

# BY-LAW NO.1

Thunder Bay Women's Hockey Association Inc.

Approved: June 24, 2025



**THUNDER BAY WOMEN'S  
HOCKEY**

## Table of Contents

Article 1	DEFINITIONS AND INTERPRETATION.....	1
1.1	Definitions .....	1
1.2	Interpretation.....	4
1.3	Affiliation .....	5
Article 2	GENERAL.....	5
2.1	Financial Year End .....	5
2.2	Corporate Seal .....	5
2.3	Conduct of Meetings .....	5
2.4	Execution of Documents .....	5
2.5	Operating Policies and Procedures .....	5
2.6	Auditor and Level of Financial Review.....	6
2.7	Annual Financial Statements .....	6
Article 3	MEMBERS .....	6
3.1	Classes of Members.....	6
3.2	Eligibility for Membership in Thunder Bay Women’s Hockey Association Inc. ....	7
3.3	Conditions of Membership.....	7
3.4	Renewal of Membership.....	8
3.5	Membership Transferability .....	8
3.6	Effect of Termination of Membership .....	8
3.7	Discipline of Members.....	8
3.8	Resignation Does not Affect Disciplinary Investigation .....	9
Article 4	MEMBERS’ MEETINGS.....	9
4.1	Notice of Members Meetings .....	9
4.2	Waiver of Notice.....	9
4.3	Place of Members’ Meetings .....	10
4.4	Participation by Electronic Means at Members’ Meetings .....	10
4.5	Members’ Meeting Held Entirely by Electronic Means.....	10
4.6	Persons Entitled to be Present at Members’ Meetings.....	10
4.7	Annual Meetings .....	10
4.8	Special Meetings .....	10
4.9	Special Business.....	11
4.10	Members Calling a Members’ Meeting .....	11
4.11	Chair of Members’ Meetings.....	11

4.12 Quorum at Members' Meetings .....	11
4.13 Proxies.....	11
4.14 Voting Rights.....	11
4.15 Method of Voting .....	11
4.16 Votes to Govern .....	12
4.17 Changing the Method of Voting by Members not in Attendance at a Meeting of Members....	12
<b>Article 5 BOARD OF DIRECTORS.....</b>	<b>12</b>
5.1 Number of Directors .....	12
5.2 Composition of Board .....	12
5.3 Eligibility .....	13
5.4 Conflict of Interest – Board Membership .....	14
5.5 Director's Consent to Act .....	14
5.6 Nominations.....	14
5.7 Election of Directors .....	15
5.8 Term of Office and Number of Terms.....	16
5.9 Incumbent Directors .....	16
5.10 Automatic Vacation of Office .....	16
5.11 Effective date of Resignation of Director.....	17
5.12 Removal of Director .....	17
5.13 Filling Vacancies .....	17
<b>Article 6 MEETINGS OF DIRECTORS.....</b>	<b>18</b>
6.1 Calling of Meetings of the Board .....	18
6.2 Notice of Meetings of the Board.....	18
6.3 Chair of Board Meetings.....	19
6.4 Regular Meetings of the Board of Directors .....	19
6.5 Participation at Meeting by Telephone or Electronic Means .....	20
6.6 No Alternate Directors .....	20
6.7 Quorum.....	20
6.8 Votes to Govern at Meetings of the Board.....	20
6.9 Confidentiality .....	20
6.10 Conflict of Interest .....	20
<b>Article 7 DUTIES OF DIRECTORS.....</b>	<b>21</b>
7.1 Duties of Directors.....	21
7.2 Divisional Board Meetings and Oversight .....	22
7.3 Divisional Board Responsibilities.....	23
7.4 Divisional Board Voting Authority .....	23

7.5 Divisional Board Meeting Attendance .....	24
Article 8 CRITICAL OPERATIONAL POSITIONS .....	24
8.1 Composition.....	24
8.2 Term.....	24
8.3 Duties of Critical Operational Positions .....	24
8.4 Vacancy in Position .....	25
Article 9 COMMITTEES .....	25
9.1 Types of Committees .....	25
9.2 Restrictions on Committees .....	25
9.3 Standing Committees.....	25
9.4 Operational Committees .....	26
9.5 Discipline Committee .....	26
9.6 Nominations Committee .....	26
Article 10 INDEMNIFICATION AND INSURANCE .....	26
10.1 Limitation of Liability .....	26
10.2 Indemnity of Directors and Officers .....	27
10.3 Insurance.....	27
Article 11 GENERAL MATTERS .....	27
11.1 Method of Giving any Notice.....	27
11.2 Computation of Time.....	28
11.3 Undelivered Notices.....	28
11.4 Waiver of Notice.....	28
11.5 Omissions and Errors .....	28
11.6 Invalidity of any Provisions of this By-law .....	29
Article 12 DISPUTE RESOLUTION .....	29
Article 13 AMENDMENTS .....	29
13.1 Amendment to Articles.....	29
13.2 By-laws and Effective Date.....	29

A by-law relating generally to the conduct of the affairs of

**Thunder Bay Women's Hockey Association Inc.**

**BE IT ENACTED** as a by-law of **Thunder Bay Women's Hockey Association Inc.** as follows:

**ARTICLE 1      DEFINITIONS AND INTERPRETATION**

**1.1      Definitions**

In this by-law and all other by-laws of Thunder Bay Women's Hockey Association Inc. 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 every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws of Thunder Bay Women's Hockey Association Inc. to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.
- (b) *Articles* means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival or letters patent of Thunder Bay Women's Hockey Association Inc..
- (c) *Assistant Coach* means a person who meets the minimum certification and training requirements set by OWHa and Hockey Canada. They support the Head Coach in delivering a safe, inclusive, and positive hockey experience and may assume responsibilities as delegated.
- (d) *Association* means the Thunder Bay Women's Hockey Association Inc.
- (e) *Board of Directors* refers to the collective Directors from each of the Core Board, Queens Competitive Division Board, Junior Division Board, and Senior Division Board of the Thunder Bay Women's Hockey Association Inc..
- (f) *By-laws* means this by-law and all other by-laws of the Thunder Bay Women's Hockey Association Inc. from time to time in force and effect.
- (g) *Coach* means a person who leads the Team, both in games and in practices. The Coach provides instruction to the Participants on and off the ice and is responsible for the Team.
- (h) *Core Board* refers to the group of Directors who provide oversight in regard to adherence to TBWHA and OWHa By-laws, cross-division collaboration, shared organizational requirements and the collective needs to TBWHA. The TBWHA Directors that make up the Core Board are the President, Vice President of Queens Competitive Division, Vice President of Junior Division, Vice President of Senior Division, Core Board Secretary, Core Board Treasurer, and Director of Ice Allotment.
- (i) *Critical Operational Positions* are defined and established by Boards within TBWHA. Directors will appoint individuals to Critical Operational Positions within their respective Division. Individuals in these positions may be requested to make recommendations to their respective Board but do not vote in Board matters.

