



# CONSTITUTION

Revised June 2024



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## **SECTION 1 – DEFINITIONS AND INTERPRETATION**

### **1.1. Definitions**

In this by-law, unless the context otherwise requires:

- a. "Act" means the *Corporations Act* (Ontario) and any act that may be substituted therefor (including the *Not-for-Profit Corporations Act, 2010* (Ontario)), as from time to time amended;
- b. "Age of Majority" means 18 years or older;
- a. "Articles" means the letters patent or articles of the Association as amended from time to time;
- c. "Board" means the board of directors of the Corporation;
- d. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e. "President" means the President of the NGHA;
- f. "Code of Conduct" means the code of ethics of the Corporation which establishes the ethical standard of the Corporation and sets out guidelines for the maintenance of standards of professional conduct by the members, as approved by the Board from time to time;
- g. "Corporation" means the NEPEAN GIRLS HOCKEY ASSOCIATION, the Corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- h. "Director" means an individual occupying the position of director of the Association;
- i. "Member" means a member of the Corporation;
- j. "Members" means the collective membership of the Corporation;
- k. "NGHA" means the Corporation;
- l. "Officer" means an officer of the Corporation;
- m. "Ordinary Resolution" means a resolution passed by a simple majority of the votes cast on that resolution;
- n. "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of any applicable by-law or legislation; and
- o. "Program Committee(s)" means the sub-committees established within the NGHA Board of Directors to oversee the competitive and house league programs.

### **1.2. Interpretation**

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



### **1.3. Severity and Precedence**

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

## **SECTION 2 – GENERAL**

### **2.1. Name**

The name of the corporation shall be NEPEAN GIRLS HOCKEY ASSOCIATION, hereinafter to be referred to in the By-Law as the NGHHA.

### **2.2. Registered Head Office**

The registered head office of the Corporation shall be in the City of Ottawa (in the geographical area formerly known as Nepean).

### **2.3. Affiliation**

The NGHHA is a member association of the Ontario Women's Hockey Association (OWHA) and Hockey Canada and is therefore subject to the OWHA and Hockey Canada's Constitution, By-Laws, Rules, Regulations and Policies.

### **2.4. Corporate Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board. If a corporate seal is approved by the Board, the President or another individual designated by the Board, shall be the custodian of the corporate seal.

### **2.5. Purpose**

The purpose of the NGHHA is to promote, develop, provide and govern opportunities for girls and women to play female hockey in Nepean.

### **2.6. Objectives**

The objectives of the NGHHA are:

- a. To provide girls and women in Nepean with the opportunity to learn and play hockey;
- b. To promote the participation of girls and women in all aspects of female hockey;
- c. To ensure that each player, to the extent possible, will be able to participate in a hockey program suited to that player's skills and abilities;
- d. To establish and maintain a variety of hockey programs (Fundamentals, house league, and competitive) for all age groupings;



- e. To encourage the participation of any and all interested persons and organizations wishing to volunteer their services in the administration and support of the NGHA's affairs;
- f. 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;
- g. To promote the ideas of good sportsmanship and fair play in all players and spectators as well as fostering life skills through a well-regulated amateur hockey program; and
- h. 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.

## **SECTION 3 – OFFICERS AND DIRECTORS**

### **3.1. Authority and Responsibility**

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

- a. Set, establish, increase, decrease and determine membership and registration fees, other fees, dues and levies;
- b. Oversee the financial operations of the Corporation, as detailed in Section 7;
- c. Adopt, amend, revise, revoke or repeal the policies of the Corporation;
- d. Exercise the right of prior review and approval of all hockey activities, programs, and undertakings in the name of the NGHA and establish terms, conditions, standards and objectives for them; and
- e. Assess, appoint, hire and engage coaches, assistant coaches, trainers, team managers, referees, linesmen and timekeepers and other persons, all of whom shall hold their positions at the pleasure of the Board.

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

### **3.2. Composition of the Board**

The Board will consist of twelve Officers and Directors until the adjournment of the next Annual General Meeting.

The Board shall be comprised of the following Officers:

- a. President
- b. Vice President – Operations
- c. Vice President – Programs
- d. Vice President – Finance



- e. Registrar
- f. Secretary

And the following Directors:

- a. Two (2) Competitive Directors
- b. Two (2) House League Directors
- c. Policy, Risk and Safety Director
- d. Administration Director

In addition to Officers and Directors, the immediate past president shall be, ex officio, a member of the Board of Directors but will not have voting rights at any meetings of the Board but will have voting rights at the AGM.

