

BY-LAW NUMBER ONE

***A BY-LAW RELATING GENERALLY TO THE
TRANSACTION OF THE AFFAIRS OF THE
GLOUCESTER HOCKEY ASSOCIATION***

***AS APPROVED BY THE MEMBERSHIP
AT THE ANNUAL GENERAL MEETING
HELD APRIL 28, 1994***

***AMENDMENT #1 APRIL 23, 1998
AMENDMENT #2 MAY 3, 2001
AMENDMENT #3 MAY 2, 2002
AMENDMENT #4 MAY 6, 2004
AMENDMENT #5 May 17, 2006
AMENDMENT #6 MAY 28, 2008
AMENDMENT #7 May 27, 2009
AMENDMENT #8 May 27, 2010
AMENDMENT #9 MAY 24, 2011
AMENDMENT #10 May 23, 2012
AMENDMENT #11 May 23, 2013
AMENDMENT #12 May 22, 2014
AMENDMENT #13 May 13, 2015
AMENDMENT #14 May 26, 2016
AMENDMENT #15 May 25, 2017
AMENDMENT #16 May 24, 2018
AMENDMENT #17 May 21, 2019***

AMENDMENT #18 May 21, 2020
AMENDMENT #19 June 2, 2022
AMENDMENT#20Sept5, 2024
AMENDMENT#21May 22, 2025

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BY-LAW NUMBER ONE

OF THE
GLOUCESTER HOCKEY ASSOCIATION

A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE AFFAIRS OF
THE GLOUCESTER HOCKEY ASSOCIATION,
DISTRICT 9 OF THE HEO MINOR

PREAMBLE

Whereas the Corporation was incorporated by Letters Patent on the 19th day of September 1985, Corporation Number 638841, for the following objects:

- a. To foster, encourage and improve all organized amateur minor hockey within the area under its jurisdiction.
- b. To provide fun, recreation and healthful enjoyment through activities, development programs and competition for all who desire to participate in hockey, giving due consideration to individual capabilities.
- c. To teach fair play and sportsmanship and to develop the skills of the players in its charge.
- d. To have and exercise a general care, supervision and direction over players, teams, officials and executives of the Corporation with emphasis on the enhancement of good character and citizenship.

The special provisions are:

- a. That the Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects;
- b. That, upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario;
- c. That the Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties.

BE IT ENACTED as a by-law of the ASSOCIATION (the "Corporation") as follows:

BY-LAW NUMBER ONE

OF THE

GLOUCESTER HOCKEY ASSOCIATION

ARTICLE 1 - INTERPRETATION

In this By-law and all other By-laws, Resolutions, Rules and Regulations of the Corporation unless the context otherwise requires:

- 1.1 The singular includes the plural.
- 1.2 The masculine includes the feminine.
- 1.3 "Executive" or "Executive" Committee" means the elected officers of the Corporation plus the Past President.
- 1.4 "Members" are as described by:
 - 1.4.1 "Members of the Executive" Article 10
 - 1.4.2 "Members of the Board of Directors" Article 6
 - 1.4.3 "Appointed Members" Article 6
 - 1.4.4 "Membership" Article 12
 - 1.4.5 "Voting Members" Article 13
 - 1.4.6 "Members of the Corporation" Article 6
- 1.5 "Board of Directors" means the elected officers, the Past President and the appointed Members; as well as one elected representative, or their designate, from each of the member associations.
- 1.6 "Corporation" means the Association.
- 1.7 "Corporations Act" means the Corporations Act, RSO 1980, Chapter 89, and any other statute amending or enacted in substitution thereof, from time to time.
- 1.8 "Documents" 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.
- 1.9 "District 9" means the District and member associations as designated by HEO.
- 1.10 Corporation "1st Vice President" means the Corporation Vice President Competitive or Vice President Competitive.
- 1.11 Corporation "2nd Vice President" means the Corporation Vice President House League or Vice

President House League.

All terms defined in the Corporations Act have the same meanings in this By-law and all other By-laws and resolutions of the Corporation.

ARTICLE 2 - NAME AND AFFILIATION

2.1 This Association shall be known as the Gloucester Hockey Association hereinafter to be referred to as the Corporation, designated as District 9 by HEO.

2.2 The Corporation, by virtue of its affiliation with HEO, is a member of Hockey Canada, the governing body of amateur hockey in Canada.

