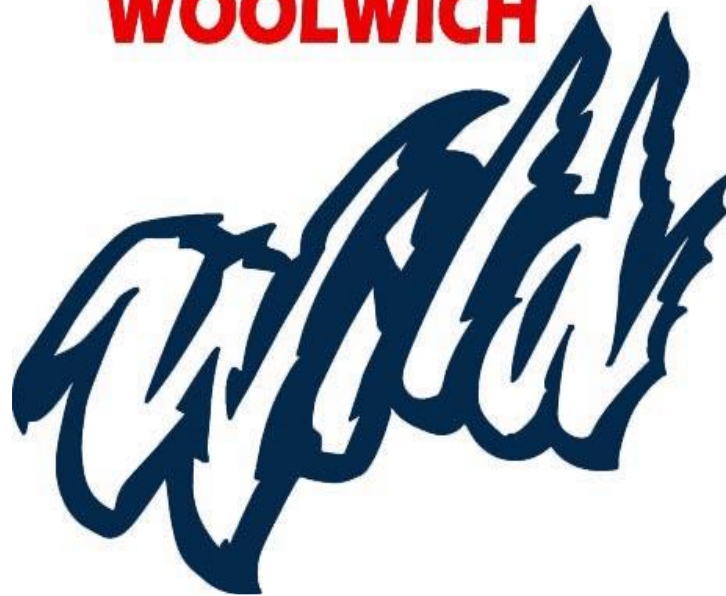


WOOLWICH



By-law of
Woolwich Girls Minor
Hockey Association

Corporation #1476762

Approved by Membership – September 10th, 2024

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Woolwich Girls Minor Hockey Association by-law

Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of the WGMHA, 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 amended or re-enacted from time to time;
- b. "Board" means the board of directors of the WGMHA;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the WGMHA as amended and which are, from time to time, in force and effect;
- d. "Chair" means the chair of the Board;
- e. "WGMHA" means the Woolwich Girls Minor Hockey Association (WGMHA);
- f. "Days" means days including weekends and holidays.
- g. "Director" means an individual elected or appointed to serve on the Board pursuant to these By-laws.
- h. "Extraordinary Resolution" means a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- i. "In Writing" shall include both hard copy and electronic communication in a form determined appropriate by the Board.
- j. "Member" means a member of the WGMHA.
- k. "Members" means the collective membership of the WGMHA.
- l. "Officer" means an individual elected or appointed to serve as an Officer of the WGMHA pursuant to these By-laws.
- m. "Ordinary Resolution" means 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. "Special Resolution" means 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.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this 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, and words importing one gender include all genders.

1.03 Name and Registered Office

The name of the Corporation shall be the WOOLWICH GIRLS MINOR HOCKEY ASSOCIATION (hereinafter called the "WGMHA").

The registered office of the WGMHA shall be located within the Province of Ontario.

1.04 Seal

The seal of the WGMHA, if any, shall be in the form determined by the Board.

1.05 No Gain for Members

The WGMHA shall be carried on without the purpose of gain for its Members and any profits or other accretions to the WGMHA shall be used in promoting its objects.

1.06 Severability and Precedence

Except as provided in the *Act*, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the WGMHA. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

1.07 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may

affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.08 Affiliation

The WGMHA shall be affiliated with the Ontario Women's Hockey Association (OWHA).

Section 2 - Directors

2.01 Overview

The affairs of the WGMHA shall be managed by the Board which shall consist of between nine (9) and eighteen (18) Directors.

Directors shall be individuals 18 years of age or older and meet the requirements as defined by the *Act*.

2.02 Composition of the Board

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 nine (9) and no more than eighteen (18); 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 WGMHA (e.g., Registration Director, Ice Scheduler, Coaching Director, etc.). Directors may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

The Directors may exercise all such powers and do all such acts and things as may be exercised or done by the WGMHA pursuant to the *Act*, the WGMHA's Letters Patent or these By-laws.

2.03 Past President

The Past President of the WGMHA will be the last person to hold the position of President who was not removed from office provided this individual is interested in serving in the position of Past President. The Past President will be a non-elected Director on the Board.

