

BY-LAWS

1. NAME OF ASSOCIATION

- 1.1. This organization shall be called Metro West Female Hockey Association (hereafter referred to as MWFHA) and shall operate within the boundaries of the Halifax Region as defined by Hockey Nova Scotia.
- 1.2. Clubs within MWFHA shall be named the Metro West Force.

2. STATUS OF THE ASSOCIATION

- 2.1. MWFHA is a member of Hockey Nova Scotia, the governing body of amateur hockey in Nova Scotia; an amateur hockey player is one who is not participating in organized professional hockey.
- 2.2. MWFHA shall conduct itself to the betterment of female hockey within the Halifax Region as defined by Hockey Nova Scotia. MWFHA recognizes that historically, hockey has not been welcoming to women as participants, coaches, or leaders. MWFHA believes that the betterment of female hockey can only be achieved with greater participation from women in all roles, including leadership of the organization.
- 2.3. MWFHA shall exercise the authorities granted to it by Hockey Nova Scotia, and as a Member of Hockey Nova Scotia shall comply with the by-laws, policies, rules, and regulations of Hockey Nova Scotia and its Councils.
- 2.4. MWFHA shall create a Board of Directors which is responsible for the administration, maintenance, and management of the Association's By-Laws and Policies.

3. OTHER DEFINITIONS

- 3.1. The term Special Resolution is used in these By-Laws according to the definition in the Societies Act of Nova Scotia; namely, "a resolution passed by not less than three fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given."
- 3.2. An Ordinary Resolution is passed by more than one-half of present, voting members. This is also referred to as a "majority vote" in these By-Laws.
- 3.3. These By-Laws make reference to the Hockey Canada Registry. The Hockey Canada Registry is the national platform used by Hockey Canada to manage participant registration.
- 3.4. The Current Hockey Season is defined to begin when MWFHA opens the process for accepting player registrations, and ends when MWFHA opens registration for the following year.
- 3.5. An Officer of MWFHA is a person who has the authority to make contractual commitments, financial or otherwise, on behalf of MWFHA.
- 3.6. A paid employee is defined as a person who is paid wages or salary by MWFHA, and whose work is managed and controlled directly by MWFHA for a term of several months

or longer. The referees and timekeepers who work at games played by MWFHA teams are not considered paid employees for the purposes of these By-Laws.

4. AMENDMENTS TO THE BY-LAWS

- 4.1. Amendments can only be made to the By-Laws by Special Resolution at the Annual General Meeting or at a Special General Meeting of MWFHA.
- 4.2. Notices to amend the By-Laws must be received in writing or by electronic mail by the Association President forty-five (45) days before the Annual or Special General Meeting. The Association President shall communicate by posting on the MWFHA web site all such proposed amendments thirty (30) days before the Annual or Special General Meeting.

5. MEMBERSHIP

- 5.1. Whenever used in these By-Laws, the word "Member" is used to refer to voting members of MWFHA, defined as follows:
 - 5.1.1. Hockey players who are registered in the Hockey Canada Registry as part of a MWFHA team for the current hockey season.
 - 5.1.1.1. Hockey players who are 18 years of age or older are voting members of MWFHA
 - 5.1.1.2. For each hockey player younger than 18 years, a parent or guardian shall act as a voting member.
 - 5.1.1.2.1. Where there are two or more players under the age of 18 per family, the voting member shall be assigned the number of votes equal to the number of players under 18 registered in the current season.
 - 5.1.2. All coaches and other volunteer team staff who are registered in the Hockey Canada Registry as part of a MWFHA team for the current hockey season, unless they are also the parent or guardian of a MWFHA registered hockey player.
 - 5.1.3. Any person elected or appointed to the MWFHA Board of Directors according to these By-Laws, unless they are also the parent or guardian of a MWFHA registered hockey player.
 - 5.1.4. Any person appointed as a voting member on sub-committees of the Board according to the committee Terms of Reference approved by the Board, unless they are also the parent or guardian of a MWFHA registered hockey player.
- 5.2. A person may be a member of MWFHA and also a member of another Minor Hockey Association or Female Hockey Association.
- 5.3. In all cases, a voting member must be in good standing with MWFHA. A member in any of the above categories is implicitly a member in good standing unless the Board explicitly decides otherwise. The Board may deem any member to be not in good standing if:
 - 5.3.1. The member has not met specific requirements according to MWFHA Policy. This includes but is not limited to payment of registration fees (for registered players) or completion of certification requirements (for team volunteers).
 - 5.3.2. The member is subject to disciplinary action through the application of MWFHA Policies.

