

Constitution of Nepean Girls Hockey Association

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Table of Contents

Article 1 - Name and Purpose.....	1
Article 2 - Aims and Objectives.....	1
Article 3 - Membership.....	1
Article 4 - Annual General Meetings.....	2
Article 5 - Special General Meetings.....	2
Article 6 - Election of Board of Directors.....	2
Article 7 - Composition of the Board of Directors.....	2
Article 8 - Duties of Officers of the Association.....	3
President.....	3
Vice-President.....	3
Secretary.....	3
Treasurer.....	4
Registrar.....	4
Article 9 - Meetings of the Board of Directors.....	4
Article 10 - Resignation or Impeachment.....	5
Article 11 - General Powers and Responsibilities of the Board of Directors.....	5
Article 12 - Books and Records.....	5
Article 13 - Financial and Hockey Year.....	6
Article 14 - Amendments.....	6
Article 15 - Interpretation.....	6

Whereas the Nepean Girls Hockey Association is a voluntary association of members, players, and individuals, intended to provide girls and women of Nepean with the opportunity to learn and play the game of hockey;

And **whereas** members, players and individuals participating in the activities sponsored by the NGHHA have confidence in the judgment of the Board of Directors of the NGHHA;

And **whereas** it is declared that one of the purposes of this Constitution and the NGHHA By-Laws and Regulations shall be to confer on the NGHHA and its Board of Directors all the powers of a fully self governing organization;

And **whereas** the NGHHA is a member association of the ODWHA and thereby the OWHHA, the NGHHA is subject to the ODWHA Constitution, By-Laws, Rules and Regulations for league play and of the OWHHA in respect of Tournaments and Provincial Playdowns;

Now therefore be it enacted;

Article 1 - Name and Purpose

1. This association shall be known as the Nepean Girls Hockey Association, hereinafter to be referred as NGHHA.
2. The purpose of the NGHHA is to organize and govern the operation of hockey for girls and women in the City of Nepean.

Article 2 - Aims and Objectives

The objective of the NGHHA is to foster and encourage girls hockey throughout the City of Nepean. The aims of the NGHHA are:

1. To provide girls and women of the City of Nepean with the opportunity to learn and play hockey.
2. 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.
3. To establish and maintain a variety of hockey programs (developmental, house league, representative and competitive) for all age groupings.
4. To encourage the participation of any and all interested persons and organizations wishing to volunteer their services in the administration and support of the NGHHA's affairs.
5. To foster and develop sportsmanship, team discipline, self-discipline, self-confidence, respect for others, and enjoyment through participation in hockey.

Article 3 - Membership

1. Players registered in any of the programs or activities of the NGHHA shall be considered junior members of the NGHHA and shall not be entitled to vote at general meetings of the NGHHA if they are less than 18 years of age.
2. Senior members of the NGHHA, hereinafter referred to as 'members', shall be the only persons entitled to vote on matters of the NGHHA. All such members shall be 18 years of age or older and shall only include:
 - i. Directors of the NGHHA;
 - ii. Up to a maximum of three (3) team officials per team, providing such persons are at least eighteen (18) years of age and are registered with the NGHHA as team officials prior to December 31st of the hockey year;
 - iii. Each parent or legal guardian of one or more junior members of the NGHHA for either the current or ensuing year;
 - iv. Players registered with the NGHHA for the current year or ensuing hockey year that are at least eighteen (18) years of age;
 - v. Persons appointed by the Board of Directors to fulfill voluntary responsibilities on behalf of the NGHHA who would not otherwise qualify as members.
3. The NGHHA shall have the full right to establish conditions of membership and to refuse membership to persons failing to satisfy those conditions.
4. All female players in Eastern Ontario and Western Quebec may enroll in the NGHHA. Players and parents in the House League and Competitive Programs are full members. Players and parents registered with other ODWHA Member Associations are not voting members of the NGHHA and cannot stand for election.

