

# CHATHAM KENT GIRLS HOCKEY ASSOCIATION

## **Constitution and By-Laws**



## MISSION

Chatham Kent Girls Hockey Association (CKGHA)'s mission is to provide girls an opportunity to play girls hockey for as long as they want and at a level, they are capable of, while providing opportunities to continually grow and develop.

## VALUES

**Passion:** Our passion for the game of hockey will drive us to; help young girls develop a love of the game from an early age and nurture it throughout their hockey careers. This passion will guide those involved in this Association while providing a safe environment for young girls in Chatham Kent.

**Integrity:** The association will partner with Ontario Women's Hockey Association (OWHA) and all other governing bodies to work in unity to create the best quality girl's hockey program possible in the Chatham-Kent area. The association shall carefully and responsibly use the powers appointed to conduct association business and develop girl's hockey ethically and honestly

**Community:** As the old saying goes "it takes a village to raise a child" and those involved in this association are part of that village. The game of hockey plays a critical role in building stronger, healthier communities by building lifelong friendships, encouraging respect, fair play and sportsmanship. The association and all its volunteers recognize the importance and wide-reaching impacts hockey has on community and will use that to guide their actions.

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# By-Laws for Chatham Kent Girls Hockey Association

## 1. General

### 1.1. Definitions

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

- a) "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) "Board" means the board of directors of the Corporation;
- c) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d) "Chair" means the director holding the President position within the Board;
- e) "Corporation" means Chatham Kent Girls Hockey Association that was incorporated under the Act;
- f) "CKGHA" means Chatham Kent Girls Hockey Association
- g) "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- h) "Member" means a member of the Corporation;
- i) "Members" means the collective membership of the Corporation; and
- j) "Officer" means an officer of the Corporation.

### 1.2. Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### 1.3. Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

### 1.4. Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

## **1.5. Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **2. Board of Directors**

### **2.1. General**

The affairs of the Corporation shall be managed by a Board of Directors composed of elected directors. The Board of Directors shall, at a minimum, for any of these vacant positions, appoint from among the Directors a President (Chair), Treasurer and Secretary. The office of the Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The Board of Directors will also appoint directors to the roles specified in [Section 3](#).

### **2.2. Eligibility**

Required legal qualifications of a director include:

- a) An individual
- b) 18 years of age or older
- c) A person who has not been found incapable of managing property under the Substitute Decisions Act, 1992 or by the Mental Health Act
- d) A person who has been found incapable by any court in Canada or elsewhere
- e) Not bankrupt

### **2.3. Election and Term**

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

The term of office for the President, Travel Director, House League Director, Secretary, Treasurer and Ice Manager shall be two years.

The term of office for all other named positions shall be one year.

## **2.4. Vacancies**

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- b) if the Director dies or becomes bankrupt;
- c) if the Director is found to be incapable of managing property by a court or under Ontario law; or
- d) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.
- e) Any Director who misses five (5) regular monthly meetings per year may lose their seat on the Board if a motion specifying the intention is passed by two-thirds (2/3) of the votes cast at a Board meeting.

## **2.5. Filling Vacancies**

A vacancy on the Board shall be filled as follows:

a quorum of Directors may fill a vacancy among the Directors;

1. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
2. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
3. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

## **2.6. Ethical Business Conduct**

The Board of Directors shall consider the following when conducting business for the corporation:

- a) The Board or volunteers may not drink alcohol while conducting business for the corporation. Exceptions to this policy must be approved by the Board.
- b) The Board or volunteers may not gamble, or possess, use or distribute controlled substances or illegal drugs while conducting business for the corporation.

- c) The Board and volunteers are expected to be honest and truthful. During their tenure, members shall not steal, lie, falsify documents or prepare or issue any false or misleading reports.
- d) The Board and volunteers are expected to use corporation property only for corporation business. Except for incidental activities or use, directors or volunteers may not, unless approved by the Board:
  - i) conduct personal business with corporation property,
  - ii) use CKGHA property for a non-corporation related purpose, or
  - iii) see, loan or dispose of corporation property
- e) All corporation accounts, invoices, memoranda and other documents and records must be prepared and maintained with strict accuracy and completeness. All assets, liabilities, revenues and expenses must be recorded in the regular books of corporation.

