

OSHAWA GIRLS HOCKEY ASSOCIATION
BY-LAWS

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SECTION 1: GENERAL

1.01 Definitions

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

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.
- b. “Articles” shall mean the Articles of Incorporation / Letters Patent of the Corporation filed with and issued by the Ministry of Consumer and Business Services on September 19, 2005.
- c. “Board” means the board of directors of the Corporation;
- d. “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e. “Chair” means the chair of the Board;
- f. “Corporation” means the Oshawa Girls Hockey Association or (“OGHA” / “Association”) that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g. “Director” means an individual occupying the position of director of the OGHA;
- h. “Member” means a member of the OGHA;
- i. “Members” means the collective membership of the OGHA;
- j. “OWHA” means the Ontario Women’s Hockey Association

1.02 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles, the provisions contained in the Articles shall prevail.

1.03 Certification of Documents

Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

SECTION 2 – DIRECTORS

2.01 Election and Term

- a. The Members shall elect the Directors to hold office for a term ending no later than the end of the second annual meeting of the Members following the election.
- b. The Directors may appoint additional directors for a term ending no later than the end of the second annual meeting of the Members following the appointment. Generally the Directors will appoint the past president of the Corporation as a Director.
- c. Every Director must be a Member.

2.02 Director to Hold additional Position:

Each Director shall be appointed by the Board to one or more of the following positions:

- a. President;
- b. Vice President of House League;
- c. Vice President of Competitive;
- d. Vice President of Senior;
- e. Treasurer;
- f. Secretary;
- g. Registrar;
- h. Director of House League;
- i. Director of Competitive;
- j. Director of Senior;
- k. Director of Development;
- l. Director of Sponsorship;
- m. Director of Events;
- n. Director of Communications;
- o. Director of Equipment;
- p. Member at Large House League;
- q. Member at Large Competitive;
- r. Member at Large Senior

2.03 Vacancies

The office of a Director shall be vacated immediately:

- a. If the Director resigns their office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;

- b. If the Director dies or becomes bankrupt;
- c. If the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. If, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.04 Filling Vacancies

A vacancy on the board shall be filled as follows:

- a. A quorum of Directors may fill a vacancy among the Directors provided that such appointment must be ratified by the Members at the next annual meeting of the members and if so ratified the Director shall hold office for the remainder of the unexpired term of the Director's predecessor; or
- b. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution and the new Director shall hold office for the remainder of the unexpired term of the Director's predecessor;

2.05 Remuneration of Directors

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

- a. At the sole and unfettered discretion of the Board, Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
- b. At the sole and unfettered discretion of the Board, Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the OGHA in their capacity other than as Directors, including but not limited to Referee Assigner, Time Keeper, Assigner, Ice Scheduler or such other role as a Director may be appointed to by the Board, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

2.06 Committees

Committees may be established by the Board as follows:

- a. The board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the

powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and

- b. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

2.07 Discipline Committee

- a. All disciplinary matters, including suspensions, protests, and appeals will be dealt with by the Discipline Committee.
- b. The Discipline Committee will be made up of at least three members of the board.

2.08 Responsibilities of the Board

The Board shall be responsible for, among other things:

- a. Having control of the affairs of the OGHA and the primary responsibility for achieving its objectives.
- b. Implementing rules as set down by the OWHA, the OHF and Hockey Canada.
- c. Enforcing and ensuring the Corporation and Members adhere to the provisions of the CONSTITUTION, BY-LAWS, RULES and REGULATIONS, and POLICIES of the OGHA.
- d. Communicating to the Members any changes to the CONSTITUTION, BY-LAWS, RULES and REGULATIONS, and POLICIES which may occur from time to time.
- e. Appointing, when necessary, Protest or Appeal Committees and informing the appointed persons and all other parties involved of the approved procedures and rights of the parties involved.
- f. Establishing temporary operational Rules & Regulations during the year for the different divisions and facilities whose purpose it will be to control Participants and/or Spectators in the best interest of the OGHA.
- g. Appointing or hiring individuals to complete specific responsibilities, roles as may be required from time to time.
- h. Appointing a member of the Board to attend the Annual General Meeting of the OWHA.
- i. Set the annual Registration Fees.

