

**WHITEMUD WEST HOCKEY ASSOCIATION
BYLAWS**

1. Definitions and Interpretation

1.1 Definitions. For the purposes of these Bylaws the following terms have the meanings below assigned to them:

- a. **"Act"** – means the *Societies Act of Alberta*, R.S.A. 1980, c. S-18 as amended from time to time;
- b. **"Annual General Meeting"** – means the annual general meeting of the Members;
- c. **"Board"** – means the Board of Directors of the Association;
- d. **"Board Members"** – means members of the Board of Directors of the Association;
- e. **"Association"** – means the Whitemud West Hockey Association or WWHA;
- f. **"Board of Directors"** – the elected Executive, the appointed Board Members and Community Representatives;
- g. **"Bylaws"** – means the Bylaws of the Association, as amended from time to time;
- h. **"EFHC"** – Edmonton Federation Hockey Council;
- i. **"EMHA"** – Edmonton Minor Hockey Association;
- j. **"Executive"** – means collectively the President, Vice-President - Coaching, Vice-President - Evaluations, Vice-President - Administration, Vice-President - Operations, Vice President - Finance and Vice President - Development;
- k. **"Member"** – means a member of the Association granted membership by the Association in accordance with the provisions of Article 5.1 hereof;
- l. **"Members"** - means collectively all of the members of the Association as defined in Section 1.1(k);
- m. **"Membership Fee"** – means to annual membership fee payable by the Members, which Membership Fee shall be the registration fee for each individual hockey player registered with the Association, such Membership Fee to be established by the Executive prior to the commencement of each hockey season;
- n. **"NWZHA"** – means the North West Zone Hockey Association;

- o. **“Ordinary Resolution”** means a resolution passed by a majority of not less than fifty-one percent (51%) of the votes cast by the parties being entitled to vote on the question;
 - p. **“Special General Meeting”** means a general meeting of the Members other than the Annual General Meeting;
 - q. **“Special Resolution”** – means a special resolution as that term is defined in the Act;
 - r. **“WWHA”** – means the Whitemud West Hockey Association;
 - s. **“WWHA Boundary”** – means the geographic area within the City of Edmonton, Alberta, which is bounded by Stony Plain Road and McKinnon Ravine on the North, the North Saskatchewan River on the East and South, and the Edmonton city limits on the West, including the Enoch Cree Nation reserve lands.
- 1.2 Number, Gender. In these Bylaws, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

2. Organization

- 2.1 Organization. This Association is the governing body for all EFHC minor hockey in the WWHA Boundary. Edmonton Federation of Community League members offering hockey programs at the EFHC level within the WWHA Boundary shall be subject to these Bylaws and the policies and procedures of the Association and must be in good standing with the EMHA.
- 2.2 Governing Bodies. The Association is subject to the bylaws, rules, and regulations of the NWZHA, EFHC, EMHA, Hockey Alberta, and Hockey Canada.

3. Membership

- 3.1 General Members. Subject to these Bylaws, the Executive shall admit as a Member of the Association an individual who is not less than eighteen (18) years of age, is in compliance with the terms and conditions of these bylaws and the policies and procedures of the Association, as published and amended from time to time by the Association and is the parent or legal guardian of an individual who is under the age of eighteen (18) years registered to play hockey for the Association, who has paid the Membership Fee.
- 3.2 Volunteer Members. Subject to these Bylaws, the Executive shall in addition to those individuals referred to in Article 3.1 above, also admit as a Member of the Association an individual who holds any formally recognized volunteer position within the Association, provided the individual in question is not eligible to be a Member in accordance with Article 3.1 above. Individuals admitted as Members pursuant to this Article 3.2 shall not be required to pay a Membership Fee to the Association. Individuals admitted as

Members pursuant to this Article 3.2 shall be required to be not less than eighteen (18) years of age and be in compliance with the terms and conditions of these bylaws and the policies and procedures of the Association, as published and amended from time to time by the Association.

3.3 Withdrawal of Members. Any Member wishing to withdraw from the Association may do so upon written notice to the office of the Association. The effective date of withdrawal shall be the date on which the office receives the Notice of Withdrawal.