2.04 Nominations for Director positions

1. **Nominations Committee** – The Board may appoint a Nominations Committee. If appointed, The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.
2. **Nomination** – Any nomination of an individual for election as a Director will:
 - a. Include the written consent of the nominee by signed or electronic signature;
 - b. Comply with the procedures established by the Nominations Committee (if appointed); and
 - c. Be submitted to the Registered Office of the WGMHA fourteen (14) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
3. **Incumbents** – Current Directors wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election fourteen (14) days prior to the Annual Meeting.
4. **Nominations from the Floor** – If a position on the Board is vacant, an individual will be permitted to be nominated from the floor for that position at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.
5. **Circulation of Nominations** – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

2.05 Election of Directors

At each Annual Meeting, the members shall, by ordinary resolution, elect Directors for any position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

The terms for Directors will expire on a staggered basis as determined by Ordinary Resolution by the Board.

2.06 Terms

Directors elected at an Annual Meeting of the WGMHA shall serve until the second Annual Meeting following their election or until their successors are elected or appointed, unless they resign, or are removed from or vacate their office. The Director may then stand for re-election.

Directors appointed by the Board to fill a vacant position shall serve in their position for the remainder of the unexpired term, unless they resign, or are removed from or vacate their office. The Director may then stand for election.

2.07 Director Consent

An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office

2.08 Resignation

A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the WGMHA resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

2.09 Removal of a Director

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

2.10 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.11 Filling Vacancies

When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting

2.12 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. 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.

No committee will have the authority to incur debts in the name of the WGMHA.

2.13 Duties of Directors – Standard of Care

Every director shall:

1. Act honestly and in good faith with a view to the best interests of the WGMHA; and
2. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

2.14 Powers of the Board

Except as otherwise provided in the *Act* or these By-laws, the Board has the powers of the WGMHA and may delegate any of its powers, duties, and functions.

The Board is empowered to:

1. Make policies, procedures, rules and regulations and manage the affairs of the WGMHA for the purpose of furthering the objects and purposes of the WGMHA in accordance with the *Act* and these By-laws;
2. Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
3. Make policies and procedures relating to the management of disputes within the WGMHA and deal with disputes in accordance with such policies and procedures;
4. Employ or engage under contract such persons as it deems necessary to carry out the work of the WGMHA;
5. Appoint volunteers with duties and responsibilities as described by the Board;
6. Determine registration policies, procedures, rules and regulations, determine registration fees, and determine other registration requirements;
7. Enable the WGMHA to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the WGMHA;
8. Make expenditures for the purpose of furthering the objects and purposes of the WGMHA;
9. Invest funds for the purpose of furthering the objects and purposes of the WGMHA;
10. Review financial performance and approve the annual budget, financial statements, honoraria, and reserves;
11. Manage the WGMHA's assets and resources expenditures for the purpose of furthering the objects and purposes of the WGMHA;
12. Borrow money upon the credit of the WGMHA as it deems necessary in accordance with these By-laws; and
13. Perform any other duties from time to time as may be in the best interests of the WGMHA.

2.15 Remuneration of Directors

1. All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the WGMHA under contract or for purchase.

Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

2. Honoraria – At the discretion of the Board, and by Special Resolution of the Board, individuals filling the roles of Treasurer, Bookkeeper, and Scheduler may receive an honorarium.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, President or any three Directors at any time and any place on notice as required by this By-law.

3.02 Regular Meetings

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

The Board will hold at least four (4) meetings per year.

3.03 Notice

Written notice, served other than by mail, of the time and place, if applicable, for the holding of a meeting of the Board shall be given to every Director not less than one (1) day before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

If a quorum of Directors is present, a first meeting of the Board may be held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by

the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.05 Quorum

At any meeting of the Board, quorum will be 40% of the Directors holding office. A person who, through telephonic or electronic means, attends a meeting of directors is deemed to be present in person at the meeting.

3.06 Voting

Each Director has one vote.

Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Voting may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

Resolutions shall be decided by a majority of votes. In the case of a tie, the resolution is defeated.

3.07 No Alternate Director

No person shall act for an absent Director at a meeting of the Board.

3.08 Written Resolution

A resolution signed, including by electronic signature, by all the Directors entitled to vote on that resolution, is as valid as if it had been passed at a meeting of the Board.

3.09 Attendance at Meetings

Meetings of the Board will be closed to Members and the public except by invitation of the Board.

3.10 Participation by Telephonic or Electronic Means

Subject to the provisions of the articles, if any, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the *Act* to be present at the meeting.

Section 4 – Officers

4.01 Officers

The Board shall appoint from among the Directors a Chair, and may appoint any Director to be President, Vice-President, Treasurer, Secretary and Registrar at its first meeting following the Annual Meeting of the WGMHA. The office of Chair and President may be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

All Officers shall be Directors and their term as Officer shall be the same as their term as Director as set out herein, unless terminated earlier in accordance with these By-Laws.

