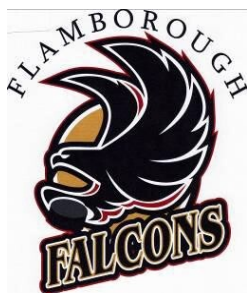


FLAMBOROUGH GIRLS HOCKEY ASSOCIATION

CONSTITUTION & BY-LAWS

Amended ~~and Restated~~ November 18~~●~~, ~~2020~~2025



BY-LAW NO. 1 CONSTITUTION

A by-law to establish a Constitution for the FLAMBOROUGH GIRLS HOCKEY ASSOCIATION INC. (the "FGHA" and/or the "Association", and/or the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. NAME

The Name of the Organization governed by this Constitution shall be the FLAMBOROUGH GIRLS HOCKEY ASSOCIATION Inc., which shall be referred to in this document as the "FGHA" and/or "the Association", and/or "the Corporation".

2. AFFILIATION

- 1) The Association shall be a member of the Ontario Women's Hockey Association ("OWHA") and recognizes that the OWHA is the governing body of female hockey in Ontario.
- 2) The Association shall be affiliated with the Ontario Hockey Federation and Hockey Canada by virtue of the OWHA being a member of the Ontario Hockey Association and the Ontario Hockey Federation and through that organization being affiliated with Hockey Canada.
- 3) The Association shall be affiliated with the City of Hamilton as a non-profit volunteer Sports Group in accordance with the City's Affiliation Policy, as adopted by Council, July 2002 and amended thereafter.

3. OBJECTIVES

Consistent with the Letters Patent, the objectives of the FGHA shall be:

- 1) To promote and regulate ice hockey for females playing in the Community of Flamborough.
- 2) To promote hockey as a game played primarily for enjoyment while also encouraging skill development, fair play and teamwork.
- 3) To ensure that each player, to the extent possible, will be able to participate in a hockey program suited to that player's skill and abilities.
- 4) To exercise supervision and direction over its players, coaches, managers, spectators, and Board of Directors, with emphasis on the development of good character, friendship and sportsmanship.
- 5) To establish and maintain a variety of hockey programs (developmental, house league, representative), with the intent to provide opportunities for girls and women of all ages.
- 6) To develop and promote an organizational structure which recognizes as equally important the existence of both House League and Representative Programs at each age level.

- 7) To support the aims and objectives of the Hockey Canada and the OWHA.
- 8) To administer the Association without purpose of monetary gain for its members. Any profits or other accretions to the Association shall be used for promoting its objectives.
- 9) To support a "Fair Play in Hockey" program, the main goal of which is to enhance and foster SAFETY and RESPECT in the game for all participants involved. The Fair Play in Hockey governing principles, which will guide the conduct of FGHA players, coaches, and spectators are:
 - (a) Respect the rules.
 - (b) Respect the opponents.
 - (c) Respect the officials and their decisions.
 - (d) Respect yourself, your teammates and your coaches
 - (e) Maintain your self-control at all times.
 - (f) Promote everyone's participation.

ENACTED the 12th Day of April, 2012, by a majority of the Board of Directors at a meeting duly called for such purpose.

AMENDED on the 18th Day of April, 2013.

WITNESS the corporate seal of the Corporation.

BY-LAW NO. 2 BUSINESS AND AFFAIRS

A by-law relating generally to the transaction of the business and affairs of the FLAMBOROUGH GIRLS HOCKEY ASSOCIATION INC. ~~(the "FGHA" and/or the "Association", and/or the "Corporation")~~, which restates, amends and supersedes the prior by-law number two in its entirety.

BE IT ENACTED as ~~an~~ amended and restated by-law of the Corporation as follows:

1. INTERPRETATION

1.1 Definitions. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, C.15, as from time to time amended, and including the regulations promulgated thereunder, all as may be amended, revised, supplemented or otherwise modified from time to time;
- (b) "Articles" means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent, or a special act;
- (c) "By-laws" means this by-law and all other by-laws of the Corporation from time to time in effect;
- (d) "Board" means the board of directors of the Corporation;
- (e) "Chair" means the Director appointed as the chair of the Board from time to time pursuant to this By-law;
- (f) "Corporation" means Flamborough Girls Hockey Association Inc., including any successor or assignee corporation into which such entity may be merged, changed or consolidated, and any assignee of or successor to substantially all of the assets of such entity;
- (g) "Director" means an individual person elected or appointed to the Board;
- (h) "Members" means those persons approved by the Board and granted membership in the Corporation from time to time as described in Article 10 of this By-law;
- (i) "officer" means an individual person appointed by the Board as an officer of the Corporation pursuant to subsection 42(1)(a) of the Act;
- (j) "Ordinary Resolution" means a resolution submitted to a meeting of the Members or the Board, as applicable, and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by each Member or Director, as applicable, by a resolution in writing signed by all of the Members or Directors entitled to vote on that resolution at the meeting; and
- (k) "Special Resolution" means a resolution submitted to a meeting of the Members or the Board, as applicable, and passed at the meeting, with or without amendment, by at least two-thirds of the votes

cast, or consented to by each Member or Director, as applicable, by a resolution in writing signed by all of the Members or Directors entitled to vote on that resolution at the meeting.

1.2 Interpretation. This by-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) save as aforesaid, words and expressions defined in the Act have the same meanings when used herein;
- (b) words importing number include the singular and plural; words importing gender include the masculine, feminine and neuter genders and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations; and
- (c) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.3 Articles. If any of the provisions contained in the by-laws are inconsistent with those in the Articles, the provisions contained in the Articles shall prevail.

2. ~~1-HEAD~~REGISTERED OFFICE

The ~~head~~registered office of the Corporation shall ~~be in the City of Hamilton in the~~at all times maintain a registered office in the Province of Ontario; ~~at such place therein as the Board (as defined) may from time to time by~~the location specified in the Articles, in a Board resolution determinemmade under subsection 14(3) of the Act, or in a Special Resolution of the Members made under subsection 14(4) of the Act.

3. ~~2-~~SEAL

The ~~corporate seal of the~~ Corporation shall ~~be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation for its use and safekeeping~~not be required to adopt or maintain a seal.

4. ~~3-~~DIRECTORS

4.1 General powers. The management of the affairs of the Corporation shall be vested in the Board of Directors which shall do all things and perform all such acts as may be necessary to carry out the objects of the Corporation, for the proper conduct of the Corporation, or are required of Directors by law. Every Director and officer in exercising their powers and discharging their duties to the Corporation shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.2 ~~3.1 Board~~Number of directors. The ~~affairs of the Corporation shall be managed by a board of directors (the "Board") of minimum three directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not, by the by-laws or any~~Board shall consist of the number of a minimum of three (3) and maximum of twelve (12) Directors. The fixed number of Directors within that range shall be determined from time to time by the Members by Special Resolution, or if the Special Resolution empowers the Board to determine the number, by resolution of the Corporation or by statute, expressly directed or required to be done by the Corporation at a meeting of membersBoard.

4.3 3.2 Qualification of directors. ~~Directors shall be individuals, eighteen or more years of age and shall, at the time of their election and throughout the term of their office, be members of the Corporation. No~~ person shall be qualified for election or appointment as a Director if:

- (a) the person is not an individual who is aged eighteen (18) years or older;
- (b) the person has been found under the *Substitute Decisions Act, 1992 S.O. 1992, c. 30* or under the *Mental Health Act, R.S.O. 1990, c. M.7* to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt.
- (c) the person fails to become a Member of the Corporation within ten (10) days after their election or appointment;
- (d) the person fails to execute a consent to act in the form determined by the Board from time to time within ten (10) days after their election or appointment (provided that if a Director is re-elected or reappointed without a break in the term of office, no consent is required); or
- (e) if the person is a current employee of the Corporation (unless otherwise permitted under the Act).

4.4 3.3 Election of directors and term of office.

- ~~(a) The applicants for incorporation shall be the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected or appointed.~~
- (a) The Directors shall be elected at each annual meeting of the Members.
- ~~(b) The directors' term of office (subject to the provisions, if any, of the letters patent or any supplementary letters patent issued to the Corporation) shall be from the date of the meeting at which they are elected or appointed until the~~ Each Director shall be elected to hold office for a term of one to two years, but expiring not later than the close of the second annual meeting next of the Members following their election or until their successors shall have been duly elected or appointed whichever comes first.
- ~~(c) Directors shall be elected by the members~~ Members in a general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. Subject to the provisions of this ~~by-law, directors~~ By-law, Directors shall be eligible for re-election. Directors ~~may be specifically elected~~ shall be eligible to serve as ~~one of the following officers; President, Vice-President(s), Secretary~~ officers of the Corporation.

~~(d) To be eligible for office as a Director-President, the individual must meet the requirements of 3.02. and have, at some point in time, continuously served at least two (2) full consecutive terms on the Board of Directors of the Corporation.~~

~~(e) To be eligible for office as a Director-Vice-President or Director-Secretary, the individual must meet the requirements of 3.02.~~

~~(d)~~ ~~(f)~~ 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~~Directors), such vacancy may, as long as there is a quorum of ~~directors~~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; and~~ a qualified individual appointed for the remainder of the term by the Directors then in office, but the total number of Directors so appointed shall not exceed one-third of the number of Directors elected at the previous annual meeting of the Members. If there is not a quorum of the Board, or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall, without delay, call a special Members' meeting to fill the vacancy. any director appointed or elected to fill any ~~such~~ vacancy shall hold office for the unexpired term of the ~~director~~Director who ceased to be a ~~director~~Director and who caused such vacancy.

4.5 3.4-Vacation of office. A person ceases to be a director of the Corporation:

(a) if he or she ~~becomes a bankrupt~~dies;

~~(b) if he or she is found by a court to be mentally incompetent or of unsound mind;~~

~~(b)~~ ~~(e)~~ if he or she is removed from their position in accordance with Section ~~3.05~~4.6;

~~(c)~~ ~~(d)~~ if by notice in writing to the Secretary of the Corporation he or she resigns his or her office; or

~~(e) if he or she ceases to be a member of the Corporation.~~

~~(d)~~ becomes disqualified by virtue of any of the circumstances described in Section 4.3.

