

# CALEDON FEMALE HOCKEY ASSOCIATION

## By-law No. 1

June 12, 2024

### Section 1 - General

#### 1.01 Definitions

In this by-law, unless the context otherwise requires:

- a. "Act" means the *Corporations Act* (Ontario) and any act that may be substituted therefor (including the *Not-for-Profit Corporations Act*, 2010 (Ontario)), as from time to time amended;
- b. "Articles" means the letters patent or articles of the Association as amended from time to time;
- c. "Association" means the Caledon Female Hockey Association;
- d. "Board" means the Board of Directors of the Association;
- e. "By-laws" means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force;
- f. "President" means the President of the Association;
- g. "Director" means an individual occupying the position of Director of the Association;
- h. "Member" means a member of the Association;
- i. "Members" means the collective membership of the Association;
- j. "Officer" means an Officer of the Association; and
- k. "OWHA" means the Ontario Women's Hockey Association.
- l. "Steering Committee" means the group of individuals from the OWHA, Town of Caledon and the membership that oversee the Association for the 2019/ 2020 season that was mandated by the OWHA.
- m. "Operations Committee" means the group of individuals from the membership that oversee the day to day of the Association for the 2019/2020 season that was mandated by the OWHA.

#### 1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in the by-laws that are defined in the *Act* shall have the meanings given to such terms in the *Act*.

#### 1.03 Seal

The Association's seal, if any, shall be in the form determined by the Board.

#### 1.04 Signing Documents

Contracts and other documents requiring the Association's signature may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the way and

the individual by whom a document or type of document may be signed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

### **1.05 Affiliation**

The Association will be affiliated with OWHA and the Town of Caledon.

## **Section 2 - Directors**

### **2.01 Election and Term**

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

### **2.02 Powers of the Board**

The Board is empowered, in a manner consistent with the requirements of the OWHA, including but not limited, to:

- (a) Manage the Association's affairs in accordance with the Act and the by-laws (including, without limiting the generality of the foregoing, establishing policies, procedures, rules and regulations);
- (b) Make policies, procedures, rules and regulations relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies, procedures, rules and regulations;
- (c) Make policies, procedures, rules and regulations relating to the management of disputes within the Association ("Policies") and deal with disputes in accordance with such policies, procedures, rules and regulations;
- (d) Employ or engage under contract such persons as it deems necessary to carry out the Association's work;
- (e) Determine registration policies, procedures, rules and regulations, recommend membership dues, and determine other registration requirements;
- (f) Enable the Association to receive donations and benefits for furthering the Association's purposes;
- (g) Make expenditures for furthering the Association's purposes;

- (h) Borrow money upon the Association's credit as it deems necessary in accordance with the by-laws; and
- (i) Perform any other duties from time to time as may be in the Association's best interests.

### **2.03 Vacancies**

The office of a Director shall be vacated immediately:

- a) If the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary;
- b) If the Director dies or becomes bankrupt;
- c) If the Director is found to be incapable of managing property by a Court or under Ontario law; or
- d) If, at a meeting of the Members called and held in compliance with the Act and the by-laws, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

### **2.04 Filling Vacancies**

Any vacancy occurring on the Board may be filled for the remainder of the term of the vacated position by resolution of the Executive Directors then in office, provided there is a quorum of Executive Directors then in office. The Board shall secure a suitable candidate for appointment to fill the vacancy on the Board. The Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated.

### **2.05 Committees**

Committees may be established by the Board as follows. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee(s) the Board determines necessary for the execution of the Board's responsibilities or to advise the Board. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

### **2.06 No Remuneration for Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director provided that Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

### **2.07 Borrowing**

The Board may from time to time, in accordance with the Association's financial policies:

- (a) Borrow money on the Association's credit;
- (b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Association;
- (c) Give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
- (d) Charge, mortgage, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Association.

## **Section 3 - Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the President or any two (2) Directors at any time and any place on notice as required by the by-laws, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five (5) days' notice to each Director, stating the time and place of the meeting.

### **3.02 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director. The Secretary will send a reminder of meetings seven (7) days prior to the meeting to all members of the Board.

Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera. A confidentiality agreement must be signed by every Executive Director and Officer the beginning of their term and kept on file by the organization until the term has ended.

The Board shall meet not less than eleven (11) times per year.

Unless otherwise determined by the Board, the absence of a Executive Director from three (3) consecutive Board Meetings or the absence of an Executive Director from four (4) out of any eight (8) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board.

### **3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 to every Director not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all the Directors are present, and

none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Association's annual meeting.

### **3.04 President**

The President shall preside at Board meetings. In the absence of the President, the Directors present shall choose one of their number to act as the chair of such a meeting.

The President or Acting Chair shall begin regular board meetings with all organization staff and then proceed to in camera session with Executive Directors only.

