



# By-Laws of the London Devilettes Girls Hockey Association

## Table of Contents

Overview of the Ontario Non-Profit Corporations Act.....	5
Corporate Powers .....	5
Directors and Officers .....	6
Statutory Duty of Care .....	6
Personal Liability .....	6
Minimum number of Directors and Term .....	6
Conflict of Interest .....	6
Corporate Finance.....	7
By-Law Organization .....	7
Section 1 - General.....	8
1.1 Definitions.....	8
1.2 Interpretation.....	8
1.3 Severability and Precedence .....	8
1.4 Seal.....	8
1.5 Head Office.....	9
1.6 Execution of Contracts .....	9

Section 2 – Letters Patent, Affiliation .....	9
2.1 Letters Patent.....	9
2.2 Objectives.....	9
2.3 Affiliation.....	9
Section 3 - Directors .....	9
3.1 Overview .....	9
3.2 Election and Term .....	9
3.2 Vacancies.....	10
3.3 Filling Vacancies .....	10
3.4 Committees.....	10
3.5 Removal of Directors.....	11
3.6 Remuneration of Directors.....	11
Section 4 - Board Meetings .....	11
4.1 Calling of Meetings.....	11
4.2 Regular Meetings .....	11
4.3 Notice .....	12
4.5 Voting.....	12
4.6 Participation by Telephone or Other Communications Facilities .....	12
Section 5 - Financial.....	12
5.1 Banking.....	12
5.2 Borrowing.....	12
5.3 Financial Year .....	12
Section 6 – Executive Officers .....	12
6.1 Officers.....	12
6.2 Office Held at Board’s Discretion .....	13
6.3 Duties .....	13
6.4 Executive Duties of the President.....	13
6.5 Executive Duties of the Vice-President.....	13
6.6 Executive Duties of the Treasurer .....	13
6.7 Executive Duties of the Secretary.....	13
6.8 Executive Duties of the Registrar .....	13
Section 7 - Protection of Directors and Others .....	13

