

All pre-existing By-laws of the Corporation, including any related amendments, are replaced in their entirety, with this amended and restated By-Law No. 1.

BY-LAW NO. 1

A By-law relating generally to the transaction of the business and affairs of the Brantford Girls Hockey Association (the "Corporation")

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

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ARTICLE 1 GENERAL

1.01 Definitions

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

- a) "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) "Articles" means the original or restated documents that created the arrangement or the revival of the Brantford Girls Hockey Association (BGHA);
- c) "Board" means the board of Directors of the Corporation;
- d) "BGHA" means Brantford Girls Hockey Association Incorporation;
- 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;
- f) "Chair" means the chair of the Board;
- 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;
- 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;
- 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.;
- 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
- k) "Hockey Canada" means the Canadian Hockey Association or such other name as they may in the future legally adopt
- l) "Member" means a member of the Corporation;
- m) "Member in good standing" means a member that has fulfilled all the requirements and obligations necessary to maintain their membership in the Corporation;
- n) "Members" means the collective membership of the Corporation;

- 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) "OHF" means the Ontario Hockey Federation or such other names as they may in the future legally adopt'
- q) "Officer" means an Officer of the Corporation including, the chair, president, past president, vice president, secretary, and treasurer of the Corporation;
- 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;
- 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;
- t) "Persons" includes individuals, corporations and other entities
- 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.
- 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
- 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.
- 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

1.02 Head Office

The registered head office of the Corporation shall be in the City of Brantford, in the Province of Ontario.

1.03 Seal

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.

1.04 Interpretation

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.

1.05 Purpose and Activities

- a) The purpose of the Corporation is to:
 - i. Organize, develop and promote ice hockey for the girls of the City of Brantford and the surrounding area.
 - 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 regard to race, creed, colour or ability, but with regard to facilities available.
 - iii. Encourage the development of and participation in representative ice hockey and provide the opportunity to participate at the highest competitive level.
 - 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.

- 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.

1.06 Affiliations

The Corporation shall have the following affiliations:

- a) The Brantford Girls Hockey Association shall be a member of the Ontario Women's Hockey Association; and the Brantford Sports Council.

- b) The Brantford Girls Hockey Association shall operate in cooperation with the Brantford Sports Council and the City of Brantford Parks and Recreation Department.

1.07 Jurisdiction

The Boundaries of the area of governance will be directed by Ontario Women's Hockey Association.

1.08 Conflict of Interest

- 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.

1.09 Insurance

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.

1.10 Notice

- 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.
- 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.
- 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

1.11 Enactment, Repeal, and Amendment of By-laws

- 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.

- 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.

1.12 Severability and Precedence

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

1.13 Rules of Procedure

Roberts Rules shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Corporation in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Corporation.

1.14 Dissolution of the Corporation

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.

ARTICLE 2 MEMBERS OF THE CORPORATION

2.1 Class of Membership

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.

2.2 Ordinary Members

- 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.
- b) Ordinary members will include:
 - i. Active members
 - ii. Parent/Guardian Members; and
 - iii. Honorary Members

- 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.
- d) Parent/Guardian Member:
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.
- 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.

2.3 Membership – Terms and Eligibility

- a) Members will be any individual(s) over the age of 18 who are admitted or re-admitted by resolution of the Board.
- b) The Board of Directors shall have absolute discretion in any decision regarding admission and removal of membership.
- c) Members in good standing may attend members meetings and will be allowed one (1) vote per person per motion and or resolution.

2.4 Membership List

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.

2.5 Membership Year

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.

2.6 Membership – Vacation, Expiry, Resignation

- 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.
- b) Any member of the Corporation may resign as a member of the Corporation upon written notice issued to the President of the Corporation.

2.7 Membership – Termination

- 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.
- b) The notice shall set out the reasons for the disciplinary action or termination of Membership.
- 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.
- 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.

2.8 Membership – Fees

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.

2.9 Annual Members Meetings

- 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.
- 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.

- c) Business transacted at the Annual General Meeting shall include:
- i. Receipt or approval of the agenda;
 - ii. Receipt and approval of the minutes of the previous meeting of the Membership, annual and any subsequent special meetings;
 - iii. Consideration of the Financial statements approved by Directors during the fiscal year;
 - iv. Receipt and approval of the auditor's report;
 - v. Treasurer report – including the projected financial position of the Corporation for the upcoming fiscal year;
 - vi. Reports (Executive Director, Committee report(s));
 - vii. Reappointment or new appointment of a qualified person(s) to conduct an audit for the purpose of performing a yearly audit;
 - viii. Consideration of any proposed amendments to the Articles or By-laws of the Corporation; and
 - ix. Election of Directors by ordinary resolution
- 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.