4.6 3.5-Removal of directors. The ~~members~~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~~Special Resolution, remove any ~~director~~Director before the expiration of his or her term of office and may, by ~~majority of the votes cast at such meeting~~Ordinary Resolution, elect any member in his or her stead for the remainder of his or her term.

4.7 3.6-Remuneration of directors. The ~~directors~~Directors of the Corporation shall serve without remuneration and no ~~director~~Director shall directly or indirectly receive any profit from his or her position as such; provided that a ~~director~~Director may be paid reasonable expenses incurred by him or her in the performance of the ~~director's~~Director's duties.

4.8 Nomination procedure for election of Directors. Nominations made for the election of Directors at a Members' meeting may only be made:

(a) by the Board in accordance with any nominating and election procedure prescribed by the Board from time to time; or

(b) by not less than five (5%) percent of the Members pursuant to a proposal submitted to the Corporation in accordance with the requirements of the Act and this By-law.

5. 4-MEETINGS OF DIRECTORS

5.1 ~~4.1~~ Place of meeting and notice.

- (a) Meetings of the Board may be held either at the head office of the Corporation or at any place within ~~Canada~~the Province of Ontario. A meeting of the Board may be convened by the Chair of the Board, ~~the President or any two directors at any time and the Secretary by direction of the Chair of the Board, the President or any two directors shall convene a meeting of directors~~or any two (2) Directors, at any time.
- ~~(b) Notice of any meeting of the Board shall be delivered, mailed or sent by facsimile or email or otherwise communicated to each director not less than seven days if mailed and not less than two days if delivered by email or sent by facsimile, or otherwise communicated (exclusive of the day on which the notice is delivered or mailed or sent by — facsimile,~~
- (b) email or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings ofNotice of Board meetings shall be given to all Directors at least seven (7) days prior to the meeting. Notice of a meeting that continues an adjourned Board meeting is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned. Meetings of the Board may be held at any time without formal notice if all the ~~directors~~Directors are present or those absent have waived notice or have signified their assent in writing or via email to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any ~~director~~Director.
- ~~(c) For the first meeting of the Board to be held immediately following the election of directors at an annual or general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present.~~

5.2 Telephonic or electronic meetings. If all the Directors consent, a Director may participate in a Board meeting and a Board committee member may participate in a Board committee meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting including telephone, videoconference, email, computer or computer networks. A Director so participating in a meeting is deemed for the purposes of quorum to be present at the meeting.

5.3 ~~4.2~~ **Chair.** ~~The President shall act as the Chair of the Board. In the absence of the President the Vice-President shall~~Board shall appoint a Director annually to act as the Chair of the Board. The Chair of the Board shall, when present, preside at all meetings of the Board and of the ~~members~~Members. In the absence of the Chair ~~of the Board~~ at a meeting of the Board, the ~~directors~~Directors present shall choose one of their number to be Chair of the meeting.

5.4 ~~4.3~~ **Quorum.** A quorum at any meeting of the Board shall be the presence in person of at least fifty per cent plus one (50% plus one) of the ~~directors~~Directors.

5.5 ~~4.4~~ Voting.

- (a) ~~Questions~~Unless otherwise specified in the By-laws, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting, in addition to his or her original vote, shall have a second or casting vote.
- (b) At any meeting unless a poll is demanded a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number of proportion

of votes recorded in favour of or against the motion.

(c) No Director shall be permitted to vote by proxy.

5.6 Written resolutions in lieu of a meeting. A resolution signed by all of the Directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting.

6. 5-OFFICERS

6.1 General.

(a) Subject to the Act, the Articles and this By-law, the Board may designate the offices of the Corporation, appoint officers, specify their duties, and delegate to them powers to manage the activities and affairs of the Corporation, except powers to do anything referred to in Section 7.3 of this By-law.

(b) ~~5.1 Officers. In the event that one or more directors are not specifically elected by the members to serve as officers, the Board shall annually or as often as may be required appoint~~Until changed by ordinary resolution of the Board, the officers of the Corporation shall include a Chair, a President, one or more Vice-Presidents and a Secretary and if deemed advisable may appoint annually or as often as may be required a Treasurer and one or more Assistant Secretaries. None of the said officers, other than the President and the Chair, need be members of the Board. The offices of Secretary and Treasurer may, in the discretion of the Board, be held by the same person who may but need not be known as the Secretary-Treasurer. The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

(c) The Board shall appoint shall appoint the officers at its first meeting following the annual Members' meeting at which the Directors are elected or at other times when a vacancy occurs. A Director may be appointed to any office of the Corporation, but officers are not required to be Directors, apart from the Chair and the President, who shall be appointed from among the elected Directors. The same individual may hold two or more offices.

6.2 Terms of office.

(a) Unless otherwise provided in this By-law, the officers shall hold office from the date of their appointment or until their successors are appointed in their stead. The Board may remove any officer at any time without cause.

(b) The Chair shall be appointed annually and shall be eligible for re-appointment, provided that:

(i) the Chair shall serve no longer than two consecutive years; and

(ii) where a Director has served as Chair for two consecutive years, the Board may, by resolution passed by at least two-thirds of the votes cast at a Board meeting, provide that such Director is eligible for re-appointment for a maximum of one additional term of not more than two consecutive years as Chair.

6.3 5.2 Remuneration and removal of officers. The ~~directors~~Directors may fix the remuneration (if any) to be paid to officers of the Corporation. ~~All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the Board at any time with or without cause.~~

6.4 5.3 Delegation of duties of officers. In the case of absence or inability to act of the President, a Vice-President or any other officer of the Corporation or for any other reason that the ~~directors~~Directors may deem sufficient, the ~~directors~~Directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being; except powers to do anything referred to in Section 7.3 of this By-law.

6.5 5.4 President.

- (a) The President shall sign such contracts, documents or instruments in writing as require his or her signature. The President shall be the chief administrative officer of the Corporation and shall be responsible to the Board for the coordination of all affairs of the Corporation. In all matters affecting the Corporation, the President shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.
- (b) In addition to any other authority or duties conferred by direction of the Board, the President shall exercise general and active supervision over:
 - (i) the selection, employment, supervision and discharge of all employees, subject to ratification of same by the Board;
 - (ii) the formation of a special ad hoc committee, from year to year, comprised of the President and two other officers of the Corporation, for the establishment of salaries and any other administrative matters affecting the establishment and maintenance of the head office of the Corporation and the personnel employed therein;
 - (iii) the preparation and submission of such reports and statements as the Board may from time to time direct be prepared and submitted to the Board, to any director or officer of the Corporation, or to any meeting of the members of the Corporation;
 - (iv) the preparation of the annual budget for the Corporation, showing expected revenues and expenditures; and
 - (v) the safe-keeping and good state of repair of all physical properties of the Corporation.

6.6 5.5 Vice-President. The Vice-President or, if more than one, the Vice-Presidents in order of seniority, 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 or, if more than one, Vice-Presidents shall sign such contracts, documents or instruments in writing as require his, her or their signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board. If more than one Vice President, their duties shall be split between House League and Representative and will provide assistance to the respective Director of House League and Representative.

6.7 5.6 Secretary. The Secretary shall, when present, act as secretary of all meetings of directors and members, shall have charge of the Association's correspondence, the minute books of the Corporation and the documents and registers referred to in the ~~Corporations Act, R.S.O. 1990, c. C. 38.~~ The Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned ~~to him or her~~ by the Board or as are incident to his or her office.

6.8 5.7 Treasurer. Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name

of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

~~5.8 Assistant Secretary. The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, shall perform all the duties of the Secretary in the absence or inability or refusal to act of the Secretary. The Assistant Secretary or, if more than one, the Assistant Secretaries shall sign such contracts, documents or instruments in writing as require his, her or their signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board.~~

~~6.9~~ **5.9 Vacancies.** If the office of the President, Vice-President, Secretary or Treasurer, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the ~~directors~~Directors may elect or appoint an officer to fill such vacancy.

7. ~~6.~~ **BOARD COMMITTEES**

7.1 Board committees. The Board may from time to time constitute such committees as it deems necessary to assist the ~~directors~~Directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees.

7.2 Functions, duties and responsibilities. The Board shall provide for the functions, duties, responsibilities and powers of all Board committees in the Board resolution by which a Board committee is established or in Board-approved terms of reference or general committee policy.

7.3 Delegation to Committees. The Board may delegate to any committee composed entirely of Directors any of the Board's powers, other than the following powers:

- (a) to submit to the Members any question or matter requiring the Members' approval;
- (b) to fill a vacancy among the Directors;
- (c) to appoint additional Directors;
- (d) to issue debt obligations, except as authorized by resolution of the Board;
- (e) to approve any financial statements of the Corporation; or
- (f) to adopt, amend or repeal any By-laws.

8. ~~7.~~ **INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS**

~~Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her 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:~~

8.1 Indemnities to Directors and others. The Corporation shall indemnify every Director or officer of the Corporation, a former Director or officer of the Corporation, or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably

incurred by the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity:

- (a) all costs, charges and expenses whatsoever which such ~~director~~Director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

9. 8.-FOR THE PROTECTION OF DIRECTORS AND OFFICERS

- (a) No ~~director~~Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other ~~director~~Director or officer or employee 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 order 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 moneys 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 company 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 such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and wilful act or through his or her own wrongful and wilful neglect or default.
- (b) The ~~directors~~Directors for the time being of the Corporation shall not be under duty or responsibility in respect of 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. If any ~~director~~Director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a ~~director~~Director or officer of the Corporation, shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

10.9.-MEMBERSHIP

10.1 9.1-Qualification. ~~The members of~~Membership in the Corporation shall be ~~those persons who are from time to time enrolled as members of the Corporation at its head office. There shall be maintained at the head office of the Corporation a list of members in good standing enrolled at such office~~available to persons interested in furthering the Corporation's purposes, and who have applied for and been accepted into membership in the Corporation by Ordinary Resolution of the Board or in such other manner as may be determined by the Board from time to time. Save as otherwise expressly herein provided, the fee for membership in the Corporation, for each class of ~~member~~Member (as hereinafter provided for), shall be such sum per annum as may be fixed from time to time by the Board.

