

# THE ONTARIO SPEED SKATING ASSOCIATION

## BY-LAWS

### ARTICLE I: GENERAL

1.1 Purpose – These By-Laws relate to the general conduct of the affairs of the Ontario Speed Skating Association, a corporation governed by the *Not-for-Profit Corporations Act, 2010* (Ontario).

1.2 Definitions - The following terms have these meanings in these By-Laws:

- a) *Act* – the *Not-for-Profit Corporations Act, 2010* (Ontario) and any regulations passed thereunder as amended from time to time or any act or regulation that may be substituted therefor.
- b) *Annual Meeting* - the annual meeting of the Association's Member Clubs held in accordance with these By-Laws.
- c) *Articles* - the instrument that incorporated the Association and any instrument that modifies its incorporating instrument, including articles of amendment, or restated articles of incorporation.
- d) *Association* – Ontario Speed Skating Association.
- e) *Auditor* – an individual, partnership, or corporation appointed by the Member Clubs at the Annual Meeting to audit the books, accounts, and records of the Association for a report to the Member Clubs at the next Annual Meeting.
- f) *Board* – the Board of Directors of the Association.
- g) *Committee* – a committee appointed by the Board in accordance with these By-laws.
- h) *Days* – days including weekends and holidays.
- i) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-Laws.
- j) *Executive Director* – an individual responsible for the administration of the Association as set out in section 5.3(e).
- k) *Good Standing* – as defined in section 2.12.
- l) *Member Club* – a club as described in Section 2.2.
- m) *Member Clubs' Meeting* – either an Annual Meeting or a Special Meeting;
- n) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these By-Laws.
- o) *Ordinary Resolution* – a resolution passed by at least a majority of the votes cast on the resolution.
- p) *Registered Participant* - Any individual who is a recreational speed skater, competitive speed skater, a coach, an official, manager, administrator, volunteer, parent or director who is interested in the purposes of the Association, who has registered with a Member Club and the Association, and who has agreed to abide by the Association's By-Laws, policies, procedures, rules and regulations.
- q) *Special Meeting* – a meeting, other than the Annual Meeting, of the Association's Member Clubs held in accordance with these By-Laws.
- r) *Special Resolution* – a resolution passed by at least two-thirds of the votes cast on the resolution.
- s) *Staff* – a paid employee of the Association or a Member Club, provided that this does not include contractors who are not employed by the Association or a Member Club.

1.3 Registered Office – The Association's registered office will be located at all times within the Province of Ontario.

1.4 Corporate Seal - The Association may have a corporate seal which may be adopted and may be changed by Board resolution.

1.5 No Gain – The Association will be carried on without the purpose of gain for its Directors, Officers or Member Clubs and any profits or other accretions to the Association will be used in promoting its objectives.

1.6 Ruling on By-Laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-Laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

1.7 Conduct of Meetings – Unless otherwise specified in the Act or these By-Laws, Member Clubs' Meetings and Board meetings will be conducted according to Perry's 'Call to Order' (current edition).

1.8 Interpretation – Word importing the singular will include the plural and vice versa, and words importing persons will include bodies corporate.

1.9 Headings – The headings used in the By-Laws are inserted for convenience of reference only.

## **ARTICLE II: MEMBERSHIP**

### **Membership Classes**

2.1 Categories – The Association will have one (1) class of Membership:

- a) Member Club.

### **Qualifications for Membership**

2.2 Member Club – An organized speed skating club registered with the Association with goals and objectives similar to the Association which has agreed to abide by the Association’s policies, procedures, rules and regulations.

### **Admission of Member Clubs**

2.3 Admission of Member Clubs - No Member Club will be admitted as a Member Club of the Association unless:

- a) The candidate Member Club has made an application for Membership in a manner prescribed by the Association;
- b) The candidate Member Club has been approved as a Member Club by the Board or by any Committee or individual delegated this authority by the Board;
- c) If, at the time of applying for Membership the candidate Member Club is currently a Member Club, the candidate Member Club is a Member Club in Good Standing;
- d) If the candidate Member Club was at any time previously a Member Club, the candidate Member Club was a Member Club in Good Standing at the time of ceasing to be a Member Club;
- e) The candidate Member Club has met the applicable definition listed in Section 2.2; and
- f) The candidate Member Club has paid dues and/or fees as prescribed by the Board.