## **2.7. Committees**

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

Committees established will be documented in the rules of operation of the corporation and should include but not limited to: Board involvement and any agreed upon rules or outcomes of the committee

## **2.8. Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties

### **3. Board of Directors Positions**

#### **3.1. President**

The President shall be an actively serving elected member of the Board, at least one year prior to their nomination, and shall:

- a) chair all regular and special Board meetings and the annual and any special meetings of the Corporation and set the agenda for all meetings,
- b) be a signing officer of the Corporation,
- c) call special Board meetings as required,
- d) represent the Corporation at all functions,
- e) exercise the powers of the Board in case of an emergency,
- f) sit on all committees as ex-officio voting member,
- g) shall be Chief Executive Officer of the association, and
- h) be kept informed of all matters pertaining to the association
- i) act as liaison between the Ontario Women's Hockey Association and the Corporation

#### **3.2. Travel Director**

The Travel Director shall:

- a) in the absence of the President, have the authority and perform the duties of the President,
- b) chair all travel team coaches' meetings,
- c) attend, along with another executive member(optional), all Travel team league meetings,
- d) act as the liaison with Western Ontario Girls Hockey League (WOGHL) and Lower Lakes Female Hockey League (LLFHL)
- e) provide all By-Laws, team rules and regulations and applications to all Travel team officials,
- f) be a member of the Discipline Committee in matters relating to Travel teams,
- g) appoint interim qualified travel staff in an emergency,
- h) evaluate coaches at the end of the season and make recommendations to the board,
- i) prior to folding of a Travel team, bring the matter before the board for direction.

#### **3.3. House League Director**

The House League Director shall:

- a) in the absence of the President and Travel Director, have the authority and perform the duties of the President,
- b) oversee the total operation of the House League teams,
- c) attend all House League meetings,
- d) appoint interim qualified House League staff in an emergency,

- e) decide on the number of teams required based on registration,
- f) form balanced teams,
- g) evaluate coaches at the end of the season and make recommendations to the board,
- h) In conjunction with the ice manager, be aware of monetary responsibilities to ensure the House League program is monetarily balanced.

### **3.4. Secretary**

The Secretary shall:

- a) handle all correspondence of the Corporation,
- b) record and preserve the minutes of all Board meetings,
- c) type all minutes and distribute them to Board members within two weeks of the meeting,
- d) record and preserve the minutes of the annual meeting and any general or special meetings,
- e) inform all Board members of upcoming meetings,
- f) keep the office records up to date and have control over all stationary,
- g) provide up to date copies of the constitution to the Directors after every annual meeting, and
- h) bring copies of By-laws, rules and proposed amendment changes to the annual meeting.

### **3.5. Treasurer**

The Treasurer shall be an actively serving elected member of the Board, at least one year prior to their nomination, and shall:

- a) establish a budget for the upcoming season and review the financial status (surplus/deficit) of the Association and make recommendations and proposals to the Board regarding the status,
- b) be a signing officer of the Corporation,
- c) act as an advisor of all documents and policies pertaining to the organization in conjunction with the secretary,
- d) keep a record of all money received and disbursed and shall deposit money in a bank or trust company,
- e) present a financial report at each regular Board meeting and a financial statement for the annual meeting,
- f) pay all accounts by cheque (not cash),
- g) maintain an updated account of all the Corporation's assets, and
- h) work with the Registrar to distribute, monitor and account for any funds received.

### **3.6. Registrar**

The Registrar shall be an actively serving elected member of the Board, at least one year prior to their nomination, and shall:

- a) be responsible for the registration of players and ensuring the fees are implemented as approved by the Board,
- b) work with the Treasurer providing regular reconciliation of registration to ensure all registration receipts are properly recorded in the Association's books,
- c) assist the Treasurer in preparing adequate working papers with respect to registration revenues,
- d) hand over all monies collected to the Treasurer,
- e) report monthly the current registration numbers,
- f) with the assistance of the Travel and House League Directors, roster all registered players as per OWHA guidelines
- g) establish and maintain a convenient registration system and schedule for all CKGHA members.
- h) Complete and maintain proper records for PTS (Permission to Skate) as requested at time of annual tryouts
- i) Be responsible for insurance and claims
- j) is a liaison with OWHA regarding the registration processes
- k) work with Ice Manager and municipality to provide accurate registration information for ice allocation consideration

### **3.7. Ice Manager**

The Ice Manager shall:

- a) prior to the start of each hockey season, submit a recommendation of allotment of ice times to the Board for their approval and subsequently distribute the approved schedule to all executive and travel teams,
- b) be responsible for allotment of any additional ice time received or any ice time not used for scheduled league play, exhibition games or practices,
- c) return all unusable ice time to the Municipality of Chatham-Kent. The ice manager shall not sell any unusable ice time to any other person or association,
- d) keep a book on all allotment of ice time and issue monthly statements to all treasurer so they may bill all teams,
- e) attend all leagues annual scheduling meetings if required,
- f) submit all ice time request forms to the Municipality of Chatham-Kent on behalf of the Corporation, and
- g) attend the annual Municipal ice allotment meetings
- h) provide all available ice, to each team, prior to league scheduling meetings

