

RESTATED BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

GUELPH GIRLS HOCKEY ASSOCIATION (hereinafter called the "**Corporation**")

RESTATED as a by-law of the Corporation as follows:

Section 1. General

1.01 Definitions

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

- (a) "**Act**" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) "**Annual Meeting**" means an annual meeting of members of the Corporation;
- (c) "**Board**" means the board of directors of the Corporation;
- (d) "**By-laws**" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- (e) "**Chair**" means the Chair of the Board and the person chairing a meeting of the Board or a Meeting of Members;
- (f) "**Corporation**" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- (g) "**Director**" means a member of the Board;
- (h) "**extraordinary resolution**" means a resolution passed by a majority of not less than eighty percent (80%) of the votes cast on that resolution;
- (i) "**Member**" means a member of the Corporation;
- (j) "**Members**" means the collective membership of the Corporation;
- (k) "**Meeting of Members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" or "special meeting" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (l) "**Officer**" means an officer of the Corporation;
- (m) "**ordinary resolution**" means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution; and
- (n) "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

Other than as specified in section 1.01 of this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

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

1.04 Purpose

The purposes of the Corporation are:

- (a) promoting interest among girls in amateur hockey;
- (b) arranging matches and competitions and establishing and granting prizes, awards and distinctions; and
- (c) fostering goodwill and sportsmanship and such other complementary purposes not inconsistent with these objects.

1.05 Head Office

The headquarters of the Corporation shall be located at 100 Crimea Street, Unit B2, Guelph, ON N1H 2Y6 or at such a place as may be determined from time to time by the Board.

1.06 Seal

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

1.07 Execution of Documents

All cheques, deeds, transfers, assignments, contracts, obligations, expenditures, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of the President, Vice-President, Treasurer, and such persons as appointed pursuant to a resolution of the Board. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.

For greater certainty, any two (2) of the President, Vice-President, Treasurer, and such persons as appointed pursuant to a resolution of the Board, have authority to have authority to sign on behalf of the Corporation for the bank account of the Corporation and are hereby individually authorized to sign cheques and other banking documents on behalf of the Corporation.

Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 2. Directors**2.01 Number of Directors**

The Board shall consist of a minimum of three (3) Directors and maximum of seventeen (17) Directors, each of whom shall be a Member in good standing. The number of Directors may be changed from time to time by special resolution.

2.02 Election and Term

The Directors shall be elected by the Members. Directors will serve for a term expiring not later than the fourth (4th) Annual Meeting after the election. The exception is where a Director is elected or appointed to fill a vacancy on the Board, in which case the term of office shall be the unexpired portion of the term of office of the Director that has been replaced. There is no restriction on the number of terms that a Director can serve.

Each Member in good standing who is entitled to vote under the provisions of these By-laws shall receive an explanation of the nomination and election process, and a nomination form for nominating Members to fill any open positions on the Board. Members may self-nominate, and all nomination forms must be received by the Corporation no later than fourteen (14) days prior to the Annual Meeting.

Elections for Directors will take place by secret written ballot at the Annual Meeting. If the Annual Meeting is held electronically, elections will take place by an anonymous poll question. The nominated candidate(s) for the Board receiving the most votes shall be elected. The results of the election will be announced at the Annual Meeting by the Board.

Each Director shall be an individual at least eighteen (18) years of age, shall be mentally competent, and shall not be an undischarged bankrupt.

2.03 Duties and Powers of the Board

The Board shall manage the affairs of the Corporation. The Board may from time to time establish policies and codes of professional conduct of Members.

The Board shall, at each Annual Meeting, make a full report of its acts and doings during the preceding fiscal year. Copies of reports shall be made available to all Members at the Annual Meeting.

The Board may from time to time, and when applicable subject to a special Meeting of Members:

- (a) be empowered to borrow money upon the credit of the Corporation in such amounts and upon such terms as may be deemed necessary;
- (b) issue bonds, debentures, or other like liabilities of the Corporation whether constituting a charge on the real property of the Corporation or not, for such amounts and upon such terms as may be deemed expedient, and pledge or sell the same for such sums and at such prices as the Directors may determine; and
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertaking to secure any such bonds, debentures, debentures stock or other obligation or liability of the Corporation.

