

SPECIAL RESOLUTION OF THE DIRECTORS

of

GREATER LONDON HOCKEY ASSOCIATION INC.
(the "Corporation")

AUTHORIZING BY-LAW NO. 1 AMENDMENT

WHEREAS the board of directors of the Corporation (the "**Board**") has determined that it is in the best interests of the Corporation to amend By-law No. 1 of the Corporation (the "**By-law**") to conform with the requirements of the *Not-for-Profit Act* (Ontario).

BE IT RESOLVED THAT:

1. Approval of New By-Law 1

By-law No. 1, as amended, is hereby approved by the Board.

2. By-Law Amendment

The By-Law shall be amended and restated substantially in the form of the Amended and Restated By-Law No. 1 attached hereto as **Exhibit "A"**.

3. Submission to Members and Member Confirmation

The Board shall submit the amended By-law for membership approval at the Annual General Meeting of Members of the Corporation. The Board hereby recommends that the Corporation's Members confirm the By-law, as amended.

4. General Authorization

In connection with the actions contemplated in the preceding resolution, the Chairperson, Secretary, or Treasurer (each an "**Authorized Officer**") is hereby authorized in the name and on behalf of the Corporation, to file this resolution and the By-Law, as amended, in the Corporation's minute book.

The undersigned, in their capacity as Secretary of the Corporation, hereby certifies that the above Special Resolution was passed at an Annual General Meeting of Members on the date set out above and that the above Special Resolution remains in full force and effect without amendment.

DATED at _____ this _____ day of _____, 2024.

**GREATER LONDON HOCKEY ASSOCIATION
INC.**

Per: _____

Name: Luisa Gould

Title: Secretary

EXHIBIT "A"
AMENDED BY-LAW NO. 1

BY-LAW NO.1

A by-law relating generally to the conduct of the affairs of

GREATER LONDON HOCKEY ASSOCIATION INC.

BE IT ENACTED as the amended and re-stated organizational by-law of the Greater London Hockey Association Inc. (hereinafter called the "Corporation" or "G.L.H.A") to repeal and replace any and all previous governing By-Laws (referred to as the Constitutional By-Law of the Greater London Hockey Association) and any amendments thereto, as follows:

SECTION 1 – GENERAL

1.01 Definitions. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

"**Board**" means the board of directors of the Corporation;

"**By-laws**" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

"**Chairperson**" means the chair of the Board;

"**Corporation**" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

"**Director**" means an individual occupying the position of director of the Corporation by whatever name he or she is called;

"**Extraordinary resolution**" means a resolution that is,

- (a) submitted to a special meeting of the members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or

(b) consented to by each member of the corporation entitled to vote at a meeting of the members.

"Member" means a member of the Corporation;

"Members" means the collective membership of the Corporation; and

"Officer" means an officer of the Corporation.

1.01 Interpretation. Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.02 Severability and Precedence. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

1.03 Seal. The seal of the Corporation, if any, shall be in the form determined by the Board.

1.04 Books and Records. Any records maintained by the Corporation in the regular course of its business, including its register of Members, books of account and minute books, may be maintained in a bound or loose-leaf book and shall be entered or recorded by any system of mechanical or electronic data processing or any other information storage device. The Corporation shall make such records available for inspection under applicable law.

1.05 Registered Office. Until changed in accordance with the Act, the Registered Office of the Corporation shall be in the City of London, in the Province of Ontario.

SECTION 2 – PURPOSE AND OBJECTIVES

2.01 The purpose and objectives of the Corporation shall be:

- a) to help develop good character among players and other members, by teaching the importance of the values of physical competition, physical activity, good sportsmanship, social participation and good fellowship, and the fair treatment of others (with respect to the latter, there shall be no place in the Corporation for discriminatory behavior with respect to race, place of origin, family circumstance, gender, or creed);

- b) to promote, govern and improve minor/amateur hockey for players in the Greater London area;
- c) to foster among its members, supporters and teams, a general community spirit, good sportsmanship, and fellowship;
- d) to maintain and increase an interest in hockey;
- e) to have and exercise a general care, supervision, and direction over the playing interest of its teams and players;
- f) to provide quality programs for both on ice and off ice development of the participants; and
- g) to nurture an understanding of the importance of dedication and commitment both in sports and in life as individuals and as members of a group.

SECTION 3 – AUTHORITY AND AFFILIATION

3.01 The Corporation is a member of The Minor Hockey Alliance of Ontario (the “Alliance”), under the auspices of the Ontario Hockey Federation and Hockey Canada, from which bodies it derives its authority to govern, manage and regulate minor hockey within the zone granted to it by the Alliance, subject only to the authority retained by those bodies.