10.2 9.2-Classes of Membership. ~~There~~Subject to the Articles, there shall be three classes of membership in the Corporation, namely:

- (a) ~~ordinary members~~Ordinary Members;
- (b) ~~life members~~Life Members; and
- (c) ~~honourary members~~Honourary Members.

10.3 9.3–Ordinary members. ~~Ordinary members shall be those individuals, companies, corporations, partnerships, sole proprietorships and unincorporated associations who have filed an application for such~~In order to be eligible for membership within the Corporation and who have been appointed as an Ordinary member by the Board~~Member, each applicant for membership must meet one or more of the following requirements:~~

~~9.3.1 Subject to Sections 9.3.7 and 9.3.8, Ordinary Members of the FGHA shall include:~~

- (a) ~~9.3.2 An~~the applicant must be an individual; aged eighteen (18) years ~~of age~~ or older registered with the Association as a player and who has paid the annual player registration fees; or
- (b) ~~9.3.3 A~~the applicant must be a parent or legal guardian of a player under age of eighteen (18) years and who has paid the annual player registration fees; or
- (c) ~~9.3.4 Any~~the applicant must be a person(s) approved by the Board of Directors as a ~~Team Official~~ (team official (coach, assistant coach, manager, trainer), up to a maximum of five (5) team officials per team, and who is registered with the FGHACorporation as a team official(s) prior to December 1st of the hockey year; or

~~9.3.5 Each member of the Board of Directors;~~

- (d) the applicant must be a Director currently serving on the Board; or
- (e) ~~9.3.6 Any~~the applicant must be a person(s) appointed by the Board of Directors to fulfill voluntary responsibilities on behalf of the FGHACorporation who would not otherwise qualify as a ~~member~~Member (to a maximum of 4 positions or 25% of the ~~board~~Board of Directors);

~~9.3.7 Every application for registration as a player or appointment as a coach, trainer, or manager of a team in the FGHACorporation is subject to approval by the Board of Directors, in their sole discretion;~~

~~9.3.8 Individuals under the age of eighteen (18) who are registered as players in any of the programs of the FGHACorporation shall be considered Junior Ordinary Members of the Association, with all the rights and privileges afforded Ordinary Members of the Association with the exceptions that they are prohibited from holding office in the Association and shall not be entitled to vote at general Members' meetings of the Association.~~

10.4 9.4–Life membersMembers. Life ~~members~~Members shall be those ~~individuals who have filed an application for such membership with the Corporation and who be those past or present Members who~~ have been appointed as ~~life members~~Life Members who have been appointed as Life Members by the Board, as they deem desirable from time to time, in recognition of their past contributions and meritorious service to the Corporation.

10.5 9.5–Honorary membersMembers. Honorary ~~members~~Members shall be those individuals who have filed an application for ~~such~~ membership with the Corporation and who have been appointed as Honorary ~~members~~Members by the Board.

10.6 Right to reject. The Board shall reserve the right to reject any application for membership in the Corporation and to revoke membership in the Corporation, if the provisions of the By-laws are not met or

are subsequently breached or if in the circumstances the Board is of the opinion that it is in the best interests of the Corporation to do so.

~~**9.6 Termination of Membership.** The membership of any member shall be automatically terminated if such member fails to pay any fee within sixty (60) days after it is due. Such termination of membership shall not prejudice the member's right to apply for re-admission. The Board may, by a resolution passed by a two-thirds (2/3) majority vote, terminate any membership for just cause, provided, however, that the membership of any director of the Corporation shall not be terminated unless such director has first been removed as a director of the Corporation pursuant to paragraph 3.05 of this By-law.~~

~~**9.7 Resignation.** Any member of the Corporation may resign as a member of the Corporation by letter addressed to the Secretary of the Corporation at the head office of the Corporation. The Board may, by resolution passed by a majority vote, request any member to resign.~~

10.7 Transfer of membership. The membership interest of a Member in the Corporation is personal to the Member and is not transferable or assignable, directly or indirectly, in whole or in part, in any manner whatsoever.

10.8 Term of membership. The term of membership of a Member shall be annual, commencing on the date of admission and expire on the close of the next annual meeting of the Members following their date of admission subject to renewal. A Member whose membership has expired may re-apply for membership.

10.9 Termination of Membership. Membership in the Corporation automatically terminates upon the occurrence and continuance of any of the following events:

- (a) the resignation in writing of a Member of the Corporation, which shall be effective upon the delivery of such resignation to the Secretary of the Corporation;
- (b) the death of a Member;
- (c) the expiration of a Member's term of membership;
- (d) the expulsion of a Member from the Corporation in accordance with Section 10.10;
- (e) the passing of a resolution to remove that Member by the remaining Members of the Corporation, provided that such resolution is approved by Ordinary Resolution of the Members at a special meeting of the Members duly called for that purpose, and provided that the Member being considered for expulsion shall have the right to receive notice of, attend and speak at such special meeting;
- (f) the liquidation or dissolution of the Corporation; or
- (g) the cessation of membership if the member is at least 60 days delinquent in payment of membership dues or any other outstanding accounts owing to the Corporation from time to time.

10.10 Discipline of Members.

- (a) The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:
 - (i) a material violation of any provision of the Articles, any By-Laws, or written policies of the Corporation;
 - (ii) carrying out any conduct which may be detrimental to the Corporation's reputation or

financial stability, as determined by the Board in its sole discretion; or

(iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes and activities of the Corporation.

(b) In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Board, or such officer of the Corporation as may be designated by the Board, shall provide at least 15 days prior notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member being considered for suspension or expulsion may make written submissions to the Board up to 5 days before the end of the notice period and shall have the right to receive notice of, attend and speak at a Board meeting duly called for that purpose prior to expiration of the notice period.

(c) In the event that no written submissions are received, or the Member being considered for suspension or expulsion does not attend and speak at a Board meeting, the Board, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision. Notification shall be in writing within a reasonable time. The Board's decision shall be final and binding on the Member, without any further right of appeal. A Member shall not be entitled to any compensation or return of membership dues upon termination of membership.

11. 10.-MEETINGS OF MEMBERS

11.1 10.1-Annual meetings. The Corporation shall hold an annual meeting of its ~~members~~Members not later than eighteen (18) months after its incorporation and subsequently not more than fifteen (15) months after the holding of the last preceding annual meeting. The annual meeting of the ~~members~~Members shall be held at the head office of the Corporation, or at such other location as may be identified in the notice of the meeting, within Ontario, on such day in each year and at such time as the Board may by resolution determine. At annual meetings there shall be presented a report of the ~~directors~~Directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditor's report and such other information or reports relating to the Corporation's affairs as the directors may determine.

11.2 10.2-General meetings. Other meetings of the members (to be known as "general meetings") may be convened by order of the Chair of the Board, the President or by the Board to be held at any date and time and at any place within Ontario. In addition, the Chair of the Board or, failing him or her, the President shall call a general meeting of the members upon receipt of a written requisition to do so of not less than ten per cent (10 %) of the ~~members~~Members entitled to vote at such meeting.

~~**10.3 Notice.** A printed, written, typewritten or email notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be served either personally or by sending such notice to each member of such meeting and to the auditor of the Corporation through the post in a prepaid wrapper, letter or email not less than ten (10) days nor more than sixty (60) days (exclusive of the day of mailing but including the day for which notice is given) before the date of every meeting directed to such address of each such member and of the auditor as appears on the books of the Corporation, or if no address is given therein, then to the last address of each such member or auditor known to the Secretary or such email address as provided by the member during their application (so long as such email is not rejected by the Corporation or member's email provider); provided always that a meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to~~

~~such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation.~~

11.3 Notice.

~~10.4 Omission of notice.~~ The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation (whether such notice was via mail or email) shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

- (a) Notice of Members' meetings shall be given by sending to each Member, Director, and to the auditor by one of the methods set out in this By-law addressed to the person at their latest address as shown in the Corporation's records not less than ten (10) days and not more than fifty (50) days before the meeting.
- (b) Not less than twenty-one (21) days, or a prescribed number of days, before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.
- (c) Notice of a Members' meeting at which special business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the special business and state the text of any resolution to be submitted to the meeting.

~~11.4 10.5~~ **Contents of notice.** Notice of any meeting of ~~members~~Members shall include a statement of the right of such ~~member~~Member to appoint a proxy, who need not be a ~~member~~Member, to exercise the same voting rights that the ~~member~~Member appointing such proxy would be entitled to exercise if present at the meeting. The notice of such meeting shall contain sufficient information concerning such business to permit the ~~member~~Member to form a reasoned judgment on the decision to be taken.

~~11.5 10.6~~ **Proxies.** At any meeting of ~~members~~Members, a proxy duly and sufficiently appointed by a ~~member~~Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the ~~members~~Members appointing him or her would be entitled to exercise if present at the meeting so long as the ~~member~~Member appointing the proxy notifies the Board of the name of the proxy not less than fifteen (15) days prior to any such meeting. A proxy need not be a ~~member~~Member of the Corporation.

~~11.6 10.7~~ **Chair.** In the absence of the Chair of the Board, the ~~members~~Members present at any meeting of ~~members~~Members shall choose another director to act as Chair of the meeting and if no director is present or if all the directors present decline to act as Chair the ~~members~~Members present shall choose one of their number to be Chair of the meeting.

11.7 10.8 **Voting.**

- (a) Each Member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and each member shall be entitled to one vote at such meetings.
- (b) ~~(a)~~ Every question submitted to any meeting of ~~members~~Members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these ~~by-laws~~By-laws. In case of an equality of votes, the Chair of the meeting shall, both on a show of hands and on a poll, have a second or casting vote. Each ~~member~~Member shall be entitled to one vote if present at a meeting in person or by proxy.

- (c) ~~(b)~~-At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against the motion.

11.8 10.9-Polls. If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

11.9 10.10-Adjournments. The Chair may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the ~~members~~Members. 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.