- i) enter all home games on CKGHA.com website for LLFHL and WOGHL teams as well as both home and away games for house league teams

### **3.8. Equipment Manager**

The Equipment Manager shall:

- a) meet with the appropriate House League or Travel Director and shall recommend equipment needed for house league or travel teams considering quality and cost,
- b) allocate, maintain, collect, inventory and store all equipment and uniforms that are the property of the CKGHA,
- c) obtain Board approval of any expenditure over two hundred and fifty dollars (\$250.00) prior to purchase,
- d) be responsible for purchase of any new jerseys as required, and
- e) maintain the equipment room.
- f) maintain the relationship with the clothing/jersey supplier(s), coordinating fitting days and the proper use of the CKGHA logo on clothing

### **3.9. Referee Liaison**

The Referee Liaison shall:

- a) report to the Corporation at each Board meeting the referee situation,
- b) communicate to the Kent Hockey Referees' Association any Corporation concerns,
- c) check with directors and their applicable areas of concern prior to attending the Kent Hockey Referee's Association meetings,
- d) address matters of payment and fee scheduling,
- e) document Corporation points of concern in depth, speak to all applicable parties and be prepared to speak knowledgeably to the concerns,
- f) assist in coordinating referee clinics at the start of each season, and
- g) schedule all referees for all CKGHA home games (house league and travel)

### **3.10. Sponsorship and Fundraising Director**

The Sponsorship and Fundraising Director shall:

- a) oversee all fundraising activities that the Board appoints them to supervise,
- b) distribute a schedule showing who is responsible for supplying workers for fundraising events,
- c) maintain jersey sponsorship with aide of equipment manager,
- d) assist executive in applying for all grants.

### **3.11. Education and Development Coordinator**

The Education and Development Coordinator shall:

- a) coordinate all clinics - coaches, trainers, referees, speak out,

- b) coordinate all skills development programs - i.e. power skating,
- c) work in conjunction with the Travel and House League Directors,
- d) maintain Chatham Kent Girls Hockey Association library (virtual or physical)
- e) be the liaison with other associations for clinics, etc.

### **3.12. Community Liaison and Media Director**

The Community Liaison and Media Director shall:

- a) ensure proper flow of information and/or concerns from the general membership to the Board,
- b) make necessary press releases as instructed by the Board,
- c) be responsible for the upkeep of trophy cases, bulletin boards, banner displays, and CKGHA website, and
- d) act as a liaison for team photographs.
- e) Maintain and monitor official social media sites for CKGHA
- f) Identify community opportunities for the associations/teams to get out and support the community, ex Goodfellow's porch light campaign, Holiday parades, etc.

### **3.13. Initiation and Novice League Coordinator**

The Initiation and Novice League Coordinator shall:

- a) stay abreast of Hockey Canada and OWHA's Initiation and Novice Program (Development and Implementation)
- b) attend, along with another executive member, all Novice league meetings,
- c) act as the liaison with the Novice local league loop
- d) help to identify interested coaches and ensure they take the appropriate training/certifications

### **3.14. Director at Large**

The Director at Large shall:

- a) Volunteer on committees requiring board members, as required
- b) Offer to assist other named position if work is required

## **4. Board Meetings**

### **4.1. Calling of Meetings**

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this by-law.

## **4.2. Regular Meetings**

Regular meetings of the Board will be held on the first Monday of each month or in the event of a conflict (e.g. - holiday) on such date the Board appoints at a place and time named with no further notice of the regular meetings need be given.

Anyone wishing to attend a Board meeting must apply via email to the President seven (7) days prior to said meeting to the President and their attendance shall be at the discretion of the President. All Board members must notify the President of their plans for attendance five (5) days prior to said meeting.

## **4.3. Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

## **4.4. Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

## **4.5. Voting**

At all meetings of the Corporation, every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation. Whenever a show of hands has been taken upon a question, a declaration by the Chair that a resolution has been carried or lost by a majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact, without proof of the numbers or proportion of votes recorded in favour or against the motion.

No motion will be considered for voting unless the mover and/or seconder are present at the meeting. In case of an equality of votes, the Chair shall not have a second or casting vote.

