



**BYLAWS**

**GIRLS HOCKEY CALGARY ASSOCIATION**

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## DEFINITIONS

### 1. Preamble

- 1.1. The name of the Society is Girls Hockey Calgary Association (referred to in these Bylaws as "GHC").
- 1.2. GHC is a member of the Minor Hockey Association of Calgary (Hockey Calgary), Alberta Amateur Hockey Association (Hockey Alberta) and the Canadian Amateur Hockey Association (Hockey Canada).

### 2. Definitions

- 2.1. In these Bylaws, the following words have these meanings:
  - a) "Act" means the *Societies Act* (Alberta), or any statute that may be substituted therefor, as from time to time amended.  
"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.
  - b) "Annual General Meeting" means the Annual General Meeting also known as the AGM.
  - c) "Association" means Girls Hockey Calgary Association.
  - d) "Board" means the board of Directors of Girls Hockey Calgary Association.
  - e) "Bylaws" means the Bylaws of Girls Hockey Calgary Association.
  - f) "Calgary Region" means the geographic area of Hockey Calgary, as defined by Hockey Alberta.
  - g) "Director" means an individual elected or appointed to the Board.
  - h) "Executive Committee" means the President, Vice-President, Secretary and Treasurer.
  - i) "Good Standing" means a Member who has fulfilled their financial obligations to the Association and whose membership has not been suspended, expelled or withdrawn.
  - j) "Majority Age" means the age at which a person is legally considered an adult in Canada.
  - k) "Members" means all individuals who are granted membership to the Association, under the conditions of Section 5.0 of these Bylaws.  
~~"MHAC" means the Minor Hockey Association of Calgary.~~
  - l) "Officer" means an individual elected or appointed to the Board whose individual duties are related to managing some aspect of the Association's activities and affairs. An individual may hold both the position of Director (i.e., board member) and an Officer position (e.g., Secretary).
  - m) "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 a majority of Directors.  
~~"SAWHA" means the Southern Alberta Women's Hockey Association.~~
  - n) "Special Meeting" means the Special General Meeting.
  - o) "Special Resolution" means a resolution passed at a General Meeting of the membership of Girls Hockey Calgary Association. 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.

## OBJECTIVES AND INTERPRETATION

### 3. Objectives

- 3.1. The objectives of GHC include the following:
- a) To provide female hockey players in the City of Calgary Calgary Region an opportunity to play on all-female teams and where numbers permit in all-female divisions.
  - b) To provide a female hockey program, meeting the needs and interests, of all players.
  - c) To encourage good sportsmanship and fair play.
  - d) To provide a healthy, safe and fun environment.
  - e) To promote player and team development.
  - f) To encourage foster and promote female hockey in City of Calgary Calgary Region.

#### 4. Interpretation

- 4.1. The following rules of interpretation must be applied in interpreting these Bylaws:
- a) The geographical area of the Association is all lands within the boundaries of Hockey Calgary with provisions in the GHC Policies and Procedures to occasionally allow satellite communities communities outside of the Calgary Region to apply to participate in various divisions of GHC as recognized by Hockey Calgary.
  - b) Participation of any satellite community community outside of the Calgary Region will be reviewed on an annual basis by the GHC Board of Directors as part of GHC's Policies and Procedures. Requests must be submitted to GHC in writing.
  - e) ~~GHC will be a member of MHAC.~~
  - d) GHC will have its own Bylaws but will know and adhere to the general rules and regulations set out by Hockey Calgary.
  - e) Words indicating the singular numbers also include the plural, and vice versa.
  - f) The gender-neutral pronouns "they", "them" and "their" are used throughout these Bylaws to refer inclusively to individual persons of all genders and gender-identities.
  - g) Headings are for convenience only. They do not affect the interpretation of the Bylaws.
  - h) ~~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.~~
  - i) These Bylaws must be interpreted broadly and generously to ensure the fulfillment by GHC of its objectives in the best interests of the Association and its Members.

## MEMBERSHIP

### 5. Classification of Members

#### 5.1. Athlete Members

Individuals registered with GHC who have fulfilled their financial obligations to the Association. Membership fees are included as part of the athlete's annual Registration Fees. Athlete Members shall have such rights and obligation as prescribed herein:

- a) Eligible for hockey program benefits;
- b) Not eligible for voting privileges unless individual is of Majority Age, in which case individual may be classified as a Voting Member. This will eliminate the voting privileges of Athlete Member's parent or legal guardian.
- c) Athletes may not be a Director or an Officer.