11.10 Written resolutions in lieu of a meeting. Except as provided in the Act, a resolution signed by all of the Members is as valid as if it had been passed at a duly-called Members' meeting.

11.11 10.11-Quorum. A quorum for the transaction of business at any meeting of ~~members~~Members shall consist of not less than one-tenth (1/10th) of ~~members~~Members present in person or represented by proxy; provided that in no case can any meeting be held unless there are not fewer than three (3) ~~members~~Members present ~~in person~~.

11.12 Telephonic or electronic meetings. Any person entitled to attend a Members' meeting may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes these means available. A person so participating in a meeting is deemed to be present at the meeting.

12. 11-ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

- ~~(a) By-laws of the Corporation may be enacted, and the bylaws of the Corporation repealed or amended, by by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such by-law.~~
- (a) The Board may make, amend, or repeal any By-law that regulates the activities or affairs of the Corporation, except in respect of a By-law:
- ~~(b) Any by-law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) must be received, in its entirety, in writing, by the Secretary at least thirty (30) days in advance of the date of the annual or general meeting at which it is to be considered.~~
- (i) to add, change, or remove
- (ii) to change the manner of giving notice to Members; or
- ~~(c) A copy of any by-law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Corporation with the notice of such meeting.~~
- (iii) to change the method of voting by Members not in attendance at a Members' meeting.
- (b) The Board shall submit the By-law, amendment, or repeal to the Members at the next Members' meeting, and the Members may confirm, reject, or amend the by-law, amendment, or repeal by

ordinary resolution.

- (c) The By-law, amendment, or repeal is effective from the date of the Board resolution.
- (d) If the By-law, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
- (e) The By-law, amendment, or repeal ceases to have effect if the Board does not submit it to the Members or if the Members reject it.
- (f) If a By-law, amendment, or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.
- (g) In any case of rejection, amendment, or refusal to approve the By-law or part of the By-law in effect in accordance with this section, no act done or right acquired under any By-law is prejudicially affected by any rejection, amendment, or refusal to approve.

13. ~~12.~~ AUDITORS

Subject to any available statutory waivers of the requirement of an audit of the accounts of the Corporation, the ~~members~~Members shall, at each annual meeting, appoint an auditor to review or audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Board.

14. ~~13.~~ NOTICES

~~**13.1 Service.** Any notice to be given to any member or director or auditor shall be served either personally, through email, posted on the Corporation's website or by sending it through the mail in a prepaid envelope or wrapper addressed to such member, director or auditor at his address as the same appears in the books of the Corporation or, if no address be given therein, then to the last address of such member, director or auditor known to the Secretary of the Corporation. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a Post Office or into a Post Office letter box. With respect to every notice sent by email, it shall be acceptable to use the email address provided by the member during their application and if such email notice is rejected by the Corporation's email provider or the members' indicated email provider, the Corporation will send any such notice via mail and comply with the requirements above.~~

14.1 Service.

- (a) Whenever under the provisions of the By-laws of the Corporation notice is required to be given, unless otherwise provided, the notice may be given in writing and delivered or sent by prepaid mail or personal delivery, or by electronic means, if there is a record that the notice has been sent, addressed to the Director, officer, Board committee member, Member, or auditor, at the address, as the case may be, as the same is shown in the records of the Corporation.
- (b) Any notice sent by the following means shall conclusively be deemed to be received as provided below:
 - (i) if by electronic means, on the next business day after transmission of the notice;
 - (ii) if delivered, at the time of delivery; and

(iii) if by pre-paid mail, on the fifth (5th) business day following its mailing.

- (b) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.
- (c) The Secretary may change or cause to be changed the recorded address of any Director, officer, Board committee member, Member, or auditor in accordance with any information believed by them to be reliable.

14.2 ~~13.2~~ **Signatures to notices.** The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

14.3 ~~13.3~~ **Computation of time.** ~~Where a given~~In computing the date when notice must be given under any provision of the by-laws requiring a specified 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, unless it is otherwise provided herein, be counted in such number of days or other period.~~of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall terminate at midnight of the last day of the notice period, except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

14.4 ~~13.4~~ **Proof of service.** A certificate of the President, a Vice-President, the Secretary or the Treasurer or of any other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.

14.5 **Waiver of Notice.** Any Member, Director, officer, Board committee member, or the auditor of the Corporation, may, in writing, waive any notice required to be given to them under the Act, or the Articles or By-laws of the Corporation, either before or after the meeting to which it refers, and the waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving the notice. Attendance and participation at a meeting constitutes waiver of notice, unless the attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

14.6 **Omissions and errors.** The accidental omission to give any notice to any Member, Director, officer, Board committee member, or the auditor of the Corporation, or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance of it, shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on it.

15. ~~14.~~ CHEQUES, DRAFTS, NOTES, ETC.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation and in such manner as the Board may from time to time designate by resolution.

16. ~~15.~~ EXECUTION OF CONTRACTS, ETC.

- (a) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed:
 - (i) by any two persons, each of whom is the Chair, the President, a Vice-President, the Treasurer or the Secretary of the Corporation; or
 - (ii) by any two ~~directors~~Directors of the Corporation;

and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

~~(b) The corporate seal of the Corporation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid, by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.~~

(b) ~~(e)~~ The term "contracts, documents or instruments in writing" as used herein shall 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.

(c) ~~(d)~~ In particular, without limiting the generality of the foregoing:

- (i) any two persons, each of whom is the Chair, the President, a Vice-President or the Secretary of the Corporation; or
- (ii) any two directors of the Corporation;

are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

17. ~~16.~~ 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.

18. RECORDS

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

19. ~~17.~~ INTERPRETATION

In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine and the neuter. Whenever reference is made in any by-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to

any amendment or re-enactment of such statute or section thereof, as the case may be.

~~ENACTED the 12th Day of April, 2012, by a majority of the Board of Directors at a meeting duly called for such purpose.~~

~~AMENDED on the 18th Day of April, 2013 WITNESS the corporate seal of the Corporation.~~

~~*****~~

This By-law shall come into force and take effect on the date it is confirmed by the Members of the Corporation.

ENACTED by the Board as a by-law of the Corporation on this _____ day of November, 2025.

<u>Chair</u>	<u>President</u>
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CONFIRMED by all the Members in accordance with the Act on this _____ day of November, 2025

=	<u>Chair</u>
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BY-LAW NO. 3 MEMBERSHIP

A by-law to establish requirements for each class of membership in the FLAMBOROUGH GIRLS HOCKEY ASSOCIATION INC. (the "FGHA" and/or "the Association", and/or the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. ORDINARY MEMBERS

1.1 Subject to sections 1.02 and 1.03, Ordinary Members of the FGHA shall include:

- (a) An individual, eighteen (18) years of age or older registered with the Association as a player and who has paid the annual player registration fees;
- (b) A parent or legal guardian of a player under age of eighteen (18) years and who has paid the annual player registration fees;
- (c) Any person(s) approved by the Board of Directors as a Team Official (coach, assistant coach, manager, trainer), up to a maximum of seven (7) team officials per team, and who is registered with the FGHA as a team official(s) prior to December 1st of the hockey year;
- (d) Each member of the Board of Directors; and
- (e) Any person(s) appointed by the Board of Directors to fulfil voluntary responsibilities on behalf of the FGHA who would not otherwise qualify as a member.

1.2 Every application for registration as a player or appointment as a coach, trainer, or manager of a team in the FGHA is subject to approval by the Board of Directors, in their sole discretion.

1.3 Individuals under the age of eighteen (18) who are registered as players in any of the programs of the FGHA shall be considered Junior Ordinary Members of the Association, with all the rights and privileges afforded Ordinary Members of the Association with the exceptions that they are prohibited from holding office in the Association and shall not be entitled to vote at general meetings of the Association.

2. LIFE MEMBERS

2.1 Life Members of the FGHA shall include:

- (a) Individuals over the age of eighteen (18) who have been appointed as Life Members by the Board of Directors, with all the rights and privileges afforded Ordinary Members of the Association with the exceptions that they are prohibited from holding office in the Association and shall not be entitled to vote at general meetings of the Association.

3. HONORARY MEMBERS

3.1 Honorary Members of the FGHA shall include:

- (a) Individuals over the age of eighteen (18) who have been appointed as Honorary Members by the Board of Directors, with all the rights and privileges afforded Ordinary Members of the

Association with the exceptions that they are prohibited from holding office in the Association and shall not be entitled to vote at general meetings of the Association.

ENACTED the 12th Day of April, 2012, by a majority of the Board of Directors at a meeting duly called for such purpose.

AMENDED on the 18th Day of April, 2013

WITNESS the corporate seal of the Corporation.

BY-LAW NO. 4 DUTIES OF DIRECTORS

A by-law to establish part of the management duties of the Board of Directors of the FLAMBOROUGH GIRLS HOCKEY ASSOCIATION INC. (the "FGHA" and/or "the Association", and/or the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

Each director must hold one or more of the following positions:

- (a) Registrar
- (b) House League Convenor
- (c) Rep Convenor
- (d) Ice Scheduler
- (e) Player Development
- (f) Coach Development
- (g) Equipment Manager
- (h) Sponsorship and Fundraising
- (i) Communications
- (j) Tournament Chairperson
- (k) Director at Large

And will be required to carry out the duties of the position as well as other duties as may from time to time be assigned to her or him by the Board of Directors.

1. DUTIES OF REGISTRAR

- (a) Coordinate preparation and posting of all notices relating to player registration including date, time and place.
- (b) Register all players of all teams under the jurisdiction of the FGHA and collects all registration fees and required documentation from all players registered.
- (c) Maintain appropriate lists of all registered players on an annual basis and makes said lists available to the Board of Directors.
- (d) Ensure all registration correspondence, forms and fees required by the OWHA are submitted on time.
- (e) Ensure the Association is in compliance with all Privacy legislation.
- (f) Collect all tryout fees, permissions to skate and player releases for Rep teams.
- (g) Complete the duties as may from time to time be assigned to him or her by the Board or as are incident to his or her position.