Article 4 - Annual General Meetings

1. A general meeting of the NGHHA shall be held annually prior to the last day of May in the hockey year, at a place, date and time determined by the Board of Directors.
2. The business of the Annual Meeting shall include:
 - i. Presentation and adoption of the minutes of the previous Annual General Meeting and any
 - ii. Special General Meetings held during the hockey year;
 - iii. Presentation of awards and guests;
 - iv. Reports of Directors and Committees;
 - v. Report from the auditors of the previous hockey year;
 - vi. The interim financial statements for the hockey year in which the meeting is held;
 - vii. The budget for the ensuing year;
 - viii. Appointment of auditors for the ensuing year;
 - ix. Motions to adopt, amend, revise, or repeal Articles of the Constitution for which due notice has been provided;
 - x. Other business of interest and concern to the members;
 - xi. Election of Officers and Directors;
 - xii. Adjournment.
3. At all General Meetings of members, every question shall be decided by a majority of votes of the members, present in person or represented by a duly authorized proxy.
4. Every question shall be decided, in the first instance, by a show of hands. A declaration by the Chair that a resolution has been carried, or not carried, and an entry to that effect in the minutes of the meeting, shall be admissible in evidence as prima facie proof of the fact, without further proof of the number or proportion of the votes accorded in favour or against the resolution.
5. Any member, present, may demand that the question shall be answered by poll. The demand for poll may be withdrawn, but if not, the question shall be decided by a majority of votes given by the members, present in person or by proxy, and such poll shall be taken in the manner directed by the Chair. The result of such poll shall be deemed the decision of the Association upon the matter in question.
6. In the case of an equality of votes at any General Meeting, whether upon the show of hands or at poll, the Chair shall be entitled to cast the deciding vote.
7. No business may be transacted at any General Meeting unless at least twenty (20) members are personally present.

Article 5 - Special General Meetings

1. A special General Meeting of the NGHHA shall be called by the Board of Directors within six (6) weeks of the receipt, by the Secretary, of a written request for such a meeting signed by at least thirty (30) voting members of the NGHHA.
2. The written request shall specify the business to be transacted at this meeting, and only the specified business shall be transacted.
3. The Board of Directors, by resolution, shall have full authority to convene a Special General Meeting.

Article 6 - Election of Board of Directors

1. Nominations for President and Vice-President signed by a mover and seconder must be given to the Secretary at least 14 days before the Annual General Meeting is to take place. Both the mover and seconder must be voting members of the Association. If the President and/or Vice-President are not elected from those nominated, nominations for President and/or Vice-President will be accepted from the floor at the Annual General Meeting. The nominees must be present or have signified in writing their willingness to the office for which they have been nominated.
2. Nominations for the remaining Officers and Directors will be accepted from the floor at the Annual General Meeting.
3. Meetings provided the nominees are present or have signified in writing their willingness to the office for which they have been nominated.
4. The Board of Directors may be elected by a show of hands, or by secret ballot, if requested by the majority of those present, for a term of one (1) year.
5. Any member of the NGHHA may vote in person, or through a duly authorized proxy.
6. Any voting member of the NGHHA may be nominated for a vacancy on the Board of Directors.

Article 7 - Composition of the Board of Directors

1. Subject to the Constitution of the NGHHA, the affairs of the NGHHA shall be managed by a Board of

Directors who shall have full authority to conduct the business of the Association.

2. The Board of Directors shall consist of sixteen (16) Officers and Directors (including the Past President).
3. As Officers of the NGHHA, the President, Vice President, Treasurer, Registrar and Secretary shall be, ex officio, members of the Board of Directors, with duties as specified in Article 8.
4. The immediate past president shall be, ex officio, a voting member of the Board of Directors. Directors of the Association shall be elected at an Annual General Meeting and shall hold office until the adjournment of the next Annual General Meeting following the Annual General Meeting at which the Director was elected. A Director may be re-elected.
5. Vacancies on the Board of Directors, however caused, may be filled by resolution of the Board of
6. Directors, so long as a quorum of fifty percent of the Board of Directors remain in office.
7. A person may only be appointed a Director until the adjournment of the next Annual General Meeting.
8. If a quorum of Directors do not remain in office, the remaining Officers and Directors shall, within thirty days, convene an Annual General Meeting or a Special General Meeting to fill sufficient vacancies to at least constitute a quorum.
9. Officers and Directors shall receive no remuneration from the Association for acting as such.

Article 8 - Duties of Officers of the Association

1. The President, Vice President, Treasurer, Registrar and Secretary shall be Officers of the Association.
2. At the discretion of the Board of Directors, the positions of Secretary and Treasurer, or Treasurer and Registrar, may be held by the same person.

President

3. No person may be nominated for, acclaimed to or elected to the position of President unless that person has been a senior member of the NGHHA for at least two years and has been on the NGHHA Board of Directors for at least one year.
4. The President may not be nominated for, acclaimed to or elected President for a fourth consecutive term.
5. The President shall be elected by the members at the Annual General Meeting, and shall hold office until the adjournment of the next Annual General Meeting thereafter.
6. The duties and responsibilities of the President shall include:
 - i. Chairing meetings of the Board of Directors;
 - ii. Signing on behalf of the Association all By-Laws, documents or certificates;
 - iii. Coordinating the work of the Board of Directors;
 - iv. Representing the Association at all meetings or functions of senior hockey bodies;
 - v. Representing the Association within the community;
 - vi. Serving as an ex officio member of all committees of the Association;
 - vii. Assuming from time to time other duties as may be determined by the Board of Directors;
 - viii. Appointing individual Directors to fulfill specific responsibilities, including the offices of Treasurer, Secretary and Registrar, within thirty (30) days of the Annual General Meeting, with the consent of the Board of Directors.
7. The President may delegate any of the foregoing duties and responsibilities to the Vice President, or any Officer or Director of the NGHHA.