2.10 Special Members Meetings

The Directors may, at any time, call a special meeting of the Members.

2.11 Requesting Members Meetings

- 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.
- b) The meeting shall be called within 21 days after receiving the requisition.

2.12 Notice of Members Meetings

- 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.

- 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.
- 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.
- 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.
- 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.
- 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.

2.13 Omission of Notice

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

2.14 Chair of Meeting

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.

2.15 Persons Entitled to be Present

- 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.
- 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.

2.16 Electronic Participation

- 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.
- b) Members participating by such means are deemed to be present at that meeting.

2.17 Quorum

- 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).
- 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.

2.18 Voting

- 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:
 - i. Each Member in good standing shall be entitled to one (1) vote, if present, at a meeting;
 - 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;
 - 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;
 - iv. An abstention shall not be considered a vote cast
 - 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

- 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.
- 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.

2.19 Proxies

Proxies will not be permitted. Members must be present in order to exercise their voting rights.

2.20 Adjournments

- 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 more adjournments for an aggregate of 30 days or more.
- 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.

ARTICLE 3 BOARD OF DIRECTORS

3.1 Board Composition

- 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.
- 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.
- c) Two or more offices of the Corporation may be held by the same person.

- 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.
- e) The Board shall consist of the following;
- i. Past President - (immediate)
 - ii. President (Chair)
 - iii. Treasurer
 - iv. Secretary
 - v. 1st Vice President
 - vi. 2nd Vice President
 - vii. Director of House League Hockey
 - viii. Director of Representative Hockey
 - ix. Director of Sponsorship and Fundraising
 - x. Tournament Convenor
 - xi. Registrar
 - xii. Director
 - xiii. Director
 - xiv. Director
 - xv. Director
 - xvi. Director
- f) The Board of Directors may appoint such assistants to the Board that may be determined by resolution from time to time.

3.2 Governance

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.

3.3 Change in Number of Directors

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.

3.4 Director Qualifications

- 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:

- i. A person who is not an individual;
- ii. A person who is under 18 years old
- 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;
- iv. A person who has been found to be incapable by any court in Canada or elsewhere; and,
- v. A person who has the status of bankrupt.

3.5 Election of Directors and Terms of Office

- 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.
- b) There is no limit on the number of times a Director can be re-elected.
- c) Rotation of Directors: Elections will be staggered biennially

| Odd Years | Even Years |
|-----------------------------------|---|
| President (Chair) | 1 st Vice President |
| 2 nd Vice President | Treasurer |
| Director of Representative Hockey | Director of House League Hockey |
| Secretary | Director of Sponsorship and Fundraising |
| Director | Tournament Convenor |
| <i>Director</i> | Registrar |
| <i>Director</i> | <i>Director</i> |
| <i>Director</i> | |

3.6 Removal of Director

- 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.
- b) Any statement made by the said Director(s), to the Corporation, shall be made available to the members upon request.

- 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.

3.7 Vacation of Office

- a) The office of a Director shall be vacated immediately:
 - 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;
 - ii. if the Director dies or becomes bankrupt;
 - iii. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
 - iv. if, at a meeting of the Members, by ordinary resolution removes the Director before the expiration of the Director's term of office.
- 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.

3.8 Filling of Vacancies

- 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:
 - 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;
 - 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,
 - 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.

3.9 Ex-officio Director

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.

3.10 Calling of Board Meetings

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.

3.11 Special Board Meetings

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.

3.12 Quorum

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.

3.13 Notice and Place of Meeting

- 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.
- 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 provided the agenda does not include any matter that is a Board exclusive responsibility.
- 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.

3.14 Error in Notice

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.

3.15 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that 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.

3.16 Powers and Responsibilities

- a) Policies or other written directives of the Corporation may be enacted, amended, and repealed by resolution of the Board of Directors.
- b) Policies and written directives of the Corporation shall not conflict with its Articles, other constating documents, this By-law, or the Act.

3.17 Adjournment of Board Meetings

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.

3.18 Voting

- 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.
- b) So long as a quorum is present, a majority of votes of the Directors present at a Board meeting shall decide every question.
- 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.

3.19 Remuneration of Directors

- 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.

