

**BY-LAW 1
FOR THE
WATERLOO GIRLS MINOR HOCKEY ASSOCIATION**



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

June 15, 2017

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BY-LAW NUMBER 1

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

ARTICLE 1

Definitions

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "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;
- d. "Chair" means the meeting chair
- e. "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;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an officer of the Corporation.
- j. "President" means the President of the Corporation

ARTICLE 2

NAME, HEAD OFFICE AND SEAL

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

ARTICLE 3

AFFILIATIONS

The WGMHA will have the following affiliations:

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

ARTICLE 4

PURPOSES AND OBJECTIVES

The purposes and objectives of the WGMHA will be:

1. to uphold the three governing principles "For the kids" "For the game" and "For the fun of it". These three governing principles will form the basis of this By-law and will guide the Board of Directors in all decisions and, program development and delivery;
2. to promote and develop organized amateur hockey for girls in the City of Waterloo, including both (a) the development of the maximum opportunity for participation in House league hockey teams and (b) the development of Representative teams with high levels of competency;
3. to help develop good character among players, and members, by teaching the importance of the values of physical competition, physical activity, good sportsmanship, social participation good fellowship, and the fair treatment of others (with respect to the latter, there will be no place in the WGMHA for unjust discrimination);
4. to help foster strong civic spirit among members of the WGMHA and other community members who support the organization's activities.

ARTICLE 5

MEMBERSHIP

The membership of the WGMHA will consist of three categories of individuals as follows:

1. **Active Members** are all individuals involved in the administration of the WGMHA as elected or appointed Directors, all Coaches and Managers in the House League and Representative League for the current applicable hockey season or if the hockey season has ended, the preceding season (the "Season"), and any other Regularly Involved Volunteers (individuals who have volunteered a minimum of ten (10) hours in the preceding season); and all players aged eighteen (18) years and older.
2. **Parent Members** are all parents and/or guardians of registered players where the latter are under the age of eighteen (18) years.
3. **Life Members** are any individual who in the opinion of the Board of Directors and membership warrants this designation because he/she has rendered extraordinarily distinguished service to the WGMHA or the sport of girls' hockey in the City of Waterloo. This category of membership is intended to be reserved for those very few individuals who have made exceptional contributions to girls' minor hockey in the City of Waterloo. Life members will be nominated through a majority vote of the Board of Directors. Their membership must be affirmed through a majority vote on the matter at an Annual General Meeting. Notwithstanding the foregoing, all Past Presidents of WGMHA will receive membership upon completion of their term as Past President.

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

ARTICLE 6

RECORDS OF MEMBERSHIP

The Secretary will keep a current list of Members, based on the eligible members as in Article 5.

ARTICLE 7

TERMINATION OF MEMBERSHIP

1. Any member may resign from the WGMHA by mailing written notice of resignation to the Secretary accompanied by payment of all monies owing to the WGMHA;
2. Members may be censured, suspended or expelled for breach of the By-law, or Rules and Regulations, Code of Conduct or other written policies and procedures of the WGMHA;
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 WGMHA of the member, but will not be deemed to discharge any financial obligation of the member to the WGMHA accrued prior to the date of such termination and not then fulfilled; and
4. All matters respecting censure, suspension and expulsion of members and termination of membership will be decided by the Board of Directors supported by a report from the Grievance and Appeals Committee, as specified by this By-law (see especially Articles 14 below, on the WGMHA's communication and administration of Rules.

ARTICLE 8

ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS

1. Annual Meeting:

The Annual Meeting (AGM) of the WGMHA will be open to all members and to the general public. The AGM will be held within ninety (90) days of the season year end in April at such place and time in the City of Waterloo as determined by the Board of Directors.

2. Special Meetings:

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

3. Notice of Meetings:

Notice of any Meetings, whether annual or special, must be posted on the WGMHA website (www.waterlooravens.com).

Notice of the Annual Meeting will be posted on the WGMHA website (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 General Meeting will be posted on the WGMHA website (www.waterlooravens.com) seven (7) days prior to the meeting. The notice will specify the purpose for which it is being called.

