



**VALLEY WILD FEMALE HOCKEY ASSOCIATION
MEMORANDUM OF ASSOCIATION and BY-LAWS**

MEMORANDUM OF ASSOCIATION

WHEREAS Valley Wild Female Hockey Association is a voluntary Association of "members" and "individuals", as defined in By-Law 5, designed to promote and foster amateur hockey throughout the Female Nova Zone as defined by Hockey Nova Scotia;

AND WHEREAS Hockey Nova Scotia is the self-governing body of all amateur hockey in Nova Scotia;

AND WHEREAS Valley Wild Female Hockey Association consists of Amateur Hockey Teams, Registered On-Ice and Team Officials, Members and Individuals elected and/or appointed in accordance with the Association's' By-Laws;

AND WHEREAS Valley Wild Female Hockey Association members share the same goals, philosophy and responsibilities of membership, and agree to be governed by a uniform set of rules and By-Laws that it shall establish from time to time.

Valley Wild Female Hockey Association's objectives are to:

1. Foster and encourage the sport of amateur female hockey throughout the Female Nova Zone and support other associations in spirit;
2. Support and encourage teams, coaching staff and other members in the development of amateur hockey within their jurisdictions and responsibility;
3. Follow and uphold uniform playing rules for female amateur hockey;
4. Participate in Inter-Branch contests including nationals of female amateur hockey when required/possible;
5. Uphold vibrant "Learn to Play", IP/Novice and Atom to Midget programs within the Female Nova Zone;
6. Establish and uphold a promising rewards and retiring player program;
7. Continued relationship promoting transparency with surrounding Minor Hockey Associations: Acadia MHA, West Hants MHA and Western Valley MHA; and
8. Be an active participant during community events within the Female Nova zone to promote female amateur hockey.

VALLEY WILD FEMALE HOCKEY ASSOCIATION
BY-LAWS

BY-LAW ONE – NAME OF ASSOCIATION

1.1 This organization shall be called Valley Wild Female Hockey Association (hereafter referred to as VWFHA) and shall be comprised of the Female Nova Zone as defined by Hockey Nova Scotia.

1.2 Any future Clubs within the VWFHA shall bare the name Valley Wild in its title.

BY-LAW TWO – STATUS OF THE ASSOCIATION

2.1 Hockey Nova Scotia is the governing body of amateur hockey in Nova Scotia; an amateur hockey player is one who is not participating in organized professional hockey. VWFHA shall conduct itself to the betterment of female hockey within the Female Nova Zone, as set by HNS.

2.2 VWFHA shall create a Board of Directors (Officers), responsible for the administration of the Association's By-Laws and Policies.

2.3 VWFHA is a member of Hockey Nova Scotia, the governing body of amateur hockey in Nova Scotia.

BY-LAW THREE - INTENTIONALLY LEFT BLANK

BY-LAW FOUR – AMENDMENTS TO THE BY-LAWS

4.1 Amendments can only be made to the By-Laws at the Annual General Meeting or at a Special General Meeting of the VWFHA. With a quorum in place, a three fourths majority is required to adopt an amendment to a By-Law. At all Annual or Special General Meetings of VWFHA a quorum shall consist of at least 50% of board members/Officers plus 1 eligible-voting executive members. In the advent that less than 50% board members attend the meeting, a majority vote by voting members of the executive is acceptable.

4.2 Notices to amend the By-Laws must be received in writing or by electronic mail by the Association President 45 days before the Annual or Special General Meeting. The Association President shall communicate by posting on the VWFHA's website all such proposed amendments thirty (30) days before the Annual or Special General Meeting.

BY-LAW FIVE – MEMBERSHIP

5.1 Whenever used in the By-Laws, Rules or Policies, the words:

5.1.1 "Member" shall be deemed to include where the context permits, any person, teams, or association registered with VWFHA or participating in games or activities of any kind sponsored or organized by VWFHA.

5.1.1.1 The following are deemed to be "voting members" of VWFHA:

5.1.1.1.1 Parents or Guardians of the registered hockey players older than 18 years of age;

5.1.1.1.2 Individuals as defined within this section;

5.1.1.1.3 Individuals elected in accordance with VWFHA's By-laws; and

5.1.1.1.4 Individuals appointed in accordance with VWFHA's By-laws.

5.1.2 "Individual" shall include where the context permits, any player, coach, manager, official, volunteer affiliated with or associated with in any capacity, any team or association participating in games or activities of any kind sponsored or organized by VWFHA or any of its members and shall include game officials older than 18 years of age;

5.1.3 "Membership in VWFHA", as defined herein is purely voluntary, but application or acceptance of membership requires acceptance by VWFHA;

