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2019/20

# ASSOCIATION BY-LAWS

**GIRLS HOCKEY CALGARY  
ASSOCIATION (GHC)**  
GIRLSHOCKEYCALGARY.COM



## **BYLAWS**

### **GIRLS HOCKEY CALGARY ASSOCIATION**

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## **ARTICLE 1 DEFINITIONS**

### 1.1 DEFINITIONS

- 1.1.1 "Act" means the *Societies Act* (Alberta), or any statute that may be substituted therefor, as from time to time amended.
- 1.1.2 "Annual Evaluation" means the evaluation process designed to place all players at a level where their abilities are best matched. This provides the player with an environment where they will enjoy their hockey experience and develop their talents and abilities.
- 1.1.3 "Annual General Meeting" means the annual general meeting described in article 4.1 also known as the AGM.
- 1.1.4 "Association" or "GHCA" means Girls Hockey Calgary Association.
- 1.1.5 "Board" means the board of directors of GHCA.
- 1.1.6 "Director" means any person elected or appointed to the Board.
- 1.1.7 "Executive Committee" means the President, Vice-President, Secretary and Treasurer.
- 1.1.8 "Policies" and/or "Procedures" means the rules set out and approved by the Board of Directors. These rules guide the Association's day to day activities. These rules are not Bylaws and may be changed periodically as needed to fit the growth of the Association and the economic times. Any policies and procedures must be voted on and passed by five (5) Directors.
- 1.1.9 "MHAC" means the Minor Hockey Association of Calgary.
- 1.1.10 "SAWHA" means the Southern Alberta Women's Hockey Association.
- 1.1.11 "Special Meeting" means the Special General Meeting described in articles 4.2.
- 1.1.12 "Special Resolution" means a resolution passed at a General Meeting of the membership of GHCA. There must be twenty-one (21) days notice of this meeting. The notice must state the proposed resolution and 75% of the voting members present, who cast a vote, pass a resolution.

## **ARTICLE 2 OBJECTS AND INTERPRETATION**

### 2.1 OBJECTS OF THE ASSOCIATION

- 2.1.1 To provide girls in the City of Calgary an opportunity to play on all girls teams and where numbers permit in all girls divisions.
- 2.1.2 To provide a female hockey program, meeting the needs and interests, of all players.

- 2.1.3 To encourage good sportsmanship and fair play.
- 2.1.4 To provide a healthy, safe and fun environment.
- 2.1.5 To promote player and team development.
- 2.1.6 To encourage foster and promote female hockey in the City of Calgary.

## 2.2 INTERPRETATION

- 2.2.1 The geographical area of the Association is all lands within the boundaries of Minor Hockey Association of Calgary ("MHAC") with provisions in the GHCA Policies and Procedures to occasionally allow satellite communities to apply to participate in various divisions of GHCA as recognized by MHAC.
- 2.2.2 Participation of any satellite community will be reviewed on an annual basis by the GHCA Board of Directors as part of GHCA's Policies and Procedures. Requests must be submitted to GHCA in writing.
- 2.2.3 The GHCA will be a member of MHAC.
- 2.2.4 GHCA will have its own bylaws but will know and adhere to the general rules and regulations set out by MHAC.
- 2.2.5 In all the Bylaws of the Association, the singular shall include the plural and the plural the singular; and the word "persons" shall include corporation and societies; and the masculine shall include the feminine. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to such statute or section as the case may be.

## **ARTICLE 3 MEMBERSHIP**

### 3.1 CLASSIFICATION OF MEMBERS

- 3.1.1 Parent Member
  - (a) No membership fees;
  - (b) May attend Board meetings, AGM and Special Meeting;
  - (c) Eligible to vote at AGM and Special Meetings;
  - (d) One vote per registered athlete;
  - (e) Must be a parent or legal guardian of an Athlete Member;
  - (f) May stand for election;
  - (g) May apply to hold a bench position or other team support role.

