



Guelph Girls Hockey Association  
100 Crimea Street, Unit B-2  
Guelph ON N1H 2Y6  
www.ggha.com info@ggha.com  
Tel: 519-836-4484

## GUELPH GIRLS HOCKEY ASSOCIATION

### BY-LAW NUMBER -2

A by-law relating generally to the conduct of the affairs of the GUELPH GIRLS HOCKEY ASSOCIATION

**WHEREAS** the GUELPH GIRLS HOCKEY ASSOCIATION was incorporated by Letter Patent issued by the Ministry of Consumer and Commercial Relations (Ontario) on the 26<sup>th</sup> day of September, 1996.

**AND WHEREAS** the GUELPH GIRLS HOCKEY ASSOCIATION (hereinafter referred to as the “Corporation”) was established for the following objects:

Promoting interest among girls in amateur hockey;  
Arranging matches and competitions and establishing and granting prizes, awards and distinctions; and  
Fostering goodwill and sportsmanship and such other complementary purposes not inconsistent with these objects;

**BE IT RESOLVED** and enacted as the general by-law of the GUELPH GIRLS HOCKEY ASSOCIATION as follows:

#### **1.00 INTERPRETATION**

**1.01** In this By-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- .01** The singular includes the plural;
- .02** The masculine includes the feminine;
- .03** “Board” means the Board of Directors of the Corporation;
- .04** “Corporation” means the GUELPH GIRLS HOCKEY ASSOCIATION and any successor incorporated corporation within the meaning of *The Corporations Act* as defined herein;
- .05** “*Corporations Act*” means the *Corporations Act, R.S.O. 1990, Chapter 89*, and any statute amending or enacted in substitution therefore, from time to time;
- .06** “documents includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- .07** “Directors” means those persons elected to the Board as stipulated herein;
- .08** “Member” means a person who has been admitted to membership in the Corporation by resolution of the Board of Directors as stipulated herein.

**1.02** All terms defined in the *Corporations Act* have the same meaning in this by-law and all other by-laws and resolutions of the Corporation.

#### **2.00 HEAD OFFICE**

The head office of the Corporation shall be at the City of GUELPH, in the County of Wellington, in the Province of Ontario.

### **3.00 SEAL**

The seal which is impressed hereon shall be the corporate seal of the Corporation.

### **4.00 BOARD**

#### **4.01 Board**

The affairs of the Corporation shall be managed by a Board composed of a minimum of ten (10) and maximum of seventeen (17) (plus the Director whose position is Past President who shall be an ex-officio member of the Board as described herein.)

Directors shall have the power afforded to them under the *Corporations Act* and including the power to pass resolutions to advance and further to the objects and to otherwise given the Corporation.

#### **4.02 Directors**

Directors, subject to the provisions of Section 4.04, shall be elected in the manner set out in Article 6.00, each of who shall hold office for a term of two (2) years after he/she shall have been elected or until his/her successor shall have been elected or appointed pursuant to the provisions herein to a maximum of four (4) years in the same position.

#### **4.03 Qualifications**

Each director shall:

- .01** is at the date of, or become within ten (10) days after, his/her election, and thereafter remains throughout his or her term, an Ordinary member of the Corporation;
- .02** be at least eighteen (18) years of age; and
- .03** not is an undischarged bankrupt nor a mentally incompetent person;

If a person ceases to qualify under any of the provisions above the vacancy so created may be filled in the manner prescribed by Section 4.04.

#### **4.04 Vacancies**

So long as a quorum of the directors remains in office, a vacancy on the Board may be filled by the directors among the qualified members of the Corporation until the next general meeting of members. If no quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies on the Board.

#### **4.05 Removal of Directors**

The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of members of which notice specifying the intention to pass the resolution has been given, remove any director for just cause prior to the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his/her term.

#### **4.06 Quorum**

A quorum for the transaction of business at meetings of the Board shall be one half (1/2) of the number of Directors on the Board plus one (1).

