**EAST OTTAWA**

**GLOUCESTER-CUMBERLAND GIRLS HOCKEY ASSOCIATION** **(GCGHA)**

*(Formerly* *Gloucester Girl’s Hockey Association**GLOUCESTER-CUMBERLAND* *GIRLS HOCKEY ASSOCIATION**)*

CONSTITUTION and  BY-LAWS

Revised September 26, 2023

Enacted on [Date]

# BY-LAW NO. 1

### Article 1 - Name of Association

The name of this organization shall be “GLOUCESTER-CUMBERLANDEAST OTTAWA GIRLS HOCKEY ASSOCIATION” (hereinafter referred to as the “Association”, “**Corporation**” or GCGH).

### Article 2 - Objectives

The GCGHCorporation shall be a not-for-profit organization, governed by the *Not-for-Profit Corporations Act, 2010* (Ontario) (the “**Act**”); the objective being to promote girls’ hockey in the Ottawa- east and surrounding area, and to stress the importance of good sportsmanship and good citizenship amongst the members of this Associationthe Corporation (the “**Members**”).

### Article 3 – Movement of Players

All Ontario Women’s Hockey Association (the “**OWHA**”) rules and guidelines regarding movement of players shall be adhered to by GCGHthe Corporation along with any rules and guidelines that GCGHthe Corporation adopts as Corporation standards, as stated in our By-lawsfrom time to time.

### Article 4 – Ruling on Bylaws

Except as provided in the Act, the Boardboard 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.

# BY-LAW NO. 2

A By-law relating generally to the transaction of the business and affairs of GCGH (the "Corporation”) BE IT ENACTED as a By-law of the Corporation as follows:

1. HEADREGISTERED OFFICE

The headregistered office of the Corporation shall be in the cityCity of Ottawa, in the Province of Ontario, at such place therein as the Board (as hereinafter defined), may from time to time by a resolution determine.

1. SEAL

The corporate seal of the Corporation (if any) shall be such as the Board may by resolution from time to time adopt and shall be entrusted to the Secretary of the Corporation for its use and safe keeping.

1. DIRECTORS
   1. Board of Directors
2. The Board shall manage or supervise the management of the activities and affairs of the Corporation shall be managed by a Board of Directors (herein referred to as the "Board") consisting of seventeen (17) 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 membersMembers.
3. 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.

[NTD: The office of Past President is not defined. Is this an elected or appointed position? Is the Past President a Director of the Corporation? Does the number of Directors correspond with Section 5.01?] WHEN THE CURRENT PRESIDENT TERMS ENDS THEY TAKE THE ROLE OF THE PAST PRESDIENT SO I GUESS “ANOINTED”??? SHOULD WE SAY UP TO 19 DIRECTORS?? NTD: Is the Past President a voting Director? If the Corporation wants flexibility in the number of Directors serving on the Board, we have proposed language above which states that there can be up to 19 Directors. If this is the intent, we will need to update the Articles of Amendment accordingly.

* 1. Qualification of Directors

DirectorsEach Director shall :

* + 1. be individuals,an individual;
    2. be at least eighteen (18) or more years of age and shall, ;
    3. at the time of their election or within ten (10) days thereafter and throughout the term of their office, be membersa Member of the Corporation;
    4. not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
    5. not have been found to be incapable by any court in Canada or elsewhere; and
    6. not have the status of bankrupt.
  1. Election of Directors and Term of Office
     1. The Directors of the Corporation shall be elected and shall retire in rotation. Directors shall be elected to hold office for a term of two (2) years from the date of their election or until their successors are elected or appointed.
     2. Directors shall be elected by the members inMembers at an annual general meeting on a show of hands unless a poll is demanded, and if a poll is demanded such election shall be by ballot.
     3. Subject to the provisions of this By-law, Directors shall be eligible for re-election, for a maximum of threeexcept that no Director may serve for longer than eight (38) consecutive terms after their initial term (ie: 8 yrs total)years.
     4. The directors will constitute of no more than 30% of members as defined in article 9.03 (f).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:

(e) From time to time in the event of any vacancy, however caused, occurring in the Board (except through an increase in the number

* + - 1. 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;
      2. a quorum of Directors), such may fill a vacancy may, as long asamong the Directors; or
      3. if there is not a quorum (hereinafter defined) of Directors then in office, be filled by theor there has been a failure to elect the number or minimum number of Directors from amongstset out in the members ofarticles, the Corporation if theyDirectors in office shall see fit to do so; otherwise, such vacancy may be filled at the next annual general, without delay, call a special Members’ meeting of members. If the Directors intend to fill suchthe vacancy and, if 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 otherfail to call such a meeting or if there are no Directors to fill any such vacancy shall holdin 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 vacancymay be called by any Member.
  1. Vacation of Office

A person ceases to be a Director of the Corporation if:

(a) They become bankrupt;

(b) They are found by a court to be mentally incompetent or of unsound mind;

* + 1. (c) By noticethe Director resigns by delivering a resignation in writing to the Secretary of the Corporation They resign their office; or(in which case, the resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later);

(d) They cease to be a member of the Corporation.

* + 1. the Director ceases to be qualified as set forth in Section 3.03; or
    2. the Director is removed from office pursuant to Section 3.05.
  1. Removal of Directors

(a) The Directors of the Corporation, by a resolution passed by at least seventy-five percent (75%) of all Board members eligible to vote at a meeting of the Board may, at a meeting of the Board of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office. Any Director against whom a motion for removal is brought shall receive minimum 72hrs written notice of such motion and shall, at the meeting called to consider such motion, be given a full opportunity to reply thereto.