3.4 Removal of Members:

- a. Any Member of the Association who does not conduct him or herself in accordance with the rules and regulations of the Alberta Hockey Association, the Canadian Hockey Association or either the Bylaws or policies and procedures of the Association can, upon Special Resolution of the Executive taken at a duly convened Executive meeting, be expelled as a Member of the Association for the remainder of the then present hockey year or such longer period of time as the Executive may decide, up to and including permanent expulsion.
- b. Any Member who in respect of any dispute or issue with the Association seeks recourse to any another sport governing body, commission or the Courts of any jurisdiction prior to exhausting all of the Members rights and remedies pursuant to the Bylaws and policies and procedures of the Association, and thereafter all of the Members rights and remedies through the EMHA, Hockey Alberta and Hockey Canada, shall be deemed to be in violation and be deemed to be in breach of the Bylaws and policies and procedures of the Association and shall be immediately suspended until further notice from the Executive as a Member of the Association.
- c. A Member suspended pursuant to Article 3.4(b) shall as a pre-condition of consideration by the Association for reinstatement of Membership in the Association reimburse the Association for all expenses incurred by the Association and/or its officers, and any other organization in which the Association is a member, to address and deal with any such actions taken in contravention of Article 3.4(b).
- d. The Executive claims the right, as the rental contract carrier for all facility usage by the Association, to prohibit and expel any Member who is suspended pursuant to the provisions of the Bylaws and policies and procedures of the Association from any or all facilities where the Association functions, including but not restricted to facilities where meetings, games and practices are taking place for the benefit of the Association.

4. Rights Of Membership

- 4.1 Notice of and Attendance at Meetings. Members in good standing shall be provided notice of each meeting of the Members in the form as provided in these Bylaws and shall be entitled to attend meetings of the Members.
- 4.2 Voting at Meetings. Members shall be entitled to one vote on each matter for which a vote is required to be taken at a meeting of the Members.
- 4.3 Voting. At any meeting of the Members, every question shall be decided by an Ordinary Resolution, unless the Act or these Bylaws otherwise provide. Such voting shall be carried out in the following manner:
- (a) if, before a vote is taken, no demand for a secret ballot is made by a voting delegate, every question shall be decided by a show of hands; and
 - (b) if, before a vote is taken, a Member demands a secret ballot, and such demand is not withdrawn prior to the casting of the vote, the question shall be decided by secret ballot.
- 4.4 Voting by Secret Ballot. Voting by secret ballot shall be conducted in such manner as the chair of the Meeting of the Members shall direct and the results of such vote by secret ballot shall be deemed the decision of the Members in the meeting upon the matter in question. Prior to the conducting of the secret ballot, the demand for a vote by secret ballot on a particular question may be withdrawn by the Member who first demanded such vote by secret ballot.
- 4.5 Inspection of Books and Records. Members in good standing shall be entitled to inspect the books and records of the Association during normal business hours at the offices of the Association or such other locations at which the books and records of the Association may be kept.

5. Meetings of Members

- 5.1 Annual General Meeting. The Annual General Meeting of the Members shall be held no later than 15 months after the previous Annual General Meeting of the Association at such time, place and date as the Executive may determine after consultation with the Board, upon not less than Twenty One (21) days notice therefore to all Members in good standing, setting out the time, place, date and agenda for such Annual General Meeting.
- 5.2 Notice of Annual General Meeting. Notice of the Annual General meeting shall be deemed to be effectively given to the Members through the placement of a Notice of the Annual General Meeting by the Association on the Association website for a period of Twenty One (21) days prior to the meeting date of the Annual General Meeting. Notice

of the Annual General Meeting shall set out the time, place, date and agenda for such Annual General Meeting.

