



Bylaw No. 2
of the
Barrie Women's Hockey
Association

May 27, 2024

Section 1 – Head Office

Head Office

1.1 **Where is the Head Office.**

The Head Office of the Corporation shall be in the City of Barrie in the Province of Ontario or as the Directors may from time to time determine.

Section 2 – Directors

Board of Directors

2.1 **What is the minimum and maximum number of Directors.**

The affairs of the Corporation shall be managed by a Board of Directors of a minimum of seven (7) and a maximum of sixteen (16) persons, each of whom at the time of their election and throughout their term of office shall be a member in good standing of the Corporation (hereinafter referred to as “Directors”)

2.2 **Who manages the Corporation.**

The Board of Directors shall be comprised of the following positions:

- President
- Past President (non-elected member)
- Secretary
- Treasurer
- Registrar
- Director of Competitive Program
- Director of Adult House League
- Director of Youth House League
- Director of Sponsorship and Fundraising
- Director of Equipment and Apparel
- Director of Communications and Marketing
- Director of Game Officials
- Director of Tournaments
- Director of Coach and Player Development
- Chief Trainer

2.3 **What are the Duties of the Board of Directors.**

The Board of Directors shall create and amend policies and procedures for the purpose of facilitating the objectives of the corporation and for the purpose of governing eligibility, registration, uniforms, equipment, player movement, playing rules, playoffs, practice times, coaches, managers, conduct, discipline, tournaments, rep teams, complaints, defaults, protests and such further matters as may be necessary for the operation of the association and it's teams.

Electing and Appointing Directors

2.4 **Who elects the directors.**

The Members elect the Directors.

What is the eligibility of Directors.

In order to be eligible to stand for election by the Members to the Board of Directors at any Annual or Special Members meeting, Director nominees must be a Member in good standing at the time of their nomination and election and must have been nominated by another Member who was also in good standing at the time of the nomination. Individuals appointed to a vacant Director position by vote of the Board of Directors need not be Members at the time of their appointment.

2.5 **How long do Directors serve.**

Each Director shall be elected to hold office until the second Annual Members Meeting after they have been elected or until their successor shall have been duly elected and qualified.

The following positions shall be retired at the Annual Members Meeting held in even numbered years but shall be eligible for re-election if otherwise qualified: President, Director of Competitive Program, Director of Game Officials, Director of Adult House League, Treasurer, Director of Communications and Marketing, Director of Tournaments.

The following positions shall be retired at the Annual Members Meeting held in odd numbered years but shall be eligible for re-election if otherwise qualified: Director of Youth House League, Registrar, Director of Equipment and Apparel, Chief Trainer, Secretary, Director of Sponsorship and Fund-raising, Director of Coach and Player Development.

Empty Seats

2.6 **In what situations does a Director cease holding office before the end of their term.**

A Director will stop holding office immediately, if he/she:

- dies
- becomes bankrupt, or
- is found to be incapable of managing property by a court or under Ontario law, or
- is found to be ineligible for membership by Hockey Canada, The Ontario Hockey Federation, the Ontario Women's Hockey Federation, or any other governing body or association to which the Barrie Women's Hockey Association belongs.

Additionally, a Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

The Board of Directors may remove any Director before the expiration of their term of office, by resolution passed by a majority of the votes cast at a Board meeting of which notice specifying the intention to pass such resolution has been given.

The Members may remove any Director before the expiration of their term of office, by resolution passed by a two-thirds majority (67%) of the votes cast at a Members Meeting of which notice specifying the intention to pass such resolution has been otherwise properly given. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy through a call for nominations and a simple majority vote of the Members at the same meeting.

2.7 How are Board seats filled when they've been vacated mid-term.

A quorum of Directors may fill any vacancy among the Directors by appointment of any individual by a majority vote.

The Board of Directors may, through absence of action, choose to leave a position vacant in which case the vacancy will be filled by a vote of the Members at the next Members Meeting.

2.8 How many Directors may a quorum of Directors appoint.

The total number of Directors so appointed may not exceed one-third of the number of directors elected at the previous Annual Members Meeting.