5.1.4 Membership may be acquired by registration to the Registrar of VWFHA, expressing compliance with and adherence to the By-Laws of VWFHA and accompanied by the requisite fee for membership. The Registrar will then forward to the VWFHA Board for acceptance. Implied acceptance is granted to all, except where required the Board may under guidance of Hockey Nova Scotia Female Council and Hockey Nova Scotia decide to revoke acceptance; and

5.1.5 VWFHA Memorandum of Association and By-Laws shall conform to the By-Laws of Hockey Nova Scotia and shall not at any time make any amendments to their own Memorandum of Association or By-Laws which conflicts with the By-Laws of Hockey Nova Scotia. Hockey Nova Scotia's Board of Directors through its Councils must approve such Memorandum of Association and any amendments to such Memorandum of Association or By-Laws on an annual basis.

5.2 A member may resign from membership in VWFHA by submitting its resignation in writing to the Registrar of VWFHA. Upon such resignation becoming effective such member shall forfeit all its rights and privileges.

5.3 All games played under VWFHA, and the qualifications of all persons competing in such games as members of its Teams, Leagues or Associations shall conform to the By-Laws, Rules and Policies of VWFHA and with the rules and conditions of competition adopted and prescribed by Hockey Nova Scotia Female Council.

5.4 Any member shall be subject to forfeiture or suspension in the event of failure to comply with any requirements of VWFHA or any decree or ruling of the VWFHA Executive Board of

Directors and it is expressly stipulated that any decree of forfeiture or suspension when affirmed by two-thirds vote of the VWFHA Board of Directors voting, shall be binding until the next Annual or Special General Meeting of VWFHA.

5.5 The Female Nova Zone consists of members who are involved in female hockey and fall within the boundaries of the Minor Hockey Associations of West Hants, Kings County, Annapolis County and Digby County.

5.6 Members may also include members from other Hockey Associations or Zones who are permitted by Hockey Nova Scotia and the Officers of the Board of Directors to play within VWFHA.

BY-LAW SIX – EXPULSION

6.1 Any violation of the By-Laws or policies, or failure to accept and endorse all decisions of VWFHA or the Board of Directors shall render a member, or individual liable to expulsion by a two-thirds vote VWFHA Board of Directors until the next Annual or Special General Meeting of VWFHA and the expulsion by a two-thirds vote of the directors voting at such meeting. (see By-Law 11)

BY-LAW SEVEN – THE OFFICERS, THEIR AUTHORITY AND RESPONSIBILITIES

7.1 The Officers of VWFHA shall be the President, Vice President, Past President, Vice President Hockey Operations, Vice President Finance, Vice President Administration, Vice President Coach Development and Vice President Player Development.

7.2 The Officers in 7.1 shall also be known as the Board of Directors.

7.3 The additional executive members of VWFHA shall be the Certification Coordinator, IT/Communications Coordinator, Scribe, Registrar, Atom Coordinator, Peewee Coordinator, Bantam Coordinator, Midget Coordinator, Equipment Manager, Ice Coordinator and Scheduler, Risk Management Coordinator and Referee-in-Chief. These positions are not required to be filled as a whole however, the Officer /VP will be responsible for the activity as per Fig 1.

7.4 The Officer positions with the exception of Immediate Past President shall be elected for a term of two (2) years at VWFHA Annual General Meeting. If there is more than one candidate for either position, then there shall be a vote. The voting for the Officers shall require separate ballots. For the position of President and Vice President, election requires a majority of fifty (50%) plus one (1) of the votes cast. If more than two (2) candidates are seeking election for one (1) of these two (2) positions, then the candidate who obtains the fewest votes is declared defeated. Voting continues until the required majority is obtained.

7.5 The Vice President Finance is preferred to be for a person from a financial background holding a designation of CPA.

7.6 Any Officer vacancy will be filled by the Executive Committee until the next Annual General Meeting.

7.7 The President and Vice Presidents may only serve two (2) terms of two (2) years.

7.8 To be eligible as Past President a person must have served one (1) complete two (2) year term as President. If a person fails to complete any subsequent term as President, such person shall have the right to serve as Past President.

