



WINDSOR MINOR HOCKEY ASSOCIATION BY-LAW NO. 1

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SECTION 1 - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Association, 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. "Affiliation" means a closely associated relationship with another organisation wherein any changes in organizational structure or business dealings either by the association or the affiliate will have a correlated impact on the other;
- c. "Annual Meeting" means the meeting of the members held once per year following the conclusion of the regular hockey season;
- d. "Articles of Incorporation" means any instrument that creates a corporation or modifies its incorporating instrument, including but not limited to articles of incorporation, restated articles of incorporation, articles of amendment, letters patent and supplementary letters patent;
- e. "Association" means Windsor Minor Hockey Association or its acronym WMHA;
- f. "Board" means the board of directors of Windsor Minor Hockey Association;
- g. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force and effect;
- h. "Chair" means the chair of the Board commonly referred to as the "President" within Windsor Minor Hockey Association;
- i. "Corporation" means the Windsor Minor Hockey Association which was duly incorporated in accordance with the laws of the Province of Ontario and which has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- j. "Director" means an individual occupying the position of director of the Association by whatever name they are called;
- k. "Extraordinary Resolution" means a resolution that is, submitted to a special meeting of the members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or consented to by each member of the corporation entitled to vote at a meeting of the members or the member's attorney.

- l. "Eligible Individual" means those individuals considered to be eligible to play hockey for the Association as defined by the OMHA manual of operations;
- m. "HC" means Hockey Canada (or such other name as the HC may in the future legally adopt);
- n. "Letters Patent" mean the Letters Patent which incorporated Windsor Minor Hockey Association, or its predecessor, as amended by supplementary Letters Patent;
- o. "Member" means an individual member of the Windsor Minor Hockey Association;
- p. "Members" means any reference to all classes of membership of Windsor Minor Hockey Association;
- q. "Membership Fees" mean fees paid to the Association and include but are not limited to registration, travel and or house league select fees;
- r. "Officer" means those individuals appointed by the Board of Directors in accordance with the Act, including but not limited to the President, Vice President(s), Secretary, Treasurer, or other individual who performs necessary operational functions for the Association.
- s. "Ordinary Resolution" means a resolution that
 - a. is submitted to a meeting duly called for the purpose of considering a resolution to be passed by a majority of the votes cast being 50% + 1; or,
 - b. consented to by each individual entitled to vote at the meeting for which the resolution was submitted;
- t. "Notice" means any notice delivered by any one, or a combination of the following: personally, email, facsimile, or mail to the member's last known registered address, email or facsimile number, posting in all association arenas, and / or any other electronic means including but not limited to the association website. When posting on the website the Association shall either mail or email a duplicate to the last known registered address(es);
- u. "Officer" means an officer of Windsor Minor Hockey Association;
- v. "OHF" means the Ontario Hockey Federation or any of its successors;
- w. "OMHA" means the Ontario Minor Hockey Association or any of its successors;
- x. "Policies" means the operational guidelines implemented by the Windsor Minor Hockey Association for the purposes of governing its daily operations;
- y. "Quorum" means

- a. in the case of Directors' meetings a majority of the number of named directors being 50% +1;
 - b. in the case of Members' meetings constitutes the members entitled to vote in attendance at the meeting, provided that there is a minimum of 30 members in attendance;
- z. "Special Meeting" means any meeting of the Members called during the course of the year to transact business outside of the Annual Meeting;
- aa. "Special Resolution" means
 - a. a resolution submitted to an Annual Meeting, or a Special Meeting, duly called for the purpose of considering a resolution to be passed by at least two thirds of the votes cast, or
 - b. consented to by each Member of the Association entitled to vote at a meeting of the members of the Association;
- bb. "WMHA" means Windsor Minor Hockey Association, also referred to as the Association;

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 Severability and Precedence

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.

SECTION 2 – REGISTERED HEAD OFFICE AND CORPORATE SEAL

2.01 Registered Head Office

The registered head office of the Association shall be the head office as determined by the Membership by way of a special resolution at the Annual Meeting or Special Meeting of the Members. The Association may establish such other offices within Ontario, as the Board may deem expedient by resolution.

2.02 Seal

The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt and maintained at the registered head office of the Association. The

Corporate Seal shall be entrusted to the Director as designated in writing by the Board of Directors from time to time for its use and safekeeping.

SECTION 3 – PURPOSE OF THE ASSOCIATION

3.01 Purpose

The Purpose of the Association shall be that as set out in the Articles of the Association as amended from time to time.