2.9 What if the vacancy means there isn't a quorum of directors.

If there aren't enough Directors to make up a quorum or the Members did not elect the minimum number of Directors set out in the articles, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.

2.10 How long is the term of office for a Director filling a vacancy.

A Director elected, by the Members or the Board of Directors, to fill any vacancy will hold office until the next regularly scheduled election date for the position. After their initial term, the appointee will be eligible to be elected as a Director.

Committees

2.11 Can the Board delegate its powers to a Managing Director or Executive Committee.

The Board may appoint Directors to be a managing Director or to an Executive Committee and may delegate to the managing Director or Executive Committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

2.12 Who decides on the composition and rules of Board committees.

The Board will determine the composition and terms of reference for any committee of Directors. The Board may dissolve any committee by resolution at any time.

Paying Directors

2.13 Can we pay directors for their work as directors or in other capacities.

The Directors will fulfil their role as Directors without remuneration. Directors will not directly or indirectly receive any profit from occupying the position of Director. Directors may be eligible for appointment to any paid position, or to be paid for the provision of services to the Association, by majority vote of the Board where such position, work or services is not otherwise a part of the fulfilling the individual's role as a Director.

Section 3 – Board Meetings

3.1 Who can call Board Meetings.

The President or any 2 Directors jointly may call meetings of the Board of Directors at any time and any place on notice as required by the Notices Section of this Bylaw.

Board Meeting Notices

3.2 Do we have to give advanced notice for Board Meetings.

Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.

3.3 How long in advance does the notice have to be given.

Notice of the time and place of the meeting must be given not less than 10 days before the date that the meeting is to be held.

3.4 How should notice be given.

Notice must be given according to requirements set out in the Notices Section of this Bylaw.

3.5 When can we have a Board Meeting without advanced notice.

Notice of a meeting is not necessary if:

- a. all of the Directors are present, and none objects to the holding of the meeting,
- b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
- c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

Conducting Board Meetings

3.6 Who will chair Board Meetings? What if they are absent.

The President will normally act as Chair and will oversee meetings. Where the President is not present, the Board will appoint a Vice-President to act as Chair. Where the President and no Vice-Presidents are present, any other Director may be appointed by the Board to act as the Chair of the meeting.

3.7 How will voting be conducted at the Board Meeting.

Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act.

3.8 Will the Chair have the power to break ties.

In case of an equality of votes, the Chair will have a second vote or casting vote.

Phone and e-Meetings

3.9 Can Directors join Board Meetings online or by phone.

If a majority of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

Section 4 – Officers

Appointments and Removals

4.1 **What Officers can the Board appoint.**

There shall be a President, Two (2) Vice-Presidents a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary/Treasurer e.. The Vice-Presidents shall be elected by the Board of Directors from among their number at the first meeting of the Board of Directors after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board of Directors, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Board of Directors and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board of Directors.

4.2 **Who is eligible for the office of President.**

A candidate must have served as a Director of the Corporation for at least one year immediately preceding the election.

4.3 **Can one person hold more than one office.**

The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The Secretary and Treasurer may also be appointed to the position of Vice President.

4.4 **Who can remove an Officer.**

The Board of Directors may remove any Officer at any time by resolution passed by a majority of the votes cast at a Board of Directors meeting.

4.5 **For what reasons may an Officer be removed.**

An Officer may be removed for any reason.

Duties

4.6 **What duties does the President have.**

The President will perform the duties described in the Bylaws and such other duties as may be required by law or as the Board may determine from time to time, including: calling and chairing meetings of the Board, setting meeting agendas and chairing Board of Director meetings

4.7 **What duties do other Officers have.**

Each Officer will perform the duties specified in the Appendix of this Bylaw required by law and as the Board may determine from time to time.

4.8 **Can Officers delegate their powers.**

Officers shall be responsible for the duties assigned to them and may not delegate to others the performance of any or all of such duties.

