

BY-LAW 1

SCARBOROUGH GIRLS HOCKEY ASSOCIATION



**Approved by
the Membership
September 17, 2024**

By-law No. 1

A by-law relating generally to the conduct of the affairs of the
SCARBOROUGH SHARKS GIRLS HOCKEY ASSOCIATION

Section 1 – General

1.01 Definitions

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

- a. "Act" means the *Corporations Act* (Ontario) and any act that may be substituted therefor (including the *Not-for-Profit Corporations Act, 2010* (Ontario)), as from time to time amended;
- b. "Articles" means the letters patent or articles of the Association as amended from time to time;
- c. "Association" means the Scarborough Sharks Girls Hockey Association;
- d. "Board" means the board of directors of the Association;
- e. "By-laws" means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force;
- f. "President" means the President of the Association;
- g. "Director" means an individual occupying the position of director of the Association;
- h. "Member" means a member of the Association;
- i. "Members" means the collective membership of the Association; and
- j. "Officer" means an officer of the Association.

1.02 Interpretation

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

1.03 Name, Head Office and Seal

- a. The name of the Corporation will be the Scarborough Sharks Girls Hockey Association S.S.G.H.A. (hereinafter called the "SSGHA").
- b. The head office of the SSGHA will be in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

1.04 Affiliation

The SSGHA will be affiliated with Ontario Women's Hockey Association.

1.05 Signing Documents

Contracts and other documents requiring the SSGHA's signature may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the individual by whom a particular document or type of document may be signed.

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

1.06 Severability and Precedence

The invalidity of unenforceability of any provision of this By-Law will not affect the enforceability of the remaining provisions of this By-Law. If any of the provisions contained in the By-law is inconsistent with those contained in the articles of the Act, the provisions of the articles of the Act, as the case may be, will prevail.

Section 2 – Membership

The membership of the SSGHA will consist of one category of individuals as follows:

- a. Active Members are all SSGHA elected or appointed Directors, Committee Members and up to (5) individuals who have applied for and have been approved as Members by the Board of Directors by way of Ordinary Resolution.
- b. Reference to “Members”, “members” or to “membership” in this By-law will mean collectively the Active Members.
- c. Members must register with the SSGHA and agree to abide by the SSGHA By-laws, policies, procedures, rules and regulations.

Section 3 – Records of Membership

The Secretary will keep a current list of Members, based on the eligible members as in Section 2 – Membership.

Section 4 – Termination of Membership

- a. Any member may resign from the SSGHA by mailing or emailing written notice of resignation to the Secretary accompanied by payment of all monies owing to the SSGHA;
- b. Members may be suspended or expelled for breach of the By-law, or Rules and Regulations, Code of Conduct or other written policies and procedures of the SSGHA, OWHA, and/or Hockey Canada;
- c. Termination of membership, where by resignation, expulsion or otherwise, will be effective as of the date of termination, result in the removal of all rights within the SSGHA of the member, but will not be deemed to discharge any financial obligation of the member to the SSGHA accrued prior to the date of such termination and not then fulfilled; and
- d. All matters respecting suspension and expulsion of members and termination of membership will be decided by the Board of Directors supported by a report from the Complaints and Appeals Committee.

Section 5 - Directors

5.01 Election and Term

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

5.02 Board of Directors

The affairs of the SSGHA will be managed by Officers and Directors who will be collectively called the "Board of Directors". Each Officer and Director has a vote on the Board of Directors. The Board of Directors will be comprised on a minimum of three (3) and a maximum of (10) Directors.