- (j) *Director* is an individual who is elected by the membership, acclaimed or appointed to a role within the Core Board, Queens Competitive Division Board, Junior Division Board, or Senior Division Board. All TBWHA Directors are also Officers.
- (k) *District* means the district of Thunder Bay in the Province of Ontario.
- (l) *Divisional Boards* collectively means the Queens Competitive Division Board, Junior Division Board and Senior Division board, which shall each operate under the umbrella of the Core Board and are responsible for supporting the operations, planning and governance of their respective division.
- (m) *Head Coach* is a person who holds the minimum certification and training requirements as outlined by OWHA and Hockey Canada. They are responsible for overseeing team operations, leading a positive and developmentally appropriate hockey program, and ensuring compliance with the policies of the association, OWHA and Hockey Canada.
- (n) *Hockey Canada* means the national governing body for hockey in Canada or any organization which may be substituted therefore.
- (o) *Junior Division* is a division of the TBWHA that operates U7-U18 teams that are not Queens Competitive Division Teams.
- (p) *Junior Division Board* refers to the group of Directors who provide oversight to the operational requirements specific to the Junior Division in accordance with TBWHA & OWHA By-laws, TBWHA policies & procedures, and collective need as facilitated by the TBWHA Core Board. The Directors that make up the Junior Division Board are the Junior Division Secretary/Registrar, Junior Division Treasurer, three (3) Junior Division Convenors, and the Junior Division Equipment Coordinator
- (q) *Junior Division Team* is a team in the Junior Division.
- (r) *Manager* assists with the administrative and organizational duties of the team, ensuring effective overall communication, communication of team scheduling, and adhering to team and association policies. Certification must meet TBWHA standards.
- (s) *Meeting of Members* includes an annual meeting of members and special meetings of members.
- (t) *Member* means a Person having a membership in Thunder Bay Women's Hockey Association Inc. and *Membership* means the collective membership of Thunder Bay Women's Hockey Association Inc..
- (u) *Member in Good Standing* means a Member who (i) continues to meet the conditions set out in Section 3.3 below, (ii) has not been disciplined by Thunder Bay Women's Hockey Association Inc. in accordance with Section 3.7 below, and (iii) has completed and remitted all documents required by Thunder Bay Women's Hockey Association Inc..
- (v) *Officers* are individuals who perform designated functions for the corporation. In TBWHA all Directors are Officers and hold offices associated with their position.
- (w) *On-Ice Official* means a referee, linesman and or a timekeeper.

- (x) *Ordinary Resolution* means a resolution that (i) is submitted to a Meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast in favour of the resolution, or (ii) is consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.
- (y) *OWHA* means Ontario Women's Hockey Association.
- (z) *Person* includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative.
- (aa) *Participant* means an individual rostered to a Team.
- (bb) *Player Registration Fees* refers to an annual fee that is paid by each player, to Thunder Bay Women's Hockey Association Inc.. Such fees shall include those amounts paid to OWHA.
- (cc) *Queens Competitive Division* consists of rep level teams that participate in sanctioned OWHA competitive games and tournaments. This division is committed to providing athletes with opportunities for advanced skill development, competitive play, and personal growth in a structured and supportive environment, while upholding the values and policies of TBWHA, OWHA, and Hockey Canada.
- (dd) *Queens Competitive Division Board* refers to the group of Directors who provide oversight to the operational requirements specific to the Queens Competitive Division in accordance with TBWHA & OWHA By-laws, TBWHA policies & procedures, and collective need as facilitated by the TBWHA Core Board. The Directors that make up the Queens Competitive Division Board are the Queens Secretary/Registrar, Queens Treasurer, Queens Ice Allotment, Queens Sponsorship/Public Relations Coordinator, and the Queens Competition & Education Coordinator.
- (ee) *Queens Competitive Division Team* is a team that plays in the Queens Competitive Division.
- (ff) *RAMP* refers to OWHA and TBWHA's online registration system used to register participants, roster teams, and apply for and manage sanctioned activities. Enrollment to TBWHA and OWHA occurs through RAMP and Player Registration Fees as well as Fees due to OWHA are managed through RAMP, or the platform currently used by OWHA.
- (gg) *Referee in Chief* means an appointed position by the TBWHA for the territory prescribed, and the Head Referee to supervise and mentor all on-ice officials under its jurisdiction.
- (hh) *Regulations* means the regulations made under the Act, as amended, restated or in effect from time to time.
- (ii) *Senior Division* is a division of the TBWHA that operates teams over U18 that are not part of the Queens Competitive Division.
- (jj) *Senior Division Board* refers to the group of Directors who provide oversight to the operational requirements specific to the Senior Division in accordance with TBWHA & OWHA By-laws, TBWHA policies & procedures, and collective need as facilitated by

the TBWHA Core Board. The Directors that make up the Senior Division Board are the Senior Division Secretary/Registrar, Senior Division Treasurer, and two (2) Senior Division Convenors.

- (kk) *Senior Division Team* is a team in the Senior Division.
- (ll) *Special Resolution* means a resolution that (i) is submitted to a Special Meeting of Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast in favour of the resolution, or (ii) consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.
- (mm) *TBWHA* means Thunder Bay Women's Hockey Association Inc..
- (nn) *Team* means the hockey players, coaching staff, trainer, and manager as registered by the Association for the hockey season.
- (oo) *Trainer* is a person who must be certified in the Hockey Canada safety program and meet all OWHA requirements. They are responsible for player safety, injury prevention and management, maintaining accurate records of medical information and submitting injury reports to Hockey Canada and OWHA as required.
- (pp) *Volunteers* must complete any mandatory training as required by OWHA and TBWHA and adhere to all policies and procedures. They support the Team or Association in various roles, contributing to a safe, inclusive, and supportive environment.
- (qq) *Voting Members* means those members that are entitled to vote at meeting of the members, namely Tier 1 and Tier 2 Members.

## 1.2 Interpretation

In the interpretation of the By-laws, unless the context otherwise requires, the following rules shall apply:

- (a) Terms defined in the Act and used in the By-laws but not otherwise defined in the By-laws have the same meaning when used in the By-laws;
- (b) Words importing the singular number only shall include the plural and vice versa;
- (c) Words referring to one gender include all genders;
- (d) 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 or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (e) Notwithstanding any provision of the By-laws, where any such provision conflicts with the Act or the Articles, the Act or the Articles, as the case may be, shall govern; and
- (f) The By-laws will be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles.



### **1.3 Affiliation**

The Association is a Member of the OWHF and through the Ontario Hockey Federation, is affiliated with Hockey Canada.

## **ARTICLE 2 GENERAL**

### **2.1 Financial Year End**

Unless otherwise determined by the Board, the financial year-end of Thunder Bay Women's Hockey Association Inc. shall be May 31<sup>st</sup> in each year.

### **2.2 Corporate Seal**

Thunder Bay Women's Hockey Association Inc. may, but need not, have a corporate seal. If a corporate seal is approved by the Board, the President or designate of Thunder Bay Women's Hockey Association Inc. shall oversee the corporate seal and its use.

### **2.3 Conduct of Meetings**

The Directors each of the Core Board, Queens Competitive Division Board, Junior Division Board, and Senior Division Board may determine how to conduct their meetings in accordance with agreement by their respective Chair. If Directors have no preference otherwise, meetings of the Board of Directors shall be conducted according to Robert's Rules of Order.

### **2.4 Execution of Documents**

- (a) Contracts, etc. Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by Thunder Bay Women's Hockey Association Inc. may be signed by any two Directors of the applicable division, signing together or as set out in the Operating Policies and Procedures. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed by resolution of the Board or as set out in the Operating Policies and Procedures.
- (b) Payments and Financial Instruments. All payments issued or endorsed in the name of Thunder Bay Women's Hockey Association Inc. shall be approved by such Directors of Thunder Bay Women's Hockey Association Inc. in such manner as shall be determined from time to time by resolution of the Board or as set out in the Operating Policies and Procedures.