### 3.1.2 Athlete Member

- (a) Membership fees are included as part of the GHCA athlete annual registration fees
- (b) Non-voting membership class unless athlete is 18 years old;
- (c) Eligible for all program benefits;
- (d) Must be between the ages of 5-22 years (initiation - Junior Hockey eligibility);
- (e) Athletes may not be a Director or an Officer.

### 3.1.3 Volunteer Member

- (a) Open to an individual who does not have an athlete registered in the program;
- (b) No membership fees;
- (c) May attend Board, AGM or Special Meetings;
- (d) May stand for election;
- (e) No voting privileges (unless holding an elected or appointed position that has a vote);
- (f) May apply to hold a bench position or other team support role;
- (g) Must be eighteen (18) years or over.

### 3.1.4 Associate Member

- (a) Open to any individual or organization that is actively supporting the objects of the Association (Hockey Associations, Universities, Colleges, etc);
- (b) No membership fees;
- (c) May attend Board, AGM or Special Meetings;
- (d) No voting privileges.

### 3.1.5 Patron Member

- (a) Open to corporations and business entities involved in the promotion of the sport of girls hockey;
- (b) No membership fees;
- (c) May attend Board, AGM or Special Meetings;
- (d) No voting privileges.

### 3.1.6 Honorary Member

- (a) Bestowed upon deserving individuals at any Annual General Meeting passed by a simple majority, a resolution recognizing the contribution of the individual to girls hockey in Calgary;
- (b) No membership fees;

- (c) May attend Board, AGM or Special Meetings;
- (d) No voting privileges.

### 3.2 ELIGIBILITY OF MEMBERS

Candidates for membership must fit into one of the membership classifications described in section 3.1.

### 3.3 MEMBERSHIP FEES

- 3.3.1 Annual registration fees are to be set annually by the Association. The fees must be indicated clearly on the GHCA registration form. This registration fee includes a membership fee for administrative purposes.
- 3.3.2 The membership year of the Association shall be from April 1 to March 31 each year.
- 3.3.3 Registration fees are due prior to the athlete being included in the Annual Evaluation and must be paid in full before the athlete steps onto any evaluation ice surface.

### 3.4 RIGHTS AND PRIVILEGES OF MEMBERS

- 3.4.1 Any member in good standing is entitled to participate in and benefit from the activities and resources of the Association applicable to their classification of membership.
- 3.4.2 There is one vote allowed for a Parent Member per registered Athlete Member at the AGM or any other Special Meeting except as set out in Section 3.4.3.
- 3.4.3 Athlete Members that are 18 years old by the date of the AGM or Special Meeting may vote themselves. This will eliminate the eligibility of the Parent Member's vote.
- 3.4.4 Votes must be made in person and not by proxy or otherwise.

### 3.5 SUSPENSION OF MEMBERSHIP

#### 3.5.1 Decision to Suspend

At the request of any Director, the Board, at a meeting of the Board called for that purpose; may suspend a Member's membership, for a period to be determined by the Board, for one or more of the following reasons:

- (a) if the Member has failed to abide by the Bylaw;
- (b) if the Member has disrupted meetings or functions of the Association;
- (c) if the member has done or failed to do, anything that is judged to be harmful to the Association or its membership.

#### 3.5.2 Notice to the Member

3.5.2.1 The affected Member will receive written notice, stating the reasons why the action is being considered, at least seven (7) days before the meeting. The notice

shall state the Board's intention to deal with the matter and its option to choose expulsion if deemed to be necessary.

3.5.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Association. The notice may also be delivered by an Officer of the Association.

3.5.2.3 If the member is under eighteen (18) years old she must attend the meeting with her parent or legal guardian.

### 3.5.3 Decision of the Board

3.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board will allow another person eighteen (18) years or older to accompany the Member. The Member will hear any additional verbal information presented at the meeting.

3.5.3.2 The Board will determine how the matter will be dealt with, and will limit, with fairness, the time given the Member to address the Board.