- 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 amount of any such remuneration or reimbursement is:
 - i. Considered reasonable by the Board;
 - ii. Approved by the Board for payment by resolution passed before such payment is made; and,
 - iii. In compliance with the conflict-of-interest provisions of the Act.

3.20 Confidentiality

Every Director of the Corporation shall respect the confidentiality of matters brought before the Board for consideration during all in-camera meetings.

ARTICLE 4 OFFICERS

4.1 Appointment

- 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.
- b) Two or more Officers of the Corporation may be held by the same person.
- c) The President shall serve as Past-President for a term following the expiration of their term as President.
- 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.

4.2 Removal

- 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.
- 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.

4.3 Indemnification of Directors and Officers

- a) Every Director or Officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and 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:
 - 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,
 - 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.

- b) The corporation shall not indemnify an individual unless:
 - 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,
 - 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.

4.4 Vacancies

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.

4.5 Delegation of Duties

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.

4.6 President

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.

4.7 First Vice-President

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.

4.8 Second Vice-President

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.

4.9 Secretary

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.

4.10 Treasurer

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.

4.11 Past President

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).

4.12 Protection of Directors and Officers

- 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

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:

- i. complied with the Act and the Corporation's Articles, constating documents, and by-laws; and,
- ii. exercised their powers and discharged their duties in accordance with the Act.

ARTICLE 5 COMMITTEES OF THE BOARD

5.1 Committees

- a) The Board of Directors may appoint from their number a managing Director or a committee of Directors and may delegate to the 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.
- 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.

5.2 Executive Committee

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.

5.3 Committee Chair

- 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.
- 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.

- 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.

5.4 Sub-Committees and Ad Hoc Committees

The Standing Committee procedure shall govern the procedure of all sub-committees and ad hoc committees of the Corporation.

ARTICLE 6 FINANCIAL CONTROLS

6.1 Financial Year

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

6.2 Banking

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

6.3 Signing Authority

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.

6.4 Execution of Contracts

- 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.
- 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.
- 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.

6.5 Borrowing Authority

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.

6.6 Auditors

- 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.
- 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.
- 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

6.7 Deposits and Securities

- 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.
- 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.
- 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.

6.8 Books and Records

The Board shall ensure that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping

ARTICLE 7 Effective Date

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.

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

Schedule 'A' – Roles and Responsibilities of Officers

In accordance with the Act, and Corporation by-laws, two or more Officer positions may be held by the same Director. (E.g. Secretary & Treasurer; Chair & President)

Position: President (Chair)

Role: The President (Chair) provides leadership to the Board, ensures the integrity of the Board's processes, and represents the Board to internal and external stakeholders. The President coordinates Board activities in fulfilling the governance responsibilities and facilitates cooperative relationships among Directors of the Corporation. The President ensures the Board fulfills its mandate with full transparency and the application of sound governance practices.

The President shall act as the de facto General Manager of the Corporation and has, subject to the control of the Board, general supervision, direction and control of the business, activities and officers (other than the Chair of the Board) of this Corporation.

It is recommended that the President (Chair) will have served on a Board for a minimum of one term prior to an appointment.

The President (Chair) is responsible for:

- Establishing agendas that are aligned with the Board's mandate, mission, vision and goals
- Ensuring that Board meeting schedules are prepared annually
- Ensuring that a Board strategic plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement
- Reporting regularly to the Board on issues relevant to its governance responsibilities
- Ensuring legal compliance (including all required filings) and sound risk management practices are adhered to
- Presiding over meetings of the Board and Executive Committee to ensure agendas are aligned effectively and efficiently for the performance of governance work
- Ensuring the Board develops and approves policies to help ensure sound and compliant governance and management of the Corporation
- Partnering with the Vice-President(s) to help ensure the Board's resolutions, directives, by-laws, and policies are carried out
- Delegating and assisting Directors, where necessary, to ensure that all responsibilities are carried out effectively
- Setting a high standard for Board conduct and enforcing policies and by-laws concerning Director conduct
- Ensuring succession planning and ongoing recruitment and development for the Board
- Appoint standing committees subject to the approval of the Board of Directors

- Along with the representative Teams Convenor, the person shall have signing authority for player movement forms (Permission to Skate and Player Release)
- Request and receive nominations for the BGHA Volunteer of the Year Award

Position: Vice-President

Role: The First Vice-President provides strategic leadership to the Board of Directors, ensures the integrity of the Board's processes, and collaborates with stakeholders to achieve mutual goals. The First Vice-President will be available to lead internal committees and provide mentorship as needed for the purpose of enhancing continuous improvement within the Corporation.