- 5.3.3. The member has been deemed ineligible for membership by Hockey Nova Scotia or its relevant Councils.
- 5.4. A member may resign from MWFHA by submitting their resignation in writing to the Board. Upon such resignation becoming effective, said member shall forfeit all of the rights and privileges of membership.
- 5.5. Notwithstanding the requirements above, any member shall be subject to forfeiture or suspension of membership if they fail to comply with any decree or ruling of the MWFHA Board of Directors.
 - 5.5.1. Under this clause, a decree of forfeiture or suspension of membership must be affirmed by not less than two-thirds of the members of the MWFHA Board of Directors. The President's vote is included.
 - 5.5.2. Such a decree shall be binding until the next Annual or Special General Meeting of MWFHA. The forfeiture or suspension cannot be extended or renewed for the same violation unless it is affirmed by Ordinary Resolution at the Annual or Special General Meeting.
- 5.6. In these By-Laws the word "Participant" is used to refer to a broader class of people and includes any person associated in any capacity with the games, practices, off-ice events or other activities sponsored or organized by MWFHA. This term explicitly includes all MWFHA members, as well as all officials, spectators, and other volunteers, whether they are members or not.

6. THE DIRECTORS, THEIR AUTHORITY AND RESPONSIBILITIES

- 6.1. The Directors of MWFHA shall be the President, Vice President Hockey Standards, Vice President Finance, Vice President Hockey For Life, Vice President Safe Sport, Director Coach Development, Director Administration, Director Hockey Operations, Director Membership Growth, Director Membership Experience, and Director Athlete Representative.
- 6.2. These Directors form the Board of Directors of MWFHA, hereafter referred to as the Board. Only these eleven (11) Directors are voting members of the Board.
- 6.3. The Board positions, with the exception of Director Athlete Representative, shall be elected for a term of two (2) years by the members at an Annual General Meeting. If there is more than one candidate for a position, then there shall be a vote. The voting for the Directors shall require separate votes for each position.
 - 6.3.1. The Director Athlete Representative shall be appointed by the elected Directors on the Board for a term of one (1) year, at the first Board meeting after the MWFHA Annual General Meeting.
 - 6.3.2. For the position of President and any of the four Vice President positions, election requires a true majority (more than half) of the votes cast. If more than two candidates are seeking election for any of these positions, multiple rounds of voting may be required. In any round of voting, if the candidate with the highest vote total has not obtained more than half of the votes cast, then the candidate who obtains the fewest votes is declared defeated, and voting is repeated. This continues until the required majority is obtained.
 - 6.3.3. In alternating years, the Board positions shall be up for election as follows:
 - 6.3.3.1. Even-numbered years: President, Vice President Hockey for Life, Vice President Safe Sport, Director Coaching, and Director Hockey Operations.
 - 6.3.3.2. Odd-numbered years: Vice President Finance, Vice President

Hockey Standards, Director Membership Growth, Director Administration, and Director Membership Experience.