(b) The members of the CorporationMembers may, by ordinary resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office and may, by a majority of the votes cast at that meetingordinary resolution, elect any person in their stead for the remainder of their term.

* 1. Remuneration of Directors

The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of their duties as a representative of the Board, such reasonable expenses to be defined from time to time by the Board, but which may consist of:

* + 1. Mileagemileage at rates set by the Canada Revenue Agency for travel to meetings for which GCGHthe Board is required to attend and located more than 15 km from Ray Friel Recreation Complex when representing the Board.Corporation;
    2. Ifif attendance at a meeting to which GCGHthe Corporation is required to attend which is located or held outside of the City of Ottawa and outside the 15 km distance from Ray Friel Recreation Complex, such travel shall first be approved by the Board and Directors shall endeavor to find the most economical safe travel option available.;
    3. Accommodationaccommodation and meals for meetings of Ontario Women’s Hockey Association (the OWHA), Ontario Hockey Federation (the “**OHF**”) or Hockey Canada (the “**HC**”) that are held outside the City of Ottawa.; and
    4. Suchsuch other reasonable costs as may be approved from time to time by the Board.

1. MEETINGS OF BOARD OF DIRECTORS
   1. Place of Meeting and Notice
      1. Meetings of the Board may be held at the headregistered office of the Corporation, at any place within the City of Ottawa, the Province of Ontario or virtually, on such notice as required by this By-law. A meeting of the Board may be convened by the President or any two (2) Directors at any time and the Secretary by direction of the President or any two (2) Directors shall convene a meeting of Directors.
      2. Board meetings shall be held at least six (6) times a year. Notice of regular Board meetings shall be sent by e- mail or otherwise communicated to each Director not less than fourteen (14) days before the meeting is to take place. Such notice of a Board meeting shall also be posted on the web sitewebsite of the Corporation not less than fourteen (14) days from the date of the meeting for viewing of the membership and such posting shall constitute notice to the membership regarding the dates and times of the regular meeting of the Board.
      3. The Board may appoint a day or days in any month or months for regular meetings of the Board at any place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no further notice shall be required for any such regular meetings (unless otherwise required by the Act). Such a notice shall be posted on the web sitewebsite of the Corporation for viewing of the membership and such posting shall constitute notice to the membership regarding the dates and times of the regular meeting of the Board.
      4. Special meetings consist of those meetings which are in addition to those regularly scheduled Board meetings and which may be held from time to time as required. Notice of any special meeting of the Board shall be sent by e-mail or otherwise communicated to each Director not less than two (2) days before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director. Such a notice shall be posted on the web sitewebsite of the Corporation for viewing of the membership and such posting shall constitute notice to the membership regarding the dates and times of the special meeting of the Board.

(e) For the first meeting of the Board to be held immediately following the election of Directors at an annual or general meeting of the members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the Director or Directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum (hereinafter defined) of the Directors is present.

* 1. Quorum

A quorum at any meeting of the Board shall be the presence in person of more than fifty percent (50%) per cent of the total number of Directors in office at the time the meeting is held.

* 1. Voting
     1. Each Director has one (1) vote. All decisions at any general meeting of the Board shall be decided by a simple majority of votes cast unless otherwise specified in these By-laws. The Chairman of the meeting shall be entitled to cast a vote only in the event of an equality of votes. Voting at a meeting of the Board shall be determined by a show of hands.
     2. At any meeting, unless a poll is demanded, a declaration by the Chairmanchair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majoritylost 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 favor of or against the motion.
     3. In the event that an item needs to be voted on prior to the next Board meeting, a vote by e-mail is allowed, and quorum by e-mail shall consist of not less than fifty (50) per cent of the total number of Directors. Each Board member shall vote by e-mail no later than seventy-two (72) hours from the posted time of receipt of such original e-mail, failing which such Board member shall be deemed to abstain. Such vote shall be followed up by a formal vote at the next regularly scheduled meeting.A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.
  2. Attendance and Participation by Members
     1. Meetings of the Board shall be open to all members of the CorporationMembers, provided however that the Board may, upon the vote of two-thirds (2/3) of those Directors present, deliberate in private if it is considering any matter of a sensitive or confidential nature.
     2. Members of the Corporation who are not Directors shall be permitted to speak at Board meetings upon invitation, at the discretion of the Chairmanchair or with the concurrence of a majority of the Directors present.
  3. Recording of the meetings of the Board

(a) The following shall be recorded by the Secretary of the Board or designate for any and all meetings of the Board:

* + 1. (i) a list of all Board membersDirectors in attendance;.
    2. (ii) a list of all Board membersDirectors for whom formal regrets were sent and for which legitimate reason for missing the meeting was accepted by the President or designate.;
    3. (iii) whether or not a quorum was achieved for the meeting or any part thereof.;
    4. (iv) any and all information shared at the meeting for which no decision was required.;
    5. (v) the general content of any debate and discussion and voting pertaining to any decision for which voting shall be required, in accordance with By-lawSection 4.03.;
    6. (vi) the date and time of the next regularly scheduled meeting.;
    7. (vii) the date and time of any special meeting of the Board that has been scheduled at the time of the current Board meeting for which minutes are being taken.; and
    8. (viii) any other matter of relevance as may be directed by the Chairmanchair.

(b) Upon request by any Board member, the Board shall vote by simple majority as to whether any particular topic or issue should be debated, discussed and voted on for which there shall be no record kept pursuant to (a) above.