- 5.3 Business to be transacted at an Annual General Meeting. At every Annual General Meeting, in addition to any other business that may properly be transacted, the following business shall be included in the agenda for such meeting:
- a. Presentation and approval of minutes for the previous Annual General Meeting;
 - b. Business arising from the Minutes of the previous Annual General Meeting;
 - c. Presentation of the financial statements of the Association;
 - d. Appointment or waiver of the appointment of the auditor, and authority for the Executive to determine the auditor's remuneration;
 - e. Presentation of the reports of the Executive and Board of Directors; and
 - f. Election of the Executive with respect to offices the terms of which have expired or for vacancies in offices as may have arisen since the previous Annual General Meeting
- 5.4 Special General Meeting. A Special General Meeting of the Members shall be convened by the Association either upon the direction of the Executive or upon the written requisition therefore signed by Twelve (12) Members, which requisition must contain sufficient information to permit the Members to form a reasoned judgment on the matters to be considered. Within fifteen (15) days of direction by the Executive or receipt of the requisition of Twelve (12) Members, the Association must give to each Member written notice of a Special General Meeting to be held no earlier than Twenty One (21) days and no later than Forty Five (45) days following the giving of such notice.
- 5.5 Notice of Special General Meeting. A notice of any Special General Meeting shall advise of the time, place and date of such meeting as determined by the Executive. Notice of any meeting where special business will be transacted shall contain the agenda of such meeting along with sufficient information to permit the Members to form a reasoned judgment on the matters to be considered. Notice shall be deemed to be effectively given to the Members through the placement of a Notice of the Special General Meeting on the Association website for a period of Twenty One (21) days prior to the meeting date of the Special General Meeting.
- 5.6 Quorum. A quorum for the transaction of business of any meeting of Members shall consist of Twelve (12) Members who are present in person at the meeting of the Members and are eligible to cast a vote, provided no Member be allowed to vote by proxy.
- 5.7 Record of Meetings of Members. Minutes of the meetings of the Members shall be recorded, and minutes thereof shall be presented to the next Annual General Meeting or Special General Meeting, as may be appropriate. Upon approval of the minutes at such General Meeting, such minutes shall be placed in the formal records of the Association. All minutes of meetings of the Members shall be circulated to the Executive forthwith

after approval of the minutes by the Members. Minutes may be circulated to such other person as the Executive may, by resolution, direct.

- 5.8 Rules of Procedure. Except as specifically provided herein, the procedure at all meetings of the Members shall be determined by the most current published edition of *Robert's Rules of Order*.
- 5.9 Error or Omission in Giving Notice. No error or omission in giving notice of any meeting of the Members or any adjourned meeting of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and any Member may ratify, approve and confirm any or all proceedings taken or had thereat.

6. Executive of the Association

- 6.1 Composition. The Executive shall consist of seven (7) members, comprised of the following:
- a. President;
 - b. Vice-President - Coaching;
 - c. Vice-President - Evaluations;
 - d. Vice-President - Administration;
 - e. Vice-President - Operations;
 - f. Vice President - Development; and
 - g. Vice President - Finance.
- 6.2 Ex-Officio Executive. Each former President, from the date of expiration or termination of their most recent term in office until the following Annual General Meeting, shall be an ex-officio Executive and shall be entitled to notice of and to attend all Executive and Board Meetings.
- 6.3 Eligibility as an Executive member. In order to qualify to become or to act as a member of the Executive, a person must:
- a. be a citizen or permanent resident of Canada;
 - b. not be less than eighteen (18) years of age;
 - c. not be an undischarged bankrupt;
 - d. not be found to be mentally incompetent or of unsound mind;
 - e. have the capacity under law to contract;
 - f. have obtained an approved police check;

