

Huntsville Girls Hockey Association

By-laws Revision Date: May 2, 2025
20 Park Drive, Huntsville, ON P1H 1P5
www.huntsvillegha.com

Objectives of Huntsville Girls Hockey Association

1. To promote, develop opportunities and provide a fun, inclusive, safe and competitive hockey, regardless of skill or ability.
2. To provide an environment that builds solid friendships through teamwork, respect and integrity.

Operations By-Laws

1. General

- 1.1. **Purpose:** These by-laws relate to the general conduct of the affairs of the Huntsville Girls Hockey Association.
- 1.2. **Definitions:** The following terms have these meanings in these by-laws:
 - 1.2.1. **Act:** Ontario Corporations Act, 1990 or any successor legislation
 - 1.2.2. **Auditor:** a certified individual or public accounting firm appointed by the Board at the Annual Meeting to audit the books, accounts, and records of the association for a report to the Members at the next Annual Meeting in accordance with the Act.
 - 1.2.3. **Board:** the Board of Directors of the Huntsville Girls Hockey Association.
 - 1.2.4. **Date of Notice:** date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is postmarked
 - 1.2.5. **Days:** days including weekends and holidays.
 - 1.2.6. **Director:** an individual elected or appointed to serve on the Board pursuant to these by-laws.
 - 1.2.7. **Error in Notice:** The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.
 - 1.2.8. **Governance Matters:** means matters relating to the structure, authority, accountability, and oversight of the Association, including elections, by-laws, auditor appointment, financial statement approval,

and other matters reserved to Members under the Act or these By-laws.

- 1.2.9. **HGHA and/or Association:** The Huntsville Girls Hockey Association
- 1.2.10. **Hockey Canada:** a corporation governed by the laws of Canada. It is the sport governing body for hockey in Canada.

- 1.2.11. **Majority of Directors:** the smallest whole number greater than 50% of appointed Directors
- 1.2.12. **Members:** members of the association in accordance with this by-law and who have not ceased to be members and includes voting Members and non-voting Members.
- 1.2.13. **Officer:** an individual elected or appointed to serve as an Officer of the association pursuant to these by-laws.
- 1.2.14. **Operational Matters:** means matters relating to the day-to-day administration, management, programs, finances implementation, fees, registration, scheduling, staffing, policies, procedures, and other non-governance affairs of the Association.
- 1.2.15. **Ordinary Resolution:** a resolution passed by a majority of the votes cast on that resolution.
- 1.2.16. **OWHA:** means Ontario Women's Hockey Association, a corporation governed by the laws of Ontario and Canada. It is the sport governing body for women's hockey in Ontario.
- 1.2.17. **Special Resolution:** a resolution passed by not less than two-thirds of the votes cast on that resolution.
- 1.2.18. **Written Notice:** In these by-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

- 1.3. **Registered Office:** The registered office of HGHA will be located within the municipality of Huntsville Ontario.
- 1.4. **No Gain for Members:** HGHA will be carried on without the purpose of gain for its members and any profits or other accretions to HGHA will be used in promoting its objectives.
- 1.5. **Ruling on By-Laws:** Except as provided in the Act, the Board will have the authority to interpret any provision of these by-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of HGHA.
- 1.6. **Conduct of Meetings:** Meetings of Members and meetings of the Board will be conducted in accordance with recognized standards as determined by the Board.

- 1.7. **Interpretation:** Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program. **In the event of ambiguity, the Board shall determine whether a matter is Operational or Governance in accordance with these By-laws, acting reasonably and in good faith.**
- 1.8. **Affiliations:** HGHA is a member of OWHA and a member of Hockey Canada. As such, it is bound by and will operate in compliance with the applicable by-laws, rules, regulations, policies and procedures of OWHA and Hockey Canada.
- 1.9. **Dissolution:** In the event that HGHA ceases to exist, the net assets from liquidation shall go to Muskoka Children's Foundation.

