

**WESTERN ONTARIO**

**ATHLETIC**

**ASSOCIATION**



Dear Member:

It is with pleasure that on behalf of the W.O.A.A. Board of Directors and the membership, I present this booklet to you and trust it will be beneficial as a reference to the operating guidelines of the W.O.A.A.

Careful study will clearly define responsibilities which will provide you with a greater understanding of the corporation's activities.

Your interest and initiatives will contribute greatly to the "Western". Our individual and collective efforts will strengthen the Corporation.

President,  
W.O.A.A.

**THE BY-LAWS**  
**AND**  
**MANUALS OF OPERATION**  
**OF THE**  
**WESTERN ONTARIO**  
**ATHLETIC**  
**ASSOCIATION**



Founded in Wingham, Ontario on this

1st day of November 1942

Incorporated  
24 July 1986

REVISED  
21 September 2021

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# BOARD OF DIRECTORS

2021-2022

## **PRESIDENT**

Mr. Allan Dickson -Wingham

## **IMMEDIATE PAST PRESIDENT**

Mr. David K. Black -Barrie

## **VICE-PRESIDENTS**

Mr. Len Perdue -Saugeen Shores

Mr. Alex Neuman -Durham

## **DIRECTORS**

Mr. Steve Howson -Blyth

Mr. Paul Sebastian -Brussels

Mr. Don Shropshall -Clinton

Mr. Ron Wilson -Atwood

Mr. Brian Deitner -Brussels

Mr. Mike Mulvey -Wingham

Mr. Sheldon Dinsmore -Gorrie

Mr. Don Tremble -Durham

## **LIFE MEMBER**

Mr. Bill DeHaan -New Hamburg

Mr. Dave K. Black -Barrie

Mr. Dave Garinger -Owen Sound

## **EXECUTIVE ADMINISTRATOR**

Ms. Linda Espensen -Wingham

## **ADMINISTRATIVE ASSISTANTS**

Mrs. Hayley Martyn -Gorrie

## **O.M.H.A. LIAISON**

Mr. Rob Ring -Collingwood

## PREFACE

# WESTERN ONTARIO

# ATHLETIC

# ASSOCIATION



## BY-LAW NO. 1

A By-Law relating generally to the conduct of the affairs of the Corporation, known as the WESTERN ONTARIO ATHLETIC ASSOCIATION.

BE IT ENACTED AND IT IS HEREBY ENACTED AS A BY-LAW OF THE WESTERN ONTARIO ATHLETIC ASSOCIATION (herein called the Corporation) as follows:

REVISED: 2021

## 1. INTERPRETATION

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise specifies or requires:

- (a) "**Act**" means the Corporations Act. R.S.O. 1980, c.95 as from time to time amended and every statute that may be substituted therefore and in the case of such substitution, any references in the By-Laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes.
- (b) "**Regulations**" means the Regulations made under the Act as from time to time amended and every Regulation that may be substituted therefore and in the case of such substitution, any references in the By-Laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new Regulations.
- (c) "**By-Law**" means any By-Law of the Corporation from time to time in force.
- (d) All terms which are contained in the By-Laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations.
- (e) Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate person(s).
- (f) The headings used in the By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## 2. HEAD OFFICE

The head office of the Corporation shall be in the Twp. of North Huron, in the Town of Wingham, in the province of Ontario (subject to change by special resolution) and at such place within the municipality in Ontario where the head office is from time to time situate, as the Directors of the Corporation may from time to time by resolution fix.

## 3. SEAL

The Seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

#### **4. DIRECTORS**

The affairs of the Corporation shall be managed by the Board of Directors; who may be known and referred to as Directors, Trustees or Governors, who may exercise all such powers, do all such acts and things as may be exercised or done by the Corporation that are not by the By-Laws, or special resolution of the Corporation, or by statute expressly directed or required to be done in some other manner. The Board of Directors shall consist of the number of Directors set out in the Letters Patent or such number of Directors as may be determined from time to time by special resolution.

#### **5. QUALIFICATIONS**

Every Director shall be eighteen (18) or more years of age and subject to Section 286 of the Act and shall be a member in good standing of the Corporation or shall become a member in good standing of the Corporation within ten (10) days after election or appointment as a Director.