3.02 “Affiliated Associations” of the G.L.H.A. are any minor hockey associations recognized by the Board, which are in good standing, and which have signed the G.L.H.A.’s current Affiliation Agreement. Any Association not currently affiliated with the G.L.H.A. may apply to, or be invited by, the Board to become an Affiliated Association. Any admission of an association must be approved by the Board and then by the Members by simple majority at the next Annual General Meeting. Upon approval by the Members, the Board shall grant the new Affiliated Association a territory, adjusting the licensed territories of other existing Affiliated Associations, as necessary.

3.02 “Affiliation Agreement” is the current contract between the G.L.H.A. and its Affiliated Associations granting those Affiliated Associations the right to field minor hockey teams under the auspices and authority of the G.L.H.A. and which governs and regulates, in part their participation in the G.L.H.A.’s hockey program. The Board retains the power to terminate Affiliation Agreements at any time and/or to realign or reassign the territorial license it grants to each Affiliated Association as it sees fit.

SECTION 4 – FINANCIAL

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

4.02 Financial Year. The financial year of the Corporation ends **April 30th** in each year or on such other date as the Board may from time to time by resolution determine.

SECTION 5 – BOARD OF DIRECTORS

5.01 General Powers. The Board shall manage, or supervise the management of, the activities and affairs of the Corporation.

5.02 Board of Directors. The Executive Board of Directors shall consist of, amongst others, the following duly appointed or elected:

- a) A Chairperson
- b) President or Chairperson of each Affiliated Association;
- c) Chairperson of the G.L.H.A. Recreational League;
- d) Chairperson of the G.L.H.A .Seeded Hockey League; and

5.03 Election and Term. The Corporation shall be governed by a Board of three (3) to twelve (12) Directors elected by the Members at the first meeting of Members following the enactment of these By-laws, and at each succeeding annual meeting. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed for a term of one (1) year, which shall constitute one term (a “Term”). A Director may serve on the Board for an unlimited number of Terms, only if re-elected, unless otherwise agreed by the Board through majority vote.

5.04 Voting Members of the Board. The voting members of the Board are the Presidents or Chairpersons of the Affiliated Associations or their representatives. The Chairperson is entitled to a vote only in the event of a tie amongst voting members of the Board.

5.05 Vacancies. The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (b) if the Director dies or becomes bankrupt;
- (c) if the Director is convicted of a serious criminal offence, punishable by imprisonment;
- (d) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- (e) if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director’s term of office.

5.06 Filling Vacancies. A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director’s predecessor:

- (a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- (c) a quorum of Directors may fill a vacancy among the Directors.

5.07 Duties of the Board

- (a) The Board shall be responsible for all aspects of the hockey program, for establishing the strategic and policy goals of the G.L.H.A., and to ensure that all its by-laws, rules and policies are administered fairly, equitably, and where necessary to settle and resolve all disputes.
- (b) The Board has the power to suspend, expel, fine, or otherwise sanction any Affiliated Association or any member, referee, coach, trainer, manager, player or player family member or fan connected with any Affiliated Association for due cause, subject to any right of appeal established by the Board.
- (c) Any rule, policy, or regulation of the G.L.H.A., including those of its Leagues and Committees, may be prepared, revised, clarified, or defined by the Board at any time, and shall be maintained in the G.H.L.A Policy Manual.

5.08 Remuneration of Directors. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - a. considered reasonable by the Board;
 - b. approved by the Board for payment by resolution passed before such payment is made; and
 - c. in compliance with the conflict of interest provisions of the Act.

SECTION 6 - BOARD MEETINGS

6.01 Calling of Meetings. Meetings of the Directors may be called by the Chairperson or Vice Chairperson at any time and any place on notice as required by this By-law. The procedure for the conduct of Board Meetings will be determined by the voting members of the Board.

6.02 Regular Meetings. The Board shall meet regularly as required to conduct business of the G.L.H.A. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

6.03 Notice. No formal notice of Meetings of Directors shall be required. An agenda for Board Meetings shall be prepared and forwarded to all members of the Board no less than 2 full days in advance of each meeting.

6.04 Chairperson. The Chairperson shall preside at Board meetings. In the absence of the Chairperson, the Vice Chairperson shall act as the Chairperson.

6.05 Voting. Each voting member of the Board of Directors has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In the case of a tie vote, the Chairperson or acting Chairperson shall have a second or casting vote.