## 5.2. Parent Member

Parent or legal guardian of an Athlete Member and all Athlete Members of Majority Age who are personally responsible for their financial obligations to the Association. There are no membership fees for Parent Members. Parent Members shall have such rights and obligation as prescribed herein:

- a) Eligible for hockey program benefits;
- b) Eligible to attend Board meetings, AGM and Special Meeting;
- c) Eligible to apply to a volunteer position at the Association or Team level;
- d) Eligible to stand for election;
- e) Eligible for voting privileges.

## 5.3. Associate Member

Individual who does not have an Athlete Member registered with GHC who is actively supporting the objects of the Association. There are no membership fees for Association Members. Association Members shall have such rights and obligation as prescribed herein:

- a) Eligible for hockey program benefits;
- b) Eligible to attend Board meetings, AGM and Special Meeting;
- c) Eligible to apply to a volunteer position at the Association or Team level;
- d) Eligible to stand for election;
- e) Not eligible for voting privileges, unless holding an elected or appointed position that has a vote.

## 5.4. Honorary Member

Individual or organization who is actively supporting the objects of the Association and receives a resolution recognizing their contribution at any Annual General Meeting, passed by a simple majority. There are no membership fees for Honorary Members. Honorary Members shall have such rights and obligation as prescribed herein:

- a) Eligible to attend Board meetings, AGM and Special Meeting;
- b) Eligible to apply to a volunteer position at the Association or Team level;
- c) Not eligible for voting privileges.

## 6. Rights of Members

- 6.1. 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.
- 6.2. There is one (1) vote allowed for a Parent Member per registered Athlete Member at the AGM or any other Special Meeting except as set out in Section 6.3.
- 6.3. Athlete Members of Majority Age by the date of the AGM or Special Meeting may vote themselves. This will eliminate the eligibility of the Parent Member's vote.
- 6.4. Only Members present (in person or remotely by the use of technology as approved by the Board) and eligible to vote may vote. Votes may not be by proxy or otherwise.

## 7. Obligations of Members

7.1. Members will, to the best of the Member's ability, abide by the Bylaws, rules, regulations and the terms and conditions of GHC enforce from time to time. The Members will, by all honourable means, advance the philosophy, interests, and policies of GHC.

7.2. Members will fulfill their financial obligation to the Association by:

- a) Paying the annual registration fee; or
- b) Paying the balance of the annual registration fee after financial assistance awarded by or facilitated by the Association has been applied.

## 8. Membership Fees

8.1. Annual registration fees are to be set annually by the Board of Directors and must be indicated clearly on the GHC registration form.

8.2. The membership year of the Association shall be from ~~April 1<sup>st</sup> to May 31<sup>st</sup>~~ June 1<sup>st</sup> to May 31<sup>st</sup> each year.

8.3. ~~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.~~

## 9. Withdrawal of Membership

9.1. A person's membership in the Association is not transferable and automatically terminates if the member:

- a) dies,
- b) resigns by giving written notice to the Association;
- c) does not Register with the Association for the applicable year;
- d) obtains a Release from the Association for the applicable year;
- e) moves outside the boundaries of the Association.

## 10. Suspension of Members

10.1. 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 (1) or more of the following reasons:

- a) if the Member has failed to abide by the Bylaws;
- 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.

10.2. 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. 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. If the member is under the age of majority, they must attend the meeting with their parent or legal guardian.

10.3. The Member will have an opportunity to appear before the Board to address the matter. The Board will allow another person the age of majority or older to accompany the Member. The Member will hear any additional verbal information presented at the meeting. 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. 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.

10.4. The Board may exercise the right to expel the Member, at this time, rather than suspend membership refer to Section 11.

10.5. The decision of the Board is final and immediate.

#### **11. Expulsion of Members**

11.1. 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.

11.2. For notice to a Member refer to Section 10.2 herein.

11.3. For procedure of meeting refer to Section 10.3 herein.

11.4. This decision is final and immediate.

#### **12. Continued Liability for Debts Due**

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

#### **13. Limitation on the Liability of Members**

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

### **MEETINGS OF THE MEMBERSHIP**

#### **14. Meetings of the Members**

14.1. The Association shall hold its Annual General Meeting no later than ~~May 31<sup>st</sup>~~ **three (3) months following the fiscal year end on April 30<sup>th</sup>** of each calendar year, in Calgary, Alberta. The Board shall set the place, day and the time of the meeting.