2. Membership

Membership Dues, Duration and Classes

- 2.1. **Year:** The membership year of HGHA will end following the AGM unless otherwise determined by the Board. ~~OWHA membership year is May 1-April 30.~~
- 2.2. **Dues:** Membership and registration fees will be set by the Board of Directors on an annual basis.
- 2.3. **Duration:** Membership duration is accorded on an annual basis as defined in 2.1.
- 2.4. **Classes of Membership:** There will be one (1) class of voting membership, the members of which are called “Voting Members” and one (1) class of non-voting membership, the members of which are called “Non-Voting Members”.
- 2.5. **Voting Membership:** An individual is automatically deemed to be a Voting Member in any of the following situations:
 - 2.5.1. A Director, for so long as he or she remains a Director.
 - 2.5.2. A rostered **player or bench staff individual** who is 18 years of age or older, for the duration of the current season.
 - 2.5.3. ~~A Parent or Legal Guardian whose child (children) is (are) under the age of 18 and is (are) registered as a player with HGHA, for the duration of the current season. There is one vote for every member.~~ **A Parent or Legal Guardian of a rostered player under the age of 18 shall be a Voting Member for each such registered player. Each rostered player under 18 years of age constitutes one (1) voting entitlement, which may be exercised by a parent, legal guardian, or properly appointed delegate in accordance with Section 3.13.**
 - 2.5.4. ~~Each voting member shall only be eligible for one vote regardless of holding more than one voting member status. For example, a board member who is also rostered to a team or multiple teams shall only have one vote. A dual/multiple rostered player/staff shall only have one vote. A minor member (player/staff) of a rostered parent/guardian/board member shall be eligible to delegate voting privilege as outlined in 3.13 Delegates.~~

Each Voting Member shall exercise voting rights on a per entitlement basis. No individual may cast more than one vote for the same voting entitlement. Where an individual holds multiple voting entitlements, each entitlement is distinct and must be exercised or delegated separately.

- 2.6.** Non-Voting Membership: A player or staff member who is a non-HGHA member is automatically deemed to be a non-voting Member for the duration of the current season. i.e. A coach duly registered to another association or a player with additional player status from another association. **For greater clarity, non-voting membership does not create or reduce any voting entitlement established under Section 2.5.**

Admission and Renewal of Members

- 2.7. Admission of Members:** Any candidate will be admitted as a Member or renewed as a Member if:
- 2.7.1.** The individual makes an application for membership in a manner prescribed by the Board;
 - 2.7.2.** The individual has paid fees and is a member in good standing of HGHA, OWHA and Hockey Canada;
 - 2.7.3.** The individual agrees to uphold and comply with HGHA’s governing documents;
 - 2.7.4.** The individual meets any other condition of membership determined by the Board;
 - 2.7.5.** The individual has met the applicable definition listed in Section 2.4; and;
 - 2.7.6.** Membership in HGHA is non-transferable.
- 2.8. Termination:** Membership in the association will terminate immediately upon:
- 2.8.1.** The expiration of the Member’s annual membership unless renewed in accordance with these by-laws;
 - 2.8.2.** The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.7 of these by-laws;
 - 2.8.3.** Resignation by the Member by giving written notice to HGHA;
 - 2.8.4.** Dissolution of the association.
- 2.9. Good Standing:** A Member will be in good standing provided that the Member:
- 2.9.1.** Has not ceased to be a Member of HGHA;
 - 2.9.2.** Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - 2.9.3.** Has complied with the By-laws, policies, and rules of HGHA;
 - 2.9.4.** Is not subject to a disciplinary investigation or action by HGHA, OWHA or Hockey Canada, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - 2.9.5.** Has paid all required membership fees to HGHA.

- 2.10.** Cease to be in Good Standing : Members that cease to be in good standing, as determined by the Board will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing. Members not in good standing will be notified 72 hours prior to any meeting of members.
- 2.11.** Rights of Membership: A Member in good standing has the following rights and privileges of membership. **All rights under this Section are subject to the procedural rules governing Members' Meetings as set out in Section 3 of these By-laws, including submission requirements and agenda limitations:**
- 2.11.1.** To receive notice of, and to attend, all General Meetings,
- 2.11.2.** To make or second motions at a General Meeting and to speak in debate motions under consideration ~~in accordance with Call to Order or such rules of order as may be adopted by the Board.~~ **on governance matters properly included in the meeting agenda.**
- 2.11.3.** To exercise a vote on matters for determination at General Meetings
- 2.11.4.** May serve on committees of the HGHA, as invited
- 2.11.5.** May nominate individuals for election to the Board, in accordance with this By-Law
- 2.11.6.** May be nominated, if eligible, to stand for election as a Director of the HGHA, in accordance with this By-Law
- 2.11.7.** May participate in the programs and initiatives of the HGHA, in accordance with such criteria as may be determined by the Board from time to time.
- 2.11.8.** To receive access to minutes of members' meetings

3. Meetings of Members

- 3.1. Annual Meeting:** The HGHA will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within three (3) months of the HGHA's fiscal year end.
- 3.2. Special Meeting:** A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the HGHA that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.
- 3.3. Participation/Holding by Electronic Means:** Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the HGHA makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members may determine that the meeting be held entirely by telephonic or

electronic means that permit all participants to communicate adequately with each other during the meeting.

