to as the "Board") consisting of fifteen (15) Directors, fourteen (14) of whom shall be elected, as hereinafter set out, together with the Past President of the Corporation. The Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the By-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of members.

3.02 Qualification of Directors

Directors shall be individuals, eighteen (18) or more years of age and shall, at the time of their election or within ten days thereafter and throughout the term of their office, be members of the Corporation.

3.03 Election of Directors and Term of Office

(a) The Directors of the Corporation shall be elected and shall retire in rotation. At the first meeting of the members of the Corporation held to elect Directors after the coming into force of this By-law, seven (7) Directors shall be elected to hold office for a term of two (2) years from the date of their election or until the second annual general meeting of the members following such date, whichever is earlier, and seven (7) Directors shall be elected to hold office for a term of one (1) year from the date of their election or until the first annual general meeting of the members following such date, whichever is earlier. At each annual general meeting of the members held to elect Directors, seven (7) Directors shall be elected for a term of two (2) years or until the second annual general meeting of the members following their election, whichever is earlier, to replace the seven (7) Directors to retire from office at each such annual general meeting on the expiration of the term for which such Directors were elected.

(b) Directors shall be elected by the members in an annual general meeting on a show of hands unless a poll is demanded, and if a poll is demanded such election shall be by ballot.

(c) Subject to the provisions of this By-law, Directors shall be eligible for re-election for a maximum of three (3) consecutive terms.

(d) From time to time in the event of any vacancy, however caused, occurring in the Board (except through an increase in the number of Directors), such vacancy may, as long as there is a quorum (hereinafter defined) of Directors then in office, be filled by the Directors from amongst the members of the Corporation if they shall see fit to do so; otherwise, such vacancy may be filled at the next annual general meeting of members. If the Directors intend to fill such vacancy they shall give notice of such intention to the members and the members shall be afforded an opportunity to submit names of potential candidates to fill such vacancy. Any Director appointed by the other Directors to fill any such vacancy shall hold office until the next annual general meeting of the members held to elect Directors at which time, unless the term of the Director who ceased to be a Director and who caused such vacancy shall then expire, the members shall elect a Director who shall serve as a Director for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

3.04 Vacation of Office

A person ceases to be a Director of the Corporation if:

(a) He or she becomes a bankrupt;

(b) He or she is found by a court to be mentally incompetent or of unsound mind;

(c) By notice in writing to the Secretary of the Corporation he or she resigns his or her office; or

(d) He or she ceases to be a member of the Corporation.

3.05 Removal of Directors

(a) The Directors of the Corporation, by a resolution passed by at least seventy-five percent (75%) of all Board members eligible to vote at a meeting of the Board may, at a meeting of the Board of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office. Any Director against whom a motion for removal is brought shall receive written notice of such motion and shall, at the meeting called to consider such motion, be given a full opportunity to reply thereto.

(b) The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office and may, by a

majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

3.06 Remuneration of Directors

The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties as a representative of the Board, such reasonable expenses to be defined from time to time by the Board, but which may consist of:

- (a) Mileage at rates set by the Canada Revenue Agency for travel to meetings for which GCGH is required to attend and located more than 15 kilometres from Ray Friel Recreation Complex when representing the Board.
- (b) If attendance at a meeting to which GCGH is required to attend which is located or held outside of the City of Ottawa and outside the 15 kilometre distance from Ray Friel Recreation Complex, such travel shall first be approved by the Board and Directors shall endeavor to find the most economical safe travel option available.
- (c) Accommodation and meals for meetings of Ottawa District Women's Hockey Association (ODWHA), OWHA, or Hockey Canada that are held outside the City of Ottawa.
- (d) Such other reasonable costs as may be approved from time to time by the Board.