#### **6. TERMS OF OFFICE AND VACANCIES**

The elected and appointed Directors' term of office (subject to the provisions, if any, of the Letters Patent and any supplementary Letters Patent of the Corporation and of the By-Laws) shall be from the date of the meeting at which they are elected or appointed until the Annual Meeting next following, except for their resignation or removal from office, or until their successors are elected or appointed.

So long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the Directors then in office if they shall see fit to do so. Otherwise such vacancy shall be filled at the next Annual Meeting of the members at which the Directors for the ensuing year are chosen.

If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy, in default or if there are no Directors then in office, the meeting may be called by any member.

If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

#### **7. VACATION OF OFFICE**

The office of a Director shall ipso facto be vacated:

- (a) If he does not within ten (10) days after his election or appointment as a Director become a member, or if he ceases to be a member of the Corporation.
- (b) If he becomes bankrupt or suspends payment of his debts generally or compounds with his creditors or makes an authorized assignment or is declared insolvent.
- (c) If he is found to be a mentally incompetent person or becomes of unsound mind.
- (d) If by notice in writing to the Corporation he resigns his office, that resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later.

- (e) If he dies.
- (f) If removed from office by the President and Directors or Directors where deemed necessary for violation of existing By-Laws.
- (g) If he is removed from office by the members in accordance with paragraph 8.

## **8. ELECTION AND REMOVAL**

The Directors who are elected or appointed shall be elected or appointed yearly. Those Directors who are elected shall be chosen by the members at a General Meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. The whole Board of Directors except Life Members shall retire at the General Meeting at which the yearly election of Directors is to be made, but subject to the provisions of this By-Law, shall be eligible for re-election, provided always that the members of the Corporation may, by Resolution passed by a majority of the votes cast at a General Meeting of which notice specifying the intention to pass such Resolution has been given, remove any Director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term. If any Director is absent for more than three (3) consecutive meetings of the Board, the Corporation may by resolution declare his seat vacant.

Any Officer/Director deemed to be involved in activities in direct conflict with, or detrimental to the Corporation will be requested to cease and desist. Failure to cease and desist such action will result in removal from office of said Officer/Director.

Such removal will render the individual not in good standing and therefore not eligible for election or appointment until such time as he/she applies to the Board of Directors for reinstatement of eligibility.

## **9. ELECTION OF DIRECTORS**

- (a) The President, two (2) Vice-Presidents and four (4) Directors shall be elected yearly by the members at General Meetings. No one shall be eligible to stand for election to the position of President, unless having served at least one (1) year as a Vice-President. Failing to fill the position of President, a senior Director (defined as a Director who has served five (5) years on the Board of Directors) may be nominated for the position.
- (b) Appointment of Directors  
The current President chosen for the year shall have the power to appoint two (2) persons to the Board of Directors. In addition, the Board of Directors may also appoint two (2) persons as Directors.
- (c) Ex-officio Directors  
The Immediate Past President shall be an Ex-officio Director of the Corporation.
- (d) In instances when the Immediate Past President vacates the position, another W.O.A.A. Past President shall fill the vacancy as selected by the Board of Directors.
- (e) Life Members  
Members of the Corporation may elect Life Members. There shall not be more than three (3) such members at any one time. They shall retain membership until such time as they

are removed from the position by the members. Life membership must comply with the requirements of By-Law No. 1, paragraph 37.

## **10. MEETING OF DIRECTORS**

Meetings of the Board of Directors may be held either at the Head Office or at any place within or outside of Ontario. (also see [Article 59](#))

## **11. NOTICE**

A meeting of the Board of Directors may be convened by the Chairperson of the Board (if any and if so authorized by Special Resolution of the Corporation). The President, a Vice-President who is a Director or any two Directors at any time and the Executive Administrator when directed or authorized by any of such Officers or any meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 41 of this By-Law not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place. A Director may in any manner and at any time waive notice of a meeting of Directors and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business. Furthermore, meetings of Directors may be held at any time without notice if all the Directors are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meetings.