2.3 The Corporation, on behalf of HEO, shall have jurisdiction to govern and administer minor hockey within the boundaries of the member associations designated as District 9, in accordance with the Constitution, By-laws and Regulations of the governing bodies.

ARTICLE 3 - DEFINITION OF AN AMATEUR

3.1 The Corporation adopts the definition of an amateur as set forth by Hockey Canada.

ARTICLE 4 - HEAD OFFICE

4.1 The Head Office of the Corporation shall be in the City of Ottawa, in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

ARTICLE 5 - SEAL AND CREST

5.1 The seal, an impression is stamped in the margin hereof, shall be the corporate seal of the Corporation.

5.2 The Corporation crest, an impression is in the margin hereof, shall be the official crest of the Corporation. The letter G enlarged with the word Gloucester in the centre of the G. The words Hockey Association (using the abbreviation of the word Association as Assoc.) to be added below the enlarged letter G. Colour - letter G is forest green with lettering in black.

5.3 In accordance with the provisions of the Trademarks Act, Consumer and Corporate Affairs Canada, the Corporation crest is duly registered, TMA Number 405342, effective November 20, 1992. In accordance with the provisions of the Trademarks Act, this trademark is subject to renewal every 15 years from the registration date (last renewal was completed in 2007).

ARTICLE 6 - THE BOARD OF DIRECTORS

6.1 The business and affairs of the Corporation shall be managed by a Board of Directors; consisting of nine elected officers (as specified in Article 8), the Past President, the appointed Members by the Board (as specified in the Rules and Regulations), and one elected representative from each of the Member Associations.

6.2 The Board of Directors shall act in accordance with the Corporation By-laws and the Rules and Regulations as may from time to time be enacted.

6.3 The Board of Directors of the Corporation shall have power to amend or alter, within the terms of the By-laws, the Rules and Regulations of the Corporation. Immediate notice of all such changes shall be forwarded to all member associations.

6.4 The Board of Directors shall determine all questions arising from emergencies not provided for in the By-laws or Rules and Regulations or in the rules of the competition.

6.5 The elected officers of the Corporation shall be the President, First Vice-President, Second Vice-President, Vice-President Administration, Discipline Chair, Registrar, Risk and Safety and Treasurer.

6.6 No member of the Board of Directors may hold more than one office within the Corporation at one time, unless approved by the Board of Directors by a majority vote.

6.7 Each member of the Board of Directors shall:

- a. be at least eighteen (18) years of age; and
- b. not be an undischarged bankrupt nor a mentally incompetent person.

6.8 The term of office of the Board of Directors shall commence following the Annual General Meeting and continue until the next Annual General Meeting.

6.9 In the event that a member of the Board of Directors, excluding the Executive and the appointed members, is unable to attend a meeting of the Board of Directors, he shall be entitled to send an alternate to represent him who shall have all the voting privileges of the Director he represents.

6.10 Unless granted a leave of absence by the Board of Directors, any member of the Board of Directors who absents himself from two consecutive meetings of the Board may have his office declared vacant by the Board of Directors.

6.11 Any voting board member shall not be the spouse or other family member of any other voting member of the Board of Directors.

6.12 No person who is a paid employee or paid representative of a hockey club or association shall be a member of the Board of Directors. In cases of doubt, the Board of Directors may request the person involved to provide such evidence as may be necessary to properly decide whether or not such a person may be accepted or continue as a member of the Board of Directors.

6.13 The Board of Directors shall have the power to discipline, suspend or expel a member association, team, team official, officiating official, player, parent, guardian or member of the Board of Directors for notorious and continued foul play, unfair, unsportsmanlike or ungentlemanly conduct, individually or collectively, on the ice or in any rink where a hockey match is being played, or at any meeting or gathering in the interests of the game, for negligence to pay assessments, or for any persistent infringement of the laws of the game or the Rules and/or Regulations of the Corporation, HEO or Hockey Canada.

6.14 The Board of Directors may readmit; by resolution and majority vote; any member association, team, team official, officiating official, player, parent, guardian or member of the Board of Directors under suspension by the Corporation.

6.15 Should a vacancy occur among the appointed members of the Board of Directors, the Board will appoint a replacement, by majority vote, to fill the vacancy within thirty (30) days.