3.5.3.3 The Board will exclude the Member from its further discussion of the matter, including the deciding vote, which must be a three-quarters (3/4) majority of a quorum of the Directors present.

3.5.3.4 The Board may exercise the right to expel the Member, at this time, rather than suspend membership refer to article 3.6.4

3.5.3.5 The decision of the Board is final and immediate.

## 3.6 TERMINATION OF MEMBERSHIP

### 3.6.1 Resignation

3.6.1.1 Any Member may resign from the Association by sending or delivering a written notice to the Secretary or President of the Association.

3.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

### 3.6.2 Death

The membership of a Member is ended upon her death.

### 3.6.3 Deemed Withdrawal

3.6.3.1 If a Member has not paid the annual registration fees on the date the fees are due, the Member is considered to have submitted her resignation. A member that has been deemed a withdrawal may re-register but will be required to pay the annual registration (membership) fee plus a late penalty fee as determined in the GHCA Policies and Procedures for the applicable year.

3.6.3.2 If a player moves outside the boundaries of GHCA she is deemed a withdrawal.

3.6.3.3 If a member that has obtained a Release, as defined in the Policies and Procedures, from the Association for the applicable year is deemed a withdrawal.

#### 3.6.4 Expulsion

3.6.4.1 The Board may, at a meeting called for the purpose of suspension or expulsion, expel any Member for any cause which is deemed sufficient in the interests of the Association.

3.6.4.2 For notice to a Member refer to section 3.5.2 herein.

3.6.4.3 For procedure of meeting refer to section 3.5.3 herein.

3.6.4.4 This decision is final and immediate.

### 3.7 TRANSMISSION OF MEMBERSHIP

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member withdraws, resigns, dies, or is expelled from the Association.

### 3.8 CONTINUED LIABILITY FOR DEBTS DUE

Although a Member ceases to be a Member, by death, resignation or otherwise, she/he is liable for any debts owing to the Association at the date of ceasing to be a Member.

### 3.9 LIMITATION ON THE LIABILITY OF MEMBERS

No Member is, in her/his individual capacity, liable for any debt or liability of the Association.

## **ARTICLE 4 MEETINGS OF THE MEMBERSHIP**

### 4.1 ANNUAL GENERAL MEETING

4.1.1 The Association shall hold its Annual General Meeting no later than May 31<sup>st</sup> of each calendar year, in Calgary, Alberta. The Board shall set the place, day and the time of the meeting.

#### 4.1.2 Notice

The Secretary shall post a notice on the GHCA website, mail or deliver a notice to each Member's registered address at least twenty-one (21) days before the Annual General Meeting. This notice will state the place, date and the time of the Annual General Meeting, and any business requiring a Special Resolution.



4.1.3 At all Annual General Meeting, the Board of Directors and all members shall have an Agenda which shall consist of:

- (a) Confirmation of Quorum;
- (b) Reading of the previous Annual General Meeting Minutes by the Secretary for acceptance by the members;
- (c) Presentation of a written and verbal report and recommendations by the Association's President;
- (d) The presentation of an audited Financial Statement containing information on all the financial involvement in the name of the Association during the past fiscal year;
- (e) Election of Directors of the Board to fill any vacancies for that year;
- (f) Any specified issues/items that the Association or any Member wishes to add to the Agenda provided, however, that the Secretary is notified in writing, at least four (4) weeks prior to the meeting.

4.1.4 Quorum

Quorum for the transaction of business at any meeting of the Members shall be a minimum of 15 eligible voting Members present in person. If a quorum is present at the opening of any meeting of Members, the Members present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. (The "Amendment")

## 4.2 SPECIAL GENERAL MEETING

4.2.1 A Special General Meeting of the Association may be called for any matter that cannot wait for the next officially scheduled Annual General Meeting of the Association and shall be called by either:

- (a) on the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
- (b) on the written request of at least twenty (20%) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

4.2.2 Notice

The Secretary posts a notice on the GHCA website or e-mails, mails or delivers a notice to each member's address at least fourteen (14) days before the Special General Meeting. The notice states the place, date, time and purpose of the Special General Meeting. If there is a Special Resolution to be considered then twenty-one (21) days notice will be given.