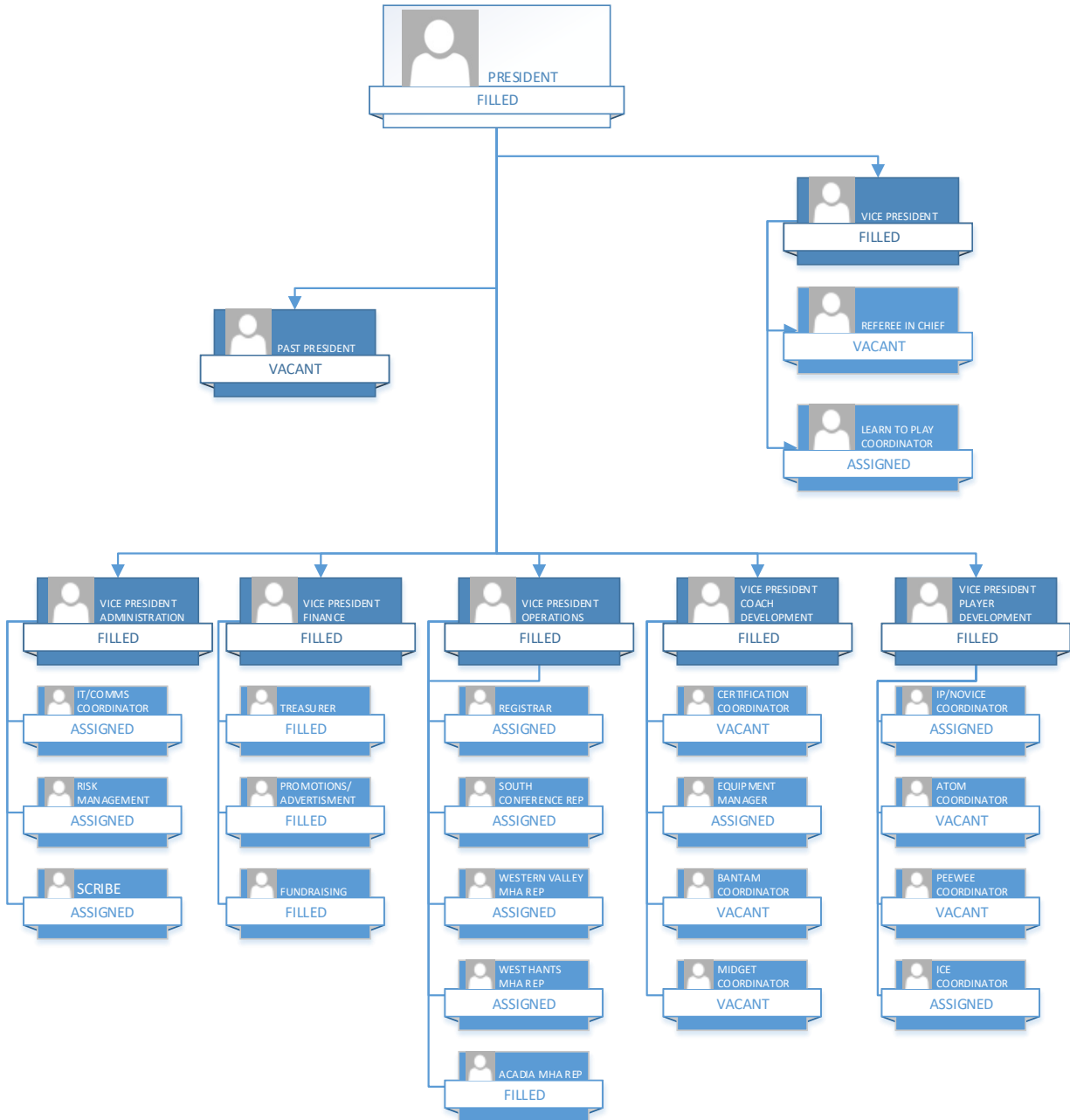


Fig. 1 - Valley Wild Female Hockey Association Organizational Chart

*Filled = Incumbent present, Assigned = filled by current board member, Vacant = to be filled when required

7.9 President's Responsibilities:

7.9.1 The President shall:

- 7.9.1.1** Preside at all meetings of VWFHA. He/she shall generally perform the duties usual to the Office of President and may at his/her discretion, order the calling of a Special General Meeting of VWFHA or its Committee(s);
- 7.9.1.2** Be a voting member of the Board of Directors exercising Veto vote where required;
- 7.9.1.3** In the case of emergency, may exercise all the duties and powers of any of the Board of Directors, but such action shall be referred within fifteen (15) days to the Board of Directors for approval or rejection;
- 7.9.1.4** Has the power to suspend any member/volunteer under the jurisdiction of VWFHA to include but not limited to: player, parent, team official, league volunteer/board member, association volunteer/board member, coach or referee for any breach or violation:
 - 7.9.1.4.1** Of the provisions of the By-Laws and Playing rules;
 - 7.9.1.4.2** Of any decision or ruling of the Board of Directors;
 - 7.9.1.4.3** Involving unsportsmanlike conduct on or off the ice;
 - 7.9.1.4.4** Involving abusive language to any of the officials; or
 - 7.9.1.4.5** Involving an alleged infraction of the amateur definition.

