



# EOGHA Constitution and By-Laws (revised Oct 10, 2025)

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## **Article 1 - Name of Association**

The name of this organization shall be “EAST OTTAWA GIRLS HOCKEY ASSOCIATION” (hereinafter referred to as the “Corporation”).

## **Article 2 - Objectives**

The Corporation shall be a not-for-profit organization; governed by the Not-for-Profit Corporations Act, 2010 (Ontario) (the “Act”); the objective being to promote girls’ hockey in the Ottawa-east and surrounding area, and to stress the importance of good sportsmanship and good citizenship amongst the members of the Corporation (the “Members”).

## **Article 3 – Movement of Players**

All Ontario Women’s Hockey Association (the “OWHA”) rules and guidelines regarding movement of players shall be adhered to by Corporation along with any rules and guidelines that Corporation adopts from time to time.

## **Article 4 – Ruling on Bylaws**

Except as provided in the Act, the Board of directors of the Corporation (collectively, the “Board”, and individually, a “Director”) will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the Act and the Corporation's purposes and articles. For greater certainty, “By-laws” refers to this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.

## **1. REGISTERED OFFICE**

The registered office of the Corporation shall be in the City of Ottawa in the Province of Ontario at such place therein as the Board, may from time to time by a resolution determine.

## **2. SEAL**

The corporate seal of the Corporation (if any) shall be such as the Board may by resolution from time to time adopt and shall be entrusted to the Secretary of the Corporation for its use and safe keeping.

## **3. DIRECTORS**

### **3.1. Board of Directors**

- a. The Board shall manage or supervise the management of the activities and affairs of the Corporation. The Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the By-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of Members.
- b. The Board will consist of up to fourteen (14) Directors who are elected, together with the Past President of the Corporation, in accordance with Section 3.3 below. The specific number of Directors to be elected at the annual meeting of the Members will be the number determined from time to time by special resolution of the Members or, if a special resolution empowers the Directors to do so, by resolution of the Directors. A “special resolution” refers to a resolution that is submitted to a special Members’ meeting duly called for the purpose of considering such By-law. The resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney.

### **3.2. Qualification of Directors**

Each Director shall:

- (a) be an individual;
- (b) be at least eighteen (18) of age and shall;
- (c) at the time of their election or within ten (10) days thereafter be a Member of the Corporation;
- (d) not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- (e) not have been found to be incapable by any court in Canada or elsewhere; and
- (f) not have the status of bankrupt.

### **3.3. Election of Directors and Term of Office**

- a. The Directors of the Corporation shall be elected and shall retire in rotation. Directors shall be elected to hold office for a term of two (2) years from the date of their election or until their successors are elected or appointed.
- b. Directors shall be elected by the Members at an annual general meeting on a show of hands unless a poll is demanded, and if a poll is demanded such election shall be by ballot.
- c. Subject to the provisions of this By-law, Directors shall be eligible for re-election, except that no Director may serve for longer than eight (8) consecutive years

- d. A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:
  - i. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by ordinary resolution. An "ordinary resolution" refers to a resolution that, is submitted to a Members' meeting and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a Members' meeting or the Member's attorney;
  - ii. a quorum of Directors may fill a vacancy among the Directors; or
  - iii. if there is not a quorum of Directors, or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special Members' meeting to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office the meeting may be called by any Member.

### **3.4.      Vacation of Office**

A person ceases to be a Director of the Corporation if:

- a. The Director resigns by delivering a resignation in writing to the Secretary of the Corporation (in which case, the resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later);
- b. the Director ceases to be qualified as set forth in Section 3.3; or
- c. the Director is removed from office pursuant to Section 3.5.

### **3.5.      Removal of Directors**

Members may, by ordinary resolution, remove any Director before the expiration of their term of office and may, by ordinary resolution, elect any person in their stead for the remainder of their term

### **3.6.      Remuneration of Directors**

The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred in the performance of their duties as a representative of the Board, such reasonable expenses to be defined from time to time by the Board, but which may consist of:

- a. mileage at rates set by the Canada Revenue Agency for travel to meetings for which the Board is required to attend and located more than 15 km from Ray Friel Recreation Complex when representing the Corporation.
- b. if attendance at a meeting to which the Corporation is required to attend which is located or held outside of the City of Ottawa and outside the 15 km distance from Ray Friel Recreation Complex, such travel shall first be approved by the Board and Directors shall endeavor to find the most economical safe travel option available.
- c. accommodation and meals for meetings of the OWHA, Ontario Hockey Federation (the "OHF") or Hockey Canada (the "HC") that are held outside the City of Ottawa, and

such other reasonable costs as may be approved from time to time by the Board.