- 3.4. **Notice:** Written or electronic Notice of Meeting including the date of the Annual Meeting of the Members, a call for nominations, and a call for those who wish to attend, will be given to all Members in good standing and Directors, at least thirty (30) days prior to the date of the meeting. Proposed agenda, reasonable information to permit members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided will be given to all Members at least 14 days prior. ~~To obtain all supporting documents members must submit their request to participate at least 7 days prior to the meeting in order.~~ **Members shall be provided with reasonable access to supporting documents relevant to items of business prior to the meeting.**
- 3.5. **Error or Omission in Giving Notice:** No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.6. ~~**New Business:** Matters of business should be limited to matters properly brought before a Members' meeting. No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.~~ **Business Before Members' Meetings**
 - 3.6.1. **Scope of Business:** Business conducted at any Members' Meeting shall be limited to matters properly before the Members in accordance with these By-laws.
 - 3.6.2. **Operational matters:** Are under the authority of the Board. Members may submit recommendations, concerns, or proposals respecting operational matters to the Board in writing at any time. The Board shall consider such submissions reasonably and in good faith and may investigate, adopt, amend, defer, or decline them as it considers to be in the best interests of the Association.
 - 3.6.3. **Operational Motions at Members' Meetings:** No motion primarily relating in substance to an operational matter shall be introduced from the floor at a Members' Meeting. The Chair shall rule such motions out of order and direct that they be submitted to the Board in accordance with Section 3.6.2.
 - 3.6.4. **Governance Matters Submitted by Members:** Members may submit proposed governance matters, including proposed By-law amendments, for consideration at a Members' Meeting by delivering

the proposal in writing to the Board no less than sixty (60) days prior to the meeting, with sufficient detail to permit review and circulation.

3.6.5. Review and Circulation: The Board shall review Member submissions for consistency with these By-laws, and administrative completeness, and may provide recommendations or proposed amendments. Properly submitted matters eligible for Member consideration shall be circulated with the meeting materials in advance of the meeting.

3.6.6. Annual General Meeting Scope: The Annual General Meeting is intended to address matters requiring Member oversight or approval, including elections, presentation of financial statements, appointment of an auditor or reviewer where applicable, and consideration of properly submitted resolutions. The Annual General Meeting is not intended for the determination of day-to-day operational matters, which remain under the authority of the Board.

3.6.7. Protection of Member Rights: Nothing in this Section limits the right of Members to elect Directors, vote on matters properly before the Members, receive financial statements, or propose amendments in accordance with these By-laws.

3.7. Quorum: ~~Delegates as defined in 4.17 representing a minimum of five (5) percent, of the Members present will constitute a quorum. 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. Once quorum is established at any meeting of the members no additional members will be permitted to join the voting record.~~ **Members in good standing present in person, including represented Members through Delegates under Section 3.13, constituting not less than ten percent (10%) of total Voting Members, shall constitute quorum.**

3.8. Closed Meetings: Meetings of Members will be closed to the public except by invitation of the Board or Members attending the meeting, and in accordance with 4.12. **Minutes of closed portions of meetings, where applicable, may be kept confidential in whole or in part and shall not be distributed to Members or the public except as authorized by the Board or as required by law.**

3.9. Scrutineers/Voting Process: A scrutineer will only be assigned during electronic meetings or at the discretion of the chair. At the beginning of an electronic or in-person meeting, the Chair may appoint one scrutineer who will be responsible for ensuring that votes are properly cast and counted. When a scrutineer is assigned, the chair will assign one additional observer to proctor the vote counting process. The scrutineer will report the result to the chair. The chair will communicate the result to the membership, total vote tallies will not be read.

- 3.10. Adjournments:** With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. 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.
- 3.11. Attendance:** The only persons entitled to attend a meeting of the Members are members, those Delegates representing Members, the Directors of the HGHA, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting or in accordance with 3.8.

Voting at Meetings of Members.

