

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



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

June 18, 2020

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)

SECTION 1 - GENERAL

1.01 Definitions

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

- a. "Act" means the *Corporations Act* (Ontario) and any act that may be substituted therefor (including the *Not-for-Profit Corporations Act, 2010* (Ontario)), 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 WGMHA;
- 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. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- i. "Member" means a member of the Corporation;
- j. "Members" means the collective membership of the Corporation; and
- k. "Officer" means an officer of the Corporation.
- l. "President" means the President of the Corporation

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*.

1.03 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's corporate seal shall be in the form determined by the Board.

1.04 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.

SECTION 2 - PURPOSES AND OBJECTIVES

The purposes and objectives of the WGMHA will be:

- 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;
- 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;
- 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);
- to help foster strong civic spirit among members of the WGMHA and other community members who support the organization's activities.

SECTION 3-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.

SECTION 4 – RECORDS OF MEMBERSHIP

The Secretary will keep a current list of Members, based on the eligible members as in Section 3 - Membership.

SECTION 5 – 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.

SECTION 6 – MEETINGS OF THE MEMBERS

6.01 Annual Meeting:

The Annual Meeting (AM) of the WGMHA will be open to all members and to the general public. The AM 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.

6.02 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.

6.03 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 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.

6.04 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 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 meeting Chair will be the President of WGMHA or such other member of the Board of Directors appointed by the President to chair the meeting.

6.05 Voting at Annual or Special 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.

6.06 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.

6.07 Order of Business at Annual 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;
 - ii. Reading of the minutes of the previous Annual General 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. President's address (including Directors Reports);
 - vi. Amendments to the By-laws of the WGMHA, if any
 - vii. Explanations of Directorships open for elections;
 - viii. Election of Directors;
 - 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

6.08 Order of Business at Special General Meetings:

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

SECTION 7 - DIRECTORS

7.01 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 a minimum of 3 and up to 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.

7.02 Powers of the Board

The Board is empowered, in a manner consistent with the requirements of the Ontario Women's Hockey Association, including but not limited, 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.

7.03 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 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 representative 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. 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.

7.04 OFFICERS

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.

7.05 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, 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 Meeting for a vacant Board position the Board of Directors confirmed at the Annual Meeting may 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.

7.06 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 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.

7.07 Vacancies:

The office of a Director shall be vacated immediately:

1. 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;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a Court or under Ontario law; or
4. if, at a meeting of the Members called and held in compliance with the Act and the By-laws, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

7.08 Filling Vacancies on the Board of Directors:

A vacancy on the Board may be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors;

2. 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 shall, 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;
3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
4. the Board may fill any other vacancy by a majority vote, 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.

7.09 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.

7.10. 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.

7.11 NO REMUNERATION FOR OFFICERS AND DIRECTORS

The Officers and Directors shall serve as such without remuneration and no Officer or Director shall 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 Officer or Directors' duties.

SECTION 8 - MEETINGS OF THE BOARD OF DIRECTORS

8.01 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-August 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.

8.02 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.
- 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) If all of the Directors consent, Directors may participate in a meeting of the Board or of a committee of Directors by telephonic or 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.

8.03 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.

8.04 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.

SECTION 9 – CONFLICT OF INTEREST

9.01 Conflict 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 not attend any part of a meeting of the Directors or vote on any resolution to approve

the matter in question.

9.02 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 WGMHA will declare his/her interest and absence himself/herself 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 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.

SECTION 10 – PROTECTION OF DIRECTORS AND OTHERS

10.01 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 his or her respective office or trust provided that they have:

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

SECTION 11- STANDING COMMITTEES

Committees may be established by the Board as follows. 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 shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

SECTION 12- BANKING AND EXECUTION OF DOCUMENTS

12.01. 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.

12.02 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.

12.03 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.

12.04 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.

SECTION 13 FISCAL YEAR

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.

SECTION 14 – NOTICES

14.01 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.

14.02 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.

14.03 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 15 - ADOPTION AND AMENDMENT OF 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.

SECTION 16 – EFFECTIVE DATE

16.01 Effective Date

This By-law shall come into force upon date of enactment.

Enacted June 18, 2020

Original Signed

President
Name: Sandra J. Hanmer

Secretary
Name: Lisa Haller