Provided that the President or designate is satisfied that such player, coach, manager, team member or individual has committed such breach or violation. Such suspension will be automatically and continuously effective until dealt with by the Board of Directors who shall deal with such suspension within fifteen (15) days;
- 7.9.1.5** Convene Complaints Committees to investigate and recommend complaint resolutions to the Board of Directors for complaints that arise within VWFHA;
- 7.9.1.6** The President or designate shall have the power to impose such suspension in respect to any incident which may occur at any time whether having to do with a game of any kind (exhibition, regularly scheduled or otherwise). Such suspension automatically terminates at the expiration of the period of suspension. All VWFHA Teams will recognize such suspensions and the President shall notify those necessary of such suspensions and

penalties. Any person so suspended shall have the right to appeal to Hockey Nova Scotia;

- 7.9.1.7 The President is an ex-officio member of all committees and shall have signing authority with any one of the designated signing officers approved by the Board of Directors;
- 7.9.1.8 Administer the applicable policies of the association; and
- 7.9.1.9 The President shall be the official representative to Hockey Nova Scotia and shall attend the General and Special Meetings of Hockey Nova Scotia.

7.10 Vice President – Responsibilities

7.10.1 The VP – shall:

- 7.10.1.1 Report directly to the President and in the absence of the President, shall exercise the powers and duties of the President and shall also perform all duties assigned by the President;
- 7.10.1.2 Be a voting member of the Board of Directors;
- 7.10.1.3 Be responsible for the Learn to Play program of VWFHA Operations including rules, regulations and policy;
- 7.10.1.4 Confirming the appointment of all team Head Coach, Assistant Coach, Trainer, Treasurer and Managers and oversee business accordingly;
- 7.10.1.5 Be the Board of Director's liaison and responsible for the monitoring of the Learn to play Coordinator and overall dealings;
- 7.10.1.6 Be a member of the Development Committee;
- 7.10.1.7 Serve on other FHA committees as required;
- 7.10.1.7 Oversee Referee-in-Chief as required;
- 7.10.1.8 Administer the applicable policies of the association; and
- 7.10.1.9 Other duties as assigned by the President.

7.10 Vice President Operations – Responsibilities

7.10.1 The VP – Operations shall:

- 7.10.1.1 Report directly to the President and in the absence of the President and Vice- President, shall exercise the powers and

duties of the President and shall also perform all duties assigned by the President;

- 7.10.1.2 Be a voting member of the Board of Directors;
- 7.10.1.3 Be responsible for the Hockey Operational side of VWFHA Operations including rules, regulations and policy;
- 7.10.1.4 Organize and oversee the tryout process;
- 7.10.1.5 Be the Board of Director's liaison and responsible for the monitoring and reporting on the South Conference agenda overseeing duties of the Registrar the and Minor Hockey Association representatives;
- 7.10.1.6 Be a member of the Development Committee;
- 7.10.1.7 Serve on other FHA committees as required;
- 7.10.1.8 Administer the applicable policies of the association; and
- 7.10.1.9 Other duties as assigned by the President.

7.11 Vice President Finance – Responsibilities

7.11.1 The VP–Finance, shall report directly to the President, and be the Chair of the Finance Committee, and in addition to the duties of the Finance Committee shall:

- 7.11.1.1 Be a voting member of the Board of Directors;
- 7.11.1.2 Be responsible for all aspects related to finance including business planning, and oversee fundraising and promotion/advertising;
- 7.11.1.3 Be responsible for budget development and maintenance and all aspects of financial support to ensure the effective operation of VWFHA;
- 7.11.1.4 Keep proper books of accounts;
- 7.11.1.5 Present to the Annual General Meeting and/or the Special General Meeting of VWFHA an Annual Report showing:
 - 7.11.1.5.1 The results of the yearly operation of VWFHA, including an annual budget; and
 - 7.11.1.5.2 Such other financial reports and matters as may appear to be of interest to VWFHA or that the Board of Directors of VWFHA may prescribe, including an annual budget.

- 7.11.1.6 Receive, in the name of VWFHA, all monies which shall be deposited in one or more chartered banks of VWFHA, and payout of the funds of VWFHA any costs, charges and expenses involved in the administration and operation of VWFHA in accordance with the policies and guidelines as laid down from time to time by the Finance Committee;
- 7.11.1.7 Invest money in the name of VWFHA in accordance with policies and guidelines as approved by the Finance Committee;
- 7.11.1.8 If directed by the Board, ensure the accounts of VWFHA are audited and reported upon annually by an auditor licensed pursuant to the Public Accountants Act, as may be appointed by the Finance Committee, as part of the cost of administration of VWFHA;
- 7.11.1.9 Serve on committees as required by the Board of Directors or the President;
- 7.11.1.10 Coordinate payment of all invoices and accounts in a prompt and orderly manner, include them in the financial statements and advise Vice President Operations monthly;
- 7.11.1.11 Work closely with the Registrar to ensure all fees are paid and accounted for;
- 7.11.1.12 Be responsible for the collection of delinquent accounts and in consultation with the Vice President Operations will take appropriate action to correct the situation of returned cheques. An approved fee (to be decided by the Board of Directors) will be charged to the individual member(s) for all returned cheques;
- 7.11.1.13 Administer the applicable policies of the association; and
- 7.11.1.14 Other duties as assigned by the President.