### **3.05 Voting**

Each Executive Director, present at a Board Meeting, including the Chair, shall be entitled to one vote. The Chair shall have a second vote in the event of a tie vote.

### **3.06 Participation by Telephone or Other Communications Facilities**

If all the Directors consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. A maximum of two Directors will be permitted to participate via telephone.

### **3.07 Nomination Process**

- a) Nominations for Board Members will be directed to the CFHA Secretary. Nominations will then be considered by Board members not currently up for election. The Secretary will provide notice to all members of the Caledon Female Hockey Association which positions are up for election and vacant sixty (60) days prior to the AGM.
- b) The Notice will include:
  - i. Job descriptions,
  - ii. Time commitments,
  - iii. Nomination process, and
  - iv. Email address for nomination submission.
- c) All nominations will be pre-screened by the Nomination Committee to ensure candidates meet the qualifications of the positions including the submission of Criminal Reference Check - Vulnerable Sector. If a candidate doesn't meet the qualifications, the Nomination Committee will contact the member and candidate to

inform them their nomination hasn't been accepted.

- d) In order for a candidate to be nominated for the position of President they must be currently serving on the Board, and have served on the Board, for a minimum of two (2) years.
- e) Nominations from the floor will be not accepted for the Board positions.
- f) Nominations to the Board may be submitted to the Nomination Committee in writing up to one (1) week in advance of the AGM, but must state the nominee's agreement with their signature and, should their attendance not be possible at the AGM, they will be allowed to stand for election.
- g) The Nomination Committee must send confirmation to any member nominating another member. A generic email will be created to confirm nominations.
- h) Members are able at this time to put names of members forward for appointed positions for consideration.

### **3.08 Members of the Board of Directors.**

The Executive Directors with voting privileges include:

- President,
- VP Rep,
- VP Risk Management,
- VP House League,
- Treasurer,
- Secretary and
- Past President.

Organization Staff without voting privileges include:

- Referee/Scheduler,
- Registrar,
- Fundraising/ Sponsorship Manager,
- Equipment Manager,
- Referee/Ice scheduler,
- Webmaster,
- Tournament Supervisor,
- Referee in Chief, and
- HL/Rep Conveners.

### **3.09 Quorum Board Meetings**

A quorum for a Board Meeting shall be three (3) Executive Directors. No business of the Board shall be transacted in the absence of a quorum.

### **3.10 Qualifications and Duties of Officers**

#### **a. President**

The President shall have at least two (2) years of CFHA Board experience.

The President presides over all Executive meetings and assists in all areas of operation as required ensuring the Constitution, By-Laws, Rep Policy, House League Rules and Discipline Policy of the Association are being supported and adhered to.

The President may sign any contract once approved by the Board of Directors on behalf of the Association.

The President ensures all obligations made by the Association are met whether it is to register members, or any outside parties dealt with as required to operate the League and will represent the Association at all Association meetings as a voting member.

The President is responsible for registering the Association with the OWHA and any other Associations the Association may decide to become affiliated with.

The President shall have the power to sign cheques/money orders.

#### **b. VP Rep Hockey**

The VP of Rep will be the liaison between the Association's Representative teams and the Board.

The VP of Rep will be responsible for organizing and maintaining development opportunities for players and coaches.

The VP of Rep will establish the Coach Selection Committee on an annual basis ensuring qualified coaches are identified for the appropriate team categories and skill levels.

The VP of Rep is responsible for ensuring all Rep team players, coaches and assistants are registered with the league registrar and OWHA.

The VP of Rep will co-ordinate all tryout activities.

The VP of Rep may appoint Rep Conveners to assist with the liaison between the Rep teams and the Rep Director.

The VP of Rep will conduct coach evaluation survey.

The VP of REP is one of the four (4) signing Officers authorizing all cheques issued on behalf of the Association.

The VP of Rep assists the President in his/her duties and assumes the duties of the President should the President become unable to do so and will preside over meetings in the absence of the President.

The VP of Rep is responsible to ensure adequate publicity and advertising of the Association and its activities are organized. He/she may utilize various tools, e.g. newsletters, newspaper, marketing and promotion, in order to keep the communication channels, open for registered and non-registered members.

**c. VP of Risk Management**

The VP of Risk Management will be responsible for the compliance with PIPEDA privacy principles and for responding to access requests.

The VP of Risk Management will ensure the Association is accountable for all personal information in its possession including that which may be transferred to a third party. Third party organizations who handle information on behalf of the Association shall be contractually obligated to adhere to the standards of the Association Privacy By-law.

**d. VP House League**

The VP of House League is responsible to oversee the operation of all House League games and must appoint a Convener by the first scheduled game.

The VP of House League will be responsible for organizing and maintaining development opportunities for players and coaches.