Deposit of Securities for Safekeeping

4.9 **Where are the securities deposited.**

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the

Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Borrowing

4.10 Are the Directors permitted to borrow.

The Directors may from time to time:

- a. borrow money on the credit of the Corporation; or
- b. issue, sell or pledge securities of the Corporation; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation

Section 5 – Legally Protecting Directors and Others

5.1 Will Directors and Officers be protected against liability.

No Director, Officer or committee member of the Corporation will be liable for:

- a. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation
- b. joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation
- c. the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested
- d. 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
- e. any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

5.2 Are there any preconditions Directors and Officers must meet to be protected from the liabilities mentioned above.

No Director, Officer or committee members of the Corporation will be liable for the above-mentioned things as long as they:

- a. complied with the Act and the Corporation's articles and Bylaws, and
- b. exercised their powers and discharged their duties in accordance with the Act.

5.3 **Does the Corporation indemnify the Directors and Officers.**

Subject to the Act, every director or officer of the Corporation and his heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Corporation from and against:

- a. any liability and all costs, charges and expenses that she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and
- b. all other costs, charges and expenses that she sustains or incurs in respect of the affairs of the Corporation.

Section 6 – Conflicts of Interest

6.1 **Are Directors required to disclose any conflict of interest.**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

6.2 **Are Directors who have a conflict of interest allowed to vote.**

No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

Section 7 – Members

7.1 **What is the purpose of Members.**

Members in good standing shall promote hockey as a game played primarily for enjoyment while also fostering sportsmanship, life skills and fair play.

7.2 **How many classes of Membership are there.**

Membership in the Corporation shall consist of five (5) classes of Members.

Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.

Player Membership

7.3 **Who qualifies to be a Player Membership Member.**

Player Members shall include any player aged 18 or older who, having properly registered and paid all required fees, appears on the roster of any BWA team during a season which falls within the current fiscal year.

7.4 **How long will Player Membership last.**

Where during any fiscal year, a player registers for, or is selected or appointed to, any team that will play in the next fiscal year, the Player's membership status will commence on June 1.

Each Players Member's membership status will expire on the last day of May following the season in which they are registered to a team. In cases where the player has requested, and been granted, a release from the BWA their membership status will cease on the day their release is approved by the Registrar.

7.5 What rights do Active Membership Members have.

Each Member of the Player Membership class is entitled to receive notice of and attend, all Members' Meetings, and will be entitled to one (1) vote on each resolution, motion or election at such meetings. Player Members will also be eligible for nomination to any Director position, and to nominate other Members (of any membership class) to stand for election to such positions.

7.6 What classes can Members transfer to and how.

Members of the Player Membership class cannot transfer to other classes.

Parent/Guardian Membership

7.7 Who qualifies to be a Parent/Guardian Membership Member.

Parent/Guardian Membership Members shall include one parent and or legal guardian for each player aged 18 or older who, having properly registered and paid all required fees, appears on the roster of any BWA team during a season which falls within the current fiscal year.

In cases where a player has more than one parent or legal guardian, either parent or guardian – but only one – may be designated as Parent/Guardian member. In cases of dispute between two parents or legal guardians as to who should be designated as a member on the players behalf, the parent who registered the player will be designated as the Parent/Guardian Member

7.8 How long will Parent/Guardian Membership last.

Where during any fiscal year, a player registers for, or is selected or appointed to, any team that will play in the next fiscal year, the Parent/Guardian Members membership status will commence on June 1.

Each Parent/Guardian Member's membership status will expire on the last day of May following the season in which they are registered to a team. In cases where the player has requested, and been granted, a release from the BWA the associated Parent/Guardian Member's membership status will cease on the day the player's release is approved by the Registrar.

7.9 What rights do Parent/Guardian Membership Members have.

Each Member of the Parent/Guardian Membership class is entitled to receive notice of and attend, all Members' Meetings, and will be entitled to one (1) vote for each Player they represent on each resolution, motion or election at such meetings. Parent/Guardian Members will also be eligible for nomination to any Director position, and to nominate other Members (from any Membership Class) to stand for election to such positions.

7.10 What classes can Members transfer to and how.

Members of the Parent/Guardian Membership class cannot transfer to other classes.

Honorary Membership

7.11 Who qualifies to be an Honorary Membership Member.

Honorary Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Corporation. Individuals may be nominated to be Honorary Members by any Member in Good Standing of the Corporation and the granting of Honorary Membership must be confirmed by a majority vote of the Directors.