### **2.5 Operating Policies and Procedures**

- (a) Subject to the Act, the Board of Directors may adopt, amend or repeal such operating policies and operational procedures that are not inconsistent with the Articles or the By-laws relating to such matters as terms of reference of committees, duties of officers, code of conduct and conflict of interest, as well as procedural and other requirements relating to the By-laws as the Board of Directors may deem appropriate from time to time. Any operating policy or operational procedure adopted by the Board of Directors will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board of Directors. The Board of

Directors may not adopt policies and procedures in respect of matters that the Act contains mandatory rules about or which the Act requires to be included in either the Articles, the By-laws or both the Articles and the By-laws.

## **2.6 Auditor and Level of Financial Review**

Thunder Bay Women's Hockey Association Inc. shall be subject to the requirements relating to the appointment of an auditor and level of financial review required by the Act. (Refer to Article 1.1 (a) of the Not for Profit Corporations Act, 2010, SO2010,C)

## **2.7 Annual Financial Statements**

Thunder Bay Women's Hockey Association Inc. shall send copies of the annual financial statements and any other documents required by the Act to the Members not less than five (5) days before the day on which an annual Meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed to all Members who have informed Thunder Bay Women's Hockey Association Inc. that they wish to receive a copy of those documents.

# **ARTICLE 3 MEMBERS**

## **3.1 Classes of Members**

Subject to the Act and the Articles, there shall be two classes of members in Thunder Bay Women's Hockey Association Inc.: Tier 1 Members, and Tier 2 Members.

### **(a) Tier 1 Members**

#### **(i) Tier 1 Membership shall be open to individuals that meet the following criteria:**

##### **(A) They are:**

- (1) a parent or guardian of a Participant/Participants under the age of eighteen (18), with such parent or guardian receiving one (1) vote regardless of the number of Participants registered; or,**
- (2) a Participant over the age of eighteen (18) (parents of Participants over the age of 18 are not eligible for Active Membership);**

##### **(B) Said Participant is on a Team in the current season;**

##### **(C) Said Participant is duly registered with the Association through RAMP; and,**

##### **(D) The Participant's Player Registration Fees have been fully paid for.**

#### **(ii) Membership duration is accorded on an annual basis, and active members must re-apply for membership annually.**

#### **(iii) The membership term will be determined from time to time by the Core Board**

- (iv) As set out in the Articles, each Tier 1 Member is entitled to receive notice of, attend and vote at all Meeting of Members, in accordance with the provisions of the By-laws.
  - (v) At all Meeting of Members, a Tier 1 Member shall have one vote.
- (b) Tier 2 Members
  - (i) Tier 2 Membership is available to:
    - (A) Rostered staff member of TBWHA teams. This may include rostered Head Coaches, Coaches, Assistant Coaches, Managers, Trainers, Staff, and all other persons as the Board may see fit to appoint from time to time; and
    - (B) Directors or Officers of TBWHA.
  - (ii) Membership duration is accorded on an annual basis, and Tier 2 Members must re-apply for membership annually.
  - (iii) The membership term will be determined from time to time by the Core Board.
  - (iv) Tier 2 Members shall be accorded the following rights:
    - (A) To participate in OWHHA and TBWHA sanctioned programs as per the rules and regulations of OWHHA and TBWHA; and
    - (B) To attend and vote at all general meetings called by TBWHA.
  - (v) Tier 2 Members shall have one vote at Meetings of the Members.

### **3.2 Eligibility for Membership in Thunder Bay Women's Hockey Association Inc.**

Membership in Thunder Bay Women's Hockey Association Inc. is not automatic and is not a right of any Person. Membership in Thunder Bay Women's Hockey Association Inc. shall be available only to individuals who are interested in furthering Thunder Bay Women's Hockey Association Inc.'s purposes, who are actively involved in participating and supporting TBWHA. Such individuals are deemed as such by either being an active participant, or parent or guardian of an active participant and having paid all associated registration fees, or through their support of TBWHA through their volunteer efforts as a rostered staff member of a TBWHA team or as a director or officer of TBWHA. Such members must be in good standing as defined in TBWHA By-laws.

### **3.3 Conditions of Membership**

Subject to Section 3.1 and 3.2, an individual may become a Member provided that:

- (a) they are appropriately and accurately registered in RAMP;
- (b) If applicable, they have paid all fees, and/or dues; and

- (c) they agree to comply with all of Thunder Bay Women's Hockey Association Inc. governing documents, including the Articles, the By-laws and the Operating Policies and Procedures.

### **3.4 Renewal of Membership**

Membership is year by year. Membership in the following year will be renewed through active participation in in the following year as set out in Sections 3.1-3.3.

### **3.5 Membership Transferability**

There is no transfer of membership.

### **3.6 Effect of Termination of Membership**

Subject to the Act and the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of Thunder Bay Women's Hockey Association Inc., automatically cease to exist.

Membership in Thunder Bay Women's Hockey Association Inc. is terminated when:

- (a) the Member dies, if the Member is an individual;
- (b) the Member resigns by delivering a written resignation to the President of TBWHA, in which case such resignation shall be effective on the date specified in the resignation;
- (c) the Member fails to maintain any of the qualifications or conditions of membership described in Sections 3.1, 3.2 or 3.3 of these By-laws; or
- (d) the Member is expelled or their Membership is otherwise terminated in accordance with the TBWHA Articles or By-laws; or
- (e) Thunder Bay Women's Hockey Association Inc. is liquidated or dissolved under the Act.

### **3.7 Discipline of Members**

- (a) The Core Board shall have authority to suspend or expel any Tier 1 or Tier 2 Members from Thunder Bay Women's Hockey Association Inc. on any one or more of the following grounds:
  - (i) violating any provision of the Articles, By-laws or the Operating Policies and Procedures; or
  - (ii) carrying out any conduct which may be detrimental to Thunder Bay Women's Hockey Association Inc. as determined by the Core Board in its sole discretion; or
  - (iii) for any other reason that the Core Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of Thunder Bay Women's Hockey Association Inc..
- (b) In the event that the Core Board has reason to consider the suspension or expulsion of any Tier 1 or Tier 2 Member from TBWHA on any of the established grounds, they

will establish a Disciplinary Committee who would will undertake a process to evaluate and assess the merit of a suspension or expulsion and arrive at a determination.

- (c) In the event that the Core Board, through the Disciplinary Committee, determines that a Member should be suspended or expelled from Membership in Thunder Bay Women's Hockey Association Inc., the Chair of the Core Board, or such other Director or Officer as may be designated by the Core Board, shall provide at least fifteen (15) days' written notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair of the Core Board, or such other Director or Officer as may be designated by the Core Board, in response to the notice received within such fifteen (15) day period. In the event that no written submissions are received by the Chair of the Core Board, or such other Director or Officer as may be designated by the Core Board, the Disciplinary Committee may proceed to notify the Member that the Member is suspended or will be making a recommendation to the Core Board that the Member be expelled from Membership in Thunder Bay Women's Hockey Association Inc.. If written submissions are received in accordance with this section, the Core Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions. The Core Board's decision shall be final and binding on the Member, without any further right of appeal.