- 3.12. Voting Rights:** Members in good standing (2.9) have the following voting rights at all meetings of the Members:
- 3.12.1. ~~A member, in accordance with 2.5, will be assigned one (1) vote per eligible member.~~ A Member shall be entitled to one (1) vote for each voting entitlement held under Section 2.5. Voting entitlements are exercised individually and are not aggregated into a single vote per Member.**
- 3.12.2. Voting rights are assigned per voting entitlement and not per individual Member alone.**
- 3.13. Delegates:** Members will not be permitted to appoint a delegate in their absence unless requested in writing (inclusive of electronic notice) to the HGHA at least 24hrs prior to the AGM. The name of the Delegate to represent the Member must be included with request.
- 3.13.1.** Delegates must: be at least eighteen years of age; not have been found under the Substitute Decisions Act 1992 or under the Mental Health Act to be incapable of managing property; and be acting as the Member's representative. ~~Each delegate may only represent 1 voting member.~~
- 3.13.2. Each delegate may exercise voting rights only in respect of one (1) voting entitlement specifically assigned to them in writing by a Member. Each voting entitlement must be separately identified when assigning a delegate.**
- 3.13.3. Delegates are subject to the same procedural limitations applicable to Members under Section 3 of these By-laws.**
- 3.13.4. No individual present at a meeting may cast more than one (1) vote regardless of the number of voting entitlements held, represented, or otherwise associated with that individual. Any voting entitlement not exercised by a separate eligible individual or duly appointed delegate shall be considered not cast.**

3.14. Proxy Voting: ~~Members are not permitted to appoint a proxy holder to attend and vote on their behalf of a member. As per 3.13, one person may only hold one vote for one voting member.~~ **Members are not permitted to appoint a proxy holder to attend and vote on their behalf. This restriction does not apply to properly appointed delegates acting in accordance with Section 3.13.**

3.15. Determination of Votes: Votes will be determined by a show of hands unless secret ballot is requested by a member.

3.16. Majority of Votes: Except as otherwise provided in these by-laws, a simple majority of votes will decide each issue. In the case of a tie, the motion will be deemed defeated. ~~The president will be only eligible vote to a) break a tie, b) defeat a motion.~~

4. Governance

4.1. Composition of the Board: The Board shall consist of a minimum of 3 but maximum of 12 Directors. ~~Board may appoint directors as needed not to exceed 12 total directors.~~ **The Board may appoint interim Directors only to fill vacancies in accordance with Section 4.11. The total number of Directors shall not exceed 12 at any time.**

4.1.1. The board of directors must consist of at minimum the positions of President, Treasurer and Secretary. The board may define other director positions as necessary.

4.1.2. Director Positions:

- ~~President~~
- ~~Vice President~~
- ~~Secretary~~
- ~~Registrar~~
- ~~Treasurer~~
- ~~Competitive Teams Representative~~
- ~~House League Representative~~
- ~~Ice Scheduler~~
- ~~Equipment Manager~~
- ~~Social Media/Communication~~
- ~~Fundraising/Sponsorship~~
- ~~Referee Scheduler~~

4.2. Eligibility of Directors: To be eligible for election as a Director, an individual must:

- 4.2.1.** Be eighteen (18) years of age or older.
- 4.2.2.** Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act, 1990 to be incapable of managing property.
- 4.2.3.** Not have the status of bankrupt.
- 4.2.4.** Not be a paid employee of HGHA
- 4.2.5.** Be a Member of HGHA or become a Member within 10 days of being elected.

- 4.2.6. Shall be willing to abide by the policies and By-Laws governing the HGHA, OWHA and Hockey Canada
- 4.2.7. Be a member in good standing