2. DUTIES OF HOUSE LEAGUE CONVENOR

- (a) Recommend to the Board of Directors the number of teams in the House League division on an annual basis.
- (b) Where more than one team exists in a specific age division, work with the committee members to coordinate a draft of all players to ensure that all teams are balanced.
- (c) With the Ice Scheduler, schedule games for the regular season, playoffs and Day of Champions.

- (d) Represent the FGHA at all meetings of the GHGHL.
- (e) Provide liaison between the House League Coaches and the FGHA Board of Directors.
- (f) Enforce all OWHA, GHGHL and FGHA rules established for House League teams.
- (g) Complete the duties as may from time to time be assigned to him or her by the Board or as are incident to his or her position.

3. DUTIES OF REP CONVENOR

- (a) Provide liaison between the FGHA and any Rep leagues that FGHA teams play in.
- (b) Provide liaison between the Rep coaches and the FGHA Board of Directors.
- (c) Represent the FGHA at all Rep league meetings.
- (d) Enforce all OWHA, rep/travel league and FGHA rules established for Rep teams.
- (e) Recommend to the Board of Directors the number of Rep teams and the categories they should play in on an annual basis.
- (f) Coordinate activities related to tryouts, playoffs and Provincial playdowns.
- (g) Complete the duties as may from time to time be assigned to him or her by the Board or as are incident to his or her position.

4. DUTIES OF DIRECTOR OF COACH DEVELOPMENT

- (a) Post timely notices, and distribute and collect Coaching application forms.
- (b) Coordinate the annual Coach Selection process.
- (c) Coordinate an annual Coaches information meeting prior to the start of the season.
- (d) Provide direction and advice to members of the association regarding skills development through clinics (Coaching/Trainer) and schools (Players).
- (e) Provide opinions, on an as required basis during the season, to the Board of Directors regarding coaching performance.
- (f) Provide ongoing liaison between all coaches and the FGHA Board of Directors.
- (g) Coordinate the CHIP program on behalf of the FGHA.
- (h) Coordinate Speak-Out certification for the FGHA.
- (i) Complete the duties as may from time to time be assigned to him or her by the Board or as are incident to his or her position.

5. DUTIES OF DIRECTOR OF PLAYER DEVELOPMENT

- (a) Post timely notices, and distribute and collect Player Evaluation forms.
- (b) Provide direction and advice to members of the association regarding skills development through clinics and schools (Players).
- (c) Provide ongoing liaison between all players, coaches and the FGHA Board of Directors.
- (g) Coordinate the CHIP program on behalf of the FGHA.
- (i) Complete the duties as may from time to time be assigned to him or her by the Board or as are incident to his or her position.

6. DUTIES OF ICE SCHEDULER

- (a) Allocate all ice times that have been contracted for by the FGHA, to Rep and House League teams, in a manner consistent with the Objectives and Rules and Regulations of the FGHA.
- (b) Attend the required scheduling meetings of the Rep/House Leagues the FGHA is participating in during the current season.
- (c) Produce schedules and distribute same in a timely fashion to all convenors and coaches. Provide updates for any changes in a timely fashion to convenors and coaches.
- (d) At the direction of the Board, acquire extra ice to meet FGHA requirements.
- (e) Complete the duties as may from time to time be assigned to him or her by the Board or as are incident to his or her position.

7. DUTIES OF EQUIPMENT MANAGER

- (a) Purchase and distribute all equipment and uniforms for teams operating under the FGHA as directed by the Board of Directors.
- (b) Allocate, maintain, collect, store and (as required) clean or sanitize all equipment and uniforms that are the property of the FGHA. Provide inventory information of all equipment and uniforms, at the request of the Board of Directors.
- (c) Provide recommendations to the Board of Directors regarding the repair or replacement of FGHA equipment and uniforms.
- (d) Complete the duties as may from time to time be assigned to him or her by the Board or as are incident to his or her position.

8. DUTIES OF DIRECTOR OF SPONSORSHIP AND FUNDRAISING

- (a) Contact all previous and current individual and corporate sponsors, in a timely fashion, to request financial commitments for the current season.
- (b) Maintain a list of current sponsors contact information which shall be provided to the Board of Directors on a regular basis.
- (c) Coordinate assigning sponsors to teams and liaising with Equipment Manager to ensure sponsors are identified appropriately on uniforms and, where required, in arenas.
- (d) In cooperation with Director of Communications ensure that Sponsor Recognition Items are prepared and available for presentation at the year end Awards Day.
- (e) Investigate and make recommendations to the Board of Directors on fundraising opportunities.
- (f) Coordinate any Special Fundraising events directed by the Board of Directors.
- (g) Complete the duties as may from time to time be assigned to him or her by the Board or as are incident to his or her position.

9. DUTIES OF DIRECTOR OF COMMUNICATIONS

- a) Prepare promotional and communications information as requested and approved by the Board of Directors.
- b) Promote and publicize the FGHA throughout the season as requested and approved by the Board of Directors.
- c) Act as liaison with the media in the city.
- d) Assist in obtaining and keeping the understanding and goodwill of the public.
- e) Complete the duties as may from time to time be assigned to him or her by the Board or as are incident to his or her position.

9. DUTIES OF TOURNAMENT CHAIRPERSON

- (a) Chair the committee that recommends to the Board of Directors the format of any tournaments hosted by the FGHA.
- (b) Chair the committee responsible for organizing and conducting any tournament hosted by the FGHA.
- (c) Ensure all correspondence, applications and fees required by the OWHA in regards to hosting a tournament are completed.
- (d) Complete the duties as may from time to time be assigned to him or her by the Board or as are incident to his or her position.

10. DUTIES OF DIRECTOR AT LARGE

- a) Coordinate the annual FGHA end of year Awards Day.
- b) Coordinate photographic services for player and team pictures.
- c) Complete the duties as may from time to time be assigned to him or her by the Board or as are incident to his or her position

ENACTED the 12th Day of April, 2012, by a majority of the Board of Directors at a meeting duly called for such purpose.

AMENDED on the 18th Day of April, 2013 and the 17th Day of April, 2014 and

the 18th day of November 2020. WITNESS the corporate seal of the Corporation.

BY-LAW NO. 5 REGISTRATION FEES

A by-law to establish Registration Fees for the FLAMBOROUGH GIRLS HOCKEY ASSOCIATION INC. (the “FGHA” and/or “the Association”, and/or the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

- (a) The Board of Directors shall determine the amount and terms of the annual registration fees to be paid to the Association for players in all programs in the FGHA.
- (b) All players will pay a basic annual registration fee. Players participating on a Developmental or Rep team will pay an additional fee over and above the basic annual registration fee to cover additional costs associated with the Developmental or Rep program including, but not limited to, additional ice requirements, additional refereeing costs and extra jerseys.
- (c) Female Development Players (“FDP”) will be allowed to register with the Association and will be charged 50% of current association fees. Coaches of teams with FDP’s are to provide a written report to the Board of Directors at the end of the season detailing how much these players actually practiced and played with the individual teams. It will then be determined, on an individual basis, by the Board of Directors, if any additional fees are required.
- (d) The Corporation may notify any player at any time that the player’s registration fees are due and, if not paid within sixty (60) days of such notice, the member shall be in default.
- (e) Any fees paid subsequent to the member being declared in default will be subject to an additional late fee to be set annually by the Board of Directors.
- (f) Any player who is in default of the payment of player registration fees can, at the discretion of the Board of Directors, lose her playing and membership privileges until the amount owing has been paid in full. In those instances involving extenuating circumstances, it will be at the discretion of the Board of Directors as to the appropriate course of action.
- (g) Any member may resign from the Association by giving written notice to the Secretary. Refunds of registration fees will be made according to the following schedule:

Withdrawal Notice submitted to Board of Directors	Registration fee refund amounts
Prior to the first scheduled ice time of the season	Fees paid to date minus an administration fee to be set annually by Board of Directors
After first scheduled ice time of the season and on or before Oct 31 of current season	50% of fees owed to date
After October 31 of current season and on or before Nov 30 of current season	25% of fees owed to date
After Nov 30 of current season	No refund

In those instances involving extenuating circumstances, it will be at the discretion of the Board of Directors as to the appropriate course of action.

ENACTED the 12th Day of April, 2012, by a majority of the Board of Directors at a meeting duly called for such purpose.

AMENDED on the 18th Day of April, 2013

WITNESS the corporate seal of the Corporation.

BY-LAW NO. 6

A by-law to establish the Regulations, Rules, Policies and Code of Conduct for the FLAMBOROUGH GIRLS HOCKEY ASSOCIATION INC. (the "FGHA" and/or "the Association", and/or the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

REGULATIONS

REGULATION ONE – ASSOCIATION FINANCES

- (a) The activities of the FGHA will be financed through player registration fees, individual and corporate sponsorship, fundraising activities and other sources approved by the Board of Directors.
- (b) The Board of Directors from time to time will designate events for raising funds for the overall benefit of the Association as mandatory.
- (c) Mandatory events will require a minimum level of participation (either financial or in-kind services) by all teams.
- (d) Teams failing to meet the required levels of participation will be subject to a Disciplinary Hearing.
- (e) The contribution of all Association sponsors will be for the whole of the Association. The nature, amount and acceptance of any sponsorship will be at the discretion of the Board of Directors.
- (f) Any fundraising activities conducted by individual teams which compete with or detracts from Association activities is prohibited. Teams failing to abide by this regulation will be subject to a Disciplinary Hearing.
- (g) Teams may set their own individual budgets and hence player fees over and above the mandatory Association fees, for the purposes of providing for activities related to the operation of the team, such as tournament entry, teamwear purchase, instructional clinics, etc. However, the amount of these player fees must be within reason and the Board of Directors reserves the right to investigate and cap these player fees should it receive complaints.
- (h) Any team which collects any player fees over and above the mandatory Association fees and/or funds raised through fundraising and/or direct sponsorship must issue a financial statement to the Board of Directors, upon demand during the season, and additionally to all parents and to the Board of Directors showing a zero balance at the conclusion of the season. Failure to do so will result in team staff being subject to a Disciplinary Hearing.

