

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

1. NAME AND PURPOSE

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

2. AFFILIATIONS

- 2.1. The Association is affiliated with the Ontario Women's Hockey Association ("OWHA");
- 2.2. The Association shall adhere to and be bound by the rules and regulations of:
 - (a) Hockey Canada;
 - (b) the OWHA;
 - (c) the Ontario Hockey Federation ("OHF"); and
 - (d) those contained within the Letter Patent, Bylaws, Regulation and Rules of the Association.

3. REGISTERED OFFICE

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

4. MEMBERSHIP

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

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

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

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

4.1.3. **Players.** Players that are of or over the legal voting age;

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

4.1.5. **Team Officials.** Coaches, managers, and trainers for the current Membership Year by the Association;

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

4.1.7. **Honorary Members.** Any other interested person who has been approved for membership for the current Membership Year by the Board of Directors.

4.2. **Good Standing.** Members are in good standing at the discretion of the Board. At a minimum, a member is not in good standing if they:

- (a) Have outstanding membership dues or fees payable to the Association;
- (b) Have outstanding team assessment fees due to any house league, DS or Rep team(s);
- (c) Are serving a suspension implemented by the Board; and
- (d) Any other reason as determined by the Board, in its sole

discretion.

4.2.2. **Participation.** Members must remain in Good Standing to participate in the Association's programming and events.

4.2.3. **Ineligibility.** Members that are not in Good Standing are ineligible to:

- (a) Vote at the AGM; and
- (b) Be on the Board.

4.3. **Membership Year.** The current membership year for each member of the Corporation shall commence the day following completion of the OWHA Season.

4.4. **Termination of Membership.** Membership in the Corporation shall not be transferable and shall cease where a member:

4.4.1. resigns;

4.4.2. dies;

4.4.3. fails to pay required membership fees including any house league or competitive team assessments;

4.4.4. ceases to meet the qualifications for membership set out above in Article 4.1;

4.4.5. the Member Standards Committee recommends to the Board of Directors that the member, who has been suspended or not, has contravened the conditions of membership and he or she should be removed as a member;

4.4.6. the Board of Directors by a two-thirds (2/3s) vote may expel the member for conduct that may bring the Association into disrepute;

4.4.7. the Board of Directors may suspend any member of the Association at any time;

4.4.8. is granted a release from the Association; or

4.4.9. members may resign from the Corporation by submitting a written resignation to the Secretary-Treasurer.

5. DIRECTORS

- 5.1. **Number of Directors.** The number of directors shall be 9, inclusive of the President (the "Board" or "Directors"). In addition to the 6 officers that serve as Board members, the other 3 director positions shall be elected at large.
- 5.2. **Changing the Number of Directors.** Any change in the number of directors shall be determined by a majority vote of the members that are present at a duly constituted meeting of the members.
- 5.3. **Quorum.** 5 directors shall constitute a quorum for the transaction of business at any meeting of directors, unless the Board or members specify a greater number of Directors as quorum.
- 5.4. **Qualification.** No person shall be qualified to be a Director if:
- 5.4.1. he or she is less than 18 years of age;
 - 5.4.2. he or she is of unsound mind and has been so found by a court in Canada or elsewhere;
 - 5.4.3. if he or she has the status of a bankrupt;
 - 5.4.4. if he or she has been charged or convicted of an indictable criminal offence under the Criminal Code of Canada for which he or she has not been pardoned;
 - 5.4.5. he or she fails to provide a current security clearance; or
 - 5.4.6. he or she ceases to be a member pursuant to Article 4.3.
- 5.5. **Vacation of Office.** A Director ceases to hold office if he or she ceases to be qualified for election as a Director, is removed from office pursuant to Articles 5.6 or 5.7 or resigns by a written resignation received by the Secretary-Treasurer of the Corporation. A written resignation of a Director ~~is~~ effective at the time it is received by the Secretary-Treasurer of the Corporation, or at the time specified in the resignation, whichever is later.
- 5.6. **Removal of Directors by Membership.** The members may by 2/3 vote at a special meeting of members remove any Director from office.