## **4. MEETINGS OF BOARD OF DIRECTORS**

### **4.1. Place of Meeting and Notice**

- a. Meetings of the Board may be held at the registered office of the Corporation, at any place within the City of Ottawa, the Province of Ontario or virtually, on such notice as required by this By-law. A meeting of the Board may be convened by the President or any two (2) Directors at any time.
- b. Board meetings shall be held at least six (6) times a year. Notice of Board meetings shall be sent by e-mail or otherwise communicated to each Director not less than fourteen (14) days before the meeting is to take place. Such notice of a Board meeting shall also be posted on the website of the Corporation not less than fourteen (14) days from the date of the meeting for viewing of the membership.
- c. The Board may appoint a day or days in any month or months for regular meetings of the Board at any place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no further notice shall be required for any such regular meetings (unless otherwise required by the Act). Such a notice shall be posted on the website of the Corporation for viewing of the membership.
- d. Special meetings consist of those meetings which are in addition to those regularly scheduled Board meetings and which may be held from time to time as required. Notice of any special meeting of the Board shall be sent by e-mail or otherwise communicated to each Director not less than two (2) days before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director. Such a notice shall be posted on the website of the Corporation for viewing of the membership.

### **4.2. Quorum**

- a. A quorum at any meeting of the Board shall be more than fifty percent (50%) of the Directors in office at the time the meeting is held.

### **4.3. Voting**

- a. Each Director has one (1) vote. All decisions at any meeting of the Board shall be decided by a majority of votes cast unless otherwise specified in these By-laws. Voting at a meeting of the Board shall be determined by a show of hands.
- b. At any meeting unless a poll is demanded, a declaration by the chair 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 favor of or against the motion.
- c. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

#### **4.4. Attendance and Participation by Members**

- a. Meetings of the Board shall be open to all Members provided however that the Board may, deliberate in private if it is considering any matter of a sensitive or confidential nature.
- b. Members who are not Directors shall be permitted to speak at Board meetings upon invitation, at the discretion of the chair or with the concurrence of a majority of the Directors present.

#### **4.5. Recording of the meetings of the Board**

- a. The following shall be recorded by the Secretary of the Board or designate for any and all meetings of the Board:
  - a. a list of all Board Directors in attendance
  - b. a list of all Directors for whom formal regrets were sent and for which legitimate reason for missing the meeting was accepted by the President or designate
  - c. whether or not a quorum was achieved for the meeting or any part thereof
  - d. any and all information shared at the meeting for which no decision was required
  - e. the general content of any debate and discussion and voting pertaining to any decision for which voting shall be required, in accordance with Section 4.3
  - f. the date and time of the next regularly scheduled meeting
  - g. the date and time of any special meeting of the Board that has been scheduled at the time of the current Board meeting for which minutes are being taken; and
  - h. any other matter of relevance as may be directed by the chair.

### **5. DIRECTORS**

#### **5.1. Directors**

- a. At an annual general meeting, where an election is required, Members shall elect the following directors:
  - i. President
  - ii. Senior House Director
  - iii. High Performance Program Director
  - iv. Secretary, Policy and Administration Director
  - v. Treasurer
  - vi. Director of Membership -- Competitive Programs
  - vii. Director of Membership -- House Programs.
  - viii. Director Senior Competitive
  - ix. Director Pathways – Competitive
  - x. Director Pathways – House
  - xi. Director Development
  - xii. Director Communications, Marketing and Sponsorship Directive
  - xiii. Director Risk and Discipline
  - xiv. Director Equity, Diversity, and Inclusion

- b. The Board shall, annually or as often as may be required, appoint the following positions from the current directors or membership:
  - i. one (1) Ice Allocation Director (non-voting)
  - ii. one (1) Health and Safety Director (non-voting)
  - iii. one (1) Equipment Manager (non-voting)
- c. The Board may appoint such other officers and agents as it shall deem necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

## **5.2. Powers and Duties of Officers**

All officers shall sign such contracts, documents, or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board.

## **5.3. Removal of Officers**

Any officer shall cease to hold office upon resolution of the Board and unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed;
- b. the officer's resignation;
- c. the officer ceasing to be a Director or Member (if a necessary condition of office); or
- d. such officer's death.

## **5.4. Delegation of Duties of Officers**

If the President is absent or unable to act, any other director of the Corporation that the Board may deem sufficient, will perform such duties of the President as may from time to time be prescribed by the Board.