If the first meeting of the Board of Directors following the election of Directors by the members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy on the board no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

## **12. OMISSION OF NOTICE**

The accidental omission to give notice of any meeting of Directors to, or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

## **13. ADJOURNMENT**

Any meeting of Directors may be adjourned from time to time by the Chairperson of the meeting with the consent of the meeting to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **14. REGULAR MEETINGS**

The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors. A copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each Director forthwith after being passed, but no further notice shall be required for any such regular meetings.

#### **15. QUORUM**

The number of Directors which shall form a quorum for the transaction of business shall be that which is set out in the Letters Patent, supplementary Letters Patent or a special resolution of the Corporation. In the event of no such provision, five (5) of the Directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.

#### **16. VOTING**

Questions arising in any meeting of Directors or appointed committees shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the meeting shall cast the deciding vote. Voting by ballot shall be the method for arriving at decisions for suspension, expulsions, disciplines, probation, withdrawals, protests and appeals. The Secretary of the meeting to tally the votes when a vote by ballot is required. (also see [Article 59](#))

#### **17. SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL**

The Board of Directors in its discretion may submit any contract, act or transaction for approval or ratification at any Annual Meeting of the members or at any General Meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Corporation's Letters Patent or supplementary Letters Patent or any other By-Law) shall be valid and binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

#### **18. PROTECTION OF DIRECTORS AND OFFICERS - CONFLICT OF INTEREST**

CORPORATIONS ACT  
Part II-Companies  
(Not For Profit Companies)  
Section 71

##### **Disclosure by Directors of interests in contracts**

[71.\(1\)](#) Every Director of a company who is in any way directly or indirectly interested in a proposed contract or a contract with the company shall declare his or her interest at a meeting of the Directors of the company.

### **Time of declaration**

(2) In the case of a proposed contract, the declaration required by this section shall be made at the meeting of the Directors at which the question of entering into the contract is first taken into consideration or, if the Director is not at the date of that meeting interested in the proposed contract, at the next meeting of the Directors held after he or she becomes so interested, and, in a case where the Director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Directors held after he or she becomes so interested.

### **General notice**

(3) For the purposes of this section, a general notice given to the Directors of a company by a Director to the effect that he or she is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract so made, but no such notice is effective unless it is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.

### **Effect of declaration**

(4) If a Director has made a declaration of his or her interest in a proposed contract or contract in compliance with this section and has not voted in respect of the contract, the Director is not accountable to the company or to any of its shareholders or creditors for any profit realized from the contract, and the contract is not voidable by reason only of the Director holding that office or of the fiduciary relationship established thereby.

### **Confirmation by shareholders**

(5) Despite anything in this section, a Director is not accountable to the company or to any of its shareholders or creditors for any profit realized from such contract and the contract is not by reason only of the Director's interest therein voidable if it is confirmed by a majority of the votes cast at a general meeting of the shareholders duly called for that purpose and if the Director's interest in the contract is declared in the notice calling the meeting.

### **Offence**

(6) If a Director is liable in respect of profit realized from any such contract and the contract is by reason only of his or her interest therein voidable, the Director is guilty of an offence and on conviction is liable to a fine of not more than \$200. R.S.O. 1990, c. C.38, s. 71.

## **19. PROTECTION OF DIRECTORS AND OFFICERS**

Except as otherwise provided in the Act, no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful neglect or

default. The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or Officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or Officer or shall have an interest in a person is employed by or performs services for the Corporation, the fact of his being a Director or Officer of the Corporation shall not disentitle such Director or Officer or such person, as the case may be, from receiving proper remuneration for such services.

## **20. INDEMNITIES TO DIRECTORS**

Every Director of the Corporation, heirs, executors and administrators of estate and effects, respectively, may, with the consent of the Corporation given at any meeting of the members from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation, from and against.

- (a) All costs, charges and expenses whatsoever that the Corporation sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office.
- (b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

The Corporation shall also indemnify any Director in such other circumstances as the Act or Law permits or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by the Act or Law.

## **21. OFFICERS -APPOINTMENT**

The Board of Directors shall annually or as may be required appoint an Executive Administrator. Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:

- (a) His resignation.
- (b) The appointment of his successor.
- (c) His ceasing to be a Director or member of the Corporation if such is a necessary qualification of his appointment.
- (d) The meeting at which the Directors annually appoint the Officers of the Corporation.

