



BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of
BARRIE WOMEN'S HOCKEY ASSOCIATION



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BE IT ENACTED as a by-law of Barrie Women's Hockey Association as follows:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the City of Barrie in the Province of Ontario or as the Directors may from time to time determine.

SEAL

2. The corporation may obtain a corporate seal but acquiring a seal is not mandatory.

EXECUTIVE COMMITTEE

- 3.1 The affairs of the Corporation shall be managed by an Executive Committee of a minimum of seven (7) and a maximum of sixteen (16) persons, each of whom at the time of their election or within 10 days thereafter and throughout their term of office shall be a member in good standing of the Corporation (hereinafter referred to as "Director(s)").
- 3.2 The Executive Committee shall comprise of the following voting members:
 - President
 - Past President (non-elected member)
 - Secretary
 - Treasurer
 - Registrar
 - Director of Competitive Program
 - Director of Adult House League
 - Director of Youth House League
 - Director of Sponsorship and Fundraising
 - Director of Equipment and Apparel
 - Director of Communications and Marketing
 - Director of Game Officials
 - Director of Tournaments
 - Director of Coach and Player Development
 - Chief Trainer
- 3.3 Each Director shall be elected to hold office until the second annual general meeting after they have been elected or until their successor shall have been duly elected and qualified.

The following positions shall be retired at the annual general meeting held in even numbered years, but shall be eligible for re-election if otherwise qualified: President, Director of Competitive Program, Director of Game Officials, Director of Adult House League, Treasurer, Director of Communications and Marketing, Director of Tournaments.

The following positions shall be retired at the annual general meeting held in odd numbered years, but shall be eligible for re-election if otherwise qualified: Director of Youth House



League, Registrar, Director of Equipment and Apparel, Chief Trainer, Secretary, Director of Sponsorship and Fund-raising, Director of Coach and Player Development.

The election may be by a show of hands unless a ballot be demanded by any member.

3.3.1 In addition to the voting members described in Article 3.2 (a), the Executive Committee shall also include the following non-voting members who shall be entitled to attend and participate in all Board meetings save and except the ability to move, second, or vote on any motion:

- i. General Manager – Barrie Jr. Sharks, as appointed by the Executive Committee from time to time.

The above noted position shall not count for the purposes of determining positions required, or members present, when calculating quorum as described in this Bylaw.

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

3.5 The Directors of the Corporation may, by resolution passed by a majority of the votes cast at a board meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office.

VACANCIES, EXECUTIVE COMMITTEE

4. Vacancies on the Executive Committee, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

4.1 Until such election and association meeting if the vacancy occurs:

- a. In the office of the president, then the immediate Past president but if this arrangement cannot be completed, then the executive committee will elect, as an interim president, one of members of the executive committee, by majority vote.
- b. In the office of vice president, then the executive committee will elect as an interim vice president, by majority vote, either a member of the executive committee or one of the members of the respective standing committee.
- c. In another capacity, the executive committee may either, elect an interim officer from members of any standing committee or, in its discretion, leave such position vacant until it is filled by election at the association membership meeting or annual meeting.



QUORUM AND MEETING, EXECUTIVE COMMITTEE

- 5.1 A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Executive Committee may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned, e-mailed, mailed or faxed to each Director not less than *fourteen (14) days* before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Executive Committee may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. The Executive Committee shall meet at minimum once monthly. An executive meeting may also be held, without notice, immediately following the annual general meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Executive Committee.
- 5.2 The order of business at all Executive Committee meetings shall be as follows:
- | | |
|--|--------------------------|
| i. Call to order | vi. Committee Report |
| ii. Reading of minutes of Previous meeting | vii. Unfinished Business |
| iii. Business arising from minutes | viii. New Business |
| iv. President's Report | ix. Correspondence |
| v. Treasurer's Report | x. Adjournment |

ERRORS IN NOTICE, EXECUTIVE COMMITTEE

6. No error or omission in giving such notice for a meeting of the Executive Committee shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, EXECUTIVE COMMITTEE

7. Questions arising at any meeting of Directors shall be decided by a majority of votes. The Chairperson shall only vote in the case of a tie. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President acting as Chairperson her duties may be performed by such other Director as the Executive Committee may from time to time appoint for the purpose.



POWERS

8. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

9. The Directors shall receive no remuneration for acting as such.

OFFICERS OF THE CORPORATION

- 10.1 There shall be a President, Two (2) Vice-Presidents a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary/Treasurer and such other officers as the Executive Committee may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President The Vice-President shall be elected by the Executive Committee from among their number at the first meeting of the Executive Committee after the annual election of such Executive Committee, provided that in default of such election the then incumbents, being members of the Executive Committee, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Executive Committee and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Executive Committee. To be eligible for the office of President, a candidate must have served as a member of the corporation's Executive Committee for at least one (1) year immediately preceding the election.

DUTIES OF THE EXECUTIVE COMMITTEE

11. The Executive Committee shall create and amend policies and procedures for the purpose of facilitating the objectives of the corporation and for the purpose of governing eligibility, registration, uniforms, equipment, player movement, playing rules, playoffs, practice tie, coaches, managers, conduct, discipline, tournaments, rep teams, complaints, defaults, protests and such further matters as may be necessary for the operation of the league.



POLICIES AND PROCEDURES MANUAL

- 12.1 The Corporation shall have a Policies and Procedures Manual in place and available for review by the membership.
- 12.2 The corporation's policies and procedures may be amended by a two-thirds majority vote of the Executive Committee.
- 12.3 The duties and responsibilities of the Executive Committee shall be listed in the Policies and Procedures Manual.