SECTION 3 – BOARD MEETINGS

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, Secretary or any two Directors at any time.

3.02 General Meetings

- a. The time and place of general meetings shall be at the discretion of the President, or a Vice-President but shall have a maximum of forty-five days between consecutive meetings.
- b. The Chair shall preside at Board meetings. In the absence of the Chair, the President or a Vice-President shall choose a Director to act as the Chair of the meeting.
- c. The agenda for the general meeting shall include (but not be limited to):
 - i. Approval of Minutes of the preceding general meeting;
 - ii. Approval of the agenda for the current general meeting;
 - iii. Declaration of any conflicts of interest;
 - iv. Correspondence;
 - v. Treasurer's Report;
 - vi. Other Officer/Director's Reports;
 - vii. New Business;
 - viii. Date of Next Meeting;
 - ix. Adjournment.

3.03 Voting and Motions

- a. Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of a tie, the Chair shall have a second vote.
- b. No Motions shall be moved or passed without the presence of the President or at least two Vice Presidents.
- c. That any proposal to expend less than \$300 in total can be introduced and voted upon at the meeting at which it is introduced as a motion under 'New Business'.
- d. That any proposal to expend more than \$300 in total will be introduced as a Notice of Motion, to be voted on at the following, or subsequent meeting thereby allowing the Treasurer to ascertain the total costs and available funds to accommodate such a request. A Notice of Motion can be voted upon as a regular Motion at the meeting it is introduced if approved by unanimous vote.
- e. That all motions to be introduced at a meeting be provided in writing to the Secretary and President or a Vice-President at least 7 days prior to the meeting date to be included on the agenda. Motions received after that time will be added to the following meeting agenda.

3.04 Quorum

1/3 of the total number of Directors of the Corporation at the time of the meeting shall be considered Quorum for any meeting of the Directors provided that in no case shall Quorum be less than 3 Directors.

SECTION 4 – FINANCIAL

4.01 Banking

- a. All of the banking business of the OGHA will be transacted with such bank, trust company or credit union as the Board may designate from time to time by Resolution.
- b. The signing officers for the OGHA League Bank accounts shall be the Treasurer, Secretary, President and Vice-Presidents, or alternatives as approved by resolution. Any banking transaction shall require authorization via signature by two of the above-listed signing officers.

4.02 Financial Year

- a. The financial year of the Corporation ends on May 31st in each year or on such other date as the Board may from time to time by resolution determine.
- b. Records of all expenditures to be included in the following financial year shall be provided to the treasurer 30 days prior to the end of the current financial year.

4.03 Financial Statements

- a. The Treasurer shall prepare the following financial statements each year for the review and approval of the Members:
 - i. A year end summary of revenues and expenditures for all House Lease and Competitive Programs; and
 - ii. Balance Sheets for the House League and Competitive Programs;
- b. The Board shall appoint two Directors each year to review all financial records of the current season.

4.04 Registration Fees

- a. The Board shall determine the amount of the annual registration fees for players in the OGHA.
- b. The Treasurer may notify any player at any time that the player's registration fees are due and if not paid within thirty (30) days of such notice the member shall be in default.

- c. The Board shall at the next general meeting after a player is in default shall determine whether to suspend the players playing and membership privileges or take such other course of action the Board deems appropriate in the Board's sole discretion.
- d. Any Member may resign from the Association by giving written notice to the Secretary, but if the resignation occurs after January 1st, any player registration fees paid shall be forfeited. If the resignation occurs prior to January 1st, player registration fees shall be refundable in such amount as the Board determines to be fair and reasonable in the circumstances.