### **Transfer of Membership**

2.4 Transfer – Membership, and any interest arising out of Membership, in the Association is not transferable.

### **Duration**

2.5 Duration – Membership for Member Clubs is accorded on an annual basis, subject to renewal in accordance with these By-Laws.

### **Membership Dues and/or Fees**

2.6 Dues and/or Fees – Membership dues and/or fees will be determined annually by the Board.

2.7 Deadline – A Member Club will be notified of the Membership dues and/or fees at any time payable by such Member Club.

### **Termination of Membership**

2.8 Withdrawal and Termination - Membership in the Association is terminated when:

- a) In the case of a Member Club that is a corporation, the Member Club is dissolved;
- b) The Member Club resigns from the Association. The Member Club will be responsible for all dues and/or fees payable until the actual withdrawal becomes effective.
- c) The Member Club’s term of Membership expires;
- d) By Ordinary Resolution of the Board at a duly called meeting, provided fifteen (15) Days’ notice of the meeting is given to the Member Club, and the Member Club is provided with reasons and the opportunity to be heard orally or in writing not less than five (5) Days before the termination of membership becomes effective. Notice will set out the reasons for termination of Membership and the Member Club receiving the notice will be entitled to submit a written submission opposing the termination. Reasons for termination may include, without limitation:
  - a. the Member Club failing to maintain any of the qualifications or conditions of Membership described in Sections 2.2 or 2.3 of these By-Laws;
  - b. the Member Club failing to pay Membership dues and/or fees or monies owed to the Association by the deadline dates prescribed; or

- c. the Member Club being deemed a Member Club not in Good Standing for six (6) consecutive months; or
- e) The Association is liquidated or dissolved under the Act.

2.9 May Not Resign – A Member Club may not resign from the Association when the Member Club is subject to disciplinary investigation or action.

2.10 Discipline – In accordance with the Association’s policies, procedures, rules and regulations relating to discipline of Member Clubs, the Board or a Committee of the Board to which the Board has delegated relevant authority, may by Ordinary Resolution of the Board or of the Committee at a duly called meeting, discipline a Member Club (including without limitation by suspending or restricting the Member Club’s membership, by otherwise sanctioning the Member Club, or by determining that the Member Club is not in Good Standing) provided fifteen (15) Days’ notice of the meeting is given to the Member Club, and the Member Club is provided with reasons and the opportunity to be heard orally or in writing not less than five (5) Days before the discipline becomes effective. Notice will set out the reasons for the discipline and the Member Club receiving the notice will be entitled to submit a written submission opposing the discipline. Reasons for discipline may include, without limitation, the Member Club failing:

- a. to maintain any of the qualifications or conditions of Membership described in Sections 2.2 or 2.3 of these By-Laws;
- b. to pay Membership dues and/or fees or monies owed to the Association by the deadline dates prescribed;
- c. to complete and remit all documents as required by the Association; or
- d. to comply with the Articles, By-Laws, policies, procedures, rules and regulations of the Association.

2.11 Dues and/or Fees Payable – Any dues and/or fees or other monies owed to the Association by suspended Member Clubs or by Member Clubs whose Membership has been terminated will remain due.

### **Good Standing**

2.12 Definition – A Member Club will be in Good Standing provided that the Member Club:

- a) has not ceased to be a Member Club;
- b) Has not had their Membership terminated;
- c) Has not had their Membership suspended, or had other Membership restrictions or sanctions imposed;
- d) Has completed and remitted all documents as required by the Association;
- e) Has complied with the Articles, By-Laws, policies, procedures, rules, and regulations of the Association; and
- f) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- g) Had paid all required Membership dues and/or fees.