7.12 Past President – Responsibilities

7.12.1 The Past President shall:

- 7.12.1.1 Be a member the Board of Directors;
- 7.12.1.2 Be a voting member of the Board of Directors;
- 7.12.1.3 Chair the Appeals/Protests Committee;
- 7.12.1.4 Chair the Nominating Committee to elect a new President. In the event the Past President is unavailable the President shall fulfil this role;

- 7.12.1.5 Serve on committees as directed by the Board of Directors or President;
- 7.12.1.6 Chair By-Law committee;
- 7.12.1.7 Perform other duties as assigned by the President;
- 7.12.1.8 Administer the applicable policies of the association;

7.12.2 In the event there is not a Past President, the President shall assume these duties and delegate them if required.

7.13 Vice President Administration – Responsibilities

7.13.1 The duties of the Vice President Administration include but are not limited to:

- 7.13.1.1 Responsible for taking a preparing the minutes of the General and Executive Committee meetings, overseeing all communications and risk management;
- 7.13.1.2 Be a voting member of the Board of Directors;
- 7.13.1.3 Supplying copies of the minutes of all meetings as expeditiously as possible to the members of the Executive Committee and such other persons as authorized by the Executive Committee. The minutes, will be reviewed at the next Executive Committee Meeting and when approved shall be noted in the minutes of that meeting;
- 7.13.1.4 Produce meeting agenda from items submitted by members and vetted by the President. Put out a call for agenda items one (1) week prior to General and Executive Committee meetings;
- 7.13.1.5 Maintaining an archive of the minutes of all the meeting in soft copy (portable memory drive) and publish in a web-based forum (website);
- 7.13.1.6 Request VP reports prior to meetings and circulate them to the board members for review before all General and Executive Committee meetings;
- 7.13.1.7 Administer the applicable policies of the association; and
- 7.13.1.8 Perform other duties as assigned by the President.

7.14 Vice President Coach Development – Responsibilities

7.14.1 The duties of the Vice President Coach Development include but are not limited to:

- 7.14.1.1 Defining and managing the Coach Interview process;
- 7.14.1.2 Be a voting member of the Board of Directors;
- 7.14.1.3 Liaise with Hockey Nova Scotia Development personnel and the Vice President Player Development on coach development activities and programs;
- 7.14.1.4 Manage team staff disciplinary activities;
- 7.14.1.5 Administer the applicable policies of the association;
- 7.14.1.6 Be the Board of Director's liaison and responsible for the monitoring of Bantam and Midget Coordinators and the levels they coordinate, Coach certification and equipment management;
- 7.14.1.7 Organize and hold annual Coaches and Managers Meeting; and
- 7.14.1.8 Perform other duties as assigned by the President.

7.15 Vice President Player Development – Responsibilities

7.15.1 The Vice President Player Development is responsible for the management of the Association's development program and is the principal contact person within the Association for all skill development activities. More specifically, the Vice-President Player Development's duties include but are not limited to:

- 7.15.1.1 Liaise with Hockey Nova Scotia's Development personnel and the Association's hockey development volunteers and Vice President of Coach Development;
- 7.15.1.2 Be a voting member of the Board of Directors;
- 7.15.1.3 Outline the budgetary requirements for the overall development program and provide the leadership within the Association to achieve the program objectives;
- 7.15.1.4 Perform activities during the VWFHA tryout process and development programs;
- 7.15.1.5 Administer the applicable policies of the association;
- 7.15.1.6 Be the Board of Director's liaison and responsible for the monitoring of Ice Coordination, IP/Novice, Atom and Peewee Coordinators and the levels they coordinate;
- 7.15.1.7 Perform other duties as assigned by the President.

7.16 Certification Coordinator – Responsibilities

7.16.1 The duties of the Certification Coordinator include but are not limited to:

- 7.16.1.1** Administer and track coaching certification requirements, communicate certification opportunities, and advise Divisions Coordinators of those coaches and team staff who are not in compliance with certification requirements as determined by Hockey Nova Scotia;
- 7.16.1.2** Recommend appropriate training courses for coaches where appropriate;
- 7.16.1.3** Recommend first aid training and special courses (e.g. power skating) where appropriate; and
- 7.16.1.4** Administer the applicable policies of the association.

