

BRANTFORD GIRLS HOCKEY ASSOCIATION

BGHA



BY-LAWS

Revised March 2020

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BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the Brantford Girls Hockey Association Inc..

BE IT ENACTED as a by-law of Brantford Girls Hockey Association Inc as follows:

1. DEFINITIONS

- 1.1 In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:
- (a) "Association" means Brantford Girls Hockey Association Inc (or such other name as the Association may in the future legally adopt);
 - (b) "Board" means the Board of Directors of the Association;
 - (c) Hockey Canada means the Canadian Hockey Association (or such other name as the CHA may in the future legally adopt);
 - (d) "Corporations Act" means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;
 - (e) "Director" means an individual who has been elected to the Board of Directors of the Association;
 - (f) "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
 - (g) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
 - (h) "OWHA" means Ontario Women's Hockey Association (or such other name as the OWHA may in the future legally adopt);
 - (i) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
 - (j) "BGHA" means Brantford Girls Hockey Association Inc
 - (k) "Members" means all classes of membership in the Association as provided for in section 5.

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- 1.2 All terms defined in the Corporations Act have the same meaning in this By-law and all other Bylaws and Resolutions of the Association.

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2. REGISTERED OFFICE/BOUNDARIES AND SEAL

- 2.1 The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the President of the Association for its use and safekeeping.
- 2.2 The registered head office of the Association shall be in the City of Brantford, in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.
- 2.3 The Boundaries of the area of governance will be directed by OWHA.

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3. MISSION OF THE ASSOCIATION

- 3.1 The purpose of the Association is to organize, develop and promote ice hockey for the girls of the City of Brantford and the surrounding area.
 - (a) the opportunity for all eligible individuals to participate in recreational house league ice hockey, and to provide community based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play without regard to race, creed, colour or ability, but with regard to facilities available; b) the development of and participation in representative ice hockey and provide the opportunity to participate at the highest competitive level; c) to instil in all players, coaches, managers and members associated with the BGHA good sportsmanship, correct and proper behaviour and good citizenship on and off the ice, respect for authority and team play; d) the Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objects.

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4. AFFILIATIONS

- 4.1 The Association shall have the following affiliations:
 - (a) The Association shall be a member of the OWHA; and the Brantford Sports Council
 - (b) The Association shall operate in cooperation with the Brantford Sports Council and the

5. CLASSES OF MEMBERSHIP

5.1 There shall be three (3) classes of Membership in the Association:

- (a) Active Membership
- (b) Parent/Guardian Membership;
- (c) Parent/Guardian Membership;

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6. TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Terms and Eligibility

(a) **Active Membership:**

Active Members of the BGHA Inc. shall include all elected or appointed Directors, and all convenors, coaches, managers and trainers appointed 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.

(b) **Parent/Guardian Membership:**

Parent/Guardian members shall include all parents and or legal guardians of registered players in good standing with BGHA Inc. where the registered player is under the age of eighteen (18) years. Each 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 BGHA Inc..

(c) **Honorary Membership:**

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 the Board of the BGHA 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 BGHA Inc.

(d) **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. It is therefore mandatory that each member shall declare himself/herself prior to the start of any meeting of the membership and advise the chairperson of the membership class he/she wishes to represent. 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.

6.2 Membership List:

Subject to Section 6.7 herein, the Secretary of the Association shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary Members. This list shall be kept at the head office and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

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6.3 Membership Year

Unless otherwise determined by the Board, every Membership, other than Honorary Memberships shall commence on or after May 1 in each year, and shall lapse and terminate on the 30th day of April next following the date on which such Membership commenced. 6.4 Termination

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6.4 Termination

- (a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.
- (b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn notifies the appropriate Board members.
- (c) Members in good standing shall be those defined in membership definitions admitted to Membership and who have paid all required membership fees to the Association. Members whose Membership fees are in arrears for one (1) month shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Secretary shall inform those concerned of this suspension in writing.
- (d) Members whose conduct is considered by the Board to be contrary to the stated Code of Conduct and the purposes of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.

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6.5 Membership Fees

Registration fees shall be established and resolved annually by the Board of Directors 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.

