

By-Law No.1 of the Oakville Hornets Girls Hockey Association (the "Constitution")

As adopted on September 16, 2009

1. NAME AND PURPOSE

- 1.1. **Name.** This organization shall be known as the Oakville Hornets Girls Hockey Association (the "Corporation" or "OHGHA" or "Association").
- 1.2. **Objects.** The objects of the Corporation are to:
 - 1.2.1. Promote and develop female hockey;
 - 1.2.2. Provide the members of the association with the opportunity to enjoy hockey competition and related activities throughout the year;
 - 1.2.3. Develop and encourage good citizenship, integrity and honesty, fun, fair play, equity and excellence; and
 - 1.2.4. Foster and improve hockey recreation for all players, regardless of ability.

2. AFFILIATIONS

- 2.1. The Association is affiliated with the Ontario Womens' Hockey Association ("OWHA");
- 2.2. The Association shall adhere to and be bound by the rules and regulations of:
 - (a) the OWHA;
 - (b) the Lower Lakes Female Hockey League ("LLFHL"); and
 - (c) those contained within the Letter Patent, Bylaws, Regulation and Rules of the Association.

3. REGISTERED OFFICE

- 3.1. Office. The registered office of the Corporation shall be in the Town of Oakville in the Regional Municipality of Halton, in the Province of Ontario and at such location therein as the board may from time to time determine

4. MEMBERSHIP

- 4.1. **Membership.** Membership in the Association shall consist of:

4.1.1. **Registered Players.** Players who:

- (a) Have registered with the Association for the current Membership Year;
- (b) Have agreed to abide by and comply with the Letters Patent, the By-Laws, Regulations, Rules, Policies and Codes of Conduct of the Association; and
- (c) Are in good standing.

4.1.2. **Parents.** Each parent (to a maximum of 2) of any Registered Player who has not reached the legal voting age;

4.1.3. **Directors.** All current Directors of the Corporation;

4.1.4. **Officers.** All current Officers of the Corporation;

4.1.5. **Team Officials.** Coaches, managers and trainers, as they appear on an approved OWHA team roster for the current Membership Year by the Association;

4.1.6. **Life Members.** Individuals who are selected by the Board of Directors, based on the individual's long and distinguished contribution to the Corporation (for the purposes of this By-Law, such persons shall be called "Life Members"); and

- 4.1.7. **Honorary Members.** any other interested person who has been approved for membership for the current Membership Year by the Board of Directors.
- 4.2. **Membership Year.** The membership year for each member of the Corporation shall commence 48 hours following the completion of the OWHA Final Provincial Championships of each season.
- 4.3. **Termination of Membership.** Membership in the Corporation shall not be transferable and shall cease where a member:
- 4.3.1. resigns;
 - 4.3.2. dies;
 - 4.3.3. fails to pay required membership dues;
 - 4.3.4. ceases to meet the qualifications for membership set out above in Article 4.1;
 - 4.3.5. the Ethics and Discipline Committee recommends to the Board of Directors that the member, who has been suspended or not, has contravened the conditions of membership and he or she should be removed as a member;
 - 4.3.6. the Board of Directors by a two-thirds (2/3s) vote may expel the member for conduct that may bring the Association into disrepute;
 - 4.3.7. the Board of Directors may suspend any member of the Association at any time;
 - 4.3.8. is granted a release from the Association; or
 - 4.3.9. Members may resign from the Corporation by submitting a written resignation to the Secretary.

5. DIRECTORS

- 5.1. **Number of Directors.** The number of directors shall be 15, inclusive of the 7 elected Officers who shall, by virtue of their office, become members of the Board of Directors (the “board” or “directors”). At least 3 of the non-elected Officers of the Board of Directors shall be registered in or have a daughter in the House League program for the current season and at least 3 of the non-elected Officers of the Board of Directors shall be registered in or have a daughter in the Rep program for the current season.
- 5.2. **Changing the Number of Directors.** Any change in the number of directors shall be determined by a majority vote of the members that are present at a duly constituted meeting of the members.
- 5.3. **Quorum.** Three-fifths (3/5s) of directors shall constitute a quorum for the transaction of business at any meeting of directors, unless the Board or members specify a greater number of Directors as quorum.
- 5.4. **Qualification.** No person shall be qualified to be a Director if:
 - 5.4.1. he or she is less than 18 years of age;
 - 5.4.2. he or she is of unsound mind and has been so found by a court in Canada or elsewhere;
 - 5.4.3. if he or she has the status of a bankrupt;
 - 5.4.4. if he or she has been charged or convicted of an indictable criminal offence under the Criminal Code of Canada for which he or she has not been pardoned;
 - 5.4.5. he or she fails to provide a current security clearance; or
 - 5.4.6. he or she ceases to be a member pursuant to Article 4.3.
- 5.5. **Vacation of Office.** A Director ceases to hold office if he or she ceases to be qualified for election as a Director, is removed from office pursuant to Articles 5.6 or 5.7, or resigns by a written resignation received by the Secretary of the Corporation. A written resignation of a

Director becomes effective at the time it is received by the Secretary of the Corporation, or at the time specified in the resignation, whichever is later.

- 5.6. **Removal of Directors by Membership.** The members may by two-thirds vote at an annual or special meeting of members remove any Director from office.
- 5.7. **Removal of Directors by the Board.** It is expected that every Director shall participate in the administration of the Corporation by undertaking unpaid administrative roles in the Corporation. Any Director who:
- (a) does not, in good faith and with a view to actually helping out in a productive manner, volunteer to undertake an unpaid administrative role or sit on at least one committee (other than a coaching position);
 - (b) fails to attend meetings on a regular basis; or
 - (c) has engaged in conduct that may bring the association into disrepute;
- may be removed by a two-thirds vote of the Board of Directors.
- 5.8. **Vacancies.** Subject to the Act, a majority of directors present at a meeting of directors may fill a vacancy among the Directors. A Director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.
- 5.9. **Action by Directors.** The Board of Directors shall manage or supervise the management of the business and affairs of the Corporation. The Board may delegate any of its powers to the Executive Committee, subject to any restrictions in this By-Law or the Letters Patent, on such terms and with such directions and restrictions as it deems appropriate. The powers of the Directors may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Directors. Where there is a vacancy in the Board of Directors the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.
- 5.10. **Place of Meetings.** Meetings of directors may be held at any place in Ontario.