SECTION 4 - AFFILIATIONS

4.01 Affiliations

The Association shall have the following affiliations:

- a. shall be a member of the OMHA, OHF, and HC;
- b. may operate in cooperation with the Recreation and Culture Department of the City of Windsor or any of its successor departments;
- c. Windsor AAA Zone;
- d. Bluewater Hockey League;
- e. may from time to time be affiliated with other organizations as determined by the Board of Directors

The Association shall at all times collaborate in good faith with their Affiliates.

SECTION 5 – MEMBERSHIP

5.01 Classes of Membership

There shall be three (3) classes of non-transferrable Membership in the Association. For the purposes of voting, all members must be in good standing as defined herein:

- a. Active Membership which shall be defined as follows:

All elected or appointed Directors, Officers, Convenors, Coaches, Managers, Trainers, Timekeepers, registered Volunteers, or other HC registrants of WMHA for the current season, and all registered players who are at least 18 years of age.

Members in this classification will be allowed one vote per person and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association.

- b. Custodial Parent / Guardian Membership which shall be defined as follows:

All parents and/or legal guardians of registered players in good standing where the registered player is under the age of eighteen (18) years of age.

The registered Custodial Parent/Guardian member of a registered player shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association. The Custodial Parent/Guardian membership shall be entitled to one vote per child, which voting right must be declared upon registration at the Meeting of the Members.

In the event of a dispute with respect to the voting right of a Custodial Parent/Guardian, the dispute shall be submitted to the President of the Association for determination.

- c. Special Membership which shall consist of the following:
 - i. Honorary Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Members by any Member of the Association and the granting of Honorary Membership must be confirmed by a majority vote of the Board of Directors. Honorary Members will have no vote but may attend members' meetings and by invitation, meetings of the Board and Committees of WMHA; and
 - ii. Life Membership shall include any member having been a member in good standing for 15 years who have expressed the desire in writing to remain a Member of the Association. Such desire shall be submitted to the Secretary of the Association. Persons may also be given consideration for life membership before 15 years by the Executive Committee of the Board. Life members shall be entitled to all privileges of active members including the right to vote.

5.02 One Person — One Class of Membership.

Although it is possible for a member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) class of membership for the purposes of voting at any of the meetings held by the Association. It is therefore mandatory that each member shall declare the class of membership under which they are voting prior to the start of any meeting and advise the chairperson accordingly. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.

5.03 Member in Good Standing

“Member in Good Standing” means a member who is currently approved by WMHA, OHF, OMHA, and/or HC and whose membership fees, where applicable, are paid in full and who is not in default of returning any belongings or property of WMHA. Revocation of approval

by any of the governing organizations shall operate to revoke the individual's membership until such time as approval is re-instated.

5.04 Membership List:

Following the Annual Meeting and having regard to the Record Date as set out below, the Registrar shall prepare and maintain a list of current Active Members, Custodial Parent/Guardian Members and Special Members. This list shall be kept and updated as necessary and made available to all Directors. Such a list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

5.05 Membership Year

Unless otherwise determined by the Board, every Membership, other than Special Memberships shall commence on September 1st of each year and shall lapse on the 31st day of August the following year.

5.06 Membership Fees

Membership fees shall be established annually by the Budget Committee and resolved by the Board. Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances, which will be prorated from date submitted in writing.

5.07 Record Date for Notice Purposes

All Active Members, Custodial Parent/Guardian Members and Lifetime Members shall be entitled to notice of all Meetings of Members of the Association. For the purposes of the provision of notice, players who are registered in WMHA's current season that turn 18 at least 10 days in advance of any Annual Meeting or Special Meeting of the Members of the Association, are entitled to notice of and to vote at such Meeting as an Active Member.

SECTION 6 – DISCIPLINARY ACT OR TERMINATION OF MEMBERSHIP

6.01 Disciplinary Action

The Association shall abide by the disciplinary process, up to and including suspension, as set out in the OMHA Manual of Operations where it has been determined that a Member's conduct is contrary to the stated OMHA Code of Conduct as adopted by WMHA, by-laws, and/or the purposes of the Association.

6.02 Suspension of Membership

In addition to suspension for disciplinary reasons, Members whose Membership fees are in arrears for a period of three (3) months or more may at the discretion of the Board of Directors be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Registrar shall inform those concerned of this suspension in writing.