- 5.7. **Removal of Directors by the Board.** It is expected that every Director shall participate in the administration of the Corporation by undertaking unpaid administrative roles in the Corporation. Any Director who:
- (a) does not, in good faith and with a view to actually helping out in a productive manner, volunteer to undertake an unpaid administrative role or sit on at least one committee (other than a coaching position);
 - (b) fails to attend meetings on a regular basis; or
 - (c) has engaged in conduct that may bring the association into disrepute;
- may be removed by a two-thirds vote of the Board of Directors.
- 5.8. **Vacancies.** Subject to the Act, a majority of directors present at a meeting of directors may fill a vacancy among the Directors. A Director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.
- 5.9. **Action by Directors.** The Board of Directors shall manage or supervise the management of the business and affairs of the Corporation. The powers of the Directors may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors (including electronic vote) entitled to vote on that resolution at a meeting of the Directors. Where there is a vacancy in the Board of Directors the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.
- 5.10. **Place of Meetings.** Meetings of directors may be held at any place in Ontario.
- 5.11. **Calling of Meetings.** Meetings of the Directors shall be held at such time and place as the President, or any five (5) Directors may determine.
- 5.12. **Notice of Meeting.** Notice of the time and place of each meeting of Directors shall be given to each Director by telephone or e-mail not less than 48 hours before the time of the meeting or by written notice not less than four days before the day of the meeting and need not specify the purpose of or the business to be transacted at the meeting. Meetings of the

Directors may be held at any time without notice if all the directors have waived or are deemed to have waived notice.

- 5.13. **First Meeting of New Board.** No notice shall be necessary for the first meeting of newly elected Directors held immediately following their election at a meeting of members.
- 5.14. **Adjourned Meeting.** Notice of an adjourned meeting of Directors is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 5.15. **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings and shall designate the place and time at which such meetings are to be held. A copy of any resolution of Directors fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, and no other notice shall be required for any such regular meeting. The Board shall meet at least four times during each Membership Year.
- 5.16. **Chair.** The President, or in his or her absence, a Director chosen by the Directors at the meeting, shall be the Chair of any meeting of Directors.
- 5.17. **Voting at Meetings.** Questions arising or decisions to be taken at any meeting of Directors shall be decided by a majority of votes cast at the meeting unless otherwise specifically provided in this By-Law. The Chair will cast the final vote. Conflict of interest will be identified and remediated by the President or Chair prior to a vote. Proxies are not allowed at any meeting of the Board of Directors.
- 5.18. **In Camera Meetings.** At any meeting, or portion thereof, The Board of Directors may have an in-camera meeting.
- 5.19. **Past President.** The Past president shall be an ex officio non-voting member of the Board of Directors.

6. OFFICERS

- 6.1. **Election.** Subject to Article 6.2, all officers shall be elected at an annual general meeting of members of the Corporation by a plurality of votes. If an election of officers is not held to replace an officer as required, the officer then in office shall continue in office until his or her successor is elected.

- 6.2. **Qualifications.** Any member of the Corporation eligible to serve as a Director of the Corporation is eligible to serve as an officer of the Corporation.
- 6.3. **The President shall have served previously as an elected officer or Director of the Association.** If no person with such qualifications is nominated by the deadline set for nominations, any member may be nominated for President at the annual general meeting.
- 6.4. **Vacation of Office.** An officer ceases to hold office if he or she ceases to be qualified for election as an officer, is removed from office pursuant to Article 6.5, or resigns by a written resignation received by the Secretary-Treasurer of the Corporation. A written resignation of an officer becomes effective at the time it is received by the Secretary-Treasurer of the Corporation, or at the time specified in the resignation, whichever is later.
- 6.5. **Removal of Officers by the Board.** Any officer may be removed by a two-thirds vote of the Board of Directors after recommendation from the Ethics and Disciplinary Committee.
- 6.6. **Vacancies.** A majority of Directors present at a meeting of Directors may fill a vacancy before the next Annual Meeting. An officer filling a vacancy holds office until the next annual meeting of members of the Corporation.
- 6.7. **Officers.** The following Officers shall be elected by the Members and, by virtue of their office, become members of the Board of Directors:
- (1) President
 - (2) Director of House League
 - (3) Director of Rep
 - (4) Director of Volunteers
 - (5) Director of Operations
 - (6) Secretary-Treasurer
 - (7) Members at Large: up to 3 Members at Large for a total of 9 directors
- 6.8. **The President.** The President shall:
- 6.8.1. be responsible for the general supervision of the affairs of the Corporation;
 - 6.8.2. negotiate contracts in conjunction with the Secretary-Treasurer;
 - 6.8.3. oversight of the Privacy and Security officer;

6.8.4. oversight of the branding and marketing of the Association;

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

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

6.9 Director of House League. Director of House League shall be responsible generally for the supervision, administration of the House League and Development Stream (“DS”) hockey program of the Corporation including oversight of conveners. In addition, the Director of House League will be responsible for the recruitment and selection of coaches for House League and DS.