Vice-President

8. The Vice President shall be elected by the members at the Annual General Meeting, and shall hold office until the adjournment of the next Annual General Meeting thereafter.
9. In the absence or inability of the President, the Vice-President shall fulfill the duties and responsibilities of President.
10. If for any reason the position of President becomes permanently vacant, the Vice President shall fulfill the duties and responsibilities of President until the adjournment of the next Annual General Meeting. If for any reason the Vice-Presidency becomes vacant, the Board of Directors may appoint an Officer or Director to be Vice-President of the NGHHA, who shall so serve until the adjournment of the next Annual General Meeting.

Secretary

11. The Secretary shall be ex officio Clerk of the Board of Directors and shall attend all meetings of the Board and ensure that all facts and minutes of the Board's proceedings are recorded in the

books of the Association.

12. The Secretary shall be the custodian of the Seal of the Corporation, instruments of incorporation, correspondence, contracts and other documents belonging to the Association, which the Secretary shall deliver up only when authorized by a resolution of the Board of Directors and to such person or persons as may be named in the resolution.
13. The Secretary shall ensure that all proper notice required by the Constitution of the NGHHA is provided to all members and Directors as required.
14. The Secretary shall fulfill other duties and responsibilities as may, from time to time, be determined by the President or the Board of Directors.

Treasurer

15. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account, and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may be designated by the Board of Directors.
16. The Treasurer shall disburse the funds of the Association under the direction of the Board of Directors, taking proper vouchers therefor, and shall render to the Board of Directors, at its regular meetings, or whenever otherwise required by the Board of Directors, an account of all transactions and the financial position of the Association.
17. The Treasurer shall also perform other duties and responsibilities that may be determined by the Board of Directors.

Registrar

18. The Registrar shall process and record all registrations in the manner set forth by the NGHHA and shall maintain a record of all membership within the NGHHA.
19. The Registrar shall perform other duties and responsibilities that may be determined by the Board of Directors.

Article 9 - Meetings of the Board of Directors

1. Except as otherwise required, the Board of Directors may hold its meetings at such place or places as it may, from time to time, determine.
2. The board may appoint a day or days in any month or months for regular meetings at a specific hour and place and for such meetings no notice need be sent.
3. Meetings may be formally called by the President or by the Vice President.
4. On the written direction of four directors, the Secretary must convene a meeting of the Board of Directors within forty- eight (48) hours of receiving the written direction.
5. Otherwise than provided in article 9 (4), the Secretary must, in writing or by telephone provide each director with notice of meetings of the Board of Directors at least twenty four (24) hours prior to the time of the meeting. Such notice shall include the date, time and place of the proposed meeting.
6. The statutory declaration of the Secretary or President that notice has been given pursuant to this section shall be sufficient and conclusive evidence of the giving of such notice.
7. No error or omission in giving notice, pursuant to this By-Law, for a meeting of the Board of Directors shall invalidate or make void any proceedings taken or held at such meetings. Any director may at any time waive notice of any such meetings and may ratify and approve of any or all proceedings taken or held at such meetings.
8. Fifty percent plus one of the directors shall form a quorum for the transaction of business.
9. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes of the directors who are present.
10. The chair does not have a vote except in instances where the vote is evenly divided. In the case of an equality of votes on any matter, the Chair shall cast the deciding vote.
11. Any votes at any meeting of the Board of Directors shall be taken by secret ballot if so demanded by any director present.
12. Any director may request a vote by show of hands or poll on any resolution at a meeting of the Board of Directors.
13. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facia proof of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
14. In the absence of the President, the Vice President or such other officer or director, as the Board may from time to time appoint for such purpose, shall chair the meeting.

15. The Board of Directors shall meet at least four (4) times during the hockey year.

Article 10 - Resignation or Impeachment

1. Officers and Directors are required to attend meetings of the Board. Any Officer or Director who fails to attend three (3) consecutive board meetings without notifying the Secretary, either directly or indirectly, of inability to attend, shall be deemed to have resigned.
2. The members of the Association, subject to the requirements of Article 5 requiring proper notice, may, by resolution passed by at least two thirds of the votes cast by senior members at an Annual General Meeting or a Special General Meeting called for that specific purpose, remove any Officer or Director before the expiration of that person's term of office, and elect another person or persons as set out in this Constitution.