- 5.11. **Calling of Meetings.** Meetings of the Directors shall be held at such time and place as the President or any five (5) Directors may determine.
- 5.12. **Notice of Meeting.** Notice of the time and place of each meeting of Directors shall be given to each Director by telephone or e-mail not less than 48 hours before the time of the meeting or by written notice not less than four days before the day of the meeting and need not specify the purpose of or the business to be transacted at the meeting. Meetings of the Directors may be held at any time without notice if all the directors have waived or are deemed to have waived notice.
- 5.13. **First Meeting of New Board.** No notice shall be necessary for the first meeting of newly-elected Directors held immediately following their election at a meeting of members.
- 5.14. **Adjourned Meeting.** Notice of an adjourned meeting of Directors is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 5.15. **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings and shall designate the place and time at which such meetings are to be held. A copy of any resolution of Directors fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, and no other notice shall be required for any such regular meeting. The Board shall meet at least four times during each Membership Year.
- 5.16. **Chairperson.** The President, or in his or her absence, a Director chosen by the Directors at the meeting, shall be the chairperson of any meeting of Directors.
- 5.17. **Voting at Meetings.** Questions arising or decisions to be taken at any meeting of Directors shall be decided by a majority of votes cast at the meeting unless otherwise specifically provided in this By-Law. The chairman will cast the final vote.
- 5.18. **In Camera Meetings.**

At any meeting, or portion thereof, The Board of Directors may have an in camera meeting.

- 5.19. **Past President.** The Past president shall be an ex officio non-voting member of the Board of Directors.

6. OFFICERS

- 6.1. **Election.** Subject to Article 6.2, all officers shall be elected at an annual general meeting of members of the Corporation by a plurality of votes. If an election of officers is not held to replace an officer as required, the officer then in office shall continue in office until his or her successor is elected.
- 6.2. **Qualifications.** Any member of the Corporation eligible to serve as a Director of the Corporation is eligible to serve as an officer of the Corporation.
- 6.2.1. The President shall have served previously as an elected officer or Director of the Association. If no person with such qualifications is nominated by the deadline set for nominations, any member may be nominated for President at the annual general meeting.
- 6.3. **Vacation of Office.** An officer ceases to hold office if he or she ceases to be qualified for election as an officer, is removed from office pursuant to Article 6.4, or resigns by a written resignation received by the Secretary of the Corporation. A written resignation of an officer becomes effective at the time it is received by the Secretary of the Corporation, or at the time specified in the resignation, whichever is later.
- 6.4. **Removal of Officers by the Board.** Any officer may be removed by a two-thirds vote of the Board of Directors after recommendation from the Ethics and Disciplinary Committee.
- 6.5. **Vacancies.** A majority of Directors present at a meeting of Directors must fill a vacancy among the officers within 30 days. An officer filling a vacancy holds office until the next annual meeting of members of the Corporation.
- 6.6. **Officers.** The following Officers shall be elected by the Members and, by virtue of their office, become members of the Board of Directors:

- (1) President;
- (2) Vice-President (House League);
- (3) Vice-President (Rep);
- (4) Vice-President (Coaching and Player Development);
- (5) Vice-President (Operations);
- (6) Treasurer; and
- (7) Secretary.

6.7. **The President.** The President shall:

6.7.1. be responsible for the general supervision of the affairs of the Corporation;

6.7.2. shall sit on the Executive Committee;

6.7.3. perform any other duties that are assigned to the President by the Board.

6.8. **Vice-Presidents (Generally).** Each Vice-President shall sit on those committees designated in Article 8 and shall perform the duties that are assigned to each Vice-President by the President or the Board.

6.9. **Vice-President (House League).** In addition to the duties prescribed in Article 6.8, the Vice-President (House League) shall be responsible generally for the supervision, administration of the House League hockey program of the Corporation.

6.10. **Vice-President (Rep).** In addition to the duties prescribed in Article 6.8, the Vice-President (Rep) shall be responsible generally for the supervision, administration of the Representative Team "Rep" hockey program of the Corporation including liaising with the LLFHL and OWHA.

6.11. **Vice-President (Coaching and Player Development).** In addition to the duties prescribed in Article 6.8, the Vice-President (Coaching and Player Development) shall be responsible generally for:

6.11.1. recruitment, training and selection of coaches; and

6.11.2. developing programmes to enhance player skills.

6.12. **Vice-President (Operations).** In addition to the duties prescribed in Article 6.8, the Vice-President (Operations) shall be responsible generally for the operations of the Corporation including:

6.12.1. Scheduling of ice time, referees and timekeepers;

6.12.2. development of a policy and procedures manual; and

6.12.3. standing in for the President in his or her absence.

6.13. **Secretary.** The Secretary shall:

6.13.1. give, or cause to be given, all notices required to be given to members, Directors, auditors and members of committees;

6.13.2. attend and be secretary of all meetings of members and Directors and record the minutes of all proceedings at these meetings;

6.13.3. be the custodian of the corporate seal of the Corporation and of all records, books, documents and other instruments belonging to the Corporation; and

6.13.4. perform any other duties that are assigned to the Secretary by the President or the Board.

6.14. **Treasurer.** The Treasurer shall:

6.14.1. collect accounts and properly record all financial transactions of the Corporation;

- 6.14.2. pay all accounts of the Corporation, by cheque or petty cash, to a maximum amount of \$2,000, and upon approval of the Executive Committee;
- 6.14.3. submit monthly financial statements to the Directors and, when required by the Board, an account of all transactions as Treasurer and/or of the financial position of the Corporation; and
- 6.14.4. perform any other duties that are assigned to the Treasurer by the President or the Board.