6.5.1 Representative Team Financial Accountability ****new March 2020****

- (a) All Representative teams must send the BGHA General Manager a copy of their proposed season budget prior to the beginning of the season to be reviewed by the BGHA board of directors.
- (b) To maintain transparency with representative team financials, every team shall submit a detailed income / expense report to the BGHA General Manager on a monthly basis, as well as to each player / parent(s).
- (c) These reports shall be submitted to the BGHA and distributed to the player / parent(s) by the 21st day of the month following the reporting period. For example, the financial report for September shall be submitted to BGHA and distributed to parents by October 21st, and so on. Final (season end) financial statements must be distributed to the BGHA and player/parent(s) by April 7th, if a team is playing in Provincials final (season end) financials are to be distributed by April 20th. Parent reimbursements from team fees must also be ready to distributed by April 7th or April 20th
- (d) Managers are generally assigned the task of maintaining team financial records and submitting reports to the BGHA and parents, but coaches are ultimately responsible for their team and shall ensure that deadlines are being adhered to.
- (e) Failure to submit these required reports by the deadline will result in the team's forfeiture of one practice time each week until the report is received at the team's expense. If two months should lapse without a report received by the BGHA, practice times will continue to be forfeited at the team's expense and a meeting will be required with team staff and the BGHA executive to discuss the delay will. Should three months lapse without a report received, the head coach will be considered not in good standing with the BGHA and removed from the coach of the team. Any person not in good standing is ineligible for consideration of a future team staff position or coaching role.

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6.5.2 House League Team Finances **** new March 2020 ****

- (a) Financial obligations to the BGHA by house league teams for games, practices, socks and team jerseys (one per player) are fulfilled at the start of the season upon each player paying their full registration fee. Additional expenses may arise throughout the season if coaches and parents collectively agree to incur them, such

as tournament registration fees, dryland / fitness / team building activities, or extra training sessions. These extra costs shall not be mandatory, and planning for the additional spending should be communicated / discussed with parents at the start of the season, so that arrangements can be made for families to cover the costs, or to allow arrangements with coaching staff for special circumstances. Any extra costs should be collected at the time of the event(s), or in the case of a tournament, at the time the registration fee is payable; additional yearly costs should not be combined and requested as a lump sum payment. Total costs of activities / events as well as breakdowns of per player costs shall be communicated to parents, as well as a clear direction for who will be collecting the monies. Head coaches may assign a team manager to handle the collection and distribution of funds, but the head coach will be ultimately responsible for the team finances and associated parent inquires.

- (b) Individual teams may also wish to cover additional team expenses by utilizing a fundraiser, or requesting sponsorship. Fundraising activities should be voted on and accepted by the team, should be voluntary, and shall be goal-based with a specific financial target. Similarly, sponsorship requests shall be goal-based, with a defined target amount, and shall not be open ended with an unlimited target. Teams shall provide prospective sponsors with the approved letter indicating which specific team the funds will be directed (to ensure the sponsor knows the request is not league-wide), as well as details regarding the specific activity their funds will cover (template attached). Confirmed sponsors shall also be provided with a home game schedule and appreciation letter. All sponsorship and fundraising activities shall be reviewed by the BGHA Executive and approved at its discretion.
- (c) House league teams will not be permitted the use of a team bank account; these teams should have no balance to manage, as monies collected will have a specified use and will be collected only as needed.

This policy is not exhaustive, and topics not covered shall be addressed by the BGHA Executive on an as-needed basis.

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6.5.3 Registration, Carding Fees and Refunds ** new March 2020 ******

- (a) The Board of Directors shall determine the amount and terms of the annual registration fees to be paid to the Association for layer in all programs in the Brantford Girls Hockey Association.
- (b) All players will pay a basic annual registration fee. Representative Players will pay an additional carding fee. Players participating on a Representative team will pay an additional carding fee and a team fee over and above the basic annual registration fee to cover additional costs associated with eh Rep program including, but not limited to, additional ice requirements, additional refereeing costs and extra

jerseys.

- (c) The Brantford Girls Hockey Association may notify any player/parent/guardian that the players' registration or carding fees are past due. The player will then be considered in default.
- (d) Any player who is in default of the payment of the player registration or carding fee, will have playing and membership privileges suspended until the amount owing has been paid in full. In those instances involving extenuating circumstance, it will be at the discretion of the Board of Directors as to the appropriate course of action.
- (e) Any member may resign from the Association by giving written notice to the General Manager. Refunds of registration fees will be made according to the following schedule.
- (f) Refunds will be issued in accordance with the following schedule
- (g) All representative teams will be responsible for budgets to be submitted to the General Manager prior to the start of the regular season games
- (h) All representative teams will be responsible for providing the General Manager with monthly statements showing collection, payments, etc. dealing with team fees.