### **3.3. Election and Term**

- a. Officers and Directors shall be elected by Ordinary Resolution of the Members for a term of two years and can run for a second consecutive two-year term in the same position. No Officer or Director shall hold the same position for more than four years, unless an extension is approved by resolution at the AGM or a General Meeting.
- b. Officers and Directors will be elected under staggered terms – The President, Vice President (Programs), Registrar, one of two House League Directors, one of two Competitive Directors, and the Policy, Risk and Safety Director shall be elected in even number years. The Vice President (Operations), Vice President (Finance), Secretary, one of two House League Directors, and one of two Competitive Directors shall be elected in odd number years.
- c. Nominations for all positions must be submitted to the Secretary in paper form or by email at least 14 days prior to the Annual General Meeting. Nominations for President and Vice Presidents must be signed by a mover and seconder who must both be voting members of the Association.
- d. If the positions 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 the office for which they have been nominated.
- e. Any voting member of the NGHHA may be nominated for a vacancy on the Board of Directors, with the exception of President and Vice Presidents Program and Operations who shall have served on the Board of Directors for at least one year prior to taking office as President or Vice President.

### **3.4. Qualifications of Officers and Directors**

- a. To be an Officer or Director of the Corporation, an individual must be at least 18 years of age and a Member of the Corporation at the time they are elected and must secure membership with the Corporation for the upcoming NGHHA hockey season within a reasonable amount of time.



- b. No person who has been declared incapable by a court or who has the status of a bankrupt shall be an Officer or Director.
- c. No person may be nominated for, acclaimed to or elected to the positions of President, Vice President Program or Vice President Operations unless that person has been a senior member of the NGHA for at least two years and has been on the NGHA Board of Directors for at least one year prior to taking office as President or Vice President.
- d. No person may be nominated for, acclaimed to or elected to the position of Vice President Finance 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 Vice President Finance.
- e. No person may be nominated for, acclaimed to or elected to any Board position unless that person has previously volunteered within the Corporation in some capacity e.g. coach, manager, convenor, administrator.
- f. No person may be nominated for, acclaimed to, or elected to any Board position if their spouse or partner currently occupies a Board position.

### **3.5. Duties of Officers**

The President, Vice Presidents, Registrar and Secretary shall be Officers of the Corporation.

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

#### **a. President**

To coordinate the work of the Board of Directors and ensure that all tasks, required for the effective operation of the NGHA, are performed by the appropriate Directors, the duties and responsibilities of the President shall include:

Knowledge of NGHA Constitution, all NGHA policies and procedures and of the OWHA Constitution, By-Laws, Regulations and Rules.

With the consent of the Board of Directors, appoint individual Directors to fulfill specific duties of the NGHA.

Sign on behalf of the NGHA all By-Laws, documents or certificates.

Prepare the agendas for Board of Directors and General meetings.

Chair Board of Directors and General meetings.

Serve as an ex-officio member of all committees of the NGHA.

Represent the NGHA at all meetings and functions of senior hockey bodies (e.g. OWHA)

Distribute to the appropriate Directors all information received from senior hockey bodies, other Associations, etc.

Represent the NGHA within the community.

Assume from time to time other duties as may be determined by the Board of Directors.



The President may delegate any of the foregoing duties and responsibilities to the Vice President, or any Officer or Director of the NGHA.

#### **b. Vice President – Operations**

The duties and responsibilities of the VP of Operations shall include:

Knowledge of NGHA constitution, all NGHA policies and procedures and of the OWHA Constitution, By-Laws, Regulations and Rules

Work closely with the Directors to ensure the smooth operation of programs within the NGHA

Oversee all non – program operations within the NGHA including purchasing and scheduling of ice, referees, NGHA tournament, policy, risk, safety and discipline.

Oversee volunteer positions including equipment manager, social media coordinator, timekeeper coordinator, director of managers, etc.