#### **4.07 Meetings**

Meetings of the Board may be held at any place in the city limits of Guelph, Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the President, the Vice President, or the Secretary, or any two (2) Directors.

#### **4.08 Notice**

Subject to the provisions of Section 4.09, notice of Board of Directors meetings shall be delivered, emailed, mailed or telephoned to each Director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. In the event that any Director cannot be reached by telephone, then notice of the said Board meeting shall be personally delivered, emailed, or mailed to the Director in accordance with the provisions hereof.

#### **4.09 Regular Meetings**

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the annual meeting of the Corporation for the purpose of organization and the transaction of any other business.

#### **4.10 Voting**

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the President, in addition to his/her original vote has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by any Director. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

A vote may also be conducted via electronic polling (i.e., email, online survey tool (such as Survey Monkey, etc.), provided that at least half of the current Board members participate and all members who participate in the poll attended a prior meeting at which the motion was presented and discussed; thus ensuring that all polling participants have access to the same information prior to making a decision. A vote may also be conducted using video or teleconferencing, provided that at least half of the current Board members participate (i.e., quorum is achieved).

#### **4.11 Remuneration of Directors**

The Directors of the Corporation shall serve without remuneration.

#### **4.12 Indemnities of Directors**

Every Director or Officer of the Corporation and his/her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and save harmless, out of the funds of the Corporation, from and against:

- .01 all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any actions, suit or proceedings which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office; and
- .02 all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his/her own willful neglect or default.

#### **4.13 Protection of Directors and Officers**

No Directors or Officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and willful act or through his/her own wrongful and willful neglect or default.

#### **4.14 Responsibility for Acts**

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

#### **4.15 Ex-Officio Directors**

The Past President shall be a Director of the Corporation, but shall not be entitled to vote at meetings of the Board. In the event that the Past President is unable or unwilling to act in such ex-officio capacity, then his or her immediate predecessor may be an ex-officio Director of the Corporation.

#### **4.16 Other Present**

Such others as the Board may from time to time by resolution determine, may be invited to attend and to speak at, meetings of the Board, but shall not be entitled to vote thereat.

### **5.00 OFFICERS**

#### **5.01 Officers**

With the exception of the Director-at-large, each Director shall hold an office whose office shall be determined further to provision herein for the election of Directors. There shall be a President, Vice President, Secretary, Treasurer, Director of Hockey Operations, Registrar, Rep Convenor, Junior House League Director, Senior House League Director, Director of Fundraising and Sponsorship and Director of Communications and Public Relations, Director of Hockey Development plus the Past President. One person may hold more than one office.

## **5.02 President**

The President shall, when present, preside at all meetings of the Board and members. The President shall supervise the affairs and operation of the Corporation, sign all documents requiring his/her signature and have the other powers and duties from time to time prescribed by the Board or incident to his/her office.

## **5.03 Vice President**

During the President's absence or inability to act, his/her duties and powers may be exercised by the Vice President. If the Vice President exercises any of those duties or powers, the President's absence or inability to act shall be presumed with respect thereto. The Vice President shall act as chief disciplinarian and sit on the Grievance Committee. The Vice President shall also perform the other duties from time to time prescribed by the Board or incident to his/her office.

## **5.04 Secretary**

The Secretary shall be clerk of the Board and shall attend all meetings of the Board and to record all facts and minutes of those proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to Directors. He/she shall be the contact person for custodian of the corporate seal of the Corporation and of all books, papers, records correspondence, and documents belonging to the Corporation with the solicitors of the Corporation and shall perform other duties from time to time prescribed by the Board incident to his/her office.

## **5.05 Treasurer**

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board. He/she shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Board, whenever required of him/her, an account of all his/her transactions as Treasurer and of the financial positions of the Corporation. He/she shall co-operate with the accountants or auditors of the Corporation during any audit or financial review of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board incident to his/her office.

## **5.06 Past President**

The Past President shall perform from time to time the duties prescribed by the Board, and may perform such additional duties as may be requested of him or her by the President.