- g. be a Member who has served as a Director of the Association in the year immediately preceding the year in which they are nominated for a position on the Executive of the Association; and
 - h. be a Member in good standing.
- 6.4 Eligibility as the President. In order to qualify to become or to act as the President, a person must, in addition to the conditions set out in Section 6.3 hereof, have held a position on the Executive of the Association for one consecutive year immediately preceding the year in which they are nominated for or appointed to the position of President of the Association.
- 6.5 Executive Term. Subject to Sections 6.15, 6.16 and 6.17, each member of the Executive shall be elected for a term of two (2) years, provided however that no person shall hold the same Executive position for more than four (4) consecutive years. A person may not be elected to the Executive for more than three (3) consecutive full terms and will not be eligible to stand for election or appointment to the Executive for a period of two (2) consecutive years immediately following the completion of having served 6 consecutive years on the Executive.
- 6.6 Nominations of Executive.
 - (a) The Executive shall be entitled to nominate candidates for Executive offices of the terms of which have expired, or for vacancies in Executive offices as may have arisen since the last Annual General Meeting, and shall circulate such nominations to the Members at least twenty-one (21) days prior to the date of the Annual General Meeting.
 - (b) Any Member may nominate one (1) or more candidates for Executive office provided that such Member provides notice to the Executive advising of the names of such candidates not less than thirty (30) days prior to the date of the Annual General Meeting. The Executive shall circulate such nominations to the Members at least twenty-one (21) days prior to the date of the Annual General Meeting.
 - (c) Nominations for Executive positions must include a brief biographical sketch of the candidate and the written consent of the candidate to let their name stand.
 - (d) Nominations from the floor at an Annual General Meeting or any other meeting held for such purposes shall not be allowed for the election of Executive officers.
- 6.7 Remuneration and Expenses. Executive, board members and committee members shall not receive any remuneration for their services, but shall be reimbursed for reasonable expenses incurred in connection with their attendance at Executive meetings or otherwise incurred in connection with their services as Executive officers, board members or as committee members of the Association.

- 6.8 Duties of the President. The President shall preside at all meetings of the Members, all Executive meetings and all Directors meetings. The President shall be an ex-officio member of all committees appointed or established by the Executive. The President may, in case of emergency, exercise the powers of the Executive without the approval of the Executive, provided however that such actions taken in an emergency situation must be ratified by the Executive at the next ensuing Executive meeting, failing which such actions and directions shall be automatically rescinded. The President, or his designate, shall attend all meetings to which the Association is entitled to have a representative present. Without restricting the generality of the foregoing the President shall take all actions as directed from time to time by the Executive or as further outlined in the rules and regulations and policies and procedures of the Association as published and amended from time to time by the Association.
- 6.9 Duties of the Vice President - Coaching. The Vice President - Coaching will be responsible for, but may delegate to an employee or volunteer of the Association, all aspects of coaching within the Association as directed from time to time by the Executive or as further outlined in the policies and procedures of the Association as published and amended from time to time by the Association.
- 6.10 Duties of the Vice President - Evaluations. The Vice President - Evaluations will be responsible for, but may delegate to an employee or volunteer of the Association, all aspects the evaluations process within the Association as directed from time to time by the Executive or as further outlined in the policies and procedures of the Association as published and amended from time to time by the Association.
- 6.11 Duties of the Vice President - Administration. The Vice President - Administration will be responsible for, but may delegate to an employee or volunteer of the Association, all aspects the administration of the Association as directed from time to time by the Executive or as further outlined in the policies and procedures of the Association as published and amended from time to time by the Association.
- 6.12 Duties of the Vice President - Operations. The Vice President - Operations will be responsible for, but may delegate to an employee or volunteer of the Association, all aspects the operations of the Association as directed from time to time by the Executive or as further outlined in the policies and procedures of the Association as published and amended from time to time by the Association.
- 6.13 Duties of the Vice President - Development. The Vice President - Development will be responsible for, but may delegate to an employee or volunteer of the Association, all aspects the development of the Association as directed from time to time by the Executive or as further outlined in the policies and procedures of the Association as published and amended from time to time by the Association.