4.2.3 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

#### 4.2.4 Procedure at the Special General Meeting

Any Special General Meeting shall have the same method of voting, quorum requirements and procedures as an Annual General Meeting.

### 4.3 PROCEEDINGS AT THE ANNUAL OR SPECIAL GENERAL MEETING

#### 4.3.1 Attendance by the Public

The Annual General Meeting and Special General Meetings of the Association (collectively referred to as the "General Meeting") are open to the public. A majority of the voting Members present may ask any persons who are not Members to leave.

#### 4.3.2 Failure to Reach Quorum

The President shall cancel the General Meeting if a quorum is not present within one-half (½) hour after the set time. If cancelled, the General Meeting will be rescheduled for the following week on a day that is agreeable to those present. Notice of the second meeting will be posted on the GHCA website and all Team Managers will be contacted and asked to telephone and notify the parents, athlete (if 18 or over) and volunteers on their team. If a quorum is not present within one-half (½) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

#### 4.3.3 Presiding Officer

4.3.3.1 The President shall chair any General Meeting of the Association. In the absence of the President, the Vice-President shall chair the meeting.

4.3.3.2 If neither the President nor the Vice-President is present within one-half (½) hour after the set time for the General Meeting, the Board members present choose one (1) of the Board members to chair.

#### 4.3.4 Adjournment

4.3.4.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial meeting.

4.3.4.2 If the General Meeting is adjourned for less than thirty (30) days notice will be posted on the GHCA website as to the new date.

4.3.4.3 The Association must give written notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

#### 4.3.5 Voting

4.3.5.1 There is one vote allowed for a Parent Member per registered Athlete Member at the General Meeting except in the case where an Athlete Member is 18 years old by the date of the General Meeting may vote themselves. This will eliminate the eligibility of the Parent Member's vote.

4.3.5.2 The President shall not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

4.3.5.3 A Voting Member may not vote by proxy.

4.3.5.4 A simple majority of the votes of the Voting Members present decides each issue and resolution.

4.3.5.5 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

4.3.5.6 Ten Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

4.3.5.7 Members may withdraw their request for a ballot.

4.3.5.8 The President shall decide any dispute on any vote in good faith, and this decision is final.

#### 4.3.6 Failure to Give Notice of Meeting

No action taken at a General Meeting is invalid due to:

- (a) accidental omission to give any notice to any Member;
- (b) any Member not receiving any notice: or
- (c) any error in any notice that does not affect the meaning.

### **ARTICLE 5 GOVERNANCE OF THE ASSOCIATION**

#### 5.1 BOARD OF DIRECTORS

##### 5.1.1 Governance and Management of the Association

The Board governs and manages the affairs of the Association. The Board may hire a paid Administrator to carry out functions under the direction and supervision of the Board.

##### 5.1.2 Powers and Duties of the Board

Subject to the Act, the Board shall have the following powers and duties:

- (a) Promoting the objects of the Association;
- (b) Promoting membership in the Association;
- (c) Hiring employees, to operate the Association;
- (d) Regulating employee's duties and setting their salaries;
- (e) Maintaining and protecting the Association's assets and property;
- (f) Approving an annual budget for the Association;
- (g) Paying all expenses for operating and managing the Association;
- (h) Paying persons for services and protecting persons from debts of the Association;
- (i) Investing any extra money;
- (j) Financing the operations of the Association, and borrowing or raising money;
- (k) Making Policies and Procedures for managing and operating the Association;
- (l) Approving all contracts for the Association;
- (m) Maintaining all accounts and financial records of the Association;
- (n) Approving legal counsel as necessary;
- (o) Making Policies and Procedures for operating the Association and using its facilities and assets;
- (p) Selling, disposing of, or mortgaging any or all the property of the Association; and
- (q) Without limiting the general responsibility of the Board , delegating its power and duties to the Officers and/or the Administrator of the Association.