## **5.07 Registrar**

The Registrar is to organize and arrange for annual registrations and advise the Board on the need for annual registration drives. He or she is to keep the database of all players including player's name, addresses, telephone number, birthdates, parent's/guardian's names and telephone numbers, email addresses and registration payment details. He or she is to provide to the Board of Directors a list of all players registered in the previous season who have not registered in the upcoming season. He or she are to turn over to the Treasurer all monies received from registrations and purchases of rep tryout passes, complete with a listing that allows for proper accounting of said monies for Treasurer's requirements. The Registrar shall prepare lists of players who have purchased rep passes for tryouts. He or she shall log all information regarding players who have purchased rep passes for tryouts. He or she shall log all information regarding players who withdraw by turning over a copy of the

player's registration form along with all information pertaining to how the registration was paid to the Treasurer for calculation of any refund that may be applicable.

#### **5.08 Director of Hockey Operations**

The Director of Hockey Operations is responsible for setting up the seasonal ice schedules for both practices and games for all hockey programs. He or she shall evaluate and recommend the number of GGHA hockey teams for both House Leagues and Representative programs.

#### **5.09 Director of Fundraising and Sponsorship**

The Director of Fundraising and Sponsorship shall secure sponsorships for each of the House League, Rep and Select Teams. He or she will oversee and develop the sponsorship structure, including communication templates/letters and sponsorship package offerings. He or she shall liaise with House League and Rep convenors to communicate sponsors for each respective team and be responsible for all correspondence with sponsors and for involving sponsors in all GGHA functions. Ensure that each team reports their results in the local newspapers and other appropriate media outlets on a regular basis. Develop and monitor the general fundraising plan according to the Corporation's budget and shall report all fundraising budgets to the Treasurer. He or she will also monitor and approve all team fundraising endeavors. He or she will also seek out new fundraising and sponsorship opportunities for all activities of the corporation.

#### **5.10 Director of Purchasing and Equipment**

The Director of Purchasing and equipment shall secure all equipment and purchased services through appropriate purchasing protocols including a minimum of two (2) bids (and ideally three) for products and services with a value of more than \$1000. He or she will co-ordinate with the House League Convenor for numbers of players per team and order jerseys and socks accordingly, and arrange for sponsor logos screening, and to order new and maintain existing rep jerseys. He or she will arrange and schedule annual team photographs. He or she will coordinate and manage the ordering and purchase of other shared supplies and services. He or she will also ensure the maintenance and storage of the corporation's equipment. He or she will work closely with other directors of the corporation to provide the resources and services needed by obtaining competitive quotes.

#### **5.11 Director of Communications and Public Relations**

The Director of Communications and Public Relations will work closely with other directors of the corporation to enhance the profile of the corporation. This will include media relations for the corporation and providing templates and guidance for all teams to maintain media profile. Enhancing social media and the online profile is key to this position. The Director of Communications and Public Relations will work closely with the Director of Sponsorship and Fundraising to ensure that sponsors receive adequate and ongoing recognition. She/he may coordinate, organize or supervise special events from time to time that increase the profile of the corporation or enhance the experience of the members. He or she shall be responsible to contact the City of Guelph for special events such as Provincial Team winners and the award of City of Guelph medals.

#### **5.12 Rep Convenor**

The Rep Convenor is to attend all OWHA and LLFHL annual meetings, assist rep coaches where necessary. He or she shall act as liaison between coaches, players, OWHA, LLFHL and the Board of Directors. The Rep Convenor shall conduct a coaches meeting and a managers meeting at the beginning of each season. He or she shall assist GGHA functions where required.

### **5.13 Director of House League**

The Director of House League shall be responsible for overseeing all levels of the GGHA house league program (Fundamentals to Intermediate), including the DS program. The Director of House League will work with division convenors to supervise player evaluations and ensure the creation of balanced teams. The Director of House League will work other Directors to provide coaches with mentoring opportunities. The Director of House League will conduct a coaches meeting at the beginning of the season and throughout. The Director of House League is to register and insure all teams in the House League and to be the liaison between division convenors, coaches and the Board of Directors. He or she shall not coach a team in the house league program. He or she will handle complaints and ensure that the fair play policies are adhered to. He or she will arrange for the reporting of scores to the local newspapers on a weekly basis and to attend games throughout the year and championship games. Along with division convenors, he/she will be responsible for planning year-end house league championship day.