A Director may be appointed to any office of the Corporation but subject to Section 291 of the Act; none of the said Officers except the President need be a Director. The Board of Directors may from time to time appoint such other Officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

**22. REMUNERATION AND REMOVAL OF OFFICERS**

The remuneration of all Officers elected or appointed by the Board of Directors shall be determined from time to time by resolution of the Board of Directors. The fact that any Officer or employee is a Director or member of the Corporation shall not disqualify him from receiving such remuneration as an Officer or employee as may be determined. All Officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time with or without cause.

**23. POWERS AND DUTIES**

All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures. They shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors, subject however, to any special resolution of the Corporation.

**24. DUTIES OF OFFICERS MAY BE DELEGATED**

In case of absence or for any other reason that the Board of Directors may deem sufficient, any Officer of the Corporation who is unable to act, the Board of Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director.

**25. PRESIDENT**

The President shall be the Chief Executive Officer of the Corporation unless otherwise determined by special resolution of the Corporation or resolution of the Board of Directors. He shall be subject to any special resolution of the Corporation; when present, preside at all meetings of the Board of Directors, the Executive Committee, if any, and members of the Corporation.

**26. VICE PRESIDENT(S)**

The Vice-President or if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act by the President provided that provisions of 9(a) in this bylaw are followed.

**27. EXECUTIVE ADMINISTRATOR**

The Board of Directors shall from time to time employ a Executive Administrator and may delegate to him full power to manage and direct the business and affairs of the Corporation, (except such businesses and affairs of the Corporation as must be transacted or performed by other Officers, by the Board of Directors and/or by the members); employ or discharge agents and employees of the Corporation and may delegate to them any lesser authority. The Executive Administrator shall conform to all lawful orders given to him by the Board of Directors of such matters and duties as by Law, including, without limitation, a special resolution of the Corporation and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by the Executive Administrator shall be subject to discharge by the Board of Directors. The Executive Administrator and other staff shall receive a weekly salary. Salaries shall be determined by the Board of Directors on or about the 1st day of September each

year, subject to the provisions of any resolution of the Board of Directors. The Executive Administrator shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks with depository or depositories as the Board of Directors may direct. He shall keep or cause to be kept the books of account and accounting records referred to in Section 302 of the Act. He may be required to give such bond for the faithful performance of his duties as the Board of Directors in their uncontrolled discretion may require. No Director shall be liable for failure to require any bond for the insufficiency of any bond or any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

The Executive Administrator shall give or cause to be given notices for all meetings of the Board of Directors or the Executive Committee, if any, and members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers referred to in Section 300 of the Act.

#### **28. AUDIT -ANNUAL**

The Board of Directors shall, each year, direct that a financial review of all accounting records be carried out as referred to in Section 302 of the Act. The President shall appoint two (2) members of the Corporation who shall, if required, assist in the financial review process. Should an error or discrepancy become evident, all inconsistencies shall be reported to the President immediately.

#### **29. FINANCIAL CHAIRPERSON**

The President of the Corporation shall appoint a Director who in co-operation with the Executive Administrator shall assist in the management of the financial affairs of the Corporation. He shall recommend to the Board of Directors any changes in fiscal policies and/or procedures.

#### **30. SPORTS COMMITTEE CHAIRPERSONS**

The President shall appoint a Sports Chairperson for each sport group under the jurisdiction of the Corporation. Each Chairperson's appointment shall be subject to approval by a vote of the Board of Directors. It is suggested that these Chairperson(s) be or become Officers/Directors, and/or be in attendance at all regular Corporation Board Meetings to present reports. The Sports Chairpersons term of office will coincide with that of the Officers/Directors and must be re-appointed each season.

#### **31. VACANCIES**

If the office of any Officer of the Corporation shall become vacant by reason of death, resignation, disqualification or otherwise, the Directors shall, in the case of the President, elect a person to fill such vacancy and in the case of the Executive Administrator, appoint a person to fill such vacancy and may, in the case of any other office, appoint a person to fill such vacancy.