7.12 How long will Honorary Membership last.

The term of membership of an Honorary Membership Member shall be 1 year unless otherwise stipulated at the time of nomination and/or when confirmed by the Board of Directors, subject to renewal according to the policies of the Corporation.

7.13 What rights do Honorary Membership Members have.

Honorary Members will have no vote but may attend members meetings and, by invitation, meetings of the Board of the Corporation.

7.14 What classes can Members transfer to and how.

Members of the Honorary Membership class cannot transfer to other classes.

Volunteer Membership

7.15 Who qualifies to be a Volunteer Membership Member.

Volunteer Membership Members shall include any individual properly appointed to a volunteer position by a resolution of the Board of Directors. Such positions will include head coach, committee chair, convener, advisory roles, or other positions as appointed by the Board.

7.16 How long will Volunteer Membership last.

Volunteer Membership status will begin on the day the volunteer is directly appointed to the position by the Board of Directors, except where during any fiscal year, a volunteer is appointed to a position for any team that will play in the next fiscal year, then Volunteer Membership will commence on June 1.

All Volunteer Members will have their memberships status expire on May 30 following the season in which they commenced. If a non-parent volunteer resigns from their position prior to the end of the season or is removed from the position by a properly approved resolution of the Board of Directors, their Volunteer Membership status will cease on the day of such resignation or removal.

7.17 What rights do Volunteer Membership Members have.

Each Member of the Volunteer Membership class is entitled to receive notice of and attend all Members' Meetings, and will be entitled to one (1) vote on each resolution, motion or election at such meetings. Volunteer Members will also be eligible for nomination to any Director position, and to nominate other Members (from any Membership Class) to stand for election to such positions.

7.18 What classes can Members transfer to and how.

Members of the Volunteer Membership class cannot transfer to other classes.

Director Membership

7.19 Who qualifies to be a Director Membership Member.

Director Membership Members shall include any individual elected or appointed, by the Members or through the filling of any vacancy by the Board of Directors, to any Director position.

Any member of the Board of Directors (including voting and non-voting members), having been properly elected or appointed in accordance with Bylaw No. 1 of the Barrie Women's Hockey Association shall be recognized as a member for the duration of the term of their appointment.

Directors shall be eligible to stand for re-election as members, even in situations where they no longer have a daughter who is a registered player with the BWAH

7.20 How long will Director Membership last.

Director Membership status will begin on the day the Director is elected or appointed.

All Director Members will have their memberships expire on May 30 following the season in which they commenced. If a Director resigns from their position prior to the end of the season or is removed from the position in accordance with the Bylaw, their Director Membership status will cease on the day of such resignation or removal.

7.21 What rights do Director Membership Members have.

Each Member of the Director Membership class is entitled to receive notice of and attend all Members' Meetings, and will be entitled to one (1) vote on each resolution, motion or election at such meetings. Director Members will also be eligible for nomination to any Director position, and to nominate other Members (from any Membership Class) to stand for election to such positions.

7.22 What classes can Members transfer to and how.

Members of the Volunteer Membership class cannot transfer to other classes.

Transferral of Membership

7.23 Can Members transfer their Membership to others.

Membership in the Corporation is not transferable.

Members Qualifying Under More Than One Class of Membership

7.24 What happens if a Member qualifies under more than one class of membership.

Members may qualify under more than one class of membership. In such cases, the Member will be entitled to cast more than one vote for the purposes of voting on motions, resolutions and elections at Members meetings. By way of example an individual who is a registered player over 18 years of age, is a parent of two registered players, has been appointed to a coaching position by the Board of Directors, and is also a member of the Board of Directors would qualify as a Player Member, a Parent/Guardian member (with two votes), a Volunteer Member, and a Director Member, and would be entitled to a total of 5 votes.

7.25 Can a Member resign.

Members may resign by written notice which shall be effective upon acceptance thereof by the Board of Directors, or on the date provided if so specified in the written notice.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation.

Dues

7.26 Are there any dues payable by the members.

There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by a majority vote of the Board.

The Treasurer shall notify the members of the dues or fees at any time payable by them and, if

any are not paid within 30 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board.