7. MEETINGS OF THE MEMBERS

- 7.1. **Annual Meetings.** The annual meeting of the members shall be held in Ontario, at a time in each year as the board may determine, for the purpose of receiving the reports and statements required to be placed before the members at an annual meeting, electing Directors and officers, appointing an auditor or auditors, and for the transaction of any other business which may properly be brought before the meeting.
- 7.2. **Other Meetings.** The Directors shall have power at any time to call a special meeting of members to be held at a time and place, in Ontario, as may be determined by the Board of Directors.
- 7.3. **Notice of Meetings.** Notice of the time and place of a meeting of members shall be given, not less than 10 days nor more than 50 days before the meeting, to each member of the Corporation, to each Director and to the auditor of the Corporation. Notice of a meeting of members at which special business is to be transacted shall state or be accompanied by a statement of the nature of that business in sufficient detail to permit members to form a reasoned judgment thereon and shall include the text of any special resolution or by-law to be submitted to the meeting. All business transacted at a meeting of members, except consideration of the minutes of an earlier meeting, the financial statements and auditor's report, election of Directors and officers and reappointment of the incumbent auditor, shall be deemed to be special business.

- 7.4. **Chairman.** The President, a person appointed by the President, or in his or her absence a person chosen by a vote at the meeting, shall be chairman of meetings of members.
- 7.5. **Scrutineers.** At each meeting of members one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.
- 7.6. **Quorum.** Twenty members present and each being entitled to vote shall constitute a quorum for the transaction of business at any meeting of members
- 7.7. **List of Members.** The Corporation shall prepare a list of members, arranged in alphabetical order, which list shall be prepared at the close of business on the day immediately preceding the day on which the notice is given, or where no notice is given, on the day on which the meeting is held. The list shall identify which members will be eligible to vote at the meeting to which the notice relates in accordance with the limits on voting set out in Article 7.15.
- 7.8. **Nominations.** The Nominations and Elections Committee, as approved by the Board of Directors, shall establish rules pertaining to the nomination and election of positions which are up for election at any meeting. The Nominations and Elections Committee shall establish a date by which nominations shall be received and the manner in which such nominations shall be presented.
- 7.9. **Votes to Govern.** Subject to the Act, the Letters Patent of the Corporation and as herein provided, at all meetings of members, every question shall be decided by a majority of the votes cast and entitled to be cast on the question, either on a show of hands or by ballot and including any votes cast by proxy. In case of an equality of votes, a chairman of the meeting shall have a second or casting vote. The election of Directors and officers of the Corporation shall be decided by a plurality of the votes cast and entitled to be cast on the question, either on a show of hands or by ballot and including any votes cast by proxy.
- 7.10. **Show of Hands.** Voting at a meeting of members shall be by show of hands, except where a ballot is demanded by a member entitled to vote at the meeting or where required by a chairman. A ballot may be demanded by any member either before or after any vote by show of hands. Upon a show of hands, every person who is present and entitled to vote; shall have one vote as well as one vote for each validly

held proxy they hold. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot is required or demanded, an entry in the minutes of a meeting of members to the effect that the chairman declared a motion to be carried is admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. A demand for a ballot may be withdrawn at any time prior to taking of a poll on the ballot.

- 7.11. **Ballots.** If a ballot is demanded or required, the vote upon the question shall be taken in such manner as the chairman of the meeting shall direct, subject to any rules established by these By-laws or the Nominating Committee. Any such ballot shall be conducted by each member and proxyholder marking written ballots which shall be deposited into a sealed box to be opened and counted in the presence of scrutineers after all votes are cast.
- 7.12. **Adjournment.** The chairman of any meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the same from time to time and from place to place. If a meeting of members is adjourned for less than thirty days, it is not necessary to give notice of the adjourned meeting other than by announcement at the earliest meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty days or more, notice of the adjourned meeting shall be given as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.
- 7.13. **No Dual Portfolios.** Subject to Article 6.6, no person may serve in more than one elected position simultaneously.
- 7.14. **Limits on Nominations.** Members may accept only one nomination for one elected position as officer or Director in any Membership Year. Nominations shall be submitted in written form. The member shall confirm in written form, prior to the deadline for nominations, his or her acceptance of a nomination.
- 7.15. **Limitations on Voting.** Notwithstanding the definition of Membership in Article 4, voting rights at General Meetings and Annual General Meetings shall be governed by this Article 7.15.
- 7.15.1 **Limit on Voting: General Meetings.** Each Registered Player of

the Association in good standing and 18 years of age or older at the date thereof shall be entitled to vote at General Meetings during the Current Membership Year.

7.15.2 Limit on Voting: Annual General Meetings. Each Registered Player of the Association in good standing as at the end of the most recently completed Membership Year and 18 years of age or older at the date thereof shall be entitled to vote at the next Annual General Meeting held after the completion of that Membership Year.

7.15.3 Limit on Voting: Released Players. Registered Players who have been granted their release from the Association prior to any General Meeting or Annual General Meeting shall not be entitled to vote.

7.15.4 Voting by Proxy. In the event that the Registered Player is under 18 years of age, one of her parents may vote as her delegate at any General Meeting or Annual General Meeting at which the Registered Player would be entitled to vote herself if she were 18 years of age or older.

7.15.5 Additional Voting Rights. In addition to the foregoing, the following individuals shall be entitled to exercise one vote each at General Meetings, including Annual General Meetings:

- (i) each Head Coach who does not have a daughter who is a Registered Player at the time of the vote;
- (ii) each Life Member; and
- (iii) each Honorary Member in good standing at the time of the vote.

7.16. Proxies. Members may by proxy appoint a person, who need not be a member, to serve as their nominee to attend and act at the meeting in the manner provided in the proxy so long as:

- (a) the proxy is in writing;
- (b) is signed by the Member;
- (c) is dated;
- (d) appoints a named proxyholder; and

- (e) sets out any limits on the proxyholder's discretion.

7.17. Election of Officers and Directors.

7.17.1. **Term.** All officers and Directors shall be elected for two year terms.