## **5.5. President**

- a. No individual shall be elected as President unless they shall have served a minimum of one (1) year on the Board and are currently serving as Director.
- b. The President shall be the chief executive officer of the Corporation and shall be responsible to the Board for the co-ordination of all affairs of the Corporation. The President shall, subject to any resolution, when present, preside at all meetings of the Board, the Executive Committee and the Members of the Corporation. The President shall sign such contracts, documents or instruments in writing as require their signature. In all matters affecting the Corporation, the President shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.

## **5.6. Secretary**

The Secretary shall, when present, act as secretary of all meetings of the Board and the Members, shall have charge of the minute books of the Corporation and the documents and registers provided for in the provisions of the Act. The Secretary shall sign such contracts, documents, or instruments in writing as require their signature and shall have such other powers and duties as may from time to time be assigned to them by the Board or as are incident to their office. The Secretary shall receive all correspondence to the Corporation and shall upon receipt distribute such correspondence to the appropriate Director or officers. The Secretary shall send or be copied on all correspondence from the Corporation. The Secretary shall keep record of all correspondence into and from the Corporation.

## **5.7. Treasurer**

Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depositary or depositaries as the Board may direct. The Treasurer shall sign such contracts, documents, or instruments in writing as require their signature, shall be responsible to the Board for those matters identified in Schedule "A" hereto and shall have such other powers and duties as may from time to time be assigned to them by the Board or as are incident to their office.

## **5.8. Vacancies**

If any director role of the Corporation shall be or become vacant in accordance with Section 5.3, the Board shall, in the case of the President, appoint a person to fill such vacancy and in the case of any other office, appoint a person to fill such vacancy.

## **5.9. Restrictions on Officers**

No individual may serve as a head coach of any house league or competitive division team operated by the Corporation while serving as an executive holding any of the following offices: (a) President, (b) Director Sr. House, (c) High Performance Program Director, (d) Secretary, Admin and Policy Director (e) Treasurer, (f) Director of Membership = Competitive Programs; and (g) Director of Membership – House programs}

Executive team not applicable – to be reviewed for 2026/27 bylaws

# **6. COMMITTEES**

## **6.1. Other Committees**

The Board may from time to time appoint such committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. The Board shall prescribe the duties and structure of any such committees and the method by which any such committees shall report to the Board.

# **7. CONFLICT OF INTEREST**

## **7.1. Conflict of Interest**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

## **7.2. No Benefit to Directors**

No Voting Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act are complied with.

## **8. FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

### **8.1. Indemnification of Directors and Officers**

The Corporation shall indemnify a Director of the Corporation, a former Director of the Corporation or an individual who acts or acted at the Corporation's request as a Director, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

### **8.2. Limitation**

The Corporation shall not indemnify an individual under Section 8.1 unless the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

### **8.3. Derivative Action**

The Corporation shall, with the approval of the court, indemnify an individual referred to in Section 8.1, or advance money under Section 8.2, in respect of an action by or on behalf of the Corporation or other entity to obtain a judgment in its favour to which the individual is made a party because of the individual's association with the Corporation or other entity as described in Section 8.01, against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 8.3.

### **8.4. No Restriction**

The Corporation will also indemnify the individuals referred to in Section 8.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws

## **9. MEMBERSHIP**

### **9.1. Qualification**

The Members of the Corporation shall be those persons who have from time to time enrolled as Members of the Corporation at its registered office or who have otherwise been admitted as Members in accordance with these By-laws. The Corporation shall maintain a list of Members enrolled at its registered office. Save as otherwise expressly herein provided, the fee for membership in the Corporation, if any and for each class of Member (as hereinafter provided for), shall be such sum per annum as may be fixed from time to time by the Board.

### **9.2. Classes of Membership**

There shall be two classes of membership in the Corporation, namely:

- a. Ordinary Members; and
- b. Honourary Members.

Unless otherwise stated, references to "Members" shall include both Ordinary Members and Honourary Members.

### **9.3. Ordinary Members**

- a. Membership as an Ordinary Member shall be available to:
  - i. those individuals over the age of eighteen (18) years who are members of a hockey team operated by the Corporation;
  - ii. parents or guardians of any individual under the age of eighteen (18) years who is a member of a hockey team operated by the Corporation;
  - iii. a volunteer in good standing serving the Corporation and recognized by the Board, whom are not members of a hockey team.
- b. The term "parent" shall include anyone who falls within the definition of such term as set out in the Family Law Act R.S.O. 1990, c. F-3 as amended from time to time.
- c. Not more than one (1) parent or guardian per player shall be eligible to become an Ordinary Member.
- d. The membership of an individual referred to at Section 9.3 (i) above shall commence as of the date such individual registers to play on a hockey team operated by the Corporation and pays the applicable fees thereof and shall terminate no later than on the last day that such individual may register to play on a hockey team operated by the Corporation for the next hockey season.

