

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

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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 ODMHA

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 members of the Board appointed by the Board of Directors.
- 1.5 "Board of Directors" means the elected officers, the Past President, the appointed Members, the elected representatives, or designates, from the member associations and the Gloucester Rangers Minor Hockey.
- 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 the ODMHA.
- 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 the ODMHA.

2.2 The Corporation by virtue of its affiliation with the Ottawa District Minor Hockey Association (ODMHA) is a member of the Hockey Canada, the governing body of amateur hockey in Canada.

2.3 The Corporation, on behalf of the ODMHA, 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 in the Hockey Canada Handbook.

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, i.e. 2007.

ARTICLE 6 - THE BOARD OF DIRECTORS

6.1 The business and affairs of the Corporation shall be managed by the Board of Directors consisting of five elected officers, as defined in Article 6.6, the Past President, the appointed Members by the Board (the number of Members as specified in the Rules and Regulations), one elected representative, or designate, from the member associations and the Gloucester Rangers Minor Hockey, each of whom at the time of his election or appointment or within ten (10) days thereafter and throughout his term of office shall be a member of the Corporation.

a. One elected representative, or designate, from the member associations and the Gloucester Rangers Minor Hockey will hold two (2) votes as a member of the Board of Directors.

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 Board of Directors may appoint people to represent them with special duties. These appointees will not be members of the Board of Directors nor will they have voting privileges.

6.6 The elected officers of the Corporation shall be the President, the First Vice-President, the Second Vice-President, the Vice-President Administration, and the Treasurer, total five, and be residents of District 9.

6.7 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.

6.8 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.

6.9 The duties of the appointed Members shall be as outlined by the Executive or the Board of Directors or as indicated in the Corporation Rules and Regulations.

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

ARTICLE 6 - THE BOARD OF DIRECTORS (Cont'd)

6.11 In the event that a member of the Board of Directors, excluding the President, First Vice-President, Second Vice-President, Vice-President Administration or Treasurer, 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.

6.12 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.

6.13 The Corporation President, First Vice-President, Second Vice-President, Vice-President Administration, Treasurer, Discipline Chair, Referee-in-Chief and Assignor shall not act as a team official (coach, assistant coach, manager, trainer) at any division of hockey in or outside District 9. Other members of the Board of Directors may also not act as a team official unless authorized on an individual basis by the Board of Directors.

6.14 No person who is a paid employee or paid representative of a professional hockey club 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.

6.15 The Board of Directors shall form a Discipline Committee and an Appeals Committee as specified in the Rules and Regulations.

6.16 The Board of Directors shall have the power to discipline, suspend or expel a member association, a team, any team official, officiating official, player or member of the Board of Directors for notorious and continued foul play, or 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, ODMHA, ODHA or Hockey Canada.

6.17 The Board of Directors may readmit by resolution and a majority vote any member association, official, team or player under suspension within its jurisdiction.

6.18 Should a vacancy occur among the appointed members of the Board of Directors, the designated member association which lost the representative shall be notified to name a replacement to fill the vacancy within thirty (30) days or the Board will appoint someone from the member association.

ARTICLE 6 - THE BOARD OF DIRECTORS (Cont'd)

6.19 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 willful neglect or default.

6.20 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.

6.21 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.

6.22 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.

ARTICLE 7 - MEETINGS OF THE BOARD (Cont'd)

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 ten (10) counted votes of the Board, one of whom must be a member elected at the Annual General Meeting of the Corporation.

7.2 Notice of meetings, including an agenda, shall be given by the Vice-President Administration to all members at least seven (7) days prior to such meetings. Minutes of meetings will be distributed no later than seven (7) days following 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 be open to:

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 Each member of the Executive shall have one vote, unless otherwise specified in the Rules and Regulations 4.4. The Chairperson may vote only in the case of a tie. Members holding two positions on the Board may only cast one vote on any issue.

ARTICLE 8 - OFFICERS

8.1 The elected officers of the Corporation shall be the President, the First Vice-President, the Second Vice-President, the Vice-President Administration and the Treasurer total five, and be residents of District 9.