2.04 Vacancies

The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- (b) if the Director dies or becomes bankrupt;
- (c) if the Director is found to be incapable of managing property by a court or under Ontario law;
- (d) if the Director becomes disqualified in accordance with the eligibility criteria outlined in this By-law; or
- (e) if, at a Meeting of Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.05 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- (a) a quorum of Directors may fill a vacancy among the Directors;
- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special Meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- (c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- (d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment by ordinary resolution passed before such payment is made; and
 - (iii) in compliance with the conflict of interest provisions of the Act.

2.07 Committees

Subject to the limitations on delegation set out in the Act, the Board may establish any committee or advisory body it determines necessary for the execution of the Board's responsibilities with such powers as the Board shall see fit, except those powers set out in the Act that are not permitted to be delegated. The Board shall determine the composition and terms of reference for any such committee. For each named committee the Board shall determine and approve the terms of reference, including approval of a budget. Any expenditure in excess of the approved budget must receive Board approval. The Board may dissolve any committee and remove any committee member by ordinary resolution at any time.

Section 3. Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the President or any two (2) Directors.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 10 of this By-law to every Director of the Corporation not less than two (2) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting.

3.04 Quorum

A quorum for a meeting of the Board is a majority of Directors elected or appointed plus one (1). The act of a majority of Directors present at any meeting at which a quorum is present shall be the act of the whole Board.

3.05 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-President shall preside at Board Meetings. In the absence of the Chair and the Vice-President, the Directors present shall choose one of their number to act as the Chair.

3.06 Voting

The method of voting at any meeting of the Board shall be determined by the Chair prior to any vote being taken. Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote.

3.07 Participation by Telephone or Other Communications Facilities

If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

Section 4. Financial

4.01 Banking

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

4.02 Financial Year

The financial year of the Corporation ends on April 30th in each year or on such other date as the Board may from time to time by resolution determine.

4.03 Annual Financial Statements

Members who have informed the Corporation that they wish to receive a copy of the documents referred to in subsection 84(1) of the Act shall receive a copy not less than five (5) business days before the Annual Meeting or before the signing of a resolution under section 59 of the Act in lieu of the Annual Meeting.

Section 5. Officers

5.01 Election and Term

The Board shall appoint from among the Directors a President (who is Chair), Vice-President, Treasurer, and Secretary at its first meeting following the Annual Meeting. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of: the Officer's successor being appointed, the Officer's resignation, or such Officer's death.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 of this By-law and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Vice-President

The Vice-President shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.08 Duties of the Secretary

The Secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

Section 6. Protection of Directors and Others**6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

Section 7. Conflict of Interest**7.01 Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Section 8. Members

8.01 Members and Membership Conditions

Membership in the Corporation shall consist of three (3) classes of membership in the Corporation and will be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

A membership in the Corporation is not transferable and automatically lapses if the Member dies or resigns, fails to pay on their anniversary date the annual membership fee as set out in By-law No. 2, or such Member is otherwise terminated in accordance with the Act or these By-laws.

A firm or an incorporated company may not become a Member.

8.02 Membership Classes

There are three (3) classes of membership in the Corporation: (a) "**Ordinary**", (b) "**Registered**", and (c) "**Honorary**":

- (a) An individual interested in furthering the Corporation's purposes may become a Member by payment of the annual membership fee and shall have all the privileges of the Corporation including that of voting and holding office.
- (b) An individual, or their parent or legal guardian as the case may be, registered with the Corporation may become a Member by payment of the annual membership fee, but the name of one (1) person only in any one year may be entered as the representative of any individual under eighteen (18) years of age who is registered with the Corporation and only that person shall exercise the privileges of membership in the Corporation including that of voting and holding office.
- (c) The Board, at its discretion, may grant a person to be a Member without payment of the annual membership fee and such person shall not have any privileges of the Corporation including that of voting and holding office.

8.03 Membership Fees

Members shall be required to pay an annual membership fee as set out in By-law No. 2 from time to time.