Discipline of Members

7.27 Who can discipline Members or terminate their membership.

The Board or a committee of the Board may pass a resolution authorizing disciplinary action or the termination of Membership for: violating our Code of Conduct or other policies, violating our bylaws and any other reasons calling for discipline in the Discretion of Discipliner.

7.28 How much advanced notice must the discipliners give the Member.

The discipliners must provide 15 days' written notice to a Member before any discipline which will restrict the rights of the Member, or which will result in the termination of their membership, coming into effect

7.29 What information should the notice include.

The notice will set out the reasons for the disciplinary action or termination of membership.

7.30 Does the Member have a right to respond.

The Member receiving the notice is entitled to give the discipliners an oral and a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 8 – Members' Meetings

Annual Members' Meeting

8.1 When and where will the Annual Members' Meeting be held.

The Board will decide the date and place of the Annual Members' Meeting but no later than May 31st. The place of the Annual Members' Meeting must be within Ontario.

8.2 What are the deadlines related to the Annual Members' Meeting.

Nomination to the Directors positions which are scheduled for election at any Annual Members Meeting must be submitted in writing no later than sixty (60) days prior to the Annual Members' Meeting.

Any proposal to amend the Bylaw or Policies and Procedures of the Association may only be considered where a Notice of Motion to transact such business has been made and submitted to the Secretary thirty (30) days prior to the Annual Members Meeting, viewed by the Board and posted for review 14 days prior to the Annual Members Meeting. The Members may consider and transact any other business either special or general without any notice thereof at any meeting of the members.

The Board or the President shall have power to call at any time a general or special meeting of the members of the Corporation.

No public notice nor advertisement of the Annual Members Meeting shall be required, but notice of the time and place of every such meeting shall be given to each member by posting in a visible location at two (2) or more of the indoor rink facilities used by the corporation or by written notice in the corporation's newsletter or website (WWW.BWHA.CA) seventy five (75) days before the time fixed for the holding of such meeting.

Provided that any meetings of members may be held at any time and place without such notice if all the Members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

8.3 What will the agenda of the Annual General Meeting (AGM) be.

The business at the Annual Members Meeting will include the following:

- a. Approve the agenda for the AGM
- b. Approve the minutes of the previous AGM and any special meetings
- c. Approve the financial statements for the previous fiscal year
- d. Receipt of Director reports
- d. a report from the auditor or the person appointed to review the nonprofit's finances
- e. reappoint the auditor or appoint a new public accountant to do an audit or review engagement
- f. Election of Directors (including both scheduled elections, and filling of vacancies), and
- g. New or Special Business that was included in the notice of the meeting, or as provided in a properly submitted Notice of Motion.

8.4 Who assists with the election of directors.

At the Annual Members' Meeting two members in good standing shall be appointed by the Board to assist with the elections.

8.5 Can anything be added to the agenda, if so, how.

Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board by submission to the Secretary prior to the issuance of notice of the Annual Members' Meeting in accordance with the Bylaw, so that such item of new business can be included in the notice of Annual Members' Meeting.

No other item of business shall be included on the agenda for the Annual Members' Meeting.

8.6 Do Members have a right to access financial documents ahead of the meeting.

Any Member, upon request, shall be provided, not less than 14 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.

Special Members' Meetings

8.7 Who can call a Special Members' Meeting.

The Directors may call a Special Members' Meeting.

8.8 Can the Members make the Directors call a Special Members' Meeting, if so, how.

The Board will convene a Special Members' Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request having been provided to the Secretary.

Notice

8.9 Do we have to give advanced notice of Members' Meetings? If so, what criteria must it meet.

Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.

8.10 How much detail must the notice contain.

Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Phone and e-Meetings

8.11 Can Members join Members' Meetings online or by phone.

Only where all of the Directors of the Corporation have directed that a meeting of Members pursuant to the Act, is to be held, in accordance with the Act and the Regulations, entirely by means of a telephone, electronic or other communication method that permits all participants to communicate adequately with each other during the meeting.

If the Board of Directors chooses to make available a telephone, electronic or other communication method that permits all participants to communicate adequately, in the opinion of the Board of Directors, with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephone, electronic or other communication method.

A Member participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephone, electronic or other communication method that the Board of Directors has made available for that purpose.