SECTION 5 – OFFICERS

5.01 Appointment of the Chair and other Officers

- a. The Board shall appoint from among the Directors the Officers of the Corporation. The Same person may hold two or more offices of the Corporation.
- b. Each person holding a position set out in 2.02 a. i-xix of these By-laws shall be an officer of the Corporation.
- c. The term of each officer shall run concurrently with that officers term as a member of the Board.
- d. The individual appointed as the President of the Corporation shall also be appointed as the Chair of the Board.
- e. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.
- f. An Officer may be removed from their position by:
 - i. Handing their resignation to the Board;
 - ii. by a vote of no less than 75% of the Board held during a Board meeting;
or
 - iii. By a vote of a majority of those Members who are present at a special meeting of the Members.
- g. In the Event an Officer is removed from their position by a vote carried out by the members of the Board, a special meeting of the Members shall be held within 90 days to ratify the decision and confirm the removal of the Officer from their position as Officer and Director of the Corporation.

5.02 Duties/Requirements of Officers

- a. President
The President of the OGHA shall:

- i. Act as the Chief Executive Officer of the Corporation and Chair of the Board.
 - ii. Be cognitive of all activities carried out by each member of the executive.
 - iii. Establish the Agenda for all General and Annual General Meetings.
 - iv. Be included as a permanent member of all committees of the OGHA including the Competitive Committee, House League Committee and Senior Committee.
 - v. Represent the OGHA with all other agencies, governing bodies and associations.
 - vi. Have served as a current member of the Board of Directors for at least two years.
 - vii. Be appointed to act as the liaison to the OWHA. The President may at their discretion appoint a member of the Board to fulfill this duty.
- b. Vice President of House League
- The Vice-President of House League shall:
- i. In the absence of the President, have the authority and perform the duties of the President.
 - ii. Be responsible for the operation of all registered house league teams in conformity with the House league manual, and act as the liaison between the OGHA and any league that is interlocked with the OGHA.
 - iii. Implement the approved coach selection process contained in the House League manual utilizing the House league committee and all other identified staff.
 - iv. Recommend individuals to be appointed as Convenors for each division.
 - v. Serve on the Discipline Committee, as required.
 - vi. Have served as a current member of the Board of Directors.
 - vii. To bring forward all staff members including, managers, treasurers, trainers, on-ice staff and assistants for ratification at a General meeting of the Board of Directors.
 - viii. Undertake an annual review of the House league Manual with all House league teams, Board members, and the house league committee; and present any potential amendments to the Board of Directors for approval no later than January of the current hockey season.
 - ix. Present a House League Budget for Board Approval, prior to the start of the season.
 - x. Be Responsible for coordinating support for the 50/50 at the Oshawa General games throughout the season.
- c. Vice President of Competitive
- The Vice-President of Competitive shall:

- i. In the absence of the President, have the authority and perform the duties of the President.
 - ii. Be responsible for the operation of all registered competitive teams in conformity with the Competitive Manual, and act as the OWHA liaison.
 - iii. Implement the approved coach selection process contained in the Competitive manual utilizing the competitive committee and all other identified staff.
 - iv. Undertake an annual review of the Competitive Manual with all of the competitive teams, Board members and the Competitive committee; and present any potential amendments to the Board of Directors for approval no later than June of the current hockey season.
 - v. Serve on the Discipline Committee, as required.
 - vi. Have served as a current member of the Board of Directors.
 - vii. To bring forward all staff members including, managers, treasurers, trainers, on-ice staff and assistants for ratification at a General meeting of the Board of Directors.
 - viii. Be responsible for coordinating support for the 50/50 at the Oshawa General games throughout the season.
- d. Vice President of Senior

The Vice President of Senior will:

 - i. In the absence of the President, have the authority and perform the duties of the President.
 - ii. Be responsible for the organization of the senior house league and set up a senior house league committee to verse that group.
 - iii. Serve on the Discipline Committee, as required.
 - iv. Have served as a current member of the Board of Directors.
 - v. Be responsible for the operation of all registered senior teams in conformity with the OWHA Rules and Policies.
 - vi. Responsible for coordinating support for the 50/50 at the Oshawa General games throughout the season.
- e. Treasurer

If an external accountant is contracted in a season, the duties below will be reviewed between the Treasurer and Accountant for assignment of roles. The Treasurer shall:

 - i. Have responsibility for managing the finances of the OGHA.
 - ii. Collect and record all funds received by the OGHA and record and pay all accounts. All expenditures over \$100.00 must have prior approval from the Board.
 - iii. Deposit monies without delay in one of the Chartered Banks/Trust Companies to the account of the OGHA.