8.04 Discipline of Members

The Board shall have authority by ordinary resolution to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the articles, By-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

No Member may be suspended or expelled unless it has first received written notice of the reasons for the proposed disciplinary action. The notice shall be delivered at least fifteen (15) days before a hearing of the Board to address the disciplinary action. The Member shall be afforded an opportunity to respond to the proposed disciplinary action by a full hearing before a quorum of the Board before a final action is taken.

A disciplinary action under this section 8.04 is effective immediately upon adoption by the Board.

8.05 Non-Payment of Fees

Membership in the Corporation is terminated when any Member lets their membership lapse by failing to pay the annual membership fee on their anniversary date. Members who have let their membership lapse lose their voting rights until such time as they pay the required fee and once again become a Member in good standing.

The Board may provide the conditions and procedures under which the Corporation may reinstate a Member who has let their membership lapse, or whose membership was otherwise terminated, provided that such reinstatement does not conflict with these By-laws.

Section 9. Meeting of Members

9.01 Annual Meeting

The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board. The Annual Meeting must take place no later than fifteen (15) months following the preceding Annual Meeting.

The business transacted at the Annual Meeting shall include:

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

No other item of business shall be included on the agenda for an Annual Meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the Annual Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members at any time. The Board shall convene a special meeting in accordance with the Act on written requisition of not less than one-tenth (1/10) of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act.

9.03 Notice

Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any Meeting of Members shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.04 Quorum

A quorum for the transaction of business at a Meeting of Members is five percent (5%) of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair shall preside at a Meeting of Members. In the absence of the Chair, the Vice-President shall preside at a Meeting of Members. In the absence of the Chair and the Vice President, the Members shall choose another Director, and if no Director is present or if all of the Directors present decline to preside, the Members present shall choose one of their number to act as the Chair.

9.06 Voting of Members

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

- (a) each Member shall be entitled to one (1) vote at any meeting;
- (b) Members may exercise their vote through the use of a proxy in the form attached as Schedule E. A proxy may be exercised only by the person named in such proxy, who must be a voting Member of the Corporation in good standing. Proxies may be utilized upon any proposition submitted to a vote at an Annual Meeting.
- (c) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- (d) an abstention shall not be considered a vote cast;
- (e) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

- (f) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (g) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Meeting of Members, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Meeting of Members are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

9.09 Persons Entitled to Vote

Only Members and proxy holders in good standing are entitled to vote.

9.10 Absentee Voting at Meeting of Members

Votes at an Annual Meeting may be given either personally or by proxy or, in the case of a Member who is a body corporate or association, by an individual authorized by a resolution of the Board or governing body of the body corporate or association to represent it at an Annual Meeting. A Member entitled to vote at an Annual Meeting may vote by mailed-in ballot if the Corporation has a system, or by means of a telephonic, electronic or other communication facility that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

At every meeting at which a Member is entitled to vote every Member and/or person appointed by proxy to represent one or more Members and/or individuals so authorized to represent a Member, who is present in person shall have one (1) vote. A proxy shall be executed subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member:

- (i) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
- (ii) with the Chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting; and
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at an Annual Meeting in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting.

Pursuant to sections 17(1) and 103(1)(l) of the Act, a special resolution of the Members is required to make any amendment to the By-laws to change this method of voting by Members not in attendance at an Annual Meeting.

9.11 Exemption from Audit

The Members entitled to vote may, if qualified pursuant to the Act and government regulations, pass an extraordinary resolution that:

- (a) acknowledges the Corporation's eligibility to have a review engagement instead of an audit in respect of the Corporation's financial year; or
- (b) resolves not to appoint an auditor and to not have an audit or a review engagement report in respect of the Corporation's financial year.

Section 10. Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Annual Meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11. Dissolution

11.01 Dissolution of the Corporation


The vote to dissolve the Corporation must be by written ballot, or by anonymous poll if electronic facilities are used, and must be approved by special resolution of the Members. The OHS must be notified at least thirty (30) days prior to the vote and must be notified of the results immediately thereafter. Upon dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed to a charitable organization(s) with similar goals as the Corporation.

Section 12. Adoption and Amendment of By-laws

12.01 Amendments to By-laws

The Members may from time to time amend this By-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at an Annual Meeting.