7.17.2. **Odd Year Elections.** The following positions shall stand for re-election in odd numbered years:

- (1) President;
- (2) Vice-President (Coaching and Development);
- (3) Vice-President (House League);
- (4) Treasurer;
- (5) Directors 1, 2, 3 and 4.

7.17.3. **Even Year Elections.** The following positions shall stand for re-election in even numbered years:

- (1) Vice-President (Operations);
- (2) Vice-President (Rep);
- (3) Secretary;
- (4) Directors 5, 6, 7 and 8.

7.17.4. **Transitional Provision.** Notwithstanding Article 7.17.1, at the first election following adoption of this By-Law, all positions for officers and directors shall be voted on and thereafter elections shall be held in accordance with Articles 7.17.2 and 7.17.3.

7.17.5. **Term Limits.** Members are not eligible to run for office if they have held any elected post with the Association for three or

more consecutive terms. This article shall come into effect after the first election following adoption of this By-Law.

7.17.6. **Exception to Term Limits.** Notwithstanding Article 7.17.5, a member may run for the office of President even if he or she has held an elected post for three or more consecutive terms. No person may hold the office of President for more than two terms.

7.18. **Order of Business.** The order of business of the Annual General Meeting shall be:

- (1) presentation of annual reports, including the audited financial statements and the auditor's report thereon;
- (2) vote on amendments to By-laws, Rules, Regulations or Policies;
- (3) other special business;
- (4) elections; and
- (5) new business.

8. COMMITTEES

8.1. **Standing Committees.** The Board shall have the following standing committees:

8.1.1. Executive Committee

8.1.2. Nomination / Election Committee

8.1.3. Ethics and Discipline Committee

8.1.4. Finance Committee

8.1.5. Coaches Selection (Rep) Committee

8.1.6. House League Committee

8.1.7. Rep Committee

8.1.8. Coach and Player Development Committee

8.1.9. Ice Scheduling Committee

- 8.2. **Other Committees of Directors.** The Board may establish any ad hoc committee of the Corporation in addition to the standing committees. An ad hoc committee will have the powers and duties as determined by the Board.
- 8.3. **Committee Membership.** Any member of the Corporation is eligible to serve on any committee of the Corporation other than the Executive Committee. The Board of Directors shall determine the composition of all committees, subject to any requirements specific to a committee as set out in this By-Law, and subject to the requirement that the chairperson of each committee be a Director. All committees shall report to the Board and be subject to the overall direction of the Board.
- 8.4. **Transaction of Business.** The powers of a committee appointed by the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all members of the committee entitled to vote on that resolution at a meeting of the committee. Minutes (where recorded, failing which, a written summary of matters considered and decisions taken) of all committee meetings shall be delivered to the Secretary of the Corporation within one week of each committee meeting, at which time they shall be stored at the head office of the Corporation. Upon request, these materials shall be made available for review by the Directors at the head office.
- 8.5. **Executive Committee.** The Executive Committee shall have and may exercise any powers of the Board in the management and conduct of the affairs of the Corporation, subject to any directions or restrictions, if any, contained in this By-Law or imposed from time to time by the Board.

8.5.1. **Composition.** The Executive Committee shall be chaired by the President and shall consist of the following persons:

- (1) the President;
- (2) the Vice-President (House League);
- (3) the Vice-President (Rep);
- (4) the Treasurer;
- (5) Vice-President (Coaching and Player Development);
- (6) Vice-President (Operations); and
- (7) the Secretary.

Reference in this By-Law to the "executive" shall mean and refer to members of the Executive Committee.

8.5.2. **Quorum.** A minimum of 4 members of the 7 person Executive Committee shall constitute a quorum.

8.6. **Nomination/Election Committee.** The Nomination / Election Committee shall administer the nomination and election procedures of the Corporation, subject to the overall discretion of the Board.

8.6.1. **Conflict of Interest.** Any member of the Nomination/Election Committee running for election to any office of the Corporation shall resign from the Nomination/Election Committee immediately upon accepting a nomination for an elected office of the Corporation.

8.6.2. **Composition.** The Nomination / Election Committee shall be composed of:

- (1) the Secretary;
- (2) a minimum of two Directors not on the Executive Committee; and

- (3) such other persons as the board may deem appropriate.

8.7. **Ethics and Discipline Committees.** The Ethics and Discipline Committee shall be responsible for:

- (a) developing a code of conduct for the Association;
- (b) developing guidelines on residency criteria to be applied under Article 18; and
- (c) recommending to the Board of Directors the disciplining and/or suspending players, coaches, managers, team officials, members, and Officers of the Board of Directors for action arising out of breaches of the By-Laws, Rules, Regulations, Policies and Codes of Conduct.

8.7.1. **Composition.** The committee shall be composed of:

- (1) the Secretary;
- (2) a minimum of two Directors not on the Executive Committee; and
- (3) such other persons as the Board may deem appropriate.

8.7.2. **Complaints.** Any Member may submit a complaint to the Secretary, or directly to the Chair of the Ethics and Discipline Committee, requesting that the Ethics and Discipline Committee investigate and resolve the complaint.

8.7.3. **Informal Resolution.** The Chair may undertake or cause an investigation to be undertaken into the complaint and attempt to resolve it to the satisfaction of all affected parties.

8.7.4. **Hearing.** If the complainant demands a hearing of the complaint, then the Chair of the Committee shall either convene the entire Ethics and Discipline Committee or appoint a panel of no less than 3 members of the Committee ("Panel") who have no direct association with the complaint, the complainant or the subject of the complaint to adjudicate the complaint. No

member of the Ethics and Discipline Committee involved in the informal resolution process allowed for in Article 8.7.5 shall sit on the hearing of the complaint.

8.7.5. **Appeal.** Any affected party may appeal the decision of the Ethics and Discipline Committee or a Panel of the Ethics and Discipline Committee to the Board of Directors.