### 5.1.3 Composition of the Board

The Board shall consist of no less than seven (7) directors and no more than fifteen (15) directors.

### 5.1.4 Election of the Directors

5.1.4.1 At the first annual general meeting of the Association, the voting Members shall elect the Directors.

5.1.4.2 The term of office of the Directors shall be for a period of two (2) years. In any given year, the term of a Director can be reduced to one (1) year or extended to three (3) years on majority vote of the remaining Directors to ensure that at each AGM no more than 1/3 of the number of Directors will be elected, or appointed (in the event no person runs for a vacant position) so as to stagger the entry and exit of Directors.

5.1.4.3 A Director may serve up to three (3) consecutive terms as a Director not including the Past President position. If a person becomes a Director due to another person leaving the position before the tenure is complete, the remainder of that tenure is considered a full term for the new Director.

### 5.1.5 Resignation or Death of a Director

A Director may resign from office by giving notice in writing. The resignation takes effect on the date the Board accepts the resignation. If the Director is also an Officer she/he will be requested to continue as an Officer, but not a Director, until a replacement has been appointed or elected.

#### 5.1.6 Removal of a Director

The voting Members of the Association may remove any Director elected by the Members before the expiration of his term of office, by a majority vote at a Special General Meeting called for this purpose.

#### 5.1.7 Vacancy

If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM where a new President is elected.

#### 5.1.8 Meetings of the Board

5.1.8.1 Meetings of the Board shall be held a minimum of once every forty-five (45) days at such time and at such place as the President or Secretary may determine. The President or Secretary shall call meeting of the Board if any four (4) Directors make a request for a meeting in writing and state the business for the meeting,.

5.1.8.2 The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

5.1.8.3 Meetings of the Board are open to Members of the Association, however only Directors may vote. A majority of the Directors present may ask any Members, or other persons present, to leave at any time it deems necessary.

5.1.8.4 Notice of the time and place of each meeting of the Board shall be given to each director not less than 48 hours before the time when the meeting is to be held. Any Director may waive formal notice of a meeting. A schedule of Board meeting dates will be posted on the GHCA website.

5.1.8.5 Any Member can submit in writing, at least fifteen (15) days before a scheduled meeting, any ideas, concerns or questions they wish to have added to the agenda. Submissions should be e-mailed, mailed or delivered to the GHCA address listed on the GHCA website. Submissions must be received ten (10) days prior to the next schedule meeting or the submission will be added to the agenda for the next Board meeting.

5.1.8.6 The quorum for the transaction of business at any meeting of the Board shall be a majority of directors or such greater number of directors as the Board may from time to time determine.

5.1.8.7 If there is no quorum present at any meeting of the Board, the President or Secretary shall adjourn the meeting to the following week on a day that is agreeable to those Directors present. At least three (3) days notice must be forwarded to the Directors not present at this meeting. At least three (3) Directors present at this later meeting is a quorum. Notice of the new meeting date will be posted on the GHCA website.

5.1.8.8 At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. Each Director excluding the Past President has one (1) vote. In case of an equality of votes the President shall not be entitled to a second or casting vote.

5.1.8.9 A Director may not vote on an issue that concerns her/his child or child's team solely and/or directly. If a conflict of interest is apparent, the Board will request the Director withdraw from any Board level discussion or decision on same.

## 5.2 OFFICERS

### 5.2.1 Appointment of Officers

5.2.1.1 The Board may from time to time appoint a president, a vice-president, a secretary, a treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The Board may specify the duties of and, in accordance with this bylaw and subject to the Act, delegate to such officers' powers to manage the business and affairs of the Association.