* 1. Participation by Telephonic or Electronic Means

A meeting of the Board 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. The notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

1. OFFICERS
   1. Officers
      1. The membership shall, atAt an annual general meeting, elect every two (2) years or as may be where an election is required, the positions of Members shall elect the following officers (who shall also be elected as Directors at the same time):
         1. President,;
         2. Vice President Operations- – House,;
         3. Vice President Operations- – Competitive,;
         4. Secretary, Policy and Administration Director;
         5. Treasurer, and ;
         6. Director of Membership -– Competitive Programs; and
         7. Director of Membership -– House Programs.

These seven (7) officers shall hold office for two (2) year terms and are eligible for re-election at the end of their terms. These officers shall constitute the Executive Committee of the Board (see By-lawset out in Section 6.01).

* + 1. **(A)** The Board shall, annually or as often as may be required, appoint from among those individuals comprising the Board appointthe Directors the following officers:
       1. one (1) Development Director.; [NTD: Schedule A suggests that they are non-voting. Generally speaking, having non-voting Directors is not advisable.]
       2. one (1) Senior House League Director.;
       3. one (1) Junior House League Director.;
       4. one (1) Ice Allocation Director.; [NTD: Schedule A suggests that they are non-voting. Generally speaking, having non-voting Directors is not advisable.]
       5. one (1) Communications, Marketing and Sponsorship Director.;
       6. one (1) Senior Competitive Division Director.;
       7. one (1) Junior Competitive Division Director;

one (1) Policy and Administration Director.

* + - 1. one (1) Health and Safety Director.;
      2. one (1) Risk Management and Discipline Director;
      3. one (1) Equity, Diversity & InclusivityDirector; and
      4. two (2) Directors at Large.

* + 1. **(B)** The Board may appoint such other officers and agents as it shall deem necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
  1. Powers and Duties of Officers

All officers shall sign such contracts, documents, or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board; subject, however, to any special resolution of the Corporation.

* 1. Removal of Officers

All officersAny officer shall be subjectcease to removal byhold office upon resolution of the Board at any time with cause, as per para 3.05a.and unless so removed, an officer shall hold office until the earlier of:

* + 1. the officer’s successor being appointed;
    2. the officer’s resignation;
    3. the officer ceasing to be a Director or Member (if a necessary condition of office); or
    4. such officer’s death.
  1. Delegation of Duties of Officers

InIf the case of absencePresident is absent or inabilityunable to act of the President, either of the Vice President Operations – House or the Vice President Operations – Competitive, or any other officer of the Corporation or for any other reason that the DirectorsBoard may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time beingwill perform such duties of the President as may from time to time be prescribed by the Board.

[NTD: We note that the officer descriptions below are different from those set out in Schedule A. The descriptions should be aligned, confirmed and only captured in one section.]

* 1. President
     1. No individual shall be elected as President unless they have served a minimum of one (1) year on the Board of this Corporation and are a current Board membercurrently serving as Director.
     2. The President shall be the chief executive officer of the Corporation and shall be responsible to the Board for the co-ordination of all affairs of the Corporation. The President shall, subject to any special resolution of the Corporation, when present, preside at all meetings of the Board, the Executive Committee and membersthe Members of the Corporation. The President shall sign such contracts, documents or instruments in writing as require their signature. In all matters affecting the Corporation, the President shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.
  2. Vice President Operations, Competitive and House

The offices of the Vice President Operations positions– Competitive and the Vice President Operations – House shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice President Operations positions– Competitive and the Vice President Operation – House shall sign such contracts, documents, or instruments in writing as require their signature, shall be responsible to the Board for those matters identified in Schedule "A" hereto and shall have such other powers and duties as may from time to time be assigned to him or herthem by the Board.

* 1. Secretary

The Secretary shall, when present, act as secretary of all meetings of Directorsthe Board and membersthe Members, shall have charge of the minute books of the Corporation and the documents and registers referred to in S. 300provided for in the provisions of the Corporations Act, R.S.O. 1990, c. C.381. The Secretary shall sign such contracts, documents, or instruments in writing as require their signature and shall have such other powers and duties as may from time to time be assigned to him or herthem by the Board or as are incident to their office. The Secretary shall receive all correspondence to the Corporation and shall upon receipt distribute such correspondence to the appropriate Board memberDirectors or membersofficers. The Secretary shall send or be copied on all correspondence from the Corporation. The Secretary shall keep record of all correspondence into and from the Corporation.

* 1. Treasurer

Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depositary or depositaries as the Board may direct. The Treasurer shall sign such contracts, documents, or instruments in writing as require their signature, shall be responsible to the Board for those matters identified in Schedule "A" hereto and shall have such other powers and duties as may from time to time be assigned to him or herthem by the Board or as are incident to their office. The Treasurer may be required to give such bond for the faithful performance of their duties as the Board in their uncontrolled discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

* 1. Duties of Remaining Officers

The remaining officers of the Corporation shall be responsible to the Board for those matters identified in Schedule "A" hereto.

* 1. Vacancies

If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification, or otherwisein accordance with Section 5.03, the DirectorsBoard shall, in the case of the President, electappoint a person to fill such vacancy and in the case of any other office, appoint a person to fill such vacancy.

* 1. Restrictions on Officers

No individual may, serve as a head coach of any House League or Competitivehouse league or competitive division team operated by the Corporation while serving on the Executive Committee holding any of the following offices of the Executive Committee, namely: (a) President,; (b) Vice President Operations – House/; (c) Vice President Operation – Competitive,; (d) Secretary,; (e) Treasurer,; (f) Director of Membership – Competitive Programs; and (g) Director of Membership – House/Competitive programs serve as a head coach of any House League or Competitive division team operated by the Corporation Programs.