4. MEETINGS OF BOARD OF DIRECTORS

4.01 Place of Meeting and Notice

- (a) Meetings of the Board may be held either at the head office of the Corporation or at any place within the City of Ottawa, Ontario. A meeting of the Board may be convened by the President or any two (2) Directors at any time and the Secretary by direction of the President or any two (2) Directors shall convene a meeting of Directors.
- (b) Board meetings shall be held at least once a month, save and except for the month of July where there shall be no Board meeting. Notice of regularly monthly Board meetings shall be delivered or mailed or sent by fax or e-mail or otherwise communicated to each Director not less than thirty (30) days if mailed and not less than fourteen (14) days if delivered, sent by fax or e-mail or otherwise communicated (exclusive of the day on which the notice is delivered or mailed or sent by fax or e-mail or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place. Such notice of Board meeting shall be posted on the web site of the Corporation not less than fourteen (14) days from the date of the meeting for viewing of the membership and such posting shall constitute notice to the membership regarding the dates and times of the regular monthly meeting of the Board.
- (c) The Board may appoint a day or days in any month or months for regular meetings of the Board at any place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no further notice shall be required for any such regular meetings. Such a notice shall be posted on the web site of the Corporation for viewing of the membership and such posting shall constitute notice to the membership regarding the dates and times of the regular monthly meeting of the Board.
- (d) Special meetings consist of those meetings which are in addition to those regularly scheduled monthly Board meetings and which may be held from time to time as required. Notice of any special meeting of the Board shall be delivered or mailed or sent by fax or e-mail or otherwise communicated to each Director not less than seven (7) days if mailed and not less than two (2) days if delivered, sent by fax or e-mail or otherwise communicated (exclusive of the day on which the

notice is delivered or mailed or sent by fax or e-mail or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director. Such a notice shall be posted on the web site of the Corporation for viewing of the membership and such posting shall constitute notice to the membership regarding the dates and times of the special meeting of the Board.

(e) For the first meeting of the Board to be held immediately following the election of Directors at an annual or general meeting of the members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the Director or Directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum (hereinafter defined) of the Directors is present.

4.02 Quorum

A quorum at any meeting of the Board shall be the presence in person of not less than fifty (50%) per cent of the total number of Directors.

4.03 Voting

(a) All decisions at any general meeting of the Board shall be decided by a simple majority of votes unless otherwise specified in these By-laws. The Chairman of the meeting shall be entitled to cast a vote only in the event of an equality of votes. Voting at a meeting of the Board shall be determined by a show of hands.

(b) At any meeting unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

(c) In the event that an item needs to be voted on prior to the next Board meeting, a vote by e-mail is allowed, and quorum by e-mail shall consist of not less than fifty (50) per cent of the total number of Directors. Each Board member shall vote by e-mail no later than seventy-two (72) hours from the posted time of receipt of such original e-mail, failing which such Board member shall be deemed to abstain. Such vote shall be followed up by a formal vote at the next regularly scheduled meeting.

4.04 Attendance and Participation by Members

(a) Meetings of the Board shall be open to all members of the Corporation provided however that the Board may, upon the vote of two-thirds (2/3) of those Directors present, deliberate in private if it is considering any matter of a sensitive or confidential nature.

(b) Members of the Corporation who are not Directors shall be permitted to speak at Board meetings upon invitation, at the discretion of the Chairman or with the concurrence of a majority of the Directors present.

4.05 Recording of the meetings of the Board

(a) The following shall be recorded by the Secretary of the Board or designate for any and all meetings of the Board:

- (i) a list of all Board members in attendance.
- (ii) a list of all Board members for whom formal regrets were sent and for which legitimate reason for missing the meeting was accepted by the President or designate.
- (iii) whether or not a quorum was achieved for the meeting or any part thereof.
- (iv) any and all information shared at the meeting for which no decision was required.

- (v) the general content of any debate and discussion and voting pertaining to any decision for which voting shall be required, in accordance with By-law 4.03.
- (vi) the date and time of the next regularly scheduled meeting.
- (vii) the date and time of any special meeting of the Board that has been scheduled at the time of the current Board meeting for which minutes are being taken.
- (viii) any other matter of relevance as may be directed by the Chairman.

(b) Upon request by any Board member, the Board shall vote by simple majority as to whether any particular topic or issue should be debated, discussed and voted on for which there shall be no record kept pursuant to (a) above.