### **5.14 Director of Ice Scheduling**

The Director of Ice Scheduling is responsible for booking ice with the City of Guelph and the University of Guelph, or elsewhere as required as well as managing the ice schedules on a day-to-day basis during the season. He or she shall also be responsible to liaison with Guelph Hockey Referees Association for matters regarding officiating and booking. The Ice Scheduler shall also liaison with the City of Guelph or the University of Guelph or elsewhere as required for all other facility bookings

### **5.15 Director of Hockey Development**

Director of Hockey Development shall develop and oversee a skills program to meet the needs and abilities of the participants in the Association. He/She will also be responsible for and arrange and implement yearly coaches, trainers and Speak Out clinics in accordance to National Coaching Certification Program.

### **5.16 Director of Winter Classic Tournament**

Director of the Annual Winter Classic Tournament will organize and oversee all areas and responsibilities pertaining to the successful running of the tournament.

### **5.17 Other Officers**

The Board may appoint other officers, including, without limitation, Honourary Officers, and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation appointed by the Board shall be such as the terms of their agreement call for or the Board prescribes.

## **6.00 ELECTION OF THE BOARD**

### **6.01 Retirement**

Subject to the provisions of the *Corporations Act*, Directors shall be elected by the members entitled to vote and shall retire after two (2) years sitting as a Director, or if the membership in the Corporation is revoked under Sections 7.06 or 7.09.

### **6.02 Elections**

At each annual meeting the number of Directors equal to the number of Directors retiring shall be elected for terms of two (2) years by and from the members eligible to vote. For the purposes of clarity and organization as a result of the passing of this by-law, the terms for the number of Directors retiring shall be split as follows:

Position	Election Cycle
President:	Even
Vice President:	Odd
Secretary:	Odd
Treasurer:	Odd
Director Hockey Operations:	Odd
Registrar:	Even
Rep Convenor:	Even
House League Director:	Odd
Director Fundraising and Sponsorship:	Even
Director of Communications and Public Relations	Even
Director-at-Large:	Even
Director of Hockey Development:	Even
Director of Winter Classic Tournament:	Odd
Director of Equipment and Purchasing:	Odd

and hereafter, elections shall correspond to the end of the term of each position as above.

### **6.03 Nominations**

Candidates for the office of Director shall include:

- .01** the slate of candidates for office proposed by the Nominating Committee; and
- .02** the persons whose names are put in nomination on form as prescribed by the Nominating Committee by any member entitled to vote fourteen (14) days prior to the date set for the annual meeting of members at which the election of directors is held.

### **6.04 Election Method**

Where:

- .01** the number of candidates nominated is equal to the number of offices to be filled, the Secretary at the meeting shall cast a single ballot electing that number of candidates for the offices; and
- .02** the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

## **7.00 MEMBERSHIP**

### **7.01 Classes**

There shall be two classes of membership in the Corporation:

- .01** Ordinary Members; and
- .02** Honourary Members

### **7.02 Honourary Members**



From time to time, the Board may by resolution admit for life or lesser term without payment of any fee or assessment as an Honourary Member a person who, in the opinion of the Board has made an outstanding contribution to the development of the Corporation. An Honourary Member shall not have the right to vote.

### **7.03 Ordinary Members + Voting by Ordinary Members**

#### **7.03.01 Types of Ordinary Membership**

There shall be two types of ordinary members (“Ordinary Members”) as defined below.

#### **7.03.02 Ordinary Membership by Admittance of Board**

The Board may by resolution admit a person who is not otherwise qualified under Section 7.03.03 to be an Ordinary Member. If admitted as such, Ordinary Membership shall expire one year after such resolution, provided that a Board may admit the same person by resolution on an annual basis.