5.2.1.2 Each officer appointed by the Board shall hold office until his successor is appointed or until his resignation.

### 5.2.2 Resignation or Death of an Officer

An Officer including the President and immediate Past President may resign from office by giving notice in writing. The resignation takes effect on the date the Board accepts the resignation. If the Officer is also a Director she/he will be requested to continue as an Officer, but not a Director, until a replacement has been appointed or elected.

### 5.2.3 Removal of an Officer

5.2.3.1 The Board may forthwith remove any officer of the Association for one or more of the following reasons:

- (a) if an Officer has failed to abide by the Bylaws, Policies or Procedures of the Association;
- (b) if an Officer has disrupted meetings or functions of the Association;

- (c) if an Officer has done or failed to do, anything that is judged to be harmful to the Association or its membership.

#### 5.2.3.2 Notice to the Officer

- (a) The affected Officer will receive written notice, stating the reasons why the action is being considered, at least seven (7) days before the meeting. The notice shall state the Board's intention to deal with the matter and its option to choose removal if deemed to be necessary.
- (b) The notice will be sent by single registered mail to the last known address of the affected Officer shown in the records of the Association. The notice may also be delivered by an Officer of the Association.

#### 5.2.3.3 Decision of the Board

- (a) The affected Officer will have an opportunity to appear before the Board to address the matter. The Board will allow another person eighteen (18) years or older to accompany the affected Officer. The affected Officer will hear any additional verbal information presented at the meeting.
- (b) The Board will exclude the affected Officer from its further discussion of the matter, including the deciding vote, which must be a two-third (2/3) majority vote of the Board of Directors for removal.

### 5.2.4 Duties of the Officers of the Association

5.2.4.1 The President shall be the chief executive officer and subject to the authority of the Board, shall have general supervision of the business of the Association; and she shall have such other powers and duties as the Board may specify.

5.2.4.2 The Vice-President is responsible to assist the President, implementation of the strategic plan and on-going strategic planning, and she shall have such other powers and duties as the Board may specify. If the President is unable to fulfil her duties then the Vice-President shall assume the duties and responsibilities of the President.

5.2.4.3 The Secretary shall attend and be the secretary of all meetings of the Board, Executive Committee and Members and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the Board, Members and Committees; she shall give or cause to be given, as and when instructed, all notices to members, directors, officers, and members of committees of the board; she shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Association and of all books, records and instruments belonging to the Association, except when some other officer or agent has been appointed for that purpose; and she shall have such other powers and duties as otherwise may be specified.

5.2.4.4 The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association; she shall render to the Board whenever required an account of all her transactions as treasurer and of the financial position of the Association; and she shall have such other powers and duties as otherwise may be specified.

5.2.4.5 The immediate Past President of the Association is an honorary member of the Board of Directors primarily for continuity. The Past President role is one of consultant and advisor. She does not vote on any issues at any level of the Association.

5.2.4.6 The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board may specify. The Board may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

### 5.3 PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

5.3.1 Every director and officer of the Association in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

5.3.2. Subject to the Act, the Association shall indemnify a director or officer, a former director or officer, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Association, if (a) he acted honestly and in good faith with a view to the best interests of the Association; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful. The Association may also indemnify such person in such other circumstances as the Act or law permits. Nothing in this bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this bylaw.



#### 5.4 COMMITTEES

- 5.4.1 The Board may appoint one or more committees of the Association which shall report to the Executive of the Board through the submission of regular reports which must give account of each committee's decisions and actions relating to past and current activities as well as for future plans. In all matters that require decisions which exceed the authority of a committee, it shall seek Policy guidelines, in the form of recommendations, from the Board.
- 5.4.2. The Board shall appoint a representative to each committee. Each committee representative will be appointed for a term of one (1) year with the exception of Special Committees where the term will be specified by the Board of Directors.
- 5.4.3 Unless otherwise determined by the Board, each committee shall have power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

#### 5.5 THE ADMINISTRATOR

- 5.5.1 The Board may hire an Administrator to carry out assigned duties.
- 5.5.2 The Administrator shall report to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Administrator does not vote at any meeting.
- 5.5.3 The Administrator acts as the administrative officer of the Board by attending Board meetings, and other meetings, as required, supervising and evaluating any other paid staff; interpreting and applying the Policies and Procedures of the Association; keeping the Board informed about the affairs of the Association; maintaining the Association's books; planning programs and services based on the Board's priorities; carrying out other duties assigned by the Board.