With the help of the Convener the VP of House League will assign coaches to all teams by the first scheduled game.

The VP of House League is responsible for creating the House League schedules and will distribute these to all coaches by the first week of House League.

The VP of House League will ensure that ice is available for all House League games and will work with the Ice Scheduler and House League Equipment Manager to ensure that all teams have sweaters, socks and adequate goaltending equipment.

He/she must ensure that the Referee-in-Chief knows all scheduled game times.

He/she will decide the playoff format each season and must announce the format by December 31, and provide written rules and regulations two (2) weeks prior to the first



playoff game.

The VP of House League shall organize the year end Day of Champs.

The VP of House League will conduct House League coach evaluation surveys annually.

The VP of House League will determine the player sweater and sock needs for all House League divisions and will place orders, receiving delivery by the first scheduled ice time.

The VP of House League will work with the Sponsorship Manager to ensure proper application of sponsor names to the sweaters, will check all bills for accuracy and turn them over to the Executive for prompt payment.

The VP of House League is one of the four signing Officers authorizing all cheques issued on behalf of the Association.

It is the VP of House League's responsibility to ensure the annual House League sponsorship fee is established by the date of the Annual General Meeting each year.

The VP of House League is responsible to ensure adequate publicity and advertising of the League and its activities are organized. He/she may utilize various tools, e.g. newsletters, newspaper, marketing and promotion, in order to keep the communication channels, open for registered and non-registered members.

**e. Treasurer**

The Treasurer shall have a financial background with at least one year of accounting experience and be bondable/clear in background checks. The Treasurer shall:

- i. Be present for payment all accounts to the President, or the three VPs, as the case may be;
- ii. Keep an accurate record of all monies received and disbursed and shall submit a written financial statement to include a profit and loss statement and balance sheet at each regular monthly meeting of the Board;
- iii. Maintain bank accounts for House League and Rep Hockey, in the name of the Association in a financial institution as designated by the Board;
- iv. Present a year-end financial statement at the Annual Meeting of the Members;
- v. Recommend the appointment of an auditor for the fiscal year at the Association's Annual General Meeting of the Members; and
- vi. At the end of each year, in cooperation with the Secretary, store all information in Hall C in Caledon East Community Centre.

**f. Secretary**

The Secretary shall have prior experience in administration. The Secretary shall:

- i. Notify the appropriate Members of the time, place and date of meetings;
- ii. Keep an accurate record and distribute the minutes of all meetings of the

- Association to all Directors;
- iii. Make approved minutes available upon request to any Member of the Association;
- iv. Be responsible for maintaining the archives of minutes of all Committee Meetings, General Meetings, Annual Meetings and financial statements of the Association;
- v. Be responsible to ensure that all appropriate member registrations comply with the OWHA;
- vi. Maintain records of all meetings and any correspondence on behalf of the Association. These records are the property of the Association and are turned in to the President upon completion of his/her term as Secretary.; and
- vii. Manage and maintain all official league documents and forms created by the Association.

**g. Referee/ Ice Scheduler**

Negotiate ice contracts with the Town of Caledon and private venues, if required.

Work with the VP's on the distribution of ice for the Rep and House League teams.

They will work with the Treasurer to prepare, and collect ice billings.

They are responsible for maintaining a pool of certified referees and schedules them for all HL and Rep games. He/she is required to provide information on re-certification to present referees and recruit new, interested parties.

They are to work with the Treasurer to pay referees and obtain adequate records and signatures of payments made. He/she may be called upon to contact referees for exhibition games however is under no obligation for payment of these games as this is the responsibility of the coach holding the exhibition game.

**h. Registrar**

The Registrar is responsible for contractual negotiations with the online registration web site provider.

The Registrar is responsible for the day-to-day management of the online registration database ensuring the appropriate information is distributed to the respective Executive members.

He/she is responsible for registering the House League and Rep players, coaches and assistants with the OWHA and any other associations the Association may decide to become affiliated with.

The Registrar is responsible to ensure all monies collected through online registration are forwarded to the Treasurer in an orderly fashion to allow for proper recording of the financial transactions.

The Registrar ensures that proper fees are paid by registered players and to our

affiliated organizations by their due date and maintains the necessary records of same.

**i. Fundraising/ Sponsorship Manager**

They are responsible for coordinating fundraising/ sponsorship activities for the benefit of the Association.

**j. Equipment Manager**

This position is responsible maintain all equipment owned by the Association.

**k. Director of Development**

They are responsible to organize all activities aimed at the development of players including establishing ice, fees to be collected and ensuring instructors are scheduled.

If the Executive decides to appoint or hire he/she is responsible to identify a Coach/Mentor.

They are responsible for identifying appropriate candidates and for recommending a candidate to the Executive.

They are accountable to monitor this outsourced position ensuring coaching development is successfully implemented as outlined in the contract.