- iv. Have joint signing authority together with the President, and Vice Presidents of the OGHA in relation to all disbursements.
 - v. Disburse funds of the OGHA by cheque only, as may be directed by the Board of Directors and keep on file all receipts.
 - vi. Encourage all Board of Directors Members to maximize revenues and minimize expenditures.
 - vii. Present a Budget, for the approval of the Board of Directors.
 - viii. Present at the Annual General Meeting a Financial Statement which is in accordance with generally accepted accounting principles.
 - ix. Prepare interim reports of the financial standing of the OGHA on a monthly basis.
 - x. Have the Financial records and Financial Statements of the OGHA reviewed annually by such independent person as the Board of Directors may appoint for such purpose and to present the results of such review to the Membership at the next Annual General Meeting.
 - xi. Provide invoices to all Competitive team Managers on a monthly basis.
 - xii. Obtain monthly Financial Statements from all Competitive teams.
 - xiii. Be responsible, in conjunction with the Registrar, for determining when special payment arrangements are necessary.
 - xiv. Have served as a current member of the Board of Directors.
 - xv. The Treasurer must possess adequate ability to perform the functions listed above. Should the Treasurer not possess at a minimum a college certificate in bookkeeping or accounting and, if cash received is in total estimate or actual to be in excess of \$100,000 during any year, an independent monthly review by a qualified source as approved by the Board of Directors will be mandatory.
 - xvi. In regard to individual team financial reporting, any team treasurer and/or manager as appointed by the Board of Directors will be required to follow generally accepted accounting principles and the reporting guidelines as determined by the Board of Directors.
 - xvii. Regarding division financial reporting, a board member may be appointed to work with the Treasurer, to handle the division transactions following the generally accepted accounting principles and the reporting guidelines as determined by the Board of Directors.
- f. Secretary
- The Secretary shall:
- i. Record and maintain the Minutes of all meetings of the OGHA.
 - ii. Deal with all correspondence of the OGHA as instructed by the President and/or the Board of Directors.

- iii. Give notice, including time, location, and date of all meetings of the OGHA to all persons entitled to receive such notice.
 - iv. Make a copy of the Minutes available, within one (1) week of the last meeting, to the President and within one (1) week of the next meeting, to the remaining Board of Directors Members.
 - v. Publish notice of the Annual General Meeting at least thirty (30) days prior to such meeting, including date, time, location, Agenda, and any Notices of Motion, with the exception of special circumstances.
 - vi. Be responsible for notifying the General Membership of all proposed amendments which are to be considered at the Annual General Meeting.
 - vii. Be the custodian of the OGHA's Minute Book, Correspondence Files, Constitution, By-Laws.
 - viii. Be responsible for updating any amendments to the Constitution, By-Laws, Rules & Regulations, and Policy Guidelines etc.
 - ix. Ensure that the Membership receives notification of all changes in a timely manner.
 - x. Transfer to his/her successor, at the end of the season, all books, records, and material in his/her possession.
- g. Past President
- The Past President shall:
- i. Be appointed upon completion of a two-year term as president.
 - ii. Advise the President of his/her duties.
 - iii. Receive a life membership with the OGHA upon completion of the term of Past President.
- h. Registrar:
- The Registrar shall:
- i. Check all players as to their eligibility including Proof of Age.
 - ii. Prepare the OWHA Registration Forms for House League and Competitive teams for submission to the OWHA.
 - iii. Provide the City of Oshawa with enrollment statistics immediately following the Registration process and with any updates throughout the season.
 - iv. Be responsible, in conjunction with the Treasurer, for determining when special payment arrangements are necessary.
 - v. Be responsible for all Permission to Skate and Release requests.
 - vi. Has the ability to appoint a registrar assistant.
- i. Director of House League
- The Director of House League shall:
- i. Work with the Vice-President of House League to appoint Convenors for each division.