### **3.8 Resignation Does not Affect Disciplinary Investigation**

The resignation of a Member does not affect any disciplinary investigation undertaken by Thunder Bay Women's Hockey Association Inc. involving the Member pursuant to Section 3.7 above.

## **ARTICLE 4 MEMBERS' MEETINGS**

### **4.1 Notice of Members Meetings**

- (a) Means of Notice. In accordance with and subject to the Act, notice of the time and, if applicable, the place of a Meeting of Members shall be given to each Member entitled to vote at the meeting not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held. Notice will be issued through RAMP.
- (b) Special Business. Notice of any Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Members to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting.

### **4.2 Waiver of Notice**

A Member, and any other person entitled to attend a Meeting of Members, may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

#### **4.3 Place of Members' Meetings**

Meeting of Members may be held at any place within Ontario determined by the Core Board, or, if all of the Members entitled to vote at such meeting so agree, outside Ontario.

#### **4.4 Participation by Electronic Means at Members' Meetings**

If the Thunder Bay Women's Hockey Association Inc. chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that Thunder Bay Women's Hockey Association Inc. has made available for that purpose.

#### **4.5 Members' Meeting Held Entirely by Electronic Means**

Notwithstanding Section 4.3, if the Directors or Members of Thunder Bay Women's Hockey Association Inc. call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### **4.6 Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a Meeting of Members shall be those entitled to attend the meeting per the Articles, the Directors, and the auditor of Thunder Bay Women's Hockey Association Inc. (or the person appointed to conduct a review engagement of Thunder Bay Women's Hockey Association Inc.) and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of Thunder Bay Women's Hockey Association Inc. to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

#### **4.7 Annual Meetings**

An annual Meeting of Members shall be held at such time in each year as the Core Board may from time to time determine, provided that the annual meeting must be held not later than six (6) months after the end of Thunder Bay Women's Hockey Association Inc.'s preceding fiscal year end. The annual meeting shall be held for the purpose of: considering the financial statements and reports of Thunder Bay Women's Hockey Association Inc. required by the Act to be presented at the meeting; considering the audit or review engagement report, if any; considering an extraordinary resolution to have a review engagement instead of an audit or not to have an audit or a review engagement; electing Directors, if applicable; reappointment of incumbent auditor or person appointed to conduct a review engagement; and transacting such other business as may properly be brought before the meeting or is required under the Act (the "Annual Meeting Business").

#### **4.8 Special Meetings**

The Core Board may at any time call a special Meeting of Members for the transaction of any business which may properly be brought before the Members.

#### **4.9 Special Business**

All business transacted at a Meeting of Members, except for the Annual Meeting Business, is special business.

#### **4.10 Members Calling a Members' Meeting**

Subject to the exceptions in the Act, the Core Board shall call a special Meeting of the Members in accordance with the Act, on written requisition of Members in Good Standing carrying not less than ten percent (10%) or more of the voting rights that may be cast at a Meeting of the Members sought to be held. Subject to the Act, if the Core Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

#### **4.11 Chair of Members' Meetings**

The chairperson of Meetings of the Members shall be the President. In the event that the President is absent, the President shall appoint either the Queens Competitive Division Vice-President, the Junior Division Vice-President or the Senior Division Vice-President to chair the Meetings of the Members. In the event that both the President and all Vice-Presidents are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **4.12 Quorum at Members' Meetings**

- (a) Subject to the Act, a quorum at any Meeting of Members shall be established as twenty (20) voting members present in-person or electronically at the start of the meeting.
- (b) If a quorum is not present within 30 minutes of the opening of a Meeting of Members, the meeting shall be adjourned and rescheduled at the discretion of the Core Board. Notice of the meeting shall be provided in accordance with Notice requirements for Member Meetings.

#### **4.13 Proxies**

There shall be no proxies.

#### **4.14 Voting Rights**

- (a) Subject to the Act and in accordance with the Articles, each Voting Member who is a Member in Good Standing has the following voting rights at all Meetings of the Members:
  - (i) Each individual member of TBWHA regardless of the number of roles or classifications held (example: coach, manager, parent/guardian of a player, player, or volunteer) is entitled to one (1) vote at the annual Meeting of Members or any Meeting of the Members. No individual shall carry more than one (1) vote even if they qualify under multiple membership categories.

#### **4.15 Method of Voting**

Subject to alternate methods as may be required in the situation set out in Section 4.4 above, voting shall occur as follows:

- (a) Voting for the election of Directors shall be by way of secret ballot; and
- (b) Voting for all other matters shall be by way of a show of hands, unless a secret ballot is requested by a Member entitled to vote at the meeting.

#### **4.16 Votes to Govern**

At any Meeting of Members, every vote shall, unless otherwise provided by the Act, the Articles or the By-laws, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting shall have the casting vote to determine the resolution.

#### **4.17 Changing the Method of Voting by Members not in Attendance at a Meeting of Members**

Pursuant to the Act, a Special Resolution is required to make any amendment to the By-laws of Thunder Bay Women's Hockey Association Inc. to change the method of voting by Members not in attendance at a Meeting of Members.

### **ARTICLE 5 BOARD OF DIRECTORS**

#### **5.1 Number of Directors**

The Board of Directors shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members entitled to vote on such resolution by Special Resolution.

#### **5.2 Composition of Board**

The Board of Directors refers to the collective Directors from each of the Core Board, Queens Competitive Division Board, Junior Division Board, and Senior Division Board of Thunder Bay Women's Hockey Association Inc.. Unless changed in accordance with the Act, the Articles and the By-laws, the composition of the Board of Directors shall include the following positions organized in the following way:

##### **Core Board**

- (a) President
- (b) Core Board Secretary
- (c) Core Board Treasurer
- (d) Vice President of Junior Division
- (e) Vice President of Queens Competitive Division
- (f) Vice President of Senior Division
- (g) Director of Ice Allotment



**Queens Competitive Division Board**

- (h) Queens Secretary/Registrar
- (i) Queens Treasurer
- (j) Queens Ice Allotment
- (k) Queens Sponsorship/Public Relations
- (l) Queens Competition & Education Coordinator

**Junior Division Board**

- (m) Junior Division Secretary/Registrar
- (n) Junior Division Treasurer
- (o) Junior Division Convenor
- (p) Junior Division Convenor
- (q) Junior Division Convenor
- (r) Junior Division Equipment Coordinator

**Senior Division Board**

- (s) Senior Division Secretary/Registrar
- (t) Senior Division Treasurer
- (u) Senior Division Convenor
- (v) Senior Division Convenor

**5.3 Eligibility**

For an individual to be eligible to be elected as a Director of Thunder Bay Women's Hockey Association Inc.:

- (a) such individual shall not have been an employee of Thunder Bay Women's Hockey Association Inc. within the twenty-four (24) month period preceding such individual's nomination or expression of interest for election as a director; and
- (b) such individual shall not have been the chair or a member of the Nominations Committee within the three (3) month period preceding such individual's nomination or expression of interest for election as a director; and
- (c) such individual must be a resident of Ontario; and

- (d) such individual must not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property or been found to be incapable by a court in Canada or elsewhere; and
- (e) such individual must not have an outstanding record of a criminal conviction or convictions and must have fulfilled requirements under the OWHA Screening Policy and associated OWHA process within four (4) weeks of assuming the position; and
- (f) such individual, if already a Director, may not hold a second position as a Director. One person may only act in one Director position and hold its associated vote; and
- (g) such individual shall, at the time of election, intend to serve the full term of one (1) to three (3) years in accordance with the term length of that Director position or until his or her successor is elected or appointed; and
- (h) such individual shall have agreed to abide by the TBWHA Code of Conduct, and all By-laws and policies of TBWHA; and
- (i) such individual must meet any additional eligibility requirements associated with the specific positions as outlined in Section 5.7.