6.03 Termination of Membership

Any membership of the Association shall be non-transferable and shall be subject to the following provisions with respect to termination of the membership:

- a. Upon a Member's death;
- b. Upon the termination of the season if not returning to the Association;
- c. Upon the Association being liquidated or dissolved under Part XII of the Act;
- d. Upon the Member submitting their resignation in writing addressed to the Secretary of the Association. The date of resignation shall be effective upon the date specified in the resignation, or where no date has been specified by the Member, 15 days after the submission of the written resignation by the Member;
- e. Members whose conduct is considered by the Board to be contrary to the stated OMHA Code of Conduct as adopted by WMHA, by-laws, and/or the purposes of the Association shall be provided the opportunity to explain or justify the conduct. Where the Member is unwilling or unable to do so, the Board may, where deemed necessary, terminate the individual's membership upon the provision of 15 days' written notice as provided herein.

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. Any disciplinary action or termination of membership must be done in good faith and in a fair and reasonable manner.

SECTION 7 – MEETINGS OF THE MEMBERSHIP

7.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member who submits a request in writing to the Board at least 10 business days prior to the Annual Meeting financial information shall upon such request, be provided, not less than five business days before the annual meeting, with a copy of the financial statements, the review engagement report or the auditor's report where available, and any other financial information reasonably requested by the Member.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;

- c. consideration of the financial statements;
- d. report of the auditor where applicable, or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the Annual meeting unless a Member has given notice to the Association of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

Subject to the provisions of the articles, where deemed necessary by the Board, a meeting of the Members 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, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting.

7.02 Special Meetings

Where special business arises that requires a Special Meeting of the Members:

- a. The Directors may call a special meeting of the Members for the purposes of carrying out any special business of the Association.
- b. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

7.03 Notice of Members Meetings

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members 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.

The Association shall only be required to give notice to those members who are registered on the records as of the Record Date. However, failure to receive a notice does not deprive a member of the right to vote at the meeting.

7.04 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, provided that there is a minimum of 30 members in attendance. 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.

7.05 Proxies

Voting by proxy shall not be permitted at any meeting of the Members or Board of Directors. Where an electronic voting platform has been implemented for the purposes of carrying out a vote, such vote must be validated by the Board prior to being counted.

7.06 Chair of the Meeting

The Chair at a meeting of the Members shall be the President of the Association. In the President's absence the Vice President of the Association shall act as Chair of the meeting. In the absence of the President and the Vice-President, the Members entitled to vote and present at any Meeting of the Membership shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair.

7.07 Voting of Members

Business arising at any Members' meeting shall be decided by Ordinary Resolution unless otherwise required by the *Act* provided that:

- a. each Member shall be entitled to one vote at any meeting, provided they have declared their class of membership where more than one class of membership is held;
- 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 the motion may not be raised again at that meeting; 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.

7.08 Adjournments

The Chair may, with the majority consent of the members present at any Members' meeting, adjourn the subject meeting to a date not more than 30 days following the meeting. Where such an adjournment has taken place, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued 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.

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 original notice of the meeting.

7.09 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Association, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Association to be present at the meeting. Any other person may be admitted only if invited by the Board or with the majority consent of the Members present at the meeting.

SECTION 8 – DIRECTORS

8.01 Nominations

Subject to the provisions with respect to filling a vacancy as set out herein, the election of Directors shall take place at the Annual Meeting of the Members. Nomination Forms for the

Board shall be made available by the Board upon written request and posted on the Association's website each year a minimum of (30) days prior to the Annual Meeting.

A Nomination Form must be completed by all nominees and delivered to the Secretary of the Association or completed online within fifteen (15) days of the Annual Meeting.

All individuals nominated for election must meet the eligibility criteria set out herein to be considered for election.

8.02 Eligibility

A Director:

- a. shall be eighteen (18) or more years of age;
- b. shall not be an undischarged bankrupt or of unsound mind;
- c. shall be a past or present Member of the Association, in good standing, at the time of his or her election;
- d. shall remain a Member of the Association, in good standing, throughout his or her term of office;
- e. shall not possess a criminal record; and
- f. shall be able to provide a Vulnerable Sector Check that meets the criteria necessary to serve as volunteer for the Association.

8.03 Number of Directors

In accordance with the Articles of the Association, the Affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) and no more than twenty-two (22) Directors.