### **9.4. Honourary Members**

- a. Honourary Members shall be those individuals who have been nominated for honourary membership in the Corporation by not less than ten (10) other Members in good standing and have been granted honourary membership by way of an affirmative vote at an annual general meeting of the Members of the Corporation.
- b. Honourary Members of the Corporation shall not have the right to vote in any instance.

### **9.5. Early Termination of Membership of Any Member**

Membership in the Corporation is terminated when:

- a. the Member dies;
- b. the Member is expelled, or their membership is otherwise terminated in accordance with these By-laws, including if such Member fails to pay any fee whatsoever payable to the Corporation or to a team within thirty (30) days after it is due, unless such Member has obtained a waiver of such termination in writing from the Executive Committee prior to such due date. Such termination of membership shall not prejudice the Member's right to apply for re-admission;
- c. the Member resigns by delivering a written resignation to the Secretary at the registered office of the Corporation; or
- d. the Corporation is liquidated or dissolved under the Act.

### **9.6. Disciplinary Act or Termination of Membership for Cause**

- a. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution by a special two-thirds majority vote, authorizing disciplinary action or the termination of membership of:

- i. violating any provision of the articles or By-laws; or
- ii. any conduct that is not in keeping with the values and mission, policy objectives and activities of the Corporation.

b. 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.

## **10. MEETINGS OF MEMBERS**

### **10.1. Annual General Meeting**

- a. The Corporation shall hold an annual general meeting of its Members within six (6) months of the 12 financial year-end and not later than fifteen (15) months after the holding of the last preceding annual general meeting. The annual general meeting of the Members shall be held at the registered office of the Corporation, such other place within the City of Ottawa, the Province of Ontario or virtually, on such day in each year and at such time as the Board may by resolution determine.
- b. The business transacted at annual general includes: (i) receiving a report on the activities of the Corporation for the previous year; (ii) consideration of the financial statements of the Corporation and the report or the auditor or person who has been appointed to conduct a review engagement; (iii) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year; (iv) election of Directors in accordance with Section 3.3; (v) election of Directors in accordance with Section 5.1(a); and (vi) such other business, information or reports as may be set out in the notice of meeting.
- c. No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### **10.2. General Meetings**

Other meetings of the Members may be convened by order of the President or by the Board to be held at any date and time and at any place within the City of Ottawa, Ontario.

### **10.3. Special Meetings**

The Board may at any time call a special meeting of the Members. Unless otherwise provided by the Act, the Board shall call a special meeting of the Members on written requisition of at least ten percent (10%) of the Members entitled to vote at the meeting. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

### **10.4. Notice**

- a. Subject to the Act, a printed, written, or typewritten notice stating the day, time, and place of a meeting of the Members and the general nature of the business to be transacted shall be served by posting notice of said meeting in a newsletter to be distributed to the Members, plus posted on the website of the Corporation not less than ten (10) and no more than fifty (50) days before the date of every meeting directed to such address of each such Member or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted

must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

- b. All business is “special business” except for the following: (i) consideration of the financial statements; (ii) consideration of the audit or review engagement report, if any; (iii) an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; (iv) election of Directors; and (v) reappointment of the incumbent auditor or person appointed to conduct a review engagement

## **10.5. Proxies**

At any meeting of the Members, a proxy duly and sufficiently appointed by a Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights 13 that the Member would be entitled to exercise if present at the meeting. A proxy need not be a Member of the Corporation. Every proxy must be in a form that complies with the Act and submitted in the form as provided in the association website.

## **10.6. Chair of the meeting**

In the absence of the President, , the Members present at any meeting of the Members shall choose another Director to act as chair of the meeting 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 numbers to be the chair of the meeting.

## **10.7. Voting**

- a. Every question submitted to any meeting of the Members shall be decided by ordinary resolution given on a show of hands unless otherwise required by the Act or by these By-laws. In case of an equality of votes, the chair of the meeting shall not, both on a show of hands and on a poll, have a second or casting vote. Each Ordinary Member shall be entitled to one (1) vote.
- b. At any meeting, unless a poll is demanded, a declaration by the chair 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 favor of or against the motion.