This restated By-law No.1 was passed by the Members of the Corporation entitled to vote thereat at a meeting duly held and properly constituted and upon which notice was properly given in accordance with the provisions of the Act effective as of November 27, 2024.

DocuSigned by:

26509DD291B34AB...


Michelle Watterson, President

Signed by:

84E63A227822467...

Scott Pettipiere, Treasurer

The foregoing By-law is hereby confirmed by the Directors of the Corporation at a meeting duly held and properly constituted and upon which notice was properly given in accordance with the provisions of the Act effective as of November 27, 2024.

DocuSigned by:

26509DD291B34AB...

Michelle Watterson, President

Signed by:

84E63A227822467...

Scott Pettipiere, Treasurer

Schedule A

Position Description of the President

The President shall act as Chair and shall, when present, preside at all Meetings of Members and the Board. The President has the necessary authority to effectively carry out the inherent responsibilities of the role. Generally, duties include:

- (a) exercising leadership, supervision, and management of the affairs of the Corporation;
- (b) consulting with and informing all other Officers and Directors, Members, and the Corporation with respect to all significant issues and events; and
- (c) performing all duties incident to the offices of Chair, President, and those other duties that the Board may from time-to-time assign.

Schedule B

Position Description of the Vice President

The Vice-President assists the President in the day-to-day operation and governance of the Corporation. The Vice-President shall report to the President and directly to the Board for compliance-related matters. The Vice-President has the necessary authority to effectively carry out the inherent responsibilities of the role.

The Vice-President shall assume the duties of the President in the absence of the President. When the Vice-President acts in place of the President, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President.

The Vice-President shall be responsible for other duties that the President or the Board shall delegate from time to time.

Schedule C

Position Description of the Treasurer

The Treasurer reports directly to the President and is responsible for all moneys received and all disbursements therefrom, as well as for preparing and maintaining all financial records of the Corporation. The Treasurer assists the President and the Board ensure the Corporation is in good fiscal health, and with the approval of the Board, may engage external professional assistance in executing part of their mandate.

The Treasurer has the necessary authority to effectively carry out the inherent responsibilities of the role. Generally, duties include:

- (a) responsibility for the finances of the Corporation;
- (b) the maintenance of all Corporation financial records, and in conjunction with the President;
- (c) ensuring all moneys received by the Corporation as well as disbursements therefrom are properly recorded and deposited for safekeeping to the credit of the Corporation;
- (d) ensuring all taxes, including HST, are properly tracked and reported, and disbursements to the Canada Revenue Agency (CRA) are made on time;
- (e) ensuring the Board is regularly advised of the status of the accounting of funds;
- (f) otherwise perform appropriate duties to see that the assets of the Corporation are properly safeguarded; and
- (g) such other duties as may from time to time be determined by the Board.

Schedule D

Position Description of the Secretary

The Secretary shall report to the President and perform all duties incident to the office of Secretary.

The Secretary has the necessary authority to effectively carry out the inherent responsibilities of the role. Generally, duties include:

- (a) to see that all notices are given in accordance with the provisions of these By-laws, or as may be required by law, including the Act;
- (b) be custodian of the corporate records;
- (c) prepare and maintain the minutes of the Meetings of the Members, of the Board and the Annual Meeting;
- (d) ensure that the seal of the Corporation (if one exists) is affixed to all documents as authorized; and
- (e) perform other such duties as from time to time may be assigned by the President or by the Board.

Schedule E

Proxy Form of Guelph Girls Hockey Association (the "Corporation")

The undersigned voting Member of the Corporation hereby appoints _____ of the Corporation or failing the person appointed above, _____ of the Corporation, as the proxy of the undersigned to attend and act at the Annual Meeting of the said Corporation to be held on the day of _____, 2024 and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

Dated this day of __ day of _____, 2024.

[Name of Member]

BY-LAW NO. 2

A By-law establishing Membership Fees by


GUELPH GIRLS HOCKEY ASSOCIATION
(herein called the "**Corporation**")

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

- 1. The set fee for the three (3) classes of membership of the Corporation shall be passed from time to time by ordinary resolution of the Board.