The number of Directors to be elected at the annual meeting of the members shall be the number determined from time to time by special resolution of the Members at the Annual Meeting of the Members or a Special Meeting of the Members called for that purpose. If necessary, the Members may by Special Resolution, delegate the authority to set the number of required directors to the Board of Directors.

8.04 Election and Term

The Board shall post in all active Association arenas, and or the Association website, a listing of all individuals who have been nominated for election to the Board 10 days prior to the Annual Meeting. Such listing shall identify what positions, **if applicable**, each nominee is seeking election for.

The Directors shall be elected by the Members at the Annual Meeting. The term of office of the Directors shall be two years from the date of the meeting at which they are elected or appointed or until their successors are elected or appointed.

8.05 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
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 remove the Director before the expiration of the Director's term of office.

The Board shall provide notice by electronic means and by posting the vacancy on the Association's website within ten days of the date that the vacancy became effective. Such notice shall include a request for nominations to fill the vacant position, as well as the deadline for submissions of all nominations and the necessary instructions for submissions in writing. The deadline for submission shall not be less than 10 days from the date of the notice.

8.06 Removal of Directors

Provided that the appropriate notice specifying the intention to pass a resolution removing a director has been provided:

1. **Removal by Membership:** the members of the Association may, by ordinary resolution at Special Meeting of the Members or Annual Meeting, remove from office any director or directors of the Association, except those directors that hold office and form part of the Executive Committee whose removal must be carried out by Ordinary Resolution of the Executive Committee; or
2. **Removal by Board of Directors:** With the exception of those Directors who hold office as members of the Executive Committee, the Board of Directors may by Ordinary Resolution of the Board remove any Director for cause before the expiration of their term. Cause for removal includes but is not limited to the following:
 - a. Failure to complete duties as stated in the Association's By-laws, Manual of Operations, Rules or Policies;

- b. Failure to uphold the Philosophy, Core Values, Mission, Vision, and objectives of the Association;
 - c. any conduct deemed by the Board, acting reasonably, to be unbecoming of a Member;
 - d. Contravention of the Code of Conduct, Rules or Policies as established by the OMHA, OHF, or HC;
 - e. Failure to remain a Member in good standing.
3. **Removal of Director by Executive Committee:** Where the director is a member of the Executive Committee, the Executive Committee may remove the director by Ordinary Resolution of the Executive Committee in accordance with the terms as set out above.

8.07 Statement of director upon Resignation or Removal

A director shall be entitled to provide a statement to the Board giving reasons for:

- a. resigning; or
- b. opposing their removal as a director if a meeting is called for the purpose of removing them.

Provided the statement is reasonable and free from defamatory, frivolous or vexatious claims, the Board may circulate a copy of the director's statement.

8.08 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. With the exception of the Executive Committee, if the vacancy occurs because of the Members removing a Director as set out above, the Members may fill the vacancy by an Ordinary Resolution;
2. if there is not a quorum of Directors in office or there has been a failure to elect the number or 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 or if there are no Directors in office, the meeting may be called by any Member; and
3. provided notice of the vacancy has been provided to the Members as set out above and no nominations have been received within 10 days from the delivery of such notice, a quorum of Directors may fill a vacancy among the Directors for the remainder of the unexpired term by Ordinary Resolution of the Directors.

8.09 Remuneration of Directors

Subject to the conflict of interest provisions as set out herein, in lieu of expenses incurred by directors while performing their duties (local area mileage, gas, phone, etc.), eligible directors, at the beginning of their third year of service, will be entitled to a stipend not to exceed the maximum cost of one child's base registration for that year. The stipend shall be remitted on an annual basis, upon review of available funds and approval by the Board. If the director does not have a child registered with the association, they may assign their stipend to another member's registration, or take a partial cash stipend, not to exceed the maximum cost of registration.

8.10 Indemnification of Directors

The Association shall indemnify and save harmless every director and officer of the Association, their heirs, executors, and administrators, from and against all costs, charges, and expenses, including legal fees, incurred in respect of any action, suit, or proceeding brought against them in connection with the execution of their duties, provided that they acted honestly, in good faith, and in the best interests of the Association, and in compliance with the *Act* and all applicable laws. The Association may purchase and maintain such insurance for the benefit of its Directors and Officers as the Board may from time to time determine necessary.

8.11 Board of Director Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a committee of Directors and may delegate to the committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated;
2. Those committees that were established by the Association for the purposes of managing the affairs of the Association shall be set out in a Manual of Operations and governed by the rules established within the Manual of Operations as amended from time to time by the Board of Directors; and
3. 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.