7.01 Protection of Directors and Officers..... 13

Section 8 - Conflict of Interest..... 14

8.1 Conflict of Interest..... 14

8.2 Charitable Corporations. .... 14

Section 9 - Members ..... 14

9.1 Members ..... 14

9.2 Membership..... 14

9.4 Classes of Membership ..... 14

9.5 Disciplinary Act or Termination of Membership for Cause..... 15

Section 10 - Members’ Meetings ..... 15

10.1 Annual Meeting..... 15

10.2 Special Meetings ..... 15

10.3 Notice..... 16

10.4 Quorum ..... 16

10.5 Chair of the Meeting ..... 16

10.6 Voting of Members ..... 16

10.7 Adjournments ..... 16

10.8 Persons Entitled to be Present ..... 17

Section 11 - Notices..... 17

11.1 Service ..... 17

11.2 Computation of Time ..... 17

11.3 Error or Omission in Giving Notice ..... 17

Section 12 - Adoption and Amendment of By-laws..... 17

12.1 Amendments to By-laws ..... 17

Schedule A..... 18

Position Description of the President..... 18

Role Statement..... 18

Responsibilities..... 18

Schedule B..... 19

Position Description of the Vice-President – Hockey Operations..... 19

Role Statement..... 19

Responsibilities..... 19

Schedule C..... 19

    Position Description of the Treasurer..... 19

    Role Statement..... 19

    Responsibilities..... 19

Schedule D..... 20

    Position Description of the Secretary..... 20

    Role Statement..... 20

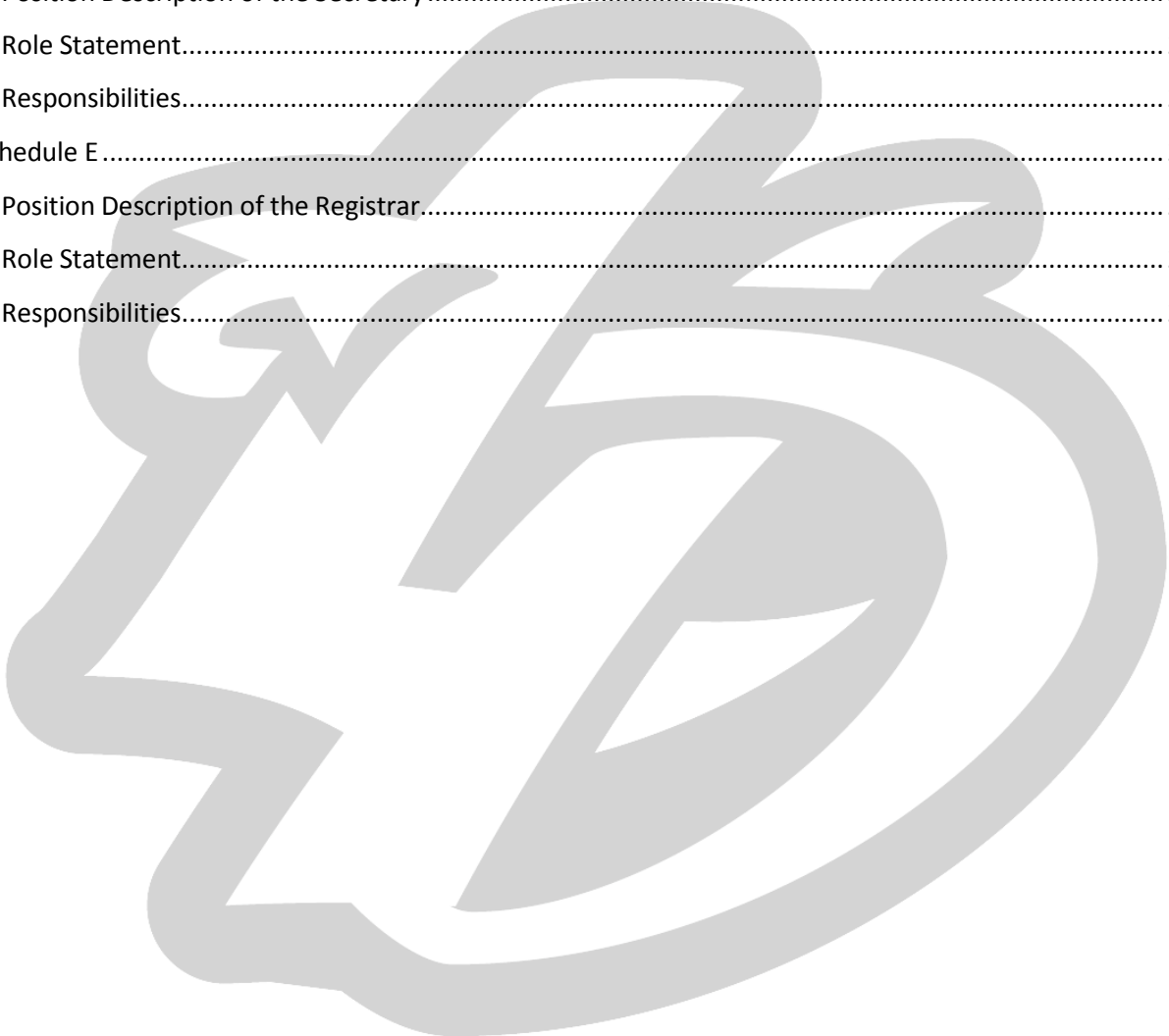
    Responsibilities..... 20

Schedule E..... 21

    Position Description of the Registrar..... 21

    Role Statement..... 21

    Responsibilities..... 21



# By-Laws of the London Devilettes Girls Hockey Association

---

## *Ontario Non-Profit Corporations Act*

The following is an overview of the ONPCA.