8.7.6. **Standards.** The Ethics and Discipline Committee, any Panel thereof and the Board of Directors shall conduct themselves with fairness and impartiality and shall provide an opportunity for all affected parties to be heard on the hearing of any complaint or appeal therefrom.

8.7.7. **Penalties.** Penalties imposed by the Ethics and Discipline Committee shall be in addition to penalties prescribed in either the playing rules of the Corporation or the Ontario Womens Hockey Association ("OWHA").

8.8. **Rep Coaches Selection Committee.** The Rep Coaches Selection Committee shall be responsible for the establishment of the qualifications required of coaches and recommending coaches for the Rep teams to the Board.

8.8.1. **Composition.** The Rep Coaches Selection Committee shall include:

- (a) at least one person with significant coaching experience who is not a member of the Association;
- (b) two Directors who are not on the Executive Committee;
- (c) Vice-President (Coaching and Player Development); and
- (d) such other persons as the Board may deem appropriate.

8.8.2. **Conflict of Interest.** No member of the Executive Committee or the Rep Coaching Selection Committee may be involved in the selection of coaches with respect to the teams for the age level at which the member's daughter(s) seeks to play;

8.9. **House League Committee.** The House League Committee shall manage the House League Hockey programme.

8.9.1. **Composition.** The House League Committee shall be composed of:

- (1) the Vice-President (House League);
- (2) at least one Director not on the Executive Committee;
- (3) one representative of players in each of the age groups of house league play from time to time established by the House League Committee;
- (4) Manager of Ice Scheduling (House League); and
- (5) such other persons as the Board may deem appropriate.

8.10. **Rep Committee.** The Rep Committee shall manage the Rep hockey programme.

8.10.1. **Imports.** The Rep Committee shall be responsible for developing a policy for dealing with imports.

8.10.2. **Composition.** The Rep Committee shall be composed of:

- (1) the Vice-President (Rep);
- (2) at least one Director not on the Executive Committee;
- (3) one representative of members playing at each age level;
- (4) Manager of Ice Scheduling (Rep); and
- (5) such other persons as the board may deem appropriate.

8.11. **Coach and Player Development Committee.** The Coach and Player Development Committee shall have responsibility generally for developing:

- (a) Coach's Manuals and Code of Conduct;
- (b) a Player's Code of Conduct and Bill of Rights;
- (c) coach and player evaluation guidelines consistent with the guidelines and principles of the OWHA; and
- (d) programmes to enhance the skills of coaches and players.

8.11.1. **Composition.** The Committee shall be composed of:

- (1) Vice-President (Rep);
- (2) Vice-President (House League);
- (3) Vice-President (Coaching and Player Development);
- (4) the Manager of Coaching Development;
- (5) the Manager of Player Development; and
- (6) such other members at large as are appointed by the Board.

8.12. **Ice Scheduling Committee.** The Ice Scheduling Committee shall have responsibility for all aspects of obtaining and scheduling ice time for the Association.

8.12.1. **Composition.** The Ice Scheduling Committee shall be composed of:

- (1) the Vice-President(Operations);
- (2) the Manager of Ice Scheduling (House League);
- (3) the Manager of Ice Scheduling (Rep); and
- (4) such other members at large as are appointed by the board.

8.13. **Finance Committee.** The Finance Committee shall have responsibility for:

- (a) player registration fees;
- (b) fundraising activities including sponsorships;
- (c) the Association's budget;
- (d) preparation of the financial statements of the Association;
- (e) applying for and administering grants;
- (f) borrowing by the Association;
- (g) banking arrangements; and
- (h) all other aspects of the finances of the Association.

8.13.1. **Composition.** The Finance Committee shall be composed of:

- (1) the Treasurer, who shall serve as Chairperson;
- (2) the Manager of Marketing;
- (3) the Manager-in-Chief; and
- (4) such other members at large as are appointed by the Board.

8.14. **Procedure.** Unless otherwise determined by the Board or this By-Law, each committee shall have power to fix its quorum and to regulate its own procedures, subject at all times to board ratification.

8.14.1. The voting procedure for each committee shall be the same as set out for Board meetings in Article 5.18.

9. **PROTECTION OF DIRECTORS, OFFICERS, COMMITTEE MEMBERS AND VOLUNTEERS**

9.1. **Indemnification of Directors, Officers, Committee Members and Volunteers.** Subject to the provisions of the Act, the Corporation shall indemnify and save harmless the Directors, officers, committee members, volunteers, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

9.1.1. all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution in good faith of the duties of his or her role within the Corporation; and

9.1.2. all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs of the Corporation except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

9.2. **Insurance.** The Corporation shall purchase and maintain insurance for the benefit of any person referred to in Article 9.1 to the extent permitted by the Act.

10. CONFLICT OF INTEREST

10.1. **Conflicts.** A Director, Officer or employee of the Corporation who, or whose spouse or family member, is a party to, or is a Director, or officer of or has a material interest in, any entity who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall disclose the nature and extent of his or her interest to the Executive Committee as soon as the individual becomes aware of the contract or transaction. No interested Officer or Director of shall vote on such a transaction or participate in discussion of it. If the officer, Director or employee discloses his or her interest, the officer, Director or employee shall not be accountable to the Corporation for any benefit realized from the contract or transaction from the date of disclosure on forward. If an Officer or Director fails to disclose an interest as required by this clause that person shall account for and reimburse the Corporation for all benefits realized, directly or indirectly, from the contract or transaction and shall be subject to any legal proceeding the Executive Committee deems proper.

11. NOTICES

11.1. **General.** A notice or document required by the Act, the regulations thereunder, the Letters Patent or the by-laws of the Corporation to be sent to a member, officer or Director of the Corporation may be sent:

(a) by personal delivery;

- (b) by prepaid mail; or
- (c) by email or other electronic means;

to the member, Officer or Director at his or her latest address as shown in the records of the Corporation. A notice or document shall be deemed to have been given:

- (i) if by prepaid mail, when deposited in a post office or public letter box; or
- (ii) if by e-mail, when sent.

