

**CONSTITUTIONAL BY-LAW
FOR THE
WATERLOO GIRLS MINOR HOCKEY ASSOCIATION**



For the kids, For the game, For the fun of it!

Version 3.51

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BY-LAW NUMBER 1

A By-law Relating Generally to the Transaction of the Affairs of the **WATERLOO GIRLS MINOR HOCKEY ASSOCIATION (WGMHA)**

ARTICLE 1

NAME, HEAD OFFICE AND SEAL

1. The name of the Corporation shall be the WATERLOO GIRLS MINOR HOCKEY ASSOCIATION (hereinafter called the "Corporation").
2. The head office of the Corporation shall be in the City of Waterloo, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.
3. The Corporation shall have a corporate seal, an impression of which is stamped in the margin of this document.

ARTICLE 2

AFFILIATIONS

The Corporation shall have the following affiliations:

1. It will be the governing body of the Branch of the Ontario Women's Hockey Association (OWHA) (hereinafter called the "Branch") to which the Corporation is a member within the City of Waterloo.

ARTICLE 3

PURPOSES AND OBJECTIVES

The purposes and objectives of the Corporation shall be:

1. to promote and develop organized amateur hockey for girls in the City of Waterloo, including both (a) the development of the maximum opportunity for participation in House league hockey and (b) the development of representative teams with high levels of competency;
2. to help develop good character among players, and other members, by teaching the importance of the values of physical competition, physical activity, good sportsmanship, social participation and good fellowship, and the fair treatment of others (with respect to the latter, there shall be no place in the Corporation for discriminatory);
3. through the above, to help foster strong civic spirit among members of the Corporation and other community members who support the organization's activities; and
4. There will be three governing principles of the Corporation that shall be upheld by the Board of Directors for the Corporation that all decisions made, programs

developed/delivered are: “For the Kids” “For the Game” and “For the Fun of it”. These three governing principles are to be upheld without any compromise, by this constitution and its Board of Directors.

ARTICLE 4

MEMBERSHIP

The membership of the Corporation shall consist of three categories of individuals as follows:

1. **Active Members** shall include all individuals involved in the administration of the Corporation as elected or appointed Directors or Officials, all Coaches and Managers, and any other regularly involved volunteers; one (1) designated representative of each current sponsor; and all players aged eighteen (18) years and older.
2. **Parent Members** shall include all parents and/or guardians of registered players where the latter are under the age of eighteen (18) years.
3. **Honorary Members** shall include any individual who in the opinion of the Board of Directors and general membership warrants this designation because he/she has rendered extraordinarily distinguished service to the Corporation or the sport of girls hockey. This category of membership is intended to be reserved for those very few individuals who have made exceptional contributions to girls’ minor hockey in the City of Waterloo. Honorary members shall be nominated through a majority vote of the Board of Directors. They then must be affirmed through a majority vote on the matter at an Annual General Meeting. All Past Presidents of WGMHA will receive membership upon completion of their term as Past President or their retirement from any involvement with WGMHA, whichever is the latter.

ARTICLE 5

REGISTRATION OF MEMBERSHIP

1. Each Convenor within the Corporation shall have the duty of submitting to the Secretary the names of all regular volunteers, sponsors, and players eighteen (18) years and older involved in their areas of purview. The same shall be done by the President for Directors and for standing committee members and other regular volunteers appointed by the Board of Directors. These submissions shall be made each year by the 15th day of January so that the Secretary may maintain a complete master list of current Active Members;
2. A list of current Parent Members shall be available from the girls’ minor hockey registration materials collected by the Secretary; and
3. The Secretary shall keep a current list of Members, based on the minutes of the Annual General Meetings.

ARTICLE 6

TERMINATION OF MEMBERSHIP

1. Any member may resign from the Corporation by mailing written notice of resignation to the Secretary accompanied by payment of all monies owing to the Association;
2. Members may be censured, suspended or expelled for breach of the By-law, or Rules and Regulations of the Corporation;
3. Termination of membership, whether by resignation, expulsion or otherwise, shall forthwith remove all rights within the Corporation of the member, but shall not be deemed to discharge any financial obligation of the member to the Corporation accrued prior to the date of such termination and not then fulfilled; and
4. All matters respecting censure, suspension and expulsion of members and termination of membership shall be under the ultimate control and direction of the Board of Directors and its Grievance and Appeals Committee, as specified by this Constitutional By-law (see especially Articles 14 and 15 below, on the Corporation's communication and administration of Rules and on grievance procedures).