- 6.3.3.3. There will be no Board elections at the 2023 Annual General Meeting except in case of vacancies that arise before that time. The positions under By-Law 6.3.3.2 that are filled at the 2022 elections may serve until 2025.
- 6.4. The Director Athlete Representative shall be an individual who is not a currently-registered MWFHA hockey player, but has been a registered player in the Hockey Canada Registry within the five seasons prior to their appointment. Preference shall be given to players who have played for MWFHA.
- 6.5. The Board shall have the authority to put in place mandatory requirements for Director eligibility, in keeping with its role as a youth sport governing body. These requirements will be maintained and published in official Policy.
- 6.6. Any vacancy on the Board that arises between elections will be filled by appointment by the Board until the next Annual General Meeting. All vacancy appointments shall be approved by the Board of Directors via majority vote
- 6.7. The Board of Directors, at any meeting of the Board, may remove any Director who has been consistently remiss or neglectful to duty, or who has engaged in conduct harmful to MWFHA. Removal must be affirmed by not less than two-thirds of the Directors on the Board. The President's vote is included.
- 6.8. Any Director may be removed from office by Ordinary Resolution passed by the members voting at a Special Meeting called for that specific purpose.
- 6.9. Any persons who have been duly elected or appointed to a new position with MWFHA at the MWFHA AGM will start their new position on the first Monday following the MWFHA AGM.
- 6.10. President – Responsibilities**
 - 6.10.1. The President is the Chair of the Board of Directors.
 - 6.10.2. The President is accountable for sound governance of MWFHA and good management of MWFHA programs, policies, procedures, activities, and relationships with external organizations. The President is supported in this role by the other Directors on the Board.
 - 6.10.3. The President is the Chair of the Executive Committee. The Executive Committee is responsible for managing all aspects of MWFHA activities, within the authority delegated to it by the Board in these By-Laws, and in Terms of Reference approved by the Board.
 - 6.10.3.1. The voting members of the Executive Committee are the President, Vice President Hockey Standards, Vice President Finance, Vice President Hockey For Life and the Vice President Safe Sport.
 - 6.10.4. The President is a voting member of the Finance Committee.
 - 6.10.5. The President shall Preside at all meetings of MWFHA.
 - 6.10.6. In the case of emergency, the President may exercise all the duties and powers of any Director. Such action shall be referred within seven (7) days to the Executive Committee for approval or rejection
 - 6.10.7. The President is an ex-officio non-voting member of all committees.
 - 6.10.8. The President may, at his/her discretion, order a meeting of any MWFHA committee.
 - 6.10.9. The President shall have signing authority for MWFHA.
 - 6.10.10. The President shall be the official representative to Hockey Nova Scotia and shall attend the General and Special Meetings of Hockey Nova Scotia and relevant

Councils.

- 6.10.11. The President is the official spokesperson and representative of MWFHA
- 6.10.12. The President shall have custody and approve the use of the official MWFHA Seal.
- 6.10.13. Upon completion of their term, the President shall be appointed as a non-voting member of the Board to provide advice and assist with the transition period of the new President.

6.11. Vice President Hockey Standards– Responsibilities

- 6.11.1. The VP Hockey Standards reports directly to the President and in the absence of the President, shall exercise the powers and duties of the President
- 6.11.2. The VP Hockey Standards is a voting member of the Board of Directors and the Executive Committee.
- 6.11.3. The VP Hockey Standards is accountable for ensuring that all MWFHA hockey programs are delivered with a high standard of excellence. This includes ensuring correct application of applicable hockey rules, regulations and policy.
- 6.11.4. The VP Hockey Standards is the Chair of the Hockey Standards Committee.
 - 6.11.4.1. The Hockey Standards Committee is responsible for managing all aspects of the hockey program including but not limited to:
 - 6.11.4.1.1. Selecting teams.
 - 6.11.4.1.2. Setting and maintaining policies and procedures for team operations including fair play, affiliation, and MWFHA implementation of Hockey Nova Scotia and Hockey Canada rules and regulations.
 - 6.11.4.1.3. Designing and implementing programs for athlete skill and fitness development
 - 6.11.4.1.4. Designing and implementing special hockey events including tournaments hosted by MWFHA
 - 6.11.4.2. The Hockey Standards Committee may form standing or ad hoc sub-committees as required for the management of these responsibilities.
- 6.11.5. The VP Hockey Standards may serve on other MWFHA committees as required.
- 6.11.6. The VP Hockey Standards shall perform other duties as assigned by the President.

6.12. Vice President Finance – Responsibilities

- 6.12.1. The VP Finance reports directly to the President
- 6.12.2. The VP Finance is a voting member of the Executive Committee and Board of Directors.
- 6.12.3. The VP Finance is accountable for budget development and maintenance and all aspects of financial planning, management, and strategy to ensure the effective operation and long-term financial well-being of MWFHA.
- 6.12.4. The VP Finance is the Chair of the Finance Committee.
 - 6.12.4.1. The Finance Committee is responsible for managing all financial operations and interests of MWFHA. Some of the specific duties and responsibilities of the Finance Committee are described in By-Law 13.
 - 6.12.4.2. The Finance Committee may form standing or ad hoc sub-committees as required for the management of these responsibilities.
- 6.12.5. It is preferred, but not required, that the Vice President Finance shall have education and/or work experience in financial management.
- 6.12.6. The VP Finance may serve on other MWFHA committees as required.
- 6.12.7. The VP Finance shall perform other duties as assigned by the President.