- 6.14 Duties of the Vice President - Finance. The Vice President - Finance shall be responsible for, but may delegate to an employee or volunteer of the Association:
- a. the maintenance and keeping of such financial records, including books of account, as are necessary to comply with the *Act*;
 - b. the preparation and provision of the financial statements of the Association to the Executive, Directors, Members and others when required; and
 - c. such other duties and responsibilities as directed from time to time by the Executive or as further outlined in the policies and procedures of the Association as published and amended from time to time by the Association.
- 6.15 Vacancy of Executive Officer Positions. In the event of any vacancy occurring among the Executive during the term of that office, the Executive may appoint an acting Executive officer until the next Annual General Meeting, at which time an Executive officer shall be elected to serve the balance of the term of that office.
- 6.16 Automatic Vacation of Office. The office of an Executive shall be automatically vacated:
- (a) if the Executive officer has resigned their office by delivering a written resignation to the office of the Association;
 - (b) if the Executive officer is found by a court to be of unsound mind or otherwise loses their capacity under law to contract;
 - (c) if the Executive officer becomes bankrupt or suspends payment or compounds with their creditors; or
 - (d) on the death of the Executive officer.
- 6.17 Removal of Executive Officer. The office of an Executive shall be automatically vacated if a resolution for that purpose is passed by 75% if the Executive officers present and entitled to vote at an Executive meeting called for that purpose or the Members pass a Special Resolution at a Special General Meeting called for that purpose that such Executive officer be removed from office.

7. Executive Meetings

- 7.1 Notice. The Executive shall meet not less than eight (8) times per year at a place to be determined by the President provided that notice in writing of not less than five (5) days prior to the date for such Executive meeting has been sent to the Executive officers. Notice may be waived by the unanimous consent of the Executive officers. A special meeting of the Executive shall be called upon the written requisition therefore signed by any of three (3) Executive officers which requisition must contain sufficient information to permit the Executive to form a reasoned judgment on the matters to be considered.

- 7.2 Meetings by Telephone Conference. Executive Meetings may be conducted by telephone conference call, conducted by the President or an officer designated by him.
- 7.3 Resolutions Without Meeting. Resolutions of the Executive may be passed in writing, without meeting, upon the unanimous consent of the Executive, which consent may be endorsed upon the resolution in writing by counterpart. For the purpose of circulation of such resolutions, the resolutions may be delivered to members of the Executive for endorsement by telecopier or e-mail, and receipt by the office of the Association of a telecopied or e-mail transmission of the resolution and the signature of the member of the Executive shall constitute proof of the consent to the resolution of each such member of the Executive.
- 7.4 Quorum. Quorum for Executive Meetings shall be four (4) Executive officers entitled to vote at such Executive Meeting.
- 7.5 Voting. Each member of the Executive, except for ex-officio Executive officers, who shall be non-voting, is entitled to one (1) vote and, except where a resolution of 75% if the Executive officers present and entitled to vote at an Executive meeting is required by these Bylaws, all proceedings of the Executive shall be determined by an Ordinary Resolution of the officers of the Executive entitled to vote at such Executive meeting. In the event of a tie, the President does not have a casting vote and the resolution shall be defeated.
- 7.6 Record of Executive Minutes. Executive meetings shall be recorded, and minutes thereof shall be presented to the next Executive meeting. If in camera business is conducted at any meeting in accordance with the provisions of Article 7.7 hereof, that fact, together with a description of the general nature of such business, shall be recorded in the minutes. Upon approval of the said minutes, such minutes shall be made available to the members of the Executive, each of whom shall receive a copy of such minutes.
- 7.7 In Camera Business. The Executive, upon resolution, may consider business in camera, if the business to be considered deals with:
- a. The discipline of any Director, Executive or Member;
 - b. The expulsion or suspension from any office of the Association or from membership in the Association of any person or Member, as the case may be;
 - c. The employment and appointment of personnel;
 - d. The acquisition of property; or
 - e. The preparation or planning for the presentation of a competitive bid quote or similar activity which is of a confidential nature.
- 7.8 Conduct of In Camera Business. In the event that the Executive shall conduct business in-camera in accordance with the provisions of these Bylaws, minutes of such in camera

meeting shall be kept and recorded, confidentially, and shall be released from confidence to the Members at such time as the Executive may direct, or as the Members may direct by Special Resolution passed at an Annual General Meeting.

