

**BY-LAW 1**

**WATERLOO GIRLS HOCKEY ASSOCIATION**



**Approved by  
the Membership  
June 22 2023**

## BY-LAW NUMBER 1

### A By-law Relating Generally to the Transaction of the Affairs of the WATERLOO GIRLS HOCKEY ASSOCIATION (WGHA)

#### SECTION 1 - GENERAL

##### 1.01 Definitions

In this By-Law, unless the context otherwise requires:

- a) "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as from time to time amended;
- b) "Articles" means the letters patent or articles of the Corporation as amended from time to time;
- c) "Association" means the WGHA;
- d) "Board" means the board of directors of the Corporation;
- e) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- f) "Chair" means the meeting chair;
- g) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- h) "Extraordinary Resolution" – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution;
- i) "Director" means an individual occupying the position of director of the Corporation by whatever name they are called;
- j) "Member" means a member of the Corporation;
- k) "Members" means the collective membership of the Corporation;
- l) "Officer" means an officer of the Corporation;
- m) "Ordinary Resolution" – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- n) "President" means the President of the Corporation;
- o) "Special Resolution" – a resolution passed by not less than two-thirds of the votes cast on that resolution. Special Resolutions considered by the Members must be submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution; and
- p) "telephonic or electronic means" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks.

##### 1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in the By-Law that are defined

in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa.

### **1.02 NAME, HEAD OFFICE AND SEAL**

1. The name of the Corporation will be the WATERLOO GIRLS HOCKEY ASSOCIATION W.G. H.A. (hereinafter called the "WGHA").
2. The head office of the WGHA will be in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

### **1.03 AFFILIATIONS**

The WGHA will be affiliated with Ontario Women's Hockey Association.

### **1.04 SEVERABILITY AND PRECEDENCE**

The invalidity or unenforceability of any provision of this By-Law will not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-law is inconsistent with those contained in the articles of the Act, the provisions of the articles of the Act, as the case may be, will prevail.

## **SECTION 2 - MEMBERSHIP**

The membership of the WGHA will consist of one category of individuals as follows:

1. **Active Members** are all WGHA elected or appointed Directors, the Conveners, Committee Members and up to ten (10) individuals who have applied for and have been approved as Members by the Board of Directors by way of Ordinary Resolution.

Reference to "Members," "members" or to "membership" in this By-law will mean collectively the Active Members.

Members must register with the WGHA and agree to abide by the WGHA's By-laws, policies, procedures, rules, and regulations.

## **SECTION 3 – RECORDS OF MEMBERSHIP**

The Secretary will keep a current list of Members, based on the eligible members as in Section 2 - Membership.

## **SECTION 4 – TERMINATION OF MEMBERSHIP**

1. Any member may resign from the WGHA by mailing or e-mailing written notice of resignation to the Secretary accompanied by payment of all monies owing to the WGHA;
2. Members may be suspended or expelled for breach of the By-law, or Rules and Regulations, Code of Conduct or other written policies and procedures of the WGHA, OWHA and or Hockey Canada;
3. Termination of membership, whether by resignation, expulsion or otherwise, will effective as of the date of termination, result in the removal of all rights within the WGHA of the member, but will not be deemed to discharge any financial obligation of the member to the WGHA accrued prior to the date of such termination and not then fulfilled; and
4. All matters respecting suspension and expulsion of members and termination of membership will decide by the Board of Directors supported by a report from the Grievance and Appeals Committee.

## **SECTION 5 – MEETINGS OF THE MEMBERS**

### **5.01 Annual Meeting:**

The Annual Meeting (AM) of the WGHA will be open to all Members and current participants in WGHA programs. The AM will be held within one hundred twenty (120) days of the WGHA's fiscal year end. Any Member, upon request, will be provided, not less than twenty (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

### **5.02 Special Meetings:**

A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the WGHA that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

### **5.03 Notice of Meetings:**

Notice of any Meetings, whether annual or special, must be posted on the WGHA

website ([www.waterlooravens.com](http://www.waterlooravens.com) ).

Notice of the Annual Meeting will be posted on the WGHA website ([www.waterlooravens.com](http://www.waterlooravens.com) ) at least twenty-eight (28) days before the meeting is to take place and will stay posted for the four (4) weeks leading up to the meeting. The notice for Annual Meetings will contain invitations to submit nominations for position on the Board of Directors, for election at the meeting, in accordance with Article 10.

Notice of any Special Meeting will be posted on the WGHA website ([www.waterlooravens.com](http://www.waterlooravens.com)) seven (7) days prior to the meeting. The notice will specify the purpose for which it is being called.