4.02 Office Held at Board's Discretion

An Officer may be removed by Ordinary Resolution of the Board at a 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 must be in attendance at the meeting. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

4.03 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.06 and such other duties as may be required by law or as the Board may determine from time to time.

4.04 Duties of the President

The President shall be the official spokesperson of the WGMHA, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.

4.05 Duties of the Vice-President

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.

4.06 Duties of the Treasurer

The treasurer shall support the Board in achieving its fiduciary responsibilities. The treasurer shall cause to be deposited all monies received by the WGMHA in the WGMHA's bank account, will supervise the management and the disbursement of funds of the WGMHA, when required will provide the Board with an account of financial transactions and the financial position of the WGMHA, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

4.07 Duties of the Secretary

The Secretary shall be responsible for the documentation of all amendments to the WGMHA's By-laws, will ensure that all official documents and records of the WGMHA are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members, will give due notice to all Members of the meeting of the Members of the WGMHA, and will perform such other duties as may from time to time be established by the Board.

4.08 Duties of the Registrar

The Registrar shall be responsible for maintaining a roll of the names and addresses of the Members, have signing authority for operational matters and perform such other duties as may from time to time be established by the Board.

4.09 Delegation of Duties

At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the WGMHA, or to another Officer or Director.

Section 5 – Finance and Management

5.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the WGMHA shall be placed for safekeeping.

5.02 Fiscal Year

Unless otherwise determined by the Board, the fiscal year of the WGMHA will be April 1st to March 31st each year.

5.03 Auditors

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 WGMHA 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 WGMHA and must be permitted to conduct an audit or review engagement of the WGMHA under the *Public Accounting Act, 2004*, as amended.

When the WGMHA's revenue for the previous fiscal year was less than the amount prescribed in the *Act*, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the WGMHA's revenue for the previous fiscal year was greater than the amount prescribed in the *Act*, the Members may, by Extraordinary Resolution, chose to conduct a review engagement in lieu of an audit.

5.04 Annual Financial Statements

The Directors will approve financial statements (evidenced by signature of one or more Directors) of the WGMHA of the last fiscal year of the WGMHA 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 WGMHA.

5.05 Corporate Records

The WGMHA shall prepare and maintain the necessary records, required by these By-laws or by applicable law, containing:

- a. The WGMHA's articles and By-laws, and amendments to them;
- 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 WGMHA on a quarterly basis.

5.06 Minutes of meetings of the Board and Board Resolutions

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.

5.07 Signing Authority

The signing authority of the WGMHA shall be vested in the Officers of the WGMHA and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of any two of these Officers or persons shall be required on any financial instrument of the WGMHA.

Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the WGMHA to be a true copy thereof.

5.08 Property

The WGMHA may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

5.09 Borrowing

The WGMHA may borrow funds under such terms and conditions as the Board may determine, as permitted by the *Act*.

5.10 Borrowing Restriction

The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the WGMHA is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the WGMHA or for joining in any receipt or for any loss, damage or expense happening to the WGMHA through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the WGMHA or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the WGMHA 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* and the WGMHA's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

6.02 Will Indemnify

The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director and/or any individual who acts at the Corporation's request in a similar capacity.

6.03 Will Not Indemnify

The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the *Act*. For further clarity, the Corporation will not indemnify an individual unless:

- a. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

6.04 Insurance

The Corporation will maintain in force Directors and Officers liability insurance at all times through the OWHA and Hockey Canada.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the WGMHA will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the *Act* regarding conflict of interest.

Section 8 - Members

8.01 Classes of Membership

The WGMHA has one class of Member, General Member. Reference to “Members,” “members” or to “membership” in this By-law will mean collectively the General Members.

8.02 General Members

General membership shall be composed of any individual who is a Director, hockey player, team staff member or Life Member registered with the WGMHA.

Directors are as defined in these By-laws and their membership begins on the date the Director assumes office in accordance with these By-laws and ends when the individual ceases to be a Director.

Hockey players are registered players in good standing with the WGMHA. Their membership shall commence on the date the individual registers to play on a hockey team operated by the WGMHA and pays the applicable registration fees, and shall terminate at the end of the hockey season. The registration start date and the end of the hockey season date are as defined each year by the OWHA.

Life Members are individuals awarded this distinction by a 2/3 vote of the eligible voting members at a Meeting of the Members. Their membership begins on the date the WGMHA accepts their registration and continues indefinitely, unless terminated by the voting Members by Ordinary Resolution. Nominations for Life Members will be made in writing with reasons and a biography to the Corporation and it is recommended that there be no more than two (2) Life Members elected annually.