2.13 Cease to be in Good Standing - Member Clubs which cease to be in Good Standing, as determined by the Board will not be entitled to vote at meetings of Member Clubs or be entitled to the benefits and privileges of Membership until such time as the Board is satisfied that the Member Club has met the definition of Good Standing as set out above.

## **ARTICLE III MEMBER CLUBS’ MEETINGS**

3.1 Member Clubs’ Meetings – The Association will hold meetings of Member Clubs at such date, time and place as determined by the Board within the Province of Ontario. Meetings of Member Clubs will include Annual Meetings and Special Meetings.

3.2 Annual Meeting –The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months after the Association’s fiscal year end.

3.3 Special Meeting - A Special Meeting may be called at any time by the Chair, by the Board, or upon the written requisition of ten (10%) percent or more of the Member Clubs. The agenda of a Special Meeting will be limited to the subject matter for which the Special Meeting was duly called.

3.4 Meetings by Electronic Means – A meeting of voting Member Clubs may be held by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility.

3.5 Participation in Meetings by Electronic Means – Any Member Club entitled to attend a Member Clubs' Meeting may participate in the meeting by means of telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A Member Club so participating in a meeting is deemed to be present at the meeting.

3.6 Notice - Written or electronic notice of Member Clubs' Meetings will be given to all Member Clubs in Good Standing at least ten (10) Days and not more than fifty (50) Days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Member Clubs to make informed decisions.

3.7 Waiver of Notice – Any person who is entitled to notice of a Member Clubs' Meeting may waive notice, and attendance of the person at the Member Clubs' Meeting is a waiver of notice of the Member Clubs' Meeting, unless the person attends the Member Clubs' Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Member Clubs' Meeting was not lawfully called in accordance with these By-laws.

3.8 Persons Entitled to Attend – All Member Clubs, the Directors, Auditor and such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Association are entitled to be present at a Member Clubs' Meeting. Any other person may be admitted only on the invitation of the chair of the Member Clubs' Meeting or by Ordinary Resolution of the Member Clubs.

3.9 Adjournment – Any Member Clubs' Meeting may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original Member Clubs' Meeting from which such adjournment took place. No notice will be required for any adjourned meeting occurring within thirty (30) Days of the initial Member Clubs' Meeting.

3.10 Annual Meeting Agenda – The agenda for the Annual Meeting may include:

- a) Call to Order
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda
- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Board, Committee and Staff Reports
- h) Report of Auditors
- i) Appointment of Auditors
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Termination of Meeting

3.11 New Business - Any Member Club who wishes to have new business placed on the agenda of a Member Clubs' Meeting will give written notice in accordance with the procedures approved by the Board, to the Association at least thirty (30) Days prior to the meeting date or upon the sole discretion of the Chair or designate.

3.12 Quorum – Ten (10) Member Clubs in Good Standing either present in person or by proxy will constitute a quorum. If a quorum is present at the opening of a Member Clubs' Meeting, the Member Clubs present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.13 Closed Meetings – Member Clubs' Meetings will be closed to the public except by invitation of the Board.

### **Voting at Member Clubs' Meetings**

3.14 Voting Privileges - Member Clubs will have the following voting rights at all meetings of Member Clubs:

- a) Member Clubs will appoint a Delegate in accordance with Section 3.16, who may attend and participate in meetings and is entitled to one (1) vote for every 50 Registered Participants or part thereof, registered with the Member Club and the Association in accordance with section 3.15.

3.15 Determination of Votes - The determination of votes for Annual Meetings will be based on paid registered participants of the Member Club and disclosed to the Association as of the end of the previous fiscal year, and for any Special Meeting will be based on paid Registered Participants of the Member Club and disclosed to the Association as of the date of the notice of the Special Meeting.

3.16 Delegates – Each Member Club will appoint in writing (inclusive of electronic notice) to the Association, at least seven (7) Days prior to each Member Clubs’ Meeting, a Delegate to represent the Member Club. Delegates must be eighteen (18) years of age and older.