Attending OWHA and League Meetings

Collect team ice payments

#### **c. Vice President – Programs**

The duties and responsibilities of the VP of Programs shall include:

Knowledge of NGHA constitution, all NGHA policies and procedures and of the OWHA Constitution, By-Laws, Regulations and Rules

Work closely with the Directors to ensure the smooth operation of programs within the NGHA

Chair the Competitive and House League Program Committees

Organize and oversee competitive and house league coach selection processes

Be the main contact for the coach mentor and work with her/him to identify potential coaches for upcoming season and to recruit, manage, mentor and motivate coaches for all levels of play. Also support coach mentor to run coaching clinics and assist coaches to plan practices for maximum player development

Keep informed about changes to coaching requirements and communicate such to the Program Committees, Board of Directors, NGHA coaches and trainers

Liaise between U22 Elite and the NGHA Board

#### **d. Vice President – Finance**

The duties and responsibilities of the Vice President Finance shall include:

Knowledge of NGHA constitution, all NGHA policies and procedures and of the OWHA Constitution, By-Laws, Regulations and Rules





Retain and oversee a bookkeeper that will be responsible for keeping full and accurate accounts of all receipts and disbursements of the NGHA. The Vice President Finance may delegate authority to manage receipts as appropriate

Deposit all monies or other valuable effects in the name and to the credit of the NGHA in such bank or banks as may be designated by the Board of Directors. The treasurer may delegate authority to make deposits as appropriate

Disburse the funds of the NGHA under the direction of the Board of Directors

Report to the Board of Directors at its regular meetings, or whenever otherwise required by the Board of Directors, an account of all financial transactions and the current financial position of the NGHA

Prepare an annual budget and financial statement to be presented at the Annual General Meeting

Ensure that a financial audit of the NGHA is performed in a timely manner after the end of the fiscal year

Main contact for auditors and current accounting system

Update NGHA financial policies and procedures as required

Oversee NGHA financial assistance policy and process

#### **e. Registrar**

The duties and responsibilities of the Registrar shall include:

Knowledge of NGHA constitution, all NGHA policies and procedures and of the OWHA Constitution, By-Laws, Regulations and Rules relating to registration

Maintain the NGHA registration database

Make recommendations on registration policy to the Board of Directors

Organize and publicize the player registration procedure for each season

Process and record all NGHA player registrations

Provide registration statistics as required

Fulfill all registration requirements for the OWHA. Determine the amount and arrange payment of all fees required by the OWHA

Process and record all OWHA team and participant registrations. Act as intermediary on all matters pertaining to the registration between the NGHA membership, and the OWHA

#### **f. Secretary**

The duties and responsibilities of the Secretary shall include:

Knowledge of NGHA constitution, all NGHA policies and procedures and of the OWHA Constitution, By-Laws, Regulations and Rules

Prepare and maintain contact information for all Directors



Book space for all Board of Directors and General meetings

Ensure that all members of the Board of Directors are notified of all meetings of the Board

Record all minutes of the Board's proceedings and distribute to the Directors in a timely fashion

Prepare and send the Annual General Meeting notice to all NGHHA members

Accept all motions and Board member nominations for the Annual General meeting

Assists with NGHHA activities, such as registration for tryouts, sort outs, etc.

### **3.6. Duties of Other Directors**

The Competitive Directors, House League Directors, and Policy, Risk and Safety Director shall be Directors of the Corporation.

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

#### **a. Competitive Directors**

The general responsibility of the Competitive Directors is to act as the intermediary on all matters between the competitive teams and the NGHHA Board of Directors.

The duties and responsibilities of the Competitive Directors shall include:

Knowledge of NGHHA constitution, NGHHA policies and procedures and of the OWHA Constitution, By-Laws, Regulations and Rules

Organize and ensure the smooth and efficient operation of the competitive tryouts

Once the Head Coaches have been chosen, have each one sign a NGHHA Competitive Head Coach contract and work with Director of Policy, Risk and Safety to ensure each coach has Speakout/ Respect in Sport and a current valid Police Record Check

Obtain from the Head Coaches a list of their proposed team staff (i.e. assistant coaches, trainers, etc.) and submit it to the appropriate Program Committee for approval

Work with Director of Policy, Risk and Safety to ensure that all team personnel have Speakout/ Respect in Sport and a current valid Police Record Check.

Ensure that the Registrar has all the necessary information and documentation for the players and team staff and assist him/her in getting the teams properly registered with the OWHA before their first game

Ensure that the required representatives from each team attend one of the mandatory Coaches and Managers meetings, receive all the required information and are clear on all league policies, procedures and requirements

Secure convenors for each level and assign a convenor to each team's parents meeting to go over all the team's budget, expectations and all relevant NGHHA policies and procedures

Immediately distribute to the team managers, game schedules and all other information and documentation received from senior hockey bodies, other Associations, NGHHA Directors, etc.