14.2. The Secretary shall post a notice on the GHC 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. **The meeting will be held either in person or by the use of technology as approved by the Board by a majority vote of the Directors.**

14.3. 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 President;
- d) Report from any committees as deemed appropriate by the President;

- e) 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;
  - f) Election of Directors to fill any vacancies for the ensuing term;
  - g) 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.
- 14.4. 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 percent (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.
- 14.5. The Secretary posts a notice on the GHC 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. The meeting will be held either in person or by the use of technology as approved by the Board by a majority vote of the Directors.
- 14.6. Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.
- 14.7. 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.
- 15. Proceedings at Annual General Meeting or Special General Meeting**
- 15.1. **Quorum at an Annual General Meeting or Special Meeting shall be a minimum of 15 eligible voting Members present in person shall be of a majority of the Board plus ten (10) eligible voting Members present and entitled to vote.** Only Members present (in person or remotely by the use of technology as approved by the Board) are included in the determination of quorum. 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.
- 15.2. 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 GHC website and all Team Managers will be contacted and asked to ~~telephone and~~ notify the parents, athlete (if of Majority Age or older) 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.
- 15.3. The President shall chair any General Meeting of the Association. In the absence of the President, the Vice-President shall chair the meeting.
- 15.4. 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.

- 15.5. 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.
- 15.6. If the General Meeting is adjourned for less than thirty (30) days' notice will be posted on the GHC website as to the new date.
- 15.7. 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.
- 15.8. 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.

## 16. Voting

- 16.1. There is one (1) vote allowed for a Parent Member per registered Athlete Member at the General Meeting except in the case where an Athlete Member is of Majority Age by the date of the General Meeting any may vote themselves. This will eliminate the eligibility of the Parent Member's vote.
- 16.2. 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.
- 16.3. Only Members present (in person or remotely by the use of technology as approved by the Board) and eligible to vote may vote. Votes may not be by proxy or otherwise.
- 16.4. Every question shall be decided in the first instance by a show of hands by the Voting Members present (in person or remotely by the use of technology as approved by the Board).
- 16.5. 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.
- 16.6. A simple majority of the votes of the Voting Members present (in person or remotely by the use of technology as approved by the Board) decides each issue and resolution. When an item of business requires a Special Resolution, a special majority (75%) of the Voting Members present decides the issue as described in Section 2.
- 16.7. 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.
- 16.8. Members may withdraw their request for a ballot.
- 16.9. The President shall decide any dispute on any vote in good faith, and this decision is final.

## GOVERNANCE OF THE ASSOCIATION

### 17. Board of Directors



- 17.1. The Board governs and manages the affairs of the Association. The Board may hire a paid Administrator(s) to carry out functions under the direction and supervision of the Board.
- 17.2. The Board shall consist of no less than seven (7) Directors and no more than fifteen (15) Directors.
- 17.3. 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.
- 17.4. At the first Annual General Meeting of the Association, the voting Members shall elect the Directors.
- 17.5. The Board will appoint a Governance and Nomination Committee, which will be charged with the task of preparing a slate of Directors, with their qualifications, to accompany the notice of the Annual General Meeting each year.
- 17.6. The nomination of an individual to the position of Director may be submitted by any Member in Good Standing, any Board member, or the Governance and Nomination Committee. Each nomination must be submitted electronically to any of current Officer of the Board or delivered to the office of Girls Hockey Calgary by midnight on the 10<sup>th</sup> day preceding the AGM. All such nominations must be accompanied by the consent of the nominee.
- 17.7. 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 one-third (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.
- 17.8. 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.
- 17.9. 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 they will be requested to continue as an Officer, but not a Director, until a replacement has been appointed or elected.

- 17.10. The voting Members of the Association may remove any Director elected by the Members before the expiration of their term of office, by a majority vote at a Special General Meeting called for this purpose.
- 17.11. 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.

## 18. Meetings of the Board

- 18.1. Meetings of the Board shall be held a minimum of once every ~~forty five (45) days~~ **sixty (60) days** at such time and at such place as the President or Secretary may determine. The meeting will be held either **in person or by the use of technology as approved by the Board by a majority vote of the Directors**. 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.
- 18.2. 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.
- 18.3. 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.
- 18.4. 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 GHC website. Meetings of the Board may be held either in person or by virtual means.
- 18.5. 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 GHC address listed on the GHC 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.
- 18.6. 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. 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 GHC website.
- 18.7. 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.
- 18.8. A Director may not vote on an issue that concerns their 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.