8.03 Membership

Each Member must register with the WGMHA and agree to abide by the WGMHA's By-laws, policies, procedures, rules and regulations or, if the Member is under the age of 18, have a parent or guardian agree to abide by the Corporation's By-laws, policies, procedures, rules and regulations on behalf of the Member.

A membership in the WGMHA is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

8.04 Members Under Age 18

Where the member is under the age of 18, the member's rights (but not the membership itself) shall be exercised by ONE parent/guardian of the member. This includes:

- a. Receiving notifications to members required by these By-laws.
- b. Attending meetings of the members.
- c. Exercising the member's voting right. For clarity, a parent or guardian with multiple children registered with the WGMHA who are younger than 18 years old may exercise one vote per child. Also, two parents/guardians of the same child who is registered with the Corporation and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote.

8.05 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass an Ordinary Resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles, By-laws, rules and regulations, Code of Conduct or other written policies and procedures of the WGMHA, OWHA and/or Hockey Canada.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.
3. For greater certainty, the foregoing is in addition to and not in substitution of any disciplinary authority of the Board under its operating rules as may be enacted at any time and from time to time.
4. Termination of membership, whether by resignation, expulsion or otherwise, will be effective as of the date of termination, result in the removal of all rights within the WGMHA of the member, and any monies owed to the WGMHA will remain due.

Section 9 - Members' Meetings

9.01 Annual Meeting

The WGMHA shall hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting shall be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the WGMHA's fiscal year end. Any Member, upon request, shall be provided, not less than ten (10) days before the Annual Meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

The business transacted at the Annual Meeting shall include:

1. Agenda;
2. Minutes of the previous Annual Meeting and any subsequent Special Meetings;
3. Directors' reports;
4. Consideration of the financial statements;
5. Consideration of the audit or review engagement report, if any;
6. An extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement, OR reappointment of the incumbent auditor or person appointed to conduct a review engagement;
7. Amendments to the By-laws of the WGMHA, if any;
8. Election of Directors; and
9. Such other or special business as may be set out in the notice of meeting.

No other item of business shall be included in the notice of the Annual 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.

9.02 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 at least ten percent (10%) of the voting Members, for any purpose connected with the affairs of the WGMHA that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within twenty-one (21) days after receiving the requisition unless the *Act* provides otherwise.

9.03 Meeting by Electronic Means

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the WGMHA makes such means available. The Board may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of the *Act* to be present at the meeting.

9.04 Notice

Written or electronic notice of the date of an Annual Meeting or Special Meeting of the Members will be made available to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a reminder of the right to vote, a proposed agenda, and reasonable information to permit Members to make informed decisions.

9.05 Quorum

A quorum for the transaction of business at a Members' meeting is five (5) Members (or parents/guardians voting on behalf of a Member who is younger than 18 years old). If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.06 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, another individual shall be appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance.

9.07 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

- a. each Member in good standing shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- e. if there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.08 Proxy Voting

A Member is not permitted to appoint a proxy holder to attend and vote on behalf of the Member.

9.09 Adjournments

With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.10 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors or person who has been appointed to conduct a review engagement of the WGMHA, if any, and others who are entitled or required under any provision of the *Act* to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Written Notice

In these By-laws, written notice will mean notice which is delivered personally, or sent by prepaid mail, courier, email or other electronic means to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

10.02 Date of Notice

Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

10.03 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the WGMHA has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 - Dissolution

Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed to not-for-profit or charitable organizations

which carry on their work solely in the province of Ontario as determined by the Board of Directors by Ordinary Resolution.

Section 12 - Adoption and Amendment of By-laws

12.01 Fundamental Changes

A Special Resolution of the Members is required to make a Fundamental Change, as defined by the *Act*, to the By-laws or articles of the Corporation.

12.02 Amendments to By-laws

These By-laws may only be amended, revised, repealed or added in the following manner:

- a) The Board may from time to time in accordance with the *Act* amend, by a majority votes, this By-law. The new, amended, or revised By-law is effective until the next meeting of the Members and 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 may make a proposal to make, amend, or repeal a By-law in accordance with the *Act*. Notice of proposed amendments to the By-laws must be submitted to the Secretary at least 30 days before the next meeting of the Members. 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.

12.03 Adoption of these By-laws

These By-laws were ratified by the Members of the WGMHA at a meeting of the Members duly called and held on September 10, 2024.

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