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

6.07 Quorum. A quorum for Board meetings is all of the voting members of the Board, being the Presidents or Chairpersons of the Affiliated Associations, or their representatives, and the G.L.H.A Chairperson or Vice Chairperson, or their representative.

6.08 Decisions. Questions arising at any meeting of the Board shall be decided by a majority of voting Directors present. All votes at any such meeting shall be taken by secret ballot if so demanded by a voting Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect into the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chairperson, their duties may be performed by the Vice-Chairperson, or such other voting Director as the Directors may from time to time appoint for the purpose. Any voting Director may ask that their vote be recorded in the minutes. The voting Directors of the Board may hold any discussion or any vote in camera if requested by any

voting Director present. At that time, all non-voting Directors of the Board may be asked to leave the room, and everyone else present must leave the room.

6.09 Special Board Meetings. Special Board Meetings may be called, as necessary, by the Board's Chairperson, or any one of the Presidents or Chairpersons of an Affiliated Association. No formal notice of Special Board Meetings shall be required. An agenda for Special Board Meetings shall be prepared and forwarded to all members of the Board no less than 2 full days in advance of the meeting.

SECTION 7 – OFFICERS

7.01 Officers. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

7.02 Chairperson. The voting members of the Board shall elect annually at the first meeting of the after the Annual General Meeting, a Chairperson. The Chairperson, when present, shall preside at all meetings of the Members. The Chairperson shall also be charged with the general management and supervision of the affairs and operations of the G.L.H.A. The Chairperson with the Secretary and/or Treasurer, or other appointed Officer appointed by the Board for the purpose, shall sign all by-laws of the G.L.H.A. During the absence or inability of the Chairperson, their duties may be exercised by the Vice-Chairperson or such other voting Director as the Board may, from time to time, appoint for the purpose. The Chairperson or their delegate will sit as the G.L.H.A representative at the monthly meetings of the operations committee of the Alliance. The Chairperson shall perform the duties described in sections 6.04 and 11.05 and such other duties as may be required by law or as the Board may determine from time to time.

7.03 Secretary. The position of Secretary shall be filled annually by appointment of the Board at their first meeting following the Annual General Meeting. This position's duties shall include, but not be limited to, recording and maintaining corporate records, keeping Board correspondence and minutes, filing required information with the government and such other duties as may be assigned from time to time by the Board.

7.04 Treasurer. The position of Treasurer shall be filled annually by appointment of the Board at their first meeting following the Annual General Meeting. This position's duties shall include, but not be limited to, overseeing, analyzing and reporting on the financial records of the G.L.H.A, budgeting, presenting a financial report at the Annual General Meeting and such other duties as might be assigned from time to time by the Board.

7.05 Technical Director. The position of Technical Director may be filled by appointment of the Board at their first meeting following the Annual General Meeting. If a Technical Director is appointed, this position's duties shall include, but not be limited to, overseeing the coaching, training, initiation, and harassment clinics for the G.L.H.A and reporting to the Members through the Board any changes in regulations, rules, policies or requirements as set forth by the CHA, OHF, MHAO, and such other duties as are assigned by the Board from time to time.

7.06 Office Held at Board's Discretion. Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed,
- (b) the Officer's resignation, or
- (c) such Officer's death.

SECTION 8 - PROTECTION OF DIRECTORS AND OTHERS

8.01 Protection of Directors and Officers. No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money 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, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

8.02 Indemnity and Insurance.

- (a) The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or Officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

- (b) The Corporation shall advance monies to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.02(a). The individual shall repay the monies if he or she does not fulfill the conditions of Section 8.02(c).
- (c) The Corporation shall not indemnify an individual under Section 8.02(a) unless he or she (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a director or Officer or in a similar capacity at the Corporation's request and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
- (d) The Corporation shall also indemnify the individual referred to in Section 8.02(a) in such other circumstances as the Act or the 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.
- (e) The Corporation shall purchase and maintain directors' and officers' liability insurance for the benefit of all Directors and Officers of the Corporation.

SECTION 9 - CONFLICT OF INTEREST

9.01 Conflict of Interest. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

SECTION 10 - COMMITTEES

10.01 Committees may be established by the Board as follows:

- (a) The Board may authorize and create committees, whether standing or ad hoc, or otherwise engage such assistance, as it shall from time to time deem necessary or advisable. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. Notwithstanding the following, the Board shall determine the composition and terms of reference for any such committee, to be maintained in the G.L.H.A Policy Manual. The Board may dissolve any committee by resolution at any time.