ARTICLE 7

ANNUAL AND OTHER MEETINGS OF THE MEMBERS

1. **Annual General Meetings:**

The Annual General Meetings of the Corporation shall be open to all members and to the general public. One such meeting is to be held before the beginning of each hockey season in the month of May at such place and time in the City of Waterloo as determined by the Board of Directors;

2. **Special General Meetings:**

A Special General Meeting of members may be called at the discretion of the Board of Directors as determined by majority vote;

3. **Notice of Meetings:**

Notice of any General Meetings, whether annual or special, must be given through advertisement in the local media. This notice shall appear at least twenty-eight (28) days before the meeting is to take place and once in each of the four weeks leading up to the meeting. Notice of any Special General Meeting shall specify the purpose for which it is being called. The notices of Annual General Meetings shall contain invitations to submit nominations for positions on the Board of Directors, for election at the Meeting;

4. **Quorum of Members:**

A quorum for the transaction of business at any Annual or Special General Meeting shall consist of not less than fifty (50%) of members of the Board and not less than ten (10) Active and Parent members in total;

5. Voting at Annual General or Special General Meetings:

All Active members, Parent members and Honorary members in good standing who are in attendance at an Annual or Special General Meeting shall be entitled to vote on any issue to be determined at such meeting. No person shall have more than one (1) vote. There shall be no proxy voting permitted. All persons voting must be at least eighteen (18) years of age. All questions shall be decided by a majority of votes, and in case of a tie-vote the Chairperson shall be permitted to cast a deciding vote¹. Any election of Officers shall be by secret ballot. Beyond this, voting may be either by a show of hands or by secret ballot; but the latter will be used whenever it is so requested by any member. The Secret vote count shall be made public at the request of any candidate;

6. Rules for Conducting Meetings:

The following rules shall govern all Annual or Special General Meetings of the Corporation:

- a. If there is no quorum within thirty (30) minutes of the time fixed for the meeting to begin the Chair shall declare that there can be no meeting on this occasion.
- b. Parliamentary procedure, as specified in Robert's Rules of Order Revised, shall be followed at all meetings;
- c. The Chair shall have the right to require that any motion or resolution be presented in writing before the meeting; and
- d. The Chair shall decide all questions of order, in accordance with the Rules of Order;

7. Order of Business at Annual General Meetings:

Normally the order of business at all Annual General Meetings of the Corporation shall be as follows:

- a. Opening of the meeting and explanation of procedural rules governing meetings;
- b. Reading of the minutes of the previous Annual General/Special meeting;
- c. Business arising from the minutes;
- d. Treasurer's report;
- e. President's address;
- f. Amendments to the By-laws of the Corporation, if any
- g. Explanations of Directorships open for elections;
- h. Election of Directors;
- i. Reports of standing committees;
- j. Reports of special committees;
- k. Unfinished business; and
- l. New business.

The order of business may be altered by a two-thirds (2/3's) vote of members present at the meeting; and

8. Order of Business at Special General Meetings:

The Chair shall determine the order of business at any Special General Meeting.

ARTICLE 8

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by up to fourteen (14) members Board of Directors, each of whom has a voting membership. Directorships shall be added on an

as needed basis according to the growth & accompanying need of the WGMHA based on a majority vote of the existing Directors. The Board shall be comprised of the following:

1. President

- a. shall, when present, preside at meetings of the Board of Directors and at General Meetings;
- b. is charged with the general management and supervision of the affairs and operations of the Corporation;
- c. act as chair of the Grievance and Appeals Committee, in the absence of the Past President, overseeing the grievance and appeals procedures to ensure that they are being adhered to at all levels of appeal; and
- d. is an ex-officio voting member of all committees of the Corporation;
- e. shall be one of the signing Directors of the Corporation; and
- f. shall perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

2. Past President (new in 3rd year)

- a. shall hold such position ex-officio;
- b. act as chair of the Grievance and Appeals Committee, overseeing the grievance and appeals procedures to ensure that they are being adhered to at all levels of appeal; and
- c. shall act as Chair of Tournament Committee, ensuring that Waterloo-sponsored tournaments are well organized and run smoothly
- d. shall perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

3. Vice-President

- a. during the absence of the President, shall have and exercise all of the powers of the President;
- b. shall be one of the signing Directors of the Corporation;
- c. shall act as Chair of Tournament Committee, ensuring that Waterloo-sponsored tournaments are well organized and run smoothly; and
- d. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

4. Treasurer

- a. shall keep full and accurate financial records of the Corporation and deposit all monies or other securities in such bank accounts as may from time to time be designated by the Board of Directors;
- b. render interim financial reports at regular meetings of the Board;
- c. prepare an annual financial report to be available not less than two weeks prior to the Annual Meeting of members and arrange for the completion of an audit by the auditors appointed by the Board;
- d. present at each Annual Meeting, a report of the financial operations from the past year and, where available, an audited financial statement;
- e. shall be one of the signing Directors;
- f. is an ex-officio member of the Parent Support Committee;
- g. shall create and chair an Executive Finance Committee to govern the financial business of the corporation of which the President, Vice President and two other board members or an appointed member as agreed to by the Board be part of; and

h. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

5. Director of Representative Hockey

- a. shall oversee the operation of all Rep Teams for the Corporation;
- b. shall recommend to the Board, appointment of Rep Team Coaches for each level of Hockey;
- c. shall serve on the Leagues Management Committee;
- d. shall have the authority to enforce the Policies and Procedures of the Corporation as they pertain to the operation of all Rep Teams;
- e. act as liaison between the Corporation and the Branch of the OWHA to which the Corporation is a member; and
- f. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