- 7.9 Procedure. Except as specifically provided herein the procedure at all meetings of the Executive shall be determined by the most current published edition of *Robert's Rules of Order*.
- 7.10 Error or Omission in Giving Notice. No error or omission in giving notice of any Executive meeting or any adjourned meeting of the Executive shall invalidate such meeting or make void any proceedings taken thereat and any Executive may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

8. Powers of Executive

- 8.1 Executive of the Association. The Executive of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association and in its name, any kind of contract which the Association may lawfully enter into and do all such other acts and things as the Association is, by its letters patent or otherwise, authorized to exercise and do. Without restricting the generality of the foregoing, the Executive may employ such employees as are necessary to administer the business of the Association.
- 8.2 Powers of the Executive. Without in any way detracting from the foregoing, and in addition to any other powers which they possess under these Bylaws or otherwise, the Executive is expressly empowered, from time to time:
- a. To take such steps as it may deem requisite to enable the Association to acquire, accept, solicit or receive donations and benefits of any kind for the purpose of furthering the objects and purposes of the Association;
 - b. to make expenditures for the purpose of furthering the objects of the Association, subject to any limitations or directions placed upon it by the Members at a meeting of the Members;
 - c. to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the furtherance of any or all of the purposes and objects of the Association in accordance with such terms and conditions as may be agreed with such a trust company;
 - d. to appoint at its discretion such a committee or committees to be designated by such name or names as it may decide and to change the membership of such committees from time to time as it may decide. The members of such committees need not be members of the Executive or Board of Directors;

- e. to authorize expenditures on behalf of the Association and to delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees of the Association;
- f. to appoint a representative to any governing bodies for which the Association is entitled to have a representative present, which representative may or may not be a current member of the Executive or Board of Directors;
- g. to vote on the admission of Members to the Association; and
- h. for the purpose of carrying out its objects, borrow or raise or secure payment of money in any manner it thinks fit, and in particular issue debentures, provided however that the issuance of debentures shall be subject to the prior approval of the Members by way of a Special Resolution.

8.3 Policies and Procedures. The Executive may prescribe policies and procedures not inconsistent with these Bylaws relating to the management and operation of the Association.

8.4 Suspension and Expulsion from Association. The Executive, upon its own initiative, or upon the substantiated charge of any Member or Members in good standing, may suspend or expel any Director or Executive officer as a disciplinary measure for conduct detrimental to the best interests of the Association, by a resolution to that effect passed by 75% of the Executive officers present and entitled to vote at an Executive meeting called for that purpose.

9. Association Seal and Signature and Certification Of Documents

9.1 The seal of the Association shall be in such form as shall be prescribed by the Executive and shall have the words "Whitemud West Hockey Association" endorsed thereon, and shall be held in custody at the head office of the Association or any such office as the Executive may determine from time to time.

9.2 Contracts, documents and any instruments in writing requiring the signature of the Association must be signed by two (2) members of the Executive specifically authorized by the Executive and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. Notwithstanding the foregoing, the Executive may, from time to time by resolution, appoint any other officer or officers or person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. The seal of the Association may, when required, be affixed to any such contracts, documents or instruments in writing signed as aforesaid, or by any officer or officers appointed by resolution of the Executive.

10. Board of Directors

10.1 Composition. The Members of the Board of Directors shall be appointed by the Executive and shall consist of:

- a. The members of the Executive;
- b. The category directors and/or coordinators for each age division of hockey managed by the Association, which positions will be appointed by the Executive;
- c. The Chair of each committee of the WWHHA formed by the Executive; and
- d. One representative from each community league within the WWHHA Boundary with an active hockey program, such representative to be nominated by the said Community League and thereafter appointed as a member fo the Board of Directors by the Executive, provided however that such individual so appointed shall not be a member of any other minor hockey association operating outside of the WWHHA Boundary.

10.2 Eligibility as a Board Member. In order to qualify to become or to act as a member of the Board, a person must:

- a. be a citizen or permanent resident of Canada;
- b. not be less than eighteen (18) years of age;
- c. not be an undischarged bankrupt;
- d. not be found to be mentally incompetent or of unsound mind;
- e. have the capacity under law to contract;
- f. have obtained an approved police check; and
- g. be a Member in good standing.

10.3 Term of Directors Office. The term of office of a Director of the Association shall be one (1) year.

10.4 Remuneration and Expenses. Directors shall not receive any remuneration for their services, but shall be reimbursed for reasonable expenses incurred in connection with their attendance at Board of Directors meetings or otherwise incurred in connection with their services as Directors of the Association.