#### **5.04 Quorum and Manner of Action:**

- (a) A quorum for the transaction of business at any Annual or Special Meeting will consist of not less than fifty (50%) of the Directors and not less than five (5) Members in total.
- (b) Except as otherwise specified in this By-law, the actions of a majority of the members present and voting at a meeting at which a quorum is present will be the action of the meeting of the membership.
- (c) A meeting at which a quorum is initially present may transact all business noted on the agenda for the meeting. In the event of the withdrawal of members from the meeting resulting in a loss of quorum, the meeting Chair will continue the meeting for purposes of discussion and record. All matters requiring a vote will be deferred to the next meeting of the Members.
- (d) Except where otherwise provided for in this By-law, meetings of the membership may be conducted in-person, by teleconference or videoconference.
- (e) Actions arising from a meeting of the membership, such as a recorded vote, may be conducted in-person, by e-mail or other electronic means, teleconference or videoconference.
- (f) The meeting Chair will be the President, or such other member of the Board of Directors appointed by the President to chair the meeting.

#### **5.05 Voting at Annual or Special Meetings:**

- (a) Voting Members who are 18 years old or older at the time of the meeting of the Members may exercise one (1) vote.

- (b) At all Members' meetings, all questions will be decided by Ordinary Resolution, unless specifically provided by the Act or these By-laws. Tied votes are defeated.
- (c) Voting may be either by a show of hands or by such other means as Members are able to indicate their intent or by secret ballot at the discretion of the Chair; but the latter will be used whenever it is so requested by any member. The secret vote count will be made public at the meeting in question upon request of any member.

#### **5.06 Rules for Conducting Meetings:**

The following rules will govern all Annual or Special Meetings of the Members:

- (a) If there is no quorum within thirty (30) minutes of the time fixed for the meeting to begin the Chair will declare that there can be no meeting on this occasion;
- (b) Any questions of procedure which have not been provided for in this By-Law or by applicable legislation will be determined in accordance with the rules of order adopted by the Board, or failing such adoptions, adopted by the chair of the meeting;
- (c) The Chair will have the right to require that any motion or resolution be presented in writing before the meeting; and
- (d) The Chair will decide all questions of order, in accordance with the rules of order.

#### **5.07 Order of Business at Annual Meetings:**

- (a) Subject to subsection (b), the order of business at all Annual Meetings of the WGHA will be as follows:
  - i) Opening of the meeting and explanation of procedural rules governing meetings;
  - ii) Reading of the minutes of the previous Annual Meeting together with minutes of any Special Meetings held since the last Annual Meeting;
  - iii) Business arising from the minutes;
  - iv) Treasurer's report;
  - v) Appointment of Auditors
  - vi) Amendments to the By-laws of the WGHA, if any
  - vii) Explanations of Director positions open for election;
  - viii) Election of Directors;
  - ix) President's address (including Directors Reports);
  - x) Unfinished business.

- (b) The order of business may be altered by a Special Resolution of Members present at the meeting
- (c) No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

### **5.08 Order of Business at Special Meetings:**

The President will determine the order of business at any Special Meeting.

## **SECTION 6 - DIRECTORS**

### **6.01 Board of Directors**

The affairs of the WGHA will be managed by Officers and Directors who will be collectively called the "Board of Directors." Each Officer and Director has a vote on the Board of Directors. The Board of Directors will be comprised of a minimum of three (3) and a maximum of (14) Director.

By virtue of affirm these By-laws, the Members agree via Special Resolution to permit the Board to determine the number of Director positions on the Board provided that:

- a) The number of Director positions is at least three (3) and no more than fourteen (14); and
- b) The determination of the number of Director positions on the Board does not have the effect of shortening the term of a sitting Director

Directors may be appointed, by the Board, to serve as Directors of various portfolios related to the operations of the WGHA (e.g., Ice Scheduler, Communications Director, Discipline Director, etc.). Directors may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

### **6.02 Powers of the Board**

The Board is empowered to:

- (a) Manage the Association's affairs in accordance with the Act and the By-laws (including, without limiting the generality of the foregoing, establishing policies, procedures, rules and regulations);

- (b) Make policies, procedures, rules and regulations relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies, procedures, rules and regulations;
- (c) Make policies, procedures, rules and regulations relating to the management of disputes within the Association and deal with disputes in accordance with such policies, procedures, rules and regulations;
- (d) Employ or engage under contract such persons as it deems necessary to carry out the Association's work;
- (e) Determine registration policies, procedures, rules and regulations, recommend membership dues, and determine other registration requirements;
- (f) Enable the Association to receive donations and benefits for furthering the Association's purposes;
- (g) Make expenditures for furthering the Association's purposes;
- (h) Borrow money upon the Association's credit as it deems necessary in accordance with the By-laws; and
- (i) Perform any other duties from time to time as may be in the Association's best interests.