6. Director of House league Hockey

- a. shall oversee the operation of all House league Hockey teams for the Corporation;
- b. shall recommend to the Board, appointment of House league Hockey Team Coaches
- c. shall serve on the Leagues Management Committee;
- d. shall have the authority to enforce the Policies and Procedures of the Corporation as they pertain to the operation of House league Hockey; and
- e. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

7. Director of Fundraising

- a. Shall design, implement and oversee an annual fundraising drive involving all teams and players within the Ravens organization and oversee the implementation of any other fundraising initiatives that may make sense to pursue with the goal of helping to offset the costs of the Ravens organization.
- b. Shall be responsible for the bookkeeping of each fundraising drive/initiative for the Raven's organization.
- c. Shall suggest and approve individual team based fundraising initiatives to ensure they are in accordance with the Policies and Procedures of the Ravens organization.
- d. Shall perform such other duties and responsibilities as may from time to time be required by the Board of Directors

8. Director of Concerns and Support

- a. shall serve as Chair of the Parent Support Committee;
- b. shall have the responsibility of representing parents' interest and concerns to the Board;
- c. shall assist parents, where requested, to interpret the Policies and Procedures of the Corporation;
- d. shall have membership on the Leagues Management Committee;
- e. shall assist in the recruitment of new volunteers;
- f. supervise the organizing of volunteer workers to collect admissions at the gates of regular, playoff and tournament games;
- g. supervise support duties including but not limited to arranging league/team banquets, and conduct equipment sales;
- h. recommend to the Board the expenditure of monies raised from the above activities including but not limited to providing hockey equipment for needy players, providing

medical supplies to leagues/teams, supplying player trophies and conducting banquets;

- i. responsible for volunteer list; and
- j. communicate with a parent on each team to co-ordinate parental activities.
- k. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

9. Director of Marketing/Communications

- a. Shall promote girls hockey and explore ways to increase awareness of the Ravens organization with the community and beyond.
- b. Shall be responsible for and shall ensure the integrity of the Ravens brand/image in all media forms, advertising, promotions and hockey initiatives (camps, tournaments, skills clinics, etc.)
- c. Shall communicate with all relevant members of the Ravens organization (players, parents, coaches, sponsors etc.) through newsletters, e-mails and the Ravens website.
- d. Shall act as a liaison with the media and other relevant organizations (WMHA, KMHA, OWHA, City of Waterloo, etc.) to ensure that the best interests of the Ravens are promoted and upheld.
- e. Shall be responsible for the “Ravens Wear” program and shall explore and introduce new products consistent with our brand/image.
- f. Shall be responsible for ensuring our Ravens website is kept current and consistent with our brand/image.
- g. Shall perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

10. Director of Sponsorship

- a. Shall establish and carry out an annual sponsorship plan, which will obtain funds from business partners and individuals with the goal of helping offset the costs of the Ravens organization.
- b. Shall keep detailed records of each sponsorship including such things as amount, company/contact name and sponsorship category.
- c. Shall ensure that each sponsor is appropriately recognized for their level of donation.
- d. Shall perform such other duties and responsibilities as may from time to time be required by the Board of Directors.

11. Secretary

- a. shall arrange for the recording of minutes of all proceedings of the Board and of the General Meeting of members;
- b. shall give notice of each meeting to the Directors and members;
- c. is the custodian of all books, papers, records and other documents of the Corporation, except for custodial duties assigned to the Treasurer;
- d. shall maintain a list of members of the Corporation;
- e. shall be responsible for the administration and records kept for registration and ensure such records are made available to appropriate Directors/Convenors on a timely basis;
- f. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

12. Director of Coaching & Player Development

- a. shall serve as Chair of the Leagues Management Committee, and along with the Director of Representative Hockey and the Director of House league Hockey;

- b. have primary responsibility for organizing and administering development programs for players and coaches of these leagues; and
- c. shall establish coaching eligibility requirements, accept applications for Coaches and Managers, conduct interviews with applicants, and nominate Coaches and Managers for all Representative and House league teams

13. Director of Equipment and Awards

- a. shall be responsible for obtaining tenders for equipment and participant awards. He/she shall be responsible for the inventory, repair, purchasing and maintenance and disbursement of equipment and co-ordination of presentation of participant awards and to generally oversee the equipment and awards area for the association
- b. shall perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