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

The foregoing By-law is hereby confirmed by the Directors of the Corporation at a meeting duly held and properly constituted and upon which notice was properly given in accordance with the provisions of the Act effective as of November 27, 2024.

DocuSigned by:

26509DD291B34AB

Michelle Watterson, President

Signed by:

84E63A227822467...

Scott Pettipiere, Treasurer

**SPECIAL RESOLUTION
OF
GUELPH GIRLS HOCKEY ASSOCIATION
(the "Corporation")**

ARTICLES OF AMENDMENT

WHEREAS:

1. The Corporation filed letters patent on September 26, 1996 (the "**Articles**"); and,
2. It is desirable to amend the Articles in accordance with Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 ("**ONCA**"), which came into force on October 19, 2021.

NOW THEREFORE BE IT RESOLVED THAT:

The Articles are hereby amended as follows:

1. The number of directors shall be a minimum of three (3) and maximum of seventeen (17).
2. The registered address of the Corporation shall be located at 100 Crimea Street, Unit B2, Guelph, ON N1H 2Y6, or at such a place as may be determined from time to time by the Board.
3. The classes and voting rights of members of the Corporation shall be as follows:

There are three (3) classes of membership in the Corporation: (a) "**Ordinary**", (b) "**Registered**", and (c) "**Honorary**":

 - (a) An individual interested in furthering the Corporation's purposes may become a Member by payment of the annual membership fee and shall have all the privileges of the Corporation including that of voting and holding office.
 - (b) An individual, or their parent or legal guardian as the case may be, registered with the Corporation may become a Member by payment of the annual membership fee, but the name of one (1) person only in any one year may be entered as the representative of any individual under eighteen (18) years of age who is registered with the Corporation and only that person shall exercise the privileges of membership in the Corporation including that of voting and holding office.
 - (c) The Board, at its discretion, may grant a person to be a Member without payment of the annual membership fee and such person shall not have any privileges of the Corporation including that of voting and holding office.
4. Any officer or director of the Corporation be hereby authorized and directed to do and perform all acts and things, including, without limitation the execution of documents, necessary or desirable to give effect to the foregoing resolution.
5. This Resolution may be executed in any number of counterparts, and/or by facsimile, e-mail, PDF or digital format, each of which shall constitute an original and all of which, taken together, shall constitute one and the same instrument.

- 2 -

THE UNDERSIGNED being the President and Treasurer of the Corporation hereby confirms the foregoing special resolution to amend the Articles has been duly authorized as required by section 103 of the *Not-for-Profit Corporations Act*, 2010, S.O. 2010, c. 15.

DATED effective as of November 27, 2024.

DocuSigned by:

m watterson

26509DD291B34AB...

Michelle Watterson, President

Signed by:

Scott Pettipiere

84E63A227822467...

Scott Pettipiere, Treasurer



For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name *

GUELPH GIRLS HOCKEY ASSOCIATION

Ontario Corporation Number (OCN) *

1199158

Company Key *

000000000

Official Email Address *

tdhcorp@svlaw.ca

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name *

Thomas

Middle Name

D

Last Name *

Hunter

Telephone Country Code

1

Telephone Number *

519-837-2100

Extension

270

Email Address *

tdhcorp@svlaw.ca

3. Corporation Name

Complete this section only if you are changing the corporation name

The corporation will have:

☐ an English name (example: "Green Institute Inc.")

☐ a French name (example: "Institut Green Inc.")

☐ a combination of English and French name (example: "Institut Green Institute Inc.")

☐ an English and French name that are equivalent but used separately (example: "Green Institute Inc./Institut Green Inc.")

4. Number of Directors (if applicable)

Complete this section only if you are changing the number of directors

A minimum of three directors are required. Please specify the number of directors for your Corporation

☐ Fixed Number

☒ Minimum/Maximum

Minimum Number of Directors *

3

Maximum Number of Directors *

17

5. Purposes and Provisions (if applicable) (Maximum limit is 100,000 characters per text box)

Complete this section only if you are amending the Purposes and Provisions

Is the corporation a charity or does it intend to operate as a charity?

