



**SPECIAL MEETING OF BGHA Members  
Monday, October 7, 2024**

**AGENDA**

- 1. Welcome / Introduction of current Board** (Todd Bannister, Erin Ruby)
- 2. Opening Remarks** (Shane Ferras)
- 3. Order of Business** (Todd Bannister, Janna Frystak, Shane Ferras)
  - a) Approval of the Agenda
  - b) To bring a motion for approval of Articles of Amendment and the repeal and replacement of all pre-existing By-laws and related amendments with the amended and restated By-Law No. 1, in keeping with ONCA compliance. **(Background material attached)**
- 4. Adjournment**

## Board Report

**TO:** Members of the Brantford Girls Hockey Association  
**FROM:** Brantford Girls Hockey Association Board of Directors  
**RE:** Articles of Amendment and By-law Amendments  
**DATE:** October 7, 2024

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### Background:

Ontario's Not-for-Profit Corporations Act (ONCA) was proclaimed law and replaced Ontario's Corporations Act on October 19, 2021. It aligns with the Canada Not-for-profit Corporations Act by ensuring the industry operates under certain standards suitable to organizations who work toward a 'greater good'. Subject to the three-year transition period, not-for-profit corporations previously incorporated under the Corporations Act (R.S.O. 1990) are required to make necessary changes to their governance documents to comply with the new legislation prior to October 19, 2024. Specifically, reviewing and updating Articles of Incorporation and organizational by-laws.

Amending Articles of Incorporation requires the filing of '*Articles of Amendment*' with Ontario's Ministry of Government and Consumer Services. The Articles of Amendment are intended to take effect immediately upon filing. Articles of Amendment can be filed after the Board, by resolution, has approved the amendments, and the Members have ratified such approval by special resolution. This requires an approving vote by at least two thirds of the members. (as per. Sec 103 (1) ONCA, S.O. 2010)

By-laws of the BGHA may be repealed or amended, by an approving vote of a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a two-thirds majority of the Members at a Special Meeting of Members.

A steering committee, comprised of Directors of the BGHA, in collaboration with a Pro Bono Advisory Group, undertook a comprehensive review and revision of the organization's Articles of Incorporation, and By-laws. This initiative aimed to ensure that the Articles and By-laws accurately reflect the organization's current purposes and align with the requirements set forth by the ONCA.

The recommended revisions to the BGHA Articles (content of the Articles of Amendment) were approved by the Board of Directors and are summarized below.

### Content of the Articles of Amendment

#### 1. Number of Directors (min/max):

Min – 3  
Max – 16

2. Corporate Head Office:

Brantford Girls Hockey Association  
254 North Park St, Brantford, ON N3R4L1

3. Class of Membership

The corporation shall have only one class of membership. All members of the corporation shall have equal rights and privileges, including the right to receive notice of, attend, and vote at all meetings of members.

4. Purposes:

The purpose for which the corporation is incorporated are:

- a) To promote and supervise hockey for girls and women of Brantford and area without regard to race, creed, colour or ability to play;
- b) To promote and supervise hockey for girls and women in accordance with ability to play at the representative level;
- c) To teach and encourage fair play and good sportsmanship among participants;
- d) To encourage high standards in both regular and competitive games;
- e) To encourage and foster good citizenship among the members.

5. Description of special provisions:

The special provisions of the corporation shall be restated in their entirety as follows:

- a) The Corporation shall be carried on without the purpose of gain for its members and any profits or the accretions to the Corporation shall be used in promoting its purposes.
- b) The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from their position as such; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.
- c) The Directors of the Corporation 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:  
-considered reasonable by the Board;

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

- d) The corporation may borrow funds as necessary, with the approval of the Board of Directors, but shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property.
- e) Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations, and liabilities, if any, the Corporation shall distribute its remaining assets and property to a Canadian body corporate with similar purposes to its own.
- f) The corporation shall have the power to raise funds by any lawful means, including but not limited to, the solicitation of donations, grants, sponsorships, and fundraising events, for the purpose of furthering its objects and activities.
- g) The corporation shall have the authority to establish and collect membership dues, fees, and other assessments from its members, as determined by the Board of Directors, to support the activities and operations of the corporation.
- h) Ancillary to its objects and incidental thereto, the corporation may enter into any arrangements with any government or authority, federal, provincial, municipal, local or otherwise, that may seem conducive to the Corporation's objects and to obtain from any such government or authority any rights, privileges, concessions or franchises which the corporation may think desirable to obtain in furtherance of its objects and to carry out and comply with any such arrangements, rights, privileges, concessions and franchises.
- i) Ancillary to its objects and incidental thereto, the corporation may acquire by purchase, lease, devise, gift or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the corporation or for carrying on its undertaking, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof.

Details related to the revisions of the BGHA by-laws, approved by the Board of Directors, are included herein.

**Resolution of the Members  
of the Brantford Girls Hockey Association (BGHA)  
(the "Corporation")**

**WHEREAS** the Articles of Amendment, or other filings recommended by the BGHA, are intended to take effect immediately upon filing. Articles of Amendment can be filed after the Board has approved the following by resolution, and the Members have ratified such approval by special resolution. This requires an approving vote by at least two-thirds of the Members' votes cast at a Members' Meeting.

**WHEREAS** by-laws of the Corporation may be repealed or amended, by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a two-thirds majority of the Members at a Meeting of Members.

**WHEREAS** the Directors of the BGHA approved the filing of Articles of Amendment with Ontario's Ministry of Government and Consumer Services and to determine the number of directors of the Corporation to be elected within the range specified in the Articles of Amendment.

**WHEREAS** the Directors of BGHA have resolved to repeal and replace all pre-existing By-laws of the Corporation, including any related amendments, with an amended and restated By-Law No. 1. (attached hereto)

**BE IT RESOLVED**, that:

1. The Members of the BGHA have approve the content of the Articles of Amendment as presented; and,
2. Upon ratification by the Members, Articles of Amendment will be filed with Ontario's Ministry of Government and Consumer Services.
3. The Members of BGHA approve the repeal and replacement of all pre-existing By-laws and related amendments with the amended and restated By-Law No. 1. (attached hereto)

**CERTIFIED** to be a true copy of a special resolution passed by the Directors of the Corporation at a meeting of Directors held on \_\_\_\_\_, 2024 and that such resolution is in full force and effect.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 2024.

Name: \_\_\_\_\_  
Title: Secretary

# Background

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The Brantford Girls Hockey Association (“BGHA”) is a Not-for-Profit Corporation that originated in 1974 and was incorporated as a is a Corporation without share capital in 1998. The mission of the Association is to *“teach and promote the fundamental skills needed to play developmental and competitive hockey among our Brantford girls in appositive, fun, and nurturing environment while promoting an atmosphere where friendships develop among families, coaches, and players.”*<sup>1</sup>

The BGHA operates under the regime of the Ontario Corporations Act (“OCA”) and is governed by a volunteer Board of Directors in accordance with its Letter Patent, By-laws, policies, and established best practices in non-profit Board governance.

On October 19, 2021, the Ontario Not-for-Profit Corporations Act (“ONCA”) came into force requiring not-for-profit corporations, previously incorporated under the OCA, to make necessary changes to their governance documents to comply with the new legislation. This involves undertaking a compliance review, and if necessary revising the organizations Articles of Incorporation (Letters Patent) and its by-laws. The ONCA affords not-for-profit corporations a three-year transition period which ends on October 18, 2024.

This project was initiated at the bequest of the BGHA Executive, who is motivated to ensure the organization remains in full compliance with the ONCA. Their commitment to upholding legal standards reflects a dedication to being an exemplary, well-run non-profit organization. By proactively aligning their operations with ONCA requirements, the BGHA aims to set a standard of excellence in governance, transparency, and accountability, further strengthening their reputation and effectiveness in serving their community.

## **The Ontario Not-for-Profit Corporations Act, 2010 (ONCA)**

The Ontario Not-for-Profit Corporations Act (ONCA) serves as the legal framework governing most not-for-profit corporations in Ontario. Introduced to modernize the province’s legal landscape for non-profits, ONCA replaced the outdated Ontario Corporations Act (OCA), which had been in effect since the early 20th century. The act was specifically designed to offer a more contemporary, user-friendly, and transparent structure for not-for-profit corporations. It addresses several issues that were challenging under the OCA, such as ambiguous rules regarding governance, membership rights, and financial reporting.

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<sup>1</sup> <https://bgha.ca/>

ONCA establishes clearer guidelines on the roles and responsibilities of directors, officers, and members, thereby enhancing governance and accountability. It also grants members additional rights, including access to financial statements, the ability to convene meetings, and greater involvement in critical decisions, such as amending the corporation's articles or bylaws. The Act also introduces tiered financial review requirements based on an organization's annual revenue, reducing the administrative burden for smaller organizations. Additionally, it allows not-for-profit corporations more freedom to create bylaws that meet their specific needs, all within the framework of the act.

Until October 18, 2024, the rules in the BGHA's current Letters Patent (Articles of Incorporation) and by-laws will continue to be valid. However, after this date, any part of its constating documents that do not comply with ONCA will become invalid and will automatically be replaced by the default rules in ONCA. This could create significant challenges for the BGHA organization. Without updated by-laws, BGHA could face the difficulty in determining which of its by-laws are still valid and which are not. This could lead to confusion and inefficiency in the organization's governance processes.

## Review and Update Articles of Incorporation

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A comprehensive review of the BGHA's Articles of Incorporation was undertaken to ensure alignment with the requirements set forth by the Ontario Not-for-Profit Corporations Act (ONCA). This review focused on identifying any areas that might need updating or revision to comply with current legislated standards, particularly concerning membership classes, governance provisions, and the dissolution clause. As a result of this evaluation, the project Steering Committee identified several proposed revisions to bring the BGHA Articles of Incorporation in line with ONCA, ensuring that the organization's foundational documents fully support its operational and governance needs.

The following is an overview of the specific areas that were reviewed and the rationale surrounding the proposed amendments.

### Objects or Purpose

ONCA requires the BGHA to clearly state its purpose in its Articles of Incorporation. During the compliance process, the Steering Committee reviewed the original purposes, established in 1998, and determined that they continue to accurately reflect the BGHA's current mission and activities. Therefore, no changes are necessary at this time.

The BGHA current purposes state:

*The objects for which the corporation is incorporated are:*

- a) *To promote and supervise hockey for girls and women of Brantford and area without regard to race, creed, colour or ability to play;*

- b) *To promote and supervise hockey for girls and women in accordance with ability to play at the representative level;*
- c) *To teach and encourage fair play and good sportsmanship among participants;*
- d) *To encourage high standards in both regular and competitive games;*
- e) *To encourage and foster good citizenship among the members.*

## **Corporate Head Office**

ONCA requires corporations to identify, within their Articles, the location of their registered office and prohibits the use of post office boxes. According to the BGHA Articles, its registered Head Office is located at 19B Harold Avenue, Brantford, ON, N3T6C4.

However, the organization currently operates out of an office located at the Wayne Gretzky Centre, 254 North Park St, Brantford, ON N3R4L1, with a mailing address of P.O. Box 28012, Brantford, ON N3R7X5.

## **Proposed Revision to Corporate Head Office:**

Brantford Girls Hockey Association  
254 North Park St, Brantford, ON N3R4L1

## **Number of Directors**

As previously noted, ONCA requires the BGHA to have at least three Directors and either identify a specific number of Directors or establish minimum and maximum number of Directors. The number of Directors should be identified in the organizations Articles.