6.16 Every Member and Officer of the Corporation and his 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 the Member or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own wilful neglect or default.

6.17 The Board of Directors for the time being of the Corporation shall not be under any duty or responsibility in respect to 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.

6.18 No Member or Officer of the Corporation shall be liable for acts, receipts, neglects or defaults of any other Member or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency 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 tortuous 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 respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.

6.19 If a member of the Board of Directors participates in activities with interests conflicting with those of the Corporation, his office may be declared vacant by a two-thirds majority vote of all members of the Board of Directors.

ARTICLE 7 - MEETINGS OF THE BOARD

7.1 Board of Directors meetings shall be at the call of the President or as provided in the By-laws or Rules and Regulations. In addition:

- a. As a general rule the Board of Directors shall hold regular monthly meetings in each year and such additional meetings as the Board deems necessary.
- b. If, for any reason, a meeting has not been called by the President within two weeks after being requested by two or more Directors, a meeting may be called and chaired by an elected member. Such meeting, subject to the rule of quorum, shall be legal and constitutional.

c. The quorum for the Board of Directors meetings shall be one half plus one of the counted District 9 votes of the Board, at least one of whom must be a member of the executive.

7.2 At least 7 days notice of each Board of Directors meeting shall be given to all board members by the Vice-President Administration or the Recording Secretary. Notice shall include an agenda and any outstanding draft minutes from previous meetings.

7.3 Special or emergency meetings of the Board of Directors may be called without the usual seven (7) days notice provided that a quorum of the Board of Directors agrees to such a meeting.

7.4 Attendance at the Board of Directors meetings shall only be open to Board Members and:

a. Interested observers or invited guests who may be admitted to any meeting where the Chair grants permission.

b. It shall be the duty of the President to invite to meetings such personnel as are known to have special knowledge, information or interest in topics contained in the agenda.

7.5 Voting at Board of directors meetings shall be counted as :

1. Each member of the Executive, as well as any appointed members with voting rights, shall have one vote.

2. The elected representatives, from each member Association, shall hold two votes each.

3. Members holding two positions on the Board, as per article 6.7 above, may only cast one vote on any issue.

4. The Chairperson may vote only in a case of a tie.

7.6 Participation/Holding by Electronic means –Any person entitled to attend a meeting of the board May participate in the meeting by telephone or electronic means that permit all participants to Communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed present at the meeting. The Chair may determine that the meeting be held entirely by telephone or electronic means that Permit all participants to communicate adequately with each other during the meeting.

ARTICLE 8 – OFFICERS

8.1 The elected officers of the Corporation shall be the President, First Vice-President, Second Vice-President, Vice-President Administration, Discipline Chair, Registrar, Risk and Safety, U7/U9 Convenor and Treasurer.

8.2 The officers shall be nominated 30 days prior to AGM, by those with voting rights as defined in these Bylaws, for the election at the Annual General Meeting. All nominees must be residents of **HEO** and be members in good standing. Nominees for the office of President must have served on the Corporation Board of Directors within the last three (3) years. Nominees for the office of 1st Vice-President, 2nd Vice President, or Vice-President Administration must have served on either the Corporation Board of Directors or a Member Association Board of Directors within the last three (3) years. Should one of these elective posts become vacant, the Board of Directors shall convene a meeting and appoint a replacement to fill the vacant position until the next Annual General Meeting.

8.3 The Executive Committee shall consist of the President, First Vice-President, Second Vice-

President, Vice-President Administration, Discipline Chair and Treasurer plus the immediate Past President. The Executive Committee shall have the powers and duties as presented in the relevant Article of this By-law.

8.4 In the event that the Past President is unable to fulfil his duties, the Board of Directors may appoint a person to fill the duties of that position, without voting rights.

ARTICLE 9 - DUTIES OF THE OFFICERS

9.1 The President of the Corporation shall perform all duties usual to the office of President, including being the official spokesperson for the Corporation and fulfilling all duties assigned to the position of District Chair by HEO. The President, or his designate, shall preside at all Board of Directors meetings; where he shall not vote except in the case of a tie, when he shall cast the deciding vote. He shall be an ex officio member of all Standing and Ad Hoc Committees unless prohibited by By-law. He or his designate, normally the First Vice-President, will be the representatives of the Corporation, as the Chair District 9, at the HEO Minor Council.