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House League - \$50.00 - non-refundable fee will apply and the remaining registration refund below

Prior to September 30:	100%
Prior to October 31:	75%
Prior to November 30:	50%
After November 30:	No refund will be issued

Representative League - \$100.00 - non-refundable fee will apply and the remaining registration refund below

Prior to July 31:	75%
Prior to September 30:	50%
Prior to October 31:	25%
After October 31:	No refund will be issued on registration

Carding Fees - will be refunded less any team fees owing.

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6.6 Right to Vote

All Active Members and Parent/Guardian Members shall be entitled to notice of and to vote at

all Meetings of Members of the Association.

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6.7 Record Date

Individuals, who are Members of the Association at least 30 days in advance of any *General Meeting* of the Members of the Association, are entitled to notice of and to vote at such *General Meeting* of Members. Any individual who is not a Member at least 30 days in advance of a *General Meeting* is not entitled to notice of or to vote at such *General Meeting* for which the record date has been established.

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7. MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting of Members

The *Annual General Meeting* shall be held each year in May, at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such *Annual General Meeting*;

- (a) approval of the agenda;
- (b) approval of the minutes of the previous Meeting of the Membership;
- (c) receiving reports of the activities of the Association during the preceding year;
- (d) receiving information regarding the planned activities of the Association for the current year;
- (e) receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;
- (f) the membership will appoint a licensed CPA to perform an audit yearly at the AGM
- (g) consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- (h) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 30 days immediately preceding the *Annual General Meeting*;
- (i) election of the new Board.

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7.2 Additional General Meetings of Members

In addition to the Annual General Meeting and the May General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

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7.3 Notice

- (a) Annual General Meeting:
Notice of the Annual General Meeting to be held in May each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting will be made available at registration to all members and posted on the Association website.
- (b) Additional General Meetings of the Membership:
Notice of any Additional General Meetings of the Membership shall be posted on the Association website and the BGHA Bulletin Board at least fifteen (15) days prior to the date of the Meeting.

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7.4 Quorum

A quorum for an Annual General Meeting or General Meeting shall be a minimum of 2/3 of the Board or 25 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

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7.5 Voting Procedures:

- (a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the By-laws of the Association, shall decide every question proposed for consideration at Meetings of the Membership;
- (b) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;
- (c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

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7.6 No Proxies:

Proxies will not be permitted. Members must be present in person at Additional General Meetings and Annual General Meetings of the Membership in order to exercise their voting rights in relation to matters coming before an Additional General Meeting or an Annual General Meeting of the Membership.

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7.7 Adjournments

Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.

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7.8 Chair:

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.

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8. BOARD OF DIRECTORS

8.1 Composition

(a) Eligibility

A Director:

- (i) shall be eighteen (18) or more years of age;
- (ii) shall not be an undischarged bankrupt or of unsound mind;
- (iii) shall be a Member of the Association at the time of his or her election or appointment;
- (iv) shall remain a Member of the Association throughout his or her term of office.
- (v) any executive member who has a personal stake, be it as a member of coaching staff or as a parent, in a term(s), they must declare a conflict of interest and excuse themselves from any discussion or votes involving that team(s). This includes but is not limited to coaching selection, disciplinary action or executive related to that team(s).

- (b) **Number of Directors**
The affairs of the Association shall be managed by a Board, which consists of 11 elected Directors, and one immediate Past President.
- (c) **Term of Office;**
Directors shall be elected for a term of two (2) years.
- (d) **Rotation of Directors:**
Elections will be staggered bi-annually:
- | Odd Years | Even Years |
|--------------------------------|------------------------------------|
| President | 1 st Vice-President |
| 2 nd Vice President | Treasurer |
| Representative Team Convenor | House League Hockey Director |
| Secretary | Tournament Convenor |
| Director | Sponsorship & Fundraising Director |
| | Registrar |
- (e) **Change in Number of Directors;**
The Association may by special resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations and must be ratified at the next AGM.
- (f) It is recommended that the President must have served on the Board for at least one (1) year prior to election to this position.
- (g) The Association shall endeavour to nominate as Treasurer a Director who has employment experience and skills in accounting procedures.
- (h) **Vacancies in Office**
If a vacancy occurs in any Office, or if for any reason an executive member is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Officer from among the current Board of Directors.
- (i) The Board shall fill vacancies in other executive positions for the balance of the unexpired terms from among those eligible to serve.