#### **7.03.03 Ordinary Membership by Player Registration**

It is acknowledge that membership in the Corporation ideally would consist of players whose registration has been accepted in Guelph Girls Hockey Association. However, as many of such players are under the age of majority (18 years), ordinary membership in the Corporation shall consist of one parent or legal guardian for each player registered in the Guelph Girls Hockey Association if such player is under 18 years of age as of December 31 of the current season. If over 18 years of age, an Ordinary member shall be such player as registered in the Guelph Girls Hockey Association. The membership fee for admission as an Ordinary member shall be payment of the yearly fee for registration by or for each such player.

#### **7.03.04 Voting by Ordinary Members**

**7.03.04.01** There shall be only one (1) vote for each player registered in the Guelph Girls Hockey Association. For sake of clarity, the following are examples:

Player(s) Under 18:

One player registered with two parents living together – 1 vote

One player registered with parents living apart – 1 vote (parents will need to decide who has right to cast vote);

Two players registered with same two parents living together – 2 votes (one vote each parent or 2 votes from one parent – parents may decide)

Two players registered with parents living apart – 2 votes (parents will need to decide who has right to cast votes)

Three players registered with same parents living together – 3 votes (one vote to 1 parent and 2 votes from other parent or other configuration as parents may decide)

Three players registered with parents living apart – 3 votes (parents will need to decide who/which has right to cast votes and in what configuration).

Player(s) over 18:

Each player registered over 18 years of age has one vote.

so long as “one vote per player registered” is not exceeded.

**7.03.04.02** An Ordinary Member admitted under Section 7.03.02 shall be entitled to one (1) vote.

### **7.04 Holding Office**

No person who is not an Ordinary Member shall be qualified to be a Director.

#### **7.05 Transfer of Membership**

A membership in the Corporation is not transferable with the exception that if once a player registered in Guelph Girls Hockey Association turns 18 years of age, her parent(s) or legal guardian(s) is no longer an Ordinary member and such player becomes an Ordinary member of the Corporation.

#### **7.06 Revocation of Membership**

Any member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote an annual or other general meeting of members.

#### **7.07 Termination of Membership**

An Ordinary membership in the Corporation automatically terminates upon the happening of any of the following events:

- .01 if the member or the player registered in the Guelph Girls Hockey Association, in writing, resigns;
- .02 if the player registered in the Guelph Girls Hockey Association dies; or
- .03 if the player or the member registered Guelph Girls Hockey Association person is expelled from the Corporation pursuant to Section 7.06;
- .04 if the player has not registered for the current year in the Guelph Girls Hockey Association when required as set by the rules of the Board for registration, subject to admittance if applicable under Section 7.03.02.

#### **7.08 Liability of Members**

Members shall not, as such, be held, answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

#### **7.09 Annual Meeting**

The annual meeting of the members' hall is held each year within the city limits of Guelph, Ontario, at a time, place a date determined by the Board, for the purpose of:

- .01 hearing and receiving the reports and statements required by the *Corporations Act* to be read at and laid before the Corporation at an annual meeting;
- .02 election of such Directors as are to be elected at such annual meeting;
- .03 appointing the auditor and fixing or authorizing the Board to fix his or her remuneration; and
- .04 the transaction of any other business properly brought before the meeting.

#### **7.10 General Meeting**

The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided in the *Corporations Act*.

#### **7.11 Notice of Meetings**

Notice of the time, place and date of meetings or members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting so each member by posting on the web site of the Corporation or by sending by prepaid mail or email to the last address of the addressee shown on the Corporation's records.

#### **7.12 Quorum**

Five (5%) percent of the Ordinary members present in person or represented by proxy constitute a quorum at a meeting of members, and no business shall be transacted at any meeting unless the requisite quorum is present at commencement of such business.