9.2 The First Vice-President, or Vice-President Competitive, shall be responsible for the overseeing the operation of all competitive teams/organizations within the Corporation; ensuring compliance of all Corporation rules & policies, as well as those of HEO and the leagues that these teams are competing. The First Vice-President shall perform the duties of the President in the latter's absence or at his request and he shall then have all the rights and powers of the President/District Chair. When acting as President, he shall not vote except when such vote is needed to break a tie. The First Vice-President may hold the position of Chair of any Ad Hoc Committee or any Standing Committee but, by virtue of their position, is automatically Chair of any/all GHA Competitive Program Committees.

9.3 The Second Vice-President, or Vice-President House League, shall be responsible for overseeing the operation of all teams participating within the Corporations House League; ensuring compliance of all Corporation rules & policies, as well as those of HEO. The Second Vice-President shall perform duties as directed by the President and; at the request of the President, or in absence of the First Vice-President and the President; he shall perform the duties of the President with all powers of the President/District Chair. When acting as President, he shall not vote except when such vote is needed to break a tie. The Second Vice-President may hold the position of Chair of any Ad Hoc Committee or any Standing Committee but, by virtue of their position, is automatically Chair of any/all GHA House League Committees.

9.4 The Vice-President Administration shall:

- a. Issue notices of all meetings;
- b. maintain records of proceedings and meetings;
- c. Have custody of all documents and records pertaining to the affairs of the Corporation except those held by the Registrar;
- d. prepare the Corporation notice of change (Form 1 or 2) involving the officers of the Corporation. Copy to be forwarded to the Ontario Government and the Corporation lawyer;
- e. be responsible for the presentation to the Board of Directors all amendments to the By-Laws, the Rules and Regulations and the Team Official Guide.
- f. Maintain the Corporation Website , central filing system as well as any other data as requested by the Board of Directors.
- g. Administration of all accesses to the Corporation Database as follows: maintaining all aspects my/TTM for the organization which would include maintaining team, representative and administrative user accounts, league information, suspension reporting options, affiliation reporting options or game scheduling options as follows:
 - i. House league-provide access rights to all schedule scores, game switches and reschedules to the Vice President House :League.
 - ii. Discipline-provide access rights to all tables relevant to Discipline
 - iii. Team Lists-provide access rights to all team lists after initial uploads for additions/ amendments to the GHA Registrar

9.5 The Treasurer shall ensure the proper maintenance of all financial records and accounts, pay all bills, and maintain custody of all monies and other evidence of assets, credits and debits of the Corporation;

9.5.1 The Treasurer shall prepare a financial statement of all monies received and disbursed, and shall report on same at each regular GHA meeting and at the Annual General Meeting;

9.5.2 The Treasurer shall establish the yearly team fees and shall present the operations and administrative budgets to the Boards of Directors for approval at the June meeting of the GHA;

9.5.3 The Treasurer shall ensure that an external audit or **financial review** is conducted for each fiscal period of his term.

9.6 a. The Past President shall be in charge of the Annual General Meeting for the election of Officers as Chair of Nominations. He shall be in charge, as available to assist the President to provide continuity;

b. as Chair of Nominations, prepare a slate of nominees for the offices of President, First Vice-President, Second Vice-President, Vice-President Administration, Discipline Chair, Registrar, Risk and Safety and Treasurer, as described in Article 13.4; for presentation at the time of elections, which shall take place at the Annual General Meeting.

c. as Chair of Nominations, confirm each nominee's intention to stand for office, for any elected Corporation position, at least fourteen (14) days prior to the Annual General Meeting.

9.7 The Discipline Chair who will report to the Corporation President, shall coordinate compliance of the Corporation with regards to the HEO Code of Discipline by:

- a. monitoring all game incidents reports that incur suspensions and reviewing game sheets to ensure suspensions are served;
- b. review time/game suspensions in accordance with the HEO Handbook and Directory, as informed by the member Association Discipline Chairs;
- c. Chairing Corporation Discipline hearings as required;
- d. providing Member Association advice and direction, with regards to Association Discipline policies, issues or rulings;
- e. providing the member Associations with list of carry-over suspensions, prior to August 1st of the current playing season;
- f. representing the Corporation at all HEO Discipline Chair meetings.