Attend a reasonable number of competitive games

Maintain regular contact with coaches/managers throughout the season to keep abreast of team operations

Provide recommendations to the Program Committee and/or Board of Directors on competitive matters that require Program Committee or Board Intervention

Notify the Registrar if there are any changes to the team or either players or team staff

Conduct coach evaluations as determined by the Program Committee

In late December, obtain an interim financial statement 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

At the end of the season, ensure that teams have returned all sweaters and equipment and have settled their financial accounts

Act as liaison to the VP Operations and ice coordinator to resolve ice conflicts, scheduling problems, etc

The Competitive Director may delegate any of the foregoing duties and responsibilities to the Competitive Covenors as appropriate.

#### **b. House League Director**

The general responsibility of the House League Directors is to act as the intermediary on all matters between the house league teams and the NGHA Board of Directors

The duties and the responsibilities of the House League Directors shall include:

Knowledge of NGHA constitution, NGHA policies and procedures and OWHA Constitution, By-Laws, Regulations and Rules

Organize and ensure the smooth and efficient operation of the house league sortouts and determine the rosters of the house league teams

Once the Head Coaches have been chosen, have each one sign a NGHA House League Head Coach contract and work with Director of Policy, Risk and Safety to ensure each coach has Speakout/ Respect in Sport and a current valid Police Record Check.

Obtain from the Head Coaches a list of their proposed team staff (i.e. assistant coaches, trainers, etc.) and submit it to the Program Committee for approval

Work with Director of Policy, Risk and Safety to ensure that all team personnel have Speakout/ Respect in Sport and a current valid Police Record Check

Ensure that the Registrar has all the necessary information and documentation for the players and team staff and assist him/her in getting the teams properly registered with OWHA before their first game and for player call ups with the OWHA

Ensure that the required representatives from each team attend the NGHA mandatory Coaches and Managers meetings, receive all the required information and are clear on all ODWHA league policies, procedures and requirements



Secure convenors for each level and assign a convenor to each team's parents meeting to go over all the team's budget, expectations and all relevant NGHA policies and procedures

Immediately distribute to the team managers, game schedules and all other information and documentation received from senior hockey bodies, other Associations, NGHA Directors, etc.

Act as liaison to the VP Operations and ice coordinator to resolve ice conflicts, scheduling problems, etc

Attend a reasonable number of house league games

Maintain regular contact with coaches/managers throughout the season to keep abreast of team operations

Provide recommendations to the Program Committee and/or Board of Directors on house league matters that require Program Committee or Board Intervention

Notify the Registrar if there are any changes to the team or either players or team staff

Conduct coach evaluations as determined by the Program Committee.

In late December, obtain an interim financial statement 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

Ensure that all team personnel who originally signed Letters of Intent, submit the required certification (e.g. coach, trainer, Speakout/Respect in Sport, PRC) to the Registrar by the deadline dates

Toward the end of the season, have the head coaches complete evaluations for the players on their teams

At the end of the season, ensure that teams have returned all sweaters and equipment and have settled their financial accounts

The House League Director may delegate any of the foregoing duties and responsibilities to the House League Convenors as appropriate.

### **c. 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 NGHA.

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

Knowledge of NGHA constitution, NGHA policies and procedures and OSHA Constitution, By-Laws, Regulations and Rules

Establish, maintain and implement procedures with respect to clearance of all volunteers required to complete Speakout/Respect in Sport and a Police Record Check

Establish and monitor NGHA policies and work with Competitive and House League Directors and Vice President of Operations to address policy violations.

Make policy recommendations to the Board regarding management

Work with Competitive and House League Directors to ensure that each NGHA team has an established Emergency Action Plan (EAP) to deal with accidents or medical emergencies and least one HCSP qualified person assigned to their team roster



Work with Registrar to maintain accurate and current association records of all team personnel

Provide recommendations to the Program Committee and/or Board of Directors on policy matters that require Program Committee or Board Intervention

Review NGHAs compliance to OWHA Constitution, By-Laws, Regulations and Rules

#### **d. Administration Director**

The duties and responsibilities of the Administration Director shall include:

Knowledge of NGHAs constitution, NGHAs policies and procedures and OWHA Constitution, By-Laws, Regulations and Rules

Work with other Directors to communicate programs, operational needs and policy updates

Share information with NGHAs members

Recruit and oversee a Sponsorship Coordinator to support on sponsorship agreements and delivery

Lead on external communications: web, social media, newsletters and more

Support Vice President Programs with surveys and key messaging

Promote NGHAs content: team successes, social responsibility and NGHAs information

Liaise with Registrar and Directors about NGHAs program requirements and efficiencies

Provide NGHAs Board with updates on all areas of Administration

#### **e. Past President, if applicable**

The duties and responsibilities of the Past President shall include:

Serve in an advisory capacity to the President and the Board of Directors.