By virtue of affirmation of these By-laws, the Members agree via Special Resolution to permit the Board to determine the number of Director positions on the Board provided that:

- a. The number of Director positions is at least three (3) and no more than ten (10); and
- b. The determination of the number of Director positions on the Board does not have the effect of shortening the term of a sitting Director

Directors may be appointed by the Board to serve as Directors of various portfolios related to the operations of the SSGHA (e.g., Communications Director, Discipline Director, Health and Safety Director, etc.). Directors may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

5.03 Powers of the Board

The Board is empowered, in a manner consistent with the requirements of the Ontario Women's Hockey Association, including but not limited, to:

- a. manage the Association's affairs in accordance with the Act and the By-laws (including, without limiting the generality of the foregoing, establishing policies, procedures, rules and regulations);
- b. Make policies, procedures, rules and regulations relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies, procedures, rules and regulations;
- c. Make policies, procedures, rules and regulations relating to the management of disputes within the Association and deal with disputes in accordance with such policies, procedures, rules and regulations;
- d. Employ or engage under contract such persons as it deems necessary to carry out the Association's work;
- e. Determine registration policies, procedures, rules and regulations, recommend membership dues, and determine other registration requirements;

- f. Enable the Association to receive donations and benefits for furthering the Association's purposes;
- g. Make expenditures for furthering the Association's purposes;
- h. Borrow money upon the Association's credit as it deems necessary in accordance with the By-laws; and
- i. Perform any other duties from time to time as may be in the Association's best interests.

5.04 Vacancies

The office of a Director shall be vacated immediately:

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

5.05 Filling Vacancies

A vacancy on the Board may be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. 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;
- c. 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
- d. 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.

5.06 - Officers

The SSGHA will have five (5) Officers, as follows:

- a. **President:** The President will be the chief executive of the SSGHA, will convene and preside over meetings of the SSGHA Board or Meetings of Members, and will serve as liaison with the OWHA.
- b. **Vice Presidents (2):** The Vice President of Competitive/Representative Teams and the Vice President of House League will substitute for the President in their absence or inability to serve.

- c. Treasurer: The Treasurer will be responsible for the disbursement of SSGHA funds and the preparation of periodic financial statements.
- d. Secretary: The Secretary will be responsible for maintaining minutes of the meetings of the Board of Directors, and Annual Meetings and Special Meetings.

5.07 Eligibility of Directors and Officers

- To be eligible for election as a Director, an individual must:
 - a. Be eighteen (18) years of age or older;
 - b. Not have been found under the *Substitute Decisions Act, 1992*, or under the *Mental Health Act* to be incapable of managing property;
 - c. Have not been declared incapable by a court in Canada or in any other country;
 - d. Not be an “ineligible individual” as defined in the *Income Tax Act* (Canada or any regulations made under it);
 - e. Not have the status of bankrupt; and
 - f. Be a Member in Good Standing of the Corporation.

To be eligible for certain Officer positions, an individual must meet the specific position criteria as follows:

- a. Candidates for President, Vice President and Treasurer must have served as a member of the Board of Directors for not less than two (2) years. The candidates should be selected from the most recent Board of Directors.
- b. To be eligible for the position of Treasurer, preference will be given to individuals with an active designation defined by CPA Canada. If the Board of Directors cannot fill the Treasurer position with a person with at least one of these designations, the Board of Directors may appoint a person with an accounting or certified professional background and/or an accounting company to fulfill the accounting requirements of the Treasurer position until such a time as the Board of Directors fills the role with an individual who has the required designation.

5.08 Method of Election of Officers and Directors

- a. Nominations for members of the Board of Directors must be submitted in writing to the Chair, Nominations Committee, as outlined in the SSGHA board policy. Nominations will be accepted provide the following conditions are met:
 - i) The nominee meets the criteria, if any, for the position for which they are nominated as provided herein;
 - ii) The written consent of the nominee is included in the nomination;
 - iii) The nomination is signed by the nominator; and,
 - iv) An individual can stand for nomination for only one (1) position each year.
- b. After receiving nominations, the Chair, Nominations Committee, will present a list of duly nominated persons to stand for election at the next Annual Meeting. The presentation of the

list of nominees will be done by posting on the SSGHA website at least seven (7) days prior to the Annual Meeting.