[PROVIDED HOWEVER that where:

- .01** less than five percent (5%) of the members persons are present in person one-half hour after the commencement time specified n the notice calling the meeting of members; and
- .02** the business transacted is limited to the selection of a President and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying the date, time and place for the resumption of the meeting, then present in person constitute a quorum.

PROVIDED FURTHER that at the meeting at the date, time and place specified in the motion to adjourn referred to in subsection 7.12.02, numbers of persons present required for a quorum shall be divided by two.]

#### **7.13 Voting by Members**

Unless otherwise required by the provisions of the *Corporations Act*, all questions proposed for the consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes, the President or President delegate presiding at the meeting has a second or casting vote.

#### **7.14 Proxies**

Every member entitled to vote at meeting of members may by means of a proxy appoint a person as his/her nominee to attend and act at the meeting in the manner and to the extend and with the power conferred by the proxy; provided that no person may carry more than five (5) proxies to any meeting of members. A proxy shall be in writing, shall be executed by the member entitled to vote, shall be in writing, and ceases to be valid 365 days from its date. Subject to the requirements of the *Corporations Act*, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

#### **7.15 Show of Hands**

At all meetings every question shall be decided by a show of hands unless otherwise required by this by-law (such as elections) or unless a poll is required by the Chair. Members shall indicate to the Secretary how many votes that member carries by virtue of his or her or proxy at the time the show of hands is being taken. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against the motion.

## **7.16 Chair of the Meeting**

In the absence of the President, or the Vice President, the members entitled to vote present at any meeting of member shall choose another Director as Chair of the meeting and if no Director is present or if the entire Directors present decline to act as Chair, then members present shall choose one of their number to be Chair.

## **7.17 Adjournments**

Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting form which the adjournment took place. No notice is required of any adjourned meeting.

## **8.00 Committees**

### **8.01 Standing Committees**

There shall be the following Standing Committees:

- .01 Tournament Committee:** The Chair of the Tournament Committee shall be the Director of Tournament sit at the pleasure of the Board. The Tournament Committee shall consist of as many members as the Chair determines necessary for the purposes of the work of the Tournament, provided that each “representative team” shall appoint at least one of its players’ parents to be a member on the Tournament Committee no later than November 1st of each year.
- .02 Grievance Committee:** This Committee shall consist of the Vice President, one Ordinary Member, and a person who is not a member of the Corporation. The Board shall compile a panel of persons available to sit on the Grievance Committee from among the aforementioned criteria no later than September 15<sup>th</sup> of each year. This Committee shall meet as necessary to hear grievances between coaches or assistant coaches and players or players’ parent(s) on the player’s behalf and recommend action as necessary. This Committee shall have the right to appoint additional persons to preside at a hearing held under its authority if the members of the Grievance Committee decide in their reasonable discretion is necessary. The Grievance Committee shall report to the Board and make recommendations to the Board after any hearing, if any. In the case of conflict (defined as involving a player in the same birth year or on the same team as any daughter of a member of the Grievance Committee) that person shall not be chosen from among the panel of persons selected for that particular hearing.
- .03 Nominations Committee:** This Committee shall consist of one Director, one Ordinary Member whose daughter plays house league hockey, and one Ordinary Member whose daughter plays representative hockey. This Committee shall be struck no later than December 15<sup>th</sup> of each year. The Nominations Committee shall recruit and investigate potential Directors to replace those who are scheduled to retire or for open positions at the Board level in the forthcoming year, and then shall carry out its duties as noted in Section 6 of this By-law. The Nominations Committee shall prescribe the form of nomination form to be used further to Section 6 for use by both itself and nominations from the Ordinary members. The Nomination Committee, when selecting candidates for the position of the Director who is to hold the office of President shall endeavour to nominate a person whom has prior experience on the Board of the Corporation, if at all possible.
- .04 Coach Selection Committee:** This Committee shall consist of at least three (3) persons not involved directly with Guelph Girls Hockey Association but whom have exhibited interest and knowledge in the sport of hockey and coaching of hockey teams. The Board of Directors shall compile a roster of potential members no later than January 1st of each year. The Coach Selection Committee shall receive applications for representative level coaches by end January

each year, shall interview and/or observe any applicants as it deems necessary and shall recommend to the Directors its choices for coaches for the upcoming hockey year by end February. If directed by the Board, the Coach Selection Committee shall also receive applications and interview and/or observe any applicants as it deems necessary and shall recommend to the Directors its choices for house league coaches for the upcoming hockey year.