14. Director of Officials

- a. shall act as a liaison between the Board of Directors and the referees and minor officials. He/she shall foster and aid the referees and minor officials with advice, supervision and necessary clinics. He/she shall ensure there are sufficient numbers to satisfy the demands of the WGMHA. He/she shall have the authority to discipline, suspend or dismiss a referee or minor official, subject to ratification by the Board of Directors.
- b. Shall perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

15. Director of Scheduling

- a. shall schedule ice time to each team of the Corporation in a fair manner;
- b. shall assist scheduling games for Waterloo Representative and House league teams of the Branch of the OWHA to which the Corporation is a member;
- c. perform such other duties and responsibilities as may from time to time be prescribed by the Board of Directors.

ARTICLE 9

ELECTION, TERMS, ELIGIBILITY AND TERMINATION OF BOARD MEMBERS

1. Method of Election of Board Members:

Nominations for members of the Board of Directors must be submitted in writing to the President of the Corporation or Nominating Committee Chair person, within fourteen (14) days prior to the date of the Annual General Meeting after which date nominations shall be deemed closed. Nominations must be for a person who meets the criteria for the position for which he/she is nominated as provided herein. Each nomination must contain the written consent of the nominee, and the nominator must sign it. The latter shall also be a member in good standing of the Corporation. Each year, a member can stand for nomination for no more than one (1) position.

After receiving nominations, the President or Nominating Committee shall present a list of all duly nominated persons to stand for election at the next Annual General Meeting. This may include both nominations from the membership at large and nominations by committee members. The presentation of the set of names shall be done via one of the

media notices of the Annual General Meeting, by at least the Wednesday prior to the Meeting.

At the Annual General Meeting, the Chair shall determine from the number of nominations submitted for each position whether or not a formal election is required for that position. Where an election is not called for with respect to a position, acclamation by a show of hands shall be deemed sufficient for election to the position. For positions where a formal election is required, showing of hands or voting by secret ballot can be used, and showing of hands or secret ballot shall break ties. There shall be no voting by proxy.

If no nominations have been received prior to 14 days before the Annual General Meeting for a vacant Board position the Chair shall call for nominations for the position at the Annual General Meeting. The procedures outlined in 3. below shall be followed to fill the vacant position.

2. Length of the Terms of Board Positions:

All positions on the Board of Directors shall have a term of two (2) years renewable through election. The new Directors shall take over their said positions as of June 1st, following being elected to the Board at the AGM meeting.

Beginning with 2007-2008 Annual General Meeting, the nominations for the Board of Directors shall be done on a rotating basis with Directors nominated as follows:

- a. Year One: President, Secretary/Registrar, Director of Representative Hockey, Director of Coaching and Player Development, Director of Scheduling, Director of Fundraising, Director of Concerns and Support
- b. Year Two: Vice-President, Treasurer, Director of Equipment and Awards , Director of Officiating, Director of Sponsorship, Director of Marketing/ Communications, Director of House League

Any Director may leave his/her position after one year by notifying the President in writing sixty (60) days prior to the end of that year so that this position may be up for election for the following year.

3. Eligibility for Board Positions:

Candidates for President must have served as a member of the Board of Directors for not less than two (2) years.

Normally a new Past President shall have been the President in the immediately preceding two-year period. If the relevant person cannot assume the Past President role for whatever reason, the Board may appoint any other former President of the Corporation to the position. Should this not be possible, the position shall stand vacant until it is assumed by the current President after his/her term.

Candidates nominated for Vice-president shall have served on the Board of Directors, of the Corporation in at least one (1) year.

Candidates for other positions need not be members of the Corporation at the time of nomination.

The President of WGMHA shall not hold any position such as coach, assistant coach, trainer or manager on any WGMHA team.

All other members of the board shall not hold the position of head coach on any WGMHA team.

4. Vacancies on the Board of Directors:

Vacancies on the Board of Directors, howsoever caused, may, so long as a quorum of Directors remains in office be filled by appointment by the Board of Directors. Otherwise, such vacancy shall be filled at the next Annual General Meeting. If there is not a quorum of Directors in office, the remaining Directors shall call a meeting of the members to fill the vacancies.

5. Discipline of Board Members:

A member of the Board of Directors may be censured, suspended, expelled or removed from the Board of Directors for:

- a. breach of the By-laws or Rules and Regulations of the Corporation;
- b. failing in his/her fiduciary obligation to act honestly, in good faith and in the best interests of the Corporation and its members; or
- c. failing to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

A motion to discipline a member of the Board of Directors may not take place unless a special meeting of the Board of Directors has been called.