1. COMMITTEES
   1. Executive Committee

Those individuals holding the offices President, Vice President Operations – House/Competitive, Vice President – Competition, Secretary, Treasurer, Director of Membership – House Programs and Director of Membership – House/Competitive Programs, together with such other Directors, if any, as the Directors may elect from among their number, shall comprise the Executive Committee and, subject to the Act, the By-laws and resolutions of the Board, the Board may delegate to such Executive Committee any of the powers of the Board. Subject to the By-laws and resolutions of the Board, the Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit, provided, however, the quorum for any meeting of the Executive Committee shall not be less than a majority of its members.

* 1. Other Committees

The Board may from time to time constituteappoint such committees, as it deems necessary to assist the Directors in carrying on the affairs of the Corporation andor appropriate for such purposes and with such powers as it shall see fit. The Board shall prescribe the duties and structure of any such committees and the method by which any such committees shall report to the Board.

## 7. INDEMNITIES TO DIRECTORS, OFFICERS, AND OTHERS

Every Director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

(a) all costs, charges, and expenses whatsoever which such Director, officer, or other person 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 or about the execution of the duties of their office; and

(b) All other costs, charges, and expenses that they sustain or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

1. CONFLICT OF INTEREST
   1. Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material 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 during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

* 1. No Benefit to Directors

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act are complied with.

1. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

(a) No Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer or employee or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order 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 moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of such Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such Director's or officer's own wrongful and willful act or through their own wrongful and willful neglect or default.

* 1. Indemnification of Directors and Officers

The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or an individual who acts or acted at the Corporation’s request as a Director or officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

* 1. Advance of Costs

The Corporation shall advance money to a Director, officer or other individual referred to in Section 8.01 for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 8.03.

* 1. Limitation

The Corporation shall not indemnify an individual under Section 8.01 unless,

* + 1. the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
    2. The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done, or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any Director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or officer or shall be a member of a firm or a shareholder, Director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a Director or officer of the Corporation shall not disentitle such Director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
  1. Derivative Action

The Corporation shall, with the approval of the court, indemnify an individual referred to in Section 8.01, or advance money under Section 8.02, in respect of an action by or on behalf of the Corporation or other entity to obtain a judgment in its favour to which the individual is made a party because of the individual’s association with the Corporation or other entity as described in Section 8.01, against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 8.03.

* 1. No Restriction

The Corporation will also indemnify the individuals referred to in Section 8.01 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

1. MEMBERSHIP
   1. Qualification

The membersMembers of the Corporation shall be those persons who arehave from time to time have enrolled as membersMembers of the Corporation at its headregistered office. There shall be maintained at the head office of the or who have otherwise been admitted as Members in accordance with these By-laws. The Corporation shall maintain a list of members in good standingMembers enrolled at suchits registered office. Save as otherwise expressly herein provided, the fee for membership in the Corporation, if any and for each class of memberMember (as hereinafter provided for), shall be such sum per annum as may be fixed from time to time by the Board.

* 1. Classes of Membership

There shall be two (2) classes of membership in the Corporation, namely:

* + 1. Ordinary membersMembers; and
    2. Honourary membersMembers.

Unless otherwise stated, references to “**Members**” shall include both Ordinary Members and Honourary Members.

* 1. Ordinary Members
     1. Membership as an Ordinary membersMember shall be available to:
        1. **(a)** those individuals over the age of eighteen (18) years who are members of a hockey team operated by the Corporation; and
        2. **(b)** parents or guardians of any individual under the age of eighteen (18) years who is a member of a hockey team operated by the Corporation; or
        3. aA volunteer in good standing serving the Corporation and recognized by the Board, whom are not members of a hockey team.
     2. **(c)** The term "parent" as used above shall include anyone who falls within the definition of such term as set out in the *Family Law Act**,* R.S.O. 1990, c. F-3, as amended from time to time.
     3. **(d)** Not more than one (1) parent or guardian per player shall be eligible as members. The total number of votes by a parent or guardian cannot exceed the number of eligible members they are voting for (eg: a family with 1 eligible member may cast one vote where as a family with 4 eligible members may cast up to 4 votes.to become an Ordinary Member.
     4. **(e)** The membership of an individual referred to in subparagraphat Section 9.03 (a)(i) above shall commence as of the date such individual registers to play on a hockey team operated by the Corporation and pays the applicable fees thereof and shall terminate no later than on the last day that such individual may register to play on a hockey team operated by the Corporation for the next hockey season. [NTD: Are there any term limits applicable to the individuals referred to in Section 9.03(a)(ii) and (iii)? Also, this seems to be in conflict with Section 9.01.] MEMBERS ARE ESSENTIALLY THE PARENTS OF THE KIDS THAT ARE PLAYING HOCKEY IN OUR ASSOC- HAVE REGISTERED WITH US. 9.03 III INTENT WAS TO ALLOW US TO HAVE A DIRECTOR WHOSE KID WAS NOT PLAYING FOR US (REGISTERED) BUT WE FELT COULD ADD VALUE IN SOME CAPACITY. [NTD: We note that this still conflicts with Section 9.01, which states that individuals become members upon enrolling or being granted honourary membership. The language in 9.03(a)(i) implies a different timeline.]

**(f)** A volunteer in good standing serving the corporation and recognized/voted in by the board, whom are not members of a hockey team.