SECTION 9 – OFFICERS (WORK IN PROGRESS)

SECTION 10 - BOARD MEETINGS

10.1 Governance

The Board of Directors shall to the best of their abilities govern the Association in compliance with the objects, powers, By-laws and Policies of the Association, Rules of Operation and all applicable laws and applicable regulations, OMHA, OHF and HC policies and procedures.

10.02 Calling of Meetings

Meetings of the Directors may be called by the Chair or any two Directors at any time and any place on notice as required by this By-law. The Board shall meet no less than ten (10) times per year.

10.03 Notice of Meetings of the Board

- a. 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, date and time of such meetings to each Director, and no other notice shall be required for any such regular Board meetings thereafter.
- b. Notice of the time and place, if applicable, for the holding of a Special meeting of the Board shall be communicated in writing to all Directors at least ten (10) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice, or where the Board Meeting is held immediately following the Annual Meeting of the Members. Business transacted at a Special Meeting of the Board shall be limited to that specified in the notice calling the Meeting.;
- c. Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.
- d. No formal notice of any Board Meeting shall be necessary if all the Directors are present, have waived the requirement of notice in writing, or if those absent signify their consent in writing to the Meeting being held in their absence.
- e. 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.
- f. notice of a meeting that continues an adjourned meeting of the Board is not required to be given if the time and of the continued meeting is announced at the Meeting to be adjourned, or where applicable, if instructions for attending and participating in the continued 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 are provided.

10.04 Quorum

A quorum for a Board Meeting shall be fifty percent plus one (50% +1) of the current Directors. No business of the Board shall be transacted in the absence of a quorum.

10.05 Chair

The President whenever possible shall act as Chair and preside over the Board meetings. In the absence of the President, the Directors present shall choose one of their number to act as the Chair.

10.06 Voting

With the exception of the Chair, each Director present at a meeting of the Directors shall be entitled to one vote. Questions arising at any Board meeting shall be decided by an Ordinary Resolution. In case of an equality of votes, the Chair shall be entitled to a vote to break the tie.

10.7 Voting Procedures

Every motion shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

10.08 Copy to be kept

The Association shall keep a copy of every resolution with the minutes of the meetings of the directors or of a committee of directors.

10.09 Participation by Telephonic or Electronic Means

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 Directors 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 to be present at the meeting.

10.10 Adjournment of Board Meetings

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment provided that the adjourned meeting is re-convened within 30 days of the original meeting.

SECTION 11 – FINANCIAL DEALINGS, BOOKS AND RECORDS

11.01 Financial Year

The financial year of the Association shall end on the 30th day of April in each year or on such other date as the Board may from time to time by resolution determine.

11.02 Banking

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

11.03 Banking Resolution

The Board shall designate, by resolution in writing, three members of the Board authorized to transact the banking business of the Association, or any part thereof, with the bank as designated by the Board. The resolution shall, unless otherwise restricted, establish the power to:

- a. operate the accounts of the Association with the bank designated by the Board from time to time;
- b. make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money as necessary for the operation of the Association;
- c. issue receipts for and orders relating to any property of the Association; and
- d. authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

11.04 Members' annual dues, fees or other contribution

The Directors may require the Members to pay annual dues, fees, or other contributions in a manner and amount as established by written resolution of the Board prior to the commencement of the next Financial Year.

11.05 Deposit of Funds

All funds received by the Association shall be deposited for safekeeping with the Bank as designated by the Board in writing. Such funds may be withdrawn, from time to time, only upon the written order of the Board, or committee of the Board whose role is to oversee such withdrawals for the operation of the Association.

11.06 Signing Authority and Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association shall be signed by the Treasurer of the Association and one other of its Officers or Directors.

The signing officers of the Association shall normally be the President, Executive Vice President, Secretary and Treasurer, or any other Director or Officer as determined by the Board from time to time in writing.

Nevertheless, 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 Association's 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 Association to be a true copy thereof.

11.07 Books and Records:

The Board shall ensure that all necessary books and records of the Association required by Act, the By- laws of the Association, OMHA, OHF, HC or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

SECTION 12 BORROWING BY THE ASSOCIATION

12.01 Borrowing Power:

Subject to the limitations set out in the Act, the Association's Articles, by-laws, rules or policies of the Association, the Board may by Resolution authorize the Association to:

- a. borrow money on the credit of the Association;
- b. issue, sell or pledge securities of the Association; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, 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 Association.