Article 11 - General Powers and Responsibilities of the Board of Directors

Subject to the Constitution of the NGHHA the Board of Directors shall:

1. Have all full and necessary powers and authorities to manage, order, administer and direct the affairs of the Association.
2. Administer the affairs of the NGHHA in all things and make or cause to be made for the NGHHA, in its name, any kind of contract which the NGHHA may lawfully enter into, and generally may exercise all such other powers and do all such other acts and things as the NGHHA is by its charter or otherwise authorized to exercise, upon such terms and conditions as they may deem advisable.
3. Have the authority to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, movable and immovable, real or personal, or any right or interest therein owned by the NGHHA, for such consideration and upon such terms and conditions as the Directors deem advisable.
4. Authorize the borrowing of money on the credit of the NGHHA, and the issuing, sale, or pledging of the securities of the Association.
5. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the NGHHA, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, obligation or liability of the NGHHA.
6. From time to time authorize any Officer, Director, of the NGHHA or any other person to make arrangements with reference to the monies borrowed or to be borrowed and as to the terms and conditions such loans, and as to the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies to be borrowed or remaining due by the NGHHA as the Directors may authorize, and generally manage, transact and settle the borrowing of money by the NGHHA.
7. Set, establish, increase, decrease and determine membership and registration fees, other fees, dues and levies.
8. Adopt, amend, revise, revoke or repeal the Regulations of the Association.
9. Subject to the Corporations Act, enact, alter, amend, repeal or revoke the By-Laws of the Association, but such undertakings must be ratified by the Senior Members at the next Annual General Meeting or a Special General Meeting convened for such purpose.
10. Exercise the right of prior review and approval of all hockey activities, programs and undertakings in the name of the NGHHA and establish terms, conditions, standards and objectives for them.
11. Assess, appoint, hire and engage coaches, assistant coaches, trainers, team managers, referees, linesmen and timekeepers and other persons, all of whom shall hold their positions at the pleasure of the Board of Directors.
12. Establish, appoint and direct the work of various committees to advise it on general or specific issues.
13. Direct any other undertaking necessary to provide the NGHHA with sound and effective administration.
14. The Board of Directors shall have full authority to suspend any team, team official, game official or individual player, up to a maximum of fourteen (14) days for conduct prejudicial to the aims and objectives of the Association.

Article 12 - Books and Records

Execution of Documents

1. Deeds, transfers, licenses, contracts and engagements on behalf of the NGHHA shall be signed by any two of, the President, Vice-President, Treasurer or any other persons designated by the Board of Directors. The corporate seal of the Association shall be affixed to the instruments, as

required the same.

2. Contracts, in the ordinary course of the NGHHA operation, may be entered into on behalf of the NGHHA by any two of; the President, Vice President, Treasurer or other person so authorized by the Board of Directors.
3. Any two of; the President, Vice President, Treasurer or other person so authorized by the Board of Directors, may transfer any and all shares, bonds or other securities from, time to time standing in the name of the NGHHA, its individual or any other capacity, or as a trustee or otherwise and may accept in the name and on behalf of the NGHHA, transfers of shares, bonds or other securities, from time to time transferred to the NGHHA, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing, necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
4. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the NGHHA, shall be signed by such officer or officers, agent or agents or the NGHHA and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.
5. Any of the aforementioned persons in article 12 (4) may, alone, endorse notes and drafts for collection on account of the NGHHA through its bankers, and endorse notes and cheques for deposit with the NGHHA's bankers for the credit of the NGHHA, or the same may be endorsed 'for collection' or 'for deposit' with the bankers of the NGHHA by using the Association's rubber stamp for that purpose.
6. Any one of such persons authorized by article 12 (4) may arrange, settle, balance and certify all books and accounts between the NGHHA and the NGHHA's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release of verification slips.
7. The securities of the NGHHA shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors.
8. Any and all securities, so deposited, may be withdrawn, from time to time, only upon written order of the NGHHA signed by such officer, officers, agent or agents of the NGHHA, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
9. The Board of Directors shall see that all necessary books and records of the NGHHA, required by the By-Laws of the Association or by an applicable statute of law are regularly and properly kept.

Article 13 - Financial and Hockey Year

1. Unless otherwise ordered by the Board of Directors, the fiscal year-end of the NGHHA shall be on the 30th day of April, in each year.
2. For the purposes of any Article of the Constitution or By-Laws of the NGHHA, the hockey year of the NGHHA shall be the twelve-month period between the 1st day of May and the 30th day of April, each year.

Article 14 - Amendments

1. Amendments to the Constitution may be made at any properly called Annual Meeting of the membership.
2. An amendment in writing signed by a mover and a seconder must be given to the Secretary at least 14 days before the Annual Meeting is to take place. Both the mover and seconder must be voting members of the Association.
3. An amendment must be approved by a two-thirds majority of the voting members present at the meeting.

Article 15 - Interpretation

In these By-Laws, and all other By-Laws of the Association hereafter passed, unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.