*ONCA Section 22(1) Number of directors  
A corporation must have at least three directors.*

*ONCA Section 22(2) Minimum and maximum number of directors  
If a corporation's articles provide for a minimum and maximum number of directors, the number of directors of the corporation and the number of directors to be elected at the annual meeting of the members must be the number determined from time to time by special resolution or, if a special resolution empowers the directors to determine the number, by resolution of the directors. A decrease in the number of directors does not shorten the term of an incumbent director.*

*ONCA Section 22(3) Minimum and maximum number of directors  
If a corporation's articles provide for a minimum and maximum number of directors and a special resolution as described in subsection (2) has not been passed, the number of directors of the corporation must be the number of directors named in its articles.*

The BGHA's Articles remain silent as it relates to the allowable number of Directors for the organization. However, its by-laws state, *"The affairs of the Association shall be managed by a*



*Board, which consists of 11 elected Directors, and one immediate Past President.”* This can be taken to infer the BGHA has twelve (12) Directors.

The Steering Committee examined the ONCA requirements related to the number of Directors and opted to establish a minimum and maximum number of directors for the BGHA. By specifying a range rather than a fixed number, the organization has the flexibility to adjust the size of its Board as needed. This allows the BGHA to respond to changing circumstances, such as growth or contraction, without the need for frequent amendments to its Articles.

### **Proposed Number of Directors:**

The number of Directors for the BGHA shall be comprised of a minimum of three (3) and a maximum of 16.

### **Membership – Classes and Voting Rights**

Should the BGHA wish to have different classes of members, its Articles must name each class of members and identify what their voting rights are. If the voting rights for each class members is not established in the Articles, all classes of membership will be entitled to one vote on each matter to be voted on by BGHA members.

The BGHA currently has three (3) classes of membership outlined in its by-laws – Active; Parent/Guardian; and, Honorary. Only the Active and Parent Guardian classes have voting rights; however, this is not set out in the organizations Articles.

The steering committee recommended adopting a single class of membership. This approach simplifies decision-making by ensuring that all members share the same rights and responsibilities, which promotes equality and gives everyone an equal voice in the organization's decisions.

When operating with a single class of membership, voting rights do not need to be specified in the BGHA's Articles. Instead, equal voting rights can be established in the bylaws.

### **Proposed Classes of Membership:**

The corporation shall have only one class of membership. All members of the corporation shall have equal rights and privileges, including the right to receive notice of, attend, and vote at all meetings of members.

### **Special Provisions:**

The ONCA grants not-for-profit organizations all the powers and rights of an individual, including the ability to borrow money. As a result, the BGHA's Articles do not need to explicitly outline the

organization's permitted powers. However, the Act does allow the BGHA to impose limitations on these powers if desired. These limitations must be defined in the Special Provisions section of the organizations Articles.

Imposing restrictions is an effective way to prevent the misuse of funds and assets, ensuring that resources are used solely to advance the organization's objectives. These restrictions also help define the scope of the organization's activities, maintaining consistency with its mission and purpose. This clarity helps prevent mission drift and keeps the organization focused on its core objectives.

*ONCA Section 15 (1) Capacity, etc., of a natural person  
A corporation has the capacity and, subject to this Act, the rights, powers and privileges of a natural person. 2010, c. 15, s. 15 (1).*

*16(2) Restricted activities and powers  
A corporation shall not carry on any activity or exercise any power that it is restricted by its articles from carrying on or exercising, nor shall the corporation exercise any of its powers in a manner contrary to its articles. 2017, c. 20, Sched. 8, s. 10 (1).*

The steering committee reviewed the special provisions outlined in the BGHA's current Articles with a focus on assessing the appropriateness and completeness of the provisions to ensure they effectively aligned with the organization's mission and regulatory requirements. The committee identified certain permissive statements that were deemed valuable and recommended retaining them to maintain clarity in the organization's operations. Additionally, they proposed incorporating new restrictions to strengthen the organization's governance framework.

## Proposed Special Provisions:

### **Remuneration - Additional language**

Current: The Directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from their position as such; provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

Proposed additional language: The Directors of the Corporation 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: considered reasonable by the Board; approved by the Board for payment by resolution passed before such payment is made; and, in compliance with the conflict-of-interest provisions of the Act.

### **Intention of Activities – Add a restriction**

Current: None

Proposed: The Corporation shall be carried on without the purpose of gain for its members and any profits or the accretions to the Corporation shall be used in promoting its purposes.

### **Borrowing Power – Updated language**

Current: The borrowing power of the corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property. [Note: OCA Section 59 no longer applies to non profit organizations]

Proposed: The corporation may borrow funds as necessary, with the approval of the Board of Directors, but shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property.

### **Dissolution – Reworded**

Current: Upon the dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada;

Proposed: Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations, and liabilities, if any, the Corporation shall distribute its remaining assets and property to a Canadian body corporate with similar purposes to its own.

### **Fund Raising – Updated Language**

Current: Ancillary to its objects and incidental thereto, the corporation may raise money through subscriptions, fees, and donations for the carrying out of its objects;

Proposed: The corporation shall have the power to raise funds by any lawful means, including but not limited to, the solicitation of donations, grants, sponsorships, and fundraising events, for the purpose of furthering its objects and activities. The corporation shall have the authority to establish and collect membership dues, fees, and other assessments from its members, as determined by the Board of Directors, to support the activities and operations of the corporation.

### **Collaboration - No recommended changes**

Current: Ancillary to its objects and incidental thereto, the corporation may enter into any arrangements with any government or authority, federal, provincial, municipal, local or otherwise, that may seem conducive to the Corporation's objects and to obtain from any such government or authority any rights, privileges, concessions or franchises which the corporation may think desirable to obtain in furtherance of its objects and to carry out and comply with any such arrangements, rights, privileges, concessions and franchises.

Note: This clause allows the BGHA to collaborate with government bodies at any level to gain benefits that will help it achieve its mission. It also gives the corporation the authority to pursue such opportunities if they align with its goals, and to comply with any obligations that come with

those arrangements. This can include things like obtaining grants, entering into service agreements, or securing the right to operate certain programs or services.

**Acquisition of Real Property – No recommended changes**

Current: Ancillary to its objects and incidental thereto, the corporation may acquire by purchase, lease, devise, gift or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the corporation or for carrying on its undertaking, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof.

Note: This clause allows the BGHA to acquire and manage real property as needed to support its mission. The corporation can buy, lease, or receive property, and use it for its activities. When the property is no longer needed, the corporation has the authority to sell or dispose of it. This flexibility helps the organization manage its physical assets in a way that best supports its objectives.

**Comparison of Current - Proposed Article Revisions**

This chart highlights the current provisions within the Articles of Incorporation for the BGHA and outlines the recommended changes needed to ensure compliance with ONCA, improve governance practices, and enhance operational effectiveness. The chart serves as a guide to facilitate the necessary updates and ensure that the BGHA's Articles are fully up-to-date and in accordance with ONCA and organizational standards.

Current Articles	Proposed Revisions
<b>Head Office</b>	<b>Head Office</b>
19B Harold Avenue, Brantford, ON, N3T6C4	The Corporate Head Office of BGHA shall be: Brantford Girls Hockey Association 254 North Park St, Brantford, ON N3R4L1
<b>Number of Directors</b>	<b>Number of Directors</b>
	Min – 3 ; Max – 16
<b>Classes of Membership</b>	<b>Classes of Membership</b>
	The corporation shall have only one class of membership. All members of the corporation shall have equal rights and privileges, including the right to receive notice of, attend, and vote at all meetings of members.
<b>Purposes</b>	<b>Purposes</b>
The <b>objects</b> for which the corporation is incorporated are: a) To promote and supervise hockey for girls and women of Brantford and area without	The <b>purpose</b> for which the corporation is incorporated are: a) To promote and supervise hockey for girls and women of Brantford and area without

<p>regard to race, creed, colour or ability to play;</p> <p>b) To promote and supervise hockey for girls and women in accordance with ability to play at the representative level;</p> <p>c) To teach and encourage fair play and good sportsmanship among participants;</p> <p>d) To encourage high standards in both regular and competitive games;</p> <p>e) To encourage and foster good citizenship among the members.</p>	<p>regard to race, creed, colour or ability to play;</p> <p>b) To promote and supervise hockey for girls and women in accordance with ability to play at the representative level;</p> <p>c) To teach and encourage fair play and good sportsmanship among participants;</p> <p>d) To encourage high standards in both regular and competitive games;</p> <p>e) To encourage and foster good citizenship among the members.</p>
<b>Special Provisions</b>	<b>Special Provisions</b>
<b>Intention of Activities</b>	<b>Intention of Activities</b>
	The Corporation shall be carried on without the purpose of gain for its members and any profits or the accretions to the Corporation shall be used in promoting its purposes.
<b>Remuneration</b>	<b>Remuneration</b>
The Directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from their position as such; provided that directors may be paid reasonable expenses incurred by them in the performance of their duties;	<p>The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from their position as such; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.</p> <p>The Directors of the Corporation 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:</p> <ul style="list-style-type: none"> <li>-considered reasonable by the Board;</li> <li>-approved by the Board for payment by resolution passed before such payment is made;</li> </ul> <p>and,</p> <ul style="list-style-type: none"> <li>-in compliance with the conflict-of-interest provisions of the Act.</li> </ul>
<b>Borrowing Power</b>	<b>Borrowing Power</b>
The borrowing power of the corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the corporation shall not be	The corporation may borrow funds as necessary, with the approval of the Board of Directors, but shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the corporation shall not be so limited if

so limited if it borrows on the security of real or personal property.	it borrows on the security of real or personal property.
<b>Dissolution</b>	<b>Dissolution</b>
Upon the dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada;	Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations, and liabilities, if any, the Corporation shall distribute its remaining assets and property to a Canadian body corporate with similar purposes to its own.
<b>Fund Raising</b>	<b>Fund Raising</b>
Ancillary to its objects and incidental thereto, the corporation may raise money through subscriptions, fees, and donations for the carrying out of its objects;	<p>The corporation shall have the power to raise funds by any lawful means, including but not limited to, the solicitation of donations, grants, sponsorships, and fundraising events, for the purpose of furthering its objects and activities.</p> <p>The corporation shall have the authority to establish and collect membership dues, fees, and other assessments from its members, as determined by the Board of Directors, to support the activities and operations of the corporation.</p>
<b>Collaboration</b>	<b>Collaboration (No changes)</b>
Ancillary to its objects and incidental thereto, the corporation may enter into any arrangements with any government or authority, federal, provincial, municipal, local or otherwise, that may seem conducive to the Corporation's objects and to obtain from any such government or authority any rights, privileges, concessions or franchises which the corporation may think desirable to obtain in furtherance of its objects and to carry out and comply with any such arrangements, rights, privileges, concessions and franchises.	Ancillary to its objects and incidental thereto, the corporation may enter into any arrangements with any government or authority, federal, provincial, municipal, local or otherwise, that may seem conducive to the Corporation's objects and to obtain from any such government or authority any rights, privileges, concessions or franchises which the corporation may think desirable to obtain in furtherance of its objects and to carry out and comply with any such arrangements, rights, privileges, concessions and franchises.
<b>Acquisition of Real Property</b>	<b>Acquisition of Real Property (No changes)</b>
Ancillary to its objects and incidental thereto, the corporation may acquire by purchase, lease, device, gift or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the corporation or for carrying on its undertaking, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof.	Ancillary to its objects and incidental thereto, the corporation may acquire by purchase, lease, device, gift or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the corporation or for carrying on its undertaking, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof.