Election of Directors

- 4.3. **Nominations:** Any nomination of an individual for election as a director will:
 - 4.3.1. Include the written consent of the nominee by signed or electronic signature, and
 - 4.3.2. Be submitted to the Board no later than fifteen (15) days prior to the Annual Meeting. This timeline may be amended by Ordinary Resolution of the Board.
 - 4.3.3. There will be no nominations from the floor of the meeting.
 - 4.3.4. Nominees may run for any vacant position on the board, and/or, for any position up for election and/or for any vacant director at large position not to exceed 12 total directors.
 - 4.3.5. Nominees may choose to run for any position as outlined in 4.3.4 during the meeting of the members.
- 4.4. **Circulation of Nominations:** Valid nominations will be circulated to Members at minimum of fourteen (14) days before the meeting.
- 4.5. **Elections:** Directors will be elected by majority vote of all Voting Members in good standing at the Annual General Meeting. Candidates receiving the most votes will be deemed to be elected. ~~for a term of two (2) years as per 4.8 of this By-Law.~~ Elected Directors will take office commencing following the AGM.
 - 4.5.1. **Where multiple positions are available, the candidates receiving the highest number of votes up to the number of available positions shall be deemed elected.**
- 4.6. **Election by Acclamation:** Where there is a single person nominated for each vacant position in an election, or where the number of candidates is less than the number of vacant positions, the candidates are deemed to be elected by acclamation.
- 4.7. **Terms of Office:** Directors shall serve terms of two (2) year terms ~~at the discretion of the board for purposes of avoiding unequal attrition~~ and will hold office until they or their successors have been duly elected in accordance with these By-Laws Unless they resign or are removed from or vacate their office.
 - 4.7.1. The membership shall elect the board of directors' positions at the Annual Meeting.
 - 4.7.2. The out-going President/Chair shall serve a one-year term as Past President/Chair-ex-officio to provide mentorship for the newly elected President unless elected to a voting board position.

- 4.7.3. The President/Chair **must have served as a Director of the Association for at least one (1) year immediately preceding the election** **or served on the board in two (2) of the past four (4) years**
- 4.7.4. The Vice-President **is open to nomination and election by the membership without a prior term within the Association, but previous Board of Director experience is strongly recommended.** ~~must have served at least two years subject to the discretion of the Board.~~
- 4.7.5. The President/Chair & Secretary shall serve **concurrent** ~~consecutive~~ terms; which expire on even years. The Vice President & Treasurer shall serve off setting terms to avoid complete attrition of the officers. **This may result in an Officer being elected to a one (1) year term.**
- 4.7.6. ~~All directors' positions will take seat for 2 consecutive years. Expiring odd years: president, secretary, ice scheduler, house league representative, referee scheduler, fundraising/sponsorship. Expiring even years- treasurer, vice president, competitive teams' representative, registrar, social media/communications, equipment manager. Additional board positions will expire to create equal attrition of board members.~~
- 4.7.7. There is no limit to how many terms that an elected board member may hold.
- 4.7.8. The newly elected board of directors' term shall commence following the Annual Meeting and terminate at the conclusion of the Annual Meeting. It is expected that all departing board members will train the newly elected board member and transfer HGHA materials to the newly elected board member and president/vice president, whomever is entering year 2 of 2, within 30 days following the AGM.

Resignation and Removal of Directors

- 4.8. **Resignation:** A Director may resign from the Board at any time by presenting his or her notice of resignation electronically or in-hand to the Board. This resignation will become effective the date on which the notice is confirmed received by **any Officer** ~~the President/Chair~~. When a Director who is subject to a disciplinary investigation or action of the HGHA resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.9. **Vacate Office:** The office of any Director will be vacated automatically if:
 - 4.9.1. The Director resigns;
 - 4.9.2. The Director is absent from three (3) consecutive meetings of the Board without providing notice to the President or Secretary;
 - 4.9.3. Has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
 - 4.9.4. The Director becomes bankrupt;
 - 4.9.5. The Director dies;

4.9.6. The Director is not in good standing;

4.9.7. Unless the Board rules otherwise

4.10. Suspension and Removal of Directors

4.10.1. Suspension (immediate authority of the board): ~~An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. At such a meeting, the Members may, by a majority of votes cast at the meeting, elect a qualified individual in the removed Director's stead for a period ending at the next Annual Meeting.~~ **The Board may, by**

Ordinary Resolution, immediately suspend a Director from all duties, powers, and access to HGHA information where the Board determines that such action is necessary due to serious misconduct, breach of policies, safeguarding concerns, conflict of interest, or conduct that may bring the Association into disrepute.

4.10.2. A suspended Director shall not exercise any powers or functions of office during the period of suspension but shall remain a Director unless otherwise removed under this Section

4.10.3. Where the Board determines that removal is warranted, the Board may recommend removal of the Director to the Members, and shall provide notice of such recommendation in accordance with these By-laws.

4.10.4. Directors may be removed by Ordinary Resolution of the Members at a duly called Members' Meeting, provided that the Director has been given notice and the opportunity to be heard.

Filling a Vacancy on the Board

4.11. Vacancy: Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board will **post the vacant position** **and** appoint a qualified individual to fill the vacancy for a term expiring no later than the close of the next Annual Meeting. Directors appointed by the board shall have full director voting rights.