5. OFFICERS

5.01 Officers

(a) The membership shall, at an annual general meeting, elect every two (2) years or as may be required, the positions of President, Vice President Operations, Secretary, Treasurer, and Registrar. These five (5) officers shall constitute the Executive Committee of the Board (see By-law 6.01).

(b) The Board shall annually or as often as may be required from among those individuals comprising the Board appoint the following officers:

- one (1) Development Director.
- one (1) Senior House League Director.
- one (1) Junior House League Director.
- one (1) Ice Allocation Director.
- one (1) Communications and Website Director.
- one (1) Senior Competitive Division Director.
- one (1) Junior Competitive Division Director
- one (1) Administration Director.
- one (1) Fundraising and Marketing Director.

(c) The Board may appoint such other officers and agents as it shall deem necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

5.02 Powers and Duties of Officers

All officers shall sign such contracts, documents, or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board; subject, however, to any special resolution of the Corporation.

5.03 Removal of Officers

All officers shall be subject to removal by resolution of the Board at any time with cause.

5.04 Delegation of Duties of Officers

In the case of absence or inability to act of the President, the Vice President Operations, or any other officer of the Corporation or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

5.05 President

(a) No individual shall be elected as President unless he or she shall have served a minimum of one (1) year on the Board of this Corporation.

(b) The President shall be the chief executive officer of the Corporation and shall be responsible to the Board for the co-ordination of all affairs of the Corporation. The President shall, subject to any special resolution of the Corporation, when present, preside at all meetings of the Board, the Executive Committee and members of the Corporation. The President shall sign such contracts, documents or instruments in writing as require his or her signature. In all matters affecting the Corporation, the President shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.

5.06 Vice President Operations

The Vice President Operations shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice President Operations shall sign such contracts, documents, or instruments in writing as require his or her signature, shall be responsible to the Board for those matters identified in Schedule "A" hereto and shall have such other powers and duties as may from time to time be assigned to him or her by the Board.

5.07 Secretary

The Secretary shall, when present, act as secretary of all meetings of Directors and members, shall have charge of the minute books of the Corporation and the documents and registers referred to in S. 300 of the Corporations Act, R.S.O. 1990, c. C.381. The Secretary shall sign such contracts, documents, or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Secretary shall receive all correspondence to the Corporation and shall upon receipt distribute such correspondence to the appropriate Board member or members. The Secretary shall send or be copied on all correspondence from the Corporation. The Secretary shall keep record of all correspondence into and from the Corporation.

5.08 Treasurer

Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall sign such contracts, documents, or instruments in writing as require his or her signature, shall be responsible to the Board for those matters identified in Schedule "A " hereto and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

5.09 Duties of Remaining Officers

The remaining officers of the Corporation shall be responsible to the Board for those matters identified in Schedule "A" hereto.

5.10 Vacancies

If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification, or otherwise, the Directors shall, in the case of the President, elect a person to fill such vacancy and in the case of any other office, appoint a person to fill such vacancy.

5.11 Restrictions on Officers

No individual may, while holding any of the offices of the Executive Committee, namely: President, Vice President Operations, Secretary, Treasurer, and Registrar serve as a head coach of any House League or Competitive division team operated by the Corporation.

6. COMMITTEES

6.01 Executive Committee

Those individuals holding the offices President, Vice President Operations, Secretary, Treasurer, and Registrar together with such other Directors, if any, as the Directors may elect from among their number shall comprise the Executive Committee and, subject to the By-laws and resolutions of the Board, the Board may delegate to such Executive Committee any of the powers of the Board. Subject to the By-laws and resolutions of the Board the Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit, provided, however, the quorum for any meeting of the Executive Committee shall not be less than a majority of its members.

6.02 Other Committees

The Board may from time to time constitute such committees, as it deems necessary to assist the Directors in carrying on the affairs of the Corporation and shall prescribe the duties and structure of any such committees and the method by which any such committees shall report to the Board.

