



MEMO

Date: April 20, 2022

To: All Members

From: Girls Hockey Calgary Association (GHC)

Subject: Proposed Alterations and Additions to Girls Hockey Calgary Association (GHC) Bylaws

On behalf of the Committee on Bylaws, we respectfully submit the following proposed changes to the **Girls Hockey Calgary Association (GHC)** Bylaws for approval by the membership at a Special General Meeting, to be held on Wednesday, May 11, 2022.

GHC's bylaws clarify the association's objectives, membership, election processes, governance structure and other key aspects of how GHC operates. GHC's bylaws were last updated in May 2010 and are available to view [here](#). Due to Board Governance Review recommendations, the GHC bylaws require amendment. To support a strong governance process, the GHC Board of Directors reviewed the bylaws in their entirety to identify alterations and additions required at this time.

Any alterations or additions must be approved by a Special Resolution at any Annual General Meeting or a Special General Meeting held for that purpose. As per our current bylaws, members must receive twenty-one (21) days' notice of the Special General Meeting, which must include details of the proposed resolution to change the bylaws. Approval of a Special Resolution requires a vote of not less than 3/4 of those Members present at the Special Meeting who are eligible and entitled to vote.

Please find included:

1. Notification of Special General Meeting;
2. Summary of the Proposed Amendments;
3. Special Resolution to Amend Bylaws;
4. Proposed Bylaws (Schedule A);
5. Proposed Bylaws highlighting amendments (Schedule B).

Warm Regards,

Girls Hockey Calgary Association (GHC)

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Notification of Special General Meeting

Girls Hockey Calgary Association (GHC)

Special General Meeting

Date: May 11, 2022

Time: 7:00 PM MDT

Location: Virtual (Zoom Webinar)

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To ensure that electronic votes can be verified,
attendees are required to RSVP by **Wednesday, May 11 @ 12:00 pm MDT**

Please RSVP at <https://www.girlshockeycalgary.com/special-meeting-rsvp/>

Email Invite for Virtual AGM will be provided on May 11, 2022.

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Summary of the Proposed Amendments to the Bylaws

Change in Date of Annual General Meeting (AGM)

- The current bylaws require that the Association hold its Annual General Meeting no later than May 31st of each calendar year. The current bylaws also require that the AGM include the presentation of audited Financial Statements containing information on all the financial involvement in the name of the Association during the past fiscal year. Holding the AGM no later than May 31st does not allow sufficient time to receive an audited Financial Statements. Therefore, the Association would like to adjust the date requirements of the AGM to “three (3) months after the fiscal year end” to allow more time to receive and present audited Financial Statements. (Note: There is an Audit of the books, accounts and records of the Association once each year.)
- AGM or Special General Meeting proceedings section has been rearranged for clarity.
- The threshold for quorum of the AGM has been increased to a majority of the Board plus ten (10) eligible voting members present and entitled to vote.

Appointment of a Governance and Nomination Committee

The Board will appoint a Governance and Nomination Committee to oversee recruitment, Board evaluations and succession planning each year. The intention is to continually attract new Board members, provide assessment and guidance for current Board members, and to ensure long-term Board sustainability for the Association. Committee members will:

- a) solicit prospects for Board vacancies and present candidates to the membership;
- b) assist with Board orientation;
- c) assist with succession planning;
- d) assist with descriptions for Board members, officers, coordinators and committees;
- e) review bylaws, policies and submit recommendations to the Board;
- f) conduct or oversee regular Board self-evaluations.

Change in Frequency of Meetings of the Board

The current bylaws require Meetings of the Board shall be held a minimum of once every forty-five (45) days. Updating the frequency to at least every sixty (60) days provides flexibility around busier periods (i.e. September, when Board and Committee members are meeting informally regularly) and holidays (i.e. December.) Meetings of the Board may be held at any time in case of urgent circumstances, and would still be held as often as the business and affairs of the Association require.

Use of Virtual Meetings and Digital Technology

The Societies Act has temporarily allowed organizations to provide meeting notices, conduct meetings and hold votes using digital technology during the pandemic. The bylaws need to be

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adjusted if we would like to preserve the flexibility to hold virtual meetings in non-pandemic times and make use of electronic banking. These adjustments were made in the following circumstances:

- Annual General Meeting (AGM)
- Special General Meeting
- Meetings of the Board
- Accounting for Quorum
- Voting
- Banking

Addition of Bylaw Review

Beginning in 2025 and every five years thereafter, the President shall establish a special committee to conduct a general review of the Bylaws of the Association.

Revision of Membership Section

- Membership classification section has been re-worded and shortened for clarity and avoid fragmentation. No privileges have been removed from original classification of members.
- Added section on obligations of members.
- Replaced language from the original section on “Membership Fees”, which stated that fees are due prior to evals. (This does not reflect current practice for families awaiting financial assistance.)
- Updated membership year from May 1-April 31 to June 1-May 31, to reflect member registration period.

Editorial Amendments

A number of non-substantive editorial changes, including:

- a) Added Preamble to include “GHC” to the definition of Girls Hockey Calgary Association.
- b) Removed definitions that do not appear elsewhere in the document. (“Annual Evaluation”, “Southern Alberta Women's Hockey Association.”)
- c) Added definitions that appear in the document. (“Bylaws”, “Calgary Region”, “Good Standing”, “Majority Age”, “Members”, “Officer”)
- d) Capitalized various defined terms throughout the document.
- e) Updated references to “MHAC” and “City of Calgary” to reflect current naming conventions.
- f) Added a clarification of the requirement to approve a “Special Resolution.”
- g) Replaced “his/her” with gender-neutral pronouns “they”, “them” and “their” to refer inclusively to individuals of all genders and gender-identities.
- h) Renumbering various sections to accommodate proposed changes.
- i) Updated references to “articles” versus “sections” to be consistent throughout.
- j) Updated lists with consistent use of semicolons.
- k) Applied a consistent use of in-text numbers e.g., sixty (60).

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Special Resolution

The Board of Directors of Girls Hockey Calgary Association hereby gives notice that at a Special General Meeting of the Association to be held May 12, 2022, the Board of Directors will be proposing the following Special Resolution to amend the GHCA Bylaws:

WHEREAS Article 7.1 of the current GHCA Bylaws states that “These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or, a Special General Meeting held for that purpose.”; *and*

WHEREAS the GHCA Board of Directors conducted a general review of the Bylaws and identified a number of amendments to be considered by the GHCA membership; *and*

WHEREAS the proposed amended Bylaws, attached as Schedule “A”, are more comprehensive and add further clarity to certain provisions contained therein; *and*

WHEREAS a comparison of the Bylaws, attached as Schedule “B”, highlights the revisions contained within the amended Bylaws as compared against the existing GHCA Bylaws. (Proposed amended language is highlighted; proposed deleted language is struck through.)

BE IT RESOLVED THAT the Girls Hockey Calgary Association Bylaws be replaced in their entirety with the Bylaws attached as Schedule “A”.

Note: To be approved, the Societies Act requires 75% of GHC Members in attendance to vote in favour of the changes. Once passed by GHC Members, the approved Bylaw changes do not take effect until approved by Corporate Registry.

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