3.17 Proxy Voting – Member Club Delegates may vote by proxy if:

- a) The proxy is designated to a voting Delegate. A voting Delegate may only carry one (1) additional proxy.
- b) The Member Club notified the Association in writing prior to the Member Clubs’ Meeting of an appointment of a proxyholder who is also a voting Delegate.
- c) The proxy is received by the Association at or prior to the start of the Member Clubs’ Meeting;
- d) The proxy clearly states the date of the specific Member Clubs’ Meeting; and
- e) The proxy clearly states to whom the proxy is given.

3.18 Scrutineers - At the beginning of each Member Clubs’ Meeting, the Board may appoint one (1) or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.19 Determination of Votes - Votes will be determined by a show of hands, orally or electronic ballot unless a ballot is requested by a Member Club.

3.20 Majority of Votes - Except as otherwise provided in the Act or this By-law, motions will be carried by Ordinary Resolution. In the case of a tie, the motion is defeated.

## **ARTICLE IV: GOVERNANCE**

### **Board Composition**

4.1 Directors – The Board will consist of seven (7) Directors.

4.2 Composition of the Board - The Board shall be composed of:

- (a) six (6) Directors at Large; and
- (b) the Athlete Representative.

4.3 At its option and discretion, in accordance with the Act, the Board may appoint one (1) additional Director at Large to the Board provided that at least three (3) Directors were elected at the most recent Annual Meeting. An appointed Director serves for a term that expires at the close of the next Annual Meeting.

### **Election of Directors**

4.4 Eligibility – To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- c) Not have been found to be incapable by any court in Canada or elsewhere;
- d) Not have the status of bankrupt;
- e) Not be an “ineligible individual” as defined in the *Income Tax Act*;
- f) Have a permanent Ontario address; and
- g) Agree to resign any position they may hold as a director or Staff with the Association or any Member Club within fourteen (14) Days after election as a Director.

4.5 Skills and Characteristics – Potential nominees as Directors will have one (1) or more of the following skills and/or characteristics:

#### *Characteristics*

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- b) Knowledge about roles and responsibilities of a Director, Board and staff

- c) Experience in formulating policy
- d) Experience in thinking strategically
- e) Knowledge about the sport of speed skating
- f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- g) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- h) Ethical and values based behavior
- i) Representative of client population (athlete & coach)
- j) Other attributes valued by the Board

*Skills*

- k) Accounting designation (CA, CMA, CGA)
- l) Legal designation (LL.B)
- m) Professional qualifications (MD, PhD, MBA, Sport Science)
- n) Personnel Management (Human Resource Professional designation)
- o) Media/Marketing/Public Relations contacts/experience
- p) Fundraising and funding source contacts
- q) Administration/Management experience
- r) Government relations/contacts
- s) Organizational development/Strategic Planning experience
- t) Other skills valued by the Board

4.6 Nominations Committee –The Board will appoint a Nominating Committee, which will be comprised of three (3) individuals appointed by the Board.

4.7 Responsibilities of the Nominating Committee - The Nominating Committee will be responsible to solicit nominations with the skills and characteristics defined in Section 4.4 for the election of the Directors.

4.8 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures and standards established by the Board or the Nominations Committee or both; and
- c) Be submitted to the Secretary thirty (30) Days prior to the Annual Meeting. This timeline may be amended by the Board.

4.9 Incumbents – Individuals currently on the Board wishing to be re-elected are not subject to nomination but must notify the Secretary in writing thirty (30) Days prior to the date of the AGM of their intention to seek re-election.

4.10 Nominations from the Floor – Nominations for the election of Directors will not be accepted from the floor.

4.11 Circulation of Nominations - Valid nominations will be circulated to voting Member Clubs fourteen (14) Days prior to the elections.

4.12 Election of the Directors – The election of Directors will take place annually at the Annual Meeting as follows:

- a) Three (3) Directors at Large and the Athlete Representative will be elected at Annual Meetings held in odd numbered years; and
- b) Three (3) Directors at Large will be elected at Annual Meetings held in even numbered years.