- c. At the Annual Meeting, the Chair will determine from the number of nominations submitted for each position whether or not a formal election is required for that position.
- d. Where an election is not called for with respect to a position, the nominee will be acclaimed. For positions where a formal election is required, voting by a show of hands, or method by which Members can make their intentions know or voting by secret ballot will be used, at the Chair's discretion. In event of a tie, voting by show of hands or by such means as Members are able to indicate their intent or secret ballot, at the discretion of the Chair, will be held to break the tie.
- e. If no nominations have been received prior to fourteen (14) days before the Annual Meeting for a vacant Board position, the Board of Directors confirmed at the Annual Meeting may leave the position vacant or fill the vacant position(s) as outlined in section 5.05.
- f. Immediately following the Annual Meeting, the Board of Directors will meet to confirm the Officers and the roles and responsibilities of each Director.

5.09 Length of the Terms of Board Positions

- a. All positions on the Board of Directors will have a term of two (2) years, renewable through election up to three (3) consecutive terms. A Director's term may be extended until a successor is elected or appointed. A Member may participate in the election process after a one (1) year vacancy from the Board. The new Directors will take over their said positions as of the completion of the Annual Meeting in which the Directors were elected to the Board of Directors. The new Officers will take over their said positions at the meeting immediately following the Annual Meeting in which their positions were confirmed.
- b. The terms for members of the Board of Directors will expire on a staggered basis.

5.10 Discipline of Board of Directors

- a. A member of the Board of Directors may be disciplined for:
 - i. Breach of the By-laws or Rules and Regulations of the SSGHA; or
 - ii. Failing in their fiduciary obligation to act honestly, in good faith and in the best interests of the SSGHA and its members; or
 - iii. Failing to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- b. A motion to discipline a member of the Board of Directors may not take place unless a meeting of the Board of Directors has been called for such purposes.
- c. A Special Resolution is required to discipline a Director.

5.11 Resignation of Director

A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received. When a Director who is subject to a disciplinary investigation or action resigns, that Director will

nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

5.12 Vacate Office

The office of any Director will be vacated automatically if:

- a. Subject to section 5.10, the Director resigns;
- b. The Director is removed;
- c. The Director is found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- d. The Director becomes bankrupt; or
- e. The Director dies.

5.13 Removal of an Officer or Director

An Officer may be removed by Ordinary Resolution of the Board of Directors at a meeting provided the Officer has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. Two thirds (2/3) of the Board of Directors must be in attendance at the meeting.

A Director may be removed by Ordinary Resolution of the Voting Members at an Annual Meeting, or a Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. An Ordinary Resolution is required to remove a director.

5.14 No Remuneration for Directors and Officers

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

Section 6 - Board Meetings

6.01 Calling of Meetings

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

The Board of Directors may consider or transact any business with special or general at any meeting of the Board of Directors that relates to the activities and business of the SSGHA.

The Board may go to an in-camera session at any time to consider business in camera if the business deals with:

- i) discipline of any Director or Member; or
- ii) expulsion and suspension of any person from any officer of the Corporation; or
- iii) recruitment, employment, or performance review of personnel; or
- iv) acquisition of property or other contractual arrangements; or
- v) preparation or planning for preparation of a competitive bid, quote, or similar activity.

6.02 Regular Meetings

Meetings of the Board of Directors will be held a minimum of six (6) times per years or as otherwise decided by the Board of Directors at such place or places as from time to time determined by the Board of Directors. An annual schedule of meetings will be prepared and distributed to the members of the Board of Directors by the Secretary by the end of August each year.

6.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 12 to every Director not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Association's annual meeting.

6.04 President

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

6.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President or designate shall not have a second or casting vote; and the motion shall not pass. Quorum for a Board meeting shall be a majority of the Board.