#### **5.4 Conflict of Interest – Board Membership**

- a) To uphold the integrity, focus, and best interests of the Thunder Bay Women's Hockey Association Inc., no member of the Board of Directors may concurrently serve as a board member or hold an executive position with any other active hockey organizations during their term with TBWHA. This provision is intended to avoid real or perceived conflicts of interest, ensure Directors are free from competing obligations, and maintain the loyalty and commitment necessary for effective governance.
- b) Directors are expected to act in the best interests of TBWHA at all times in accordance with Act.
- c) Any Director found to be in violation of this Conflict of Interest provision may be removed by a majority vote of the remaining Directors of their respective board, in accordance with TBWHA's By-laws and processes.

#### **5.5 Director's Consent to Act**

An individual who is elected or appointed as a Director must consent in writing to be a Director in accordance with the Act. A Director who is re-elected or re-appointed as a Director where there is no break in the Director's term of office does not need to consent to act as a Director each time such individual is re-elected or re-appointed as a Director.

#### **5.6 Nominations**

- (a) The Core Board shall appoint a Nominations Committee in accordance with Section 9.36 below. The Nominations Committee shall be responsible for soliciting and evaluating the eligibility of all candidates for election as Directors of Thunder Bay Women's Hockey Association Inc. in accordance with Sections 5.3 and 5.7.

- (b) Nominations for the election of Directors from the floor at any Meeting of Members are not allowed.

## 5.7 Election of Directors

- (a) The Directors shall be elected by the Members at each annual Meeting of Members at which an election of Directors is required.
- (b) Directors shall be elected on the following a rotational basis, in accordance with the policies and procedures of TBWHA.
- (c) The election of Directors shall take place based on each position to be filled on the Board of Directors in accordance with the rotation set out in the policies and procedures of TBWHA.
- (d) A candidate shall be declared elected as a Director when the candidate receives a majority of votes cast. If no candidate is declared elected, the candidate receiving the lowest number of votes and any candidate(s) receiving less than ten (10%) percent of the total vote shall be removed from the ballot and the vote repeated until such time as a candidate is elected. If there is only one candidate nominated for a particular position on the Board of Directors, that candidate shall be elected by acclamation.
- (e) No member shall be nominated for the role of President unless:
  - (i) they are a TBWHA Member in Good Standing and have served a minimum of three (3) full years as a Director in any of the following positions:
    - (A) Vice-President of Queens Competitive Division
    - (B) Vice-President of Junior Division
    - (C) Vice-President of Senior Division
    - (D) Core Board Secretary
    - (E) Core Board Treasurer
    - (F) Director of Ice Allotment
    - (G) Queens Competitive Division Secretary/Registrar
    - (H) Queens Competitive Division Treasurer
    - (I) Junior Division Secretary/ Registrar
    - (J) Junior Division Treasurer
    - (K) Senior Division Treasurer
  - (ii) in the event there are no other eligible candidates available at the time of election, the Core Board may approve a candidate who demonstrates substantial leadership experience within the TBWHA or equivalent organizational experience, subject to a two-thirds majority vote of the Core Board.

- (f) No member shall be nominated for any of the Vice-President positions unless:
- (i) they are a TBWHA Member in Good Standing and have served for at least one (1) full year as a voting Director within the Board of Directors; or
  - (ii) in the event there are no other eligible candidates available at the time of election, the Core Board may approve a candidate who demonstrates substantial leadership experience within the TBWHA or equivalent organizational experience, subject to a two-thirds majority vote of the Core Board.

## **5.8 Term of Office and Number of Terms**

- (a) Each Director shall be elected to hold office until the annual meeting following their term length after such Director is elected, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election.
- (b) There is no limit to the number of consecutive terms a Director may serve as long as such individual remains qualified pursuant to the Act, the Articles and the By-laws.
- (c) The term of Director positions shall be as follows:

President	3 years
Vice President of Queens Competitive Division	3 years
Vice President of Junior Division	3 years
Vice President of Senior Division	3 years
Core Board Secretary	2 years
Core Board Treasurer	2 years
Director of Ice Allotment	2 years
Queens Secretary/Registrar	3 years
Queens Treasurer	3 years
Queens Ice Allotment	2 years
Queens Sponsorship/Public Relations	2 years
Queens Competition & Education Coordinator	2 years
Junior Division Secretary/Registrar	3 years
Junior Division Treasurer	2 years
Junior Division Convenor (3 Positions)	1 year
Junior Division Equipment Coordinator	2 years
Senior Division Secretary/Registrar	1 year
Senior Division Treasurer	2 years
Senior Division Convenor (2 Positions)	1 year

## **5.9 Incumbent Directors**

If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

## **5.10 Automatic Vacation of Office**

The office of a Director shall automatically be vacated when:

- (a) the Director dies; or

- (b) the Director resigns in accordance with the Act and Section 5.11 below; or
- (c) the Director no longer meets the eligibility requirements set out in Section 5.3 above, as determined in the sole discretion of the Core Board; or
- (d) the Director has not consented in writing to hold the office of a Director, despite being requested to do so by the Board, within a reasonable period of time after such individual's election or appointment as a Director; or
- (e) the Director is removed from office in accordance with Section 5.12 below; or
- (f) the Director violates any provision of the Articles, By-laws or Operating Policies and Procedures of TBWHA (including any ethics statement), as determined in the sole discretion of the Core Board.

Where an individual automatically vacates the office of a Director for one or more reasons set out in subsection 5.10 (c) to subsection (f), the Board shall pass a resolution to (i) acknowledge such vacation of office, and (ii) confirm the effective date of such vacation of office. In addition, Thunder Bay Women's Hockey Association Inc. shall provide written confirmation to the individual in question confirming the reason for and effective date of such vacation of office.

#### **5.11 Effective date of Resignation of Director**

A resignation of a Director becomes effective at the time a written resignation is sent to Thunder Bay Women's Hockey Association Inc. or at the time specified in the resignation, whichever is later.

#### **5.12 Removal of Director**

- (a) Subject to the Act, the Members may by Ordinary Resolution at a special Meeting of Members remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.
- (b) The Director can be removed from office by majority vote of Directors from their respective Board (Core Board, Queens Competitive Division Board, Junior Division Board, or Senior Division Board) and that decision is accepted and ratified by the President

#### **5.13 Filling Vacancies**

Where a Director position becomes vacant for whatever reason and there is still a quorum of Directors within that respective Board, the remaining Directors may appoint a qualified individual for a term expiring not later than the close of the next Annual Meeting. No special Meeting of the Members is required unless there are no Directors remaining in office, in which case a voting Member in Good Standing may call a Meeting of Members to elect new Directors.