☐ Yes ☒ No

Description of Changes to Purposes

Please describe any amendments to the corporation's purposes in the area below (please be specific):

Enter the Text

Description of Changes to Special Provisions

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

Enter the Text

* Add the following Provisions to the existing Provisions as follows:

- 1. The minimum number of directors of the Corporation be set at three (3) and the maximum be set at seventeen (17).
- 2. There are three (3) classes of membership in the Corporation: (a) "Ordinary", (b) "Registered", and (c) "Honorary":
 - (a) An individual interested in furthering the Corporation's purposes may become a Member by payment of the annual membership fee and shall have all the privileges of the Corporation including that of voting and holding office.
 - (b) An individual, or their parent or legal guardian as the case may be, registered with the Corporation may become a Member by payment of the annual membership fee, but the name of one (1) person only in any one year may be entered as the representative of any individual under eighteen (18) years of age who is registered with the Corporation and only that person shall exercise the privileges of membership in the Corporation including that of voting and holding office.
 - (c) The Board, at its discretion, may grant a person to be a Member without payment of the annual membership fee and such person shall not have any privileges of the Corporation including that of voting and holding office.

6. Members Authorization and Effective Date

The resolution authorizing the amendment was approved by the members of the corporation on *
November 27, 2024

Requested Date for Amendment *
December 11, 2024

Authorization

☒ * I, Thomas D Hunter



confirm that:

- This amendment has been duly authorized as required by section 103 of the *Not-For-Profit Corporations Act, 2010*.
- This form has been signed by all the required persons.

Caution:

The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signatures

Name	Position	Signature
Michelle Watterson	President	<div>DocuSigned by:  26509DD291B34AB...</div>
Name	Position	Signature
Scott Pettipiere	Treasurer	<div>Signed by:  84E63A227822467...</div>

**RESOLUTIONS OF THE DIRECTORS
OF
GUELPH GIRLS HOCKEY ASSOCIATION
(the "Corporation")**

1. BY-LAW 1

BE IT RESOLVED THAT:

By-Law 1 effective as of November 27, 2024, being a by-law relating generally to the conduct of the business and affairs of the Corporation, and in the form which has been presented to the Directors and the Members, is hereby approved. The President and Treasurer are hereby authorized and directed to sign the By-Laws as so enacted as evidence of the foregoing and to insert the same in the minute book.

2. REGISTERED HEAD OFFICE

BE IT RESOLVED THAT:

The location of the registered office of the Corporation be and the same is fixed, until changed, at 100 Crimea Street, Unit B2, Guelph, ON N1H 2Y6.

3. FISCAL YEAR END

BE IT RESOLVED THAT:

The first fiscal year of the Corporation shall terminate on the last day of April in each year.

4. CORPORATE RECORDS:

BE IT RESOLVED THAT:

The corporate records for use by the Corporation be and the same are hereby adopted as follows:

- a) By-Laws;
- b) Minutes of Meetings and Resolutions of Directors;
- c) Members' Register;
- d) Directors' Register; and
- e) Officers' Register.

5. ELECTION OF DIRECTORS

BE IT RESOLVED THAT:

The following person having been elected by the Members as Directors of the Corporation shall hold such office until their successors are elected or appointed:

Michelle Watterson
Kevin Jay Warburton
Scott Pettipiere
Sarah Thompson
Scott Walton
Kevin Bond
Gisella Gazzola
Dave Brisebois

Matt Beauchamp
Nikki Harkness
Sinead Dumas
Joe Zinger

6. APPOINTMENT OF OFFICERS

BE IT RESOLVED THAT:

The following persons be and they are hereby appointed officers of the Corporation with effect as of and from the date hereof:

President	Michelle Watterson
Vice-President	Kevin Jay Warburton
Treasurer	Scott Pettipiere
Secretary	Sarah Thompson

10. COUNTERPARTS, PDF DELIVERY

BE IT RESOLVED THAT:

This Resolution may be executed in any number of counterparts, and/or by facsimile or e-mail transmission of Portable Document Format (“PDF”), each of which shall constitute an original and all of which, taken together, shall constitute one and the same instrument.

THE UNDERSIGNED, being all the Directors of the Corporation, hereby sign the foregoing resolutions pursuant to the provision of the *Not-for-Profit Corporations Act, 2010* (Ontario) dated effective as of November 27, 2024.