10.02 The current Standing committees of the G.L.H.A. are as follows, and may be varied from time to time as the Board may determine to be necessary:

- (a) The G.L.H.A. Recreational League;
- (b) The G.L.H.A. Seeded Hockey League;
- (c) The Resolution Committee; and
- (d) The Operations Review Committee.

10.03 The G.L.H.A. Recreational League. The G.L.H.A. Recreational League shall be made up of house league teams from the Affiliated Associations as regulated by the Affiliation Agreement and the Leagues Constitution and by-laws herein and hereafter called League Rules.

10.04 The G.L.H.A. Seeded Hockey League. The G.L.H.A. Seeded Hockey League shall be made up of in-city competitive teams from the Affiliated Associations as regulated by the Affiliation Agreement and the Leagues Constitution and by-laws herein and hereafter called League Rules.

10.05 The Resolution Committee. The Resolution Committee shall consist of a minimum of three (3) members of the Board appointed from time to time by the Board as the need arises to hear and resolve all appeals and disputes. No member of the Board shall be eligible to serve on a Resolution Committee or to vote on any protest, appeal or question involving directly the Affiliated Association of which they represent or is their home Affiliated Association. The committee may make rules for its proceedings and the performance of its duties subject to the authority and approval of the Board. All persons appearing before this committee shall be given full opportunity to be heard. This committee has the power to hear and deal with all complaints or appeals as authorized by the Board. This committee shall as soon as possible after the conclusion of proceedings make a report to all persons directly involved in the matter, and to the Board. This committee also has the power to conduct any investigation or hearing as directed by the Board from time to time and to make a report of such investigation or hearing to the Board.

10.06 The Operations Review Committee. The Operations Review Committee shall be made up of members who have a history of G.L.H.A. experience. They will review all facets of the G.L.H.A. organization and its programs and make recommendations to the Board on an on-going basis.

SECTION 11 – MEMBERS

11.01 Members. Membership in the Corporation shall consist of:

- a) all registered minor hockey players of the G.L.H.A represented by their carded or rostered Head Coach (one per team);
- b) every voting member of the G.L.H.A. Executive board of directors;

- c) every individual appointed by the Corporation's Board of Directors providing they have completed their assigned duties to the satisfaction of the Board of Directors and the requirements of the provisions herein and who have been accepted into membership in the Corporation by resolution of the Board; and
- d) five persons appointed from each Affiliated Association in good standing, who have been accepted into membership in the Corporation by resolution of the Board;

11.02 Membership. Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act, or if their office by which they became a Member, has come to an end.

11.03 Disciplinary Act or Termination of Membership for Cause. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

11.04 Fees. There shall be no membership fees or dues payable to the Corporation by the Members, unless otherwise directed by the Board.

SECTION 12 - MEMBERS' MEETINGS

12.01 Annual Meeting. The Annual General Meeting shall be held at a place within Ontario on a date fixed by the Board from time to time, but such date shall always be after the Annual General Meetings of all Affiliated Associations have been held. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the Annual General Meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor or person who has been appointed to conduct a review engagement;

- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

Subject to the provisions of the articles, if any, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting.

12.02 Special Members' Meetings. The Directors may call a special meeting of the Members ("Special Members' Meeting"). The Board shall call a Special Members' Meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought, unless the Act provides otherwise.

12.03 Notice. Subject to the Act, 30 days' notice of any Annual or Special Members' Meeting shall be given to each Member and to the auditor or person appointed to conduct a review engagement, and such Notice shall include its location, agenda, and any resolutions or proposed amendments to the By-laws. Notice of the Annual General Meeting, including its location, agenda, and any resolutions or proposed amendments to the By-laws of G.L.H.A shall be given effect by posting same on the G.L.H.A website by the 30th day of April proceeding the Annual General Meetings. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

12.04 Quorum. A quorum for the transaction of business at any Members' meeting is all of the voting members of the Board, being the Presidents or Chairpersons of the Affiliated Associations, or their representatives, and the G.L.H.A Chairperson or Vice Chairperson, or their representative. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

12.05 Chair of the Meeting. The Chairperson shall be the chair of the Members' meeting; in the Chairperson's absence, the Vice Chairperson, if present, shall be the chair of the Members' meeting. If neither is present, members present at any Members' meeting shall choose another Director as chairperson and if all of the Directors present decline to act as chairperson, the Members present shall choose one of their number to chair the meeting.