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9. PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations:

The election of Directors shall take place at the Annual General Meeting of the Membership by secret ballot. No election or appointment of a Director is effective without

consent given in writing prior to the election or appointment. Nomination Forms for the Board shall be available each year from the Secretary or on the BGHA website by January 31st. A Nomination Form must be completed by all nominees and two (2) nominators who are Members in good standing of the Association. Such completed form must be delivered to the Nomination Committee 30 days prior to the AGM. Nominations from the floor at the AGM will only be accepted if no written nominations are submitted by the deadline.

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9.2 Board Positions:

The Board shall consist of the following:

- | | |
|----------------------------------|---|
| (a) Past President - (immediate) | (g) Director |
| (b) President | (h) House League Hockey Director |
| (c) 1st Vice President | (i) Representative Hockey Director |
| (d) 2nd Vice President | (j) Director of Sponsorship and Fundraising |
| (e) Treasurer | (k) Tournament Convenor |
| (f) Secretary | (l) Registrar |

The Board of Directors may appoint such assistants to the Board that may be determined by Resolution from time to time.

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9.3 Election Procedures:

The Chair of the Board shall post on the association website a listing of all individuals who have been nominated for election to the Board 30 days prior to the AGM. Such listing shall identify what position each nominee is seeking election for. Nominations may also come from the floor at the Annual General Meeting if no written nominations are submitted by 30 days prior to the AGM.

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9.4 Vacancies:

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite applications from the Membership for appointment to the vacancy on the Board. The Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated. Positions filled by appointment shall expire at the end of the season and the incumbent may run for re-election at the Annual General Meeting.

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9.5 Termination

- (a) Removal of Director by Membership
Provided that notice specifying the intention to pass such resolution has been given

with the notice of meeting, eligible voting Members of the Association, by a resolution passed by at least 2/3 of the votes cast at a General Meeting of Members may remove any Director before the expiration of his or her term of office, and, by a majority of the votes cast at that Meeting, may elect any person in his or her stead for the remainder of his or her term.

(b) Absenteeism

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings for reasons other than sickness or employment shall be deemed to be a resignation of the said Director from the Board.

(c) Resignation

A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the Association. Any member forfeiting or resigning membership shall not be eligible for the Board in the following year

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10. BOARD RESPONSIBILITIES

10.1 Governance:

The Board of Directors shall govern the Association in compliance with the objects, powers, by-laws and Policies of the Association, Rules of Operation and all applicable laws and regulations.

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10.2 Board Meetings

(a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet once every month during the playing season.

(b) Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

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10.3 Notice of Board Meetings

(a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice

or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association;

- (b) 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.
- (c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.

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10.4 Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken or had thereat.

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10.5 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.

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10.6 Quorum

A quorum for a Board Meeting shall be 2/3 of the Elected Officers. No business of the Board shall be transacted in the absence of a quorum.

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10.7 Voting Rights

Each Director, present at a Board Meeting, excluding the Chair and the Past President, if they are a member, shall be entitled to one vote. The Chair shall have the deciding vote in the event of a tie.

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10.8 Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question 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.

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10.9 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association; provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

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10.10 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.

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10.11 Indemnification of Directors

Every Director of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:

- (a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.
- (c) the Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

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10.12 Confidentiality

Every Director of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera.

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10.13 Rules of Operation

Notwithstanding any other provision contained in this By-law, the Board shall have the power to pass without any confirmation or ratification by the members of the Corporation all necessary rules and regulations as they deem expedient related in any way to the operations of the Corporation, including, without limitation, the conduct of its members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Corporation or this By-law. Such prescribed rules and regulations shall have force and effect until the next AGM when they shall be confirmed. In the event of default of confirmation at such AGM the regulations shall, at and from that time, cease to have force and effect.

Where there is a conflict between the By-Laws of the Association and the Rules of Operation, the By-Laws shall take precedence.