4. Quorum and Manner of Action:

- a) A quorum for the transaction of business at any Annual or Special General Meeting will consist of not less than fifty (50%) of members of the Board of Directors and not less than ten (10) 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 Chair will be the President of WGMHA or such other member of the Board of Directors appointed by the President to chair the meeting.

5. Voting at Annual General or Special General Meetings:

- a) All Members in good standing who are in attendance at an Annual or Special General Meeting will be entitled to vote on any issue to be determined at such meeting. No person will have more than one (1) vote. There will be no proxy voting permitted. All persons voting must be at least eighteen (18) years of age.
- b) All questions will be decided by a majority of votes, and in case of a tie-vote the Chair will cast a deciding vote.
- c) Any election of Directors and Officers will be by secret ballot. Beyond this, 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.

6. Rules for Conducting Meetings:

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

- 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) Parliamentary procedure, as specified in Robert's Rules of Order Revised (the "Rules of Order), will be followed at all meetings;
- 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.

7. Order of Business at Annual General Meetings:

- a) (Subject to subsection (b), the order of business at all Annual General Meetings of the WGMHA will be as follows:
 - i. Opening of the meeting and explanation of procedural rules governing meetings;
 - i. Reading of the minutes of the previous Annual General Meeting

- together with minutes of any Special Meetings held since the last Annual Meeting;
- ii. Business arising from the minutes;
 - iii. Treasurer's report;
 - iv. President's address;
 - v. Amendments to the By-laws of the WGMHA, if any
 - vi. Explanations of Directorships open for elections;
 - vii. Election of Directors;
 - viii. Directors Reports;
 - ix. Unfinished business.

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

8. Order of Business at Special General Meetings:

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

ARTICLE 9

BOARD OF DIRECTORS

The affairs of the WGMHA will be managed by Officers and Directors who will be collectively called the "Board of Directors". Each Officer and Director has a voting membership on the Board of Directors. The Board of Directors will be comprised of fourteen (14) Directors.

The Immediate Past President will be an ex-officio member, with voting privileges, of the Board of Directors

Special Directorships may be added on an as needed basis according to the growth and accompanying need of the WGMHA based on a majority vote of the Board of Directors. Any such Special Directorships will be confirmed at the next Annual Meeting.

The duties of each Officer and Director will be set by the Board of Directors and may be amended from time to time by the Board of Directors.

Article 10

OFFICERS

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

- a) **President:** The President will be the chief executive of the WGMHA, will convene and preside over meetings of the WGMHA Board or Meetings of Members, and will serve as liaison with OWHA.
- b) **Vice-President:** The Vice-President will substitute for the President in his or her absence or inability to serve.
- c) **Treasurer:** The Treasurer will be responsible for the disbursement of WGMHA 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.

ARTICLE 11

ELIGIBILITY, ELECTION, TERMS, AND TERMINATION OF OFFICERS AND DIRECTORS

1. Eligibility for Board of Directors Positions:

- 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 the power under law to contract;
 - (iv) Have not been declared incapable by a court in Canada or in any other country;
 - (v) Not have the status of bankrupt; and
 - (vi) Be a Member in Good Standing of the Corporation.

No members of the Board of Directors will hold the position of head coach on any WGMHA team during any period of time in respect of which such individual is a member of the Board of Directors.

- b) To be eligible for certain Officer positions, an individual must meet the specific

position criteria as follows:

- (i) All Officers must be Directors
- (ii) The President of the WGMHA will not hold any other position in the WGMHA such as coach, assistant coach, trainer or manager on any WGMHA team.
- (iii) 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.
- (iv) The Past President role will be filled by the individual who served most recently as President and who is no longer continuing in that role. If the individual declines to assume the Past President role the Board of Directors may, but is not required to, appoint any other former President of the WGMHA to the position. The Board of Directors may leave the position vacant until it is assumed by the then current President after his/her term.
- (v) Candidates nominated for Vice-president must have served on the Board of Directors, of the WGMHA for not less than one (1) year.
- (vi) Candidates for other positions must be members of the WGMHA at the time of nomination.
- (vii) To be eligible for the position of Treasurer the nominee must have an active designation as a CPA or CPA, CA or CPA, CMA, or CPA, CGA. 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 at least one of the required designations.