6.13. Vice President Hockey for Life – Responsibilities

- 6.13.1. The VP Hockey for Life reports directly to the President.
- 6.13.2. The VP Hockey for Life is a voting member of the Board of Directors and the Executive Committee.
- 6.13.3. The VP Hockey for Life is accountable for strategies to help MWFHA achieve its strategic goals related to the growth and development of young women through hockey.
- 6.13.4. The VP Hockey for Life is the Chair of the Hockey for Life Committee.
 - 6.13.4.1. The Hockey for Life Committee is responsible for managing player growth, education, and development initiatives, ensuring MWFHA programs and policies provide opportunities for personal growth through sport.
 - 6.13.4.2. The Hockey for Life Committee may form standing or ad hoc sub-committees as required for the management of these responsibilities.
- 6.13.5. The VP Hockey for Life may serve on other MWFHA committees as required.
- 6.13.6. The VP Hockey for Life shall perform other duties as assigned by the President.

6.14. Vice President Safe Sport – Responsibilities

- 6.14.1. The VP Safe Sport reports directly to the President.
- 6.14.2. VP Safe Sport is a voting member of the Board of Directors and the Executive Committee.
- 6.14.3. The VP Safe Sport is accountable for anticipating, managing, and mitigating strategic and organizational risks.
- 6.14.4. The VP Safe Sport is the Chair of the Safety and Risk Management Committee.
 - 6.14.4.1. The Safety and Risk Management Committee is responsible for managing all aspects of organizational risk management, including but not limited to:
 - 6.14.4.1.1. Managing risk related to harassment and bullying
 - 6.14.4.1.2. Managing risk related to health and safety
 - 6.14.4.1.3. Managing risk related to legal liability and contractual issues
 - 6.14.4.1.4. Ensuring compliance with external regulations and bodies
 - 6.14.4.1.5. Managing formal complaint and discipline processes and policies.
 - 6.14.4.2. The Safety and Risk Management Committee may form standing or ad hoc sub-committees as required for the management of these responsibilities.
- 6.14.5. The VP Safe Sport may serve on other MWFHA committees as required.
- 6.14.6. The VP Safe Sport shall perform other duties as assigned by the President.

6.15. Director Administration – Responsibilities

- 6.15.1. The Director Administration reports directly to the President.
- 6.15.2. The Director Administration is a voting member of the Board of Directors.
- 6.15.3. The Director Administration is accountable for ensuring that MWFHA has the policies, procedures, and tools it requires to operate as a business and achieve its strategic goals.
- 6.15.4. The Director Administration is the Chair of the Communications Committee.
 - 6.15.4.1. The Communications Committee is responsible for managing communication and administration of MWFHA, including but not limited to:
 - 6.15.4.1.1. Ensuring that MWFHA has appropriate

- 6.15.4.1.2. communication tools, and uses them effectively;
- 6.15.4.1.2. Ensuring that MWFHA has accurate records of membership;
- 6.15.4.1.3. Ensuring that MWFHA has appropriate offices and office equipment for conduct of its business;
- 6.15.4.1.4. Ensuring that records and documents of MWFHA are collected, published and maintained
- 6.15.4.2. The Communications Committee may form standing or ad hoc sub-committees as required for the management of these responsibilities.
- 6.15.5. The Director Administration will serve on other MWFHA committees as required.
- 6.15.6. The Director Administration shall perform other duties as assigned by the President.

6.16. Director Coach Development – Responsibilities

- 6.16.1. The Director Coach Development reports directly to the President.
- 6.16.2. The Director Coach Development is a voting member of the Board of Directors.
- 6.16.3. The Director Coach Development is accountable for strategies to provide excellent coaches to lead MWFHA hockey programs in accomplishing the organization's strategic goals.
- 6.16.4. The Director Coach Development is the Chair of the Coaching Committee.
 - 6.16.4.1. The Coaching Committee is responsible for managing coach selection and development for MWFHA, including but not limited to:
 - 6.16.4.1.1. Selecting coaches for MWFHA teams;
 - 6.16.4.1.2. Recruiting coaches for MWFHA; and
 - 6.16.4.1.3. Providing resources and programs for improving the skills and abilities of MWFHA coaches.
 - 6.16.4.2. The Coaching Committee may form standing or ad hoc sub-committees as required for the management of these responsibilities.
- 6.16.5. The Director Coach Development is a voting member of the Hockey Standards Committee.
- 6.16.6. The Director Coach Development may serve on other MWFHA committees as required.
- 6.16.7. The Director Coach Development shall perform other duties as assigned by the President.