REGULATION TWO - DISCIPLINE

- (a) The Association requires its members to abide by the City of Hamilton Zero Tolerance Policy for Violence in recreational Properties facilities policy and the Association Code of Conduct.
- (b) The Board of Directors will annually form a Discipline Committee. Members who declare themselves in a conflict of interest on any issue will be replaced for that issue only, by other members of the Board of Directors.
- (c) The mandate of the Committee will be:
 - (i) to review all offences or breaches of Code of Conduct committed by any Association member during an Association activity. These can include, but are not limited to incidents occurring before, during and after events conducted either at Association home locales or at other Association centres.
 - (ii) to review all suspensions and major penalties incurred by players and team staff during games.
- (d) The Discipline Committee will make recommendations to the Board of Directors for penalties to be imposed. In the case of offences committed during games, the Committee will determine and recommend if additional penalties over and above those imposed by the OWHA and/or the League the team is participating in shall be imposed.
- (e) Except where availability or travel conditions prohibit, a member of the Disciplinary Committee or a designate will attend any Discipline hearings held by the OWHA or Local Leagues for any Association player or team staff member, for the purposes of representing the Association.

REGULATION THREE - REGISTRATION

- (a) Players currently registered with the Association will be reserved a spot in their current division or the division to which they will graduate for the next season. The reservation must be confirmed with payment in accordance with Bylaw #5 on or before the specific closing date, which will be set annually. If a currently registered player does not confirm their reservation for the next season by the closing date they will be deemed to have forfeited said reservation.
- (b) Families with one or more daughter currently registered with the Association and who wish to register a sibling with the Association will be provided with a reservation for the next season as if the sibling were currently registered. The reservation must be confirmed as above.
- (c) If a player withdraws from the Association during the current year, without appropriate reason, they will be deemed to have forfeited their reservation for the next season. If a player is forced to withdraw from the Association due to injury, they will be provided with a reservation for the next season. The reservation must be confirmed as above.
- (d) Open registration will be held annually for divisions for which space exists. Spots in divisions will be assigned on a first-come first-served basis.
- (e) Currently registered players who have forfeited their registration reservation and wish to register for the next season will be required to attend open registration.

- (f) No registration application will be accepted for any player who has monies or funds outstanding to the league or a team unless arrangements are made through the President and approved by the Board of Directors.
- (g) Subject to the REGULATION THREE (vi), players returning from another association will be allowed to unconditionally register with the general public but must provide a signed Player Release within two weeks of registering.
- (h) Members are to abide by all OWHA Policies, Rules and Regulations with regards to tampering.
- (i) No member of the Association is allowed to recruit players from other organizations.
- (j) With the exception of Rep team tryouts, players will not be allowed on the ice if they have not registered with the Association.
- (k) The Association will form, as a minimum, the number of House League teams required to accommodate all reserved spots, subject to the proviso that teams will be restricted to a maximum of fifteen (15) skaters and two (2) goalies, unless specifically authorized by the Board of Directors.
- (l) To support a first Rep team in any of the above categories (e.g. Pee wee, Midget, etc.), after the team has been selected, there must be a minimum of thirteen (13) skaters and one (1) goalie, of the proper age and suitable ability, for a total of fourteen (14) players. Without this commitment, or unless specifically authorized by the Board of Directors, the players will be eligible to play in the Association House League.
- (m) At the sole discretion of the Board of Directors, the Association may form additional Rep teams as available ice hours permit, and provided the team has a minimum of thirteen (13) skaters and one (1) goalie, of the proper age and suitable ability. However, in no event will the Association function in a non-sustainable manner by forming more teams than can be accommodated with existing ice allocation and/or by impacting the ability to form a team at the House League level.
- (n) Player Releases will be granted upon request at any time before the first scheduled ice time of the season at the discretion of the Board of Directors. Lateral Releases will only be granted after the player has demonstrated cause to the Board of Directors.

REGULATION FOUR - AGE DIVISIONS

- (a) All ages are as of December 31 of the current playing year.

Division	Age Range
Senior	Open
Senior Rec	21 years old and above
Under - 21 (U21)	18, 19, 20 years old
Under – 18 (U18)	15, 16, 17 years old
Under – 15 (U15)	13,14 years old
Under – 13 (U13)	11,12 years old
Under – 11 (U11)	9, 10 years old

Under – 9 (U9)	7, 8 years old
Under – 7 (U7)	6 years old and under

- (b) The Association encourages players to participate in divisions that are within their age range.
- (c) In order to play in a higher age group a player must demonstrate that she will be an impact player (top 5 in the age category) and team balance in the affected age categories will not be disrupted.
- (d) Notwithstanding the above, all players must play in their respective age division unless the Board of Directors approves otherwise.
- (e) The Board, at its discretion, may make modifications to the age divisions as required.

REGULATION FIVE - COACHES AND TEAM PERSONNEL

Head Coach

- (a) Each Head Coach will be responsible for fulfilling the aims of this Constitution on his/her team and within the organization.
- (b) The Head Coach will be responsible for enforcing the rules of the Association.
- (c) Each Head Coach will ensure fair ice time for each player on his/her team. For House League all players are to be given ice time on a fair basis and as close to equal ice time as is possible in any game situation including play-offs. All players should have the same amount of ice time. Double shifting of any player is prohibited. Head Coaches who do not follow this practice may be subject to progressive discipline or dismissal.
- (d) All individuals applying for a coaching position with a team (Rep or House League) within the Association must submit an application by the indicated deadline each year.
- (e) The Board of Directors, at its sole discretion, will appoint one or more Coach Selection Committee(s) whose mandate will be to recommend a slate of coaches for ratification by the entire Board of Directors. The Coach Selection Committee may be comprised of individuals from any of the Board of Directors, the general Association membership or external bodies.
- (f) Where there is only a single applicant for a coaching position that applicant is not necessarily acclaimed by virtue of being the sole applicant. The Coach Selection Committee will be responsible for exercising due diligence in the investigation of the sole candidate, which may include but is not limited to a personal interview and reference check, and will have the right to reject the applicant and reopen the competition for that position only.
- (g) Where two (2) or more individuals apply for the same position the coaches will be interviewed by the Coach Selection Committee. The applicants will be required to attend a personal interview which, at the sole discretion of the Committee, may consist of a presentation and a question and answer session. The Coach Selection Committee has the authority, if necessary for clarification purposes, to schedule additional interviews and if all candidates are unsuitable to reopen the competition for that position only. The most qualified candidate, considering all factors including parent evaluations, experience and coaching philosophy will be selected. In the case of prospective rep team coaches, as part of the selection criteria his or her daughter is required to be evaluated. His or her daughter, using criteria established by the Board of Directors, must

be ranked at a level to indicate that the player would likely be selected for the team which the prospective coach has applied for.

- (h) Board of Directors members who are applying to coach a team, or whose spouse, relative or child is applying to coach a team, may not be on the Coach Selection Committee for the division that that team is in, nor can they be involved in the discussions for the selection of any team's coach in that division, nor may they cast a ballot for the selection of any team's coach in that division. Board of Directors members, may not be on the Coach Selection Committee for the age division that their daughter, nor can they be involved in the discussions for the selection of any team's coach in that division, nor may they cast a ballot for the selection of any team's coach in that division.
- (i) The Board of Directors will review the recommendations of the Coach Selection Committee, on an individual basis, and approve those recommendations, on an individual basis, by simple majority ballot vote.
- (j) In the event of a tie, provided the Player/Coach Development Director is not on the Coach Selection Committee the Player/Coach Development Director shall be allowed one (1) additional vote to break the tie.
- (k) In the event that the Player/Coach Development Director is in a conflict situation, provided the Rep Convenor is not on the coach Selection Committee, the Rep Convenor shall have one (1) additional vote to break the tie.
- (l) In the event that the Rep Convenor is in a conflict situation, provided none of the individuals are on the Coach Selection Committee, the President shall have one (1) additional vote to break the tie, then the Vice-President, then the Treasurer, then the Secretary, then the Ice Scheduler.
- (m) The appointment of the Head Coach for each team will be for the current season only. The appointment of the Head Coach may be revoked at any time during the season, but only for reasons of personal conduct detrimental to the Association or where a player or player(s) may be in a position of immediate danger. Team performance (i.e. won-loss record) will not be considered suitable grounds for revocation of appointment.
- (n) In all cases where the appointment of a Head Coach is being considered for revocation, the Head Coach will be temporarily suspended from further team activities until an Investigation Committee chaired by the President or next highest ranking Board of Directors member not in a conflict of interest position, completes an investigation and reports to the Board of Directors. The Investigation Committee is required to report to the Board of Directors within seven (7) days of the commencement of the suspension, with a recommendation. The recommendation may be to extend the suspension until such time as the investigation is completed. For the recommendation (s) to take effect they must be approved by a simple majority vote of the entire Board of Directors.

Team Staff

- (a) The Head Coach of each team will have the authority to select individuals to carry out the duties of Team Manager, Team Trainer and Assistant Coach.
- (b) The Board of Directors has the right to reject any team staff, but only for reasons of a criminal record or prior activities within the Association or OWHA in general, which may place a player in danger.

- (c) The Association recommends that all Team Trainers be female. In the absence of a female Trainer, a Team Mom shall be required to assist and monitor a male Trainer.
- (d) The Association will pay the OWHA Registration fee for the Head Coach, two (2) Assistant Coaches, Team Trainer and Team Manager. A team may register additional individuals as team staff inclusive of on-ice help but will be responsible for paying all OWHA fees for those individuals.

REGULATION SIX - POLICE CHECKS AND SPEAK OUT TRAINING

- (a) All Board of Directors members, coaches (Head and Assistant), trainers and team managers will be required to complete Police Checks and submit same, in confidence, to the President of the Association or his/her designate within two (2) months of the first ice time of the current season. To be valid the Police Check must be dated no earlier than three (3) years prior to the first ice time of the season.
- (b) Police Checks will be accepted for any individual from any other volunteer organization (e.g. Soccer, baseball, etc.), provided that they are dated no earlier than three (3) years prior to the first ice time of the season.
- (c) In any year that a Director of the Board, member, coaches (Head and Assistant), trainers or team managers are not required to submit a Police Check, a Criminal Offence Declaration must be executed and filed with President of the Association or his/her designate within two (2) months of the first ice time of the current season.
- (d) The Board of Directors reserves the right to request additional Police Checks solely at their discretion.
- (e) Speak Out training is mandatory for all Board of Directors members, coaches (Head and Assistant), team managers and trainers and must be completed within two (2) months of either election to the Board of Directors or the first ice time of the season.