6.10 Director of Rep. Director of Rep shall be responsible generally for the supervision, administration of the Representative Team “Rep” hockey program of the Corporation including liaising with the OWHA. In addition, the Director of Rep will be responsible for the recruitment and selection of coaches.

6.11 Director of Volunteers. Director of Volunteers shall be responsible generally for: recruiting, supervising, supporting, and developing volunteers for the Association, operating an alumni program, and other duties assigned by the President and/or the Board of Directors.

6.12 Director of Operations. Director of Operations shall be responsible generally for the operations of the Corporation including:

6.12.1 Reporting to the President on matters assigned to the Director of Operations;

6.12.2 be responsible for apparel and equipment for the association; and

6.12.3 be responsible for organizing special events for the association (e.g., 25th Anniversary celebration, 10th anniversary of the Hornets Jr. team) be responsible for organizing fundraising events for the association as needed.

6.13 Secretary-Treasurer. The Secretary-Treasurer shall:

- 6.13.1 collect accounts and properly record all financial transactions of the Corporation;
- 6.13.2 pay all accounts of the Corporation, except that extraordinary or unusual items in excess of \$5,000 not budgeted should be approved by the Board of Directors;
- 6.13.3 prepare annual budget to be approved by the Board of Directors;
- 6.13.4 submit monthly financial statements to the Directors and, when required by the Board, an account of all transactions as Treasurer and/or of the financial position of the Corporation;
- 6.13.5 give, or cause to be given, all notices required to be given to members, Directors, auditors, and members of committees;
- 6.13.6 attend and be secretary of all meetings of members and Directors and record the minutes of all proceedings at these meetings;
- 6.13.7 be the custodian of the corporate seal of the Corporation and of all records, books, documents, and other instruments belonging to the Corporation;
- 6.13.8 perform any other duties that are assigned to the Secretary-Treasurer by the President or the Board; and
- 6.13.9 in case of absence, shall stand in for the President;

7 MEETINGS OF THE MEMBERS

- 7.1 **Annual Meetings.** The annual meeting of the members shall be held in Ontario, at a time in each year as the board may determine, for the purpose of receiving the reports and statements required to be placed before the members at an annual meeting, electing Directors, appointing an auditor or auditors, and for the transaction of any other business which may properly be brought before the meeting.
- 7.2 **Other Meetings.** The Directors shall have power at any time to call a special meeting of members to be held at a time and place, in Ontario, as may be determined by the Board of Directors.

- 7.3 Notice of Meetings.** Notice of the time and place of a meeting of members shall be given, not less than 10 days nor more than 50 days before the meeting, to each member of the Corporation, to each Director and to the auditor of the Corporation.
- 7.4 Chair.** The President, a person appointed by the President, or in his or her absence a person chosen by a vote at the meeting, shall be Chair of meetings of members.
- 7.5 Scrutineers.** At each meeting of members one or more scrutineers, who need not be members, may be appointed by a resolution or by the Chair with the consent of the meeting.
- 7.6 Quorum.** Twenty members present and each being entitled to vote shall constitute a quorum for the transaction of business at any meeting of members.
- 7.7 List of Members.** The Corporation shall prepare a list of members, arranged in alphabetical order, which list shall be prepared at the close of business on the day immediately preceding the day on which the notice is given, or where no notice is given, on the day on which the meeting is held. The list shall identify which members will be eligible to vote at the meeting to which the notice relates in accordance with the limits on voting set out in Article 7.15.
- 7.8 Nominations.** The Nominations and Elections Committee, as approved by the Board of Directors, shall establish rules pertaining to the nomination and election of positions which are up for election at any meeting. The Nominations and Elections Committee shall establish a date by which nominations shall be received and the manner in which such nominations shall be presented.
- 7.9 Votes to Govern.** Subject to the Act, the Letters Patent of the Corporation and as herein provided, at all meetings of members, every question shall be decided by a majority of the votes cast and entitled to be cast on the question, either on a show of hands or by ballot and including any votes cast by proxy. In case of an equality of votes, a Chair of the meeting shall have a second or casting vote. The election of Directors of the Corporation shall be decided by a plurality of the votes cast and entitled to be cast on the question, either on a show of hands or by ballot and including any votes cast by proxy.