12.06 Voting of Members. Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- (a) each Member in good standing shall be entitled to one vote at any meeting;
- (b) all persons voting must be at least 18 years of age;
- (c) members may not vote by proxy;
- (d) votes shall be taken by a show of hands or by secret ballot, but the latter shall be used only when it is requested by a majority of the voting members then in attendance;
- (e) before or after a show of hands has been taken on any question, the Chairperson of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chairperson of the meeting shall direct;
- (f) an abstention shall not be considered a vote cast;
- (g) if there is a tie vote, the Chairperson shall require a written ballot, and if there is a tie vote upon written ballot, the Chairperson shall have a second or casting vote; and
- (h) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

12.07 Adjournments. The Chairperson may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

12.08 Dispensing with Audits. Members of the Corporation may pass an Extraordinary Resolution,

- (a) to have a review engagement instead of an audit in respect of the Corporation's financial year if the Corporation had annual revenue in that financial year of more than \$500,000 or such other prescribed amount; or

- (b) to not appoint an auditor and to not have an audit or a review engagement in respect of the Corporation's financial year if the Corporation had annual revenue in that financial year of \$500,000 or less or such other prescribed amount.

12.09 Persons Entitled to be Present. The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chairperson of the meeting or with the majority consent of the Members present at the meeting.

12.10 Members' Rights. Members are entitled to submit proposals for topics to be discussed at a Members' meeting in accordance with Section 12.03. Members may nominate a potential director for election in accordance with Section 5.03, so long as they have the approval of at least five percent (5%) of the Members.

12.11 Participation by Telephonic or Electronic Means. A Member may participate in a Members' meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Member participating by such means is deemed to be present at that meeting.

SECTION 13 - NOTICES

13.01 Service. Subject to Section 12.03 regarding Notice of any Annual General Meeting, any notice otherwise required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

13.02 Error or Omission in Giving Notice. The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 14 – EXECUTION OF DOCUMENTS

14.01 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by either the Chairperson, Vice Chairperson, or the Treasurer. Contracts in the ordinary course of the G.L.H.A.'s operations may be entered into on behalf of the Association by any person authorized by resolution of the Board.

14.02 Any cheques, bills or exchange or other orders for the payment of money, notes or other evidences of indebtedness assured in the name of the G.L.H.A., shall be signed by any two of the following: the Chairperson, Vice Chairperson, or Treasurer of G.L.H.A in such manner as shall from time to time be determined by resolution of the Board, and any two such Officers may alone endorse notes and drafts for collection on account of the G.L.H.A. through its Bankers, and endorse notes and cheques for deposit with the Association's Bankers for the credit of the G.L.H.A., or the same may be endorsed 'For Deposit' with the Bankers of the G.L.H.A by using the G.L.H.A.'s rubber stamp for the purpose.

14.03 In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

14.04 Investing. The G.L.H.A. may be authorized by resolution of the Board to invest monies of the Association, not immediately required for its objectives, in investments permitted for registered insurance companies by the Canadian Insurance Companies Act or any legislation which may be substituted therefore, or pursuant to the Trustee Act.

SECTION 15 - ADOPTION AND AMENDMENT OF BY-LAWS

15.01 Amendments to By-laws. Amendments of this By-law or any By-Law of the G.L.H.A, may be made by special resolution at any Annual General Meeting or Special Meeting of Members called for such purpose. Amendments to be proposed by the Board, by any Member, or by any Affiliated Association at an Annual General Meeting must be submitted to the Board in writing on or before the 15th day of April preceding the Annual General Meeting. Each proposed amendment must be made in writing clearly indicating the resolution or amendment sought and who is making it, and such writing must be received by the Board no later than the 15th day of April preceding the Annual General Meeting. Notice of amendments to be proposed at a Special Meeting of Members shall be given pursuant to section 12.03.

15.02 A copy of the proposed amendment, along with the Notice of the meeting, shall be forwarded to each Member at least 30 days in advance of the Annual General Meeting or Special Members' Meeting.

15.03 Amendments to this or any other By-Law of the G.L.H.A cannot be made without the approval of 70% of the Members present and voting at the Annual General Meeting or Special Members' Meeting. The amended By-laws take effect after approval of a special resolution at the Annual General Meeting or Special Members' Meeting.

ENACTED by the Board of Directors this _____ day of _____, 2024, to be effective on _____, 2024.

CONFIRMED by the Members of the Corporation this _____ day of _____, 2024, to be effective on _____, 2024.

(Chairperson)

(Secretary)