6.17. Director Membership Growth – Responsibilities

- 6.17.1. The Director Membership Growth reports directly to the President
- 6.17.2. The Director Membership Growth is a voting member of the Board of Directors.
- 6.17.3. The Director Membership Growth is accountable for achievement of MWFHA membership goals, including goals related to diversity and inclusion.
- 6.17.4. The Director Membership Growth is the Chair of the Membership Growth and Marketing Committee.
 - 6.17.4.1. The Membership Growth and Marketing Committee is responsible for managing all aspects of programs to expand MWFHA membership, including but not limited to:
 - 6.17.4.1.1. Managing and implementing initiatives for membership growth
 - 6.17.4.1.2. Managing and implementing initiatives for increasing the breadth of MWFHA hockey programs
 - 6.17.4.1.3. Managing the MWFHA brand, brand awareness, and relationship with sponsors
 - 6.17.4.2. The Membership Growth and Marketing Committee may form

standing or ad hoc sub-committees as required for the management of these responsibilities.

6.17.5. The Director Membership Growth may serve on other MWFHA committees as required.

6.17.6. The Director Membership Growth shall perform other duties as assigned by the President.

6.18. Director Membership Experience – Responsibilities

6.18.1. The Director Membership Experience reports directly to the President.

6.18.2. The Director Membership Experience is a voting member of the Board of Directors.

6.18.3. The Director Membership Experience is accountable for helping members navigate MWFHA's structure and ensure that concerns and issues are appropriately heard

6.18.4. The Director Membership Experience supports members through the resolution of membership issues as required

6.18.5. The Director Membership Experience shall report to the Board on systemic MWFHA problems or areas for improvement

6.18.6. The Director Membership Experience may serve on other MWFHA committees as required.

6.18.7. The Director Membership Experience shall perform other duties as assigned by the President.

6.19. Director Athlete Representative – Responsibilities

6.19.1. The Director Athlete Representative reports directly to the President.

6.19.2. The Director Athlete Representative is a voting member of the Board of Directors.

6.19.3. The Director Athlete Representative is accountable for providing advice and expertise to the Board from a player's viewpoint

6.19.4. The Director Athlete Representative shall maintain channels of communication with current players throughout MWFHA

6.19.5. The Director Athlete Representative is a voting member of the Hockey for Life Committee and may be asked to attend meetings of other committees as required

6.19.6. The Director Athlete Representative shall perform other duties as assigned by the President.

6.20. Director Hockey Operations– Responsibilities

6.20.1. The Director Hockey Operations reports directly to the President

6.20.2. The Director Hockey Operations is a voting member of the Board of Directors.

6.20.3. The Director Hockey Operations is accountable for ensuring that MWFHA has the hockey infrastructure required to meet its strategic goals.

6.20.4. The Director Hockey Operations is the Chair of the Hockey Operations Committee.

6.20.4.1. The Hockey Operations Committee manages the resources MWFHA requires to play hockey and provide hockey programs, including but not limited to:

6.20.4.1.1. Providing and scheduling referees and timekeepers;

6.20.4.1.2. Providing and scheduling ice and other facilities; and

6.20.4.1.3. Procuring, storing, maintaining and managing MWFHA-owned equipment.

6.20.4.2. The Hockey Operations Committee may form standing or ad hoc sub-committees as required for the management of these responsibilities.

6.20.5. The Director Hockey Operations may serve on other MWFHA committees as required.

- 6.20.6. The Director Hockey Operations shall perform other duties as assigned by the President.