#### **32. MEMBERS - ENTITLEMENT**

The members of the Corporation shall be the applicants for the incorporation of the Corporation and those persons as may from time to time be admitted to membership by the Executive Administrator in accordance with rules for membership in the Corporation which have been approved by resolution of the Directors and those persons as may from time to time be admitted to membership in the Corporation by resolution of the Board of Directors or by resolution of the members. In the event of dissolution of

the Corporation, the remaining assets, after payment of liabilities, shall be distributed to current members, on an equal basis.

### **33. RESIGNATION**

Members may resign by submitting a resignation in writing which shall be effective from acceptance thereof by the Board of Directors. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance by the Corporation.

### **34. TERMINATION**

The interest of a member in the Corporation is not transferable. It lapses and ceases to exist upon death, dissolution or when his period of membership expires (if any), or when he ceases to be a member by resignation or removal. Or in accordance with the By-Law provided, always that the members of the Corporation say, by resolution passed by a majority of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given, terminate the membership of any member of the Corporation.

### **35. MEMBERSHIP**

Any athletic club involved in amateur softball, hockey or other sport in the Province of Ontario may apply for membership. A period of membership shall be for one (1) year at a time. Where extraordinary or peculiar circumstances exist, a club or league may apply for entry. Such entries may only compete within the limits of and are subject to all rules and regulations, special and otherwise, as directed by the Board of Directors or Chairpersons. A member requesting a transfer to an affiliate must apply in writing for a "Request For Transfer" which is subject to the parameters as stated in paragraph 36.

### **36. REQUEST FOR TRANSFER**

When an agreement of affiliation is in effect, the President and the Secretary of the local association, or if there is an individual team only, the coach and manager respectively must submit a signed "Request For Transfer" to the Executive Administrator of the Corporation.

The submission is subject to the following:

- (a) The respective authority shall inform the member teams in writing with a copy to be forwarded to the W.O.A.A. Office of the intent to act on their behalf in that the members therein do waive their voting rights as outlined in By-Law No. 1, paragraph 39, (that is subject to compliance with Section 293 of the Act), By-Law No. 1, paragraph 46 and the applicable voting rights as stated in By-Law No. 6 Manual of Operations.
- (b) A "Request For Transfer" shall be submitted approximately ninety (90) days prior to the stated closing date for entry fees of that affiliated organization.
- (c) The Executive Administrator shall forward the request to the appropriate Chairperson. In conjunction with the Sports Committee, a recommendation shall then be forwarded to the Board of Directors.

- (d) The Board of Directors shall review all relevant matters, then approve or deny the "Request For Transfer" that may include specific tenures.
- (e) Irrespective of the decision, the applicant and affiliate shall be informed in writing of the determination.

### **37. LIFE MEMBERSHIP**

Life Membership may be conferred upon an individual who has rendered a minimum of twenty years of faithful and contributory service to the Corporation or its predecessor; at least ten (10) of those years must be in a capacity as a Director or in a job appointed by the Directors. Life membership shall be recommended by the Board of Directors and then must be approved by the membership. There shall not be more than three (3) Life Members at any one time.

### **38. DUES**

The dues or fees payable by members shall be fixed from time to time by a vote of the Directors. The Executive Administrator shall notify the members of the dues or fees at any time payable by them and if any are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues or fees be reinstated.

### **39. MEMBER'S MEETINGS - ANNUAL**

Subject to compliance with Section 293 of the Act, the Annual Meeting of the members shall be held at any place within Ontario, on such day in each year and at such time as the Directors may by resolution determine or in the absence of such determination, at the place where the head office of the Corporation is located. In all instances of an Annual General Meeting or other Annual Sport Meeting each participating club shall be entitled to one (1) vote per participating club. Whenever there are Houseleague clubs or entries of similar status, these clubs shall be limited to one (1) vote per centre, only if that sport includes a specific clause in their sport's Manual of Operations signifying such limitation.