REGULATION SEVEN - TEAM SELECTION

Rep/Competitive

- (a) Tryouts for Rep teams will be held in the spring, as soon as possible following conclusion of the Provincial Championships.
- (b) All players trying out for a Rep team must pay a non-refundable tryout fee, which is to be set annually by the Board of Directors.
- (c) All players trying out for a rep team are expected to attend all scheduled tryouts as set annually by the Board of Directors. Attendance at only two (2) is the minimum number required for rep team consideration and this must be preapproved by the Head Coach. Attendance at fewer than two (2) requires preapproval by the Rep Convenor. Approval is to be granted only in extenuating circumstances.

- (d) Players registered with the Association and not selected for Rep teams will be accommodated on a House League team and will be eligible to AP to Rep teams in accordance with OWHA and Rep League rules.

House League

- (a) Subject to the provisions of Regulation Three, where more than one (1) House League team is to compete in a specific division, players will be assigned to each team by a House League Selection Committee as determined by the Board. Team composition will be determined with the view towards having teams of equal overall ability. The House League Selection Committee will, at its discretion, employ methods such as drafts and random blind pools.
- (b) Other than ensuring that the Head Coach's daughter is placed on that team, the Committee is not obligated to accommodate requests to be placed on specific teams or to play with specific players. Exceptions will be made at the discretion of the House League Selection Committee for extenuating circumstances such as travel required from remote locations.
- (c) The Board of Directors reserves the right to adjust House League team rosters, at its sole discretion, to achieve balance.

REGULATION EIGHT - UNIFORMS

- (a) The Association colours shall be predominantly black, white and gold. The official logo shall be the Falcon as depicted on the team jersey.
- (b) The Association will be the sole distributor of team jerseys and will decide on the type, style and magnitude of the numbers applied to the backs of the jerseys.
- (c) Sponsor patches will be provided by the Association for each jersey.
- (d) Sponsor patches are to be attached to the lower back part of the jersey in such a fashion as to be visible and if required by the Board, to facilitate removal at the conclusion of the season, without damaging the jersey in any way.
- (e) Only Association approved sponsor patches may be applied to any official Association jersey. Note this regulation does not apply to privately-owned practice jerseys.
- (f) Individual player nameplates are permitted and must be applied to the upper back part of the jersey. The only acceptable nameplate is one which shows the proper last name of the player in block capital letters.
- (g) The use of player nameplates is at the discretion of the individual teams and is subject to the restriction that if a team decides to apply nameplates to jerseys all players must have a nameplate. All arrangements regarding ordering, pick-up, payment for and application to and removal from the jersey are the responsibility of the individual team.
- (h) If required by the Board and notified to the team in advance, nameplates will be applied to each jersey in such a fashion as to facilitate removal at the conclusion of the season, without damaging the jersey in any way.
- (i) Only the letters C and A may be applied to the front of the jersey and must be in a location consistent with Hockey Canada or OWHA rules.

- (j) Black armbands or special initials may be attached to the arms of the jersey to honour individuals or special circumstances, but must not conflict with any rule of a higher hockey body and must be capable of being removed without damaging the jersey in any way.
- (k) All players on rep teams are expected to wear black hockey pants and black helmets. All players on each rep team must wear identical socks for each game.

REGULATION NINE – EQUIPMENT

In the absence of an OWHA policy requiring players to use mouth guards, it shall be the policy of the FGHA that all players use a mouth guard during all on-ice activities.

REGULATION TEN – ASSOCIATION TEAMWEAR

- (a) Purchase of League clothing will be uniform across the Association and will use an approved supplier, to be determined on an annual basis by the Board of Directors.
- (b) Teams will be provided with teamwear options as approved by the Board of Directors. No other teamwear is to be purchased without prior Board of Directors approval.

REGULATION ELEVEN – CHAMPIONSHIP BANNERS AND TROPHIES

- (a) The FGHA recognizes the special accomplishment associated with all Tournament, League Regular Season, League Playoff and OWHA Provincial Championships.
- (b) Within reason, the Association will attempt to have displayed in an appropriate location at the Association home arena(s) all championship banners and trophies won by Association teams.
- (c) In the event that display space becomes limited, banners and trophies will be displayed according to the following priorities:
 - (i) OWHA Provincial Champions
 - (ii) OWHA Provincial Championship Finalists
 - (iii) Rep League Playoff Champions
 - (iv) House League Playoff Champions
 - (v) Rep League Regular Season Champions
 - (vi) House League Regular Season Champions
 - (vii) Tournament Champions for the current year
 - (viii) Tournament Champions for previous years from most recent to least

REGULATION TWELVE - APPEALS TO HIGHER HOCKEY BODIES

- (a) Association support for any team, coach or player appealing a ruling by a higher Hockey authority (for example, OWHA) must be authorized by the Board of Directors. Once authorized, best

efforts will be made by one or more Board of Directors members to attend the

hearing for the purposes of giving testimony. Notwithstanding the above, denial of association support does not prohibit any team, coach or player from appealing a ruling by a higher Hockey Authority on an independent basis.

REGULATION THIRTEEN – REFEREES

- (a) The Association will annually contract with a local OWHA sanctioned referees association and/or the Flamborough Hockey Referees Association (“FHRA”) for their services during the season.
- (b) All on-ice officials must be currently certified through the National Referees Certification Program.
- (c) The Association will promote the growth of female referees and the crossover certification of member referees from the FHRA to the OWHA.
- (d) The Association will follow the rules and regulations for referees of the OWHA and Hockey Canada and will provide three referees for games as mandated within those rules and regulations.

REGULATION FOURTEEN – FEMALE MENTORSHIP

The FGHA will support mentorship programs which have as their mission the development of coaching skills of current players with a view towards their succession to the coaching ranks either within the FGHA or in other organizations.

REGULATION FIFTEEN – USE OF OFFICIAL LOGO

MEMBER USE OF THE OFFICIAL FALCON LOGO IS SUBJECT TO THE FOLLOWING;

- (a) The source image for the logo must be of a high quality resolution and obtained from the Association. A jpeg file will be made available for download from the Associations’ website.
- (b) The logo can only be used for non-commercial purposes.
- (c) Logo usage must be appropriate and in keeping with the objectives and standards of the Association.
- (d) Permitted uses include application of the logo to apparel used for team fundraising, hockey bag identifiers, fund raising promotional materials and miscellaneous gift items.
- (e) The logo should not be used to compete with Association sanctioned sales of merchandise.

THE BOARD OF DIRECTORS RESERVES THE RIGHT TO RESTRICT THE USE OF THE LOGO, IF IN THE BOARD'S SOLE DISCRETION, THE USE OF THE LOGO IS IN VIOLATION OF ANY OF THE ABOVE.

RULES

RULE ONE – RULES FOR COMPETITION

- (a) Hockey Canada Rules must be followed including those specific to female hockey.
- (b) All OWHA rules, including minimum suspensions, must be followed.
- (c) Individual Local League rules (Rep and House) must be followed.

RULE TWO - LEAGUE PARTICIPATION AND RECATEGORIZATION

- (a) The FGHA will participate at the Rep level in the Lower Lakes Female Hockey League (“LLFHL”) or other such available league, and at the House League level in the Greater Hamilton Girls House League (“GHGHL”) or other such available league. The Board of Directors will determine on an annual basis the League in which each Rep and House league team will play.
- (b) Participation of individual teams in other Leagues at either the Rep or House level may from time to time be approved by the Board of Directors at its sole discretion.
- (c) Once registered with the OWHA and entered in the Local League (LLFHL, GHGHL or approved other) no Coach or team member may request to the OWHA or the Local League they are participating in to recategorize their team up (e.g. “A” to “AA”) or down (eg. “BB” to “B”) or withdraw from the league without the permission of the Board of Directors.
- (d) Any team wishing to take such action must submit a written rationale to the Board of Directors and attend an interview, if requested. The Board of Directors will review the request in light of what is best for the players, the team and the Association and will notify the Coach of its decision.
- (e) It is important that the Association speaks with one common voice when communicating with the Local Leagues or the OWHA. Members wishing to voice concerns with either the Local Leagues or OWHA should bring the matter to the attention of the House League Convenor, or in the case of rep players, the Rep Convenor.

RULE THREE – TOURNAMENTS AND EXHIBITION GAMES

- (a) All FGHA teams are restricted to playing in OWHA sanctioned activities and against OWHA sanctioned teams.
- (b) Teams entering a tournament must notify the Ice Scheduler as soon as is reasonably possible of their intentions, in order to avoid scheduling conflicts or ice time not being utilized. Failure to do so may result in a Disciplinary Hearing and the loss of ice time.
- (c) No FGHA team may participate in a tournament until the team has been officially registered with the OWHA.

- (d) Teams will conform to all tournament rules.

RULE FOUR - UNIFORMS

- (a) All team jerseys are to be returned, if requested, to the Association laundered and in undamaged condition within fourteen (14) days of the conclusion of the season.
- (b) Any player returning a jersey which has been intentionally damaged or damaged due to neglect so as not to be usable in the following season will be responsible for reimbursing the Association the cost of a replacement jersey.
- (c) The determination of intentional damage or neglect is solely at the discretion of the Board of Directors.
- (d) Any player not returning a jersey will be responsible for reimbursing the Association the cost of a replacement jersey plus an additional penalty, to be determined annually by the Board of Directors, within fourteen (14) days of notification by the Board of Directors. Failure to do so will result in suspension of playing privileges for the next season.
- (e) Teams are not to purchase any equipment on behalf of the Association without the written approval of the Board of Directors, and are responsible for any costs over and above that authorized by the Board of Directors.
- (f) Equipment which is loaned to players for the season must be signed out by individual team coaches and will be subject to a deposit as determined by the Board of Directors from time to time. The equipment is loaned on the understanding that it must be treated with care and respect and returned at the end of the season to the Association in acceptable condition as per rule FOUR (c) above. The borrower will be responsible for reimbursing the Association for or replacing any damaged equipment. Individual team coaches should ensure that members sign out equipment and place responsibility on the borrower for reimbursing the Association for any lost or damaged equipment.
- (g) Any equipment borrowed temporarily from the Association must be signed out, will be subject to a deposit as determined by the Board of Directors from time to time, and returned expeditiously on completion of use and in acceptable condition as per rule FOUR (c) above. The borrower will be responsible for reimbursing the Association for or replacing any damaged equipment.
- (h) Players must wear full equipment in its proper position, as stipulated in Hockey Canada and OWSHA rules, at all times when participating in a game or on-ice practice. Failure to do so requires the player to leave the ice surface immediately.