7. INDEMNITIES TO DIRECTORS, OFFICERS, AND OTHERS

Every Director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges, and expenses whatsoever which such Director, officer, or other person sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against him or her, for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) All other costs, charges, and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

8. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

- (a) No Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer or employee or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of such Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such Director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.
- (b) The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done, or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized

or approved by the Board. If any Director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or officer or shall be a member of a firm or a shareholder, Director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a Director or officer of the Corporation shall not disentitle such Director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

9. MEMBERSHIP

9.01 Qualification

The members of the Corporation shall be those persons who are from time to time enrolled as members of the Corporation at its head office. There shall be maintained at the head office of the Corporation a list of members in good standing enrolled at such office. Save as otherwise expressly herein provided, the fee for membership in the Corporation, if any and for each class of member (as hereinafter provided for), shall be such sum per annum as may be fixed from time to time by the Board.

9.02 Classes of Membership

There shall be two classes of membership in the Corporation, namely:

- (a) Ordinary members
- (b) Honourary members.

9.03 Ordinary Members

Ordinary members shall be:

- (a) those individuals over the age of eighteen (18) years who are members of a hockey team operated by the Corporation; and
- (b) parents of any individual under the age of eighteen (18) years who is a member of a hockey team operated by the Corporation.
- (c) The term "parent" as used above shall include anyone who falls within the definition of such term as set out in the Family Law Act R.S.O. 1990, c. F-3 as amended from time to time.
- (d) Not more than two (2) parents per player shall be eligible as members.
- (e) The membership of an individual referred to in subparagraph (a) above shall commence as of the date such individual registers to play on a hockey team operated by the Corporation and pays the applicable fees thereof and shall terminate no later than on the last day that such individual may register to play on a hockey team operated by the Corporation for the next hockey season.

9.04 Honourary Members

- (a) Honourary members shall be those individuals who have been nominated for Honourary membership in the Corporation by not less than ten (10) members in good standing and have been granted Honourary membership by way of an affirmative vote at an annual general meeting of the members of the Corporation.
- (b) Honourary members of the Corporation shall not have the right to vote in any instance.

9.05 Early Termination of Membership of Any Member

(a) For non-payment. The membership of any member shall be automatically terminated if such member fails to pay any fee whatsoever payable to the Corporation or to a team within thirty (30) days after it is due, unless such member has obtained a waiver of such termination in writing from the Executive Committee prior to such due date. Such termination of membership shall not prejudice the member's right to apply for re-admission.

(b) For just cause. The Board may, by a resolution passed by a special two-thirds (2/3) majority vote, terminate any membership for just cause, provided, however, that the membership of any Director of the Corporation shall not be terminated unless such Director has first been removed as a Director of the Corporation pursuant to Section 3.05 of this By-law.

9.06 Resignation

Any member of the Corporation may resign as a member of the Corporation by letter addressed to the Secretary of the Corporation at the head office of the Corporation. The Board may, by resolution passed by a majority vote, request any member to resign. This resignation shall be considered in effect once received and accepted by the Board.

10. MEETINGS OF MEMBERS

10.01 Annual General Meeting

The Corporation shall hold an annual general meeting of its members not later than fifteen (15) months after the holding of the last preceding annual general meeting. The annual general meeting of the members shall be held at the head office of the Corporation, or such other place within the City of Ottawa, Ontario, on such day in each year and at such time as the Board may by resolution determine. At annual general meetings there shall be presented a report of the Directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditor's report, and such other information or reports relating to the Corporation's affairs as the Directors may determine.

10.02 General Meetings

Other meetings of the members (to be known as "general meetings") may be convened by order of the President or by the Board to be held at any date and time and at any place within the City of Ottawa, Ontario.

10.03 Notice

A printed, written, or typewritten notice stating the day, time, and place of a meeting of the members and the general nature of the business to be transacted shall be served by posting notice of said meeting in a newsletter to be distributed to the members, plus posted on the web site of the Corporation not less than ten (10) nor more than sixty (60) days (exclusive of the day of mailing but including the day for which notice is given) before the date of every meeting directed to such address of each such member and of the auditor as appears on the books of the Corporation, or if no address is given therein, then to the last address of each such member or auditor known to the Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place within the City of Ottawa, Ontario without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation.

