



Minutes

AGM Nov 4, 2024

Ray Friel, Rendez-vous Room

Members in attendance: Rick Leach, Sean Cullum, SheaLynn Carriere, Marc Seguin, Morne Wilmott, Melissa McLellen, Heather Burns, Peter Syntetos, Brad Yetts, Emily Reuvers, Al Julien, James Blais, Jamie Janes

Proxy votes represented at meeting: 0

1. Motion to approve Rick Leach as the chair of the meeting. Moved by Grayson and seconded by Al. Motion approved.
2. Call to order and approval of agenda. Lorne moved and Melissa seconded. Agenda approved and meeting called to order at 6:03PM. Agenda approved.
3. Opening remarks and introduction of the current GCGH Board of Directors. Review the Code of Conduct.
4. Approval of the September 26, 2023 minutes. Pete moved, Melissa seconded. Minutes approved.
5. Overview of the 2023/24 season. (see AGM slides for details)

President

Questions from members

- Question about how many women took part in the coaches training?
- What is the expectation of percent of women coaches we strive as an association to reach?
- Would be good to show change over time or female coaches

VP Comp

VP House

Director of Membership (Competitive Registrar)

Director of Development

Communications and Marketing

- Marc Seguin to purchase the EOGH.ca domain

Discipline and Risk

- Request to solicit feedback from parents on social media sessions from membership
- Discussion about bringing people in to provide guidance on appropriate contact

- Development is supposed to include a contact development session
- Website should have the list of vendors

6. Review of financial statements

- Discussion on ice allocation statistics. Request to share this info with members
- Survey will go out to coaches and managers to provide feedback on the Ice scheduler and allocation for this year

Motion to approve

Moved by : Grayson

2nd : Lorne

Approved

7. Bylaws

- **Article 1 : Name of Association**

Current : Gloucester-Cumberland Girls Hockey (GCGHA)

Proposed Change : East Ottawa Girls Hockey (EOGHA)

- **Article 4 : Ruling on Bylaws**

Current: n/a

Proposed Change: Except as provided in the Act, the Board of directors of the Corporation (collectively, the “**Board**”, and individually, a “**Director**”) will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the Act and the Corporation's purposes and articles. For greater certainty, “**By-laws**” refers to this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.

- **Directors**

3.01 : Board of Directors

Current : The affairs of the Corporation shall be managed by a Board of Directors (herein referred to as the "Board") consisting of eighteen (18) Directors whom shall be elected, as hereinafter set out, together with the Past President of the Corporation. The Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the By-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of members

Proposed Change :

- (a) The Board shall manage or supervise the management of the activities and affairs of the Corporation The Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the By-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of Members.

- (b) The Board will consist of up to nineteen (19) Directors who are elected, together with the Past President of the Corporation, in accordance with Section 3.03 below. The specific number of Directors to be elected at the annual meeting of the Members will be the number determined from time to time by special resolution of the Members or, if a special resolution empowers the Directors to do so, by resolution of the Directors. A “special resolution” refers to a resolution that is submitted to a special Members’ meeting duly called for the purpose of considering such By-law. The resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney

- **Directors**

- **3.02 : Qualification of Directors**

Current: Directors shall be individuals, eighteen (18) or more years of age and shall, at the time of their election or within ten days thereafter and throughout the term of their office, be members of the Corporation.

Proposed Change: Each Director shall :

- (a) be an individual;
- (b) be at least eighteen (18) of age and shall, ;
- (c) at the time of their election or within ten (10) days thereafter be a Member of the Corporation;
- (d) not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- (e) not have been found to be incapable by any court in Canada or elsewhere; and
- (f) not have the status of bankrupt.

- **Directors**

- **3.03 : Election of Directors and Term of Office (d)**

Current: From time to time in the event of any vacancy, however caused, occurring in the Board (except through an increase in the number of Directors), such vacancy may, as long as there is a quorum (hereinafter defined) of Directors then in office, be filled by the Directors from amongst the members of the Corporation if they shall see fit to do so; otherwise, such vacancy may be filled at the next annual general meeting of members. If the Directors intend to fill such vacancy, they shall give notice of such intention to the members and the members shall be afforded an opportunity to submit names of potential candidates to fill such vacancy. Any Director appointed by the other Directors to fill any such vacancy shall hold office until the next annual general meeting of the members held to elect Directors at which time, unless the term of the Director who ceased to be a Director and who caused such vacancy shall then expire, the members shall elect a Director who shall serve as a Director for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

Proposed Change: A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- i. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by ordinary resolution. An "ordinary resolution" refers to a resolution that, is submitted to a Members' meeting and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a Members' meeting or the Member's attorney;
- ii. a quorum of Directors may fill a vacancy among the Directors; or
- iii. if there is not a quorum of Directors, or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special Members' meeting to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office the meeting may be called by any Member.