Meetings of the Board

4.12. Call of Meeting: A meeting of the Board will be held at any time and place as determined by the President/Chair, or by written requisition of at least 50% of the Directors.

4.13. Chair: The President/Chair will be the Chair of all Board meetings unless otherwise designated by the President/Chair. In his/her absence the Vice President or another appointed director will fill this duty.

4.14. Notice: Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice Served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of

Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the HGHA.

- 4.15. Board Meeting with New Directors:** For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 4.16. Quorum:** At any meeting of the Board, **quorum shall be a Majority** ~~will be 50% plus 1~~ of Directors. **This quorum requirement applies only to meetings of the Board and is separate and distinct from quorum requirements applicable to meetings of the Members under Section 3.7.**
- 4.17. Voting:** Each Director is entitled to one vote at a meeting of the Board, ~~the president shall be eligible to vote only to break a tie.~~ **Including the President.** Voting will be by a show of hands unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes cast being in favour of the resolution. Abstaining voters **and directors that declare a conflict** are not counted in determining a majority.
- 4.18. No Alternate Directors:** No person shall act for an absent Director at a meeting of directors.
- 4.19. Closed Meetings:** Meetings of the Board will be closed to Members and the public except by invitation of the Board or by written request 72 hours prior with approval by majority of the board by a member in good standing.
- 4.20. Meetings by Telecommunications:** A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

- 4.21. Standard of Care:** Every Director will:
- 4.21.1.** Act honestly and in good faith with a view to the best interests of the HGHA; and
 - 4.21.2.** Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
 - 4.21.3.** **Be expected to** attend a minimum of one (1) meeting per month if scheduled.

Powers of the Board

- 4.22. Powers of the HGHA:** Except as otherwise provided in the Act or these By-Laws, the Board has the powers of the HGHA and may delegate any of its powers, duties, and functions.
- 4.23. Empowered:** The Board is empowered, including but not limited to:

- 4.23.1. Make policies and procedures or manage the affairs of the HGHA in accordance with the Act and these By-Laws;
- 4.23.2. Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- 4.23.3. Make policies and procedures relating to the management of disputes within the HGHA and deal with disputes in accordance with such policies and procedures;
- 4.23.4. Employ or engage under contract such persons as it deems necessary to carry out the work of the HGHA;
- 4.23.5. Follow registration procedures, and other registration requirements as determined by OWHA
- 4.23.6. Enable the HGHA to receive donations and benefits for the purpose of furthering the objects and purposes of the HGHA;
- 4.23.7. Make expenditures for the purpose of furthering the objects and purposes of the HGHA;
- 4.23.8. Borrow money upon the credit of the HGHA as it deems necessary in accordance with these By-Laws; and
- 4.23.9. Perform any other duties from time to time as may be in the best interests of the HGHA.
- 4.23.10. The Board may establish procedures for receipt, review, and processing of Member submissions under Section 3 of these by-laws

5. Officers

- 5.1. **Composition:** ~~At the Annual General Meeting, the membership shall appoint from the Directors, a~~ The President/Chair, ~~a~~ Vice President, ~~a~~ Secretary, and ~~a~~ Treasurer each of whom shall be ~~an~~ Officer~~s~~ of the HGHA.
- 5.2. **Duties:** The duties of Officers are as follows:
 - 5.2.1. The President/Chair will be the chair of the Board and will preside at the Annual and Special Meetings of the HGHA and at meetings of the Board unless otherwise designated. The President/Chair will be the official spokesperson of the HGHA and will perform such other duties as may from time to time be established by the Board.
 - 5.2.2. The Vice President will replace the President/Chair as chair of meetings in their absence. The Vice President will assist the President/Chair with his/her duties that may be established by the Board. The Vice President will electronically update the HGHA with information with Corporations Canada directly following the AGM.
 - 5.2.3. The secretary will be responsible for:
 - 5.2.3.1. Keeping minutes of all meetings of the HGHA and the Board.
 - 5.2.3.2. The custody of all records and documents of the HGHA, except those required to be kept by the Treasurer.