A vote of two-thirds of the votes cast is required to enforce discipline of a member of the Board of Directors.

Article 15 does not apply to Discipline of Board Members.

6. Continuation of Term of Office

In order to implement the proposed Constitutional Amendment put forth under Article 9, Section b), the Board of Directors, having passed each of these resolutions at a Special Meeting called to vote on these Constitutional Amendments requests that the General Membership extend the terms of the President and Secretary/Registrar for one additional year having them remain in office until the Annual General Meeting that coincides with the 2009-2010 year.

Following the completion of this three year term in office, the position of President and Secretary/Registrar will return to the normal two year term in office beginning immediately after the election of Directors that coincides with the 2009-2010 Annual General Meeting.

ARTICLE 10

MEETINGS OF THE BOARD

1. **Meetings of the Board of Directors:**

Regular meetings of the Board of Directors shall be held monthly or at the Board's discretion at such place or places within the City of Waterloo as from time to time is determined by the Board. No notice of such meetings shall be required.

Special meetings of the Board of Directors may be called also, by the President or, in his/her absence, the Vice-President. Notice of such special meetings must be delivered in writing, emailed, or telephoned to all Directors not less than one day before the meeting is to take place.

A Directors' meeting may be held without notice immediately following the Annual Meeting of the Corporation.

Directors may consider or transact any business either special or general at any meeting of the Board.

Motions arising at any meeting of the Directors shall be decided by a majority of votes of Board members with the Chair having a tie-breaking vote.

Parliamentary procedure, as specified in Robert's Rules of Order Revised, shall be followed at all meetings of the Board of Directors.

2. **Quorum for Directors' Meetings:**

Fifty (50) per cent of the members of the Board of Directors shall constitute a quorum for transaction of business provided that two (2) of these Directors are in attendance -- Past President, President, Vice-President and Treasurer.

3. **Representations to the Board:**

Generally the meetings of the Board of Directors shall be open to any members who are interested in observing the deliberations. It may be decided, though, that portions of some meetings should be held in camera. This shall occur whenever, in the judgement of the Chair, circumstances to be discussed require confidentiality (e.g., where delicate matters having to do with specific individuals are on the agenda).

Permission to give representations to the Board meetings may be requested by individuals or groups. Such representations to the Board must be requested in writing with the topic(s) specified. Requests should be sent to the Secretary of the Corporation who will forward them to the President. The latter shall then extend the sender(s) an invitation to attend an upcoming meeting. Wherever possible, this will be the next Board meeting; and this should be especially possible if the request for representation is received fourteen (14) days before the meeting.

The Board shall have the right to set a reasonable time limit for such representations, although efforts shall be made to see that everyone has an opportunity to be fully heard.

A written reply to the representation shall be sent within forty-eight (48) hours of the meeting.

Written representations may also be submitted to the Board through the Secretary. Such representations shall be dealt with at the next meeting of the Board, provided that they are submitted fourteen (14) days before the meeting. A written reply shall then be sent to the sender(s) of the representation within forty-eight (48) hours.

4. Minutes of the Board of Directors Meetings:

Minutes of any regular and special meetings of the Board shall be available on request from the Secretary. The minutes will be available in a reasonable time after each meeting. Material deemed confidential in nature will be deleted from those minutes provided for general distribution.

ARTICLE 11

REMUNERATION, CONFLICTS OF INTEREST AND PROTECTION OF DIRECTORS AND OFFICIALS

1. Remuneration of Directors and Active Members:

The Directors and other Active Members of the Corporation shall serve without remuneration. No Director or other Active Member shall directly or indirectly receive any profit from their position, but they may be reimbursed for reasonable expenses incurred in the performance of their duties, by decision of the Board.

2. Conflicts of Interest:

A Director or other Active Member shall declare that he/she has a conflict of interest wherever they or one of their family members is directly or indirectly involved in a matter before the committee/Board of which they are a member (e.g., when one of their children is a player involved in the situation under consideration). If said Director or Active Member does not declare a conflict, another Director or Active Member has the discretion to declare said person in conflict with proof and approval of the Board of Directors, by silent ballot. Once a conflict of interest has been declared, said Director or member shall withdraw from the meeting while discussion and voting takes place on the matter in question.

3. Disclosure of Interests in Contracts:

Every Director or other Active Member who is directly or indirectly interested in an existing contract or proposed contract with the Corporation shall declare his/her interest and absence himself/herself from decisions on the contract. A general notice given to the Board or relevant committee shall be a sufficient disclosure of interest. If a member has made a declaration of his/her interest in a proposed contract he/she is not accountable to the Corporation or to any of its members or creditors for any profit realized from the contract, and the contract is not voidable by reason only of his/her holding office or of the fiduciary relationship established thereby.