Assist other NGHAs Directors as required

### **3.7. Vacancies**

The office of Director shall be vacated immediately if:

- a. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary;
- b. the Director dies;
- c. the Director becomes bankrupt;
- d. the Director is found to be incapable of managing property by a court or under Ontario law;
- e. the Director fails to attend three (3) consecutive board meetings without notifying the Secretary in writing of reason for their inability to attend;



- f. if, at a meeting of the Members called and held in compliance with the Act and the By-laws, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office; or
- g. The Director is otherwise removed from office in accordance with applicable legislation.

### **3.8. Filling Vacancies**

With the exception of the position of President, a vacancy on the Board, however caused, shall be filled as follows:

- a. Resolution of the Board, as long as a quorum of fifty (50) percent of the Board remain in office. The appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director;
- b. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, within thirty (30) days, call a special meeting of the Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member; or
- c. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold the office for the remainder of the removed Director's term.

In the absence or inability of the President, the Vice President of Operations shall fulfill the duties and responsibilities of the President and coordinate all aspects of program within the NGHA. If, for any reason, the position of President becomes permanently vacant, the VP of Operations shall fulfill the duties and responsibilities of President until the adjournment of the next Annual General Meeting.

### **3.9. Committees**

Subject to the limitations on delegation set out in any applicable legislation, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

### **3.10. Remuneration of Directors**

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

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they perform to the Corporation in their capacity other than as Directors, provided that they amount of any such remuneration or reimbursement is:



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

### **3.11 Powers Of The Board**

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

- (a) manage the Association's affairs in accordance with the Act and the By-laws (including, without limiting the generality of the foregoing, establishing policies, procedures, rules and regulations);
- (b) Make policies, procedures, rules and regulations relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies, procedures, rules and regulations;
- (c) Make policies, procedures, rules and regulations relating to the management of disputes within the Association and deal with disputes in accordance with such policies, procedures, rules and regulations;
- (d) Employ or engage under contract such persons as it deems necessary to carry out the Association's work;
- (e) Determine registration policies, procedures, rules and regulations, recommend membership dues, and determine other registration requirements;
- (f) Enable the Association to receive donations and benefits for furthering the Association's purposes;
- (g) Make expenditures for furthering the Association's purposes;
- (h) Borrow money upon the Association's credit as it deems necessary in accordance with the By-laws; and
- (i) Perform any other duties from time to time as may be in the Association's best interests

## **SECTION 4 – CONFLICT OF INTEREST**

### **4.1. Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

## **SECTION 5 – BOARD MEETINGS**

### **5.1. Calling of Meetings**



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

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

## **5.2. Regular Meetings**

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

## **5.3. Notice of Meetings**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none object to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

## **5.4. Chair**

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

## **5.5. Quorum**

A quorum shall be a majority of the number of Directors. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting. For the purposes of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or other electronic means.

## **5.6. Voting**

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

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





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

## **SECTION 6 – PROTECTION OF DIRECTORS AND OTHERS**

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

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

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

## **SECTION 7 – FINANCIAL**

### **7.1. Financial Year**

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

### **7.2. Signing Authority**

- a. Deeds, transfers, assignments, contracts and obligations in writing requiring execution by the Corporation shall be signed by any two of the following: President, Vice-President (Operations), Treasurer or any other person designated by the Board. Any person authorized to sign any document may affix the corporate seal, if any, to the document.
- b. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the NGHA shall be signed by any two of the following persons: President, Vice President (Operations), Treasurer or any other individual designated by the Board.



- c. The Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.
- d. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### **7.3. Banking**

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

### **7.4. Books and Records**

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

### **7.5. Borrowing Powers**

The Board may from time to time, in accordance with the Association's financial policies:

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Association;
- c. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d. charge, mortgage, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Association.

### **7.6. 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. The Financial Statements will have been subject to an assurance engagement performed by an independent auditor.

### **7.7. Assurance Engagement Provider**

- a. The Members shall by ordinary resolution at each annual meeting appoint an independent assurance engagement provider to hold office until the next annual meeting, and if an appointment is not so made, the auditor in office will continue in office until a successor is appointed.



- b. The Directors may, if a quorum of the Directors is then in office, fill any vacancy in the office of the assurance engagement provider arising between annual meetings
- c. The person or firm appointed as assurance engagement provider shall be independent of the Corporation, its affiliates, the Directors and Officers and be permitted to conduct an audit of the corporation under the Public Accounting Act, 2004.