**8.02 Combined and Inactive Committees**

From time to time by resolution the Board may combine the work of two or more Standing Committees under such names the Board shall select; and may permit any Standing Committee to be inactive.

**8.03 Ad Hoc Committees**

There may be such Ad Hoc Committees and for such purposes as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be determined automatically upon:

- .01 the delivery of its reports;
- .02 the completion of its assigned tasks;
- .03 a majority change in the membership of the Board by which it was constituted; or
- .04 a resolution to that effect of the Board by which it was constituted;

whichever first occurs.

**8.04** Except as otherwise provided by by-law of the Corporation, all committees are subject to the following:

- .01 The chair and members of the Committee shall be appointed by the Board among the members of the Corporation who are qualified to hold office as noted above, for a term of one (1) year and may be re-appointed for one or more additional terms of one (1) year; PROVIDED THAT each committee shall have at least one member of the Board of Directors, with the exception of the coach Selection Committee as noted above.
- .02 The Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference;
- .03 The Committee shall report after each of its meetings to the Board;
- .04 The Committee may establish its own rules of procedure and appoint subcommittees as may be approved by the Board of Directors from time to time.

**9.00 BOOKS AND RECORDS**

The Board, via the Secretary, shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

**10.00 BANKING ARRANGEMENTS**

**10.01** The Treasurer and either the President or Vice President or any other person who shall be appointed by the Board of Directors, provided that there are always two signatories, shall be authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, and to have the following power and authority:

- .01 operate the Corporation's accounts with the banker;

- .02 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- .03 issue receipts for and orders relating to any property of the Corporation;
- .04 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- .05 authorize any officer of the bank to do any actor thing on the Corporation's behalf to facilitate the banking business.

## **11.00 BORROWING BY THE CORPORATION**

**11.01** Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may:

- .01 borrow money on the credit of the Corporation;
- .02 issue, sell or pledge securities of the Corporation; or
- .03 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,

provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

**11.02** From time to time, the Board may authorize any Director, Officer or employee of the Corporation, or any other person to make proposals and recommendations to the Board with reference to the money so borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore.

## **12.00 AUDITOR**

### **12.01 Appointment and Remuneration**

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor.

## **13.00 FINANCIAL YEAR**

**13.01** The financial year of the Corporation shall terminate on April 30<sup>th</sup> in each year or such other date as the Board may from time to time by resolution determine.

## **14.00 NOTICE**

### **14.01 Computation of Time**

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of the giving the notice is, unless otherwise provided, excluded.

### **14.02 Omissions and Errors**

The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, member, or the auditor of the Corporation may at any time waive notice of any meeting and ratify and approve any or all proceedings taken thereat.

**15.00 BY-LAWS AND AMENDMENTS, ETC.**

**15.01 Enactment**

By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the *Corporations Act*.

**16.00 REPEAL OF PRIOR BY-LAWS**

**16.01 Repeal**

All prior by-laws, resolutions and other enactments of the Corporation heretofore enacted or made are repealed.

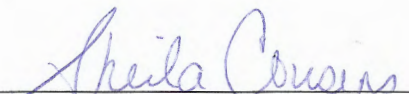
**16.02 Proviso**

Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

**17.00 EFFECTIVE DATE**

**17.01** This by-law shall come into force without further formality upon its enactment.

Passed by at least 2/3 of the members of the Corporation at a meeting properly held and constituted as evidenced by the signature of the Secretary of the Corporation this 15th day of June, 2015.

  
\_\_\_\_\_  
Sheila Cousins, Acting Secretary GGHA

*Supersedes GGHA By-Law -2 dated June 11, 2014*