4. Protection of Directors and Other Active Members:

Every Director or Other Active Member of the Corporation and their heirs, executors, and administrators, who has undertaken a liability on behalf of the Corporation, shall at all times be indemnified and saved harmless by the Corporation from and against all costs,

charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties for the Corporation, save and except willful acts, neglects or defaults.

No Member of the Corporation shall be liable for the acts, neglects or defaults of any other member, unless through his/her willful act, neglect or default.

5. Responsibility for Acts:

The Directors and other Active Members shall not be under any 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 of Directors.

ARTICLE 12

STANDING COMMITTEES

The following standing committees shall be constituted at the discretion of the Board each year. The Committee members shall hold office until the next Annual Meeting, or until resignation or dismissal.

1. Game Protest Committee:

The Game Protest Committee shall consist of a Chair and not less than two (2) other members appointed by the Board of Directors. If a member is absent or unable to perform his/her duties because of a conflict of interest, the Board of Directors shall appoint a new member to fill such vacancy on a temporary basis. The Committee shall administer the game protests described in Article 16. The Committee may make Rules for the regulation of its functions. All persons appearing before the Committee shall be given full opportunity to be heard. The Committee shall as soon as possible after the conclusion of proceedings make a report to all persons directly involved in the matter, and to the President of the Corporation.

2. Tournament Committee:

The Tournament Committee shall consist of the President and/or Vice-President, who will serve as Chair, and the Chairpersons of each tournament appointed by the Board of Directors. The function of the Committee shall be to organize any tournaments sponsored by the Corporation. The Committee shall have such power and authority as may be delegated to it from time to time by the Board of Directors.

3. Grievance and Appeals Committee:

The Grievance and Appeals Committee shall consist of (1) the President or Past President, as Chair, (2) Board members one of which shall be the Director of Concerns & Support, and (2) Parent Members or Active Members. As indicated above, Past President is an ex-officio position; the other two members are appointed by the Board of Directors. If a member is absent or unable to perform his/her duties because of conflicts of interests, the Board shall appoint a new member to fill such vacancy on a temporary basis. The two (2) parent members or active members shall be appointed by the Director of Concerns and Support, who shall coordinate the process. The Committee shall administer the

Corporation's grievances and appeals procedures, as further specified in Article 15. The Committee may make Rules for its proceedings and the performance of its duties. All persons appearing before this Committee shall be given full opportunity to be heard. The respective Director (Coaching, Rep, House league, etc) shall have the opportunity to be involved, where no conflict of interest exists.

This Committee shall have the power to hear and decide on all complaints on matters which pertain to the propriety or lack of a By-law, Rule or Regulation, or the alleged violation of any By-law, Rule or, Regulation. The Committee shall as soon as possible after the conclusion of proceedings make a written report with in (14) days to all persons directly involved in the matter, and to the President of the Corporation. This Committee shall also have the power to conduct any investigation or hearing as directed by the Board of Directors from time to time and make a report in writing of such investigation or hearing to the Board of Directors.

4. Communications Committee:

The Communications Committee shall consist of the Director of Sponsorship and/or Director of Marketing, as Chair, and not less than two (2) other members appointed by the Board of Directors. The functions of this Committee shall be to publicize the activities of the Corporation such as registration dates, try-out dates, tournaments, team scores, and such. This Committee shall also edit and publish a Corporation Newsletter, if so directed by the Board. The Board of Directors shall be kept fully informed of all activities of this Committee and Board approval is required prior to the initiation of any activities other than authorized herein.

5. Leagues Management Committee:

The Leagues Management Committee shall consist of no less than three (3) and no more than five (5) members being the Director of Coaching as Chair, the Vice-President, the Director of House League Hockey, the Director of Representative Hockey, the Director of Concerns & Support, or up to two (2) other Board members, as needed. The functions of this Committee shall be to:

- a. recommend to the Board of Directors and distribute the Rules and Regulations pertaining to the all House League and Representative Leagues;
- b. organize and administer development program for players and coaches of these leagues; and be responsible for the general management of the House league and Representative League
- c. establish and enforce a code of coaching behaviour, philosophy and ethics; and
- d. establish coaching eligibility requirements, accept applications for Coaches and Managers, conduct interviews with applicants, and nominate Coaches and Managers for all Representative and House league teams; the nominations shall be presented to the Board of Directors for final approval.