## **10.8. Polls**

If at any meeting a poll is demanded on the election of a chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question, it shall be taken in such manner and either at once or later at the meeting or after adjournment as the chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

## **10.9. Adjournment**

The chair may with the consent of any Members’ meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members. 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.

## **10.10. Quorum**

A quorum for the transaction of business at any meeting of the Members shall consist of not less than ten (10) Members entitled to vote at the meeting, present in person or represented by proxy. No business shall be transacted at any meeting of Members unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the appointed time for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Section 10.4 with regard to notice shall apply to such adjournment.

## **10.11. Telephone or Electronic Members' Meetings**

A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means if the Corporation makes such means available, provided that those means must enable all persons entitled to attend the meeting to reasonably participate and a person participating in the meeting by those means is deemed to be present in person at the meeting. A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person in accordance with the Act.

# **11. CONDUCT OF MEETINGS**

All meetings of the Board and all meetings of the Members of the Corporation shall be conducted in accordance with Roberts Rules of Order or an alternative similar standard approved by the Directors from time to time

# **12. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS**

- a. The Board may from time to time in accordance with the Act amend or repeal and replace this By-law. The By-law, amendment or repeal is effective from the date of the resolution of the Board. The Board shall submit the By-law, amendment or repeal to the Members at the next Members' meeting, and the Members may confirm, reject or amend the by-law, amendment or repeal by an ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. Notwithstanding the foregoing, those By-law repeals, amendments or replacements requiring approval by special resolution under the Act, will only enter into force when approved by a special resolution of the Members
- b. A copy of any By-law to be sanctioned or an annual or general meeting of Members (including a By-law which amends or repeals an existing By-law) shall be posted on the website of the Corporation and shall be sent to any Member upon request.

# **13. AUDITORS**

The Members entitled to vote shall at each annual general meeting appoint an auditor or person who has been appointed to conduct a review engagement of the Corporation to audit or conduct a review engagement of the accounts of the Corporation and to report to the Members at the next annual Members' meeting. The auditor or person who has been appointed to conduct a review engagement of the Corporation shall hold office until the next annual meeting, provided that the Directors may fill any vacancy in the office of the auditor. Or person who has been appointed to conduct a review engagement of the Corporation. The Members may by a majority of the votes cast on this resolution, remove any auditor or person who has been appointed to conduct a review engagement of the Corporation before the expiration of their term of office. Unless the Members determine otherwise, the remuneration of the auditor shall be fixed from time to time by the Board.

## **14. NOTICES**

### **14.1. Service**

Any notice to be given to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally or sent by prepaid mail, facsimile, e-mail or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at their latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

### **14.2. 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, unless it is otherwise provided herein, be counted in such number of days or other period.

### **14.3. Error or Omission in Giving Notice**

The accidental omission to give any notice to any Member, Director, , member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **15. BANKING**

- a. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Foundation shall be placed for safekeeping.
- b. Subject to any resolution of the Board to the contrary, all cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Treasurer together with one (1) other member of the Executive Committee.

## **16. EXECUTION OF CONTRACTS, ETC.**

- a. Subject to any resolution or policy adopted by the Board from time to time, deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring the signature of the Corporation may be signed by (i) the President, together with the Secretary; or (ii) any two(2) Directors. The Board is authorized from time to time by resolution to appoint any director or any person on behalf of the Corporation by whom a particular document or type of document shall be executed.
- b. Any filings that may be required of the Corporation by the OWhA, the OHF or any similar organization with which the Corporation is affiliated shall be signed by the Director of Membership – House/Competitive Programs, together with the President or one (1) other member of the Board.
- c. Any person authorized to sign any document may affix the corporate seal, if any, to the document

## **17. FINANCIAL YEAR**

The Board may by resolution fix the financial year-end of the Corporation and the Board may from time to time by resolution change the financial year-end of the Corporation.

## **18. BOOKS AND RECORDS**

The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

## **19. INTERPRETATION**

In all By-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular, the word "person" shall include individuals, body corporates, partnerships, trusts and unincorporated organizations, and the masculine shall include the feminine and the neuter. Whenever reference is made in any By-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be. Words that are defined in the Act have the meanings given to them in the Act except as set forth herein.

## **20. PREVIOUS BY-LAWS**

All previous by-laws of the Corporation are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles or predecessor charter documents of the Corporation obtained pursuant to, any such by-laws before its repeal. All Directors, officers and persons acting under any by-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.