If the Corporation sends a notice or document to a member in accordance with this section and the notice or document is returned on three consecutive occasions because the member cannot be found, the Corporation is not required to send any further notices or documents to the member until he or she informs the Corporation in writing of his or her new address. The Corporation may, instead of having to send materials with notices as to the time and place of an upcoming meeting to each of its members, post materials related to any such notice on its website or make them available for inspection and copying at its head office.

11.2. **Omission and Errors.** The accidental omission to give any notice or to send any document to any member, Officer, Director or other person or the non-receipt of any notice or document by any member, Officer, Director or other person or any error in any notice or document not affecting the substance of the notice or document shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

11.3. **Waiver of Notice.** Notice may be waived or the time for the sending of a notice or document may be waived or abridged at any time with the consent in writing of the person entitled to notice. Attendance of any Director at a meeting of the Directors, committee member at a committee meeting or of any member at a meeting of members is a waiver of notice of such meeting, except where he or she attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12. BUSINESS OF THE CORPORATION

12.1. **Borrowing.** The board may:

12.1.1. borrow money on the credit of the Corporation;

12.1.2. issue, sell or pledge securities of the Corporation;

12.1.3. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;

12.1.4. delegate the powers under this clause to an officer or officers of, the Corporation as the Board considers appropriate.

12.2. **Bank Accounts, Cheques, Drafts and Notes.** The Corporation's bank accounts shall be kept with such chartered bank or banks, trust company or trust companies or other firm or corporation carrying on a banking business as the Board may by resolution from time to time determine.

12.3. **Banking.** The Board shall designate the officers and any other persons who are authorized to transact the banking affairs of the Corporation. The resolution shall provide to the designated Officer or other person the power:

12.3.1. to operate the Corporation's accounts with the financial institution;

12.3.2. to make, sign, draw, accept, endorse, negotiated, lodge, deposit or transfer any cheque, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

12.3.3. to issue receipts for and orders with respect to the property of the Corporation;

12.3.4. to execute any agreements with respect to the banking affairs of the Corporation;

12.3.5. to authorize any Officer of the financial institution to do any act or thing on the Corporation's behalf to facilitate the banking affairs.

The securities of the Corporation shall be deposited for safekeeping with one or more financial institution or securities dealer, as the Board may, from time to time, determine.

- 12.4. **Execution of Instruments.** All instruments in writing to be entered into by the Corporation shall be signed by any two officers of the Corporation or otherwise as the Board of Directors may from time to time determine by resolution. Any instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Any signing officer may affix the corporate seal to any instrument requiring the same. The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contracts, documents, powers of attorney, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities, instruments of proxy and all paper writing.
- 12.5. **Agents and Employees.** The Board may appoint any agents and retain any employees that it considers necessary. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the Board. The remuneration for any agents or employees shall be fixed by the Board by resolution. The resolution shall be effective on the date set out in the resolution.
- 12.6. **Fiscal Year.** Until changed by resolution of the Directors, the fiscal year of the Corporation shall terminate on the April 30 in each year.
- 12.7. **Remuneration.** Any remuneration to be paid to any Officer, Director, or committee member shall be authorized in advance by the Board of Directors.
- 12.8. **Reserves.** The Board shall manage the financial affairs of the Corporation with the aim of maintaining financial strength and prudence by keeping a reserve fund in such amount as may be deemed reasonable in the circumstances by the Board.

- 12.9. **Capital Expenditures Limit.** Any expenditure for capital items in excess of \$50,000 as calculated annually, on a cumulative basis, must be approved in advance by a vote of the members at a properly held meeting of the members convened with due notice for the purpose of considering such expenditure.

13. INTERPRETATION

- 13.1. **General.** In this By-Law, wherever the context requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and masculine gender shall include the feminine and neuter genders. Wherever reference is made to any determination or other action by the Directors, this reference shall mean determination or other action by or pursuant to a resolution passed at a meeting of the directors, or by or pursuant to a resolution consented to by all the Directors as evidenced by their signatures thereto.

- 13.2. **Specific.** In this By-Law and all other by-laws and resolutions of the Corporation, the following terms shall have the following meanings unless the context requires otherwise:

13.2.1. "Act" means the Corporations Act (Ontario), R.S.O. 1990, c. C38, and every other act or statute incorporated therewith or amending the same, or any act or statute substituted therefor; and

13.2.2. "Letters Patent" means the Letters Patent dated the 12th day of June, 1996 incorporating the Corporation, as the same may be amended or supplemented from time to time.

- 13.3. **Paramountcy.** This By-law No. 1 supersedes and replaces all previous by-laws of the Corporation

14. AMENDMENTS

- 14.1. **Amendments.** By-Laws of the Corporation may be enacted, repealed, amended, added to or re-enacted by the Board in accordance with the provisions of the Act.

15. APPOINTED POSITIONS

15.1. **Appointed Positions.** The Board of Directors is empowered to create or eliminate non-elected positions and approve the appointment of members to such non-elected positions in order to assist in the administration and operation of the Association and to broaden the opportunities for greater volunteer participation.

15.1.1. The Executive Committee shall be primarily, but not exclusively, responsible for proposing such appointments;

15.1.2. Directors shall be eligible to accept appointments to committees and non-elected positions;

15.1.3. Officers shall not be eligible to accept non-elected positions unless no satisfactory member volunteers to fill the position. This does not apply to Coaching positions including anyone who would appear on an OWHA team roster.

15.2. **Referee-In-Chief (House League).** The Referee-in-Chief (House League) shall:

15.2.1. be responsible for recruiting, training, supervising, disciplining and removing the House League referees;

15.2.2. be responsible for the assignment of referees to House League hockey games; and

15.2.3. perform any other duties that are assigned to the Referee-in-Chief (House League) by the President or the Board

15.3. **Referee-In-Chief (Rep).** The Referee-in-Chief (Rep) shall:

15.3.1. be responsible for recruiting, training, supervising, disciplining and removing the Rep referees;

15.3.2. be responsible for the assignment of referees to Rep hockey games; and

15.3.3. perform any other duties that are assigned to the Referee-In-Chief (Rep) by the President or the Board.