2. 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, fourteen (14) days prior to the date of the Annual General Meeting after which date nominations will be deemed closed. Nominations will be accepted provided the following conditions are met:

- i. the nominee meets the criteria, if any, for the position for which he/she is 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. both the nominee and the nominator must be members in good standing of the WGMHA.

A member 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 WGMHA website (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 General Meeting for a vacant Board position the Board of Directors confirmed at the Annual General Meeting may fill the vacant position(s) as outlined in section 4 below
- f) Immediately following the Annual General Meeting, the Board of Directors will meet to confirm the Officers and the roles and responsibilities of each Director.

3. 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 Officers and Directors will take over their said positions as of the completion of the Annual Meeting in which the Officers and Directors were elected to the Board of Directors.
- b) The terms for members of the Board of Directors will expire on a staggered basis.:

- c) Any Officer and/or Director may resign his/her position by providing written notice to the President

4. Vacancies on the Board of Directors:

Vacancies on the Board of Directors, may, at the discretion of the Board of Directors, be filled by appointment or remain vacant for the remainder of the term so long as a quorum of the Board of Directors remains. Any vacancy in a position will be filled at the next Annual Meeting in accordance with procedures set forth above. If there is not a quorum of the Board of Directors in office, the remaining members of the Board of Directors will call a meeting of the Members to fill the vacancies or such number as required to constitute a quorum.

In the event of an Officer vacancy, the WGMHA Board will appoint an eligible person who meets the criteria for the position to fulfil the remainder of the term.

5. Discipline of Board of Directors:

- a) A member of the Board of Directors may be censured, suspended, expelled or removed from the Board of Directors for:
 - i. breach of the By-laws or Rules and Regulations of the WGMHA; or
 - ii. failing in his/her fiduciary obligation to act honestly, in good faith and in the best interests of the WGMHA 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 special meeting of the Board of Directors has been called for such purposes.
- c) A vote of two-thirds of the votes cast is required to enforce discipline of a member of the Board of Directors.

6. Removal of an Officer or Director:

An Officer may be removed by Special 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 and a vote of two thirds (2/3) of the votes cast is required to remove an Officer.

A Director may be removed by Special 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. A vote of two thirds (2/3) of the votes cast is required to remove a Director.

ARTICLE 12

MEETINGS OF THE BOARD OF DIRECTORS

1. Meetings of the Board of Directors:

- a) Regular meetings of the Board of Directors will be held a minimum of ten (10) times per year or as otherwise decided by the Board of Directors at such place or places within the City of Waterloo as from time to time is 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-December each year.
- b) Special meetings of the Board of Directors may be called, by the President or, in his/her absence, the Vice-President. Notice of such special meetings must be delivered, e-mailed, or telephoned to all Officers and Directors not less than one day before the meeting is to take place.
- c) A Board of Directors meeting may be held without notice immediately following the Annual Meeting of the WGMHA.
- 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 WGMHA.
- e) The Board may go to an in-camera session at any time with the approval of two-third (2/3) majority of the Board members present 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.

2. 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.
- 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 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 a majority of votes of board members present. Each Officer and Director is entitled to one vote on matters requiring a vote. In the event of a tie vote, the Chair will break the tie.
- h) Except as otherwise provided by law, the Articles of WGMHA, or this By-law, the act of a majority of those Officers and Directors present in person at a meeting, teleconference call or by other electronic means at which a quorum is present, will be the action of the Board of Directors.
- i) Parliamentary procedure, as specified in Robert's Rules of Order Revised, will be followed at all meetings of the Board of Directors.