- 7.10 Show of Hands.** Voting at a meeting of members shall be by show of hands, except where a ballot is demanded by a member entitled to vote at the meeting or where required by the Chair. A ballot may be demanded by any member either before or after any vote by show of hands. Upon a show of hands, every person who is present and entitled to vote; shall have one vote as well as one vote for each validly held proxy they hold. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot is required or demanded, an entry in the minutes of a meeting of members to the effect that the Chair declared a motion to be carried is admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against the motion. A demand for a ballot may be withdrawn at any time prior to taking of a poll on the ballot.
- 7.11 Ballots.** If a ballot is demanded or required, the vote upon the question shall be taken in such manner as the Chair of the meeting shall direct, subject to any rules established by these By-laws or the Nominating Committee. Any such ballot shall be conducted by each member and proxy holder marking written ballots which shall be deposited into a sealed box to be opened and counted in the presence of scrutineers after all votes are cast.
- 7.12 Adjournment.** The Chair of any meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the same from time to time and from place to place. If a meeting of members is adjourned for less than thirty days, it is not necessary to give notice of the adjourned meeting other than by announcement at the earliest meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty days or more, notice of the adjourned meeting shall be given as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.
- 7.13 No Dual Portfolios.** No person may serve in more than one elected position simultaneously. In the event that a Director resigns or is removed from office, the President may assign such Director's duties to an existing Director until the next Annual General Meeting if the Board of Directors does not vote for a replacement.
- 7.14 Limits on Nominations.** Members may accept only one nomination for

one elected position as Director in any Membership Year. Nominations shall be submitted in written form. The member shall confirm in written form, prior to the deadline for nominations, his or her acceptance of a nomination.

7.15 Limitations on Voting. Voting rights at General Meetings and Annual General Meetings shall be governed by this Article 7.15.

7.16.1 Limit on Voting: General Meetings. Each Registered Player of the Association in good standing and 18 years of age or older at the date thereof shall be entitled to vote at General Meetings during the Current Membership Year.

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

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

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

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

7.16.5.1 each Head Coach who does not have a daughter who is a Registered Player at the time of the vote;

7.16.5.2 each Life Member; and

7.16.5.3 each Honorary Member in good standing at the time of the vote.

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

- (a) the proxy is in writing;
- (b) is signed by the Member;
- (c) is dated;
- (d) appoints a named proxy holder; and
- (e) sets out any limits on the proxy holder's discretion.

7.18 Election of Directors

7.18.1 Term. All Directors shall be elected for two-year terms.

7.18.2 Odd Year Elections. The following positions shall stand for reelection in odd numbered years:

- (1) President;
- (2) Director of Rep;
- (3) Director of Operations;
- (4) Director at Large;
- (5) Director at Large.

7.18.3 Even Year Elections. The following positions shall stand for reelection in even numbered years:

- (1) Director of House League;
- (2) Director of Volunteers;
- (3) Secretary-Treasurer;
- (4) Director at Large.

7.19 Order of Business. The order of business of the Annual General Meetings shall be:

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

8 COMMITTEES

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

8.1.2 Nomination / Election Committee; and

8.1.3 Member Standards Committee.

8.2 Other Committees of Directors. The Board may establish any ad hoc committee of the Corporation in addition to the standing committees. An ad-hoc committee will have the powers and duties as determined by the Board.

8.3 Committee Membership. Any member of the Corporation is eligible to serve on any committee of the Corporation. The Board of Directors shall determine the composition of all committees, subject to any requirements specific to a committee as set out in this By-Law, and subject to the requirement that the chair of each committee be a Director. All committees shall report to the Board and be subject to the overall direction of the Board.

8.4 Transaction of Business. The powers of a committee appointed by the Board may be exercised at a meeting at which a quorum is present or by

resolution in writing signed by all members of the committee entitled to vote on that resolution at a meeting of the committee.

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

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

8.5.2 Composition. The Nomination / Election Committee shall be composed of (in each case, not in the year in which the people in these positions are running for re-election):

1. the Secretary-Treasurer;
2. the President
3. a minimum of two Directors; and
4. such other persons as the board may deem appropriate.

8.6 Member Standards Committee. The Member Standards Committee shall be responsible for:

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

8.6.1 Composition. The Member Standards committee shall be composed of:

- (1) a minimum of three Directors, one of which is a Member at Large responsible for the Member Standards Committee;
- (2) such other persons as the Board may deem appropriate.