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## Review and Amend By-Laws

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As part of the BGHA's ongoing commitment to ensuring that its governance practices align with the latest legal requirements and best practices, the Steering Committee undertook a comprehensive review of the organization's bylaws. This review was driven by the need to comply with the Ontario Not-for-Profit Corporations Act (ONCA), which mandated certain changes in the structure and content of the BGHA by-laws. The review was intended to ensure that the organization's bylaws reflected the current legal framework, promoted effective governance, and provided a clear, concise foundation for its operations.

The following outlines the proposed revisions and key considerations, with a focus on aligning BGHA governance practices with ONCA while maintaining the integrity and effectiveness of the its current organizational structure.

The proposed revisions can be classified into two categories:

1. **Content Revisions:** This includes the addition or modification of content to ensure compliance with legal requirements or to enhance clarity.
2. **Content Removal:** This involves the removal of certain elements, which will be incorporated into BGHA policy documents.

### Content Removal

Generally, it is preferable to keep by-laws concise and avoid filling them with content that could be included in an organization's policy manual. Bylaws should focus on governance – how decisions are made and how the organization is governed – while policies address the management and operational procedures of the BGHA.

When by-laws contain operational content, it can hinder the organizations' ability to adapt to changing circumstances. It would require the BGHA to go through a formal by-law amendment process to make any changes. Policies, on the other hand, can be more easily updated or revised as needed which allows the organization to remain more responsive. (E.g. By-law revisions currently require a two-thirds affirmative vote a Member's meeting, where policy amendments require a majority vote at a Directors meeting).

All content identified for removed from the BGHA by-laws will be incorporated, without modification, into the BGHA policy manual.

## Comparison of Current - Proposed By-law Revisions

The following comparison chart provides a detailed overview of the current content of the BGHA's bylaws alongside the proposed revisions. This side-by-side analysis highlights the key changes, including additions, modifications, and removals, to align with the latest governance standards and legal requirements. The chart is designed to offer a clear understanding of the evolution from the BGHA's existing bylaws to the proposed new version.

Current BGHA By-laws	Proposed New BGHA By-laws
<b>HEADER</b>	
	<p>BY-LAW NO. 1</p> <p>A by-law relating generally to the transaction of the business and affairs of the Brantford Girls Hockey Association Incorporated (BGHA) (the "Corporation")</p> <p>BE IT ENACTED as a by-law of the Corporation as follows:</p>
<b>GENERAL</b>	
<b>Definitions</b>	
<p>1.1 In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:</p> <p>(a) "Association" means Brantford Girls Hockey Association Inc (or such other name as the Association may in the future legally adopt);</p> <p>(b) "Board" means the Board of Directors of the Association;</p> <p>(c) Hockey Canada means the Canadian Hockey Association (or such other name as the CHA may in the future legally adopt);</p> <p>(d) "Corporations Act" means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;</p>	<p><b>1.01 Definitions</b></p> <p>In this by-law, unless the context otherwise requires:</p> <p>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;</p> <p>b) "Articles' means the original or restated documents that created the arrangement or the revival of the Brantford Girls Hockey Association (BGHA);</p> <p>c) "Board" means the board of Directors of the Corporation;</p> <p>d) "BGHA" means Brantford Girls Hockey Association Incorporation;</p> <p>e) "By-laws" means this by-law (including any schedule(s) to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;</p> <p>f) "Chair" means the chair of the Board;</p>



<p>(e) "Director" means an individual who has been elected to the Board of Directors of the Association;</p> <p>(f) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;</p> <p>(g) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);</p> <p>(h) "OWHA" means Ontario Women's Hockey Association (or such other name as the OWHA may in the future legally adopt);</p> <p>(i) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.</p> <p>(j) "BGHA" means Brantford Girls Hockey Association Inc</p> <p>(k) "Members" means all classes of membership in the Association as provided for in section 5.</p>	<p>g) "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;</p> <p>h) "Director" means a member who has been elected to the Board of Directors and is occupying the position of Director of the Corporation by whatever name he or she is called;</p> <p>i) "Ex-Officio Director" is a non-elected Director who sits as part of the Board because of their office or position and the expertise that they hold with another organization outside of T.I.C.K.;</p> <p>j) "Extra-ordinary resolution" means submitted to a special meeting of the members of a Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 percent of the votes cast</p> <p>k) "Hockey Canada" means the Canadian Hockey Association or such other name as they may in the future legally adopt</p> <p>l) "Member" means a member of the Corporation;</p> <p>m) "Member in good standing" means a member that has fulfilled all the requirements and obligations necessary to maintain their membership in the Corporation;</p> <p>n) "Members" means the collective membership of the Corporation;</p> <p>o) "Membership" means a list of individuals, incorporators and or other legal entities named in the articles and such other persons who are interested in furthering the Corporations purposes, they adhere to the mission, vision and values of the Corporation and who have been accepted into the Corporation by a resolution of the Board;</p> <p>p) "OHF" means the Ontario Hockey Federation or such other names as they may in the future legally adopt'</p> <p>q) "Officer" means an Officer of the Corporation including, the chair, president, past president, vice president, secretary, and treasurer of the Corporation;</p> <p>r) "Ordinary Resolution" means a resolution that is submitted to a meeting of the members of a corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each member of the corporation or the member's attorney;</p>
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	<ul style="list-style-type: none"> <li>s) "OWHA" means Ontario Women's Hockey Association or such other name as the Ontario Women's Hockey Association may in the future legally adopt;</li> <li>t) "Persons" includes individuals, corporations and other entities</li> <li>u) "Policies" means written statements governing issues affecting the affairs of the Corporation, which have been considered and approved by the Board of Directors of the Corporation.</li> <li>v) "Proxy" means an authorization by means of which a member has appointed a proxyholder to attend and act on the member's behalf at a meeting of the members; and</li> <li>w) "Special resolution" means that it is submitted to a special meeting of the members of a Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast.</li> <li>x) "Telephonic or electronic" is any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks</li> </ul>
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**Interpretation**

<p>1.2 All terms defined in the Corporations Act have the same meaning in this By-law and all other Bylaws and Resolutions of the Association.</p>	<p><b>1.04 Interpretation</b>  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 and that reference to persons includes firms and corporations.</p>
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**Purpose and Activities**

<p>3.1 The purpose of the Association is to organize, develop and promote ice hockey for the girls of the City of Brantford and the surrounding area.</p> <p>a) the opportunity for all eligible individuals to participate in recreational house league ice hockey, and to provide community based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play without regard to race, creed, colour or ability, but with regard to facilities available;</p>	<p><b>1.05 Purpose and Activities</b></p> <p>a) The purpose of the Corporation is to:</p> <ul style="list-style-type: none"> <li>i. Organize, develop and promote ice hockey for the girls of the City of Brantford and the surrounding area.</li> <li>ii. Promote the opportunity for all eligible individuals to participate in recreational house league ice hockey, and to provide community based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play without</li> </ul>
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<p>b) the development of and participation in representative ice hockey and provide the opportunity to participate at the highest competitive level;</p> <p>c) to instil in all players, coaches, managers and members associated with the BGHA good sportsmanship, correct and proper behaviour and good citizenship on and off the ice, respect for authority and team play;</p> <p>d) the Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objects.</p>	<p>regard to race, creed, colour or ability, but with regard to facilities available.</p> <p>iii. Encourage the development of and participation in representative ice hockey and provide the opportunity to participate at the highest competitive level.</p> <p>iv. Instil in all players, coaches, managers and members associated with the Corporation good sportsmanship, correct and proper behaviour and good citizenship on and off the ice, respect for authority and team play.</p> <p>b) The Corporation shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Corporation shall be used solely for the purposes of the Corporation and for the promotion of its purpose.</p>
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**Affiliations**

<p>4.1 The Association shall have the following affiliations:</p> <p>(a) The Association shall be a member of the OWHA; and the Brantford Sports Council</p> <p>(b) The Association shall operate in cooperation with the Brantford Sports Council and the City of Brantford Parks and Recreation Department.</p>	<p><b>1.06 Affiliations</b></p> <p>The Corporation shall have the following affiliations:</p> <p>a) The Brantford Girls Hockey Association shall be a member of the Ontario Women’s Hockey Association; and the Brantford Sports Council.</p> <p>b) The Brantford Girls Hockey Association shall operate in cooperation with the Brantford Sports Council and the City of Brantford Parks and Recreation Department.</p>
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**Head Office**

<p>2.2 The registered head office of the Association shall be in the City of Brantford, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.</p>	<p><b>1.02 Head Office</b></p> <p>The registered head office of the Corporation shall be in the City of Brantford, in the Province of Ontario.</p>
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**Jurisdiction**

<p>2.3 The Boundaries of the area of governance will be directed by OWHA.</p>	<p><b>1.07 Jurisdiction</b></p> <p>The Boundaries of the area of governance will be directed by Ontario Women’s Hockey Association.</p>
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<b>Seal</b>	
2.1 The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the President of the Association for its use and safekeeping.	<b>1.03 Seal</b> The corporate seal of the Corporation, if any, shall be determined by the Board by resolution, and shall be entrusted to the Secretary of the Corporation for its use and safekeeping.
<b>Conflict of Interest</b>	
10.10 Conflict of Interest (a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.  (b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.  (c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall the person be counted in the quorum in respect of such a contract or transaction or other matter.  (d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.  (e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.	<b>1.08 Conflict of Interest</b>  a) 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.  b) 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.  c) No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable Corporation unless the provisions of the Act and the law applicable to charitable Corporations are complied with.
<b>Indemnification</b>	
10.11 Indemnification of Directors Every Director of the Association and the person's heirs, executors, administrators and estate and effects respectively shall from time to time be	<b>4.3 Indemnification of Directors and Officers</b>  a) Every Director or Officer of the Corporation or any other person who has undertaken or is

<p>indemnified and saved harmless by the Association from and against:</p> <p>(a) all costs, charges and expenses whatsoever that the person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the person for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the person in or about the execution of the duties of the person's office; and</p> <p>(b) all other costs, charges and expenses that the person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the person's own willful neglect or default; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that the person sustains or incurs in or about any action, suit or other proceeding as a result of which the person is adjudged to be in breach of statute unless, in an action brought against the person in the capacity as a Director, the person has achieved complete or substantial success as a defendant.</p>	<p>about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:</p> <p>i. all costs, charges, and expenses whatsoever which such Director, Officer, or other person sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of such or in respect of any such liability; and,</p> <p>ii. all other costs, charges, and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.</p> <p>b) The corporation shall not indemnify an individual unless:</p> <p>i. The individual acted honestly and in good faith with a view to the best interests of the corporation or other entity, as the case may be; and,</p> <p>ii. The matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.</p>
<p><b>Insurance</b></p> <p>10.11(c) the Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.</p>	<p><b>1.09 Insurance</b></p> <p>The Corporation may purchase and maintain insurance for the benefit of the Directors or Officers of the Corporation, a former Director or Officer of the Corporation a former Director or Officer of the Corporation or an individual who acts or acted at the Corporation's request as a Director or Officer provided it complies with the Charities Accounting Act or a regulation made under that Act that permits the purchase.</p>