9.8 The Registrar, is responsible for maintaining an up-to-date & accurate database of all Players, Teams and Team Officials within the Corporation by:

- a. attending the HEO Registrar's meeting;
- b. transferring all Players making up Competitive/Representative teams, from the Member Associations, as per the guidelines and programs provided by the HEO ;
- c. validating all recorded Players and Team Officials; generating and signing team lists; and advising area Presidents, and their Registrars, if the database is not updated according to team registration, prior to the first League game of each season;

- d. sending a reminder, 48 hours prior to the deadline set by the HEO, for all Member Association Presidents, and their Registrars, to submit their list of Players, Team Officials, On-ice Assistants, Executive Members and other individuals or groups that they wish to insure, along with the appropriate insurance fee;
- e. at the same time, preparing a list of Executive Members and other individuals or groups that the Corporation may wish to insure, for the Corporation Treasurer;
- f. maintaining a record of all Specially Affiliated Players, as required by the HEO; and
- g. Making changes to team lists or team categories when advised of such an occurrence.

9.9 The Risk & Safety Director shall coordinate the Risk, Safety and Conduct Management within the Corporation by:

- a. providing Member Associations advice and direction, in regards to Risk and Safety issues, and specifically communicating and identifying to them any or all risks which have been determined to be connected with Hockey activities;
- b. recommending to the Corporation's Board of Directors, any specific courses or training that should be offered or mandated to Players and/or Team officials which may further mitigate inherent risks; and
- c. Representing the Corporation at all HEO Risk and Safety meetings.

- 9.10 **The U7/U9 GHA Convener shall coordinate the U7/U9 programs within the Corporation by**
- a. providing Member Associations advice and guidance in regards to the U7/U9 pathways.**
 - b. evaluating Member Association programs as per Heo requirements**
 - c. attend all Heo U7/U9 development sessions on behalf of the Corporation**

ARTICLE 10 - POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

10.1 The Executive Committee (consisting of the President, First Vice-President, Second Vice-President, Vice-President Administration, Discipline Chair, Treasurer and Past President) shall function as the Board of Directors in the interim period between regular Board meetings. Meetings shall be at the call of the President.

10.2 The Executive Committee shall make decisions as required in order to carry out the aims and objectives of the Corporation, keeping in mind that any such decisions must be presented to the Board of Directors at the Board's next session (either regular or emergency) for ratification by the Board. Any Executive decision not so presented or not so ratified shall be considered null and void as of the date of that meeting of the Board of Directors.

10.3 The Executive Committee, in reaching any decision on any matter, shall include in its discussions the member association President or Presidents as appropriate.

10.4 Quorum for the Executive Committee shall be +50% of its members.

ARTICLE 11 – COMMITTEES

The Board of Directors, when required, shall authorize Special Committees. On completion of the committee project, the special committee is disbanded.

Executive members may, as needed to fulfil their duties, establish ad-hoc committees to help with projects without special authorization from the Board of Directors. On completion of the project, the committee is disbanded.

11.3 The Corporation President or the District Discipline Chair will establish Discipline Committees when required, as described in the Rules and Regulations of the Corporation.

11.4 The Corporation President will establish Appeal Committees when required, as described in the Rules and Regulations of the Corporation.

ARTICLE 12 – MEMBERSHIP

12.1 Membership in the Corporation is open to all organizations or associations conducting minor hockey in the areas of the member associations designated as District 9, providing such membership is consistent with the regulations of HEO and Hockey Canada. All such organizations shall agree to abide by and comply with the Corporation, HEO and Hockey Canada Constitutions, By-laws, Rules, Regulations and decisions.

12.2 The **Six** Member Associations are:

1. Gloucester Rangers Minor Hockey Association
2. Blackburn Minor Hockey Association
- 3. Eastend Minor Hockey Association**
4. Leitrim Minor Hockey Association
5. Metcalfe Minor Hockey Association
6. Russell Minor Hockey Association

12.3 The D9RA, as a sub-committee within the Corporation, shall have jurisdiction to govern and administer all on-ice Officials within the boundaries of the member associations designated as District 9.

ARTICLE 13 – ANNUAL GENERAL MEETING

13.1 The Annual General Meeting must be convened once every year during the months of April or May. Its purpose shall be to review the activities of the past season; to carry out elections; to consider policies aimed at improving the Corporation's operations for the coming season in light of the Corporation's aims and objectives; to appoint an Auditor and to review and consider any amendments to the By-laws and/or the Rules and Regulations.