15.4. **Manager-In-Chief.** The Manager-in-Chief shall:

15.4.1. be responsible for training, supervising and supporting the Team Managers in House League and Rep;

15.4.2. perform any other duties that are assigned to the Manager-in-Chief by the President or the Board.

15.5. **Manager of Coaching Development.** The Manager of Coaching Development shall:

15.5.1. be responsible for recruiting, training, supervising and supporting the coaches in House League and Rep;

15.5.2. perform any other duties that are assigned to the Manager-of Coaching Development by the President, Vice-President (Coaching and Player Development) or the Board.

15.6. **Manager of Player Development.** The Manager of Player Development shall:

15.6.1. be responsible for recruiting, training, supervising and supporting the players in House League and Rep;

15.6.2. perform any other duties that are assigned to the Manager-of Player Development by the President, Vice-President (Coaching and Player Development) or the Board.

15.7. **Manager of Ice Scheduling (House League).** The Manager of Ice Scheduling (House League) shall:

15.7.1. be responsible for working with the Vice-President (Operations) and the Manager of Ice Scheduling (Rep) in obtaining and allocating ice time for House League; and

15.7.2. perform any other duties that are assigned to the Manager-of Ice Scheduling (House League) by the President, Vice-President(Operations), the Ice Scheduling Committee or the Board.

15.8. **Manager of Ice Scheduling (Rep).** The Manager of Ice Scheduling (Rep) shall:

15.8.1. be responsible for working with the Vice-President (Operations) and the Manager of Ice Scheduling (House League) in obtaining and allocating ice time for Rep; and

15.8.2. perform any other duties that are assigned to the Manager-of Ice Scheduling (Rep) by the President, Vice-President (Operations), the Ice Scheduling Committee or the Board.

15.9. **Manager of Communications.** The Manager of Communications shall:

15.9.1. be responsible for communications with members, oversight of the website and public relations ; and

15.9.2. perform any other duties that are assigned to the Manager of Communications by the President or the Board.

15.10. **Manager of Tournaments.** The Manager of Tournaments shall:

15.10.1. be responsible for all aspects of the annual tournament; and

15.10.2. perform any other duties that are assigned to the Manager of Tournaments by the President or the Board.

15.11. **Timekeeping Coordinator.** The Timekeeping Coordinator shall:

15.11.1. be responsible for recruiting, training and supervising timekeepers for House League and Rep;

15.11.2. be responsible for the assignment of timekeepers to hockey games for House League and Rep; and

15.11.3. perform any other duties that are assigned to the Timekeeping Coordinator by the President or the Board.

15.12. **Manager of Marketing.** The Manager of Marketing shall:

15.12.1. be responsible for sponsorship, advertising and promotion for the Association;

15.12.2. oversee the operation of golf tournaments;

15.12.3. perform any other duties that are assigned to the Manager of Marketing by the President or the Board.

15.13. **Privacy Commissioner.** The Privacy Commissioner shall:

15.13.1. be responsible for privacy issues affecting the Association; and

15.13.2. perform any other duties that are assigned to the Privacy Commissioner by the President or the Board.

15.14. **Manager of Hockey Moms.** The Manager of Hockey Moms shall:

15.14.1. be responsible for recruiting, supervising, supporting and developing the Hockey Mom programme within the Association; and

15.14.2. perform any other duties that are assigned to the Manager of Hockey Moms by the President or the Board.

15.15. **Past President.** The immediate Past-President shall be appointed as the Past President.

15.15.1. The Past President shall advise the Officers and Directors to ensure continuity.

15.15.2. The Past President shall be an ex officio non-voting member of the Board of Directors.

16. REGULATIONS, POLICIES AND RULES

16.1. **Regulations, Policies and Rules.** The Board of Directors may, from time to time, set, repeal or amend:

- (1) Such regulations and/or policies as it deems necessary for the structure of leagues and teams, age categories, fees, membership, and any other matter related to the carrying out of its objectives; and
- (2) Such rules as are more restrictive than those established by the OWHA ;

16.2. **Powers of the Members.** The powers in Article 16 may be exercised by a majority vote at an Annual General Meeting;

16.3. **Ratification.** Any changes to the Regulations, Policies or Rules made by the Board of Directors shall be subject to ratification at the next Annual General Meeting; and

16.4. **Rules Govern.** All hockey played under the jurisdiction of the Association shall be governed by the Association's Regulations and Rules.

17. OMBUDSMAN

17.1. **Ombudsman.** There shall be elected, as an Officer of the Association, an Ombudsman to exercise the powers and perform the duties prescribed by this By-Law.

17.2. **Election.** The Ombudsman shall be elected by the Members by a plurality of votes at the Annual General Meeting.

17.3. **Term of office.** The Ombudsman shall hold office for a term of one year.

17.4. **Temporary Ombudsman.** In the event of the death or resignation of the Ombudsman, or if the Ombudsman is unable or neglects to perform the functions of his or her office, the Board of Directors may appoint a temporary Ombudsman, to hold office until the next Annual General Meeting.

- 17.5. **Annual report.** The Ombudsman shall report annually to the Members at the Annual General Meeting.
- 17.6. **Confidentiality.** The Ombudsman shall faithfully and impartially exercise the functions of his or her office and he or she will not, except in accordance with the By-Law, disclose any information received by him or her as Ombudsman.
- 17.7. **Disclosure.** The Ombudsman may disclose in any report made by him or her under this By-Law such matters as in the Ombudsman's opinion ought to be disclosed in order to establish grounds for his or her conclusions and recommendations.
- 17.8. **Function of Ombudsman.** The function of the Ombudsman is to investigate any decision or recommendation made or any act done or omitted in the course of the administration of the Association and affecting any person or body of persons in his, her or its personal capacity.
- 17.9. **Investigation on complaint.** The Ombudsman may make any such investigation on a complaint made to him or her by any person affected or of the Ombudsman's own motion.
- 17.10. **Decisions not reviewable.** In the event a member has elected to pursue a complaint with the Ethics and Discipline Committee, the Ombudsman may not investigate the same matter until that complaint is: (a) withdrawn; or (b) resolved without a hearing; or (c) resolved by final decision after the rights to a hearing or appeal has been exercised in the particular case, or until after any time for the exercise of that right has expired.
- 17.11. **Discretion to Not Investigate.** The Ombudsman may in his or her discretion decide not to investigate, or, as the case may require, not to further investigate, any complaint if in his or her opinion,
- (a) the subject-matter of the complaint is trivial;
 - (b) the complaint is frivolous or vexatious or is not made in good faith; or
 - (c) the complainant has not a sufficient personal interest in the subject-matter of the complaint.