<b>Notice</b>	
<p><b>16.1 Computation of Time</b> In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.</p> <p><b>16.3 Method of Giving Notice</b> Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or by e-mail with a 'read receipt' received by sender or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or Member at his or her address as the same appears in the records of the Association.</p> <p>Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address of any Member, Director or Officer shall be the person's last address in the records of the Association.</p>	<p><b>1.10 Notice</b></p> <p>a) Any notice required to be sent to any Member, Director, Officer, 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 person's latest address as shown in the records of the Corporation.</p> <p>b) 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.</p> <p>c) Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period</p>
<b>Severability and Precedence</b>	
	<p><b>1.12 Severability and Precedence</b></p> <p>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.</p>
<b>Enactment, Repeal, and Amendment of By-laws</b>	
<p><b>17.1</b> The Board and a member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.</p> <p><b>17.2</b> If the Board intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon</p>	<p><b>1.11 Enactment, Repeal, and Amendment of By-laws</b></p> <p>a) By-laws of the Corporation may be repealed or amended, by an ordinary resolution of a majority vote of the Board and its members. Any amendments become effective at the time of the passing of the resolution.</p> <p>b) The repeal of all prior By-laws of the Corporation shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.</p>

<p>adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.</p> <p>17.3(a) By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to the distribution plan and date to describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.</p> <p>(b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.</p> <p>(c) The Members at the General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.</p> <p>(d) Any Amendment to the By-laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association 30 days prior to the Annual General Meeting.</p> <p>(e) All members in good standing shall have access to any proposed amendments to the Bylaws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.</p> <p>18.1 Repeal All prior By-laws of the Association, including the document entitled the "Constitution" of the Association are hereby repealed.</p> <p>18.2 Proviso The repeal of all prior By-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.</p>	
<p><b>Rules of Procedure</b></p>	
<p>19.1 Roberts Rules shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other</p>	<p><b>1.13 Rules of Procedure</b></p> <p>Roberts Rules shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Corporation in all cases to</p>

governing documents or laws affecting the Association.	which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Corporation.
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**Dissolution of the Corporation**

<p>15.3 That there are no benefits given to any board members of this organization in any way, nor is this corporation in the business of making a profit. It collects only the amount it needs to operate and be able to fundraise. All fundraising dollars are to benefit members of the association. Should the corporation, namely the Brantford Girls Hockey Association ever dissolve, all assets in its possession are to be sold and donated. With respect to the lottery account, it will be donated to an organization that is eligible to receive lottery monies as agreed upon by the members.</p>	<p><b>1.14 Dissolution of the Corporation</b></p> <p>Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations, and liabilities, if any, the Corporation shall distribute its remaining assets and property to a Canadian body corporate with similar purposes to its own.</p>
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**MEMBERS OF THE CORPORATION**

**Membership**

<p>5.1 There shall be three (3) classes of Membership in the Association:</p> <ul style="list-style-type: none"> <li>a) Active Membership</li> <li>b) Parent/Guardian Membership;</li> <li>c) Parent/Guardian Membership;</li> </ul>	<p><b>2.1 Class of Membership</b></p> <p>The Corporation shall have only one class of membership, namely Ordinary members. All members of the Corporation shall have equal rights and privileges, including the right to receive notice of, attend and vote at all meetings of members.</p> <p><b>2.2 Ordinary Members</b></p> <ul style="list-style-type: none"> <li>a) Ordinary members shall be those individuals named in the Articles and such other persons who have filed an application for such membership of the Corporation and who have been appointed as Ordinary members by the Board.</li> <li>b) Ordinary members will include: <ul style="list-style-type: none"> <li>i. Active members</li> <li>ii. Parent/Guardian Members; and</li> <li>iii. Honorary Members</li> </ul> </li> <li>c) Active Member: Shall include all elected or appointed Directors, and all convenors, coaches, managers and trainers appointed for the current season, and all registered players who are at least 18 years of age.</li> <li>d) Parent/Guardian Member:</li> </ul>
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	<p>Parent/Guardian members shall include all parents and or legal guardians of registered players in good standing with the Corporation where the registered player is under the age of eighteen (18) years.</p> <p>e) Honorary Member:  Honorary Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Corporation. Individuals may be nominated to be Honorary Members by the Board of the Corporation and the granting of Honorary Membership must be confirmed by a majority vote of the Board of Directors.</p>
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**Membership - Terms and Eligibility**

<p>6.1 Terms and Eligibility</p> <p>(a) Active Membership:  Active Members of the BGHA Inc. shall include all elected or appointed Directors, and all convenors, coaches, managers and trainers appointed for the current season, and all registered players who are at least 18 years of age. Members in this classification will be allowed one vote per person.</p> <p>(b)Parent/Guardian Membership:  Parent/Guardian members shall include all parents and or legal guardians of registered players in good standing with BGHA Inc. where the registered player is under the age of eighteen (18) years. Each Parent/Guardian member of a registered player shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the BGHA Inc..</p> <p>(c) Honorary Membership:  Honorary Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Members by the Board of the BGHA and the granting of Honorary Membership must be confirmed by a majority vote of the Board of Directors. Honorary Members will have <b>no vote</b> but may attend members meetings and by invitation, meetings of the Board and Committees of BGHA Inc.</p>	<p>2.3 Membership – Terms and Eligibility</p> <p>a) Members will be any individual(s) over the age of 18 who are admitted or re-admitted by resolution of the Board.</p> <p>b) The Board of Directors shall have absolute discretion in any decision regarding admission and removal of membership.</p> <p>c) Members in good standing may attend members meetings and will be allowed one (1) vote per person per motion and or resolution.</p>
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<p>(d) One Person – One Class of Membership: Although it is possible for a member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) class of membership. It is therefore mandatory that each member shall declare oneself prior to the start of any meeting of the membership and advise the chairperson of the membership class the person wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.</p>	
<p><b>Membership List</b></p>	
<p><b>6.2 Membership List</b> Subject to Section 6.7 herein, the Secretary of the Association shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary Members. This list shall be kept at the head office and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.</p>	<p><b>2.4 Membership List</b> The Secretary of the Association shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary Members. This list shall be kept at the head office and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.</p>
<p><b>Membership Year</b></p>	
<p><b>6.3 Membership Year</b> Unless otherwise determined by the Board, every Membership, other than Honorary Memberships shall commence on or after May 1 in each year, and shall lapse and terminate on the 30th day of April next following the date on which such Membership commenced.</p>	<p><b>2.5 Membership Year</b> Unless otherwise determined by the Board, every membership, other than Honorary memberships, shall commence on or after May 1 in each year, and shall lapse and terminate on the 30th day of April next following the date on which such Membership commenced.</p>
<p><b>Membership – Vacation, Expiry, Resignation</b></p>	
<p><b>6.4 Termination</b></p> <p>(a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.</p> <p>(b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn notifies the appropriate Board members.</p> <p>(c) Members in good standing shall be those defined in membership definitions admitted to Membership and who have paid all required membership fees to the Association. Members</p>	<p><b>2.6 Membership – Vacation, Expiry, Resignation</b></p> <p>a) Membership in the Corporation is not transferable and automatically terminates if the member dies, resigns, is expelled, the term of membership expires, such membership is otherwise terminated in accordance with the Act, and or this by-law, or upon dissolution of the Corporation.</p> <p>b) Any member of the Corporation may resign as a member of the Corporation upon written notice issued to the President of the Corporation.</p>

<p>whose Membership fees are in arrears for one (1) month shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Secretary shall inform those concerned of this suspension in writing.</p>	
<p><b>Membership - Termination</b></p>	
<p>6.4(d) Members whose conduct is considered by the Board to be contrary to the stated Code of Conduct and the purposes of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.</p>	<p><b>2.7 Membership – Termination</b></p> <ul style="list-style-type: none"> <li>a) Upon 15 days written notice to a Member of a disciplinary action or termination with reasons, the Board may pass an ordinary resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles, By-laws or the code of conduct of the Corporation and or the OWHA.</li> <li>b) The notice shall set out the reasons for the disciplinary action or termination of Membership.</li> <li>c) 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.</li> <li>d) The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership. Any disciplinary action or termination of membership will be done in good faith and in a fair and reasonable manner.</li> </ul>
<p><b>Membership Fees</b></p>	
<p>6.5 Registration fees shall be established and resolved annually by the Board of Directors and resolved by the Board. Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances.</p>	<p><b>2.8 Membership – Fees</b></p> <p>The manner in which annual membership fees will be paid by Members in good standing, if any, will be determined by the Board of Directors.</p>
<p><b>Representative Team Financial Accountability</b></p>	
<p>6.5.1 (a) All Representative teams must send the BGHA General Manager a copy of their proposed season budget prior to the beginning of the season to be reviewed by the BGHA board of directors.</p>	<p>Removed for inclusion in Policy Manual</p>

<p>(b) To maintain transparency with representative team financials, every team shall submit a detailed income / expense report to the BGHA General Manager on a monthly basis, as well as to each player / parent(s).</p> <p>(c) These reports shall be submitted to the BGHA and distributed to the player / parent(s) by the 21st day of the month following the reporting period. For example, the financial report for September shall be submitted to BGHA and distributed to parents by October 21st, and so on. Final (season end) financial statements must be distributed to the BGHA and player/parent(s) by April 7th, if a team is playing in Provincials final (season end) financials are to be distributed by April 20th. Parent reimbursements from team fees must also be ready to distributed by April 7th or April 20<sup>th</sup></p> <p>(d) Managers are generally assigned the task of maintaining team financial records and submitting reports to the BGHA and parents, but coaches are ultimately responsible for their team and shall ensure that deadlines are being adhered to.</p> <p>(e) Failure to submit these required reports by the deadline will result in the team's forfeiture of one practice time each week until the report is received at the team's expense. If two months should lapse without a report received by the BGHA, practice times will continue to be forfeited at the team's expense and a meeting will be required with team staff and the BGHA executive to discuss the delay will. Should three months lapse without a report received, the head coach will be considered not in good standing with the BGHA and removed from the coach of the team. Any person not in good standing is ineligible for consideration of a future team staff position or coaching role.</p>	
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**House League Team Finances**

<p>6.5.2 (a) Financial obligations to the BGHA by house league teams for games, practices, socks and team jerseys (one per player) are fulfilled at the start of the season upon each player paying their full registration fee. Additional expenses may arise throughout the season if coaches and parents collectively agree to incur them, such as tournament registration fees, dryland / fitness / team building activities, or extra training sessions.</p>	<p>Removed for inclusion in Policy Manual</p>
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<p>These extra costs shall not be mandatory, and planning for the additional spending should be communicated / discussed with parents at the start of the season, so that arrangements can be made for families to cover the costs, or to allow arrangements with coaching staff for special circumstances. Any extra costs should be collected at the time of the event(s), or in the case of a tournament, at the time the registration fee is payable; additional yearly costs should not be combined and requested as a lump sum payment. Total costs of activities / events as well as breakdowns of per player costs shall be communicated to parents, as well as a clear direction for who will be collecting the monies. Head coaches may assign a team manager to handle the collection and distribution of funds, but the head coach will be ultimately responsible for the team finances and associated parent inquires.</p> <p>(b) Individual teams may also wish to cover additional team expenses by utilizing a fundraiser, or requesting sponsorship. Fundraising activities should be voted on and accepted by the team, should be voluntary, and shall be goal-based with a specific financial target. Similarly, sponsorship requests shall be goal-based, with a defined target amount, and shall not be open ended with an unlimited target. Teams shall provide prospective sponsors with the approved letter indicating which specific team the funds will be directed (to ensure the sponsor knows the request is not league-wide), as well as details regarding the specific activity their funds will cover (template attached). Confirmed sponsors shall also be provided with a home game schedule and appreciation letter. All sponsorship and fundraising activities shall be reviewed by the BGHA Executive and approved at its discretion.</p> <p>(c) House league teams will not be permitted the use of a team bank account; these teams should have no balance to manage, as monies collected will have a specified use and will be collected only as needed.</p> <p>This policy is not exhaustive, and topics not covered shall be addressed by the BGHA Executive on an as-needed basis.</p>	
<p><b>Registration, Carding Fees and Refunds</b></p>	
<p>6.5.3 (a) The Board of Directors shall determine the amount and terms of the annual registration</p>	<p>Removed for inclusion in Policy Manual</p>

fees to be paid to the Association for layer in all programs in the Brantford Girls Hockey Association.