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11. RESPONSIBILITIES OF DIRECTORS

11.1 Responsibilities of Directors

(a) **President;**

The President shall:

- i. Represent the Association in the Community;
- ii. Act as Chair of the Board, the Executive Committee, and at all Meetings of the Membership;
- iii. May call meetings of these groups when necessary
- iv. Exercise general supervision of the Association in accordance with Policies determined by the Board;
- v. Be a non-voting Member of all committees and sub-committees of the Association; except in the case of a tie which the President will have tie breaking authority.
- vi. Report regularly to the Board on matters of interest;
- vii. Appoint standing committees subject to the approval of the Board
- viii. Is empowered to call meetings of said committees at his or her own discretion
- ix. Shall be a member of the Coaches Selection Committee
- x. Along with the representative Teams Convenor, he or she shall have signing authority for player movement forms (Permission to Skate and Player Release)
- xi. Request and receive nominations for the BGHA Volunteer of the Year Award
- xii. Delegate tasks as necessary.

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(b) **1st Vice President;**

The Vice-President shall:

- i. assume the duties of the President in the absence for any reason of the President;
- ii. Monitor adherence by the Board to all existing Policies and inform the Board with respect to any inconsistencies between existing Policies and a proposed policy;
- iii. Be available to assist any Director requiring assistance in the completion of his or her functions;
- iv. Ensure that each convenor receives a copy of the Referees rule book and OWHA Handbook.
- v. Shall be a member of the Coaches Selection Committee
- vi. Carry out duties as assigned by the Board, the Executive Committee or the President;
- vii. Direct the scheduling of ice time, ice allotment, and ensure accurate records for payment.
- viii. Direct the scheduling of referees and the keeping of accurate records for payment
- ix. Direct and ensure that refereeing complaints are addressed and solved in a timely fashion.
- x. Carry out other duties as assigned by the Board, Executive Committee, or the President.

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(c) **2nd Vice-President:**

The 2nd Vice-President shall:

- i. Be responsible for awards and equipment
- ii. Be responsible for maintenance and distribution of all association equipment, supplies and clothing
- iii. Receive three quotes for any anticipated equipment or clothing purchases and present those at the Board for decisions.
- iv. Submit an itemized list of equipment at the AGM
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(d) **Treasurer;**

The Treasurer shall:

- i. Keep an accurate account of all BGHA funds
- ii. Give an accurate financial statement at each monthly meeting
- iii. Ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- iv. Ensure the submission of the books of account to the Auditor of the Association at the end of the financial year;
- v. Present a Report of the Auditor from the previous year and a projected financial position for the current year to the Membership at the Annual General Meeting;
- vi. Evaluate, review and recommend financial policy or assistance to the Executive Committee and to the Board;
- vii. Carry out duties assigned by the Board, the Executive Committee or the President.
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(e) **Secretary;**

The Secretary shall:

- i. Record or delegate the recording of the minutes of *General Meetings* of the Membership, *Board Meetings* and *Executive Committee Meetings* and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Letters Patent and By-laws and the Policies and procedures established by the Board or by the Membership;
- ii. Ensure the proper custody of the Association's corporate minutes and resolutions and other corporate records and documents;
- iii. Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association;
- iv. Recommend policy to the Board regarding internal and external communications of the Association;
- v. Shall be a member of the *Coaches Selection Committee*
- vi. Ensure that all necessary and appropriate insurance has been purchased;
- vii. Carry out duties as assigned by the Board, the Executive Committee or the President.
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(f) **Past President;**

The Past President shall:

- i. Act in an advisory capacity conducting the elections at the annual meeting. If the

past President is unavailable to conduct the elections at the AGM, the Board can appoint someone to fulfil this responsibility.

- ii. Be available to assist any Director requiring assistance in the completion of his or her functions;
- iii. Chair the Nominating Committee
- iv. Carry out other duties as assigned by the Board, Executive Committee, or the President.

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(g) Director;

The Director of shall:

- i. Organize and facilitate team and individual pictures for all teams and players, prior to Christmas
- ii. Organize and facilitate the Association Banquet;
- iii. Be responsible for any Public Relations or Marketing functions
- iv. Ensure the website is properly maintained, managed and up to date.
- v. Carry out other duties as assigned by the Board, Executive Committee, or the President.