7.17 Risk Management Coordinator – Responsibilities

7.17.1 The duties of the Risk Management Coordinator include but are not limited to:

- 7.17.1.1** Manage VWFHA's relationships with suppliers, vendors and any related contracts;
- 7.17.1.2** Ensure the association is properly insured;
- 7.17.1.3** Provide advice to the Executive on actions required to mitigate the Associations' risk;
- 7.17.1.4** Lead investigations or review panels when required and advise the Vice President Administration on the outcome and recommended action;
- 7.17.1.5** Distribute resource materials that will be used in the promotion of Risk and Safety Management in Hockey Nova Scotia program;
- 7.17.1.6** Promote the STOP and Respect in Sport Programs; and
- 7.17.1.7** Administer the applicable policies of the association.

7.18 IT/Communications Coordinator – Responsibilities

7.18.1 The duties of the IT/Communication Coordinator include but are not limited to:

- 7.18.1.1** Ensuring the Association membership is aware of activities, opportunities, successes and relevant issues by effectively using the association website, email communication and other appropriate public media; and

7.18.1.2 Administer the applicable policies of the association.

7.19 Referee-in-Chief – Responsibilities

7.19.1 The duties of the Referee-in-Chief include but are not limited to:

- 7.19.1.1** Report to the Vice President of the Association;
- 7.19.1.2** Recruit and train qualified officials for use by the Association;
- 7.19.1.3** Coordinate the scheduling of Officials and Timekeepers within the Association;
- 7.19.1.4** Recommend an Officials' fee schedule to the Executive for inclusion in the annual budget which will take effect at the beginning of the next hockey season. The fees will "not" be paid directly by the Association but rather directly by the individual teams for the competitive team games with reimbursement by the Association to the teams. The Association will pay the Official's fees for all Recreation league games directly to the Officials;
- 7.19.1.5** Maintain a work log on all Association Officials which may be requested from time to time by the Executive;
- 7.19.1.6** Provide to the Executive written evaluations for all Association Officials at least once yearly;
- 7.19.1.7** Administer the applicable policies of the association; and
- 7.19.1.8** The Referee-In-Chief cannot be a Head Coach, Assistant Coach or Trainer in the Association.

7.20 Ice Scheduler and Coordinator – Responsibilities

7.20.1 The duties of the ice Coordinator include but are not limited to:

- 7.20.1.1** Secure the rental of ice facilities for the Association. In performing this duty, the Ice Coordinator will follow the principles and policies established by VWFHA;
- 7.20.1.2** Liaise with the Vice President Finance in the preparation of the recommended budget. Special attention must be paid to potential inflation of ice rental costs for the upcoming season;
- 7.20.1.3** Act as the liaison with Hockey Nova Scotia and the appropriate Female Hockey leagues and ensure the Association acts in compliance with the rules, regulations and policies of those bodies; and

7.20.1.4 Administer the applicable policies of the association.

7.21 Midget, Bantam, Peewee and Atom Coordinator – Responsibilities

7.21.1 There shall be Divisional Coordinators selected by the Executive from interested members whose names shall be submitted through an open recruitment process;

7.21.2 The duties of the Divisional Coordinator include but are not limited to:

7.21.2.1 Support communications between the Executive, Coaching/Bench staff and parents;

7.21.2.2 Report to the Vice President Operations and Vice President Coach Development respectively and shall assist in the evaluation or placement processes at the appropriate level;

7.21.2.3 Divisional Directors shall be selected for Atom, Peewee, Bantam and Midget; and

7.21.2.4 Administer the applicable policies of the association.

7.22 Equipment Manager – Responsibilities

7.22.1 The duties of the Equipment Manager include but are not limited to:

7.22.1.1 Maintain an up to date inventory of all jerseys and equipment;

7.22.1.2 Issue and obtain receipt for all jerseys and equipment at the start of the season and ensure all jerseys and equipment are returned and accounted for at the end of season;

7.22.1.3 Arrange for the repair of jerseys and equipment where necessary. Advise Vice President Finance to seek approval from Board of Directors to approve any associated costs to VWFHA;

7.22.1.4 Recommend purchase of jerseys and equipment to the Executive Committee where applicable;

7.22.1.5 If directed by the Board, arrange through the Vice President Finance, appropriate insurance coverage for protection of jerseys and equipment from loss due to fire or theft;

7.22.1.6 Assist the Vice President Finance in the preparation of the budget with respect to the jerseys and equipment replacement requirements;