(b) All players will pay a basic annual registration fee. Representative Players will pay an additional carding fee. Players participating on a Representative team will pay an additional carding fee and a team fee over and above the basic annual registration fee to cover additional costs associated with eh Rep program including, but not limited to, additional ice requirements, additional refereeing costs and extra jerseys.

(c) The Brantford Girls Hockey Association may notify any player/parent/guardian that the players' registration or carding fees are past due. The player will then be considered in default.

(d) Any player who is in default of the payment of the player registration or carding fee, will have playing and membership privileges suspended until the amount owing has been paid in full. In those instances involving extenuating circumstance, it will be at the discretion of the Board of Directors as to the appropriate course of action.

(e) Any member may resign from the Association by giving written notice to the General Manager. Refunds of registration fees will be made according to the following schedule.

(f) Refunds will be issued in accordance with the following schedule

(g) All representative teams will be responsible for budgets to be submitted to the General Manager prior to the start of the regular season games

(h) All representative teams will be responsible for providing the General Manager with monthly statements showing collection, payments, etc. dealing with team fees.

House League - \$50.00 – non-refundable fee will apply and the remaining registration refund below

Prior to September 30: 100%

Prior to October 31: 75%

Prior to November 30: 50%

After November 30: No refund will be issued

<p>Representative League - \$100.00 – non-refundable fee will apply and the remaining registration refund below          Prior to July 31: 75%          Prior to September 30: 50%          Prior to October 31: 25%          After October 31: No refund will be issued on registration          Carding Fees – will be refunded less any team fees owing.</p>	
<p><b>Annual Members Meetings</b></p>	
<p><b>7.1 Annual General Meeting of the Members</b>          The Annual General Meeting shall be held each year in May, at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;</p> <p>(a) approval of the agenda;</p> <p>(b) approval of the minutes of the previous Meeting of the Membership;</p> <p>(c) receiving reports of the activities of the Association during the preceding year;</p> <p>(d) receiving information regarding the planned activities of the Association for the current year;</p> <p>(e) receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;</p> <p>(f) the membership will appoint a licensed CPA to perform an audit yearly at the AGM</p> <p>(g) consideration of any proposed amendments to the Letters Patent or By-laws of the Association;</p> <p>(h) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 30 days immediately preceding the Annual General Meeting;</p> <p>(i) election of the new Board.</p>	<p><b>2.9 Annual Members Meetings</b></p> <p>a) The Corporation shall hold an Annual Meeting of its members within 18 months of the organization's incorporation and not later than fifteen (15) months after the last Annual Meeting.</p> <p>b) The Annual Meeting of the Members 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 (5) business days or 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.</p> <p>c) Business transacted at the Annual General Meeting shall include:</p> <ol style="list-style-type: none"> <li>i. Receipt or approval of the agenda;</li> <li>ii. Receipt and approval of the minutes of the previous meeting of the Membership, annual and any subsequent special meetings;</li> <li>iii. Consideration of the Financial statements approved by Directors during the fiscal year;</li> <li>iv. Receipt and approval of the auditor's report;</li> <li>v. Treasurer report – including the projected financial position of the Corporation for the upcoming fiscal year;</li> <li>vi. Reports (Executive Director, Committee report(s));</li> <li>vii. Reappointment or new appointment of a qualified person(s) to conduct an</li> </ol>

	<p>audit for the purpose of performing a yearly audit;</p> <ul style="list-style-type: none"> <li>viii. Consideration of any proposed amendments to the Articles or By-laws of the Corporation; and</li> <li>ix. Election of Directors by ordinary resolution</li> </ul> <p>d) No other item of business shall be included on the agenda for the Annual Meeting unless a Member’s proposal has been given, in writing, to the secretary 30 days 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.</p>
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**Special Members Meetings**

<p>7.2 Additional General Meetings of Members In addition to the Annual General Meeting and the May General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.</p>	<p><b>2.10 Special Members Meetings</b></p> <p>The Directors may, at any time, call a special meeting of the Members.</p> <p><b>2.11 Requesting Members Meetings</b></p> <ul style="list-style-type: none"> <li>a) The Chair shall call a meeting of the Members upon receipt of a written requisition to do so of not less than ten (10%) percent of the members entitled to vote at such meeting. The request with reasons will be sent to each Director and to the head office.</li> <li>b) The meeting shall be called within 21 days after receiving the requisition.</li> </ul>
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**Notice of Member Meetings**

<p>7.3 Notice</p> <p>(a) Annual General Meeting: Notice of the Annual General Meeting to be held in May each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting will be made available at registration to all members and posted on the Association website.</p> <p>(b) Additional General Meetings of the Membership: Notice of any Additional General Meetings of the Membership shall be posted on the Association website and the BGHA Bulletin Board at least fifteen (15) days prior to the date of the Meeting.</p>	<p><b>2.12 Notice of Members Meetings</b></p> <ul style="list-style-type: none"> <li>a) Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members’ meeting notice 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.</li> <li>b) The notice of such meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.</li> </ul>
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<p>Individuals, who are Members of the Association at least 30 days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members.</p> <p>Any individual who is not a Member at least 30 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.</p>	<p>c) Except for Annual and Special members' meetings, notice of a meeting is not necessary if all individuals are present and no one objects to the holding of the meeting or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.</p> <p>d) Any notice required will be sent to any Member who is entitled to notice, each Director and the auditor or person who has been appointed to conduct a review engagement shall be delivered personally, or sent by prepaid mail, facsimile, email, or other electronic means to the latest address as shown in the records of the Corporation.</p> <p>e) 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.</p> <p>f) Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.</p>
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**Omission of Notice**

<p><b>16.2 Omissions and Errors</b></p> <p>The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken there at.</p>	<p><b>2.13 Omission of Notice</b></p> <p>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.</p>
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**Persons Entitled to be Present**

	<p><b>2.15 Persons Entitled to be Present</b></p> <p>a) The only persons entitled to attend a member's meeting are Members in good standing, Directors, the appointed auditors, and others who are entitled or required under any provision of the Act to be present at the meeting.</p>
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	<p>b) 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.</p>
<p><b>Electronic Participation</b></p>	
	<p><b>2.16 Electronic Participation</b></p> <p>a) 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 only if the Corporation makes such means available.</p> <p>b) Members participating by such means are deemed to be present at that meeting.</p>
<p><b>Quorum</b></p>	
<p><b>7.4 Quorum</b>  A quorum for an Annual General Meeting or General Meeting shall be a minimum of 2/3 of the Board or 25 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.</p>	<p><b>2.17 Quorum</b></p> <p>a) A quorum for the transaction of business at any meeting of Members shall consist of a majority of the members entitled to vote at the meeting, whether present in person or by telephonic or electronic means (if available).</p> <p>b) A meeting may proceed if a quorum is present at the opening, even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a Member's meeting, then the present Members may adjourn the meeting to a fixed time and place but may not decide on any other business.</p>
<p><b>Voting</b></p>	
<p><b>6.6 Right to Vote</b>  All Active Members and Parent/Guardian Members shall be entitled to notice of and to vote at all Meetings of Members of the Association.</p> <p><b>6.7 Record Date</b>  Individuals, who are Members of the Association at least 30 days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members.</p> <p>Any individual who is not a Member at least 30 days in advance of a General Meeting is not entitled to notice of or to vote at such General</p>	<p><b>2.18 Voting</b></p> <p>a) At all Members', Board, and Committee meetings, every question shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:</p> <ul style="list-style-type: none"> <li>i. Each Member in good standing shall be entitled to one (1) vote, if present, at a meeting;</li> <li>ii. Votes shall be taken by a show of hands unless a ballot is demanded by a Member, among all Members present and the Chair of the meeting, if a Member, shall have a vote;</li> </ul>

<p>Meeting for which the record date has been established.</p> <p><b>7.5 Voting Procedure</b></p> <p>(a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the By-laws of the Association, shall decide every question proposed for consideration at Meetings of the Membership;</p> <p>(b) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;</p> <p>(c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.</p>	<p>iii. In case of an equality of votes, the Chair of the meeting shall have, both on a show of hands and on a ballot, a second or casting vote;</p> <p>iv. An abstention shall not be considered a vote cast</p> <p>v. 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; and</p> <p>vi. 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.</p> <p>b) At any meeting, unless a ballot is demanded, a declaration by the chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.</p>
<p><b>Proxies</b></p>	
<p><b>7.6 No Proxies</b></p> <p>Proxies will not be permitted. Members must be present in person at Additional General Meetings and Annual General Meetings of the Membership in order to exercise their voting rights in relation to matters coming before an Additional General Meeting or an Annual General Meeting of the Membership.</p>	<p><b>2.19 Proxies</b></p> <p>Proxies will not be permitted. Members must be present in order to exercise their voting rights.</p>
<p><b>Adjournments</b></p>	
<p><b>7.7 Adjournments</b></p> <p>Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned Meeting other</p>	<p><b>2.20 Adjournments</b></p> <p>a) 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</p>

<p>than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.</p>	<p>more adjournments for an aggregate of 30 days or more.</p> <p>b) 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.</p>
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**Chair of Meeting**

<p><b>7.8 Chair</b> In the absence of the President and the Vice-President, the Members entitled to vote and present at any Meeting of the Membership shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair.</p>	<p><b>2.14 Chair of Meeting</b> In the absence of the Chair, the members present at any meeting of members shall choose another Director to act as Chair of the meeting and if no Director is present or if all the Directors present decline to act as Chair, the members present shall choose one of their number to be Chair of the meeting.</p>
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**BOARD OF DIRECTORS**