### **Overview of the Ontario Non-Profit Corporations Act**

The Act will:

- Provide efficient means for incorporation and operation of not for profit corporations;
- Provide more flexible and up to date rules for directors, officers, and members of not for profit corporations;
- Provide improved corporate governance and accountability;
- Address gaps in the current legislation (e.g., provide specific protection from liability for directors, provide a broader scope of conflict of interest to include transactions, contracts etc.);
- Harmonize the law with other Canadian jurisdictions and the U.S.;
- Provide clearer and more comprehensive rules (e.g., setting out a duty of care for directors in the statute).

The Act is written to apply generally to every type of non-share Capital Corporation, including corporations incorporated under other general and special Acts.

The Act follows the structure of the Ontario Business Corporations Act (OBCA) and is set out in a logical fashion, beginning with incorporation and moving through topics including corporate finance, membership, directors and officers, fundamental changes, and dissolution.

### **Corporate Powers**

The Act provides not-for-profit corporations with all the powers of a natural person, with any restrictions on activities and powers to be set out in the incorporating documents (s.15).

This responds to the legal uncertainty concerning the extent of powers available to a not-for-profit corporation under the current Act in light of conflicting provisions. It ensures corporations have all the necessary powers to fulfil their purposes, and eliminates the risk of liability arising from an inability to carry out certain activities due to insufficient powers (s.16(3)).

## Directors and Officers

### Statutory Duty of Care

The Act sets out a statutory duty of care for directors and officers. The Act clearly sets out that directors and officers have a duty to act honestly and in good faith with a view to the best interest of the corporation. They must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances (s.43).

### Personal Liability

The Act also sets out provisions that will better protect directors and officers from personal liability through the addition of a broad due diligence defence/good faith reliance defence, and indemnification and insurance provisions. This will allow directors and officers to rely in good faith on professional advisors, and advice by management and other employees of the corporation (e.g., reliance on audit reports prepared by independent auditor) (s.44).

### Minimum number of Directors and Term

- the Act maintains the requirement to have a minimum of 3 directors (s.22(1)).
- A not for profit corporation may provide in its articles for a minimum and maximum number of directors (s.22(2)).
- Directors do not need to be members of the not-for-profit corporation unless the by-laws require this qualification (s.23(2)).
- Four years is the maximum period for each term of office of a director (s.24(1)).
- The by-laws may provide for ex officio members and directors (ss.23 (4) and 48(2)).

### Conflict of Interest

- Conflict of interest provisions are broadened so that the rules apply to both directors and officers and address situations relating generally to transactions that the corporation enters into rather than being limited to contracts (s.41).
- ONPCA allows directors and officers to enter into contracts or transactions with the corporation as long as they disclose any conflict of interest that may exist. The directors of incorporated not-for-profit corporations cannot place their personal interests in conflict with their duty to the corporation. As such, under the ONPCA, the directors of not-for-profit corporations would not be able to enter into any contracts or transactions where a conflict of interest may exist.

### The Act:

*“A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed 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 or vote on any resolution to approve any such contract or transaction.”*

### Disclosure Process:

*“A director or officer of a corporation who,*

*(a) is a party to a material contract or transaction or proposed material contract or transaction with the corporation; or*

*(b) is a director or an 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 disclose to the corporation or request to have entered in the minutes of meetings of the directors the nature and extent of his or her interest. 2013 c. 15, s. 41 (1).*

*The disclosure required by subsection (1) must be made, in the case of a director,*

*(a) at the meeting at which a proposed contract or transaction is first considered;*

*(b) if the director was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested;*

*(c) if the director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested; or*

*(d) if a person who is interested in a contract or transaction later becomes a director, at the first meeting after he or she becomes a director. "2013 c. 15, s. 41 (2).*

### **Corporate Finance**

The corporation's financial statements and auditor's report or financial review shall be given to members upon request at least twenty-one days before the annual meeting (s.84(2)). Members are also entitled to examine and make copies of financial statements at the registered office (s.98 (2)).