6.06 Quorum and Manner of Action

- a. Fifty (50) percent of the members of the Board of Directors will constitute a quorum for transaction of business.
- b. A meeting of the Board of Directors at which quorum is initially present may continue to transact business as long as quorum is present. In the event of the withdrawal of Officers and/or Directors from the meeting resulting in the loss of quorum, the meeting Chair will continue the meeting for the purposes of discussion and record. All matters requiring a vote will be deferred to the next meeting of the Board of Directors, unless the matter can

be resolved through voting by all members of the Board of Directors by electronic means (e.g., email or electronic poll).

- c. If an Officer or Director has a conflict of interest respecting a matter subject to a vote, such Officer or Director shall disclose the conflict of interest and the Officer/Director will not participate in the discussion or vote.
- d. The Board of Directors may not vote by proxy.

6.07 Participation by Telephone or Other Communications Facilities

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

6.08 Board of Directors Meeting Minutes

Meeting minutes of the Board of Directors will be available upon request from the Secretary by any member. The minutes will be available in a reasonable time after each meeting. Material deemed confidential in nature will be deleted or redacted from those minutes provided for general distribution.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

An Officer, Director, Member will declare that they have a conflict of interest wherever they or one of their family members is directly or indirectly involved in a matter before the committee/Board of Directors of which they are a member (e.g., when one of their children is a player involved in the situation under consideration). Once a conflict of interest has been declared, said Officer, Director or Member may not attend any part of a meeting of the Directors or vote on any resolution to approve the matter in question.

If no quorum exists for the purposes of voting on a resolution to approve the matter before the Board or Committee, only because one or more Director(s) are not permitted to be present at the meeting by virtue of a conflict, the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.

7.02 Disclosure of Interests in Contracts

Every Officer, Director or Member who is directly or indirectly interested in an existing contract or proposed contract with the SSGHA will declare their interest and absence themselves from discussion and decisions on the contract. A general notice given to the Board or relevant committee will be a sufficient disclosure of interest. If a member has made a declaration of their interest. If a member has made a declaration of interest in a proposed contract, they are not accountable to the SSGHA, the Board of Directors or to any of its Members for any profit

realized from the contract, and the contract is not voidable for reason only of their holding officer or of the fiduciary relationship established thereby.

If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Director(s) are not permitted to be present at the meeting by virtue of a conflict, the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.

Section 8 – Protection of Directors and Others

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

1. complied with the *Act*, the Articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*.

Section 9 – Members Meetings

9.01 Annual Meeting

The Annual Meeting of the SSGHA will be open to all Members and current participants in SSGHA programs. The Annual Meeting will be held within sixty (60) days of the SSGHA's fiscal year end. The Annual Meeting report will be made available to all Members and posted on the SSGHA website thirty (30) days before the meeting.

9.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and not other notices will be required for any such meetings.

9.03 Special Meetings

A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon written request of ten percent (10%) or more of the voting Members for the purpose connected with the affairs of the SSGHA that does not fall within the exceptions listed in the Act, or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

9.04 Notice of Meetings

Notice of the time and place for the holding of the Annual Meeting will be posted on the SSGHA website thirty (30) days before the meeting. The notice for Annual Meetings will contain invitations to submit nominations for the Board for position on the Board of Directors, for election at the meeting in accordance with Article 10.

Notice of any Special Meeting will be directed to the Board of Directors, where there is no conflict of interest, at least seven (7) days prior to the meeting. The notice will specify the purpose for which the meeting is being called.

9.05 President

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

9.06 Quorum

- a. A quorum for the transaction of business at any Annual or Special Meeting will consist of not less than fifty (50) percent of the Directors and not less than five (5) Members in total.
- b. Except as otherwise specified in this By-law, the actions of a majority of the members present and voting at a meeting at which quorum is present will be the action of the meeting of the membership.
- c. A meeting at which a quorum is initially present may transact all business noted on the agenda for the meeting. In the event of the withdrawal of members from the meeting resulting in a loss of quorum, the meeting Chair will continue the meeting for the purposes of discussion and record. All matters requiring a vote will be deferred to the next meeting of the Members.
- d. Except where otherwise provided for in this By-law, meetings of the membership may be conducted in person, by teleconference or videoconference.
- e. Actions arising from a meeting of the membership, such as a recorded vote, may be conducted in person, by email or other electronic means, teleconference or videoconference.