8.2 The officers shall be nominated 30 days prior to AGM and elected at the Annual General Meeting. 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, who may or may not be a resident of District 9.

8.3 The Executive Committee shall consist of the elected officers plus the immediate Past President. The Executive Committee shall have the powers and duties as presented in the relevant Article of this By-law.

ARTICLE 8 - OFFICERS (Cont'd)

8.4 In the event that the Past President is unable to fulfill his duties, the Board of Directors may appoint a person to fill the duties of that position.

ARTICLE 9 - DUTIES OF THE OFFICERS

9.1 The President of the Corporation shall preside at all Board of Directors meetings; 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 and his designate, normally the First Vice-President, will be the representatives of the Corporation at the ODMHA Board of Directors. He or his designate will be the representative of the Corporation as the Chair District 9.

9.2 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; he may hold the position of Chair of an Ad Hoc Committee or any Standing Committee. When acting as President, he shall not vote except when such vote is needed to break a tie. He shall oversee the operation of all competitive teams.

9.3 The Second Vice-President shall perform the duties as directed by the President. In the absence of the First Vice-President, he shall perform the duties of the President in the latter's absence or at his request and he shall have all the rights and powers of the President; he may hold the position of Chair of an Ad Hoc Committee or any Standing Committee. When acting as President, he shall not vote except when such vote is needed to break a tie. He shall oversee the operation of all House league teams.

9.4 The Treasurer shall:

a. pay all accounts by cheque, signed by him and one other member of the Executive. The signing authorities shall be:

The Treasurer or in his absence the First Vice-President and
The President or in his absence the Second Vice-President.

In the absence of either of the alternate authorized signatures the Vice-President Administration shall serve.

- b. keep an accurate record of all monies received and disbursed; and
- c. report at each Board meeting and Annual General Meeting.

An audit shall be performed each year.

ARTICLE 9 – DUTIES OF THE OFFICERS (Cont'd)

9.5 The GHA will have a contract position for an Office Manager. This individual will report directly to the Vice-President Administration, GHA. The Office Manager will not be a member of the GHA Board of Directors, Members' Boards of Directors, or a registered team official.

The Office Manger will be selected only after an approval of at least two-thirds of the GHA Board of Directors. The contract to the Office Manager will be for a two year period commencing in May 2004, and can be renewed before the first of April of the second year by a vote of two-thirds of the GHA Board of Directors.

Any major concern relating to the performance of the Officer or the nature of the duties associated with the position will be first brought to the Vice-President Administration and secondly to the Board of Directors.

The Office Manager shall:

a. Schedule ice for GHA initiation, house league games, Juvenile, Rep B games, A Games and AA games for pre-season and playoffs as well as regular season. He is responsible to verify invoices for payment of ice from the various associations.

b. Maintain the distribution of 'excess ice' through individual contracts with area associations and the Rangers (allowing ice protection for referee clinics, coaching clinics, development clinics, special events, etc.). Each clinic will have its own contract as opposed to belonging generally to the GHA.

c. Arrange the upgrading of the computer hardware and software component requirement for installation of internet; maintain the flow of data required for an informative network. The Office Manager needs to be computer literate but will not be expected to create a Web page.

d. Maintain a central filing system (Minutes, Guidelines, Rules & Regulations and By-laws, etc.).

9.6 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 to 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.

9.7 The Past President shall:

a. be in charge of the Annual General Meeting for the election of Officers as

Chair of the Nominations Committee. He shall be available to assist the President on request to provide continuity;

b. as Chair of the Nominations Committee, prepare a slate of nominees for the office of the President, the First Vice-President, the Second Vice-President, the Vice-President Administration and the Treasurer for presentation at the Annual General Meeting at which time the elections shall take place. Any nominee for an elected Corporation position must declare their intention to stand for office to the Chair of the Nominations Committee at least fourteen (14) days prior to the Annual General Meeting. If the Past President is not available to act as Chair of the Nominations Committee, a Chair will be appointed by the Corporation President.

c. Nominees for the office of President must have served on the Corporation Board of Directors within the last three (3) years and be a member in good standing.

ARTICLE 10 - POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

10.1 The Executive Committee (consisting of the President, the First Vice-President, the Second Vice-President, the Vice-President Administration, the 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.