### **6.03 Eligibility of Directors and Officers**

- (a) To be eligible for election as a director, an individual must:
  - (i) Be eighteen (18) years of age or older;
  - (ii) Not have been found under the *Substitute Decisions Act, 1992*, or under the *Mental Health Act* to be incapable of managing property;
  - (iii) Have not been declared incapable by a court in Canada or in any other country;
  - (iv) Not be an "ineligible individual" as defined in the Income Tax Act (Canada or any regulations made under it);
  - (v) Not have the status of bankrupt; and
  - (vi) Be a Member in Good Standing of the Corporation.

No Directors will hold the position of head coach on any WGHA representative team during any period of time in respect of which such individual is a Director.



(b) To be eligible for certain Officer positions, an individual must meet the specific position criteria as follows:

- (i) The President of the WGHA will not hold any other position in the WGHA such as coach, assistant coach, trainer, or manager on any WGHA team.
- (ii) Candidates for President must have served as a member of the Board of Directors for not less than two (2) years. The candidate need not have been on the most recent Board of Directors.
- (iii) Candidates nominated for Vice-president must have served on the Board of Directors, of the WGHA for not less than one (1) year.
- (iv) To be eligible for the position of Treasurer preference will be given to individuals with an active designation as defined by CPA Canada. If the Board of Directors cannot fill the Treasurer position with a person with at least one these designations, the Board of Directors may appoint a person with an accounting background and or an accounting company to fulfill the accounting requirements of the Treasurer position until such time as the Board of Directors fills the role with an individual who has the required designation.

#### **6.04 OFFICERS**

The WGHA will have four (4) Officers, as follows:

- (a) **President:** The President will be the chief executive of the WGHA, will convene and preside over meetings of the WGHA Board or Meetings of Members, and will serve as liaison with OWHA.
- (b) **Vice-President:** The Vice-President will substitute for the President in their absence or inability to serve.
- (c) **Treasurer:** The Treasurer will be responsible for the disbursement of WGHA funds and the preparation of periodic financial statements.
- (d) **Secretary:** The Secretary will be responsible for maintaining minutes of the meetings of the Board of Directors, and Annual Meetings and Special Meetings. The Secretary will maintain the list of Members.

#### **6.05 Method of Election of Officers and Directors**

- (a) Nominations for members of the Board of Directors must be submitted in

writing to the Chair Nominations Committee, as outlined in the WGHA board policy. Nominations will be accepted provided the following conditions are met:

- i. the nominee meets the criteria, if any, for the position for which they are nominated as provided herein.
- ii. the written consent of the nominee is included in the nomination
- iii. the nomination is signed by the nominator,
- iv. An individual can stand for nomination for only one (1) position each year.

(b) After receiving nominations, the Chair, Nominations Committee will present a list of all duly nominated persons to stand for election at the next Annual Meeting. The presentation of the list of nominees will be done by posting on the WGHA website ([www.waterlooravens.com](http://www.waterlooravens.com)), at least seven (7) days prior to the Annual Meeting.

(c) At the Annual Meeting, the Chair will determine from the number of nominations submitted for each position whether or not a formal election is required for that position.

(d) Where an election is not called for with respect to a position, the nominee will be acclaimed. For positions where a formal election is required, voting by a show of hands, or method by which Members can make their intentions known or voting by secret ballot will be used, at the Chair's discretion. In the event of tie, voting by show of hands or by such other means as Members are able to indicate their intent or secret ballot, at the discretion of the Chair, will be held to break the tie.

(e) If no nominations have been received prior to 14 days before the Annual Meeting for a vacant Board position the Board of Directors confirmed at the Annual Meeting may leave the position vacant or fill the vacant position(s) as outlined in section 7.07 below

(f) Immediately following the Annual Meeting, the Board of Directors will meet to confirm the Officers and the roles and responsibilities of each Director.

#### **6.06 Length of the Terms of Board Positions:**

(a) All positions on the Board of Directors will have a term of two (2) years, renewable through election for up to three (3) consecutive terms. A Director's term may be extended until a successor is elected or appointed. A Member may participate in the election process after a one (1) year vacancy from the Board. The new Directors will take over their said positions as of the completion of the Annual Meeting in which the Directors were elected to the Board of

Directors. The new Officers will take over their said positions at the meeting immediately following the Annual Meeting in which their positions were confirmed.