## **SECTION 8 – MEMBERS**

### **8.1. Conditions of Membership**

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

### **8.2. Membership**



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

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

- a. The membership of any member may be terminated if such member fails to pay all fees within 60 days after it is due. Such termination of membership shall not prejudice the member's right to apply for readmission.
- b. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws.
- c. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15)-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.
- d. During the 15-day notice and appeal period, the Board may implement interim measures including the suspension of a member if it determines, by Board resolution, that such measures are necessary pending the receipt and consideration of a written submission from the member appealing the decision.
- e. In the event of a suspension or termination, the Member shall not be entitled to any refund of the fees paid to the Corporation.
- f. An individual who has had their membership in the Corporation suspended or terminated must apply to the Board for special permission to become a Member of the Corporation. Such application to the Board must be made in writing by way of an e-mail or letter delivered to the President of the Corporation. The individual must provide to the Board sufficient evidence of their genuine intent and desire to further the Corporation's purposes and to abide by the Corporation's By-laws, Code of Conduct and other policies in force. The Board shall determine, in its sole discretion, whether or not to admit such an individual as a Member of the Corporation. The Board may, in its sole discretion, approve the membership of such individual subject to the fulfillment of any conditions the Board deems appropriate. The Board's decision on whether or not to allow an individual hereunder to become a Member of the Corporation shall be final and binding.
- g. Disciplinary decisions of the Board shall be final and binding.
- h. Any Member of the NGHA may resign as a Member of the NGHA in writing to the Secretary.



## **SECTION 9 – MEMBERS’ MEETINGS**

### **9.1. Annual General Meeting**

a. The Annual General Meeting shall be held on a day and time and at a place within Ontario fixed by the Board prior to the middle of June.

b. Notice of the Annual General Meeting shall be posted on the NGHA website with notice not less than twenty-one (21) days or more than fifty (50) days before the day on which the meeting is to be held and the notice shall state the general nature of the business to be transacted at the meeting.

c. The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. presentation and adoption of the minutes of the previous annual and subsequent special meetings;
3. presentation of awards and guests;
4. reports from Directors and Committees;
5. Presentation of the audited financial statements from the previous hockey year, interim financial statements for the year just completed and proposed budget for the ensuing year;
6. report of the auditor or person who has been appointed to conduct a review engagement, if necessary;
7. reappointment or new appointment of the auditor for the coming year;
8. election of Directors; and
9. such other or special business as may be set out in the notice of meetings.

d. No other item of business shall be included on the agenda for annual meeting unless a Member’s proposal has been given to the Secretary prior to the giving of notice of the annual meeting, so that such item of new business can be included in the notice of annual meeting.

e. The Board is not required to include a Member’s proposal in the notice of meeting if:

- i. the proposal is not submitted to the Corporation by the date set out
- ii. it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, Members or debt obligation holders
- iii. it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation
- iv. not more than two years before the receipt of the proposal, the Member failed to present in person at a Meeting of Members a proposal that had been included in a notice of meeting at the member’s request
- v. substantially the same proposal was submitted to Members in a notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated; or
- vi. the rights conferred by this section are being abused to secure publicity or to serve some unlawful or inappropriate purpose.

f. No business may be transacted at any General Meeting unless at least twenty (20) Members are personally present.

### **9.2. Special Meetings**



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

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

### **9.3. Notice**

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

### **9.4 Quorum**

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

### **9.5. Chair of the Meeting**

The President shall be the chair of the Members' meeting. In the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### **9.6. Voting of Members**

- a. Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law.
- b. Before a vote is taken, members may speak once to a resolution or other order of business after they have been recognized by the Chair, and shall be limited to two minutes. The mover of a resolution may speak last to the resolution, followed by the Chair.
- c. Each member in good financial standing at the time of an annual or other special general meeting shall be entitled to one vote on each question, motion, resolution or nomination at any annual or other general meeting, notwithstanding that the person may qualify as a member under more than one category of membership, or that the person is the parent or legal guardian of more than one player registered with the NGHA.



d. No vote may be assigned by proxy, or be assigned to a member who is not the parent or legal guardian of the registered player.

e. Votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote.

f. An abstention shall not be considered a vote cast.

g. Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct.

h. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and

h. Whenever a vote by a show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **9.7. Adjournments**

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

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

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under the provision of the *Act* or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **SECTION 10 – NOTICES**

### **10.1. Service**

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



## **10.2. Computation of Time**

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

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

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

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

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

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

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

Enacted *June 2024*