## **ARTICLE 6      MEETINGS OF DIRECTORS**

### **6.1      Calling of Meetings of the Board**

Meetings of the Board of Directors may be called on the following manner:

- (a) Meetings of the Core Board may be called by the President or any two (2) Directors within Core Board;
- (b) Meetings of the Queens Competitive Division Board may be called by the Vice-President of Queens Competitive Division or any two (2) of the Directors within the Queens Competitive Division Board;
- (c) Meetings of the Junior Division Board may be called by the Vice-President of Junior Division or any two (2) of the Directors within the Junior Division Board; and
- (d) Meetings of the Senior Division Board may be called by the Vice-President of Senior Division or any two (2) of the Directors of within the Senior Division Board.

### **6.2      Notice of Meetings of the Board**

- (a) Notice of the time and, if applicable, place for the holding of a meeting of the Board or Directors shall be given in the manner provided in Section 11.1 of this By-law to every Director of that Board not less than seven (7) days before the time when the meeting is to be held.
- (b) If the meeting of the Board is to be held completely or partly by telephonic or electronic means, the notice for such meeting must include instructions for attending and participating in such meeting, and, if applicable, instructions for voting at such meeting.
- (c) Notice of a meeting shall not be necessary if all of the Directors are present, and none object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- (d) Notice of an adjourned meeting is not required if all of the following are announced at the time of adjournment: (i) the time of the continued meeting, (ii) if applicable, the place of the continued meeting, and (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (e) Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting.
- (f) For the first meeting of the Board to be held following the election of Directors at an annual Meeting of Members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the Directors is present.

### **6.3 Chair of Board Meetings**

- (a) The President of Thunder Bay Women's Hockey Association Inc. shall chair all meetings of the Core Board. In the absence of the President, or if the meeting of the Core Board was not called by the President, the Vice-President of Queens Competitive Division, the Vice-President of Junior Division, or the Vice President of Senior Division shall be the Chair of the meeting.
- (b) The Vice-President of Queens Competitive Division shall chair all meetings of the Queens Competitive Board. In their absence, the Vice-President of Queens Competitive Division shall appoint another from amongst the Queens Competitive Board, or in agreement, members of the Queens Competitive Board shall select one from amongst themselves to be the Chair of the meeting.
- (c) The Vice-President of Junior Division shall chair all meetings of the Junior Division Board. In their absence, the Vice-President of Junior Division shall appoint another from amongst the Junior Division Board, or in agreement, members of the Junior Division Board shall select one from amongst themselves to be the Chair of the meeting.
- (d) The Vice-President of the Senior Division shall chair all meetings of the Senior Division Board. In their absence, the Vice-President of the Senior Division shall appoint another from amongst the Senior Division Board, or in agreement, members of the Senior Division shall select one from amongst themselves to be the Chair of the meeting.

### **6.4 Regular Meetings of the Board of Directors**

- (a) The Core Board will meet no fewer than four (4) times in such places and times as determined by the President of the Thunder Bay Women's Hockey Association Inc. or those calling the meeting as outlined in Section 6.1. Additional Core Board meetings shall be determined as required by the President or those calling the meeting as outlined in Section 6.1.
- (b) The Queens Competitive Division Board will meet no fewer than four (4) times in such places and times as determined by the Vice-President of Queens Competitive Division or those calling the meeting as outlined in Section 6.1. Additional Queens Competitive Division Board meetings shall be determined as required by the Vice-President of Queens Competitive Division or those calling the meeting as outlined in Section 6.1.
- (c) The Junior Division Board will meet no fewer than four (4) times in such places and times as determined by the Vice-President of Junior Division or those calling the meeting as outlined in Section 6.1. Additional Junior Division Board meetings shall be determined as required by the Vice-President of Junior Division or those calling the meeting as outlined in Section 6.1.
- (d) The Senior Division will meet no fewer than four (4) times in such places and times as determined by the Vice-President of Senior Division or those calling the meeting as outlined in Section 6.1. Additional Senior Division Board meetings shall be determined as required by the Vice-President of Senior Division or those calling the meeting as outlined in Section 6.1.

## **6.5 Participation at Meeting by Telephone or Electronic Means**

A Director may, in accordance with the Act and the Regulations, participate in a meeting of the Board by means of a telephonic, electronic or other communications facility that permits all participants to communicate with each other simultaneously and instantaneously during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at the meeting.

## **6.6 No Alternate Directors**

No person shall act for an absent Director at a meeting of the Board. Specifically, no Director may send another person to attend a meeting of the Board to represent that Director in a vote and no Director may appoint another person as that Director's proxy to attend a meeting on that Director's behalf and vote.

## **6.7 Quorum**

Subject to the Act or the Articles, a majority of the number of Directors elected or appointed to each respective Board according to Section 5.7 shall constitute a quorum at any meeting of that Board. For the purpose of determining quorum, a Director may be present in person or by telephonic or electronic means.

## **6.8 Votes to Govern at Meetings of the Board**

Each Director has one (1) vote. At all meetings of each respective Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting shall have the casting vote.

## **6.9 Confidentiality**

Every Director shall respect the confidentiality of matters brought before the Board or before any committee of the Board.

## **6.10 Conflict of Interest**

### **(a) Duty to Disclose**

Every Director and Officer shall disclose promptly, and fully, and in writing (where they are able to) to their respective Board any situation where they have a real, potential, or perceived conflict of interest with the interests of the TBWHA.

### **(b) Definition of Conflict of Interest**

A conflict of interest includes, but is not limited to:

- (i) Holding a board or executive position with another active hockey organization, league, or association;
- (ii) Financial interest in any contract, transaction, or decision affecting the TBWHA;
- (iii) Personal relationships, affiliations, or circumstances that could impair or be perceived to impair impartiality or objectivity in decision-making; and
- (iv) Any situation where personal gain, benefit, or loyalty to another organization could conflict with the duty to act in the best interests of the TBWHA.

### **(c) President's Authority to Declare Conflict**



The President, upon consultation with the Core Board, or the Vice-President, upon consultation with their respective Board, if necessary, may declare that a Director or Officer is in a real, potential, or perceived conflict of interest. In such cases, the affected individual shall recuse themselves from all discussions and voting related to the matter.

(d) **Participation in Decision-Making**

No Director or Officer with a real, potential, or perceived conflict of interest shall participate in discussion or vote on any matter relating to the conflict. They must leave the room (or virtual meeting) during such discussions if requested.

(e) **Declaration and Recording**

All conflicts of interest, whether self-declared or declared by the President or respective Vice-President, shall be recorded in the minutes of the meeting.

(f) **Failure to Disclose or Comply**

Failure to disclose a conflict of interest or to comply with recusal requirements may result in disciplinary action by the respective Board, up to and including removal from the respective Board.