### **40. GENERAL MEETINGS**

Other meetings of the members may be convened by order of the Chairperson of the Board (if any and if so authorized by special resolution of the Corporation), the President or a Vice-President who is a Director and member or by the Board of Directors at any date and time and at any place within Ontario or in the absence of such determination, at the place where the head office of the Corporation is located. (also see [Article 59](#))

### **41. NOTICE**

A printed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting and to the auditor of the Corporation the manner specified in paragraph 49 of this By-Law not less than ten (10) days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting. If the objects of the Corporation are

exclusively for charitable purposes, it is sufficient notice of any meeting of members if notice is given at least once a week for two (2) consecutive weeks preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of members reside as shown by their addresses on the registers of the Corporation.

#### **42. WAIVER OF NOTICE**

A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **43. OMISSION OF NOTICE**

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting, or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

#### **44. VOTING**

Every question submitted to any meeting of the members, Directors and/or appointed committees shall be decided in the first instance by a show of hands, with the exception of those decisions which are voted by ballot as outlined in By-Law No. 1, 16. Voting. In a case of any equality of votes, the Chairperson of the meeting shall cast the deciding vote.

- (a) No member shall be entitled to vote at meetings of members of the Corporation unless he has paid all dues or fees, if any, then payable by him. No member of the Board of Directors, or other committee shall vote on any protest, matter or question which involves any club, team official, player or game official from his home community.
- (b) At any meeting, unless a poll is demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (c) A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a Chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the Chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- (d) At the request of the Chairperson or at the request of a voting member and approval of the Chairperson, voting may be done by secret ballot rather than a show of hands.
- (e) When meetings are conducted by electronic means as described in Article 59 either by hybrid or total virtual, the following voting method shall be used:

- i) for members on screen a show of hands by any person entitled to vote at the meeting.
- ii) For members on an electronic device but not on a screen shall verbally vote for, against, or abstain when asked by the Chairperson to vote.
- iii) For any vote requiring a secret ballot all voting members shall send an email to the approved email address within a five minute voting time indicating “for”, “against” or “abstain”. The designated scrutuneer shall confirm with the member that the vote has been received by returning a reply email. After the five minute time has expired the scrutuneer shall ensure that all members attending and wishing to vote have been accounted for. Once satisfied that the process is complete the scrutuneer shall tally the votes and report the results to the members of the meeting.

#### **45. CHAIRPERSON OF THE MEETING**

In the event that the President is entitled or required to act as Chairperson of the meeting and is absent, the persons who are present and entitled to vote shall choose another Director as Chairperson of the meeting and if no Director is present or if all the Directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their members to be Chairperson.

#### **46. PROXIES**

There shall be no voting by proxy at any time.

#### **47. ADJOURNMENT**

The Chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjournment which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **48. QUORUM**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act or by the Corporation's Letters Patent or by any supplementary Letters Patent or any other By-Law) shall be five (5) members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the person present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and provisions of paragraph 41 of this By-Law with regard to notice shall apply to such adjournment.

#### **49. SERVICE OF NOTICE**

Any notice or other document required by the Act, the Regulations, the Letters Patent, supplementary Letters Patent (if any) or the By-Laws to be sent to any member, Director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or telex or electronically to any such member or Director at his latest address as shown in the records of the Corporation and to the auditor at his business address. If no address be given therein then to the last

address of such member or Director known to the Executive Administrator 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.

**50. SIGNATURE TO NOTICES**

The signature of any Director or Officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

**51. COMPUTATION OF TIME**

Where a given number of days' notice or notice extending over a period is required to be given under the By-Laws, Letters Patent or supplementary Letters Patent of the Corporation, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such manner of days or other period.

**52. PROOF OF SERVICE**

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or the document was properly addressed as provided in paragraph 49 of this By-Law and put into a Post Office or into a letter box. A certificate of an Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, Director, Officer or auditor or publication of any notice or other document shall be conclusive evidence thereof, and shall be binding on every member, Director, Officer or auditor of the Corporation.

**53. EXECUTION OF INSTRUMENTS**

Subject to any special resolution of the Corporation, contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:

- (a) Any one of the President or a Vice-President together with the Executive Administrator.
- (b) Any two Directors.
- (c) Any one of the aforementioned Officers together with any one Director.
- (d) All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- (e) The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid by resolution of the Board of Directors.