ARTICLE 10 - POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE (CONT'D)

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

ARTICLE 11 - STANDING COMMITTEES

11.1 The Standing Committees shall be:

House League Convenors' Committee
Administration Committee
Nominations Committee
Discipline Committee
Tournament Committee
Competitive Committee

The duties and responsibilities of the Standing Committees shall be as listed in the By-laws, Rules and Regulations.

ARTICLE 12 – MEMBERSHIP

12.1 Membership in the Corporation is open to all organizations or associations conducting hockey in the areas of the member associations designated as District 9 and may include such adjoining areas which, from time to time, in the opinion of the Corporation, may be warranted, providing such membership is consistent with the regulations of the ODMHA and the Hockey Canada. All such organizations shall agree to abide by and comply with the Corporation, ODMHA and Hockey Canada Constitution, By-laws, Rules and Regulations and decisions.

12.2 All organizations and associations shall automatically become members of the Corporation upon entry of teams or groups into leagues or development programs upon payment of entry fees to be levied annually by the Board of Directors, providing such membership is approved by the Board.

12.3 Individual members of the Corporation shall be the members of the Board of Directors. Special voting rights shall be extended to registered volunteers, members, players, parents as per Article 13.5.

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.

ARTICLE 13 – ANNUAL GENERAL MEETING (Cont'd)

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 elected members of the Board of Directors. The President, First Vice-President, Second Vice-President, Vice-President Administration and Treasurer 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, Rules and Regulations.
- b. President's Annual Report.
- c. Treasurer's Annual Report.
- d. Gloucester Rangers Minor Hockey Report
- e. Member Association Reports
- f. House League Convenors' Committee Report
Administration Committee Report
District 9 Discipline Chair's Report
- g. Elections of President, First Vice-President, Second Vice-President, Vice-President Administration and Treasurer.
- h. Appointment of an Auditor.

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, 1998 Annual General Meeting, as follows:

Even years at time of election:

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

Odd years at time of election:

- Vice-President Competitive
- Treasurer

ARTICLE 13 - ANNUAL GENERAL MEETING (Cont'd)

13.5 Those with voting rights, who reside in District 9, when attending the Annual General Meeting, shall be:

- a. Board of Directors as defined in Article 6.1 and R&R 4.4.
- b. One team official from each registered team of the current season.
- c. One parent, or guardian, of a registered initiation program or hockey player of the current season;
- d. Registered hockey players who are of voting age (age 18).
- e. A representative, by way of proxy, of any of those specified in Article (a), (b), (c) or (d). Such a representative by proxy will require a signed authorization to be presented at the applicable members' meeting. This signed authorization will stipulate the name of the voting representative, the specific meeting for application of the proxy, the specific authorization (such as voting for the election of the Executive), the name of the member with voting rights, the name of the player (if parent or guardian), the name of the team (if a parent or guardian), and the signature, with date, of the individual with voting rights.

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, including notification to solicit proxies, shall be given by the Board of Directors at least thirty (30) days prior to the meeting. Minutes of the Annual General Meeting will be distributed no later than thirty (30) days following the meeting.

13.9 Attendance at the Annual General Meeting shall be open to:

- 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.

ARTICLE 14 - EXECUTION OF DOCUMENTS

14.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

ARTICLE 14 - EXECUTION OF DOCUMENTS (Cont'd)

14.2 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.

14.3 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.

15.3 The funds received by the Keven Lafortune Memorial Fund shall be invested in an interest bearing account and a committee shall be formed to outline the criteria for requesting funds for use by families of competitive hockey players who are in need of financial aid in order to reduce the difference in costs from House League hockey.

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 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.

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 within 30 days following the end of the fiscal year and records will be audited no later than 90 days after the end of the fiscal year. The terms of reference for the audit will be approved by the Board of Directors immediately following 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. Such 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.

ARTICLE 21 - RULES AND REGULATIONS

21.1 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 28th day of May 2008

Michele Benson, Vice-President Administration

Jeff Steele, 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.

Michele Benson, Vice-President Administration

Jeff Steele, President