7.22.1.7 Under the direction of the Board, provide recognition to corporate team sponsors by ensuring that advertising crests are attached to the team jerseys appropriately; and

7.22.1.8 Administer the applicable policies of the association.

7.23 Registrar – Responsibilities

7.23.1 The duties of the Registrar include but are not limited to:

7.23.1.1. Organize, supervise and control all registration procedures and will supply each of the Vice Presidents and designated members of the Executive with master registration lists as soon as reasonably possible;

7.23.1.2 Maintain a record and work closely with the Vice President Finance to ensure all funds are collected and accounted for;

7.23.1.3 in conjunction with the President and Vice President Finance, establish a pro-rata refund of Association fees based upon individual circumstances for cases partial membership when the member cannot participate for a full season and wishes to withdraw as per association policy; and

7.23.1.4 Administer the applicable policies of the association.

BY-LAW EIGHT – THE BOARD OF DIRECTORS, THEIR AUTHORITY AND RESPONSIBILITIES

8.1 The Board of Directors shall consist of the Officers of the Board of Directors (By-Law 7):

8.1.1 The Board of Directors shall be determined as follows: (described in By-Law 7 and governed as outlined in By-Law 8);

8.1.1.1 The President shall be elected for a term of two (2) years at VWFHA's Annual General Meeting;

8.1.1.2 The Vice-President shall be elected for a two (2) year term at VWFHA's Annual General Meeting;

8.1.1.3 The Vice-President Operations shall be elected for a two (2) year term at VWFHA's Annual General Meeting;

8.1.1.4 The Past President is the previously elected President;

8.1.1.5 The Vice-President Finance shall be elected for a two (2) year term at VWFHA's Annual General Meeting;

8.1.1.6 The Vice-President Administration shall be elected for a two (2) year term at VWFHA's Annual General Meeting;

- 8.1.1.7** The Vice-President Coach Development shall be elected for a two (2) year term at VWFHA's Annual General Meeting;
 - 8.1.1.8** The Vice-President Player Development shall be elected for a two (2) year term at VWFHA's Annual General Meeting.
 - 8.1.1.9** The Atom, Peewee, Bantam and Midget Coordinators shall be elected for a one (1) year term by the Executive through a majority vote;
 - 8.1.1.10** The Referee-in-Chief, Registrar, Risk Management, Certification and IT/Communication Coordinators, Divisional Coordinators and Ice Scheduler and Coordinator shall be appointed for a two (2) year term by the elected members of VWFHA Board of Directors;
- 8.1.2** For clarity, the elected members of the Board of Directors of VWFHA are the President, the Vice-President, the Vice-President of Operations, Vice President Finance, Vice President Administration, Vice President Coach Development and Vice President Player Development. These elected members are the voting members of the Board of Directors. Those members appointed to the Board at 8.1.1.9 can make motions to the Board of Directors, are active participants in the debate of voting items but do not have a vote at the Board of Directors;
- 8.1.3** Any persons who have been duly elected or appointed to a new position with VWFHA at the VWFHA AGM will start their new position on the first Monday following the VWFHA AGM;

8.2 The management of the operation of VWFHA shall be vested in the Directors who, in addition to the powers and authorities provided by these By-Laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by VWFHA and are not hereby or by statute expressly directed or required to be exercised or done by VWFHA in general meeting, but subject nevertheless to the provisions of the statutes in that behalf and of these By-Laws as amended from time to time by VWFHA in general meeting; provided that no by-law so made shall invalidate any prior act of the Directors that would have been valid if such by-law had not been made. Without restricting the generality of the terms of the last preceding By-law and without prejudice to the powers conferred thereby, and the other powers conferred by these By-laws, the Directors shall have power:

- 8.2.1** to take such steps as they see fit to carry out any agreement or contract made by or on behalf of VWFHA;
- 8.2.2** to purchase or otherwise acquire for VWFHA any property, rights or privileges that VWFHA is authorized to acquire, and at such price and generally on such terms and conditions as they see fit;
- 8.2.3** at their discretion to pay for any property, rights or privileges acquired by, or services rendered to VWFHA either wholly or partially in cash or in shares, bonds, debentures or other securities of VWFHA, and any such shares may be issued either a fully paid-up, or with such amount credited as paid-up thereon as may be agreed upon;