**Board Composition**

<p><b>8.1(b) Number of Directors</b> The affairs of the Association shall be managed by a Board, which consists of 11 elected Directors, and one immediate Past President.</p> <p><b>9.2 Board Positions</b> The Board shall consist of the following; (a) Past President - (immediate) (g) Director (b) President (h) House League Hockey Director (c) 1st Vice President (i) Representative Hockey Director (d) 2nd Vice President (j) Director of Sponsorship and Fundraising (e) Treasurer (k) Tournament Convenor (f) Secretary (l) Registrar</p> <p>The Board of Directors may appoint such assistants to the Board that may be determined by Resolution from time to time.</p>	<p><b>3.1 Board Composition</b></p> <p>a) The Board shall appoint from among the Directors a Chair, and may appoint a President, a First Vice-President, Second Vice-President, Treasurer, and Secretary at its first meeting following the annual meeting. The President shall serve as Past-President for a term following the expiration of their term as President.</p> <p>b) The Board may appoint such other Officers as it deems necessary and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.</p> <p>c) Two or more offices of the Corporation may be held by the same person.</p> <p>d) The Board of Directors of the Corporation shall consist of a minimum of 3 and a maximum of 16 Directors duly elected by the Members. There will also be one (1) immediate Past President.</p> <p>e) The Board shall consist of the following;</p> <ul style="list-style-type: none"> <li>i. Past President - (immediate)</li> <li>ii. President (Chair)</li> <li>iii. Treasurer</li> <li>iv. Secretary</li> <li>v. 1<sup>st</sup> Vice President</li> </ul>
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	<ul style="list-style-type: none"> <li>vi. 2<sup>nd</sup> Vice President</li> <li>vii. Director of House League Hockey</li> <li>viii. Director of Representative Hockey</li> <li>ix. Director of Sponsorship and Fundraising</li> <li>x. Tournament Convenor</li> <li>xi. Registrar</li> <li>xii. Director</li> <li>xiii. Director</li> <li>xiv. Director</li> <li>xv. Director</li> <li>xvi. Director</li> </ul> <p>f) The Board of Directors may appoint such assistants to the Board that may be determined by resolution from time to time.</p>
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**Change in Number of Directors**

<p><b>8.1(e) Change in Number of Directors</b>  The Association may by special resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations and must be ratified at the next AGM.</p> <p>(f) It is recommended that the President must have served on the Board for at least one (1) year prior to election to this position.</p> <p>(g) The Association shall endeavour to nominate as Treasurer a Director who has employment experience and skills in accounting procedures.</p>	<p><b>3.3 Change in Number of Directors</b></p> <p>The Corporation may, by special resolution, increase or decrease the number of its Directors. Any amendments will be in compliance with the Act and be approved at the next Annual General meeting.</p>
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**Director Qualifications**

<p><b>8.1 Composition</b>  <b>(a) Eligibility</b>  A Director:</p> <ul style="list-style-type: none"> <li>i. shall be eighteen (18) or more years of age;</li> <li>ii. shall not be an undischarged bankrupt or of unsound mind;</li> <li>iii. shall be a Member of the Association at the time of the person’s election or appointment;</li> <li>iv. shall remain a Member of the Association throughout the person’s term of office.</li> <li>v. any executive member who has a personal stake, be it as a member of coaching staff or as a parent, in a term(s), they must declare a conflict of interest and excuse themselves from any discussion or votes involving that team(s). This includes but is not limited to</li> </ul>	<p><b>3.4 Director Qualifications</b></p> <p>a) Directors shall be individuals, eighteen or more years of age and shall, at the time of their election and throughout the term of their office, be Members in good standing of the Corporation. The following persons are disqualified from being a Director of a Corporation:</p> <ul style="list-style-type: none"> <li>i. A person who is not an individual;</li> <li>ii. A person who is under 18 years old</li> <li>iii. A person who has been found under the Substitute Decisions Act, 1992, or under the Mental Health Act to be incapable of managing property;</li> <li>iv. A person who has been found to be incapable by any court in Canada or elsewhere; and,</li> </ul>
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coaching selection, disciplinary action or executive related to that team(s).	v. A person who has the status of bankrupt.
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**Director's Responsibilities**

<p><b>10.1 Governance</b> The Board of Directors shall govern the Association in compliance with the objects, powers, by-laws and Policies of the Association, Rules of Operation and all applicable laws and regulations.</p>	<p><b>3.2 Governance</b> The Board of Directors shall govern the Association in compliance with the purposes, powers, by-laws and Policies of the Association, Rules of Operation and all applicable laws and regulations.</p>
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<p><b>11.1(g) Director</b> The Director of shall: i. Organize and facilitate team and individual pictures for all teams and players, prior to Christmas ii. Organize and facilitate the Association Banquet; iii. Be responsible for any Public Relations or Marketing functions iv. Ensure the website is properly maintained, managed and up to date. v. Carry out other duties as assigned by the Board, Executive Committee, or the President.</p> <p><b>11.1(h) Director of Sponsorship and Fundraising</b> The Director of Sponsorship and Fundraising shall: i. Review all fundraising activities ii. Bring all fundraising request to the Executive Board for approval iii. Organize and solicit sponsorship for both house league and representative teams. iv. Organize and solicit sponsorship name bars for jerseys v. Follow and enforce BGHA Sponsorship program vi. Be responsible for all association fundraisers vii. Provide a monthly statement at all Board meetings during the playing season.</p> <p><b>11.1 (i) Tournament Convenor</b> The Tournament Convenor shall: i. Attend TCO meetings ii. Secure all required ice for the tournament iii. Be responsible for the annual Tournament iv. Organize, select and oversee all committees to help run the tournament v. Report monthly to the Board regarding all tournament planning, activities and review vi. Follow the OWHA tournament guidelines and handbook</p>	<p>Removed for inclusion in Policy Manual.</p>
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vii. Provide an itemized financial report to the Board at the end of the Tournament and at its financial closure.

11.1 (j) House League Hockey Director

The House League Hockey Director shall:

- i. Oversee house league operations;
- Brantford Girls Hockey Association By-Laws Page 25 of 31
- ii. Appoint all house league hockey convenors;
- iii. Ensure all house league coaches, trainers and coaching staff have completed police checks, Speak Out and applicable é required training courses.
- iv. Facilitate an instructional meeting with all house league convenors, coaches, trainers and team staff prior to season starting to clarify rules, roles and responsibilities.
- v. In conjunction with the appropriate house league convenor, develop house league playoff rules and post prior to December 31st on the Association website and the Gretzky bulletin board.
- vi. Shall be a member of the Coaches Selection Committee
- vii. Assist appointed house league convenors with coach recruitment, team selection, scheduling and any other matters as requested
- viii. Solicit and receive nominations for yearly house league related awards.
- ix. Carry out other duties as assigned by the Board, Executive Committee, or the President.

11.1 (k) Representative Hockey Director

The Representative Hockey Director shall:

- i. Be responsible for the Representative teams
- ii. Attend all OWHHA and league meetings
- iii. Be the primary contact and liaison for the OWHHA and any leagues in which teams are playing
- iv. Provide all paper documents pertaining to Rep. Play
- v. Is to be notified of all events from each Rep team regarding play, exhibition games and tournaments and make all arrangements for Rep team tryouts.
- vi. Shall the Chair of the Coaches Selection Committee
- vii. Along with the President, the person shall have signing authority for player movement forms (Permission to Skate and Player Release)
- viii. Appoint the members of the representative hockey operations committees;

<p>ix. Carry out other duties as assigned by the Board, Executive Committee, or the President.</p> <p>11.1 (l) Registrar The Registrar shall:</p> <ul style="list-style-type: none"> <li>i. Maintain the membership list referred to in Section 6.2;</li> <li>ii. Record and manage all aspects of registration in accordance with OWHA and leagues</li> <li>iii. Be responsible for registrations</li> <li>iv. Input all registration information and updates into the OWHA electronic database (i.e. OWHA Ramp database)</li> <li>v. Know and operate BGHA's online registration program</li> <li>vi. Organize, schedule and attend all public registration dates and tryouts</li> <li>vii. Work closely with all teams to ensure all registrations are paid.</li> <li>viii. Be the privacy officer for the Association.</li> </ul>	
<p><b>Election and Re-election of Directors, Term of Office</b></p>	
<p>8.1(c) Term of Office Directors shall be elected for a term of two (2) years.</p> <p>8.1(d) Rotation of Directors Elections will be staggered bi-annually:</p> <p><u>Odd Years</u> President 2nd Vice President Representative Team Convenor Secretary Director</p> <p><u>Even Years</u> 1st Vice-President Treasurer House League Hockey Director Tournament Convenor Sponsorship &amp; Fundraising Director Registrar</p> <p>9.1 Nominations The election of Directors shall take place at the Annual General Meeting of the Membership by secret ballot. No election or appointment of a Director is effective without consent given in writing prior to the election or appointment. Nomination Forms for the Board shall be available each year from the Secretary or on the BGHA website by January 31st. A Nomination Form</p>	<p><b>3.5 Election of Directors and Terms of Office</b></p> <ul style="list-style-type: none"> <li>a) The Directors shall be elected by ordinary resolution by the Members at the first meeting of the Members. The term of office of the Directors (subject to the provisions, if any, or the articles) shall be for two (2) calendar years commencing on the date of the Annual General meeting or at which they are elected or appointed until the next biennial annual meeting or until their successors are elected or appointed.</li> <li>b) There is no limit on the number of times a Director can be re-elected.</li> <li>c) Rotation of Directors: Elections will be staggered biennially</li> </ul> <p><u>Odd Years</u> President 2nd Vice President Representative Team Convenor Secretary Director</p> <p><u>Even Years</u> 1st Vice-President Treasurer House League Hockey Director Tournament Convenor</p>



<p>must be completed by all nominees and two (2) nominators who are Members in good standing of the Association. Such completed form must be delivered to the Nomination Committee 30 days prior to the AGM. Nominations from the floor at the AGM will only be accepted if no written nominations are submitted by the deadline.</p> <p><b>9.3 Election Procedures</b> The Chair of the Board shall post on the association website a listing of all individuals who have been nominated for election to the Board 30 days prior to the AGM. Such listing shall identify what position each nominee is seeking election for. Nominations may also come from the floor at the Annual General Meeting if no written nominations are submitted by 30 days prior to the AGM.</p>	<p>Sponsorship &amp; Fundraising Director Registrar</p>
<p><b>Removal of Directors</b></p>	
<p><b>9.5 Termination</b> (a) Removal of Director by Membership Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of the Association, by a resolution passed by at least 2/3 of the votes cast at a General Meeting of Members may remove any Director before the expiration of the person's term of office, and, by a majority of the votes cast at that Meeting, may elect any person in the person's stead for the remainder of the person's term.</p> <p>(b) Absenteeism Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings for reasons other than sickness or employment shall be deemed to be a resignation of the said Director from the Board.</p> <p>(c) Resignation A Director of the Board may resign the person's Directorship by submitting a letter of resignation to the President of the Association. Any member forfeiting or resigning membership shall not be eligible for the Board in the following year.</p>	<p><b>3.6 Removal of Director</b></p> <p>a) Where the Executive Board has reasonable information to believe that a Director(s) has deemed to have breached the Corporation's, Hockey Canada and or the Ontario Women's Hockey Association code of conduct directive, the Executive Board may consider an in-person meeting with the said Director(s), as soon as reasonably practical, for the purpose of obtaining further details from the Director(s), documenting the interaction and requesting that the behaviour cease immediately.</p> <p>b) Any statement made by the said Director(s), to the Corporation, shall be made available to the members upon request.</p> <p>c) The Members of the Corporation may, at a special meeting of the Members, which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office by a majority of the votes cast at such meeting and, elect any member in their stead for the remainder of their term.</p>
<p><b>Vacation of Office</b></p>	
	<p><b>3.7 Vacation of Office</b></p> <p>a) The office of a Director shall be vacated immediately:</p>

	<ul style="list-style-type: none"> <li>i. 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 the later;</li> <li>ii. if the Director dies or becomes bankrupt;</li> <li>iii. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or</li> <li>iv. if, at a meeting of the Members, by ordinary resolution removes the Director before the expiration of the Director's term of office.</li> </ul> <p>b) Any Director resigning from their appointment, prior to the end of their term, may not be considered eligible for election to the Board of Directors at the next scheduled Annual General meeting.</p>
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**Filling of Vacancies**