In any case where the Ombudsman decides not to investigate or

further investigate a complaint, the Ombudsman shall inform the complainant in writing of that decision, and may if he or she thinks fit state the reasons therefor.

- 17.12. **Notice of Investigation.** Before investigating any matter, the Ombudsman shall inform the President of the Association of his or her intention to make the investigation.
- 17.13. **Investigation to be in private.** Every investigation by the Ombudsman shall be conducted in private.
- 17.14. **Right to Reply.** The Ombudsman may hear or obtain information from such persons as he or she thinks fit, and may make such inquiries as he or she thinks fit and it is not necessary for the Ombudsman to hold any hearing and no person is entitled as of right to be heard by the Ombudsman, but, if at any time during the course of an investigation, it appears to the Ombudsman that there may be sufficient grounds for him or her to make any report or recommendation that may adversely affect any member or group of members, the Ombudsman shall give to that member or group of members, an opportunity to make representations respecting the potentially adverse report or recommendation.
- 17.15. **Consultation.** The Ombudsman may in his or her discretion, at any time during or after any investigation, consult any Director, Officer or Member who is concerned in the matter of the investigation.
- 17.16. **Referral to Ethics and Discipline Committee** If, during or after an investigation, the Ombudsman is of opinion that there is evidence of a breach of the by-laws, regulations, rules or policies, the Ombudsman may refer the matter to the Ethics and Discipline Committee.
- 17.17. **Evidence.** The Ombudsman may from time to time request that any officer, Director, committee member, league official or team official who in his or her opinion is able to give any information relating to any matter that is being investigated by the Ombudsman to furnish to him or her any such information, and to produce any documents or things which in the Ombudsman's opinion relate to any such matter and which may be in the possession or under the control of that person. In the event such person refuses to cooperate the Ombudsman may refer to that refusal in any report he or she makes on the investigation.

17.18. **Ombudsman's report and recommendations.** If, after his or her investigation, the Ombudsman is of opinion, that:

- (a) the matter should be referred to the appropriate committee of the Association for further consideration;
- (b) the omission should be rectified;
- (c) the decision or recommendation should be cancelled or varied;
- (d) any practice on which the decision, recommendation, act or omission was based should be altered;
- (e) any by-law, regulation, rule or policy on which the decision, recommendation, act or omission was based should be reconsidered;
- (f) reasons should have been given for the decision or recommendation; or
- (g) any other steps should be taken,

the Ombudsman shall report his or her opinion, and the reasons therefor, to the President of the Association, and may make such recommendations as he or she thinks fit.

17.19. **Where no appropriate action taken.** If within a reasonable time after the report is made no action is taken which seems to the Ombudsman to be adequate and appropriate, the Ombudsman, in his or her discretion, after considering the comments, if any, made by or on behalf of the members in the Association affected, may make such report to the Board of Directors of the Membership on the matter as he or she thinks fit including requiring a copy of the report and recommendations to be posted on the website or sent to specific members. In the event the Ombudsman is of the view that the Board of Directors has failed to take adequate or appropriate action, the Ombudsman may have his or her report added to the agenda for the next Annual General Meeting to be assessed by the members.

17.20. **Reply to Report.** The Ombudsman shall attach to every report made public a copy of any comments made by or on behalf of the members in the Association affected but the source of the comments shall be

kept confidential unless the source requests that he or she be identified.

- 17.21. **Complainant to be informed of result of investigation.** The Ombudsman shall in any case inform the complainant, in such manner and at such time as he or she thinks proper, of the result of the investigation.

18. RESIDENCY

- 18.1. **Player Residency Requirements.** Residents of Oakville shall mean those persons whose primary residence is in Oakville.

18.1.1. **Primary Residence.** The primary residence of players shall be determined by the Ethics and Discipline Committee in the event of any unusual situations or disputes.

- 18.2. **Rep Import Limits.** All Rep Players must be residents of Oakville within the meaning of Article 18 at the commencement of the tryout process for Rep. Import Players will be allowed on teams provided the player(s) is (a) of exceptional skill; and/or (b) there exists a lack of resident players of comparable ability, as determined by the Rep Committee during the tryouts.

- 18.3. **Number of Imports.** The Board of Directors shall annually establish, prior to the commencement of the tryouts, the maximum number of import players allowed on each team.

- 18.4. **House League Import Rules.** All House League Players must be residents of Oakville within the meaning of Article 18 at the commencement of the season subject to the following exceptions:

- (1) The House League Committee may, as it sees fit, allow non-resident players in order to fill out its proposed roster of teams or to increase the number of teams in order to improve the overall level of play.

- 18.5. **Transitional Provision.** The eligibility of all non-resident players currently registered to play the 2009/2010 season with the Association will be unaffected by Articles 18.1 and 18.2 which shall come into effect following the 2009/2010 season but before the selection of teams for the 2010/2011 season.

- 18.6. **Grandfathering.** A Registered Player who played in the Association for the 2008/2009 season shall not be treated as an import for the purposes of playing on the top teams in the Association until such time as she either leaves the Association or fails to make the top team at her age level.

19. **AUDITOR**

- 19.1. Auditor. The members shall appoint an auditor for the Association at each Annual General Meeting.

- 19.1.1. **Remuneration.** The Board of Directors shall approve the remuneration of the auditors.