RULE FIVE - DRESSING ROOMS

- (a) The Association requires all members to abide by the Association Dressing Room Policy as currently adopted in the Policy section of this bylaw.
- (b) The Association Dressing Room Policy is applicable to all divisions (Novice and up).
- (c) Team Trainers are responsible for enforcement of the Dressing Room Policy.

- (d) Individuals deliberately violating the Dressing Room Policy will be, at a minimum, banned from the players' area of all arenas. Subject to further investigation and at the discretion of the Board of Directors, additional penalties, up to and including permanent suspension from the Association, may be applied.

RULE SIX – POLICE CHECKS AND SPEAK OUT TRAINING

- (a) Any individual not meeting the requirements of REGULATION SIX will be suspended from involvement in Association activities until the requirements are met.
- (b) The Board of Directors, at its sole discretion, will have the authority to extend the deadline for completion of Police Checks and Speak Out training.

RULE SEVEN – SUSPENSIONS

- (a) The Head Coach is responsible to ensure that the Association President, and applicable Convenor (Rep or House League) receives a copy of the game sheet in which a suspension (player or team staff) is incurred as well as copies of all game sheets during which the suspension served, within 48 hours of game start date and time.
- (b) The Head Coach is additionally responsible to adhere to the suspension reporting requirements set out by each league in which the team participates.

RULE EIGHT – FEMALE DEVELOPMENT PLAYERS

- (a) The Association policy in regard to FDP's will follow the most up to date policy of the OWHA.
- (b) FDP's cannot participate in a game unless there are players absent and their attendance would bring the roster to no more than fifteen (15) skaters or two (2) goalies maximum.

RULE NINE – COACHES MEETING

- (a) Attendance of the Head Coach or designated team Representative for each team at all Board of Directors directed coaches meetings is mandatory. Failure by a team to attend a meeting will result in a Disciplinary Hearing.

RULE TEN – ON-ICE ACTIVITIES

- (a) Within the boundaries of the hockey facility during which an FGHA sanctioned event is taking place, team coaches and/or managers are responsible for the conduct of all their players and coaching staff, both on and off the ice.
- (b) The only on-ice personnel allowed are, the head coach, team staff and student coaches doing volunteer hours as required by the Minister of Education. All on-ice personnel must have paid the required OWHA registration fee and submit for insurance coverage. Volunteers, less than

18 years of age, working with players in an age group, must at a minimum be at an age that is 3 age divisions higher. For example, in order for personnel to be working with a Novice age team, he or she must be a minimum of Bantam Age (13).

- (c) A coach with a minimum coach level certification and a Level 1 (one) trainer must be present on the bench during all games. In the event that your Level 1 (one) trainer is unavailable, a replacement must be obtained from the opposing team. A Level 1 (one) trainer must be present during all OWHAsanctioned activities (on-ice and off-ice).
- (d) Players are to remain away from the ice surface until the resurfacing machine is off the ice and the access doors are closed.

RULE ELEVEN – COMPLAINTS

- (a) Any member of the FGHA, or the parent of a member, who has a grievance, complaint, objection or opinion involving the activities of the FGHA and wishes to have it addressed must follow the procedure as outlined below:
 - (i) Respect the twenty-four (24) hour rule before bringing the matter to the attention of the Coach or parent liaison as the case may be;
 - (ii) Speak to the Coach or parent liaison of the team;
 - (iii) If not resolved speak to the Rep Director or House league Convenor as applicable.; and
 - (iv) If not resolved contact the Board of Directors.
 - (v) Should step (iv) be reached without satisfactory conclusion, the grievance, complaint, objection or opinion must be expressed to the Board of Directors in a written, signed document letter, directed through the President. A complaint form for this purpose is provided in the forms section of the FGHA’s website.
- (b) In the event that steps (i) through (v) are not followed the matter will not be addressed by the Board of Directors, save and except any exceptional situation where a member of the FGHA is in real, immediate danger or is being subjected to actions contrary to the OWHAsanctioned Harassment/Abuse Policies as stipulated in the most recent version of the OWHASanctioned Handbook.
- (c) For each case requiring resolution, the Board of Directors, at its discretion, may form a Mediation Committee consisting of impartial members of the Board of Directors. The mandate of the Mediation Committee will be to hear all pertinent arguments and explanations, attempt to resolve the issue and if unable to do so, provide a recommendation to the Board of Directors to conclude the issue.
- (d) The Board of Directors will provide a formal response to each complaint no later than ten (10) days following the date of the next Board meeting immediately after the complaint has been received.

RULE TWELVE – APPEALS

- (a) A decision of the Board of Directors related to Discipline or Mediation may be appealed by any team or individual member of the Association.
- (b) Any appeal must be made within forty-eight (48) hours of the team or individual concerned receiving notification of the decision and must be made in writing, to the Board of Directors through the President and must be accompanied by a \$50 (cash) fee.
- (c) The Board of Directors must respond to the appeal within ten (10) working days.
- (d) Only those members of the Board of Directors who are not directly involved may take part in the Appeal hearing.
- (e) If the President has received a written appeal of a suspension, the suspension may or may not be enforced, in the discretion of the Board, pending the appeal. Said suspension will not begin until the appeal has been heard.
- (f) The appeal fee will be refunded if the appeal is upheld.

ASSOCIATION POLICIES

DRESSING ROOM POLICY

The following is the dressing room policy approved by the Flamborough Girls Hockey Association Board of Directors for all FGHA teams regardless of age or OWHA Category. This policy has been adopted to make the arena a safe, secure and comfortable place for all the girls participating in the Association.

- (a) Dressing rooms will be off-limits to all males, including, but not limited to, fathers, brothers, grandfathers, while any players are changing into or out of hockey equipment before or after a game. In application this means that any equipment adjustment required to be done by a male, such as, but not limited to, skate tying, will be done outside the dressing room.
- (b) Prior to admittance of the coaching staff as per (c) below, a minimum of two adult females must be present in the dressing room at all times during which players are in the room. Preferably one of these individuals will be the registered team trainer, however, in her absence she may designate another suitable adult female as dressing room monitor. This individual should remain in the dressing room until the trainer returns or another designate is appointed.
- (c) Male coaches will be admitted to the dressing room 10 minutes prior to official game or practice times to conduct pre-event talks and for up to 10 minutes after the game or practice is completed and players have left the ice, to conduct post-event discussions. During these two periods, a minimum of one adult female should be present in the dressing room along with the coaching staff.
- (d) In the event that a player arrives in the dressing room during the 10-minute pre-game period she is not to commence dressing until all male coaches have left the room for the start of the game or practice.
- (e) In the event that a player is still in the process of dressing when the 10-minute period is to commence, that player will be requested by the trainer or her designate to stop changing, to don suitable covering clothing and not continue to change until all male coaches have left the room for the start of the game or practice.
- (f) The only exception to the above will be in the event of a medical emergency as determined by and at the sole discretion of a qualified trainer or medical practitioner.
- (g) The use of cell phones and personal digital assistants (PDA's) is prohibited in all dressing rooms except when being used to deal with a medical emergency as determined by and at the sole discretion of a qualified trainer or medical practitioner.

CODE OF CONDUCT

This Code of Conduct identifies the standard of behaviour which is expected of all members of the FGHA including players, coaches, team staff, parents, Board of Directors members, volunteers, chaperones and others.

The Association and its members will conform to the Constitution, By-Laws, Rules, Regulations and Policies of the Flamborough Girls Hockey Association Inc., Ontario Women's Hockey Association, Hockey Canada and rules of all Associations with which FGHA is affiliated.

Members shall at all times conduct themselves in a fair and responsible manner. Members shall refrain from comments or behaviours which are disrespectful, offensive, abusive, racist or sexist. In particular, behaviour which constitutes harassment or abuse will not be tolerated by the FGHA.

Members shall not engage in activity or behaviour which endangers the safety of others.

During the course of all FGHA activities and events, members shall avoid behaviour which brings the FGHA or the sport of hockey into disrepute, including but not limited to abusive use of alcohol and non-medicinal use of drugs.

Members shall not use unlawful or unauthorized drugs/narcotics or performance enhancing drugs or methods.

Any team official, player, or Board of Directors member who is intoxicated, under the influence of any illegal substance or who consumes alcohol or any illegal substance in the arena shall be subject to a Disciplinary Hearing and may be subject to expulsion from this Association.

Smoking or the use of profane language will not be tolerated in any arena building.

Any abuse of arena facilities is forbidden.

All municipal directives will be strictly enforced in all city arenas.

ENACTED the 12th Day of April, 2012, by a majority of the Board of Directors at a meeting duly called for such purpose.

AMENDED the 18th Day of April, 2013 and the 17th Day of April, 2014.

WITNESS the corporate seal of the Corporation.

Summary report:	
Litera Compare for Word 11.14.0.42 Document comparison done on 2026-03-30 5:27:21 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://cloudimanager.com/client/9101371/1 - Flamborough Girls Hockey Association - By-Laws - 2020-11-18 - original.docx	
Modified DMS: iw://cloudimanager.com/client/8748470/1 - Flamborough Girls Hockey Association - Amended and Restated By-laws - 2025-11-17.docx	
Changes:	
<u>Add</u>	484
Delete	318
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	2
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	804