This is an important new member right that provides interested members with the information that would allow them to more fully participate in annual general meetings by holding the directors accountable for the financial management of the corporation.

The by-laws set out the method by which the financial statements will be made available to interested members.

The board may exercise borrowing powers without member authorization unless required by the articles or by-laws (s.85).

### **By-Law Organization**

The Act provides for new default organization by-laws (e.g. calling of meetings). In many cases, a lawyer will not be required to prepare by-laws which will result in cost-savings for not-for-profit corporations (s.18).

The default by-laws will come into effect 60 days after incorporation unless a different by-law is adopted within the 60-day period s.18(1)).

The corporation may amend or replace the standard form by-laws at any time.

## Section 1 - General

### 1.1 Definitions

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

1. "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;
2. "Board" means the board of directors of the Corporation;
3. "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;
4. "Chair" means the chair of the Board;
5. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
6. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
7. "Member" means a member of the Corporation;
8. "Members" means the collective membership of the Corporation; and
9. "Officer" means an officer of the Corporation.

### 1.2 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### 1.3 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 or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

### 1.4 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

### 1.5 Head Office

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

### 1.6 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. 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 – Letters Patent, Affiliation

### 2.1 Letters Patent

This organization has been granted Letters Patent (#719997) under the Corporations Act. This organization shall be under the name LONDON DEVILETTES GIRLS MINOR HOCKEY ASSOCIATION, hereinafter referred to as “London Devilettes Girls Hockey Association”, or “Devilettes” or “Association” or “Corporation.

### 2.2 Objectives

This Association shall be a non-profit organization; the objective being to promote girls hockey in the London area, and to stress the importance of good sportsmanship and good citizenship among the people of this Association.

### 2.3 Affiliation

This Association is affiliated with and operates under the guidelines, rules and policies of the Ontario Womens’ Hockey Association (OWHA).

## Section 3 - Directors

### 3.1 Overview

The Directors shall be elected by the Members. Directors shall be individuals eighteen years of age or older and shall, at the time of their election or appointment and throughout their term of office be members of the Association. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the end of their term, usually 2 years, or until their successors are elected or appointed.

The affairs of the Corporation shall be managed by a board of directors (herein referred to as the "**Board**") consisting of seventeen (17) directors, sixteen (16) of whom shall be elected as set out together with the Past President of the Corporation. The actual makeup of the Board may change based on a) the number of members expressing interest in becoming directors, and b) the needs of the Association. The directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, its’ the by-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of members.

### 3.2 Election and Term

1. The directors of the Corporation shall be elected and shall retire in rotation. At the first meeting of the members of the Corporation held to elect directors after the coming into force of this by law eight (8) directors shall be elected to hold office for a term of two (2) years from the date of their election or until the second annual meeting of the members following such date, whichever is earlier, and eight (8) directors shall be elected to hold office for a term of one (1) year from the date of their election or until the first annual meeting of the members following such date, whichever is earlier. At each annual meeting of the members held to elect directors, eight (8) directors shall be elected for a term of two (2) years or until the second annual meeting of the members following their election, whichever is earlier, to replace the eight (8) directors to retire from office at each such annual meeting on the expiration of the term for which such directors were elected.

2. Directors shall be elected by the members in a general meeting on a show of hands unless a poll is demanded or required and if a poll is demanded such election shall be by ballot.
3. Subject to the provisions of this by-law, directors shall be eligible for re-election for a maximum of three consecutive terms.
4. From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors from among the members of the Corporation if they shall see fit to do so; otherwise, such vacancy may be filled at the next meeting of members. If the directors intend to fill such vacancy they shall give notice of such intention to the members and the members shall be afforded an opportunity to submit names of potential candidates to fill such vacancy. Any director appointed by the other directors to fill any such vacancy shall hold office until the next annual meeting of the members held to elect directors at which time, unless the term of the director who ceased to be a director and who caused such vacancy shall then expire the members shall elect a director who shall serve as a director for the un-expired term of the director who ceased to be a director and who caused such vacancy.