- (b) The terms for members of the Board of Directors will expire on a staggered basis.

#### **6.07 Vacancies:**

The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary; or
- (b) if the Director dies or becomes bankrupt; or
- (c) if the Director is found to be incapable of managing property by a Court or under Ontario law; or
- (d) if, at a Special Meeting of the Members called and held in compliance with the Act and the By-laws, an Ordinary Resolution is passed by the Members removing the Director before the expiration of the Director's term of office.

#### **6.08 Filling Vacancies on the Board of Directors:**

A vacancy on the Board may be filled as follows:

- (a) a quorum of Directors may fill a vacancy with a qualified individual appointed for the remainder of the term;
- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office will, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- (c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by Ordinary Resolution and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- (d) the Board may fill any other vacancy by Ordinary Resolution, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

#### **6.09 Discipline of Board of Directors:**

- (a) A member of the Board of Directors may be disciplined for:

- (i) breach of the By-laws or Rules and Regulations of the WGHA;  
or
- (ii) failing in their fiduciary obligation to act honestly, in good faith and in the best interests of the WGHA and its members; or
- (iii) failing to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

(b) A motion to discipline a member of the Board of Directors may not take place unless a meeting of the Board of Directors has been called for such purposes.

A Special Resolution is required to discipline a Director.

#### **6.10 Removal of an Officer or Director:**

An Officer may be removed by Ordinary Resolution of the Board of Directors at meeting provided the Officer has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. Two thirds (2/3) of the Board of Directors must be in attendance at the meeting.

A Director may be removed by Ordinary Resolution of the Voting Members at an Annual Meeting, or a Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. An Ordinary Resolution is required to remove a director.

#### **6.11 NO REMUNERATION FOR OFFICERS AND DIRECTORS**

The Officers and Directors will serve as such without remuneration and no Officer or Director will directly or indirectly receive any profit from occupying the position of Officer or Director provided that Officers and Directors may be reimbursed for reasonable expenses they incur in the performance of their duties.

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

An individual who is elected or appointed to hold office as a director will, in writing, consent to the election or appointment within 10 days after the election or appointment, unless the Director has been elected or appointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the 10-day period, the election or appointment is still valid.

### **SECTION 7 - MEETINGS OF THE BOARD OF DIRECTORS**

#### **7.01 Meetings of the Board of Directors:**

- (a) Meetings of the Board of Directors will be held a minimum of six (6) times per year or as otherwise decided by the Board of Directors at such place or places as from time to time determined by the Board of Directors. An annual schedule of meetings will be prepared and distributed to the members of the Board of Directors by the Secretary by mid-August each year.
- (b) Written notice served other than by mail, of meetings of the Board will be given to all Directors at least one (1) day prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- (c) A Board of Directors meeting may be held without notice immediately following the Annual Meeting of the WGHA.
- (d) The Board of Directors may consider or transact any business either special or general at any meeting of the Board of Directors that relates to the activities and business of WGHA.
- (e) The Board may go to an in-camera session at any time to consider business in camera if the business deals with:
  - i. discipline of any Director or Member; or
  - ii. expulsion or suspension of any person from any office of the Corporation; or
  - iii. recruitment, employment, or performance review of personnel; or
  - iv. acquisition of property or other contractual arrangements; or
  - v. preparation or planning for preparation of a competitive bid, quote, or similar activity.

#### **7.02 Quorum and Manner of Action:**

- (a) Fifty (50) per cent of the members of the Board of Directors will constitute a quorum for transaction of business.
- (b) A meeting of the Board of Directors at which a quorum is initially present may continue to transact business as long as a quorum is present. In the event of the withdrawal of Officers and or Directors from the meeting resulting in a loss of quorum, the meeting Chair will continue the meeting for the purposes of discussion and record. All matters requiring a vote will be deferred to the next meeting of the Board of Directors.
- (c) Except where otherwise provided for in this By-law, meetings of the Board of Directors may be conducted in-person, by teleconference, videoconference, or other electronic means. that permits all participants to communicate adequately with each other

during the meeting. Directors participating by such means are deemed to be present at that meeting.

- (d) Actions arising from a meeting of the Board of Directors, such as a recorded vote, may be conducted in-person, by e-mail or other electronic means, teleconference or videoconference.
- (e) If an Officer or Director has a conflict of interest respecting a matter subject to a vote, such Officer or Director shall disclose the conflict of interest and the Officer/Director will not participate in the discussion nor vote.
- (f) The Board of Directors may not vote by proxy.
- (g) Motions arising at any meeting of the Board of Directors will be decided by Ordinary Resolution. Each Officer and Director is entitled to one vote. In the event of a tie vote, motion is defeated.