DocuSigned by:
m.watterson
20508DD231B311B
MICHELLE WATTERSON
Signed by:
Scott Pettiapiere
84E63A2Z78Z2467 ...
SCOTT PETTIPIERE
Signed by:
Scott Walton
03AFF89DE78A4CA...
SCOTT WALTON
Signed by:
Kevin Bond
5B323940C96C40C...
KEVIN BOND
Signed by:
Dave Brisebois
581FB365A9AE4CC...
DAVE BRISEBOIS
DocuSigned by:
Nicole Harkness
F64D442775EA405...
NIKKI HARKNESS
Signed by:
Joe Zinger
70A69A02E3834B3...

DocuSigned by:
Kevin Jay Warburton
7EE0AEE47E8BAC7
KEVIN JAY WARBURTON
Signed by:
Sarah Thompson
A68290CAA3EA425...
SARAH THOMPSON
Signed by:
Gisella Gazzola
F439620608114FA
GISELLA GAZZOLA
Signed by:
Matt Beauchamp
3E4BF9D1BCBD424...
MATT BEAUCHAMP
DocuSigned by:
Sinead Dumas
CE17D90464FA4FF...

CONSENT TO ACT AS DIRECTOR


TO: GUELPH GIRLS HOCKEY ASSOCIATION (the "Corporation")

I, THE UNDERSIGNED, hereby:

- i) consent to being elected and to acting as director of the above Corporation, such consent to take effect immediately and to continue in effect until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation;
- ii) consent to the holding of meetings of directors or of committees of directors by means of such telephone, electronic or other communication facilities as permit all persons participating in the meetings to communicate with each other simultaneously and instantaneously; and
- iii) acknowledge that I am not disqualified from acting as a director of the Corporation and I will notify the Corporation if I become disqualified to act as a director; and
- iv) acknowledge that I am an individual at least eighteen (18) years of age, I am a person who does not have the status of bankrupt, and I am a person who has not been declared incapable.

This consent may be executed in any number of counterparts, and/or by facsimile or e-mail transmission of Portable Document Format ("PDF"), each of which shall constitute an original and all of which, taken together, shall constitute one and the same instrument.

DATED effective as of November 27, 2024.

DocuSigned by:

26509DD291B34AB...

MICHELLE WATTERSON

CONSENT TO ACT AS DIRECTOR

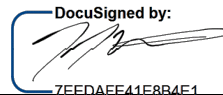
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DATED effective as of November 27, 2024.

DocuSigned by:

7EEDAEF41E8B4E1

KEVIN JAY WARBURTON

CONSENT TO ACT AS DIRECTOR

TO: GUELPH GIRLS HOCKEY ASSOCIATION (the "Corporation")

I, THE UNDERSIGNED, hereby:

- i) consent to being elected and to acting as director of the above Corporation, such consent to take effect immediately and to continue in effect until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation;
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DATED effective as of November 27, 2024.

Signed by:

84E63A227822467...

SCOTT PETTIPIERE

CONSENT TO ACT AS DIRECTOR

TO: GUELPH GIRLS HOCKEY ASSOCIATION (the “Corporation”)

I, **THE UNDERSIGNED**, hereby:

- i) consent to being elected and to acting as director of the above Corporation, such consent to take effect immediately and to continue in effect until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation;
- ii) consent to the holding of meetings of directors or of committees of directors by means of such telephone, electronic or other communication facilities as permit all persons participating in the meetings to communicate with each other simultaneously and instantaneously; and
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DATED effective as of November 27, 2024.

Signed by:

A68290CAA3EA425...

SARAH THOMPSON

CONSENT TO ACT AS DIRECTOR

TO: GUELPH GIRLS HOCKEY ASSOCIATION (the “Corporation”)

I, **THE UNDERSIGNED**, hereby:

- i) consent to being elected and to acting as director of the above Corporation, such consent to take effect immediately and to continue in effect until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation;
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- iv) acknowledge that I am an individual at least eighteen (18) years of age, I am a person who does not have the status of bankrupt, and I am a person who has not been declared incapable.