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(h) Director of Sponsorship and Fundraising

The Director of Sponsorship and Fundraising shall:

- i. Review all fundraising activities
- ii. Bring all fundraising request to the Executive Board for approval
- iii. Organize and solicit sponsorship for both house league and representative teams.
- iv. Organize and solicit sponsorship name bars for jerseys
- v. Follow and enforce BGHA Sponsorship program
- vi. Be responsible for all association fundraisers
- vii. Provide a monthly statement at all Board meetings during the playing season.

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(i) Tournament Convenor

The Tournament Convenor shall:

- i. Attend TCO meetings
- ii. Secure all required ice for the tournament
- iii. Be responsible for the annual Tournament
- iv. Organize, select and oversee all committees to help run the tournament
- v. Report monthly to the Board regarding all tournament planning, activities and review
- vi. Follow the OWHHA tournament guidelines and handbook
- vii. Provide an itemized financial report to the Board at the end of the Tournament and at its financial closure.

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(j) House League Hockey Director;

The House League Hockey Director shall:

- i. Oversee house league operations;

- ii. Appoint all house league hockey convenors;
- iii. Ensure all house league coaches, trainers and coaching staff have completed police checks, Speak Out and applicable é required training courses.
- iv. Facilitate an instructional meeting with all house league convenors, coaches, trainers and team staff prior to season starting to clarify rules, roles and responsibilities.
- v. In conjunction with the appropriate house league convenor, develop house league playoff rules and post prior to December 31st on the Association website and the Gretzky bulletin board.
- vi. Shall be a member of the Coaches Selection Committee
- vii. Assist appointed house league convenors with coach recruitment, team selection, scheduling and any other matters as requested
- viii. Solicit and receive nominations for yearly house league related awards.
- ix. Carry out other duties as assigned by the Board, Executive Committee, or the President.

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(k) Representative Hockey Director:

The Representative Hockey Director shall:

- i. Be responsible for the Representative teams
- ii. Attend all OWHA and league meetings
- iii. Be the primary contact and liaison for the OWHA and any leagues in which teams are playing
- iv. Provide all paper documents pertaining to Rep. Play
- v. Is to be notified of all events from each Rep team regarding play, exhibition games and tournaments and make all arrangements for Rep team tryouts.
- vi. Shall be the Chair of the Coaches Selection Committee
- vii. Along with the President, he or she shall have signing authority for player movement forms (Permission to Skate and Player Release)
- viii. Appoint the members of the representative hockey operations committees;
- ix. Carry out other duties as assigned by the Board, Executive Committee, or the President.

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(l) Registrar

The Registrar shall:

- i. Maintain the membership list referred to in Section 6.2;
- ii. Record and manage all aspects of registration in accordance with OWHA and leagues
- iii. Be responsible for registrations
- iv. Input all registration information and updates into the OWHA electronic database (i.e. ITSportsnet)
- v. Know and operate BGHA's online registration program
- vi. Organize, schedule and attend all public registration dates and tryouts
- vii. Work closely with all teams to ensure all registrations are paid.
- viii. Be the privacy officer for the Association .

12. COMMITTEES OF THE BOARD

- 12.1** Any committee deemed necessary by the Board will consist of a Chairperson, as appointed by the President, and as many member as deemed necessary by the Executive as chosen by that Chairperson and approved by the Executive. A member of the Executive may Chair and or participate on as many committees as necessary in order to serve the Association.

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12.2 Standing Committees of BGHA

The following committees shall be Standing Committees of the Board:

- (a) Executive Committee;
- (b) Coach Selection Committee

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12.3 Executive Committee:

- (a) The Executive Committee shall be chaired by the President, and shall consist of the 1st Vice-President, the Secretary, the Rep Convenor and the House League Hockey Director
- (b) The Executive Committee shall:
 - i. During the intervals between the Board Meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention before the date of the next Board Meeting. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board Meeting;
 - ii. Review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for Resolution;
 - iii. Present a report regarding the activities of the Executive Committee to the Board;
 - iv. Deal with any other matters assigned to it by the Board or by the President.
 - v. Act at the discipline committee

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12.4 Coach Selection Committee:

- (a) The Coach Selection Committee shall consist of the current Executive Committee.
- (b) BGHA will accept coaching applications for top tier teams from November 15th to December 15th with announcements by Dec 22nd. Remainder of the representative coaching applications will be from December 15th to January 15th with announcements completed by February 1st.