## **ARTICLE 7 DUTIES OF DIRECTORS & DIVISIONAL BOARDS**

### **7.1 DUTIES OF DIRECTORS**

All Directors are also Officers. Subject to the Act, Directors shall have the following duties, powers and hold the following offices associated with their positions:

#### **Core Board**

- (a) *President* – Provides leadership to the organization; chairs Core Board meetings; ensures adherence to TBWHA and OWHA constitution and By-laws; represents TBWHA in official capacities; oversees strategic direction and facilitates collaboration across divisions; ratifies appointments and chairs the Disciplinary Committee.
- (b) *Vice-President of Queens Competitive Division* – Chairs the Queens Competitive Division Board; oversees all activities, operations, and compliance the Queens Competitive Division; liaises with the Core Board to align divisional initiatives with organizational goals.
- (c) *Vice-President of Junior Division* – Chairs the Junior Division Board; oversees all activities, operations, and compliance the Junior Division; liaises with the Core Board to align divisional initiatives with organizational goals.
- (d) *Vice-President Senior Division* – Chairs the Senior Division Board; oversees all activities, operations, and compliance the Senior Division; liaises with the Core Board to align divisional initiatives with organizational goals.
- (e) *Core Board Secretary* – Maintains minutes and records for Core Board meetings; oversees communication and documentation; ensures compliance with legal and organizational recordkeeping requirements.

- (f) *Core Board Treasurer* – Manages finances for the TBWHA; oversees budgeting, reporting, and financial compliance; prepares financial statements and liaises with divisional treasurers.
- (g) *Director of Ice Allotment* – Coordinates and allocates ice time across all divisions; liaises with divisional ice coordinators and treasurers and municipal ice services.

#### **Queens Competitive Division Board**

- (h) *Queens Secretary/Registrar* – Handles registration processes; maintains accurate records; and supports divisional communication.
- (i) *Queens Treasurer* – Manages divisional finances, budgeting, and expenditures; prepares reports for the Queens Competitive Division and Core Board.
- (j) *Queens Ice Allotment* - Organizes ice schedules specific to the Queens Competitive Division in coordination with the Director of Ice Allotment.
- (k) *Queens Sponsorship/Public Relations* – Secures sponsorships and builds community relationships; manages media, marketing, and promotional efforts.
- (l) *Queens Competition & Education Coordinator* – Supports coach and player development; facilitates training sessions, education programs, and compliance with OWHA standards.

#### **Junior Division Board**

- (m) *Junior Division Secretary/Registrar* – Handles registration processes and maintains accurate documentation; supports meeting scheduling and communication.
- (n) *Junior Division Treasurer* - Oversees division's budget and finances; coordinates with the Core Treasurer and communicates with the Director of Ice Allotment.
- (o) *Junior Division Convenors* (3 positions) - Support day-to-day operations of teams and leagues; communicate with coaches, parents, and officials; ensure smooth execution of games and events.
- (p) *Junior Division Equipment Coordinator* - Manages inventory and distribution of equipment for the Junior Division, and coordinates procurement of equipment as required.

#### **Senior Division Board**

- (q) *Senior Division Secretary/Registrar* - Maintains registration data and supports internal communication for the division.
- (r) *Senior Division Treasurer* - Handles financial operations for the Senior Division, including budgeting and reporting.
- (s) *Senior Division Convenors* (2 positions) – Coordinates league play, schedules, and team management; act as liaison between players, teams, and the Board.

## **7.2 Divisional Board Meetings and Oversight**

Each Divisional Board shall:

- (a) Maintain minutes of all meetings and provide them to the Core Board upon request; and
- (b) Be responsible for addressing division-specific operational matters and ensuring alignment with TBWHA policies and procedures.

### **7.3 Divisional Board Responsibilities**

Each Divisional Board is responsible for matters within its division, including but not limited to:

- (a) Team formation and balancing;
- (b) Selection and recommendations for coaches and team staff;
- (c) Equipment needs and purchases specific to the division;
- (d) Scheduling of games and practices in coordination with the Director of Ice Allotment;
- (e) Addressing conduct or operational concerns within the division;
- (f) Supporting events, initiatives, and development opportunities for players and staff in the division;
- (g) Setting division specific operational procedures;
- (h) Preparing division specific operational budgets and establishing associated division specific player and/or registration fees in consultation with the Core Board; and
- (i) Informing the Core Board of any Divisional Board specific changes or proposed changes, that could impact the TBWHA as a whole.

### **7.4 Divisional Board Voting Authority**

- (a) Each Divisional Board is entitled to vote on matters related only to their division, as outlined in their responsibilities.
- (b) Voting rights within each Divisional Board shall be defined by its composition and confirmed annually by the Core Board. Decisions made at Divisional Board meetings shall be reported to the Core Board as needed for oversight and coordination
- (c) Divisional Boards do not have the authority to amend the TBWHA Constitution or Bylaws; such amendments may only be made through a vote of the voting Members, as outlined in these Bylaws. Divisional Boards also do not have voting authority on:
  - i) Financial decisions that impact the TBWHA as a whole;
  - ii) Policies and procedures that extend beyond their division; or
  - iii) Matters requiring a vote of the full TBWHA Board of Directors, or more than one Divisional Board as determined by the Core Board.
- (d) This clause does not restrict any individual Divisional Board member who qualifies as a Voting Member from exercising their full voting rights at the TBWHA Annual General Meeting or any other general meeting of the members.

## **7.5 Divisional Board Meeting Attendance**

By invitation only, and as non-voting participants, each Divisional Board meeting may be attended by:

- (a) Members of the respective Division (including, but not limited to: coaches, convenors, managers, or others as may be deemed appropriate by the Vice President);
- (b) Members of the Core Board or other Divisional Boards as ex officio participants; or
- (c) Individuals invited by the Chair of the Divisional Board meeting for consultation or support.

## **ARTICLE 8 CRITICAL OPERATIONAL POSITIONS**

### **8.1 Composition**

TBWAH requires individuals to fulfill Critical Operational Positions (COPs) within the corporation. Directors will appoint individuals to Critical Operational Positions within their respective Division. Individuals in these positions may be requested to make recommendations to their respective Board but shall not vote in Board matters.

### **8.2 Term**

The term of each Critical Operational Position, other than the Director of Technology, and shall be one (1) year. The term of Director of Technology shall be three (3) years.

### **8.3 Duties of Critical Operational Positions**

Unless otherwise specified by their respective Board, the following duties are associated with Critical Operational Positions:

- (a) Director of Technology - Oversees website, registration platforms, and digital communication tools; provides technical support and digital solutions for the organization.
- (b) Referee in Chief - Manages officiating matters including recruitment, assignment, development, and evaluation of referees; liaises with OWHA on officiating policies.
- (c) Immediate Past President - Provides continuity and support during leadership transitions; offers guidance and historical insight; in a non-voting advisory role.
- (d) Head Coach – Appointed by respective Divisional Boards, they are responsible for overseeing team operations which may include making recommendations to their respective Board on the selection of other team staff.
- (e) Others – As seasonally determined by operational need and approved by the associated Board (Core Board, Queens Competitive Division Board, Junior Division Board, and Senior Division Board)

#### **8.4 Vacancy in Critical Operational Position**

- (a) In the absence of a written agreement to the contrary, respective Boards may remove, whether for cause or without cause, any individual in a Critical Operational Position. Unless so removed, an individual shall hold the position until the earlier of:
  - (i) the expiry of the individual's term in the position,
  - (ii) the individual's successor being appointed,
  - (iii) the individual's resignation, or
  - (iv) the individual's death.
- (b) If any Critical Operational Position becomes vacant, the Directors may appoint an individual to fill such vacancy.

### **ARTICLE 9 COMMITTEES**

#### **9.1 Types of Committees**

- (a) Thunder Bay Women's Hockey Association Inc. may establish Standing Committees and/or Operational Committees.
- (b) The Core Board, Queens Competitive Division Board, Junior Division Board or Senior Division Board may also establish ad hoc committees from time to time that are deemed necessary for managing the affairs of the Corporation. The Core Board, Queens Competitive Division Board, Junior Division Board or Senior Division Board may appoint members of such ad hoc committees or provide for the election of members of committees and may prescribe the duties and terms of reference of such ad hoc committees.