<p><b>8.1(h) Vacancies in Office</b>          If a vacancy occurs in any Office, or if for any reason an executive member is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Officer from among the current Board of Directors.</p> <p>(i) The Board shall fill vacancies in other executive positions for the balance of the unexpired terms from among those eligible to serve.</p> <p><b>9.4 Vacancies</b>          Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite applications from the Membership for appointment to the vacancy on the Board. The Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated. Positions filled by appointment shall expire at the end of the season and the incumbent may run for re-election at the Annual General Meeting.</p>	<p><b>3.8 Filling of Vacancies</b></p> <p>a) 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:</p> <ul style="list-style-type: none"> <li>i. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution; and any Director elected to fill the vacancy shall hold the office for the unexpired portion of the term;</li> <li>ii. A quorum of Directors may fill a vacancy among the Directors by appointing a Member to serve for the unexpired portion of the term; and,</li> <li>iii. If there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the bylaws, 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 not Directors in office, the meeting may be called by any Member in good standing.</li> </ul>
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<b>Ex-officio Director</b>	
	<p><b>3.9 Ex-officio Director</b></p> <p>The Corporation may appoint ex-officio members of the Board as is deemed necessary by the Board. Ex-Officio Board members shall have no voting rights and shall not be counted to constitute a quorum.</p>
<b>Calling of Board Meetings</b>	
<p>10.2 Board Meetings</p> <p>(a) Regular Board Meetings</p> <p>Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in the person's absence, the Vice-President, may from time to time determine. The Board shall meet once every month during the playing season.</p> <p>(b) Special Board Meetings</p> <p>Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.</p>	<p><b>3.10 Calling of Board Meetings</b></p> <p>A meeting of the Board may be convened by the President (Chair) or any two Directors at any reasonable time and place. The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of the Directors to act as the Chair.</p> <p><b>3.11 Special Board Meetings</b></p> <p>Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.</p>
<b>Quorum</b>	
<p>10.6 Quorum</p> <p>A quorum for a Board Meeting shall be 2/3 of the Elected Officers. No business of the Board shall be transacted in the absence of a quorum.</p>	<p><b>3.12 Quorum</b></p> <p>A majority of the fixed number of Directors constitutes a quorum at any meeting of the Directors, and, despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.</p>
<b>Notice and Place of Meeting</b>	
<p>10.3 Notice of Board Meetings</p> <p>(a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association;</p> <p>(b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.</p>	<p><b>3.13 Notice and Place of Meeting</b></p> <p>a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this by-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held.</p> <p>b) Notice of a meeting is not necessary if all 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</p>

<p>(c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.</p>	<p>provided the agenda does not include any matter that is a Board exclusive responsibility.</p> <p>c) 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.</p>
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**Error in Notice**

<p><b>10.4 Error in Notice</b>  No error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken or had thereat.</p>	<p><b>3.14 Error in Notice</b>  No error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken or had thereat.</p>
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**Participation by Telephone or Other Communications Facilities**

	<p><b>3.15 Participation by Telephone or Other Communications Facilities</b>  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 permit 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.</p>
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**Powers and Responsibilities**

<p><b>10.13 Rules of Operation</b>  Notwithstanding any other provision contained in this By-law, the Board shall have the power to pass without any confirmation or ratification by the members of the Corporation all necessary rules and regulations as they deem expedient related in any way to the operations of the Corporation, including, without limitation, the conduct of its members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Corporation or this By-law. Such prescribed rules and regulations shall have force and effect until the next AGM when they shall be confirmed. In the event of default of confirmation at such AGM the regulations shall, at and from that time, cease to have force and effect.</p>	<p><b>3.16 Powers and Responsibilities</b></p> <p>a) Policies or other written directives of the Corporation may be enacted, amended, and repealed by resolution of the Board of Directors.</p> <p>b) Policies and written directives of the Corporation shall not conflict with its Articles, other constating documents, this By-law, or the Act.</p>
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<p>Where there is a conflict between the By-Laws of the Association and the Rules of Operation, the By-Laws shall take precedence.</p>	
<p><b>Adjournment of Board Meetings</b></p>	
<p><b>10.5 Adjournment of Board Meetings</b> Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment.</p>	<p><b>3.17 Adjournment of Board Meetings</b> Any Board meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.</p>
<p><b>Voting</b></p>	
<p><b>10.7 Voting Rights</b> Each Director, present at a Board Meeting, excluding the Chair and the Past President, if they are a member, shall be entitled to one vote. The Chair shall have the deciding vote in the event of a tie.</p> <p><b>10.8 Voting Procedures</b> A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.</p>	<p><b>3.18 Voting</b></p> <ul style="list-style-type: none"> <li>a) Each Director, present at a Board meeting, excluding the Chair, shall be entitled to one vote. The Chair shall have the deciding vote in the event of a tie.</li> <li>b) So long as a quorum is present, a majority of votes of the Directors present at a Board meeting shall decide every question.</li> <li>c) Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.</li> </ul>
<p><b>Remuneration of Directors</b></p>	
<p><b>10.9 Remuneration</b> Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association; provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.</p>	<p><b>3.19 Remuneration of Directors</b></p> <ul style="list-style-type: none"> <li>a) The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from their position as such; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.</li> <li>b) The Directors of the Corporation 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</li> </ul>

	<p>amount of any such remuneration or reimbursement is:</p> <ul style="list-style-type: none"> <li>i. Considered reasonable by the Board;</li> <li>ii. Approved by the Board for payment by resolution passed before such payment is made; and,</li> <li>iii. In compliance with the conflict-of-interest provisions of the Act.</li> </ul>
<p><b>Confidentiality</b></p>	
<p>10.12 Confidentiality Every Director of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera.</p>	<p><b>3.20 Confidentiality</b> Every Director of the Corporation shall respect the confidentiality of matters brought before the Board for consideration during all in-camera meetings.</p>
<p><b>OFFICERS</b></p>	
<p><b>Appointment of Officers</b></p>	
	<p><b>4.1 Appointment</b></p> <ul style="list-style-type: none"> <li>a) The Board shall appoint Officers, from among the Directors, a Chair and may appoint a President, a First Vice-President, Second Vice-President, Treasurer, and Secretary at its first meeting following the annual meeting.</li> <li>b) Two or more Officers of the Corporation may be held by the same person.</li> <li>c) The President shall serve as Past-President for a term following the expiration of their term as President.</li> <li>d) The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.</li> </ul>

<b>Removal of Officers</b>	
	<p><b>4.2 Removal</b></p> <p>a) An Officer may be removed by Ordinary Resolution of the Board of Directors at meeting provided the Officer has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. Two thirds (2/3) of the Board of Directors must be in attendance at the meeting.</p> <p>b) Unless so removed, an Officer(s) shall hold office until the earlier of the Officer's successor being appointed, the Officer's resignation, or such Officer's death.</p>
<b>Vacancies</b>	
	<p><b>4.4 Vacancies</b></p> <p>If the office of the President, Vice-President(s), Secretary, or Treasurer, shall be or become vacant by reason of death, resignation, disqualification, or otherwise, the Directors may appoint a Director to fill such vacancy.</p>
<b>Delegation of Duties of Officers</b>	
	<p><b>4.5 Delegation of Duties</b></p> <p>In the case of absence or inability to act of the President, Vice-President(s), Secretary, Treasurer, or any other Officer of the Corporation or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being.</p>
<b>Protection of Directors and Officers</b>	
	<p><b>4.12 Protection of Directors and Officers</b></p> <p>a) 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</p>

	<p>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 their respective office or trust provided that they have:</p> <ul style="list-style-type: none"> <li>i. complied with the Act and the Corporation's Articles, constating documents, and by-laws; and,</li> <li>ii. exercised their powers and discharged their duties in accordance with the Act.</li> </ul>
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**Responsibilities of Officers**

<p><b>11.1 Responsibilities of Directors</b>  <b>(a) President</b>  The President shall:</p> <ul style="list-style-type: none"> <li>i. Represent the Association in the Community;</li> <li>ii. Act as Chair of the Board, the Executive Committee, and at all Meetings of the Membership;</li> <li>iii. May call meetings of these groups when necessary</li> <li>iv. Exercise general supervision of the Association in accordance with Policies determined by the Board;</li> <li>v. Be a non-voting Member of all committees and sub-committees of the Association; except in the case of a tie which the President will have tie breaking authority.</li> <li>vi. Report regularly to the Board on matters of interest;</li> <li>vii. Appoint standing committees subject to the approval of the Board</li> <li>viii. Is empowered to call meetings of said committees at the person's own discretion</li> <li>ix. Shall be a member of the Coaches Selection Committee</li> <li>x. Along with the representative Teams Convenor, the person shall have signing authority for player movement forms (Permission to Skate and Player Release)</li> <li>xi. Request and receive nominations for the BGHA Volunteer of the Year Award</li> <li>xii. Delegate tasks as necessary.</li> </ul>	<p><b>4.6 President</b></p> <p>The President shall be the Chair and perform the duties described in Schedule A (Roles and Responsibilities of Officers) and such other duties as may be required by law or as the Board may determine from time to time.</p>
<p><b>1st Vice President</b>  <b>The Vice-President shall:</b></p>	<p><b>4.7 First Vice-President</b></p>



<ul style="list-style-type: none"> <li>i. assume the duties of the President in the absence for any reason of the President;</li> <li>ii. Monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;</li> <li>iii. Be available to assist any Director requiring assistance in the completion of the person’s functions;</li> <li>iv. Ensure that each convenor receives a copy of the Referees rule book and OWHA Handbook.</li> <li>v. Shall be a member of the Coaches Selection Committee</li> <li>vi. Carry out duties as assigned by the Board, the Executive Committee or the President;</li> <li>vii. Direct the scheduling of ice time, ice allotment, and ensure accurate records for payment.</li> <li>viii. Direct the scheduling of referees and the keeping of accurate records for payment</li> <li>ix. Direct and ensure that refereeing complaints are addressed and solved in a timely fashion.</li> <li>x. Carry out other duties as assigned by the Board, Executive Committee, or the President.</li> </ul>	<p>The Vice-President shall assist the President and shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act on behalf of the President. The Vice-President shall have such other duties described in Schedule A (Roles and Responsibilities of Officers) or as may be required by law or as the Board may determine from time to time.</p>
<p><b>2nd Vice-President</b>  <b>The 2nd Vice-President shall:</b></p> <ul style="list-style-type: none"> <li>i. Be responsible for awards and equipment</li> <li>ii. Be responsible for maintenance and distribution of all association equipment, supplies and clothing</li> <li>iii. Receive three quotes for any anticipated equipment or clothing purchases and present those at the Board for decisions.</li> <li>iv. Submit an itemized list of equipment at the AGM</li> </ul>	<p><b>4.8 Second Vice-President</b></p> <p>The Second Vice-President shall assist the President and shall perform the duties described in Schedule A (Roles and Responsibilities) and such other duties as may be required by law or as the Board may determine from time to time.</p>
<p><b>(e) Secretary</b>  <b>The Secretary shall:</b></p> <ul style="list-style-type: none"> <li>i. Record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings and Executive Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Board or by the Membership;</li> <li>ii. Ensure the proper custody of the Association’s corporate minutes and resolutions and other corporate records and documents;</li> <li>iii. Be responsible for receiving and distributing all correspondence received or sent by the</li> </ul>	<p><b>4.9 Secretary</b></p> <p>The Secretary shall perform the duties described in Schedule A (Roles and Responsibilities of Officers) and such other duties as may be required by law or as the Board may determine from time to time.</p>