## **4.6. Participation by Telephone or other Communications Facilities**

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

## **5. Financial**

### **5.1. Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping. Borrowing by the Corporation is NOT allowed.

### **5.2. Financial Year**

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

## **6. Protection of Directors and Others**

### **6.1. Protection of Directors and Officers**

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

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act

## **7. Conflict of Interest**

### **7.1. Conflict of Interest**

Board members are required to notify the Board of situations where a conflict of interest might exist in the execution of duties related to the corporation. This includes, but is not limited to, potential financial gain or personal involvement to an extent that judgment could be influenced. Personal involvement includes, but is not limited to, a team that her/his child plays on, a team or division on which a family member is part of the coaching staff, or any situation with which they or members of their immediate families are involved.

The Board shall decide whether the member should be excluded from discussion and/or voting.

In cases in which a conflict of interest arises, the Board member in conflict will absent her/himself from the Board of Directors or Committee meeting until the issue has been resolved.

## **8. Members**

### **8.1. Member Classes**

Membership in the Corporation shall consist of and be divided into the following classes:

- a) Life Members – consist of those persons who have been annual members of the Corporation, or preceding corporations, for at least eight (8) years
- b) Annual Members – shall be divided into two sub-classes
  - i) Actively Engaged Members
  - ii) General Members

#### **8.1.1. Actively Engaged Members**

Actively Engaged Members are the head coaches of all House League and Travel teams or a board of director of the Corporation, as voted in at the Annual General Meeting, as long as the individual director has no daughter affiliated with another Ontario Women's Hockey Association, unless that director is already a general member as outlined in 8.1.2 then no conflict of interest exists.

#### **8.1.2. General Members**

General Members are individuals, in good standing, that have children registered to play hockey within the association. Membership shall be in effect upon registration and payment for an impending hockey season until the Annual Meeting has concluded at the close of that same season.

### **8.2. Membership**

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

### **8.3. Termination of Membership**

A membership in the Corporation automatically terminates upon the happening of any of the following events:

- a) if a person resigns as a member of the Corporation. Such resignation shall be made to the Secretary.
- b) in the case of an annual member, at conclusion of the Annual Meeting at close of the season

#### **8.4. Liability of Members**

Members shall not, as such, be held answerable or responsible for any act, default or obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

#### **8.5. Disciplinary Action or Termination of Membership for Cause**

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

### **9. Members' Meetings**

#### **9.1. Annual Meeting**

The annual meeting shall be held each year within the municipality of Chatham-Kent, at a time, place and date determined by the Board, no later than June 30th of any year for the purpose of:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the financial statements;
- d) election of Directors; and
- e) such other or special business as may be set out in the notice of meeting.

Any Member, upon request, shall be provided, not less than ten (10) days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements and other financial information required by the By-laws or articles.

Any member may make additions to the agenda including amendments to the constitution, by-laws and rules and regulations or raise any other business properly before the meeting, upon application via email to the secretary ten (10) days prior to the meeting.

#### **9.2. Special Meetings**

The Board may at any time call a special meeting of the Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special meeting of the Members may also be called by the members as provided in the Corporation Act

### **9.3. Notice of Meetings**

Notice of the time, place and date of meetings of the Corporation and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member by posting notice of the same on the Corporation's website.

### **9.4. Quorum**

A quorum at any special membership meeting of the Corporation shall be ten (10) members present in person and no business shall be transacted unless the required quorum is present at the commencement of such business PROVIDED HOWEVER that where there are less than ten (10) but more than one (1) person present and is present in person after one-half hour after the commencement time specified in the notice calling the meeting the following business will be allowed to be transacted:

- a) the selection of a Chairman and Secretary if they are not present
- b) the recording of the names of those present
- c) the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting.

### **9.5. Chair of the Meeting**

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### **9.6. Voting of Members**

Business arising at any Members' meeting shall be decided by majority of votes unless otherwise required by the Act or the By-law provided that:

- a) each Member family shall be entitled to one vote at any meeting;
- b) votes shall be taken by a show of hands among all Member families present and the chair of the meeting, if also a Member, shall have a vote;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive

evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

- g) No motion will be considered for voting unless the mover and/or seconder are present at the meeting.

### **9.7. Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **10. Notices**

### **10.1. Service**

Any notice required to be sent to any Member or Director shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **10.2. 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 not, unless it is otherwise provided, be counted in such number of days or other period.

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

The accidental omission to give notice of any meeting of the Board or Corporation or the non-receipt of any notice by any director or member or any error in the notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director or member may at any time waive notice of any meeting and may approve any or all proceedings taken thereat.

## **11. Adoption and Amendments of By-Laws**

### **11.1. Amendments to By-Laws**

The Members may from time to time amend this by-law by majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

Enacted *[insert date]*