- 5.2.3.3.** The issuance of notices of meetings of the HGHA and the Board. If the secretary is absent from any meeting of the HGHA Board, the President/Chair will appoint another individual to act as Secretary at that meeting.
- 5.2.4.** The Treasurer will, subject to the powers and duties of the Board, ensure that proper accounting records as required by the Act are kept and will perform such other duties as may from time to time be established by the Board. The treasurer will be responsible for generating financial statements as required through the season and presenting year-end balance sheet and financial summary to membership at the Annual General Meeting. The treasurer shall be responsible for the HGHA's finances for the duration of the association's fiscal year.
- 5.3. Delegation of Duties:** At the discretion of the Officer and with approval by ordinary resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the HGHA, or to another Director.
- 5.4. Removal:**
- 5.4.1.** ~~The President may be removed by Ordinary Resolution at a meeting of the Members, provided the President has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the President/Chair is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.~~ **Officers may be removed from their Office position at any time by Ordinary Resolution of the Board, with or without cause, provided that the Officer has been given notice and the opportunity to be heard.**
- 5.4.2.** **Removal from an Officer position does not, by itself, remove the individual from the Board of Directors unless the individual is also removed as a Director in accordance with Section 4.10.**
- 5.4.3.** ~~Officers, other than the President/Chair, may be removed from their respective offices as Officers by ordinary resolution of the Board.~~
- 5.5. Vacancy:** Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy until the next Annual General Meeting.
- 6. Board Committees**
- 6.1. Appointment of Committees:** The ~~President/Chair~~ **Board** will appoint such committees as it deems necessary for managing the affairs of the HGHA and will appoint members of committees or provide for the election of members of committees, will prescribe the duties and terms of reference of committees, and will delegate to any Committee any of its powers, duties, and functions. The President/Chair will chair the hiring committee.

- 6.2. **Vacancy:** When a vacancy occurs on any committee, the **President/Chair Board** may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
- 6.3. **President/Chair Ex-Officio:** The President/Chair ~~will~~ **may** be **a** ~~an ex-officio non-voting~~ member of all Committees of the HGHA.
- 6.4. **Removal:** The **President Board** may remove any member of any committee.
- 6.5. **Debts:** No Committee will have the authority to incur debts in the name of the HGHA.

7. Finance and Management

- 7.1. **Fiscal Year:** Unless otherwise determined by the Board, the fiscal year of the HGHA will be ~~June~~ **May 1– April 30.**
- 7.2. **Bank:** The banking business of the Club will be conducted at such financial institutions the Board may determine.
- 7.3. **Auditors:** The Board will appoint an auditor to audit or conduct a review engagement of the books, accounts, and records of the HGHA in accordance with the Act. This requirement for audit may be waived by membership vote at the Annual General Meeting, If the audit is waived, HGHA may consider having an accountant review the books. The auditor or bookkeeper will not be an employee, Officer, or Director of the HGHA and must be permitted to conduct an audit or review engagement of the HGHA
- 7.4. **Annual Financial Statements:** The Directors will approve financial statements (evidenced by signature of the President/Chair and one or more Directors) of the HGHA of the last fiscal year of the HGHA and present the approved financial statements before the Members at every Annual Meeting.
- 7.5. **The Financial Statements:** The Financial Statements will include:
 - 7.5.1. The financial statements.
 - 7.5.2. Any further information respecting the financial position of the HGHA.
- 7.6. **Books and Records:** The necessary books and records of the HGHA required by applicable law will be necessarily and properly kept.
- 7.7. **Property:** The HGHA may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 7.8. **Borrowing:** The Board may from time to time:
 - 7.8.1. Borrow money on the credit of the HGHA.
 - 7.8.2. Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the HGHA.
 - 7.8.3. Give a guarantee on behalf of the HGHA to secure performance of an obligation of any person; and
 - 7.8.4. Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property

of the HGHA, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the HGHA.

Remuneration

- 7.9. No Remuneration:** All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board.

Conflict of Interest

- 7.10. Conflict of Interest:** A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the HGHA will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest and any Board approved Conflict of Interest Policy.

8. Amendment Of By-Laws

- 8.1. Voting:** ~~By a simple majority of the voting Members present at a meeting duly called to amend, revise, or repeat these By-laws.~~ **By a simple majority of the voting Members present at a Members' Meeting duly called for that purpose, provided that all proposed amendments have been submitted, reviewed, and circulated in accordance with Section 3.6.4 and 3.6.5 of these By-laws.**

- 8.1.1.** ~~By Ordinary Resolution of the Board. Any By-law amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm, reject, or amend the By-laws by Ordinary Resolution.~~ **The Board may propose By-law amendments for consideration by Members. All By-law amendments must be approved by Ordinary Resolution of the Members at a duly called Members' Meeting in accordance with these By-laws.**

- 8.1.2.** Proposed amendments will not be accepted from the floor of the meeting.