- **Section 5 : Officers**

5.01: Officers (a)

Current : At an annual general meeting, where an election is required, Members shall elect the following officers (who shall also be elected as Directors at the same time):

- President
- Vice President Operations- – House
- Vice President Operations- – Competitive
- Secretary
- Treasurer
- Director of Membership -- Competitive Programs
- Director of Membership -- House Programs.

Proposed Change : At an annual general meeting, where an election is required, Members shall elect the following officers (who shall also be elected as Directors at the same time):

- (a) President
- (b) Vice President Operations- – House
- (c) Vice President Operations- – Competitive
- (d) Secretary, **Policy and Administration Director**
- (e) Treasurer
- (f) Director of Membership -- Competitive Programs
- (g) Director of Membership -- House Programs.

- **Section 9: Membership**

9.06: Resignation

Current:

Any member of the Corporation may resign as a member of the Corporation by letter addressed to the Secretary of the Corporation at the head office of the Corporation. The Board may, by resolution passed by a majority vote, request any member to resign. This resignation shall be considered in effect once received and accepted by the Board.

Proposed Change:

9.06 : Disciplinary Act or Termination of Membership for Cause

- (a) Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution by a special two-thirds majority vote, authorizing disciplinary action or the termination of membership of:
 - (i) violating any provision of the articles or By-laws; or
 - (ii) any conduct that is not in keeping with the values and mission, policy objectives and activities of the Corporation.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership

- **Section 10: Meetings of Members**
10.01: Annual General Meeting

Current:

The Corporation shall hold an annual general meeting of its members not later than fifteen (15) months after the holding of the last preceding annual general meeting. The annual general meeting of the members shall be held at the head office of the Corporation, such other place within the City of Ottawa, Ontario or virtually, on such day in each year and at such time as the Board may by resolution determine. At annual general meetings there shall be presented a report of the Directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditor's report, and such other information or reports relating to the Corporation's affairs as the Directors may determine

Proposed Change

(a) The Corporation shall hold an annual general meeting of its Members within six (6) months of the financial year-end and not later than fifteen (15) months after the holding of the last preceding annual general meeting. The annual general meeting of the Members shall be held at the registered office of the Corporation, such other place within the City of Ottawa, the Province of Ontario or virtually, on such day in each year and at such time as the Board may by resolution determine.

(b) The business transacted at annual general includes: (i) receiving a report on the activities of the Corporation for the previous year; (ii) consideration of the financial statements of the Corporation and the report or the auditor or person who has been appointed to conduct a review engagement; (iii) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year; (iv) election of Directors in accordance with Section 3.03; (v) election of officers in accordance with Section 5.01(a); and (vi) such other business, information or reports as may be set out in the notice of meeting.

(c) No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise

at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

- **Section 10: Meetings of Members**
10.03: Special Meetings

Current: n/a

Proposed Change

The Board may at any time call a special meeting of the Members. Unless otherwise provided by the Act, the Board shall call a special meeting of the Members on written requisition of at least ten percent (10%) of the Members entitled to vote at the meeting. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

- **Section 10: Meetings of Members**
10.11: Telephone or Electronic Members' Meetings

Current: n/a

Proposed Change

A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means if the Corporation makes such means available, provided that those means must enable all persons entitled to attend the meeting to reasonably participate and a person participating in the meeting by those means is deemed to be present in person at the meeting. A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person in accordance with the Act.

Moved by: Grayson

Seconded by: Brad

Motion: passed

- Director of development to be changed to voting

Moved by: Grayson

Seconded by: Brad

Motion: passed

8. Voting on 2024/25 board positions.

Executive

President - Rick Leach - Not up for re-election

Treasurer - Sean Cullum - Not up for re-election

Secretary & Administration - Shealynn Carriere* - unopposed

VP Comp - Grayson Lafoley* - unopposed
VP House – Lorne Wilmott* - unopposed
Registrar Competitive – Marlo MacDonald - unopposed
Registrar House League - Melissa McLellan* - unopposed

Non-Executive

Director of Development – Scott McAdam*- unopposed
Director Sr Comp – Jen Biondi* - unopposed
Director Jr Comp – Peter Syntetos- Not up for re-election
Director Jr House - Jamie Janes- Not up for re-election
Director of Health and Safety – Maryse Pion Robin- Not up for re-election
Director of Discipline & Risk - Chelsey Burke - Not up for re-election
Director Communications – Brad Yetts - Not up for re-election
Director Equity, Diversity & Inclusion - Natalie Julien- Not up for re-election

***Positions assumed since last AGM**

Motion to vote in directors
Moved by : Brad
Seconded by : Marc

9. Other business

- What are we doing to invest in house to get development to grow in that area
 - Planning to run development in skating and goalies
 - DS stream allows house teams to increase development
- We need a holistic program for the house program to develop not only players but coaches

10. Closing remarks.

11. Adjournment. Motion to close the meeting.

Moved by Pete
Seconded by Al
Meeting adjourned at 7:33PM