- 8.6.2 **Complaints.** Any Member may submit a complaint to the Chair of the Member Standards Committee, requesting that the Member Standards Committee investigate and resolve the complaint.
- 8.6.3 **Informal Resolution.** The Chair of the Member Standards Committee may undertake or cause an investigation to be undertaken into the complaint and attempt to resolve it to the satisfaction of all affected parties.
- 8.6.4 **Hearing.** If the complainant demands a hearing of the complaint, then the Chair of the Committee shall either convene the entire Member Standards Committee or appoint a panel of no less than 3 members of the Committee ("Panel") who have no direct association with the complaint, the complainant, or the subject of the complaint to adjudicate the complaint. No member of the Member Standards Committee involved in the informal resolution process allowed for in Article 8.7.5 shall sit on the hearing of the complaint.
- 8.6.5 **Appeal.** Any affected party may appeal the decision of the Member Standards Committee or a Panel of the Member Standards Committee to the Board of Directors.
- 8.6.6 **Standards.** The Member Standards Committee, any Panel thereof and the Board of Directors shall conduct themselves with fairness and impartiality and shall provide an opportunity for all affected parties to be heard on the hearing of any complaint or appeal therefrom.
- 8.6.7 **Penalties.** Penalties imposed by the Member Standards Committee shall be in addition to penalties prescribed in the playing rules of the OWHA.
- 8.7 **Procedure.** Unless otherwise determined by the Board or this By-Law, each committee shall have power to fix its quorum and to regulate its own procedures, subject at all times to board ratification.
- 8.7.1 The voting procedure for each committee shall be the same as set out for Board meetings in Article 5.17.

9 PROTECTION OF DIRECTORS, OFFICERS, COMMITTEE

MEMBERS AND VOLUNTEERS

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

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

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

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

10 CONFLICT OF INTEREST

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

11 NOTICES

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

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

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

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

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

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

11.3 Waiver of Notice. Notice may be waived or the time for the sending of a notice or document may be waived or abridged at any time

with the consent in writing of the person entitled to notice. Attendance of any Director at a meeting of the Directors, committee member at a committee meeting or of any member at a meeting of members is a waiver of notice of such meeting, except where he or she attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12 BUSINESS OF THE CORPORATION

12.1. Borrowing. The board may:

12.1.1. borrow money on the credit of the Corporation;

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

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

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

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

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

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

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

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

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

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

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

12.4. **Execution of Instruments.** All instruments in writing to be entered into by the Corporation shall be signed by any two officers of the Corporation or otherwise as the Board of Directors may from time to time determine by resolution. Any instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Any signing officer may affix the corporate seal to any instrument requiring the same. The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contracts, documents, powers of attorney, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities, instruments of proxy and all paper writing.

12.5. **Agents and Employees.** The Board may appoint any agents and retain any employees that it considers necessary. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the Board. The remuneration for any agents or employees shall be fixed by the Board by resolution. The resolution shall be effective on the date set out in the resolution.

12.6. **Fiscal Year.** Until changed by resolution of the Directors, the fiscal year of the Corporation shall terminate on the April 30 in each year.

12.7. **Remuneration.** Any remuneration to be paid to any Officer, Director, or committee member shall be authorized in advance by the Board of Directors.

12.8. **Reserves.** The Board shall manage the financial affairs of the Corporation with the aim of maintaining financial strength and prudence by keeping a reserve fund in such amount as may be deemed reasonable in the

circumstances by the Board.

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

13 INTERPRETATION

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

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

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

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

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

14 AMENDMENTS

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

15 APPOINTED POSITIONS

- 15.1. **Appointed Positions.** The Board of Directors is empowered to create or

eliminate non-elected positions and approve the appointment of members to such non-elected positions in order to assist in the administration and operation of the Association and to broaden the opportunities for greater volunteer participation

15.1.1. The Board of Directors shall be primarily, but not exclusively, responsible for proposing such appointments;

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

15.1.3. Officers shall not be eligible to accept non-elected positions unless no satisfactory member volunteers to fill the position. Subject to 15.1.4, this does not apply to coaching positions including anyone who would appear on an OWHA team roster.

15.1.4. A director shall not be eligible to apply for a Rep head coaching position during his or her term unless he or she resigns prior to submitting an application; The Board may grant an exemption to any director from the application of this policy.