4.13 Decision – Elections will be decided by majority vote of the Member Clubs in accordance with the following:

- a) One Valid Nomination – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and

more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

4.14 Terms - Elected Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these By-Laws, unless they resign, or are removed from or vacate their office. Directors will be eligible for re-election as Directors up to a maximum of four (4) consecutive terms.

#### **Immediate Past Chair**

4.15 Immediate Past Chair – The Immediate Past Chair is defined as the immediate last person to occupy the position of Chair who completed their full term and was not re-elected as a Director, removed or resigned.

4.16 Term of Immediate Past Chair – The Immediate Past Chair may serve a maximum term of one (1) year, unless they resign, are removed from, or vacate their office.

4.17 Vacancy of Immediate Past Chair – If there is no Immediate Past Chair, as defined in section 4.15, the position of Immediate Past Chair will remain vacant.

4.18 Role of the Immediate Past Chair - The Immediate Past Chair may, at the request and discretion of the Chair or of the Board, act as an advisor to the Board.

#### **Resignation and Removal of Directors**

4.19 Resignation - A Director may resign from the Board at any time. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.20 Vacate Office - The office of any Director will be vacated automatically if the Director:

- a) resigns;
- b) is found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- c) is found to be incapable by any court in Canada or elsewhere;
- d) has the status of bankrupt;
- e) holds any position as a director or Staff with the Association or any Member Club; or
- f) dies.

4.21 Removal – A Director may be removed by Ordinary Resolution of the voting Member Clubs present at Member Clubs’ Meeting, provided the Director has been given fourteen (14) Days written notice of and the opportunity to be present and to be heard at such a meeting. A vacancy created by the removal of a Director may be filled at the meeting of the Member Clubs’ Meeting at which the Director is removed.

#### **Filling a Vacancy on the Board**

4.22 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position’s term of office.

#### **Board Meetings**

4.23 Call of Meeting – Board meetings will be held at any time and place as determined by a majority of the Directors or by the Chair.

4.24 Chair of Board Meetings – The Chair will be the chair of all Board meetings; in the absence of the Chair, the Vice Chair will be chair of meeting. The Board may appoint any other person to act as Chair.

4.25 Notice – Written notice, served other than by mail (which may include notice delivered by electronic communications) of Board meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) Days prior to the meeting. No Notice of a Board meeting is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.26 Number of Meetings – The Board will hold a minimum of four (4) meetings per year.

- 4.27 Quorum – At any Board meeting, quorum will be a majority of the Directors holding office.
- 4.28 Voting – Each Director is entitled to one (1) vote. Voting will be by a show of hands or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. In the event of a tie, the Chair is not entitled to a second vote and the relevant resolution shall be deemed to have been defeated.
- 4.29 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a Board meeting.
- 4.30 Closed Meetings – Board meetings will be closed to Member Clubs and the public except by invitation of the Board.
- 4.31 Meetings by Telecommunications - A Board meeting may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

#### **Powers of the Board**

- 4.32 Powers of the Board – Except as otherwise provided in the Act or these By-Laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.
- 4.33 Role of the Board – The Board shall supervise the management of, or manage, the affairs of the Association in accordance with the Act and these By-Laws, and the Board may make policies, procedures, rules and regulations in this regard.
- 4.34 Discipline – The Board may make policies, procedures, rules and regulations relating to discipline of Member Clubs, including without limitation suspending or declaring a Member Club not to be in Good Standing, and relating to discipline of Registered Participants, including without limitation suspending or declaring a Registered Participant not to be in Good Standing, and will have the authority to discipline Member Clubs and Registered Participants in accordance with such policies, procedures, rules and regulations.
- 4.35 Dispute Resolution - The Board may make policies, procedures, rules and regulations relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies, procedures, rules and regulations.
- 4.36 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.
- 4.37 Borrowing Powers – The Board may from time to time:
- (a) borrow money on the credit of the Association;
  - (b) issue, sell or pledge debt obligations, whether secured or unsecured, of the Association;
  - (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Association, to secure any debt obligations or any money borrowed, or other debt or liability of the Association; and
  - (d) delegate the powers conferred on the Directors under this By-law to such Officer or Officers of the Association and to such extent and in such manner as the Directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Association possessed by its Directors or Officers independently of a borrowing By-law.