### **3.2 Vacancies**

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law; or
4. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

### **3.3 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
4. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

### **3.4 Committees**

Committees may be established by the Board as follows:

1. 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
2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

### 3.5 Removal of Directors

1. The directors of the Corporation may, by a resolution passed by at least seventy-five percent (75%) of all Board members eligible to vote at a meeting of the Board may, at a meeting of the Board of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office. Any director against whom a motion for removal is brought shall receive written notice of such motion and shall, at the meeting called to consider such motion, be given a full opportunity to reply thereto.
2. The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

### 3.6 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:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, 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; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## Section 4 - Board Meetings

### 4.1 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days notice to each Director, stating the time and place of the meeting.

### 4.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings

### **4.3 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### **4.5 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

### **4.6 Participation by Telephone or Other Communications Facilities**

If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

## **Section 5 - Financial**

### **5.1 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **5.2 Borrowing**

Borrowing powers will only be exercised if authorized by a quorum vote for the transaction.

### **5.3 Financial Year**

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

## **Section 6 – Executive Officers**

### **6.1 Officers**

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. 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.

### **6.2 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

### **6.3 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

### **6.4 Executive Duties of the President**

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time. No individual shall be elected as President unless he or she shall have served a minimum of one year on the Board within the last two years. (Amended May 26, 2010)

### **6.5 Executive Duties of the Vice-President**

The Vice-President-Hockey Operations shall perform the duties described in Schedule B, and such other duties as may be required by law or as the Board may determine. No individual shall be elected as Vice-President of Operations unless he or she shall have served a minimum of one year on the Board within the last two years. (Amended May 26, 2010).

### **6.6 Executive Duties of the Treasurer**

The treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

### **6.7 Executive Duties of the Secretary**

The secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

### **6.8 Executive Duties of the Registrar**

The Registrar shall perform the duties described in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.

## **Section 7 - Protection of Directors and Others**

### **7.1 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is be 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 or 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:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

## Section 8 - Conflict of Interest

### 8.1 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed 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 or vote on any resolution to approve any such contract or transaction.

### 8.2 Charitable Corporations.

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## Section 9 - Members

### 9.1 Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

### 9.2 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

### 9.4 Classes of Membership

There shall be three classes of membership in the Corporation, namely:

1. **Ordinary members.** Those individuals over the age of eighteen (18) years who are members of a hockey team operated by the Corporation and or the parents of any individual under the age of eighteen (18) years who is a member of a hockey team operated by the Corporation. The membership of an individual referred to in subparagraph (a) above shall commence as of the date such individual registers to play on a hockey team operated by the Corporation and pays the applicable fees thereof and shall terminate on the last day that such individual may register to play on a hockey team operated by the Corporation for the next hockey season. (The term "parent" as used above shall include anyone who falls within the definition of such term as set out in the Family Law Act R.S.O. 1990, c. F-3 as amended from time to time.)
2. **Proclaimed members.** Proclaimed members shall be those individuals who have been proclaimed as members by the Board or who have been nominated by not less than five members in good standing and have been granted membership by way of an affirmative vote at a meeting of the members of the Corporation. The membership of each proclaimed member of the Corporation shall continue until the first annual meeting of the members following the date upon which such individual became a proclaimed member of the Corporation provided that any individual who was a proclaimed member of the Corporation and whose membership terminated on such date may again become

a proclaimed member of the Corporation in the manner set forth above.

3. **Honourary members.** Honourary members shall be those individuals who have been nominated for honorary membership in the Corporation by not less than ten (10) members in good standing and have been granted honorary membership by way of an affirmative vote at an annual general meeting of the members of the Corporation. Honourary members of the Corporation shall not have the right to vote in any instance.

## 9.5 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## Section 10 - Members' Meetings

### 10.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; and
7. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### 10.2 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

### 10.3 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. 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. Notice of each meeting must remind the Member of the right to vote by proxy.