10.5 Automatic Vacation of Office. The office of a Director shall be automatically vacated:

- (a) if the Director has resigned their office by delivering a written resignation to the office of the Association;
- (b) if the Director is found by a court to be of unsound mind or otherwise loses their capacity under law to contract;
- (c) if the Director becomes bankrupt or suspends payment or compounds with their creditors; or

(d) on the death of the Director.

- 10.6 Removal of Director. The office of a Director shall be automatically vacated if a resolution for the removal of such Director is passed by 75% if the Executive officers present and entitled to vote at an Executive meeting held for such purpose or by the Members at a Special General Meeting called for that purpose of the removal of such Director from office.

11. Directors Meetings

- 11.1 Notice. The Directors shall meet not less than six (6) times per year at a place to be determined by the President provided that notice in writing of not less than five (5) days prior to the date for such Directors meeting has been sent to the Directors. Notice may be waived by the unanimous consent of the Directors. A special meeting of the Directors shall be called upon the written requisition therefore signed by any of six (6) Directors which requisition must contain sufficient information to permit the Directors to form a reasoned judgment on the matters to be considered.
- 11.2 Meetings by Telephone Conference. Directors meetings may be conducted by telephone conference call, conducted by the President or an Executive officer designated by him.
- 11.3 Resolutions Without Meeting. Resolutions of the Directors may be passed in writing, without meeting, upon the unanimous consent of the Directors, which consent may be endorsed upon the resolution in writing by counterpart. For the purpose of circulation of such resolutions, the resolutions may be delivered to the Directors for endorsement by telecopier or e-mail, and receipt by the office of the Association of a telecopied or e-mail transmission of the resolution and the signature of the Director shall constitute proof of the consent to the resolution of each such Director.
- 11.4 Quorum. Quorum for Directors Meetings shall be six (6) Directors entitled to vote at such Directors Meeting.
- 11.5 Voting. Each Director, except for ex-officio Executive officers, who shall be non-voting, is entitled to one (1) vote and, except where a resolution of 75% if the Directors present and entitled to vote at a Directors meeting is required by these Bylaws, all proceedings of the Directors shall be determined by an Ordinary Resolution of the Directors entitled to vote at such Directors Meeting. In the event of a tie, the President does not have a casting vote and the resolution shall be defeated.
- 11.6 Record of Directors' Minutes. Directors Meetings shall be recorded, and minutes thereof shall be presented to the next Directors Meeting. If in camera business is conducted at any meeting in accordance with the provisions of Article 11.7 hereof, that fact, together with a description of the general nature of such business, shall be recorded in the minutes. Upon approval of the said minutes, such minutes shall be made available to the Directors, each of whom shall receive a copy of such minutes.

- 11.7 In Camera Business. The Directors, upon resolution, may consider business in camera, if the business to be considered deals with:
- a. Matters of any Director, Executive or Member;
 - b. The expulsion or suspension from any office of the Association or from membership in the Association of any person or Member, as the case may be;
 - c. The employment and appointment of personnel;
 - d. The acquisition of property; or
 - e. The preparation or planning for the presentation of a competitive bid quote or similar activity which is of a confidential nature.
- 11.8 Conduct of In Camera Business. In the event that the Directors shall conduct business in-camera in accordance with the provisions of these Bylaws, minutes of such in camera meeting shall be kept and recorded, confidentially, by a member of the Executive of the Association, and shall be released from confidence to the Members at such time as the Executive may direct, or as the Members may direct by resolution passed at an Annual General Meeting.
- 11.9 Procedure. Except as specifically provided herein the procedure at all meetings of the Directors shall be determined by the most current published edition of *Robert's Rules of Order*.
- 11.10 Error or Omission in Giving Notice. No error or omission in giving notice of any Directors Meeting or any adjourned meeting of the Directors shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

12. Powers of the Board of Directors

- 12.1 The Board of Directors shall:
- a. Where directed by the Executive or the Members by way of resolution, discuss and give advice and direction to the Executive on matters of concern and interest to the Executive and the Members with respect to the administration and delivery of the sport of minor hockey within the WWHA by the Association and all organizations to which the Association is a member;
 - b. Present to the Executive when and as required advice and directions with respect to matters of concern and interest to the Members regarding the administration and delivery of the sport of minor hockey within the WWHA by the Association and all organizations to which the Association is a member; and

- c. To disseminate and communicate to the constituents of the individual Directors the information, decisions and directions of the Association as determined by the Executive and communicated to the Directors.

