



NORTH HALTON GIRLS HOCKEY ASSOCIATION

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Email: info@nhgha.com Website: www.nhgha.com

Section 1 – Name and Purposes

1.01 Name

This organization shall be known as the North Halton Girls' Hockey Association (the "Corporation" or "NHGHA" or "Association").

1.02 Purposes

The purposes and aims of the NHGHA are as follows:

- a) Provide hockey instruction and competition for girls and women;
- b) Develop and encourage sportsmanship, fair play, equity, friendship, and fun;
- c) Provide an opportunity for girls and women of all levels of ability to play hockey;
- d) Promote and develop interest and involvement in female hockey.

1.03 Affiliations

The Association shall affiliate with the Ontario Women's Hockey Association ("OWHA") and, through the OWHA, with the Ontario Hockey Federation ("OHF") and Hockey Canada. The Association and its Members shall comply with all applicable rules and regulations of the OWHA, OHF, and Hockey Canada.

1.04 Registered Office

The registered office of the Association shall be at such place in the Town of Halton Hills or the Town of Milton, in the Regional Municipality of Halton, in the Province of Ontario as the Board may from time to time determine.

Section 2 - Directors

2.01 Number of Directors and Quorum

The affairs of the Corporation shall be managed by a board of directors (the "Board") of nine directors who shall be directors by virtue of their office as set out in section 5.01.

2.02 Quorum

Five directors shall constitute a quorum for the transaction of business at any meeting of directors, unless the Board or the members specify a greater number of Directors as quorum.

2.03 Qualification of Directors

Only members of the Association or parents of a member under age 18 may be Directors. No individual shall be qualified to be a Director if:

- a) He or she is under 18 years of age;
- b) He or she has been found to be incapable of managing property by a court or under Ontario law; or
- c) He or she has the status of a bankrupt.

2.04 Election

With the exception of the Treasurer, Directors shall be elected by the Members at an annual meeting of the Members. The Treasurer shall be appointed by the Board.

2.05 Term

With the exception of the Treasurer, all Directors shall be elected for two-year terms. The Treasurer shall be appointed for a one-year term.

The following positions shall be open for election in even-numbered years:

- a) President;
- b) Vice-President;
- c) Director of House League; and
- d) Director of Development

while the following positions will be open for election in odd-numbered years:

- e) Vice-President;
- f) Secretary;
- g) Director of Representative Teams; and
- h) Director of Marketing and Promotion

If a position on the Board is not filled when it comes open for election or appointment, the incumbent remains in office until his or her successor is elected or appointed.

2.06 Vacancies

The office of a Director shall be vacated immediately:

- a) If the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b) If the Director fails to attend three consecutive meetings of the Board without legitimate excuse approved by resolution of the Board at one or more of those meetings;
- c) If the Director ceases to be a member of the Association;
- d) If the Director dies or becomes bankrupt;
- e) If the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- f) If, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

2.07 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b) if there is not a quorum of Directors, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- c) a quorum of Directors may fill a vacancy among the Directors.

2.08 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; subject to the following:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the 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*.

Section 3 - Board Meetings

3.01 Calling of Meetings

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

3.02 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.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.01 of this By-law to every Director of the Corporation not less than seven 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 objects 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.

3.04 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 chair.

3.05 Voting

Each Director has one vote. Proxy voting shall not be permitted. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.06 Participation by Telephonic or Electronic Means

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 and may vote by telephonic or electronic means.

The Board may determine that a meeting of the Board be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.07 Past President

The immediate Past President may attend and speak at all Board meetings but shall not be entitled to a vote.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on March 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 - Officers

5.01 Officers

The Association shall have the following Officers who shall be Directors by virtue of their office:

- a) President
- b) Vice-President
- c) Vice-President
- d) Secretary
- e) Treasurer
- f) Director of Representative Teams
- g) Director of House League
- h) Director of Marketing and Promotion
- i) Director of Development

5.02 Election and Appointment

With the exception of the Treasurer, the Officers shall be elected by the Members at an annual meeting. The Treasurer shall be appointed by the Board. No person shall hold more than one Office at the same time.

5.02 Qualifications

Any person eligible to serve as a Director of the Association is eligible to serve as an Officer of the Association. The President must have served at least one year as a Director in the five years prior to his or her election or have been nominated by at least 50 members of the Association. If no person so qualified is nominated for President by

the deadline set for nominations, any otherwise qualified person may be nominated for President at the annual general meeting.

5.03 Nominations

Nominations for positions to be elected at an annual or special meeting of the members shall be submitted to the Secretary by such date as specified by the Board. Nominations shall be in the form and supported by the number of members (not to exceed 50) determined by resolution of the Board. If no valid nominations for a position are received by the deadline, any qualified person may be nominated for that position at the annual general meeting.

5.04 Provisions Regarding Directors Also Applicable to Officers

Sections 2.06 to 2.08 apply to Officers in the same manner as they apply to Directors.