7. THE BOARD OF DIRECTORS, THEIR AUTHORITY AND RESPONSIBILITIES

- 7.1. The Board of Directors shall consist of the Directors identified in By-Law 7
- 7.2. The management of the operation of MWFHA is vested in the Board of Directors. In addition to the powers and authorities provided by these By-Laws, the Board may exercise any power or perform any act on behalf of MWFHA that is not expressly directed or required to be exercised or performed by MWFHA members in an Annual or Special General Meeting.
 - 7.2.1. When amendments are made to these By-Laws, they cannot invalidate any prior act of the Directors that would have been valid under the By-Laws prior to the amendment.
- 7.3. The Board of Directors has the power to:
 - 7.3.1. Hire, manage, and terminate paid employees according to the needs and resources of MWFHA.
 - 7.3.2. Enter into all such negotiations and contracts, rescind and vary all such contracts, and carry out any agreement or contract made by or on behalf of MWFHA;
 - 7.3.3. Purchase or otherwise acquire for MWFHA any property, rights or privileges that MWFHA is authorized to acquire, and at such price and generally on such terms and conditions as they see fit;
 - 7.3.4. Make and give receipts, releases and other discharge for money payable to MWFHA and proclaims and demands of MWFHA;
 - 7.3.5. Make, vary and repeal rules and policies related to the business of MWFHA, its Directors, members, and participants
 - 7.3.6. Adjudicate all disputes between MWFHA teams, MWFHA members or any other participants;
 - 7.3.7. Impose and enforce appropriate penalties for any violation or breach of the By-Laws or Policies of MWFHA, or ruling of the MWFHA Board of Directors;
 - 7.3.8. Impose and enforce appropriate penalties for any violation or breach of the By-Laws, Policies or Playing Rules and Regulations of Hockey Nova Scotia, or any decision or ruling of the Hockey Nova Scotia Board of Directors or relevant Councils;
 - 7.3.9. Authorize the use of MWFHA name, logos, images, and brand by partners, Hockey Nova Scotia and clubs within MWFHA; and
 - 7.3.10. Delegate authority to one or more Member(s) to act alone in respect of any MWFHA matter. Such delegated authority shall be explicitly approved by the Board, which will issue a certificate that describes the time period for which the authority is granted and the scope of the authority.
- 7.4. All other committees named in these By-Laws are sub-committees of the Board. Their management powers and authorities are delegated to them by the Board, in Terms of Reference compliant with these By-Laws that are approved and maintained by the Board.

8. MEETINGS OF MWFHA MEMBERS, COUNCILS AND COMMITTEES

- 8.1. The Annual General Meeting of MWFHA shall be held in the province of Nova Scotia no later than sixty (60) days following the fiscal year end of May 31 of each year, with a

- minimum of 45 days notice by way of electronic mail and by posting on the MWFHA website.
- 8.2. Acting within these constraints, the date, place and time of such meeting shall be at the discretion of the Board of Directors of MWFHA. This discretion includes the authority to schedule the meeting as a virtual meeting where circumstances require.
 - 8.3. Final notice of the Annual General Meeting of MWFHA shall be sent by the President at least 7 days prior to the date of such meeting by way of electronic mail or the MWFHA web site, and include a copy of the proposed agenda;
 - 8.4. The business of the Annual General Meeting shall include:
 - 8.4.1. Presentation and consideration of the financial statements and budgets of MWFHA; and
 - 8.4.2. Presentation and consideration of the reports of the Directors; and
 - 8.4.3. Election and appointment of directors in accordance with the process as contained in these By-Laws; and
 - 8.4.4. Discussion and transaction of any other business which under these By-Laws ought to be transacted at an Annual General Meeting.
 - 8.5. In addition to the Annual General Meeting, MWFHA may also hold Special General Meetings according to the following rules:
 - 8.5.1. A Special General Meeting may be called when the calling party wishes to have the members vote on a decision that requires a membership vote according to these By-Laws, and when deferring that decision to the next Annual General Meeting has the potential to cause harm to MWFHA or its members.
 - 8.5.2. A Special General Meeting may be called by the President;
 - 8.5.3. A Special General Meeting may also be requested by the Board. Any such request shall be made in a written submission to the President, signed by at least 2/3 of Board Members. Any such request must set out the purpose for which the meeting is being requested.
 - 8.5.4. A Special General Meeting may also be called by the members. Any such request shall be made in a written submission to the President, signed by members who collectively hold at least 25% of the total current membership of MWFHA. Any such request must set out the purpose for which the meeting is being requested.
 - 8.5.5. Any Special General Meeting request that complies with these By-Laws shall result in a Special General Meeting, called by the President within fourteen (14) Days of its receipt.
 - 8.5.6. The President shall prepare the agenda for the Special General Meeting, and shall limit that agenda to the items specified in the special meeting request;
 - 8.5.7. The agenda of a Special General Meeting may not be altered
 - 8.5.8. Final Notice of the meeting shall be issued in accordance with the requirements for the Annual General Meeting, given in By-Law 10.3 above
 - 8.6. At all Annual General Meetings or Special meetings of MWFHA a quorum shall consist of at least 20 eligible-voting members with no proxy votes;
 - 8.7. At all Regular Meetings held by the Board of Directors, a quorum shall consist of at least 5 voting Directors;
 - 8.8. At all meetings of MWFHA, the Board, and its committees, meeting minutes shall be recorded. Minutes shall be submitted and approved at the next meeting of the same body.
 - 8.8.1. The members may inspect the minutes of meetings of MWFHA, the Board, and its committees at the registered office of MWFHA with one week's notice.