- ii. Work with the Vice-President of House League and the Director of House League Development to balance teams.
 - iii. Be responsible for all Division Convenors.
 - iv. Co-ordinate with the Convenors payment procedures for Referees.
 - v. Collect a copy of all game sheets, from the Division Convenors, and forward any disciplinary concerns to the Vice President.
 - vi. Serve on the Discipline Committee as required.
 - vii. Act in the capacity of the Vice President of House League in his/her absence.
- j. Director of Competitive Hockey
- The Director of Competitive Hockey shall:
- i. Serve on the committee to manage the affairs of competitive teams.
 - ii. Serve on the committee to select coaches for competitive teams.
 - iii. Be responsible to ensure that all fundraising activities undertaken on behalf of or by competitive teams are appropriately advertised and coordinated with Director of Events and Sponsorship.
 - iv. Act in the capacity of the Vice President of Competitive Hockey in his/her absence.
 - v. Carry out other duties as assigned by the Vice President of Competitive Hockey.
- k. Director of Senior
- The Director of Senior shall:
- i. Schedule all games in the Senior House League Division.
 - ii. Be responsible to ensure that all fundraising activities undertaken on behalf of or by Senior teams are appropriately advertised and coordinated with the Director of Events and Sponsorship.
 - iii. Act in the capacity of the Vice President of Senior in his/her absence.
 - iv. Carry out other duties as assigned by the Vice President of Senior.
- l. Director of Development
- The Director of Development shall:
- i. The Director will ensure that all OWHA and Hockey Canada rules are clearly followed, as outlined in the OWHA Constitution, By-laws, Regulations, Rules and Policies.
 - ii. Co-ordinate Player and Coach clinics and development programs on a regular basis throughout the current season.
 - iii. Working in conjunction with the Vice Presidents and Directors, ensure that each team is running effective practices and offering a program that follows all OGHA Policies.
 - iv. Provide assistance to all Coaches and Trainers who require it.

- v. Serve on the Discipline Committee, as required by the Chairman, for both the House League and Competitive program divisions, or designate an alternative as required.
 - vi. Must be an advocate of all OGHA, OWHA and Hockey Canada Values and expectations of Coach, Player and Trainer Codes of Conduct and Codes of Ethics.
- m. Director of Events
- The Director of Events:
- i. Primary point of contact from the board coordinating directly with Tournament Coordinator on both the Competitive and House League tournaments.
 - ii. Responsible for order and acquisition of medals, awards and gifts for each tournament including quotes, design outlines.
 - iii. Act as the OGHA liaison with the tournament vendors - including vendor collection and the city requirements for vendor layouts.
 - iv. Working with Tournament Coordinator, arrange for convenors at arenas, volunteers for set up and preparation of team bags and volunteers at tournament desk.
 - v. Ensure all insurance, permits and documentation required prior to scheduled events are in place as required.
 - vi. Coordinate Year End banquet for Youth.
- n. Director of Sponsorship
- The Director of Events and Sponsorship:
- i. Have the discretion, in consultation with the Vice President of House League or Director of House League, to determine the allocation of sponsors across league teams and jerseys, and that the allocation of sponsors is to be ratified by the Board of Directors.
 - ii. Distribute sponsorship letters with the goal to secure sponsorships for OGHA teams, Tournaments, clinics and forward such monies to the Treasurer, within two (2) weeks of receiving them.
 - iii. Obtain individual Player sponsorship under the direction of the Treasurer.
 - iv. Prepare letters of appreciation and purchase gifts for Sponsors.
 - v. Coordinate the Oshawa General's OGHA Appreciation Night with Competitive, House League and Seniors including ticket order orchestrating and the collection of funds with the Treasurer and General's management.
- o. Director of Communications
- The Director of Communications shall:
- i. Responsible for the design and management of association website and social media accounts.