13. Disciplinary Matters

- 13.1 All disciplinary matters of the Association shall be dealt with in accordance with the disciplinary provisions contained in the policies and procedures manual of the Association as published and amended from time to time by the Association.

14. Financial Records and Auditing

- 14.1 All funds of the Association shall be deposited in an accredited banking institution, authorized by the Executive, to an account in the name of the Association.
- 14.2 The signing authorities on all Association bank accounts shall be any two (2) members of the Executive specifically authorized by the Executive and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. Notwithstanding the foregoing, the Executive may, from time to time by resolution, appoint any other officer or officers or person or persons on behalf of the Association as signing authorities on all Association bank accounts.
- 14.3 No one with signing authority on Association bank accounts shall sign a cheque payable to himself or herself.
- 14.4 No member of the Executive, Committee chairperson, Director or Member shall expend or incur any indebtedness in excess of Five Hundred (\$500.00) Dollars on behalf of the Association without having first obtained the written authority for doing so from the Executive.
- 14.5 The fiscal year end of the Association shall be determined and established from time to time by the Executive.
- 14.6 The books, accounts and records of the Association shall be audited on an annual basis by a chartered accountant or such other professional as the Members at the Annual General Meeting may direct.

15. Indemnity

- 15.1 No Member of the Association is, in his individual capacity, liable for a debt or liability of the Association.
- 15.2 The Association shall indemnify the Executive, Directors, employees and their heirs, legal representatives and assigns from and against any and all claims, costs charges, expenses and losses including payment of legal fees on a solicitor and client basis

necessary to settle or defend an action or satisfy a Judgement reasonably incurred by such person as a result of them having been an Executive member, Director or employee in those cases where they were acting in their course and scope of their duties for the Association and acted honestly and in good faith with the view to the best interests of the Association.

- 15.3 The Association shall indemnify formally recognized volunteers of the Association and their heirs, legal representatives and assigns from and against any and all claims, costs charges, expenses and losses including payment of legal fees on a solicitor and client basis necessary to settle or defend an action or satisfy a Judgement reasonably incurred by such person as a result of them having been a formally recognized volunteer of the Association in those cases where they were acting in the course of their duties for the Association and acted honestly and in good faith with the view to the best interests of the Association.

16. Amendments

- 16.1 These Bylaws may be amended at an Annual General Meeting or Special General Meeting by Special Resolution.
- 16.2 Notwithstanding the foregoing, no amendment shall be enforced or acted upon until it has received the approval of Corporate Registry (or such successor responsible for administration of the Act) if such approval is required pursuant to the Act.

17. Dissolution

- 17.1 The Association shall not be dissolved except by a Special Resolution at a Special General Meeting, and notwithstanding any other provision contained in these Bylaws, where a Special General Meeting is called to consider a motion for the dissolution of the Association, then in such event the quorum at such Special General Meeting shall be fifty one (51%) percent of the Members of the Association. When Corporate Registry has accepted the surrender of the certificate of incorporation and cancelled it, and fixed a date from which the Association shall be dissolved, any assets remaining at such date shall be distributed in accordance with the terms and conditions of the resolution for the dissolution of the Association.

18. Interpretation

- 18.1 Interpretation by Chair. The Chair of a meeting of the Executive, the Board or the Members shall interpret these Bylaws, as the case may be, subject to the right of procedural challenge of the ruling of such Chair by the Executive, the Directors or Members, as the case may be. The ruling of the Chair may be overturned by a Special Resolution of the votes cast by those Executive, Directors or Members who, being entitled to do so, vote at such meeting of the Executive, Board or Members, as the case may be.