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12.5 Sponsorship Committee

- (a) Will be recruited, approved and chaired by the Sponsorship Director
- (b) Shall meet twice yearly (September and April) to review sponsorship program and ensure it continues to meet the needs of the BGHA Inc.

- (c) Will be comprised of the Director and two volunteers
- (d) Shall recommend to the Board, the cost of any sponsorship in advance of fees being set for the upcoming year.
- (e) Shall ensure all sponsors receive recognition as promised.
- (f) Shall work diligently to secure sponsors for all BGHA minor (?) teams.

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12.6 Standing Committee Procedure

- (a) All Standing Committees shall comply with all bylaws, guidelines, Policies and procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OWHA, the CHA, and, if applicable, any other hockey organizations with which Association teams are participating.
- (b) **Meetings:**
Each Standing Committee shall meet at the call of the Chair and as necessary throughout the season.
- (c) **Notice:**
Notice of all Meetings of Standing Committees shall be communicated to all Members of the standing committee at least seven (7) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Standing Committee.
- (d) **Quorum:**
A quorum for a Standing Committee shall be a majority of the Members of the Standing Committee.
- (e) **Voting Rights:**
Each Member of a standing committee present at a Meeting shall be entitled to one vote; In the case of a tie of votes, the Chair shall have the deciding vote.
- (f) **Minutes:**
Standing Committees shall maintain and keep minutes of their Meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.
- (g) **Annual Report:**
Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Membership at the Annual General Meeting of the Association.

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12.7 Sub-Committees and Ad Hoc Committees

The Standing Committee procedure also shall govern the procedure of all sub-committees and ad hoc committees of the Association.

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13. EXECUTION OF DOCUMENTS

13.1 Execution of Documents:

The Board may from time to time appoint any Director or Directors or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

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13.2 Books and Records:

The Board shall ensure that all necessary books and records of the Association required by the Bylaws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

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14. FINANCIAL YEAR

14.1 The financial year of the Association shall terminate on the 30th day of April in each year.

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15. BANKING ARRANGEMENTS

15.1 Banking Resolution:

The Board shall designate, by resolution, the Directors and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- (a) Operate the accounts of the Association with a bank or a trust company;
- (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;
- (c) Issue receipts for and orders relating to any property of the Association;
- (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.

All cheques are to be signed by two (2) currently active board members in accordance with 15.1.

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15.2 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon

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

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- 15.3** That there are no benefits given to any board members of this organization in any way, nor is this corporation in the business of making a profit. It collects only the amount it needs to operate and be able to fundraise. All fundraising dollars are to benefit members of the association. Should the corporation, namely the Brantford Girls Hockey Association ever dissolve, all assets in its possession are to be sold and donated. With respect to the lottery account, it will be donated to an organization that is eligible to receive lottery monies as agreed upon by the members.

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16. NOTICE

16.1 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 is included, unless otherwise provided.

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16.2 Omissions and Errors:

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken there at.

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16.3 Method of Giving Notice:

Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or by e-mail with a 'read receipt' received by sender or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or Member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address of any Member, Director or Officer shall be his or her last

address in the records of the Association.

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17. PASSING AND AMENDING BY-LAWS

17.1 The Board and a member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.

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17.2 If the Board intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.

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- 17.3
- (a) By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to the distribution plan and date to describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.
 - (b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.
 - (c) The Members at the General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.
 - (d) Any Amendment to the By-laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association 30 days prior to the Annual General Meeting.
 - (e) All members in good standing shall have access to any proposed amendments to the Bylaws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.

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18. REPEAL OF PRIOR BY-LAWS

18.1 Repeal:

All prior By-laws of the Association, including the document entitled the "Constitution" of the Association are hereby repealed.

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18.2 Proviso:

The repeal of all prior By-laws of the Association shall not impair in any way the validity of

any act or thing done pursuant to any such repealed by-law.

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19. RULES OF PROCEDURE

- 19.1 Roberts Rules shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

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20. EFFECTIVE DATE

- 20.1 This By-law shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at the Wayne Gretzky Centre in the City of Brantford , Ontario, and at which a quorum was present on the 11 day of May , 2017.

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Original Signed

Chair

Original Signed

Secretary