- ii. Communicates news and updates to association members through above mentioned media.
 - iii. Shall setup the House League Registration, schedules and stats on the website, with schedules provided by the Director of House League or division conveners.
 - iv. Manages website user accounts and privileges.
 - v. Shall be a member of any sub-committee(s) as appointed to by the Executive Council from time to time.
- p. Director of Equipment
- The Director of Equipment shall:
- i. Be responsible for the acquisition and inventory of all OGHA equipment, uniforms and apparel.
 - ii. Prepare an equipment purchase, repair and replacement budget for the next season.
 - iii. Provide three (3) quotes for all proposed equipment purchases for the consideration of the Executive Council.
 - iv. Act as the Association Liaison for all purchases, ensuring proper billing and invoice correctness from suppliers for both House League and Competitive hockey.
 - v. Be responsible for the issuing of all OGHA equipment.
 - vi. Prepare a sign-out procedure for all OGHA equipment and provide a detailed account of the equipment inventory to the Executive Council when required.
 - vii. Provide a yearend Inventory Report for the Annual General Meeting.
 - viii. Arrange for the storage, handling, and repair of all equipment including sweaters at the end of each season.
 - ix. Arrange for the cleaning and sanitizing of all Goalie equipment at the end of each season as deemed necessary
 - x. Maintain equipment lock up in an orderly fashion for ease of equipment cataloguing.
- q. Member at Large – 3 Positions
- The Member at Large positions shall:
- i. Have one position dedicated for each division: House League, Competitive and Senior.
 - ii. Attend regular meetings of the Board.
 - iii. Contribute another angle of opinion and have a vote.
 - iv. An extra helping hand for the executive and specifically for their target division.
 - v. A way to join the Executive to learn how the organization is run with the potential to continue with the OGHA.

5.03 Officers who may sign on behalf of Corporation

Only the President, Secretary or Treasurer may sign on behalf of the OGHA or otherwise enter into contracts or sign on behalf of the OGHA.

SECTION 6 – Protection of Directors and Officers

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

- a. Complied with the Act and the Corporations articles and By-laws; and
- b. Exercised their powers and discharged their duties in accordance with the Act.

SECTION 7 – 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.

SECTION 8 – MEMBERS

8.01 Defining the Members

The following individuals shall be Members of the OGHA:

- a. All Officers and Directors of the OGHA;
- b. All those individuals who are registered with the OGHA for the current season and are in good standing with all fees owing to OGHA having been paid and up to date.

- c. Membership in the OGHA is not transferable and shall automatically terminate for Directors and Officers at the end of their term and for all others at the end of the current season until such time as they register again for the new season.

8.02 Registration

8.02.1 Eligibility to Register with OGHA

- a. Registration is not restricted to the residents of the City of Oshawa;
- b. All OGHA Registration Forms must be signed by a Parent or Guardian for Players under eighteen (18) years of age;
- c. Any Player must provide a copy of a Birth Certificate or other acceptable form of proof of age upon request of the Board.

8.02.2 Age Categorization

- a. The age limits for the OGHA are:

Category	Age
Senior	22 and older
U22	18 to 21
U18	15 to 17
U15	13 to 14
U13	11 to 12
U11	9 to 10
U9	7 to 8
U7	6 and Under

- b. Players in the Intermediate age category may register and play in either the combined Midget/Intermediate or the Senior division within the house league.
- c. Players in the Intermediate age category may play for either Intermediate or Senior within the competitive division.

8.02.3 Appointment of House League Members to Teams

- a. Members registered to participate in the OGHA will be appointed to House League teams through a player draft;
- b. Coaches, Managers, and Trainers will be placed according to the draft in which the players are dispersed;
- c. Players wishing to play together will be accommodated where possible but team equity and balance of skilled Players will take precedence.

SECTION 9 – DISCIPLINE / CHALLENGE

9.01 Authority of Discipline Committee

- a. The Discipline Committee shall have the authority to suspend or terminate the Membership of a Member, or to take/impose such other disciplinary action as they determine is fair and reasonable given the circumstances.
- b. The Discipline Committee shall be responsible for ensuring that all By-Laws, Rules and Policies of the OGHA including the Harassment and Abuse Policy are adhered to by the Members, and where they find that a Member is in breach of the Rules, By-laws and/or Policies of the OGHA to take/impose such disciplinary action as they determine is fair and reasonable given the circumstances.