### **ARTICLE 6 FINANCE AND OTHER MANAGEMENT MATTERS**

#### 6.1 THE REGISTERED OFFICE

The Registered Office of the Association is located in Calgary, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

#### 6.2 FINANCE AND AUDITING

- 6.2.1 The fiscal year of the Association shall end on April 30 of each year.
- 6.2.2 There must be an Audit of the books, accounts and records of the Association once each year. The Audit may be done one of two ways:
- (a) The Association can name an outside Accountant to audit the books. This Accountant does not have to be a Chartered Accountant.

- (b) The Association can name two persons who are not professional accountants to do the Audit. They should possess a working knowledge of finances. They can not be members of the Board or employees, but may be members of the Association.

### 6.3 SEAL OF THE ASSOCIATION

- 6.3.1 The Board may adopt a Seal of the Association.
- 6.3.2 The seal shall be maintained at the Registered Office of the Association, unless otherwise decided by the Board.
- 6.3.3 The Seal of the Association can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

### 6.4 CHEQUES AND CONTRACTS OF THE ASSOCIATION

- 6.4.1 The designated Officers of the Board shall sign all cheques drawn on the funds of the Association. Two signatures are required on all cheques. The Board may authorize the Treasurer and any one other officer of the Association to sign cheques and banking documents for the Association.
- 6.4.2 All contracts, leases, agreements and financial transactions made out in the name of the Association must be signed by any two of the President, Vice-President, Secretary or Treasurer of the Association.

### 6.5 THE KEEPING AND INSPECTION OF THE BOOKS AND RECORDS OF THE ASSOCIATION

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- 6.5.1 The Secretary shall keep the original Minute Book at the Registered Office of the Association. This record contains minutes from all meetings of the Association, the Board and the Executive Committee.
- 6.5.2. The Board shall keep and file all necessary books and records of the Association required by the Bylaws, the Act, or any other statute or laws.
- 6.5.4 A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Secretary of the Association of his/her intention to do so.
- 6.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours.
- 6.5.6 All financial records of the Association are open for such inspection by the Members.
- 6.5.7 Other records of the Association are also open for inspection, except for records that the Board designates as confidential.

6.5.8 A copy of the GHCA Bylaws can be obtained by any Member for a nominal fee to cover the cost of copying. The bylaws will also be available on the GHCA website.

#### 6.6 BORROWING POWERS

The Association may borrow or raise funds to meet its object and operations. The Board decides the amounts and ways to raise money.

#### 6.7 PAYMENTS

6.7.1 No Member, Director or Officer of the Association may receive any payment for her/his services as a Member, Director or Officer.

6.7.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

### **ARTICLE 7 AMENDING THE BYLAWS**

7.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or, a Special General Meeting held for that purpose.

7.2 The twenty-one (21) days notice of the Annual General Meeting or the Special General Meeting of the Association must include details of the proposed resolution to change the Bylaws.

7.3 The amended bylaws shall take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

### **ARTICLE 8 DISSOLUTION OF THE ASSOCIATION**

8.1 The Association does not pay any dividends or distribute its property among its Members.

8.2 If the Association is dissolved, any funds or assets remaining after paying debts shall be paid to a registered and incorporated charitable organization. The Members will select the organization by Special Resolution. In no event do any Members receive any funds or assets of the Association.

As amended by Special Resolution in accordance with the *Societies Act* (Alberta) at the Annual General and Special Meeting of the Members held on the 27<sup>th</sup> day of May, 2010.

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VICE-PRESIDENT

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SECRETARY