### **7.03 Minutes of the Board of Directors Meetings:**

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

## **SECTION 8 – CONFLICT OF INTEREST**

### **8.01 Conflict of Interest:**

An Officer, Director, Member will declare that they have a conflict of interest wherever they or one of their family members is directly or indirectly involved in a matter before the committee/Board of Directors of which they are a member (e.g., when one of their children is a player involved in the situation under consideration). Once a conflict of interest has been declared, said Officer, Director or Member may not attend any part of a meeting of the Directors or vote on any resolution to approve the matter in question.

If no quorum exists for the purposes of voting on a resolution to approve a matter before the Board and or Committee, only because one or more Director(s) are not permitted to be present at the meeting by virtue of a conflict, the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.

### **8.02 Disclosure of Interests in Contracts:**

Every Officer, Director or Member who is directly or indirectly interested in an existing

contract or proposed contract with the WGHA will declare their interest and absence themselves from discussions and decisions on the contract. A general notice given to the Board or relevant committee will be a sufficient disclosure of interest. If a member has made a declaration of their interest in a proposed contract, they are not accountable to the WGHA, the Board of Directors or to any of its Members for any profit realized from the contract, and the contract is not voidable by reason only of their holding office or of the fiduciary relationship established thereby.

If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Director(s) are not permitted to be present at the meeting by virtue of a conflict, the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.

## **SECTION 9 – PROTECTION OF DIRECTORS AND OTHERS**

### **9.01 Protection of Officers, Directors, and Members:**

No Director, Officer or committee member of the Association is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have:

- i) complied with the *Act*, the Articles and By-laws; and
- ii) exercised their powers and discharged their duties in accordance with the *Act*.

## **SECTION 10- BOARD COMMITTEES**

### **10.01 Board Committees**

Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee(s) the Board determines necessary for the execution of the Board's responsibilities or to advise the Board. The Board will determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

## **10.02 Procedures at Board Committee Meetings**

Procedures at and quorum for Board committee meetings will be determined by the chair of each Board committee, unless established by this By-law, Board resolution, or in Board approved terms of reference.

## **10.03 Delegation to a Committee**

The Board may delegate to any committee comprised entirely of Directors any of the Board's powers other than the following powers:

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

## **SECTION 11- BANKING AND EXECUTION OF DOCUMENTS**

### **11.01. Banking Arrangements:**

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

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

### **11.02 Borrowing**

The Board may from time to time, in accordance with the Association's financial policies:

- (a) borrow money on the Association's credit;
- (b) issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Association;
- (c) give a guarantee on behalf of the Association to secure performance of an obligation of any person; and



- (d) charge, mortgage, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Association.

### **11.03 Audits:**

At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts, and records of the WGHA in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the WGHA and must be permitted to conduct an audit of the WGHA under the *Public Accounting Act, 2004*, as amended.

### **11.04 Execution of Documents:**

Deeds, transfers, licenses, contracts, and engagements on behalf of the WGHA will be signed by the President or Vice-President; and by the Treasurer.

### **11.05 Annual Financial Statements and Books**

The Directors will approve financial statements (evidenced by signature of one or more Directors) of the WGHA of the last fiscal year of the WGHA but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report or review engagement (if any); and
- c) Any further information respecting the financial position of the WGHA.

The necessary books and records of the WGHA required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The WGHA's articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the WGHA on a quarterly basis.

Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board

## **SECTION 12 FISCAL YEAR**

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

## **SECTION 13 – NOTICES**

### **13.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the Association's records and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **13.02 Computation of Time**

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

### **13.03 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **SECTION 14 - ADOPTION AND AMENDMENT OF BY-LAWS**

Subject to Section 15 (when applicable), these By-laws may only be amended, revised, repealed, or added to by:

- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject, or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments

that are considered fundamental changes, the voting Members may confirm, reject, or amend the By-laws by Ordinary Resolution.

## **SECTION 15 – FUNDAMENTAL CHANGES**

A Special Resolution of the voting Members is required to make the following fundamental changes to the By-laws or articles of the WGHA. Fundamental Changes are defined as follows:

- a) Change the WGHA's name;
- b) Add, change, or remove any restriction on the activities that the WGHA may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change, or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change, or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the WGHA;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the WGHA is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change, or remove any other provision that is permitted by the Act.