10.04 Omission of Notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

10.05 Contents of Notice

Notice of any meeting of members shall include a statement of the right of such member to appoint a proxy, who need not be a member, to exercise the same voting rights that the member appointing such proxy would be entitled to exercise if present at the meeting. The notice of such meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken.

10.06 Proxies

At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the member appointing him or her would be entitled to exercise if present at the meeting. A proxy need not be a member of the Corporation. Subject to the provisions of the Corporations Act R.S.O. 1990 c. C.38 as from time to time amended and the Regulations thereunder a proxy may be in the form attached hereto at Schedule "B". The Directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent by facsimile or e-mail or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing a proxy so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted.

10.07 Chairman

In the absence of the President and Vice President Operations, the members present at any meeting of members shall choose another Director to act as Chairman of the meeting and if no Director is present or if all the Directors present decline to act as Chairman, the members present shall choose one of their numbers to be Chairman of the meeting.

10.08 Voting

(1) Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these By-laws. In case of an equality of votes, the Chairman of the meeting shall, both on a show of hands and on a poll, have a second or casting vote. Each member other than Honourary members shall be entitled to one (1) vote if present at a meeting in person or by proxy.

(2) At any meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

10.09 Polls

If at any meeting a poll is demanded on the election of a Chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

10.10 Adjournments

The Chairman may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. 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.

10.11 Quorum

A quorum for the transaction of business at any meeting of members shall consist of not less than ten (10) members present in person or represented by proxy. No business shall be transacted at any meeting of members unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the appointed time for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 10.03 with regard to notice shall apply to such adjournment.

11. CONDUCT OF MEETINGS

All meetings of the Board and all meetings of members of the Corporation shall be conducted in accordance with Roberts Rules of Order or an alternative similar standard approved by the Directors from time to time

12. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

(a) By-laws of the Corporation may be enacted, and the By-laws of the Corporation repealed or amended, by By-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such By-law.

(b) A copy of any By-law to be sanctioned at an annual or general meeting of members (including a By-law which amends or repeals an existing By-law) shall be posted on the web site of the Corporation and shall be sent to any member of the association upon request.

13. AUDITORS

The members shall at each annual general meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Board.

14. NOTICES

14.01 Service

Any notice to be given to any member or Director or auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or facsimile or e-mail to any such member or Director at his or her latest address as shown in the records of the address, or if no address be given therein 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 the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

14.02 Signatures to Notices

The signature of any Director or officer of the Corporation to any notice may be written, stamped, typewritten, or printed or partly written, stamped, typewritten, or printed.

14.03 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, unless it is otherwise provided herein, be counted in such number of days or other period.

14.04 Proof of Service

With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a Post Office or into a Post Office letterbox. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, Director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, Director, officer or auditor of the Corporation, as the case may be.

15. CHEQUES, DRAFTS, NOTES, ETC.

Subject to any resolution of the Board to the contrary all cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Treasurer together with one other member of the Executive Committee.

16. EXECUTION OF CONTRACTS, ETC.

(a) Contracts, documents, or instruments in writing requiring the signature of the Corporation may be signed by (a) the President or the VicePresident Operations, together with the Secretary or; (b) any two Directors, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

(b) Any filings that may be required of the Corporation by the OWHA, the Ontario Hockey Federation (OHF) or any similar organization with which the Corporation is affiliated shall be signed by the Registrar together with the President or one other member of the Executive Committee.

(c) The corporate seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid, by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.

(d) The term "contracts, documents, or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers, and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

(e) In particular, without limiting the generality of the foregoing, (i) the President or Vice President Operations with the Secretary or (ii) any two members of the Executive Committee are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

17. FINANCIAL YEAR

The Board may by resolution fix the financial year-end of the Corporation and the Board may from time to time by resolution change the financial year-end of the Corporation.

18. INTERPRETATION

In all By-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular, the word "person" shall include firms and corporations, and the masculine shall include the feminine and the neuter. Whenever reference is made in any By-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.