3. Representations to the Board:

- a) Generally, the meetings of the Board of Directors will be open to any

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

- b) Permission to give representations to the Board of Directors meetings may be requested by individuals or groups. Such representations to the Board of Directors must be requested in writing with the topic(s) specified. Requests should be sent to the Secretary who will forward them to the President. The latter will then extend the sender(s) an invitation to attend an upcoming meeting of the Board of Directors. Where possible, this will be the next Board of Directors meeting.
- c) The Board of Directors will have the right to set a reasonable time limit for such representations, although efforts will be made to see that everyone has an opportunity to be fully heard.
- d) A written reply to the representation will be sent to the presenter(s) within forty-eight (48) hours of the meeting.
- e) Written representations may also be submitted to the Board of Directors by submitting same to the Secretary. Such representations will be reviewed at the next meeting of the Board of Directors, provided that they are submitted fourteen (14) days before the meeting. A written reply will then be sent to the sender(s) of the representation within forty-eight (48) hours.

4. Minutes of the Board of Directors Meetings:

Minutes of any regular and special meetings of the Board 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.

ARTICLE 13

REMUNERATION, CONFLICTS OF INTEREST AND PROTECTION OF OFFICERS DIRECTORS AND MEMBERS

1. Remuneration of Officers, Directors and Active Members:

The Officers, Directors and Active members will serve without remuneration. No

Officer, Director or Active Member may directly or indirectly receive any profit from their position, but they may be reimbursed for reasonable expenses incurred in the performance of their duties, by decision of the Board of Directors.

2. Conflicts of Interest:

An Officer, Director, Member will declare that he/she has a conflict of interest wherever they or one of their family members is directly or indirectly involved in a matter before the committee/Board of Directors of which they are a member (e.g., when one of their children is a player involved in the situation under consideration). If said Officer, Director or Member does not declare a conflict, another Officer, Director or Member has the discretion to declare said person in conflict with proof and approval of the Board of Directors. Once a conflict of interest has been declared, said Officer, Director or Member may at the discretion of the Chair, participate in the discussion and may be asked to withdraw and leave the meeting when voting takes place on the matter in question.

3. 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 WGMHA will declare his/her interest and absence himself/herself from 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 his/her interest in a proposed contract he/she is not accountable to the WGMHA, 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 his/her holding office or of the fiduciary relationship established thereby.

4. Protection of Officers, Directors and Members:

- a) Every Officer, Director or Member and their heirs, executors, and administrators ("Indemnified Person"), who has undertaken a liability on behalf of the WGMHA, will at all times be indemnified and saved harmless by the WGMHA from and against all costs charges and expenses whatsoever which such Indemnified Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties for the WGMHA, save and except in respect of any wrongful and or negligent acts or omissions.
- b) No Member will be liable for the acts or omissions of any other Member.

5. Responsibility for Acts:

The Officers, Directors and other Active Members will not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the WGMHA, except such as will have been submitted to and authorized or approved by the Board of Directors.

ARTICLE 14

STANDING COMMITTEES

The following standing committees will be constituted at the discretion of the Board of Directors each year. Terms of reference, appointment of members and appointment of Chairs to the standing committees are reviewed on an annual basis by the Board of Directors. The Committee members will hold office until the next Annual Meeting, or until resignation or dismissal. Reference in this Article to “members” means members of the committee. Reference in this Article to “Members” will be as defined in Article 5.

1. Grievance and Appeals Committee:

The Grievance and Appeals Committee will consist of five (5) members as follows

- the President or Past President,
- two (2) Directors, one of which will be the Director responsible for concerns and support and
- two (2) Parent Members or Active Members as determined by the Board of Directors.

The Committee will administer the WGMHA's grievances and appeals procedures, as further specified in the Manual of Operations

2. Leagues Management Committee:

The Leagues Management Committee (LMC) will consist of seven (7) members as follows

- Five (5) Directors/Officers, and
- Up to three (3) other Members as determined by the Board of Directors.

The LMC is responsible for the efficient and effective management of all aspects of operations for the WGMHA.