15.4 Timekeeping Coordinator. The Timekeeping Coordinator shall:

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

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

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

15.12. Privacy and Security Commissioner. The Privacy and Security Commissioner shall report to the President and shall:

15.12.1. be responsible for privacy and security issues affecting the Association; and

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

15.12.3. 15.13.3 manage and administer security clearance

process.

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

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

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

16 REGULATIONS, POLICIES AND RULES

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

(1) Such regulations and/or policies as it deems necessary for the structure of leagues and teams, age categories, fees, membership, and any other matter related to the carrying out of its objectives; and

(2) Such rules as are more restrictive than those established by Hockey Canada;

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

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

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

17 OMBUDSMAN

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

17.2. **Election.** The Ombudsman shall be elected by the Members by a plurality

of votes at the Annual General Meeting.

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

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

17.5. **Annual report.** The Ombudsman shall report annually to the Members at the Annual General Meeting.

17.6. **Confidentiality.** The Ombudsman shall faithfully and impartially exercise the functions of his or her office and he or she will not, except in accordance with the By-Law, disclose any information received by him or her as Ombudsman.

17.7. **Disclosure.** The Ombudsman may disclose in any report made by him or her under this By-Law such matters as in the Ombudsman's opinion ought to be disclosed in order to establish grounds for his or her conclusions and recommendations.

17.8. **Function of Ombudsman.** The function of the Ombudsman is to investigate any decision or recommendation made or any act done or omitted in the course of the administration of the Association and affecting any person or body of persons in his, her or its personal capacity.

17.9. **Investigation on complaint.** The Ombudsman may make any such investigation on a complaint made to him or her by any person affected or of the Ombudsman's own motion.

17.10. **Decisions not reviewable.** In the event a member has elected to pursue a complaint with the Member Standards Committee, the Ombudsman may not investigate the same matter until that complaint.

is: (a) withdrawn; or (b) resolved without a hearing; or (c) resolved by final decision after the rights to a hearing or appeal has been exercised in the particular case, or until after any time for the exercise of that right has expired.

17.11. **Discretion to Not Investigate.** The Ombudsman may in his or her discretion decide not to investigate, or, as the case may require, not to further investigate, any complaint if in his or her opinion,

- (a) the subject-matter of the complaint is trivial;
- (b) the complaint is frivolous or vexatious or is not made in good faith; or
- (c) the complainant has not a sufficient personal interest in the subject-matter of the complaint.

In any case where the Ombudsman decides not to investigate or further investigate a complaint, the Ombudsman shall inform the complainant in writing of that decision and may if he or she thinks fit state the reasons therefor.

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

that is being investigated by the Ombudsman to furnish to him or her any such information, and to produce any documents or things which in the Ombudsman's opinion relate to any such matter and which may be in the possession or under the control of that person. In the event such person refuses to cooperate the Ombudsman may refer to that refusal in any report he or she makes on the investigation.

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

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

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

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

the view that the Board of Directors has failed to take adequate or appropriate action, the Ombudsman may have his or her report added to the agenda for the next Annual General Meeting to be assessed by the members.

17.20. **Reply to Report.** The Ombudsman shall attach to every report made public a copy of any comments made by or on behalf of the members in the Association affected but the source of the comments shall be kept confidential unless the source requests that he or she be identified.

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

18 RESIDENCY

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

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

18.2. **Rep Import Limits.** All Rep Players must be Residents of Oakville within the meaning of Article 18 at the commencement of the tryout process for Rep.

18.2.1 **Top Team Import Exception.** Subject to Article 18.3, Import Players will be allowed on top Rep teams provided the player(s) is: (a) of exceptional skill; and (b) there exists a lack of Resident players of comparable ability, as determined by the Board of Directors;

18.2.2. **Exceptional Basis Exception.** Import Players will be allowed on other Rep teams on an exceptional basis only, as determined by the Board of Directors.

18.2.3. **Departing Residents Exception.** A Registered Player who moves her primary residence from Oakville shall continue to be considered as having primary residence in Oakville until such time as she fails to re-register with the OHGHA.

18.2.4. **U22AA Exception.** There shall be no requirement that the players on the U22AA team must be Residents of Oakville.

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

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

- (1) The House League Committee may, as it sees fit, allow non-resident players in order to fill out its proposed roster of

teams or to increase the number of teams in order to improve the overall level of play; or

- (2) A Registered Player who moves her primary residence from Oakville shall continue to be considered as having primary residence in Oakville until such time as she fails to re-register with the OHGHA.

19 AUDITOR

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

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