9.07 Voting at Annual or Special Meetings

- a. Voting members who at eighteen (18) years old or older at the time of the meeting of the Members may exercise one (1) vote.
- b. At all Members' Meetings, all questions will be decided by Ordinary Resolution, unless specifically provided by the Act or these By-laws. Tied votes are defeated.
- c. Voting may be either by a show of hands or by such means as Members are able to indicate their intent or by secret ballot at the discretion of the Chair, but the latter will be used whenever it is so requested by any member. The secret vote count will be made public at the meeting in question upon request of any member.

9.08 Meeting Rules

The following rules will govern all Annual and Special Meetings of the Members:

- a. If there is no quorum within fifteen (15) minutes of the time fixed for the meeting to begin, the Chair will declare that there can be no meeting on this occasion;
- b. Any questions of procedure which have not been provided for in this By-Law or by applicable legislation will be determined in accordance with the rules of order adopted by the Board, or failing such adoptions, adopted by the chair of the meeting;
- c. The Chair will have the right to require that any motion or resolution be presented in writing before the meeting; and
- d. The Chair will decide all questions of order, in accordance with the rules of order.

9.09 Order of Business at Annual Meetings

- a. The order of business at all Annual Meetings of the SSGHA will be as follows:
 - i. Opening of the meeting and explanation of procedural rules governing the meetings;
 - ii. President's address and League updates
 - iii. Reading and approval of the minutes of the previous Annual Meeting;
 - iv. receipt of the agenda;
 - v. receipt of the minutes of the previous annual and subsequent special meetings;
 - vi. consideration of the financial statements;
 - vii. report of the auditor or person who has been appointed to conduct a review engagement;
 - viii. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - ix. election of Directors; and
 - x. any other or special business as may be set out in the notice of meeting.
- b. The order of business may be altered by a Special Resolution of Members present at the meeting.
- c. No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other items of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with the procedures as approved by the Board. Copies of all such proposals together with copies with an amendment thereto the proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

9.10 Order of Business at Special Meetings

The President will determine the order of business at any Special Meeting.

Section 10 – Board Committees

10.01 Committees

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

10.02 Procedures at Board Committee Meetings

Procedures at and quorum for Board committee meetings will be determined by the chair of each Board committee, unless established by this By-law, Board resolution, or in Board approved terms of reference.

10.03 Delegation to a Committee

The Board may delegate to any committee comprised entirely of Directors any of the Board's powers other than the following powers:

- a. To submit to the Members any question or matter requiring the Members' approval;
- b. To fill a vacancy among the Directors or in the position of auditor;
- c. To issue debt obligations, except as authorized by the Board;
- d. To approve any annual financial statements; or
- e. To adopt, amend or repeal by-laws.

10.04 Meeting Records

Minutes of meetings of the Board and Board resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

Section 11 - Financial

11.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Association shall be placed for safekeeping.

At least two (2) Officers will be designated by resolution of the Board of Directors to transact banking business on the SSGHA's behalf including, but without restricting the generality of the foregoing, the operating of the SSGHA's accounts and the execution of any documentation relating thereto.

11.02 Borrowing

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

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

11.03 Audits

At the Annual Meeting, the Member may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the SSGHA in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the SSGHA and must be permitted to conduct an audit of the SSGHA under the *Public Accounting Act, 2004*, as amended.

11.04 Financial Year

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

Section 12 - Notices

12.01 Service

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

12.02 Computation of Time

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

12.03 Error or Omission in Giving Notice

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

Section 13 - Adoption and Amendment of By-laws

13.01 Amendments to By-laws

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

Section 14 – Effective Date

14.01 Effective Date

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

Enacted September 17, 2024.