* 1. Honourary Members
     1. Honourary membersMembers shall be those individuals who have been nominated for Honouraryhonourary membership in the Corporation by not less than ten (10) membersother Members in good standing and have been granted Honouraryhonourary membership by way of an affirmative vote at an annual general meeting of the membersMembers of the Corporation.
     2. Honourary membersMembers of the Corporation shall not have the right to vote in any instance.
  2. Early Termination of Membership of Any Member

Membership in the Corporation is terminated when:

* + 1. the Member dies;
    2. (a) For non-payment. Thethe Member is expelled or their membership of any member shall be automaticallyis otherwise terminated in accordance with these By-laws, including if such memberMember fails to pay any fee whatsoever payable to the Corporation or to a team within thirty (30) days after it is due, unless such memberMember has obtained a waiver of such termination in writing from the Executive Committee prior to such due date. Such termination of membership shall not prejudice the memberMember's right to apply for re-admission.;
    3. the Member resigns by delivering a written resignation to the Secretary at the registered office of the Corporation; or
    4. the Corporation is liquidated or dissolved under the Act.
  1. Disciplinary Act or Termination of Membership for Cause
     1. (b) For just cause. TheUpon fifteen (15) days’ written notice to a Member, the Board may, by pass a resolution passed by a special two-thirds (2/3) majority vote, terminate anyauthorizing disciplinary action or the termination of membership for just cause, provided, however, that the membership of any Director of the Corporation shall not be terminated unless such Director has first been removed as a Director of the Corporation pursuant to Section 3.05 of this By-law.:

### 9.06 Resignation

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.

* + - 1. violating any provision of the articles or By-laws; or
      2. any conduct that is not in keeping with the values and mission, policy objectives and activities of the Corporation.
    1. 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.

1. MEETINGS OF MEMBERS
   1. Annual General Meeting
      1. The Corporation shall hold an annual general meeting of its membersMembers 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 membersMembers shall be held at the headregistered 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. At
      2. The business transacted at annual general meetings there shall be presentedincludes: (i) receiving  a report ofon the Directors of the affairsactivities of the Corporation for the previous year, a; (ii) consideration of the financial statementstatements of the Corporation, and the auditor's report,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 relating to the Corporation's affairs as the Directors may determineas may be set out in the notice of meeting.
      3. 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.
   2. General Meetings

Other meetings of the members (to be known as "general meetings")Members may be convened by order of the President or by the Board to be held at any date and time and at any place within the City of Ottawa, Ontario.

* 1. Special Meetings

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.

* 1. 10.03 Notice
     1. ASubject to the Act, a printed, written, or typewritten notice stating the day, time, and place of a meeting of the membersMembers and the general nature of the business to be transacted shall be served by posting notice of said meeting in a newsletter to be distributed to the members, Members (plus posted on the web sitewebsite of the Corporation not less than ten (10) norand no more than sixtyfifty (6050) days (exclusive of the day of mailing but including the day for which notice is given) before the date of every meeting) directed to such address of each such memberMember and of the auditor as appears on the books of the Corporation, or if no address is given therein, then to the last address of each such member or auditor known to the Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place within the City of Ottawa, Ontario or virtually without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to

such meeting being held in their absenceor person appointed to conduct a review engagement. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation.

### 10.04 Omission of Notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non- receipt of any notice by any member or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

### 10.05 Contents of Notice

Notice of any meeting of members shall include a statement of the right of such member to appoint a proxy, who need not be a member, to exercise the same voting rights that the member appointing such proxy would be entitled to exercise if present at the meeting. The notice of such meeting shallwhere special business will be transacted must contain sufficient information concerning such business to permit the memberMembers to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

* + 1. All business is “**special business**” except for the following: (i) consideration of the financial statements; (ii) consideration of the audit or review engagement report, if any; (iii) an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; (iv) election of Directors; and (v) reappointment of the incumbent auditor or person appointed to conduct a review engagement.
  1. 10.06 Proxies

At any meeting of membersthe Members, a proxy duly and sufficiently appointed by a memberMember shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the member appointing him or herMember would be entitled to exercise if present at the meeting. A proxy need not be a memberMember of the Corporation. Subject to the provisions of the Corporations Act R.S.O. 1990 c. C.38 as from time to time amended and the Regulations thereunder a proxy may beEvery proxy must be in a form that complies with the Act and submitted in the form attached hereto at Schedule "B". The Directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent by facsimile or e-mail or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing a proxy so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted.

### 10.07 Chairman

* 1. Chair of the Meeting

In the absence of the President and, Vice President Operations -– House/ and Vice President Operations – Competitive, the membersMembers present at any meeting of membersthe Members shall choose another Director to act as Chairmanchair of the meeting and if no Director is present or if all the Directors present decline to act as Chairmanchair, the membersMembers present shall choose one of their numbers to be Chairmanthe chair of the meeting.

* 1. 10.08 Voting
     1. Every question submitted to any meeting of membersthe Members shall be decided by a majority of votesordinary resolution given on a show of hands unless otherwise specifically providedrequired by statutethe Act or by these By-laws. In case of an equality of votes, the Chairmanchair of the meeting shall not, both on a show of hands and on a poll, have a second or casting vote. Each member other than Honourary membersOrdinary Member shall be entitled to one (1) vote if present at a meeting in person or by proxy.
     2. At any meeting, unless a poll is demanded, a declaration by the Chairmanchair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majoritylost 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 favor of or against the motion.

* 1. 10.09 Polls

If at any meeting a poll is demanded on the election of a Chairmanchair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question, it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chairmanchair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

* 1. 10.10 Adjournments

The Chairmanchair may, with the consent of any Members’ meeting, adjourn the same from time to time and no notice of such adjournment need be given to the membersMembers. 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.