DUTIES OF THE PRESIDENT AND VICE-PRESIDENT

13. The President shall, when present, preside at all meetings of the members of the Corporation and of the Executive Committee. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Executive Committee for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, those duties and powers may be exercised by the First Vice-President, and if the First Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF THE SECRETARY

14. The Secretary shall be *ex officio* clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to Directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF THE TREASURER

15. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.



DUTIES OF OTHER OFFICERS

16. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

EXECUTION OF DOCUMENTS

17. Deeds, transfers, licenses, contracts and engagements of behalf of the Corporation shall be signed by either the President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operation may be entered into on behalf of the Corporation by the President, or by any person authorized by the Board.

The President, the Vice-Presidents, the Directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

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

MEMBERSHIP

- 19.1 The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the Board of Directors.
- 19.2 Membership in the corporation shall be restricted to such amateur players, coaching staff, Executive Committee members, parents and volunteers who agree to abide by and comply with these by-laws and the policies and procedures of the corporation.





- 19.3 Members in good standing shall promote hockey as a game played primarily for enjoyment while also fostering sportsmanship, life skills and fair play. A "Member in Good Standing" is a member who has no outstanding debts of money or equipment to any hockey team, the corporation or to the Ontario Women's Hockey Association and who promotes the objects of the corporation.
- 19.4 Membership of any member of the corporation may be rescinded for just cause by a majority vote of the Executive Committee.
- 19.5 Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

Each member shall promptly be informed by the Secretary of his admission as a member.

- 19.6 Honorary lifetime membership may be granted to individuals who has rendered extraordinary distinguished service to the association. Individuals may be nominated to the honorary life time membership by any member of the association and the granting of honorary lifetime membership must be confirm by half majority vote of the board of directors

DUES

20. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by a majority vote of the Executive Committee.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

ANNUAL AND OTHER MEETINGS OF MEMBERS

21. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine. The annual general meeting of members shall be held during the latter part of the playing season but no later than May 31st, the exact date shall be determined by the Executive Committee.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors/accountants shall be



presented, Directors shall be elected (nomination to the Directors must be submitted in writing no later than 60 days prior to the annual general meeting), auditors/accountants appointed for the ensuing year and the remuneration of the auditors/accountants shall be fixed, the budget with projected year-end figures for the current season shall be presented and the annual registration fee will be presented to the membership. The members may consider and transact any business (amendment to the Bylaw, Policies and procedures must be made 30 days prior to the annual general meeting, viewed by the executive and posted 14 days prior to the annual general meeting) either special or general without any notice thereof at any meeting of the members. The Executive Committee or the President shall have power to call at any time a general or special meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by posting in a visible location at two (2) or more of the indoor rink facilities used by the corporation or by written notice in the corporation's newsletter or website(WWW.BWHA.CA) twenty one (21) days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OMISSION IN NOTICE

22. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

ADJOURNMENTS

23. Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

24. A quorum for the transaction of business at any meeting of members shall consist of not less than eight (8) Executive Committee members present in person.

VOTING OF MEMBERS

25. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of the members be entitled to one vote. Each member under the age of 18 as at the date of the meeting shall be represented by a parent or guardian for voting purposes. Registered members will be limited to Four (4) votes per family. No member



shall be entitled to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote. In the case of an equality of votes at the annual general meeting, the Chairperson shall be entitled to a second casting vote, provided she is not voting on her own election.

- 25.2 The election of the directors at the annual general meeting shall be conducted by secret ballot. A simple majority will carry.
- 25.3 At the annual general meeting two members in good standing shall be appointed by the Executive Committee to assist with the elections.

FINANCIAL YEAR

26. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of June in each year.

CHEQUES ETC.

27. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "*for collection*" or "*for deposit*" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.



DEPOSIT OF SECURITIES FOR SAFEKEEPING

28. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

29. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

BORROWING

30. The 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 therefor, 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.



LIMITATION OF LIABILITY

- 31.1 Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be invested or for any loss or damage from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune which may happen in the execution of the duties of his office or in relation hereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and Regulations or from liability for any breach thereof.

INDEMNITIES TO DIRECTORS AND OFFICERS

- 31.2 Subject to Section 136 of the Act, every director or officer of the Corporation and his heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Corporation from and against:
- a. any liability and all costs, charges and expenses that she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and
 - b. all other costs, charges and expenses that she sustains or incurs in respect of the affairs of the Corporation.
- 31.3 At all times the Corporation shall maintain adequate Directors errors and omissions liability insurance.

INTERPRETATION

32. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*, and references to persons shall include firms and corporations.



PASSED by the Board of Directors and sealed with the corporate seal this _____ day of _____, 2023

President

Secretary

The undersigned being all of the Directors of the Corporation, hereby sign, pursuant to the provisions of the Corporations Act, R.S.O. 1990, the foregoing By-Law Number One of the by-laws of the said Corporation. DATED this _____ day of _____, 2023

Chief Trainer

Director of Adult House League

Director of Coach and Player Development

Director of Communications and Marketing

Director of Competitive Program

Director of Equipment and Apparel

Director of Game Officials

Director of Sponsorship and Fundraising

Director of Tournaments

Director of Youth House League

Past President (non-elected member)

Registrar

Treasurer

The foregoing special resolution is hereby consented to by at least two-thirds of the votes cast by the members who voted in respect of this resolution, pursuant to the provisions of the Ontario Corporations Act as evidenced by the signature of the Secretary below, this _____ day of _____, 2023

Secretary