9. VOTING

- 9.1. At the Annual General Meeting, Semi-Annual General Meeting and Special Meetings of MWFHA, each member as defined in By-Law 5 shall be entitled to one (1) vote.
- 9.2. At meetings of the Board of Directors, all Directors specified in By-Law 7 shall be entitled to vote.
 - 9.2.1. On all committees of the Board, the voting privileges of each committee member are specified in Terms of Reference as approved by the Board. Those Terms of Reference must be compliant with these By-Laws.
- 9.3. At all meetings of MWFHA or of its Committees, voting shall be by a show of hands, unless otherwise specified in these by-laws, or unless the presiding Chair decides otherwise.
- 9.4. At all meetings of MWFHA or of its Committees, unless otherwise dictated in these By-Laws or in committee Terms of Reference approved by the Board, decisions are made by Ordinary Resolution as defined in By-Law 3. For all such votes, the Chair (or acting Chair) of the meeting only votes if the result would be otherwise tied. This includes the President, for meetings chaired by the President according to these By-Laws.
- 9.5. In the case of a vote on a Special Resolution at an Annual or Special General Meeting, the President will vote on the resolution.
- 9.6. Proxy votes are not accepted and voters must be present in order to vote at meetings of members or meetings of MWFHA committees.
- 9.7. No paid employee of MWFHA is entitled to a vote on the Board or any MWFHA committee while employed by MWFHA.

10. CONFLICT OF INTEREST

- 10.1. It is acknowledged that volunteers in MWFHA may also have roles in other hockey, sports, or community organizations. These are not considered to be automatically disqualifying from membership in MWFHA or its Board or subcommittees, or volunteer positions with MWFHA teams, unless explicitly noted herein.
- 10.2. A potential conflict of interest arises whenever a member of the MWFHA Board or any Board sub-committee also has an interest in another organization, such that the interests of MWFHA and the interests of that other organization may be best served by different decisions. Examples include, but are not limited to:
 - 10.2.1. A member of the Board or Board sub-committee is also a member of another Minor Hockey Association, Female Hockey Association, or other hockey league or association.
 - 10.2.2. A member of the Board or Board sub-committee also receives remuneration of any amount for any ownership, employment, or association with an organization that provides goods or services related to hockey
 - 10.2.3. A member of the Board or Board sub-committee also has relevant decision-making authority with any organization that governs or certifies the activities of MWFHA; in particular this includes members of the Hockey Nova Scotia Board and/or its relevant Councils
- 10.3. Any person being considered for a position on the MWFHA Board or any of its sub-committees, or as a Coach or volunteer with any MWFHA team or program, must disclose any potential conflicts of interest to the Board. The Board shall consider the potential conflict of interest and will have the authority to reject the candidate for the

position, based on the severity and scope of the conflict relative to the activities and decisions required in the position.

- 10.4. In the normal course of MWFHA business, specific conflicts of interest will inevitably arise. In transacting Board, committee, or team business, a member is required to identify any situation where they have a potential conflict of interest. When a potential conflict is deemed to have arisen, the member involved shall:
 - 10.4.1. Immediately notify the MWFHA Board of Directors, or the chair of their committee, or another relevant team staff member as appropriate;
 - 10.4.2. Not participate in discussions on the matter in question, and shall withdraw/absent themselves from meetings when the item is being discussed;
 - 10.4.3. Not solicit information on any such item; and
 - 10.4.4. Not be provided any information on any such item by the board, their committee, or any other person participating in the discussion and decision.
 - 10.4.5. Abide by the decision of the Board, their committee, or team staff. .
- 10.5. If any MWFHA member fails to disclose a conflict of interest, or otherwise fails to comply with this By-Law, they shall be subject to disciplinary action at the discretion of the Board of Directors, potentially including removal from their position and/or revocation of membership.