* 1. 10.11 Quorum

A quorum for the transaction of business at any meeting of membersthe Members shall consist of not less than ten (10) membersMembers entitled to vote at the meeting, present in person or represented by proxy. No business shall be transacted at any meeting of membersMembers unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the appointed time for a meeting of membersthe Members or within such reasonable time thereafter as the membersMembers present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 10.03Section 10.04 with regard to notice shall apply to such adjournment.

* 1. Telephonic or Electronic Members’ Meetings

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.

1. CONDUCT OF MEETINGS

All meetings of the Board and all meetings of membersthe Members of the Corporation shall be conducted in accordance with Roberts Rules of Order or an alternative similar standard approved by the Directors from time to time.

1. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS
   * 1. By-laws of the Corporation may be enacted, and the By-laws of the Corporation repealed or amended, by By-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such By-law.The Board may from time to time in accordance with the Act amend or repeal and replace this By-law. The By-law, amendment or repeal is effective from the date of the resolution of the Board. The Board shall submit the By-law, amendment or repeal to the Members at the next Members’ meeting, and the Members may confirm, reject or amend the by-law, amendment or repeal by an ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. Notwithstanding the foregoing, those By-law repeals, amendments or replacements requiring approval by special resolution under the Act, will only enter into force when approved by a special resolution of the Members.
     2. A copy of any By-law to be sanctioned at an annual or general meeting of membersMembers (including a By-law which amends or repeals an existing By-law) shall be posted on the web sitewebsite of the Corporation and shall be sent to any member of the associationMember upon request.
2. AUDITORS

The membersMembers entitled to vote shall, at each annual general meeting, appoint an auditor or person who has been appointed to conduct a review engagement of the Corporation to audit or conduct a review engagement of the accounts of the Corporation toand to report to the Members at the next annual Members’ meeting. The auditor or person who has been appointed to conduct a review engagement of the Corporation shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The or person who has been appointed to conduct a review engagement of the Corporation. The Members may by a majority of the votes cast on this resolution, remove any auditor or person who has been appointed to conduct a review engagement of the Corporation before the expiration of their term of office. Unless the Members determine otherwise, the remuneration of the auditor shall be fixed from time to time by the Board.

1. NOTICES
   1. Service

Any notice to be given to any memberMember or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally or sent by prepaid mail or by telegram or cable or, facsimile or, e-mail or other electronic means to  any such member orMember at the Member’s latest address as shown in the records of the Corporation; and to such Director at their latest address as shown in the records of the address, or if no address be given therein then to the last address of such member or Director known to the SecretaryCorporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### 14.02 Signatures to Notices

The signature of any Director or officer of the Corporation to any notice may be written, stamped, typewritten, or printed or partly written, stamped, typewritten, or printed.

* 1. 14.03 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, unless it is otherwise provided herein, be counted in such number of days or other period.

### 14.04 Proof of Service

With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a Post Office or into a Post Office letterbox. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, Director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, Director, officer or auditor of the Corporation, as the case may be.

* 1. Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

1. CHEQUES, DRAFTS, NOTES, ETC. BANKING
   * 1. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Foundation shall be placed for safekeeping.
     2. Subject to any resolution of the Board to the contrary, all cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Treasurer together with one (1) other member of the Executive Committee.
2. EXECUTION OF CONTRACTS, ETC.
   * 1. Contracts, documents, orSubject to any resolution or policy adopted by the Board from time to time, deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring the signature of the Corporation may be signed by: (ai) the President, the Vice President Operations – House or the Vice- President Operations - Competitive, together with the Secretary; or (bii) any two Directors, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality(2) Officers. The Board is authorized from time to time by resolution to appoint any officer or officers(s) or any person or persons(s) on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing by whom a particular document or type of document shall be executed.
     2. Any filings that may be required of the Corporation by the OWHA, the OHF or any similar organization with which the Corporation is affiliated shall be signed by the Director of Membership – House/Competitive Programs, together with the President or one (1) other member of the Executive Committee.

(c) The corporate seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid, by any officer or officers, person or persons, appointed as

aforesaid by resolution of the Board of Directors.

(d) The term "contracts, documents, or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers, and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

(e) In particular, without limiting the generality of the foregoing, (i) the President or Vice President Operations with the Secretary or (ii) any two members of the Executive Committee are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

* + 1. Any person authorized to sign any document may affix the corporate seal, if any, to the document.

1. FINANCIAL YEAR

The Board may by resolution fix the financial year-end of the Corporation and the Board may from time to time by resolution change the financial year-end of the Corporation.

1. BOOKS AND RECORDS

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

1. 18. INTERPRETATION

In all By-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular, the word "person" shall include firms and corporationsindividuals, body corporates, partnerships, trusts and unincorporated organizations, and the masculine shall include the feminine and the neuter. Whenever reference is made in any By-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re- enactment of such statute or section thereof, as the case may be.

Words that are defined in the Act have the meanings given to them in the Act except as set forth herein.

1. PREVIOUS BY-LAWS

All previous by-laws of the Corporation are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles or predecessor charter documents of the Corporation obtained pursuant to, any such by-laws before its repeal. All Directors, officers and persons acting under any by-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

**Enacted the \_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2024.**

|  |  |  |
| --- | --- | --- |
|  |  |  |
| President |  | Secretary |

[NTD: The contents of this Schedule A do not fully align with the body of the By-laws. These discrepancies should be resolved. Ideally, the description of duties should only be reflected in one place.]