12.02 Borrowing Resolution:

The Board's borrowing powers shall be used generally to manage, transact and settle the borrowing of money by the Association for the purpose of managing the affairs of the Association in the best interests of the Members.

The exercise of borrowing powers shall only be exercised in accordance with an Order of the Board in writing duly passed at a meeting of the Board by Ordinary Resolution.

The resolution shall set out the specifics necessary to determine the nature of the borrowing power being authorized and to whom the power has been delegated, including but not limited to the terms and conditions of any loan, and as to the security to be given therefore.

The Board shall have the power to vary or modify any such arrangements, terms and conditions, and to give such additional security as the Board may authorize.

SECTION 13 – NOTICE

13.01 Computation of Time:

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be included in the computation.

13.02 Service of Notice

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct an audit or review engagement of the Association's financial records shall be delivered by any one, or a combination of the following: personally, email, facsimile, or mail to the individual's last known registered address, email or facsimile number, posting in all association arenas, and / or any other electronic means including but not limited to the association website. When posting on the website the Association shall either mail or email a duplicate to the last known registered address(es).

Notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

13.03 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, stakeholder, or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Association 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 was otherwise founded on such notice.

Nevertheless, the Board may, if deemed necessary, call a subsequent meeting for the purpose of ratifying, approving and/or confirming any or all actions or proceedings taken at any meeting where an error or omission has occurred.

SECTION 14 – CONFLICT OF INTEREST

14.01 Requirement to Disclose Conflict

A Director or Officer who is or later becomes a party to a material contract or transaction or proposed material contract or transaction with the Association or is a director or officer of, or has or acquires a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association shall disclose the nature and extent of their interest to the Association and such disclosure shall be entered in the Minutes of the Meeting at which such disclosure has been made. Thereafter, such Director or Officer shall not attend any part of a meeting of Directors during which the contract or transaction is discussed, nor shall they participate in or vote on any resolution to approve any such contract or transaction.

14.02 Failure to Disclose

If a Director or Officer fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director or Officer shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

14.03 Deemed Conflict

A Director or Officer shall be deemed to be in a conflict of interest where an issue involving a closely held relationship or an immediate family member has arisen or is likely to arise concerning the involvement of such family member in any form of disciplinary action, or appointment as a coach or other volunteer on a team governed by the Association. The affected Director or Officer shall not be involved or participate in any of the Board's discussions regarding the issue.

Where the Director or Officer is uniquely in possession of material information such information shall be disclosed to the Board immediately prior to their recusal.

SECTION 15 – CONFIDENTIALITY

15.01 Requirement of Confidentiality

Every Officer and Director of the Association shall keep confidential all information received in their capacity as Officer or Director, including but not limited to discussions, documents, and decisions made by the Board, any Committee of the Association, Officer or Official, except where disclosure is required by law or authorized by the Board. Officers and Directors shall not use confidential information for personal gain or to the detriment of the Association or any of its Members.

SECTION 16 – BY-LAWS, RULES, POLICIES AND PROCEDURES

16.01 Passing and Amendments to By-laws

The Board or a member in good standing may recommend the adoption, repeal or amendments to the by-laws of the Association from time to time, to the Membership. A proposed by-law or any repeal of, or amendment to an existing by-law recommended by the Board or Member in good standing shall be presented for adoption at a Special or Annual Meeting of the Members. A copy of the proposed by-law to be repealed, adopted or proposed by-law amendment shall be appended to the notice of the Meeting of the Members. All proposed changes to the Association's by-laws shall require approval by Special Resolution of the Members.

16.02 Rules of Operation, Policies and Procedures

Subject to the terms of the Act and notwithstanding any other provision contained in this By-law, the Board shall have the power to pass without confirmation or ratification by the members of the Association all necessary rules and regulations as they deem expedient to ensure the efficient operation of the Association for the benefit of its Members. In passing such Rules of Operation, Policies and Procedures, the Board shall have regard to the Policies and Procedures established by OMHA, OHF and HC as well as all applicable laws and governing regulations.

16.03 Repeal of Previous Organizational Bylaw

The previous organizational by-law of the Association is hereby repealed and replaced by the terms of the within by-law. Such repeal shall not impair in any way the validity of any act or thing done pursuant to the Association's organizational by-law prior to the date of enactment as set out below.

Enacted this ____ day of _____, 2025

Name:
President WMHA

Name:
Secretary WMHA