Quorum

8.12 How many Members need to be at the Members' Meeting to conduct official business.

A quorum for the transaction of business at any meeting of members shall consist of not less than eight (8) Members present in person.

8.13 What happens if you lose quorum part way through the meeting.

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.

Chair of the Meeting

8.14 Who will chair Members' Meetings.

The President shall be the chair of the Members' Meeting.

8.15 Who will chair Members' Meetings if the Chair is absent.

In the President's absence, the Members present at any Members' meeting will choose another

Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

Voting

8.16 How many votes will be necessary to pass a resolution.

Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.

8.17 How many votes will each Member have.

Each voting Member will be entitled to one vote at any Members' Meeting.

8.18 Can Members vote by proxy.

If a Member is unavailable to attend or participate in a Members' Meeting, they may not appoint someone to vote for them by proxy.

8.19 How will votes be taken.

Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act. Elections held as part of any Members Meeting will be conducted by secret ballot.

8.20 Can anyone demand a written ballot.

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 will be taken in such manner as the chair of the meeting directs.

8.21 Will the chair of the meeting have a vote.

The chair of the meeting will not have a vote.

8.22 What if there's a tie vote.

If there is a tie vote, the chair of the meeting has to call for a written ballot. The chair can vote in a written ballot to break a tie.

8.23 How will a vote by show of hands be recorded.

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 will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.24 Will abstentions be counted as votes.

An abstention will not be considered a vote cast.

Attendance

8.25 Who has a right to attend Members' Meetings.

The only persons entitled to attend a Members' Meeting are:

- the Members
- the Directors
- the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and
- others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Any other person may be admitted only if the Chair of the meeting invites them or the majority (50%+1) of the Members present at the meeting consent to their being there

Section 9 – Notices

9.1 What are valid ways of sending advanced notice of meetings.

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 delivered:

- To the last address on record for that director or member
- Telephone
- Prepaid mail
- Fax
- Email
- Other electronic means
- As the Directors determine

9.2 Where should notices be sent.

Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation 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 Board.

9.3 Can the right to notice be waived.

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 to the notice.

9.4 Can we count the day notice is sent as part of the total number of days required for advanced notice.

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 will, unless it is otherwise provided, be counted in such number of days or other period.

9.5 What effect does an error or omission have on the validity of the notice.

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

Section 10 – Finances & Signing Authority

10.1 When does our financial year end.

The financial year of the Corporation ends on the 30th day of June in each year or on such other date as the Board may from time to time by resolution determine.

10.2 Who has authority to sign legal documents on behalf of the Nonprofit Organization.

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 decide who will execute a particular document or type of document and how it will 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, Bylaw or other document of the Corporation to be a true copy thereof.

Section 11 – Adoption and Amendment of Bylaws

11.1 What percentage of Member support does it take to change these Bylaws.

The Members may from time to time amend this Bylaw with 51% of the votes cast at a Members' Meeting.

11.2 Can the Board change the Bylaws between Members' Meetings.

Only the voting Members may pass or amend this Bylaw.

Section 12 – Definitions & Interpretation

12.1 Definitions

In this Bylaw, 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 Corporation;
- c. "Bylaws" means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair of the Board;
- 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;
- i. "Member in Good Standing" is a member who has no outstanding debts of money or equipment to any hockey team, the corporation or to the Ontario Women's Hockey Association and who promotes the objects of the corporation; and
- j. "Officer" means an Officer of the Corporation.

12.2 What if something isn't defined above.

Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

12.3 What if part of the Bylaw is invalid.

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

12.4 What if parts of the Bylaw are inconsistent with the Articles or Act.

If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the Articles or the Act will prevail.

APPENDIX A:

DUTIES OF THE PRESIDENT

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board of Directors for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, those duties and powers may be exercised by the First Vice-President, and if the First Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF THE SECRETARY

The Secretary shall be *ex officio* clerk of the Board of Directors. They shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. They shall give all notices required to be given to members and to Directors. They shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation they shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and they shall perform such other duties as may from time to time be determined by the Board.

DUTIES OF THE TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. They shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all their transactions as Treasurer, and of the financial position of the Corporation. They shall also perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.