#### **9.2 Restrictions on Committees**

No committee has the authority to incur debts in the name of Thunder Bay Women's Hockey Association Inc., unless expressly authorized by the appropriate Board.

#### **9.3 Standing Committees**

- (a) During the intervals between the meetings of the Core Board, Queens Competitive Division Board, Junior Division Board or Senior Division Board, the Standing Committees shall possess and may exercise in all cases in which specific directions have not been given by the associated Board, in such manner as the Standing Committee shall deem best for the interests of the Corporation.
- (b) The above is subject to:
  - (i) any regulations which the Core Board, Queens Competitive Division Board, Junior Division Board or Senior Division Board may from time to time impose;
  - (ii) any governance manual or terms of reference passed by the Core Board from time to time;

- (iii) such acts as must by law be performed by the Board of Directors itself; and,
  - (iv) the description, duties, and responsibilities of each committee and of the committee chairpersons, shall be set out in the Association's Policy and Procedures Manual as amended from time to time by resolution of the Core Board.
- (c) All transactions of the Standing Committees shall be reported to the affiliated Board by the chairperson of the committee and must be ratified by the appropriate Board at a subsequent meeting of that Board.

#### **9.4 Operational Committees**

The Core Board, Queens Competitive Division Board, Junior Division Board or Senior Division Board shall determine types of operational committees required.

#### **9.5 Discipline Committee**

The Discipline Committee is responsible for reviewing incidents, complaints, and conduct issues that may arise within TBWHA. In accordance with the OWHA discipline policy, the committee ensures that all matters are handled fairly, promptly, and consistently. The committee may investigate, hold hearings and issue appropriate sanctions as needed to uphold the values of safety, respect, and sportsmanship. All decisions are made with transparency and adherence to OWHA guidelines and TBWHA's code of conduct.

#### **9.6 Nominations Committee**

The Nominations Committee is responsible for overseeing the fair and transparent election of board members within TBWHA. This committee solicits and reviews nominations, and ensures candidates meet eligibility requirements, in accordance with the association's By-laws. The Nominations Committee operates independently to promote equity, inclusivity, and good governance throughout the selection process.

### **ARTICLE 10 INDEMNIFICATION AND INSURANCE**

#### **10.1 Limitation of Liability**

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to Thunder Bay Women's Hockey Association Inc. through the insufficiency or deficiency of title to any property acquired by Thunder Bay Women's Hockey Association Inc. for or on behalf of Thunder Bay Women's Hockey Association Inc. or for the insufficiency or deficiency of any security in or upon which any of the monies of Thunder Bay Women's Hockey Association Inc. shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom or which any of the monies, securities or effects of Thunder Bay Women's Hockey Association Inc. shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

## **10.2 Indemnity of Directors and Officers**

Except as provided in section 46 of the Act, every director and officer of Thunder Bay Women's Hockey Association Inc., every former director or officer of Thunder Bay Women's Hockey Association Inc. or a person who acts or acted at Thunder Bay Women's Hockey Association Inc.'s request as a director or officer of a body corporate of which Thunder Bay Women's Hockey Association Inc. is or was a shareholder or creditor, and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by Thunder Bay Women's Hockey Association Inc. from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such corporation or body corporate if,

- (a) the individual acted honestly and in good faith with a view to the best interests of Thunder Bay Women's Hockey Association Inc. or other entity, as the case may be; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

## **10.3 Insurance**

Subject to the limitations contained in the Act, Thunder Bay Women's Hockey Association Inc. may purchase and maintain insurance for the benefit of an individual referred to in subsection 46(1) of the Act against any liability incurred by the individual:

- (a) in the individual's capacity as a director or officer of Thunder Bay Women's Hockey Association Inc.; or
- (b) in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at Thunder Bay Women's Hockey Association Inc.'s request.

## **ARTICLE 11 GENERAL MATTERS**

### **11.1 Method of Giving any Notice**

- (a) **Method of Delivery.** Subject to Sections 4.1 and 6.2 above, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the auditor (or person appointed to conduct a review engagement of Thunder Bay Women's Hockey Association Inc.) shall be sufficiently given:
  - (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of Thunder Bay Women's Hockey Association Inc. or in the case of notice to a Director to the latest address as shown in the last notice that was filed by Thunder Bay Women's Hockey Association Inc. in accordance with the Act;

- (ii) if mailed to such person at such person's recorded address by prepaid ordinary mail;
  - (iii) if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
  - (iv) if provided in the form of an electronic document in accordance with the Act.
- (b) Time of Delivery. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor (or person appointed to conduct a review engagement of Thunder Bay Women's Hockey Association Inc.) or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of Thunder Bay Women's Hockey Association Inc. to any notice or other document to be given by Thunder Bay Women's Hockey Association Inc. may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **11.2 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

## **11.3 Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, Thunder Bay Women's Hockey Association Inc. shall not be required to give any further notices to such Member until such Member informs Thunder Bay Women's Hockey Association Inc. in writing of the Member's new address.

## **11.4 Waiver of Notice**

Any Member, proxyholder, Director, Officer, member of a committee of the Board or auditor (or person appointed to conduct a review engagement of Thunder Bay Women's Hockey Association Inc.) may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

## **11.5 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor (or person appointed to conduct a review engagement of



Thunder Bay Women's Hockey Association Inc.), or the non-receipt of any notice by any such person where Thunder Bay Women's Hockey Association Inc. has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### **11.6 Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

### **ARTICLE 12 DISPUTE RESOLUTION**

Disputes or controversies among Members, Directors, Officers, Registrants, committee members and the Voting Members' Counsel are as much as possible to be resolved in accordance with the dispute resolution provisions of the policies and procedures of Thunder Bay Women's Hockey Association Inc..

### **ARTICLE 13 AMENDMENTS**

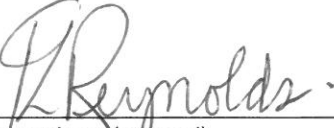
#### **13.1 Amendment to Articles**

The Articles may only be amended if the amendment is confirmed by a Special Resolution. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

#### **13.2 By-laws and Effective Date**

- (a) Subject to the Act and the Articles,
  - (i) the Board may, by resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of Thunder Bay Women's Hockey Association Inc.
  - (ii) any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-law, amendment, or repeal.
  - (iii) the Voting Members may by resolution, make, amend, or repeal a by-law in accordance with the Act.
- (b) In accordance with the Articles and subject to the Act, any By-law, amendment, or repeal of a By-law shall require confirmation by the Members by Special Resolution.
- (c) Previous By-laws - All previous By-laws of Thunder Bay Women's Hockey Association Inc. are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the By-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to their repeal.

**ENACTED** as By-law No. 1 of Thunder Bay Women's Hockey Association Inc. by the Board of Directors as of the 24th day of June, 2025.

  
\_\_\_\_\_  
President (signed)

  
\_\_\_\_\_  
Core Board Secretary (signed)

**CONFIRMED** by the Members as of the 24th day of June, 2025.

  
\_\_\_\_\_  
Core Board Secretary (signed)