The First Vice-President is responsible for:

- Assuming the duties of the President in their absence for any reason
- Representing, when required, the Corporation in public and stakeholder meetings;
- Facilitating, coordinating and collaborating in the development of the Corporation's mission, vision, goals and policies;
- Monitoring adherence of the Board of Directors to all existing policies and by-laws;
- Communicating to the Board with respect to any inconsistencies between existing policies, new legislation or directives;
- Assisting Director(s) in the completion of their duties
- Ensuring convenor(s) are provided with all necessary operating and reference material including a copy of the Referees rule book and OWHA Handbook.
- Providing oversight for the scheduling of ice time, ice allotment, and liaising with the Treasurer to ensure accurate records for payment are maintained
- Providing oversight for the scheduling of referees and liaising with the Treasurer to ensure accurate records for payment are maintained
- Managing and ensuring that all referee complaints are tracked, addressed and resolved in a timely fashion
- Reporting regularly to the Board on any issues relevant to policies, by-laws, duties of Directors, complaints, ice time allotment, referee compensation/scheduling, coaches selection and or any other governance related responsibility
- Carrying out all other duties as assigned by the Board, and or the Executive Committee

Position: Second Vice-President

Role: The Second Vice-President will work collaboratively with all members of the Corporation and provide oversight on the day-to-day administrative and operational aspects.

The Second Vice-President is responsible for:

- Overseeing the efficient operation of the awards banquet
- Managing all internal operating processes including: equipment assignment/collection, procurement of goods/supplies and Corporate clothing

- Submitting an annual 'Equipment Report' to the Board of Directors prior to the Annual General Meeting
- Maintaining a high standard for Board conduct and uphold policies and by-laws regarding Directors' conduct
- Identifying, tracking, approving and facilitating where necessary, any training required for team officials
- Carrying out all other duties as assigned by the Board, and or the Executive Committee

Position: Treasurer

Role: The Treasurer works collaboratively with the Executive Committee to support the Board of Directors in achieving its fiduciary responsibilities.

It is recommended that the Treasurer have employment experience in the field of business and or accounting procedures.

The Treasurer is responsible for:

- Maintaining custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation
- Depositing all monies, securities, and other valuable effects in the name and to the credit of the Corporation in such chartered bank of trust company or in the case of securities, in such registered dealer in securities as may be designed by the Board from time to time
- Disbursement of funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation
- Maintaining a high standard for Board conduct and uphold policies and by-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities
- Presenting to the members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be
- Making recommendations to the Board of Director on the qualifications required and appointment of the auditor(s)
- Reporting regularly to the Board on any fiduciary issues including financial statements during Board meetings
- Carrying out all other duties as assigned by the Board, and or the Executive Committee

Position: Secretary

Role: The Secretary works collaboratively with the Executive Committee to support the Board of Directors mission.

It is recommended that the Secretary have employment experience in any, or combination thereof, relating to record keeping, communication, correspondence, compliance and legal obligations and Board governance.

The Secretary is responsible for:

- Supporting the maintenance of a high standard for Board conduct and upholding policies and by-laws regarding Director and Committee conduct
- Maintain and update, when necessary, a roll of the names and addresses of the Directors and active Members which will be referenced to determine voting eligibility at members meetings and will be made available to all Directors when needed
- Notifying members, as soon as reasonably practical, of those who are not in good standing with the Corporation and what their responsibilities are to return to good standing
- Ensuring the proper recording and maintenance of minutes of all meetings of the Board and Board committees
- Attending timely to correspondence on behalf of the Board
- Having custody of all minute books, documents, registers, and the seal of the Corporation
- Providing such notice as required by the by-laws of all meetings of the Board and Board Committees
- Ensuring that all reports are prepared and filed as required by law or requested by the Board
- Ensuring that all necessary and appropriate insurance has been requisitioned on behalf of BGHA
- Carrying out all other duties as assigned by the Board, and or the Executive Committee

Position: Past-President

Role: The Past President provides leadership to the Board of Directors and, primarily, serves to support the President.

The Past-President is responsible for:

- Acting in an advisory capacity to the Board of Directors and oversee the nominations/elections process at the Annual General Meeting.
- Providing assistance to any Director(s) and ensuring they have the necessary information and resources available to perform their duties
- Acting as the Chair for the Nominating Committee or any other committee as approved by the Board of Directors
- Carrying out any other duties as assigned by the Board, the Executive Committee, and or the President