**l. Media Relations/ Social Media**

This position is responsible for all communications and providing content to the WebMaster.

To manage all social media platforms.

**m. Web Master**

This position is responsible to maintain the website.

**n. Tournament Supervisor**

The Tournament Supervisor is responsible for coordinating the planning, organization and running of the Association Tournament.

**o. House League Conveners**

Will work with the VP of House League to:

- Organize games and practices schedules.
- Provides support to the coaches.

**p. Rep Conveners**

Will work with the VP of Rep to:

- Organize games and practices schedules.
- Provides support to the coaches.
- Provides support to the Board of Directors on any disciplinary matters.
- Assist with the selection of coaches.

**Section 4 - Financial**

**4.01 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.

**4.02 Financial Year**

The Association's financial year ends on April 30 in each year or on such other date as the Board may from time to time by resolution determine.

**Section 5 - Officers**

**5.01 Officers: President, VP Rep, VP Risk Management, VP House League, Treasurer and Secretary**

The Board shall elect from among the members a President, VP Rep, VP Risk Management, VP House League, Treasurer and Secretary. Each such Officer shall have such authority and shall perform such duties as the Board may prescribe from time to time, provided that the Officers shall have the authorities granted to them in the by-laws.

Executive members who are current team staff shall declare any potential conflict of interests when involved in decisions that affect the team for which they are staff.

**5.03 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board. To remove the Officer, a special meeting of the members must be called, and vote taken.

**5.04 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all such duties.

## **5.05 Vacancies**

Vacancies occurring among the Officers during any year may be filled by the Board for the unexpired term of office.

## **Section 6 - Protection of Directors and Others**

### **6.01 Protection of Directors and Officers**

No Director, Officer or Committee Member of the Association is liable for the acts, neglects or defaults of any other Director, Officer, Committee Member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. Complied with the *Act*, the Articles and by-laws; and
2. Exercised their powers and discharged their duties in accordance with the *Act* and all other applicable laws.

## **Section 7 - Conflict of Interest**

### **7.01 Conflict of Interest**

- (a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.
- (b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.
- (c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- (d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.

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

## **Section 8 - Members**

### **8.01 Members**

Membership in the Association shall consist of such persons:

- (a) Who have been accepted into membership in the Association by resolution of the Board; and
- (b) All registered paid up players from the previous season.

### **8.02 Membership**

A membership in the Association is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*. Once a player is released from the Association they are no longer a member, and will no longer hold voting rights.

### **8.03 *Disciplinary Act* or Termination of Membership for Cause**

1. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (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.

## **Section 9 - Members' Meetings**

### **9.01 Annual Meeting**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided with notice not less than twenty-one (21) days or more than sixty (60) days before the day on which the meeting is to be held and the notice shall state the general nature of the business to be transacted at the meeting. Clarify agenda sent out with notice.

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 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. Bylaw amendments;
- g. Election of Directors; and
- h. Awards.

## **9.02 Special Meetings**

The Directors may call a special meeting of the Members. Majority of the Board would need to agree to hold a meeting.

## **9.03 Notice**

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.

## **9.04 Quorum**

A quorum for the transaction of business at a Members' meeting is 5% of the Members entitled to vote at the meeting, whether present in person. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

## **9.05 Chair of the Meeting**

The President shall be the Chair of the Members' Meeting; in the President's absence, the Members present at any Members' Meeting 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 one of their number to Chair the meeting.

## **9.06 Voting of Members**

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

- a. Each Member shall be entitled to one (1) vote at any meeting;
- b. Votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. An abstention shall not be considered a vote cast;
- d. Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. If there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- 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; and

- g. All Members shall be eligible to vote at the Annual Meeting with respect to all business transacted at the Meeting There shall be one vote per Player which may be exercised by the Player if she is 16 years of age or older or by the Parents or Guardian of the Player if the player is under the age of 16. No other person will be permitted to represent the player under 16.

### **9.07 Adjournments**

The Chair of the meeting may, with the majority consent of any Members' Meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days of more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **9.08 Persons Entitled to be Present**

The only persons entitled to attend a Members' Meeting are the Members, the Directors, the Association's auditor (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 invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **Section 10 - Notices**

### **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the Association's records and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **10.02 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period (i.e. notice starts the next day).



### **10.03 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' Meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **Section 11 - Adoption and Amendment of By-laws**

### **11.01 Amendments to By-laws**

The by-laws may be amended in accordance with the Act.

## **Section 12 – Effective Date**

### **12.01 Effective Date**

The By-laws shall come into force upon date of enactment.

Enacted June 12<sup>th</sup>, 2024.

*A. Ciccodemarco*

*T. Atwood*

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President Anthony Ciccodemarco

Secretary Tanya Atwood