- 8.2.4** to make and give receipts, releases and other discharge for money payable to VWFHA and proclaims and demands of VWFHA;
 - 8.2.5** from time to time to make, vary and repeal rules related to the business of VWFHA, its Officers and servants, the members of VWFHA or any section or class of them;
 - 8.2.6** to enter into all such negotiations and contracts, rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of VWFHA as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of VWFHA;
 - 8.2.7** to adjudicate all disputes between VWFHA teams, VWFHA members or any other members or individuals which arise which are not possible to be resolved through normal process;
 - 8.2.8** to impose and enforce appropriate penalties for any violation or breach of the By-Laws, Policies or Playing Rules of Hockey Nova Scotia or for any violation or breach of any decision or ruling of the Board of Directors; and
 - 8.2.9** to authorize use of VWFHA name, logos, images, and brand by partners, Hockey Nova Scotia and clubs within the VWFHA.
- 8.3** Signing authority for financial matters or as an Officer of VWFHA is limited to the President, Vice President, Vice President Operations and the Vice President Finance. This includes wiring cheques.
- 8.4** Each Board member shall have one (1) vote.
- 8.5** The President shall only vote in the event of a tie.
- 8.6** During the hockey season, any vacancy in the Board of Directors shall be filled by an appointment by the Board of Directors. All vacancy appointments shall be approved by the Board of Directors via majority vote and be in place until the next annual meeting.
- 8.7** By a majority vote, the Board of Directors, at any meeting of the Board, may remove any Officer, any member of the Board of Directors who, by being remiss or neglectful to duty, or who by conduct intending to impair his/her use in VWFHA shall be deemed to have forfeited his/her position.

BY-LAW NINE - INTENTIONALLY LEFT BLANK

BY-LAW TEN – MEETINGS OF VWFHA COUNCILS AND COMMITTEES

10.1 The Annual Meeting of VWFHA shall be held within the Female Nova Zone no later than the last Saturday in May of each year with a minimum 45 day notice by way of electronic mail and by posting on the VWFHA website. The date, place and time of such meeting shall be at the discretion of the Board of Directors of VWFHA.

10.2 Final notice of the Annual Meeting of VWFHA shall be sent by the President at least 7 days prior to the date of such meeting by way of electronic mail or the VWFHA web site and include a copy of the proposed agenda.

10.3 There should be a Semi-Annual Meeting of VWFHA held no later than the last Saturday of February of each year with a minimum 45 day notice by way of electronic mail or by posting on the VWFHA website. The date, place and time of such meeting shall be at the discretion of the Board of Directors of VWFHA.

10.4 Special or General Meetings may be called by the President upon a, no less than, 7 day notice to those as outlined in By-Law 11 by way of electronic mail or the VWFHA web site. A Special or General Meeting shall be called by the President if requested to do so in writing by 25% of the voting delegates.

10.5 At all Annual, Semi-Annual or Special Meetings of VWFHA a quorum shall consist of at least 10 eligible-voting members. In the advent that less than 50 plus 1 voting members attend the meeting, a majority vote by voting and non-voting members of the Executive is acceptable.

10.6 The business of the Annual General Meeting/Semi-Annual Meeting of VWFHA shall be to receive and consider the financial statements/budgets of VWFHA, the reports of the Directors, to elect and appoint officers and directors in accordance with the process as contained in these by-laws and to transact any other business which under these By-Laws ought to be transacted at an ordinary general meeting.

BY-LAW ELEVEN – VOTING

11.1 At the Annual General Meeting, Semi-Annual Meeting and Special or General Meetings of VWFHA, the following shall be entitled to one (1) vote each:

11.1.1 A member as defined by By-Law Five (5) of this document;

11.2 At all meetings of VWFHA or of its Committees, voting shall be by a show of hands, unless otherwise decided.

11.3 Proxy votes for voting members of the Board of Directors will be accepted.

11.4 For the Board of Directors' meetings only the President may, of his own volition, order a mail or fax vote be taken by the Executive Director.

BY-LAW TWELVE– CONFLICT OF INTEREST

12.1 No Board Member of VWFHA shall have any connection with or hold any position whatsoever with any club/team or league under the jurisdiction of Hockey Nova Scotia or Hockey Canada without permission from the Board of Directors via a vote.

12.2 A potential conflict of interest is deemed to exist when a Board Member of VWFHA is involved:

12.2.1 As a member of an amateur hockey association, team or league;

- 12.2.2** Receives remuneration of any amount for any position of an amateur hockey association, team or league; or
- 12.2.3** In holding any position on an amateur hockey association, team or league.
- 12.3** When a potential conflict is deemed to have arisen, the member involved:
 - 12.3.1** Shall immediately notify the VWFHA Board of Directors;
 - 12.3.2** Shall not participate in discussions and shall withdraw/absent themselves from the meeting when any item is being discussed by the Board Member or any of its committees which the presiding chair considers a conflict;
 - 12.3.3** Shall not solicit information on any such item;
 - 12.3.4** Shall not be provided any information on any such item by any committee member or employee; and
 - 12.3.5** Abide by the decision of the Board of Directors who retain the decision on the participation of any member to the contrary through vote.