- (f) The term "contracts, documents or instruments in writing" as used in this By-Law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

In particular without limiting the generality of the foregoing:

- (g) Any one of the President or a Vice-President together with the Executive Administrator.
- (h) Any two Directors.
- (i) Any one of the aforementioned Officers together with any one Director; shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers, conveyances, Powers of Attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

#### **54. CHEQUES, DRAFTS, NOTES**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.

#### **55. FINANCIAL TRANSACTIONS**

In every instance of transaction, either acceptance or dispersal, only Canadian currency is the accepted standard.

#### **56. FINANCIAL YEAR**

The financial year of the Corporation shall terminate on the 31st day of July in each year or on such other date as the Directors from time to time by resolution determine.

#### **57. DIRECTORS AS MEMBERS**

Those persons who are elected by the membership to the Board of Directors and those persons otherwise appointed or elected to the Board of Directors shall become members and they shall not be subject to the membership fees which are assessed upon athletic clubs which are members.

#### **58. AD HOC COMMITTEES**

There may be such Ad Hoc Committees and for such purposes as the Board may determine from time to time by Resolution. The existence of each Ad Hoc Committee shall be terminated automatically upon:

- (a) The completion of its assigned task.
- (b) A Resolution to that effect, of the Board, by which it was constituted; which ever first occurs.
- (c) Except as otherwise provided, by By-Law of the Corporation, all committees are subject to the following:
  - (i) The Chairperson and members shall be appointed by the Board of Directors from among the members of the Corporation who are qualified to hold office for a term of one (1) year and may be re-appointed for one or more additional terms of one (1) year.
  - (ii) The Committee shall meet at least annually and more frequently at the will of its Chairperson or as required by its terms of reference and as requested by the Board of Directors.
  - (iii) The Committee shall be responsible to, and report after each meeting to the Board of Directors.
  - (iv) The Committees responsible for individual sports shall be responsible for recommending rules and regulations to govern that sport for adoption by the Board of Directors.

## **59. PARTICIPATION BY ELECTRONIC MEANS AT MEETINGS**

### **Participation by Electronic Means at Members' Meetings (Hybrid Meetings)**

If the Board determines to make available a telephonic, electronic or other communication facility that permits all persons participating to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A Member who, by such means, votes at the meeting or establishes a communications link to the meeting is deemed to be present at the meeting, including for the purposes of determining a quorum under By-Law One, Article 48.

### **Members' Meeting Held Entirely by Electronic Means (Virtual Meetings)**

Notwithstanding anything to the contrary in these By-Laws, if the Board or Members call a Meeting of Members pursuant to the Act and these By-Laws, the Board or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all persons participating to communicate adequately with each other during the meeting. A Member who, by such means, votes at the meeting or establishes a communications link to the meeting is deemed to be present at the meeting, including for the purposes of determining a quorum under By-Law One, Article 48.

### **Participation by Electronic Means at Board Meetings (Hybrid Meetings)**

With the consent of the Board thereto generally or in respect of a particular meeting, a meeting of the Board (or a committee of the Board) may be held by such telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate simultaneously and instantaneously with each other during the meeting, and a Director participating in the meeting by such

means is deemed to be present at the meeting, including for the purposes of determining a quorum under By-Law One, Article 15. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board or of Committees of the Board.

**Board Meeting Held Entirely by Electronic Means (Virtual Meetings)**

Notwithstanding anything to the contrary in these By-Laws, the President or, in his absence, a Vice-President, may determine that a Board meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all persons participating to communicate simultaneously and instantaneously with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting, including for the purposes of determining a quorum under By-Law One, Article 15.

DATED this 13th day of August, 1987 as By-Law No. 1 by the Directors of the Corporation at a meeting duly called and regularly held, at which a quorum was present.

WITNESS the Seal of the Corporation

Donald R. Hill  
President

David A. Neilson  
Secretary

The foregoing By-Law No. 1 as enacted by the Directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the affirmative vote of all members entitled to vote at a meeting of members, duly called and regularly held at the Town of Wingham, at which a quorum was present on the 5th day of November, 1987.

David H. Jacobi  
President

David A. Neilson  
Secretary

NOTE: Original signed copy on file in the W.O.A.A. Office, Wingham, Ontario.