### 10.4 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. 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.

### 10.5 Chair of the Meeting

The President shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### 10.6 Voting of Members

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

1. each Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
6. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, 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.

### 10.7 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.



**10.8 Persons Entitled to be Present**

The only persons entitled to attend a Members’ meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

**Section 11 - Notices**

**11.1 Service**

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 shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

**11.2 Computation of Time**

Where a given number of days’ notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

**11.3 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members’ meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

**Section 12 - Adoption and Amendment of By-laws**

**12.01 Amendments to By-laws**

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

**Enacted [insert date, except where Corporation is deemed to have passed this by-law under Section 12(1) of the Act].**

\_\_\_\_\_  
**President**

\_\_\_\_\_  
**Secretary**

## Schedule A

### Position Description of the President

#### Role Statement

**This position may not be held by anyone who is a Head coach of any competitive team.**

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

#### Responsibilities

**Agendas.** Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

**Direction.** Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

**Performance Appraisal.** Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

**Work Plan.** Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

**Representation.** Serve as the Board's primary contact with the public.

**Reporting.** Report regularly to the Board on issues relevant to its governance responsibilities.

**Board Conduct.** Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

**Mentorship.** Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

**Succession Planning.** Ensure succession planning occurs for senior management, if any, and Board.

**Committees.** Serve as member on various Board committees

## Schedule B

### Position Description of the Vice-President – Hockey Operations

This position may not be held by anyone who is a Head coach of any competitive team.

#### Role Statement

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall work to support the President and the board in achieving its fiduciary responsibilities.

#### Responsibilities

**Representation.** Assist the President as a primary contact with the public.

**Reporting.** Report regularly to the Board on issues relevant to its governance responsibilities.

**Board Conduct.** Set a high standard for Board conduct and enforce policies and By-laws concerning Directors’ conduct.

**Hockey Operations.** Deal with all matters relating to Hockey Operations, including but not limited to: Division Structure, Team formation, Coaching, Player and Player movement, Tryouts, Player Injury, Collection and Handling of private information etc.

**Discipline Issues.** Deal with all matters relating to discipline issues, including but not limited to reporting all suspensions to OWHA, consulting on discipline issues, reporting discipline issues to the Board

**Sanctions.** Submit sanction requests to OWHA

## Schedule C

### Position Description of the Treasurer

This position may not be held by anyone who is a Head coach of any competitive team.

#### Role Statement

The treasurer works collaboratively with the president and executive to support the Board in achieving its fiduciary responsibilities. The treasurer will also be the primary liaison between the outside hired book keeping firm and the LDGHA.

#### Responsibilities

**Custody of Funds.** The treasurer shall have the custody of the funds and securities of the Corporation and shall keep, in collaboration with the hired book keeping firm, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the

corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

**Board Conduct.** Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities. Work as a liaison between the board and members of the Corporation and the outside hired book keeping firm.

**Mentorship.** Serve as a mentor to other Directors.

**Financial Statement.** Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

## Schedule D

### Position Description of the Secretary

**This position may not be held by anyone who is a Head coach of any competitive team.**

### Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

### Responsibilities

**Board Conduct.** Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

**Document Management.** Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

**Meetings.** Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

## Schedule E

### Position Description of the Registrar

This position may not be held by anyone who is a Head coach of any competitive team.

### Role Statement

The Registrar works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

### Responsibilities

**Board Conduct.** Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

**Player Registration.** The Registrar is to supervise and be responsible for the proper processing of all players who intend to register with the LDGHA. This includes the management of the website registration mechanism. The Registrar must also develop and prepare team lists, which requires a sound understanding of the OWHA and LLFHL League Rules and Regulations.

**Player Movement.** The registrar is responsible for issuing Permission to Skate Forms, Release Forms and all documentation related to the registration process.

**Communication with Parents.** The Registrar shall effectively communicate with parents requesting assistance with registration, movement forms, and anything related to the registration process.

**Meetings.** Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.