13.2 The quorum for the Annual General Meeting shall be one half of the members of the Board of Directors plus one, including at least two Executive Members. Members of the Executive may not designate a substitute representative.

13.3 The agenda for the Annual General Meeting shall be prepared by the President and shall include the following essential annual business:

- a. Amendments to the By-laws and/or the Rules and Regulations;
- b. President's Annual Report;
- c. Treasurer's Annual Report;
- d. VP Competitive Hockey Report;
- e. VP House League Hockey Report;
- f. VP Administration Report;
- g. District Discipline Chair's Report;
- h. District Registrar Report;
- i. District Risk and Safety Report;
- j. District U7/U9 Convenor Report**
- k. Member Association Reports;
- l. Elections of Elected Officer Positions as applicable;
- m. Appointment of an Auditor/Financial Reviewer

13.4 The Executive Committee of the GHA will be elected by the membership of District 9 at the GHA Annual General Meeting. The elected positions will be held for a period of two (2) years commencing at the April, 2020 Annual General Meeting, as follows:

Even years at time of election:

- President
- Vice-President Administration
- Vice-President House League
- Registrar

Odd years at time of election:

- Vice-President Competitive
- Discipline Chair
- Treasurer
- Risk and Safety
- **U7/U9 Convenor**

13.5 Those with voting rights; each of whom must be a member in good standing when attending the Annual General Meeting, shall be:

- a. All volunteers serving on either the Corporation Board of Directors or a Member Association Board of Directors for the current season;
- b. Registered hockey players of the current season who are 18 years or older or one parent/guardian for each registered player of the current season;
- c. One parent, or guardian, for each registered hockey player of the current season;
- d. Registered Team Officials from the current season who are not parents or guardians of a registered player.

13.6 No one member shall have more than one vote for each item requiring a vote.

13.7 The vote shall be taken by show of hands, by rising or by ballot. The method of taking a vote shall be the decision of the President or the one presiding over the meeting. Voting by ballot can be ordered by a majority vote or by general consent.

13.8 Notice of the Annual General Meeting shall be posted on the main page of the Corporate Website at least sixty (60) days prior to the date of the meeting. A draft version of the AGM Minutes will be posted on the same site no later than sixty (60) days following the meeting and, after being approved at the following year's AGM, posted as final.

13.9 Attendance at the Annual General Meeting shall be open to all those with voting rights, as well as:

- a. Interested observers or invited guests who may be admitted to the meeting where the Chair grants permission.
- b. It shall be the duty of the President to invite to the meeting such personnel as are known to have special knowledge, information or interest in topics contained in the agenda.

13.10 Special General Meetings may be called at any time through the year, if changes to the By-laws are required in an emergency situation that cannot wait until the next Annual General Meeting. All of the same requirements for quorum, agenda, voting rights, notice, attendance and voting procedures & voting requirements; as already listed for Annual General Meetings and for By-law changes; shall apply.

13.11 Participation/Holding by Electronic Means-Any person entitled to attend an annual general meeting of the board may participate in the meeting by telephone or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed present at the meeting. The Corporation may determine that the meeting be held entirely by telephone or electronic means that permit all participants to communicate adequately with each other during the meeting

ARTICLE 14 - EXECUTION OF DOCUMENTS

14.1 All cheques, drafts or orders for the payment of money, as well as any bills of exchange for good received, shall be signed by the officers/persons as per the manner prescribed by the Board.

14.2 Individuals may not be one of the required cheque signatures on any cheque, draft or order of payment that is endorsed to either them self, their spouse or any other family member.

14.3 Documents requiring execution by the Corporation may be signed by the President or the First Vice-President or the Second Vice-President and the Vice-President Administration or the Treasurer, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

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

ARTICLE 15 - BANKING ARRANGEMENTS

15.1 The Board shall designate, by resolution, the officers or any other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution including, unless otherwise restricted, the power to:

- a. operate the Corporation's accounts with the banker;
- b. make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c. issue receipts for and orders relating to any property of the Corporation;
- d. execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- e. authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

15.2 The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institution to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, as determined by a resolution of the Board as recorded in the minutes of a regular meeting.