5.05 Duties

Officers shall be responsible for the duties as may be required by law or as assigned to them by the Board and, unless the Board provides otherwise, may delegate to others the performance of any or all of such duties.

5.06 President Shall Serve as Chair

The President shall serve as Chair of the Board and be an *ex officio* member of all committees. The President shall perform the duties of the Chair in accordance with the *Act* and these by-laws.

Section 6 - Committees

6.01 Standing Committees

The Board shall establish the following Standing Committees and determine their composition and terms of reference:

- a) Representative Coach Selection Committee
- b) House League Coach Selection Committee
- c) Discipline Committee

6.02 Other Committees

The Board may establish any other 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 alter or dissolve any such committee by resolution at any time.

6.03 Delegation to Committees

The Board may delegate to any committee, the majority of the members of which are members of the Board, any of the powers of the Directors (except those powers set out in the *Act* that are not permitted to be delegated) and revoke any such delegation at any time.

Section 6 - Protection of Directors and Officers

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is 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 for 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 the 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*

6.02 Indemnification of Directors and Officers

Subject to the provisions of the *Act*, the Association shall indemnify and save harmless the Directors, officers, committee members, volunteers, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

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

6.03 Insurance

The Association may purchase and maintain insurance for the benefit of any person referred to in Section 6.02 to the extent permitted by the Act.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material 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 during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 8 - Members

8.01 Members

Membership in the Association shall consist of the following:

- a) Every current Director of the Association;
- b) Each player duly registered in the manner set out by the Board for the season, whose fees are paid in full, including any arrears, or who have made payment arrangements acceptable to the Board, and who remain in good standing;
- c) A Head Coach and Manager for each OWHA registered team as shown on the official OWHA roster (the roster in place as of April 30th for meetings held between May 1st and November 1st and the roster in place as of November 1st for meetings held between November 1st and April 30th); and
- d) Any other persons who have been granted the status of member in the Association by resolution of the Board.

8.02 Membership

A membership in the Association is not transferable and automatically terminates if

- a) The member resigns in writing;
- b) The member becomes in default of any fees or other amount owing to the Association;
- c) The member ceases to meet the qualifications for membership set out in section 8.01;
- d) The member requests and is granted a release from the Association; or
- e) Membership is otherwise terminated in accordance with the Act.

8.03 Member Under Age 18

Where the member is under the age of 18, the member's rights (but not the membership itself) shall be exercised by ONE parent or guardian of the member. This includes all notifications to members that are required under the Act or these by-laws. For greater certainty, disciplinary action taken against a member under the age of 18 does not accrue to the parent or guardian. The parent or guardian may separately be assessed discipline if circumstances warrant.

8.04 Disciplinary Act or Termination of Membership for Cause

Upon 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. 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 days before the end of the 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.

Discipline or termination as a Member is separate and apart from any discipline assessed to a participant in hockey activities by Hockey Canada, the OHF, the OWHA, any league, or the Association.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days (or such other number of days that may be further prescribed in regulations) before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors and Officers; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Association of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Board may call a special meeting of the Members at any time. The Board shall call a special meeting on written requisition of at least 50 Members within 21 days after receiving the requisition unless the *Act* provides otherwise.

9.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director 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 and state the text of any special resolution to be submitted to the meeting.

9.04 Participation by Telephonic or Electronic Means

Any person entitled to attend a meeting of the 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 Association makes such means available. A person so participating in a meeting is deemed to be present at the meeting and may vote by telephonic or electronic means.

The Board may determine that a meeting of the Members be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is 20 Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The President shall be the chair of the Members' meeting; if the President is absent or declines to act, 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.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or this By-law provided that:

- a) Each Member shall be entitled to one vote at any meeting regardless of how many memberships he or she holds;
- b) 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;
- c) Voting by proxy shall not be permitted;
- d) An abstention shall not be considered a vote cast;
- e) 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;
- f) 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
- g) Whenever a vote by 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.

9.07 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 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.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the parents or guardians of Members aged 17 or under as of December 31st of the year of the meeting, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation 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

10.01 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 of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 - Interpretation

11.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "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 and effect;
- d. "Chair" means the President;
- e. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an officer of the Corporation.

11.02 Interpretation

Other than as specified in Section 1.01, 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.

11.03 Severability 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.

11.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

11.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. 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.

Section 12 - Adoption and Amendment of By-laws

12.01 Repeal of Previous Constitution and By-laws

All previous constitutions and by-laws of the Association are hereby repealed.

12.02 Transitional Provisions

The existing members of the Board shall continue in office until the annual meeting at which their position comes open for election in accordance with section 2.05.

12.03 Amendments to By-laws

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.

Enacted by the Board this 22nd day of February, 2022.

Kevin Salmon
President

Elyss Jennings
Secretary

Approved by the Members at an Annual Meeting held this ____ day of _____, 2022.

Kevin Salmon
President

Elyss Jennings
Secretary