## SCHEDULE A – Brief Job Descriptions – Board Ofof Directors

**SA 1 President -** Voting member

Must have already served a minimum of one (1) year on the Board of this Corporation. The President shall be the chief executive officer of the Corporation and shall be responsible to the Board for the co-ordination of all affairs of the Corporation. The President shall, subject to any special resolution of the Corporation, when present, preside at all meetings of the Board, the Executive Committee and membersMembers of the Corporation. The President shall sign such contracts, documents or instruments in writing as require his or hertheir signature. In all matters affecting the Corporation, the President shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be. Also responsible for representing GCGHthe Corporation or sending a delegate to all OWHA and MOGHL meeting requiring GCGH representation of the Corporation.

**SA 2 Vice President – Competitive Division -** Voting member

Responsible for overseeing the activities of the Director Competitive Division – Junior Levels and the Director Competitive Division – Senior Levels. 2nd point of contact for Head Coaches and member families (after the Directors) for all Competitive Level teams (U9-U22) Works closely with the 2 Competitive divisions Directors concerning all issues which arise within our Competitive Divisions. This Competitive committeeofficer is to make recommendations to the Board for consideration and as required concerning Competitive Division Hockey Operations within GCGHthe Corporation.

**SA 3 Vice President – House League Division –** Voting member

Responsible for overseeing the activities of the Director HL – Junior Levels and the Director HL – Senior Levels. 2nd point of contact for Head Coaches and member families (after the Directors) for all House League Levels (Novice to Intermediate) Works closely with the 2 House League Directors concerning all issues which arise within our House League Divisions. This house league committee is to make recommendations to the Board for consideration and as required concerning House league Hockey Operations within GCGHthe Corporation.

**SA 4 Secretary****, Policy and Administration** **-** Voting member

Take Board meeting minutes. Assist the President in preparing for upcoming board / membership meetings (of the Board and the Members (e.g., location arrangements, solicit input for a preparation of meeting agenda, distribution of previous meeting minutes and other docs as required). Works closely with the Director of Administration to deliver on-line surveys to the membership and to compile results from membership surveys. Provides additional administrative support to the President or any other Board MemberDirector as deem appropriate.

Responsible for overseeing all administrative back office type functions required to maintain the AssociationCorporation’s records and files. Includes providing administrative support to the President, the VP’s and the Director’s, as required, to assist with the administrative side of all programs offered by GCGHthe Corporation. Also works closely with the directors to compile results from GCGHthe Corporation’s surveys (coach, player etc). Responsible for ensuring GCGHCorporation’s policies are regularly reviewed and updated.

**SA 5 Treasurer -** Voting member

Must have accounting experience. Works closely with the Ice scheduler to ensure that our payment obligations to the various ice providers are up to date. Also works with the ice scheduler to keep the Board up to date on ice expenses vs the annual budget for the same. Responsible for the payment of all other expenses incurred by the association. Works closely with the Director of Membership to track all payments due for competitive tryouts, season registration fees and ice back charges to the teams beyond their maximum ice allocations. Also responsible for providing the Board with regular updates on the financial status of the AssociationCorporation year to date vs. the proposed initial season budget.

**SA 6 Director of Membership - Competitive and House Programs -** Voting member

Responsible for monitoring all aspects of our on-line registration system including the production of reports

from the same. Responsible for dealing one on one with our member families concerning registration problems. Often required to work closely with the Treasurer on some of these items. Responsible for filing all ITR’s (Intent to Register Team level lists) with OWHA and MOGHL by the respective deadlines. Responsible for working directly with each head coach to obtain completed team roster documents for OWHA and MOGHL by the respective deadlines.

**SA** **6****7** **Director – Development –** Voting**Non**-voting member [NTD: Why is this individual a non-voting member? Generally speaking, having non-voting Directors is not advisable.]

Responsible for working with the Rep Committee (VP and 2 directors), the House League Committee (VP and 2 Directors) plus the Director – Fundamentals and the Director – Risk Managements to implement a comprehensive in house Development Plan for GCGHthe Corporation. This plan is to include player development, coach and coaching staff development, parent development, and even Executiveexecutive development as deemed appropriate. Responsible for making recommendations to the Board for consideration and as required to enhance the Development Program within GCGHthe Corporation.

**SA** **7****8** **Director Competitive – Senior Levels -** Voting member

Point of first contact for Head coaches and member families at the Rep (formerly Competitive) Level for U15- U22 Levels (estimated at approx. 8 to 10 teams). Reports to the Vice President – Comp.Competitive Division. Works closely with the Vice President – Comp.Competitive Division and the Director Comp- Junior Levels and as first level committee to deal with issues arising within our Comp. divisions. This group forms the basis of the Hockey Operations Committee which makes recommendations to the Board for consideration and as required concerning Comp Hockey Operations within GCGHthe Corporation.

**SA** **8****9** **Director Competitive – Junior Levels -** Voting member

Point of first contact for Head coaches and member families at the Rep (formerly Competitive) Level for U7-U11 Levels (estimated at approx. 6 to 8 teams). Reports to the Vice President – Comp. Works closely with the Vice President – Comp. and the Director Comp.- Junior Levels and as first level committee to deal with issues arising within our Comp. divisions. This group forms the basis of the Hockey Operations Committee which makes recommendations to the Board for consideration and as required concerning Comp. Hockey Operations within GCGHthe Corporation.

**SA** **9****10** **Director House League – Senior Levels -** Voting member

Point of first contact for Head coaches and member families at the House league level for U15-U22 Levels (estimated at approx. 8 to 10 teams). Reports to the Vice President – House League. Works closely with the Vice President – House League and the Director House league - Junior Levels and as first level committee to deal with issues arising within our House league divisions. This committee is to make recommendations to the Board for consideration and as required concerning House league Hockey Operations within GCGHthe Corporation.