ARTICLE 16 - BORROWING

16.1 The Board of Directors may from time to time:

- a. borrow money on the credit of the Corporation; or
- b. issue, sell or pledge securities of the Corporation; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation. From time to time the Directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation, as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE 17 – NOTICE

17.1 In computing the date when notice must be given under any provision of the By-laws or Rules & Regulations requiring a specified number of days notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

17.2 The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any Director or member or by the Auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, member or the Auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

17.3 Posting on the home-page of the Corporate Website shall be considered a proper method of providing general notice.

ARTICLE 18 - FINANCIAL YEAR

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

18.2 The financial statements of the Corporation will be provided at the Annual General Meeting and records will be forwarded for audit **or financial review** no later than 90 days after the end of the fiscal year. The terms of reference for the audit/**financial review** will be approved by the Board of Directors at the Annual General Meeting.

ARTICLE 19 - RULES OF ORDER

19.1 In the absence of rules in the By-laws and the Rules and Regulations, all meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE 20 - BY-LAWS

20.1 The Corporation may at its Annual General Meeting by a two-thirds majority of those present and voting establish By-laws governing, inter alia, conduct of meetings, voting, elections and duties of the Board of Directors, membership, and without being limited by the foregoing, By-laws concerning such matters as properly fall within the jurisdiction of the Corporation.

20.2 All proposed amendments to the By-laws shall require a two-thirds majority of those present at the Annual General Meeting. Sub-amendments to such amendments may be made and voted upon at the meeting provided that such sub-amendments shall not change the original intent of the motion.

20.3 Notice of the proposed amendment to the By-laws shall be given to the Vice- President Administration in writing at least thirty (30) days prior to the Annual General Meeting.

20.4 By-Law amendments passed at the AGM shall become effective on June 1 of that year. By-Law amendments put forward at Special General Meetings shall specify the time-line of implementation as part of the motion.

20.5 If for any reason any of the Corporation By-Laws, Rules and Regulations, or other decisions, are over-ruled; due to changes or decisions of any higher governing bodies (i.e. HEO, or Hockey Canada); the balance of these documents shall all remain in effect as if unchanged.

ARTICLE 21 - RULES AND REGULATIONS

21.1 The Corporation may at its Annual General Meeting; or the Board of Directors may, at any of its meetings, by a two-thirds majority of those present and voting, establish, amend, revise or repeal Rules

and Regulations governing the structure and operating conditions of the Corporation, training programs, special playing rules, residence rules, registration procedures, budget and fees, committees, tournaments and play downs, conduct and conditions of appeals and protests, operational procedures and activities as established by-law, and such other matters as properly fall within the jurisdiction of the Board of Directors.

ARTICLE 22 - EFFECTIVE DATE

22.1 This By-law shall come into force without further formality upon its enactment.

Enacted as By-law Number One by the Directors of the Corporation at a meeting duly called and regularly held at which a quorum was present

on the 28th day of April 1994
and amended on the 22nd day of May 2025.

Julianne Oelke Simonsen, VP Administration

Reg Mac Donald, President

The foregoing By-law Number One as enacted by the Directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all members entitled to vote at a meeting of members duly called and regularly held at the Cyrville Community Centre, in the City of Gloucester, in the Province of Ontario, and at which a quorum was present

on the 28th day of April 1994
Amendment #1 on the 23rd day of April 1998.
Amendment #2 on the 3rd day of May 2001.
Amendment #3 on the 3rd day of May 2002.
Amendment #4 on the 6th day of May 2004.
Amendment #5 on the 17th day of May 2006.
Amendment #6 on the 28th day of May 2008.
Amendment #7 on the 27th day of May 2009
Amendment #8 on the 27th day of May 2010.
Amendment #9 on the 24th day of May 2011.
Amendment #10 on the 23rd day of May 2012.
Amendment #11 on the 23rd day of May 2013.
Amendment #12 on the 22rd day of May 2014.

Amendment #13 on the 13th day of May 2015.
Amendment #14 on the 26th day of May 2016.
Amendment #15 on the 25th day of May 2017.
Amendment#16 on the 24th day of May 2018.
Amendment #17 on the 21st day of May 2019
Amendment#18 on the 21st day of May 2020
Amendment#19 on the 2nd day of June 2022
Amendment#20 on the 5th day of September 2024
Amendment#21 on the 22nd day of May 2025

Reg Mac Donald, VP Administration

Reg Mac Donald, President