11. FINANCIAL GOVERNANCE

- 11.1. The Finance Committee, with the VP Finance as Chair, is responsible for managing all financial operations and interests of MWFHA. This includes but is not limited to:
 - 11.1.1. Ensuring that MWFHA maintains proper books of accounts.
 - 11.1.2. Presenting annually to the Board a written report on the financial position of MWFHA.
 - 11.1.2.1. The report shall include:
 - 11.1.2.1.1. A balance sheet showing MWFHA assets, liabilities and equity, and
 - 11.1.2.1.2. A statement of MWFHA income and expenditure in the preceding fiscal year.
 - 11.1.2.2. A copy of the report, approved by the Board, shall be signed by the auditor or two Directors and filed as required by the Societies Act of Nova Scotia.
 - 11.1.3. Presenting at the Annual General Meeting (and Special General Meetings as required):
 - 11.1.3.1. the approved annual financial statements described above;
 - 11.1.3.2. an annual budget; and
 - 11.1.3.3. Any other financial reports and proposals that may be of interest to MWFHA and may be requested by the Board.
 - 11.1.4. Receiving, in the name of MWFHA, all monies, which shall be deposited in one or more accounts at a recognized financial institution
 - 11.1.5. Paying out of the funds of MWFHA any costs, charges and expenses involved in the administration and operation of MWFHA, in accordance with the policies and guidelines as set forth by the Finance Committee.
 - 11.1.6. Investing MWFHA assets in accordance with policies and guidelines as proposed by the Finance Committee and approved by the Board.
- 11.2. Each standing committee of the Board, as identified in By-Law 7, has financial management authority within its own scope of work. The Chair of each committee shall:
 - 11.2.1. Present to the Finance Committee, for approval, a detailed budget for each fiscal

- year's operations; and
- 11.2.2. Operate within the approved annual budget; and
- 11.2.3. Report to the Finance Committee periodically on financial status and forecasts, in particular reporting and seeking approval for significant variances; and
- 11.2.4. Present to the VP finance a year-end report including a statement of expenditures and revenues, noting variances from the budget and explanations thereof.
- 11.3. The members may inspect the annual financial statements at the registered office of MWFHA with one week's notice. All other books and records of MWFHA may be inspected by any member at any reasonable time within two days prior to the Annual General Meeting at the registered office of MWFHA.
- 11.4. An independent, qualified auditor may be appointed to audit the annual financial statements of MWFHA.
 - 11.4.1. As part of its financial management, the Board may recommend the execution of an audit, and recommend an auditor. The recommendation shall require approval by Ordinary Resolution at the Annual General Meeting.
 - 11.4.2. If the Board does not recommend an audit, the members may initiate the appointment of an auditor by Ordinary Resolution at the Annual General Meeting. Such an Ordinary Resolution must include the reasons an audit is warranted, which may include:
 - 11.4.2.1. Material errors in the annual financial statements; and/or
 - 11.4.2.2. Evidence of insufficient financial controls; and/or
 - 11.4.2.3. Evidence that the annual financial statements misrepresent the true financial position of MWFHA.
 - 11.4.3. Once an auditor has been appointed and approved, the Board shall cooperate fully with the requirements of the auditor, and make the results of the audit available to the members as soon as is practical.
- 11.5. Signing authority for financial matters or as an Officer of MWFHA is limited to the members of the Executive Committee. This includes writing cheques and sending wire transfers.
- 11.6. The Directors shall serve without remuneration and shall not receive any profit from their positions. However:
 - 11.6.1. Reasonable expenses incurred in the performance of duties relating to the Board of Directors may be reimbursed.
 - 11.6.2. Directors or other volunteers may receive reasonable gifts in recognition of their service to MWFHA. The budget for these items will be included in the annual approved budget, and the expense will be included in the annual financial statements.
- 11.7. MWFHA shall not make loans, guarantee loans or advance funds to any director and no funds of MWFHA shall be paid to or be available for the personal benefit of any member.
- 11.8. MWFHA may only borrow money as approved by a special resolution passed by the members at an Annual General Meeting or a Special General Meeting.