<p>Association and all communications within the Association;</p> <p>iv. Recommend policy to the Board regarding internal and external communications of the Association;</p> <p>v. Shall be a member of the Coaches Selection Committee</p> <p>vi. Ensure that all necessary and appropriate insurance has been purchased;</p> <p>vii. Carry out duties as assigned by the Board, the Executive Committee or the President.</p>	
<p><b>Treasurer</b>  <b>The Treasurer shall:</b></p> <p>i. Keep an accurate account of all BGHA funds</p> <p>ii. Give an accurate financial statement at each monthly meeting</p> <p>iii. Ensure adherence to and implementation of financial Policies in the financial administration of the Association;</p> <p>iv. Ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;</p> <p>v. Present a Report of the Auditor from the previous year and a projected financial position for the current year to the Membership at the Annual General Meeting;</p> <p>vi. Evaluate, review and recommend financial policy or assistance to the Executive Committee and to the Board;</p> <p>vii. Carry out duties assigned by the Board, the Executive Committee or the President.</p>	<p><b>4.10 Treasurer</b></p> <p>The Treasurer shall perform the duties described in Schedule A (Roles and Responsibilities of Officers) and such other duties as may be required by law or as the Board may determine from time to time.</p>
<p><b>(f) Past President</b>  <b>The Past President shall:</b></p> <p>i. Act in an advisory capacity conducting the elections at the annual meeting. If the past President is unavailable to conduct the elections at the AGM, the Board can appoint someone to fulfil this responsibility.</p> <p>ii. Be available to assist any Director requiring assistance in the completion of the person’s functions;</p> <p>iii. Chair the Nominating Committee</p> <p>iv. Carry out other duties as assigned by the Board, Executive Committee, or the President.</p>	<p><b>4.11 Past President</b></p> <p>The Past President is a member of the Board of Directors and an Officer of the Executive Committee. Their role is to support the President as a trusted advisor, to be an ambassador of the Corporation and perform the duties described in Schedule A (Roles and Responsibilities of Officers).</p>
<p><b>COMMITTEES OF THE BOARD</b></p>	
<p><b>Committees</b></p>	
<p>12.1 Any committee deemed necessary by the Board will consist of a Chairperson, as appointed by the President, and as many member as deemed necessary by the Executive as chosen by that Chairperson and approved by the Executive.</p>	<p><b>5.1 Committees</b></p> <p>a) The Board of Directors may appoint from their number a managing Director or a committee of Directors and may delegate to the</p>

<p>A member of the Executive may Chair and or participate on as many committees as necessary in order to serve the Association.</p>	<p>managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated.</p> <p>b) Subject to the limitations on delegation set out in the Act, the Board of Directors 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 ordinary resolution at any time.</p>
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<p><b>Committee Chair</b></p>	
	<p><b>5.3 Committee Chair</b></p> <p>a) The Board of Directors shall appoint from among the members in good standing, whether Directors, Officers, or voting members, a separate Chair for each Committee or Sub Committee.</p> <p>b) Each Chair shall report directly to the Board of Directors at each Annual and at each regular meeting of the Board and of the members, and at such other times as the Board may require.</p> <p>c) Each Chair shall cause to be prepared and submitted to each Annual meeting of the Board, and at such other times as the bylaws and or as the Board may require, a report explaining the activities, position, and progress of the committee.</p>

<p><b>Standing Committees</b></p>	
<p>12.2 Standing Committees of BGHA The following committees shall be Standing Committees of the Board: (a) Executive Committee; (b) Coach Selection Committee</p> <p>12.6(a) All Standing Committees shall comply with all bylaws, guidelines, Policies and procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OWHA, the CHA, and, if applicable, any other hockey</p>	<p>The following committees shall be Standing Committees of the Board: (a) Executive Committee; (b) Coach Selection Committee</p> <p>(a) All Standing Committees shall comply with all bylaws, guidelines, Policies and procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OWHA, the CHA, and, if applicable, any other hockey organizations with which Association teams are participating.</p>

<p>organizations with which Association teams are participating.</p> <p>12.6(b) Meetings Each Standing Committee shall meet at the call of the Chair and as necessary throughout the season.</p> <p>(c) Notice Notice of all Meetings of Standing Committees shall be communicated to all Members of the standing committee at least seven (7) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Standing Committee.</p> <p>(d) Quorum A quorum for a Standing Committee shall be a majority of the Members of the Standing Committee.</p> <p>(e) Voting Rights Each Member of a standing committee present at a Meeting shall be entitled to one vote; In the case of a tie of votes, the Chair shall have the deciding vote.</p> <p>(f) Minutes Standing Committees shall maintain and keep minutes of their Meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.</p> <p>(g) Annual Report Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Membership at the Annual General Meeting of the Association.</p>	<p>(b) Each Standing Committee shall meet at the call of the Chair and as necessary throughout the season.</p> <p>(c) Notice of all Meetings of Standing Committees shall be communicated to all Members of the standing committee at least seven (7) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Standing Committee.</p> <p>(d) A quorum for a Standing Committee shall be a majority of the Members of the Standing Committee.</p> <p>(e) Each Member of a standing committee present at a Meeting shall be entitled to one vote; In the case of a tie of votes, the Chair shall have the deciding vote.</p> <p>(f) Standing Committees shall maintain and keep minutes of their Meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.</p> <p>(g) Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Membership at the Annual General Meeting of the Association.</p>
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<p><b>Executive Committee</b></p>	
<p>12.3 Executive Committee: (a)The Executive Committee shall be chaired by the President, and shall consist of the 1st Vice-President, the Secretary, the Rep Convenor and the House League Hockey Director.</p>	<p><b>5.2 Executive Committee</b></p> <p>The President, Past President, Vice President(s), Secretary, and Treasurer shall comprise the Executive Committee, which Committee shall, subject to such restrictions as the Board may impose from time to time, have the authority to deal with matters affecting the Corporation between meetings of the Board.</p>
<p>(b)The Executive Committee shall:</p>	<p>Removed for inclusion in Policy Manual.</p>

<p>i. During the intervals between the Board Meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board Meeting;</p> <p>ii. Review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for Resolution;</p> <p>iii. Present a report regarding the activities of the Executive Committee to the Board;</p> <p>iv. Deal with any other matters assigned to it by the Board or by the President.</p> <p>v. Act at the discipline committee</p>	
<p><b>Coach Selection Committee</b></p>	
<p>12.4 Coach Selection Committee  (a)The Coach Selection Committee shall consist of the current Executive Committee.</p> <p>(b)BGHA will accept coaching applications for top tier teams from November 15th to December 15th with announcements by Dec 22nd. Remainder of the representative coaching applications will be from December 15th to January 15th with announcements completed by February 1st.</p>	<p>Removed for inclusion in Policy Manual.</p>
<p><b>Sponsorship Committee</b></p>	
<p>12.5 Sponsorship Committee  (a) Will be recruited, approved and chaired by the Sponsorship Director  (b) Shall meet twice yearly (September and April) to review sponsorship program and ensure it continues to meet the needs of the BGHA Inc.  (c) Will be comprised of the Director and two volunteers  (d) Shall recommend to the Board, the cost of any sponsorship in advance of fees being set for the upcoming year.  (e) Shall ensure all sponsors receive recognition as promised.  (f) Shall work diligently to secure sponsors for all BGHA minor teams.</p>	<p>Removed for inclusion in Policy Manual.</p>
<p><b>Sub-Committees and Ad Hoc Committees</b></p>	
<p>12.7 Sub-Committees and Ad Hoc Committees  The Standing Committee procedure also shall govern the procedure of all sub-committees and ad hoc committees of the Association.</p>	<p><b>5.4 Sub-Committees and Ad Hoc Committees</b></p>

	The Standing Committee procedure shall govern the procedure of all sub-committees and ad hoc committees of the Corporation.
<b>FINANCIAL CONTROLS</b>	
<b>Execution of Contracts</b>	
<p>13.1 Execution of Documents</p> <p>The Board may from time to time appoint any Director or Directors or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.</p>	<p><b>6.4 Execution of Contracts</b></p> <p>a) Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers.</p> <p>b) 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.</p> <p>c) 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.</p>
<b>Signing Authority</b>	
	<p><b>6.3 Signing Authority</b></p> <p>All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two (2) current Directors. Notwithstanding the foregoing, no cheque, draft, or order for the payment of money shall be signed by any Officer if the payment exceeds the sum of Two Hundred (\$200.00) dollars unless such payment has been previously approved by resolution of the Board.</p>
<b>Borrowing Authority</b>	
	<p><b>6.5 Borrowing Authority</b></p> <p>The Corporation may borrow funds as necessary, with the approval of the Board of Directors, but shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property.</p>
<b>Books and Records</b>	
<p>13.2 Books and Records</p> <p>The Board shall ensure that all necessary books and records of the Association required by the Bylaws of the Association or by any applicable statute are regularly and properly maintained and</p>	<p><b>6.8 Books and Records</b></p> <p>The Board shall ensure that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable</p>

<p>any contracts or agreements are filed for safekeeping.</p>	<p>statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping</p>
<p><b>Financial Year</b></p>	
<p>14.1 The financial year of the Association shall terminate on the 30th day of April in each year.</p>	<p><b>6.1 Financial Year</b></p> <p>The financial year of the Corporation ends on December 31<sup>st</sup> of each year or on such other date as the Board may from time to time by resolution determine.</p>
<p><b>Banking</b></p>	
<p>15.1 Banking Resolution The Board shall designate, by resolution, the Directors and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:</p> <p>(a) Operate the accounts of the Association with a bank or a trust company;</p> <p>(b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;</p> <p>(c) Issue receipts for and orders relating to any property of the Association;</p> <p>(d) Authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.</p> <p>All cheques are to be signed by two (2) currently active board members in accordance with 15.1.</p>	<p><b>6.2 Banking</b></p> <p>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.</p>
<p><b>Deposit of Securities</b></p>	
<p>15.2 Deposit of Securities The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such</p>	<p><b>6.7 Deposits and Securities</b></p> <p>a) The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board.</p>

<p>manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.</p>	<p>b) Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances.</p> <p>c) The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.</p>
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**Auditors**

	<p><b>6.6 Auditors</b></p> <p>a) The Corporation shall at its Annual Meeting appoint an auditor(s) or person to conduct a review engagement, who shall not be a member of the Board or an Officer of the Corporation or a business partner or employee of any such person, and who is duly licensed under the provision of the Public Accountancy Act to hold office until the next Annual Meeting of the Corporation.</p> <p>b) The auditor(s) shall have all the rights and privileges as set out in the Ontario Not-for-Profit Corporations Act of Ontario and shall perform the audit function as prescribed therein.</p> <p>c) Auditor(s) who will audit the accounts of the Corporation and make the information available for the Annual General Meeting shall be nominated by the membership and approved by resolution of the members</p>
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**EFFECTIVE DATE**

<p>This By-law shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.</p> <p>The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and</p>	<p>This By-law shall come into force without further formality upon its enactment after approval by the Members of the Corporation as hereinbefore set out.</p> <p>The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Corporation at a Special Meeting of the Members of the Corporation duly called and</p>
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held at the Wayne Gretzky Centre in the City of Brantford , Ontario, and at which a quorum was present on the 11 day of May , 2017.

held at the Wayne Gretzky Centre in the City of Brantford , Ontario, and at which a quorum was present on **the \_\_\_\_ day of \_\_\_\_\_, 2024.**