6. Finance Committee:

The Finance Committee shall consist of three (3) members being the Treasurer as Chair, the President and one other member appointed by the Board of Directors. The functions of this Committee shall be to:

- a. recommends to the Board of Directors rates for each of the programs and activities operated by the Waterloo Girls Minor Hockey Association;

- b. recommends to the Board of Directors the appointment of a financial institution to maintain the operating and investment funds of the Waterloo Girls Minor Hockey Associations
- c. recommends to the Board of Directors changes to the Financial Policies and Procedures manual
- d. recommends to the Board of Directors the appointment of the auditor and the acts as the Audit Committee on behalf of the Board of Directors
- e. establishes, recommends for approval and/or monitors all budgets for the Association including the annual operating budget, capital budget, tournament budget and team operating budgets
- f. establishes and monitors all financial activities of the teams and makes recommendations to the Board of Directors with respect to team finances
- g. ensures that all financial filings of the Waterloo Girls Minor Hockey Association are up to date and ensures compliance with all Government rules and regulations related to such filings

Other Committees:

The Board of Directors may by resolution establish any other committees, which in its opinion are necessary or advisable.

ARTICLE 13

APPOINTED OFFICIALS

The Board of Directors shall appoint Officials each year for the following positions and the appointments shall be in effect until the next Annual Meeting or until resignation or dismissal:

1. **Representative League Convenors** (if required, if not then the Director of Representative Hockey will fulfill these responsibilities)

There shall be a Convenor for each league in which the Corporation participates. They shall for their league:

- a. oversee the complete operation of teams within their league;
- b. approve all scheduling of exhibition and tournament games for all teams within their league; and
- c. have the authority to enforce the Rules, Regulations, Code of Conduct and By-laws of the Corporation.

2. **House league Convenors** (if required, if not then the Director of House league Hockey will fulfill these responsibilities)

Are selected by the Director of House league Hockey subject to confirmation of the appointments by the Board of Directors. They shall:

- a. submit regular season game schedules and play-off schedules to the Leagues Management Committee for approval; and
- b. have the authority to enforce the Rules, Regulations, Codes of Conduct and By-Laws of the Corporation.

ARTICLE 14

THE DEVELOPMENT, IMPLEMENTATION AND COMMUNICATION OF RULES AND REGULATIONS

1. Rules and Regulations may be established from time to time by the Board of Directors or the Corporation.
2. Coaches and Managers of House league and Representative teams and Convenors Of The House leagues may establish additional Rules and Regulations provided that they are not in conflict with the By-laws, Rules and Regulations of the Corporation, and provided that they are approved in writing by the relevant League Management Committee and approved by a simple majority vote of the Board of Directors.
3. Coaches can suspend any player or volunteer with their teams who are in contravention of the Bylaws, Rules, Regulations or Codes of Conduct of the Corporation or approved team rules.
4. Directors of House league and/or Representative leagues, or in their absence, the appropriate convenors may suspend or confirm the suspension of any player, volunteer, or parent whose actions or omissions are contrary to the Bylaws, Rules, Regulations or Code of Conduct of the Corporation. Such persons must report in writing, with reasons, any suspension of a member to the suspended party, the Past President and the President of the Corporation.
5. The Board of Directors can at any regular meeting or at a special meeting called pursuant to Article 10 herein, suspend or confirm the suspension of any Convenor, Coach, Manager, player, parent or other member for breach of the Bylaws, Rules, Regulations or Code of Conduct.
6. Items 1) to 5) above are all conditioned by the grievance and appeals process of the Corporation (see Article 15).

All By-laws, Rules and Regulations of the Corporation shall be well communicated among the members. The Constitutional By-law and a current list of By-laws, Rules, Regulations and Code of Conduct of the Corporation shall be kept posted on the WGMHA web site (www.waterlooravens.com), and copies of these materials shall be made available to members upon request to the Secretary. Any additional Rules and Regulations which are developed by Convenors or Coaches or Managers for their specific teams shall be distributed in writing to all members (players and/or parents, and Coaches, Managers, and other volunteers) for whom the Rules and Regulations apply.

ARTICLE 15

GRIEVANCES AND APPEALS

1. For matters other than game protests (see Article 16) there shall be three possible avenues of complaint or grievance:
 - a. through a team's Coach and/or Manager; or
 - b. through the relevant WGMHA Convenor; or
 - c. through the relevant WGMHA Director (House league, Representative or Coaching).
2. If the complaint or grievance is not settled, the final avenue would be through the Grievance and Appeals Committee. The Grievance and Appeals Committee will only hear an appeal or grievance after the previous avenue has been exhausted.
3. Complaints or grievances may be put forward by persons having any of the Corporation's three categories of membership - Active, Parent, or Honorary.