9.02 Protests and Appeals

- a. Any Member who has been suspended or terminated has the right to appeal the decision of the Discipline Committee.
- b. The appeal shall be made to the OWHA in accordance with the OWHA Appeal Policy.

SECTION 9 – MEMBERS MEETINGS

9.01 Annual Meeting

- a. There will be an Annual General Meeting for all Members on or before the last day of June each year;
- b. The President or Secretary shall each year set out the date, time and place of the meeting;
- c. The Board shall provide the Members with no less than thirty (30) days notice of the date, time and place of the meeting;
- d. The agenda for the Annual General Meeting must include but is not limited to:
 - i. Receipt of Agenda;
 - ii. Minutes of the preceding Annual General Meeting;
 - iii. Business arising from the Minutes;
 - iv. Presentation of the annual financial statements by the Treasurer;
 - v. Other Member's Reports;
 - vi. New Business;
 - vii. Election of Directors;
 - viii. The ratification of any Expulsions, By-Laws, Rules and Regulations, Policies, or Appointments to the Board of Directors made by the Board of Directors during the previous year.

- ix. Adjournment.
- e. Any proposal a Member wishes to raise at the Annual General Meeting must be provided to the Secretary no more than fourteen (14) days prior to the date of the Annual General Meeting in order for it to be added to the meeting agenda and considered at the meeting.
- f. Any Member, upon request made to the Board shall be provided, not less than five business days or other number of days that may be further prescribed in the Act before the Annual General Meeting, with a copy of the annual financial statements which have been approved by the Board.

9.02 Special Meetings

The Board may call a special meeting of the Members. The Board shall call a special meeting of the members upon receipt of a written request of at least 30 Members. The special meeting shall be held within 30 days of receiving the requisition unless the Act provides otherwise.

9.03 Notice

Subject to the Act and any provision of these By-Laws not less than 10 and not more than 50 days written notice of any annual or special Member's meeting shall be given to each Member, and each Director. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

A notice of a meeting of the Members (including Annual General Meeting or Special Meeting) is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by telephone or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting shall be 10 Members. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.06 Voting of Members

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

- a. Each Member shall be entitled to one vote at any meeting, provided that an individual may cast more than one vote in the following circumstances:
 - i. They are the parent of one or more Members who are under the age of eighteen, one parent/guardian of any Member under the age of eighteen shall be permitted to vote on behalf of that member; and/or
 - ii. They are a Director, Officer, Coach or other Member and have a child or children under the age of eighteen for whom they are the parent/guardian entitled to vote on their behalf.
- b. Votes shall be taken by secret ballot among all Members present;
- c. an abstention shall not be considered a vote cast;
- d. if there is a tie vote, the chair of the meeting shall require a recorded vote where each person entitled to vote at the meeting says their vote which will be recorded by the Secretary or another person so designated by the chair; and
- e. whenever a vote is taken on a question, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- f. Except as otherwise setout in these By-Laws there will be no proxy-votes permitted.
- g. To be eligible to vote at the Annual General Meeting each member must register or have a parent/guardian register to vote on their behalf.

9.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, Directors, the auditor (if any), Parents or guardians of any Member who is under the age of eighteen (18). the person who has been appointed to conduct a review engagement of the Corporation (if any), or any other person if invited by the Chair or with majority consent of the Members present at the meeting.

SECTION 10 – NOTICES

10.01 Service of Notice

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as

shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation 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 abridged at any time with the consent in writing of the person entitled thereto.

10.02 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.

SECTION 11 – ADOPTION AND AMENDMENT OF BY-LAWS

- a. The Board of Directors may, from time to time, set, repeal, or amend these By-Laws.
- b. Such changes to the existing By-Laws must be first submitted in writing to the Board of Directors for consideration at least two (2) weeks prior to the General Meeting at which such are to be discussed and voted on.
- c. Any changes to the By-Laws made by the Board of Directors will be in force but subject to ratification by a majority vote of the Members at the next Annual General Meeting.
- d. The Membership will be given thirty (30) days' notice of any proposed amendments to the By-Laws.