**SA** **10****11** **Director House League – Junior Levels -** Voting member

Point of first contact for Head coaches and member families at the House league level for U7-U13 Levels (estimated at approx. 8 to 10 teams). Reports to the Vice President – House League. Works closely with the Vice President – House League and the Director House league - Junior Levels and as first level committee to deal with issues arising within our House league divisions. This committee is to make recommendations to the Board for consideration and as required concerning House league Hockey Operations within GCGHthe Corporation.

**SA** **11****12** **Ice Allocation Director -** Non-voting member [NTD: Why is this individual a non-voting member? Generally speaking, having non-voting Directors is not advisable.]

1. Paid an annual honorarium as determined by the GCGH Board of Directors. Reports directly to the president. Responsible for submitting applications to the City of Ottawa, Ray Friel and Ottawa U for ice

allocations for GCGHthe Corporation for the regular season (Sep.01st to Apr. 31st ) and for summer programs, tryouts and other requirements (May 01st to Aug.31st) .

1. Responsible for receiving and confirming all ice contracts with these ice providers on behalf of GCGHthe Corporation. Responsible for working with OWHA and MOGHL to provide home ice as required by these associations for our competitive and house league teams. Works closely with the VP – Competitive, VP – House League, VP – Development and Director - Fundamentals to allocate evaluation, practice or program ice to our competitive and house league teams, and our learn to skate and fundamentals programs.
2. Responsible for adhering as much as possible to the GCGHCorporation’s principles of recommended ice allocations (eg age appropriate, day of the week appropriate allocations etc.) Also responsible to reserving all GCGH tournament weekend ice for this purpose and for working closely with the GCGHCorporation’s tournament ice scheduler to acquire additional ice for this purpose as required. Responsible for returning ice allocated to GCGHthe Corporation which is deemed as not required by GCGHthe Corporation to the ice providers in a timely manner and in accordance with each providers minimum notice return policy.
3. Works closely with the GCGHCorporation’s Treasurer / Secretary to ensure that these officers are always provided with updated copies of our updated ice contracts – will enable the treasurer / book-keeper to remit required payments to the ice providers by the required payment deadlines
4. Works closely with the GCGHCorporation’s Treasurer / Secretary to track practice ice allocated to GCGHthe Corporation’s teams and to confirm excess ice used by teams which will require payment to the AssociationCorporation. Provides the GCGH Board of Directors with regular updates on our ice situation and a final report in advance of the Annual AGMannual general meeting on the total ice situation for the season just finished.

**SA** **12****13** **Director – Communications, Marketing and Sponsorship -** Voting member

Responsible for overseeing key communication pieces distributed to the GCGHCorporation’s membership. Works closely with the GCGHCorporation’s Webmaster concerning the content of all information and notices posted to the GCGHCorporation’s website. Also responsible for overseeing the implementation of any marketing and promotion initiatives for GCGHCorporation’s programs as approved by the GCGH board of directorsBoard. Works closely with the GCGH Treasurer to ensure that marketing and promotional expenditures remain within the annual fiscal budget for marketing.

**SA** **13****15** **Director** **– Policy and Administration -** Voting member

Responsible for overseeing all administrative back office type functions required to maintain the Association records and files. Includes providing administrative support to the President, the VP’s and the Director’s, as required, to assist with the administrative side of all programs offered by GCGH. Also works closely with the directors to compile results from GCGH surveys (coach, player etc). Responsible for ensuring GCGH policies are regularly reviewed and updated.

**SA 14 Director****- Health and Safety –** Voting member

To ensure the health and safety of the GCGHCorporation’s players, team staff, administrators including board members. It is also to ensure they comply with GCGHCorporation’s health and safety standards and regulations. Their duties include managing health concerns, players injuries and conditions. In addition, the Health and Safety Director may be required to monitor health hazards, advise team staff (particularly the trainers) on matters relating to players or team staff concerns, injuries or health and safety general questions/concerns. They may develop plans and strategies on ways to minimize risks and designing better health and safety systems according to OWHA guidelines.

**SA** **15****16** **Director – Risk Management** **and Discipline** **–** Voting member

Works closely with the VP – Development, VP – House League and VP – Competitive to mitigate risk in all areas of our Hockey Operations. Responsible for ensuring that our coaching staff, other volunteers and parents all have access to appropriate external training courses (ege.g., coaching, trainer, speak-out etc.). Next Point of Contact for dispute resolution issues which cannot be handled to the satisfaction of all parties (players/parents/coaches/volunteers) at the level of the VP – Competitive or VP – House. Responsible for collecting information on the steps taken to date concerning the issue and reporting to the Board on the same. If so directed by the Board, responsible for overseeing the formation of an investigation committee etc. as per the GCGHCorporation’s Dispute Resolution Policy.

**SA** **16****17** **Director- Equity, Diversity & Inclusion -** Voting member

Responsible to provide guidance on Equity, Diversity and Inclusion (EDI) initiatives related to the associationsCorporation’s programming. To support the implementation of EDI best practices and compliance with EDI requirements for all HC sponsored programs. To communicate and train all membersMembers within the associationCorporation of any changes to the HC EDI policies.

SA 17 Directors at Large – Non-Voting Member

Responsible to attend board meetings, engage in board meetings actively, serve on at least one committee and provide support to the board in any capacity that helps to progress the mission and vision of the corporation. Directors at Large will report directly to the president of the board.

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