4. Grievances may be against decisions or actions taken under any of the By-laws, Rules, Regulations or Code of Conduct of the Corporation; against the propriety of any of the Bylaws, Rules or Regulations; or concerning the lack of an appropriate By-law Rule or Regulation.
5. Some grievances by members will have to do with actions or rules pertaining to a particular team. Many of these grievances may be adequately pursued by raising them informally with the Coaches and/or Managers involved, and members shall be encouraged to do this.
6. Submission of a grievance or appeal to the Convenor/Director (House League, Representative, or Coaching) involved should be in writing, with details on the grievance and the actions and Rules involved.
7. The Convenor/Director (House League, Representative or Coaching) involved shall immediately send copies of any written grievance or appeal to the Secretary, League Management Committee members involved in the particular matter and to the President or Past President; the same shall be true of copies of all other communications produced on the matter.
8. Within forty-eight (48) hours, the Past President or President shall notify the complainant of receipt of the submission and shall indicate that the Convenor or Director will deal with the matter within the next fourteen (14) days.
9. Within fourteen (14) days, the Convenor/Director involved shall reply in writing to the complainant with a decision or with a timetable for further consideration of the matter, the latter not to extend for more than another fourteen (14) day period. The extra time and consideration may involve the calling of a meeting with the complainant and/or other parties. If such an approach is required, a written decision will be rendered to the complainant within seven (7) days of the meeting date.
10. Issues brought before the Grievance & Appeals Committee will be:
 - a. those where a decision of a Coach/Manager/Convenor or Director is being appealed, or
 - b. those where the issue is not best addressed at the other two levels (Protest Committee and League Management Committee) of appeal (i.e., the issue is broader in scope and implication than any particular team or league). Here again, the submission of the grievance must be in writing.

The decisions of the Grievance & Appeals Committee shall be final and binding upon members, with no possibility of further appeal within the Corporation.

ARTICLE 16

GAME PROTESTS

1. All protests having to do with games and their Regulations shall be filed with the appropriate Director within forty-eight (48) hours after the game to be protested. The protests shall be in writing and shall set out the Rules and Regulations involved, and the alleged violations. Supporting evidence must accompany the protests.
2. Upon receiving a protest, the appropriate Director shall forward a copy to the Manager or Coach of each other team involved, to the Chair of the Protest Committee, to the Referee-in-Chief through the Director of Officials (if the issue involves the Referee's decision), and to the President of the Corporation.
3. The Chair of the Protest Committee shall notify those involved (and the Referee-in-Chief if necessary) as to the time and place of a meeting to hear the protest, to be held within

seven (7) days of the protest; a written decision shall then go to all persons involved within seven (7) days following the meeting.

4. The decision of the Protest Committee shall be recorded with the Secretary of the Corporation.
5. Decisions of the Protest Committee shall be final and binding on members, with no possibility of further appeal within the Corporation.
6. A protest of a Referee's decision will not be considered unless it concerns a question of interpretation of the Rules of the game.

ARTICLE 17

MOVEMENT OF PLAYERS

All OWHA rules and guidelines regarding movement of players will be adhered to by the WGMHA along with any rules and guidelines that the WGMHA adopt as Association standards, as stated in our By-laws.

ARTICLE 18

PLAYER ELIGIBILITY

Any player wanting to play in the WGMHA will be able to play as long as:

- a. the official release process is followed as outlined by the OWHA and there is availability for registration in the desired division.
- b. The player fits the criteria regarding, 'resident' and 'non-resident'.
- c. 'Resident' being any player whose principal residence is within the boundaries of the Corporation of the City of Waterloo.
- d. 'Non-resident' being any player whose principal residence is outside the boundaries of the Corporation of the City of Waterloo.

Intermediate Representative Team

The Intermediate Representative Division shall be open to anyone age 21 and under. The non-resident rule does not apply to this division.

ARTICLE 19

AMENDING THE BY-LAWS

1. The By-laws of the Corporation may be repealed or amended if two steps are followed. First, the amendment must be approved by a majority vote of the Directors. Second, to be effective, the amendment(s) must be sanctioned by an affirmative vote of at least two-thirds (2/3's) of the members present at a Special General Meeting or at an Annual General Meeting.
2. Any proposed amendments to the Bylaws shall be first submitted in writing to the Board of Directors. Provided that they are submitted fourteen (14) days before the next monthly meeting, in time for easy distribution, these proposals shall be discussed and voted on at the up-coming meeting. After an amendment has passed in a vote of the Board, it shall then be brought to either a Special General Meeting or the next Annual General Meeting, as the Board sees fit, for a vote by the wider membership.

ARTICLE 20

BANKING AND EXECUTION OF DOCUMENTS

1. Banking Arrangements:

The banking business of the Corporation shall be transacted with such bank(s) as the Board may designate by resolution.

At least two (2) persons shall be designated by resolution of the Board to transact banking business on the Corporation's behalf including, but without restricting the generality of the foregoing, the operating of the Corporation's accounts and the execution of any documentation relating thereto.

Audits: An audit of the books must be conducted at the end of the fiscal year by such auditor as may be designated by the Board of Directors from time to time.

Execution of Documents: Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President or Vice-President; and by the Treasurer.

ARTICLE 21

FISCAL YEAR

Until otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall end on the 30th day of April in each year.