This consent may be executed in any number of counterparts, and/or by facsimile or e-mail transmission of Portable Document Format (“PDF”), each of which shall constitute an original and all of which, taken together, shall constitute one and the same instrument.

DATED effective as of November 27, 2024.

Signed by:

03AFF89DE78A4CA...

SCOTT WALTON

CONSENT TO ACT AS DIRECTOR

TO: GUELPH GIRLS HOCKEY ASSOCIATION (the “Corporation”)

I, **THE UNDERSIGNED**, hereby:

- i) consent to being elected and to acting as director of the above Corporation, such consent to take effect immediately and to continue in effect until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation;
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DATED effective as of November 27, 2024.

Signed by:

Kevin Bond

5B323940C56C40C

KEVIN BOND

CONSENT TO ACT AS DIRECTOR

TO: GUELPH GIRLS HOCKEY ASSOCIATION (the "Corporation")

I, THE UNDERSIGNED, hereby:

- i) consent to being elected and to acting as director of the above Corporation, such consent to take effect immediately and to continue in effect until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation;
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- iii) acknowledge that I am not disqualified from acting as a director of the Corporation and I will notify the Corporation if I become disqualified to act as a director; and
- iv) acknowledge that I am an individual at least eighteen (18) years of age, I am a person who does not have the status of bankrupt, and I am a person who has not been declared incapable.

This consent may be executed in any number of counterparts, and/or by facsimile or e-mail transmission of Portable Document Format ("PDF"), each of which shall constitute an original and all of which, taken together, shall constitute one and the same instrument.

DATED effective as of November 27, 2024.

Signed by:

E439620608114EA

GISELLA GAZZOLA

CONSENT TO ACT AS DIRECTOR

TO: GUELPH GIRLS HOCKEY ASSOCIATION (the "Corporation")

I, THE UNDERSIGNED, hereby:

- i) consent to being elected and to acting as director of the above Corporation, such consent to take effect immediately and to continue in effect until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation;
- ii) consent to the holding of meetings of directors or of committees of directors by means of such telephone, electronic or other communication facilities as permit all persons participating in the meetings to communicate with each other simultaneously and instantaneously; and
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This consent may be executed in any number of counterparts, and/or by facsimile or e-mail transmission of Portable Document Format ("PDF"), each of which shall constitute an original and all of which, taken together, shall constitute one and the same instrument.

DATED effective as of November 27, 2024.

Signed by:

581EB365A9AE4CC

DAVE BRISEBOIS

CONSENT TO ACT AS DIRECTOR

TO: GUELPH GIRLS HOCKEY ASSOCIATION (the “Corporation”)

I, **THE UNDERSIGNED**, hereby:

- i) consent to being elected and to acting as director of the above Corporation, such consent to take effect immediately and to continue in effect until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation;
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This consent may be executed in any number of counterparts, and/or by facsimile or e-mail transmission of Portable Document Format (“PDF”), each of which shall constitute an original and all of which, taken together, shall constitute one and the same instrument.

DATED effective as of November 27, 2024.

Signed by: 

3548F9D48C8D424...
MATT BEAUCHAMP

CONSENT TO ACT AS DIRECTOR

TO: GUELPH GIRLS HOCKEY ASSOCIATION (the "Corporation")

I, THE UNDERSIGNED, hereby:

- i) consent to being elected and to acting as director of the above Corporation, such consent to take effect immediately and to continue in effect until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation;
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DATED effective as of November 27, 2024.

DocuSigned by:
Nicole Harkness
F64D442775EA405...

NIKKI HARKNESS

CONSENT TO ACT AS DIRECTOR

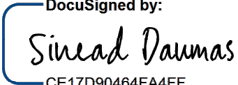
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DATED effective as of November 27, 2024.

DocuSigned by:

CE17D90464EA4EF

SINEAD DAUMAS

CONSENT TO ACT AS DIRECTOR

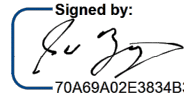
TO: GUELPH GIRLS HOCKEY ASSOCIATION (the "Corporation")

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DATED effective as of November 27, 2024.

Signed by:

70A69A02E3834B3...

JOE ZINGER