## 19. Officers

- 19.1. 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 (1) or more assistants to any of the Officers so appointed. One (1) person may hold more than one office. The Board may specify the duties of and, in accordance with this Bylaws and subject to the Act, delegate to such Officers' powers to manage the business and affairs of the Association. Each Officer appointed by the Board shall hold office until their successor is appointed or until their resignation.
- 19.2. 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 they will be requested to continue as an Officer, but not a Director, until a replacement has been appointed or elected.
- 19.3. The Board may forthwith remove any Officer of the Association for one (1) 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.

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. ~~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.~~ The affected Officer will have an opportunity to appear before the Board to address the matter. The Board will allow another person of Majority Age or older to accompany the affected Officer. The affected Officer will hear any additional verbal information presented at the meeting. 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.

## 20. Duties of the Officers of the Association

- 20.1. 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 they shall have such other powers and duties as the Board may specify.
- 20.2. The Vice-President is responsible to assist the President, implementation of the strategic plan and on-going strategic planning, and they shall have such other powers and duties as the Board may specify. If the President is unable to fulfil their duties then the Vice-President shall assume the duties and responsibilities of the President.
- 20.3. 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; they shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, and Members of committees of the board; they 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 they shall have such other powers and duties as otherwise may be specified.

- 20.4. 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; they shall render to the Board whenever required an account of all their transactions as treasurer and of the financial position of the Association; and they shall have such other powers and duties as otherwise may be specified.
- 20.5. 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. They do not vote on any issues at any level of the Association.
- 20.6. 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.

## **21. Protection and Indemnity of Directors and Officers**

- 21.1. Every Director and Officer of the Association in exercising their powers and discharging their 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 their part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of their 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.
- 21.2. Subject to the Act, the Association shall indemnify a Director or Officer, a former Director or Officer, and their 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 they are made a party by reason of being or having been a Director or Officer of the Association, if they 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, they had reasonable grounds for believing that their conduct was lawful. The Association may also indemnify such person in such other circumstances as the Act or law permits. Nothing in this Bylaws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaws.

## **22. Committees**

- 22.1. The Board may appoint one (1) 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.

- 22.2. 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.
- 22.3. 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.

### **23. The Administrator**

- 23.1. The Board may hire an Administrator(s) to carry out assigned duties.
- 23.2. The Administrator(s) 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.
- 23.3. 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.

## **FINANCE AND OTHER MANAGEMENT MATTERS**

### **24. 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.

### **25. Finance and Auditing**

- 25.1. The fiscal year of the Association shall end on April 30<sup>th</sup> of each year.
- 25.2. 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 (2) persons who are not professional accountants to do the Audit. They should possess a working knowledge of finances. They cannot be Members of the Board or employees, but may be members of the Association.

### **26. Seal of the Association**

- 26.1. The Board may adopt a Seal of the Association.
- 26.2. The seal shall be maintained at the Registered Office of the Association, unless otherwise decided by the Board.
- 26.3. 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.

### **27. Cheques and Contracts of the Association**

- 27.1. The designated Officers of the Board shall approve all payments drawn on the funds of the Association. Two (2) signatures are required on all cheques. **Two (2) approvals are required on all electronic payments (i.e. EFT or e-transfer).** The Board may authorize the Administrator and any one (1) other Officer of the Association to approve all payments and banking documents for the Association.
- 27.2. All contracts, leases, agreements and financial transactions made out in the name of the Association must be signed by any two (2) of the President, Vice-President, Secretary or Treasurer of the Association.

## **28. The Keeping and Inspection of the Books and Records of the Association**

- 28.1. 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.
- 28.2. 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.
- 28.3. 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 their intention to do so.
- 28.4. 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.
- 28.5. All financial records of the Association are open for such inspection by the Members.
- 28.6. Other records of the Association are also open for inspection, except for records that the Board designates as confidential.
- 28.7. A copy of the GHC 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 GHC website.

## **29. 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.

## **30. Payments**

- 30.1. No Member, Director or Officer of the Association may receive any payment for their services as a Member, Director or Officer.
- 30.2. Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

## **AMENDING THE BYLAWS**

### **31. Reviewing and Amending the Bylaws**

- 31.1. In 2025 and every subsequent year divisible by five (5), the President shall establish a special committee to conduct a general review of the Bylaws of the Association
- 31.2. 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.
- 31.3. 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.
- 31.4. 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.

## DISSOLUTION OF THE ASSOCIATION

### 32. Dissolution of the Association

- 32.1. The Association does not pay any dividends or distribute its property among its Members.
- 32.2. 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> of MAY 2010 11<sup>th</sup> of MAY 2022.

\_\_\_\_\_  
VICE-PRESIDENT

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SECRETARY