3. Finance Committee:

The Finance Committee will consist of five (5) members as follows:

- Treasurer
- the President or Vice President,
- one (1) Officer or Director and
- two (2) other Members as determined by the Board of Directors.

The Finance Committee is responsible for providing oversight on all financial matters of the WGMHA including but not limited to the preparation of the Annual Operating Plan, and ensuring the Treasurer prepares regular reports on the financial health of WGMHA.

4. Other Committees:

The Board of Directors may establish any other committees, which in its opinion are necessary or advisable. The Board of Directors will approve the terms of reference for such committee(s).

ARTICLE 15

RULES, REGULATIONS AND SUSPENSIONS

1. Rules and Regulations may be established from time to time by the Board of Directors.
2. Coaches and Managers of House league and Representative teams; the Director of House League and the Director of Representative Hockey may establish additional Rules and Regulations provided that they are not in conflict with the By-laws, Code of Conduct, Rules and Regulations of the WGMHA, and provided that they are approved in writing by the League Management Committee.
3. Coaches can propose to suspend any player or volunteer with their team who is in contravention of the Bylaws, Rules, Regulations or Codes of Conduct of the WGMHA or approved team rules.
4. The Directors of House League Hockey and/or Representative Hockey, or in their absence, the appropriate Convenor(s) may suspend or confirm the suspension of any player, volunteer, or Member whose actions or omissions are contrary to the Bylaws, Rules, Regulations or Code of Conduct of the WGMHA. Such persons must report in writing, with reasons, any suspension of a player, volunteer or Member to the suspended party, the Past President and the President of the WGMHA.
5. The Board of Directors can at any regular meeting or at a special meeting,

suspend or confirm the suspension of any, Member, volunteer or, player for breach of the Bylaws, Rules, Regulations or Code of Conduct of WGMHA.

6. Items 1) to 5) above are all subject to the grievance and appeals process of the WGMHA as outlined in the Manual of Operations.

A current list of By-laws, Rules, Regulations and Code of Conduct of the WGMHA will be kept posted on the WGMHA web site (www.waterlooravens.com), and copies of these materials will be made available to Members upon request to the Secretary.

Any additional Rules and Regulations which are developed by Convenors or Coaches or Managers for their specific teams will be distributed in writing to all members (players and/or parents, and Coaches, Managers, and other volunteers) for whom the Rules and Regulations apply.

ARTICLE 16

MOVEMENT OF PLAYERS

All OWHA rules and guidelines regarding movement of players will be adhered to by the WGMHA along with any rules and guidelines that the WGMHA adopt or pass respecting the movement of players.

ARTICLE 17

PLAYER ELIGIBILITY

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

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

ARTICLE 18

AMENDING THE BY-LAWS

1. This By-law of the WGMHA may be repealed or amended if two steps are followed. First, the amendment must be approved by a majority vote of the Board of Directors. Second, to be effective, the amendment(s) must be approved by an affirmative vote of at least two-thirds (2/3's) of the members present at a Special Meeting or at an Annual Meeting.
2. Any proposed amendments to this By-law will be first submitted in writing to the Board of Directors. Provided that they are submitted not less than seven (7) days before the next monthly meeting of the Board of Directors. These proposals will be discussed and voted on at such up-coming meeting.
3. After an amendment has passed by a vote of the Board of Directors, it will then be brought to either a Special Meeting or the next Annual Meeting, as the Board of Directors determines, for a vote on the amendment(s) by the Membership. Proposed By-law amendments will be made available to the Membership upon request seven (7) days prior to either the Special Meeting or Annual Meeting at which the proposed amendments will be discussed.

ARTICLE 19

BANKING AND EXECUTION OF DOCUMENTS

1. Banking Arrangements:

The banking business of the WGMHA 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 WGMHA's behalf including, but without restricting the generality of the foregoing, the operating of the WGMHA's accounts and the execution of any documentation relating thereto.

2. Audits:

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

3. Execution of Documents:

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

ARTICLE 20

FISCAL YEAR

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

Enacted June 15, 2017

In ratifying this By-Law, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

Original Signed

President

Secretary