- 8.2. Effective Date:** By-laws amendments are effective immediately ~~at the close of the meeting~~ unless otherwise indicated in the amendment motion itself.

9. Indemnification

- 9.1. Will Indemnify:** The HGHA will indemnify and hold harmless out of the funds of the HGHA each Director and any individual who acts at the HGHA's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a

Director or and any individual who acts at the HGHA’s request in a similar capacity.

9.2. Will Not Indemnify: The HGHA will not indemnify a Director or any individual who acts at the HGHA’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the HGHA will not indemnify an individual unless:

- 9.2.1.** The individual acted honestly and in good faith with a view to the best interests of the HGHA; and
- 9.2.2.** If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

9.3. Insurance: The HGHA will, at all times, maintain in force reasonable insurance including Directors and Officers liability insurance.

10. ADDITIONAL BYLAWS

10.1. Coaching:

10.1.1. ~~Coaches shall be selected by a coaching selection committee as designated by the board. The board shall give final approval for all team staff before added to team rosters. Coaches will be notified of acceptance or rejection by the chair of the coaching selection committee. All additional staff should be notified of acceptance as soon as possible once teams are selected.~~ **Head Coach applicants shall be interviewed by a Coaching Selection Committee designated by the Board. The appointment of a Head Coach, whether at the start of the season or as a mid-season replacement, must receive Board approval prior to rostering.**

10.1.2. **Coaching appointments approved by the Board are operational decisions of the Association within the authority of the Board and are not subject to appeal, rescission, or reversal by Members at a Members’ Meeting.**

10.1.3. **Applicant scoring, evaluations, and deliberations are confidential and shall not be disclosed to the Members.**

10.1.4. **Coaches shall be notified of their acceptance or rejection by the Chair of the Coaching Selection Committee. All additional team staff shall be selected by the Head Coach.**

10.1.5. Coaches are expected to attend all practices and games. It is the responsibility of the coach to find an insured certified replacement to cover absence.

10.1.6. Coaches are responsible for the team while participating in HGHA sanctioned activities.

10.1.7. The coaching staff should handle disciplinary issues in the team first, unless it is a serious threat to the reputation of the HGHA. At such time the

board may be called upon to take action in coordination with the coach and/or other team staff. Team rules and OWHA code of conduct will be reviewed with all players and staff at the start of every season, violations must be dealt with promptly. All team rules and team imposed disciplinary actions will be reported immediately to the board.

10.2. Fundraising: All team fundraising activities must be approved by the board. All members are required to fulfill any and all required association fundraising requirements in addition to any team fundraising endeavours.

10.3. Teams Rosters and Registration:

10.3.1. Each team will be allowed to register players according to OWHA regulations

10.3.2. Registration cut off dates are set by the OWHA

10.3.3. ~~Player movement between teams shall be made before the OWHA signing deadline and with both coaches approval. These decisions will be made in accordance with the player's wishes and with the best intentions of the association in mind. The board will have final say over any disputes in player movement within the organization.~~

10.3.4. HGHA registration fees will be established from year to year as recommended by the board.

10.3.5. All players registering are subject to the approval of the board and can be asked to leave the association with a prorated refund at the board's discretion. Termination of membership may occur as a result of, but not limited to, disciplinary reasons, ineligibility, non-payment of fees, withdrawal of membership etc.

10.3.6. All members are insured through Hockey Canada and the OWHA.

10.3.7. The HGHA shall not be responsible for any injuries or losses incurred by any player or team official.

10.3.8. ~~There will be no refunds issued after Dec 1st extraordinary circumstances will be considered by the board.~~

All HGHA players must pay registration fees in accordance with the fee schedule. Failure to comply may result in suspension until fees are paid. Where special circumstances exist, members may submit a written request to the board to apply for an alternate payment schedule, subject to board approval.

10.4. All members must abide by the policies of HGHA. Failure to comply may result in disciplinary action.

10.5. All members are subject to the rules, regulations, policies and by-laws of the leagues in which teams participate.

11. Adoption Of These By-Laws

11.1. Ratification: **These By-laws were approved by the Board on May 20, 2026 and adopted by Ordinary Resolution of the Members on XXXX.**

11.2. Repeal of Prior By-Laws: In ratifying these By-Laws, all prior By-Laws and Constitution of the HGHA shall be repealed provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Law.