#### **ARTICLE V: OFFICERS AND COMMITTEES**

- 5.1 Officers – The Officers will be the Chair, Vice-Chair, Secretary, Treasurer and the Executive Director.



5.2 The Board shall appoint the Chair, the Vice-Chair, the Treasurer and the Secretary from among the Directors at its first meeting following each Annual Meeting. The Board shall appoint the Executive Director from time to time who shall be employed or engaged by the Association as determined by the Board. 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

5.3 Duties - The duties of Officers are as follows:

- a) The Chair will be responsible for the general supervision of the affairs and operations of the Association, will preside at the Member Clubs' Meetings and at Board meetings and will perform such other duties as may from time to time be established by the Board.
- b) The Vice-Chair will support and assist the Chair in all duties and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will keep or cause to be kept proper accounting records as required by the Act; will cause to be deposited all monies received by the Association in the Association's bank account, will supervise the management and the disbursement of funds of the Association, when required will provide to, or cause to be provided to, the Board with an account of financial transactions and the financial position of the Association, will prepare or cause to be prepared annual budgets, and will perform such other duties as may from time to time be established by the Board.
- d) The Secretary will be responsible for the documentation of all amendments to the Association's Articles and By-Laws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all Member Clubs' Meetings, Board meetings and Committee meetings and will perform such other duties as may from time to time be established by the Board.
- e) The Executive Director will be responsible for the administration of the Association, liaison between the Board and staff (if any), supporting the Board in carrying out its duties, and overall management of all programs, activities, and personnel of the Association.

5.4 Delegation of Duties – At the discretion of the Officer and with approval of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Association, or to another Director.

5.5 Removal – An Officer may be removed by the Board, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a resolution is put to a vote.

5.6 Vacancy – Where the position of Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

### **Committees**

5.6 Appointment of Committees - The Board may appoint such Committees as it deems necessary for managing the affairs of the Association and may appoint members of Committees or provide for the election of members of Committees.

5.7 Quorum - A quorum for any Committee will be the majority of its voting members.

5.8 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and, subject to the Act, the Articles or these By-Laws, may delegate any of its powers, duties or functions to any Committee.

5.9 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy.

5.10 Chair - The Chair will be a non-voting member of all Committees.

5.11 Removal - The Board may remove any member of any Committee.

## **Conflict of Interest**

### 5.12 Conflict of Interest –

- (a) A Director or Officer of the Association who,
- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Association (“Contract” and “Transaction”); or
  - (ii) is a director or an officer of, or has a material interest in, any person who is a party to a Contract or Transaction or a proposed material Contract or Transaction with the Association,
- shall disclose to the Association or request to have entered in the minutes of Board meetings the nature and extent of such Director’s or Officer’s interest.
- (b) The disclosure required by Section 5.12(a) must be made, in the case of a Director,
- (i) at the Board meeting at which a proposed Contract or Transaction is first considered;
  - (ii) if the Director was not then interested in a proposed Contract or Transaction, at the first Board meeting after the Director becomes so interested;
  - (iii) if the Director becomes interested after a Contract is made or a Transaction is entered into, at the first Board meeting after the Director becomes so interested; or
  - (iv) if a person who is interested in a Contract or Transaction later becomes a Director, at the first Board meeting after the Director becomes a Director.
- (c) The disclosure required by Section 5.12(a) must be made, in the case of an Officer who is not a Director,
- (i) forthwith after the Officer becomes aware that the Contract or Transaction or proposed Contract or Transaction is to be considered or has been considered at a Board meeting;
  - (ii) if the Officer becomes interested after a Contract is made or a Transaction is entered into, forthwith after the Officer becomes so interested; or
  - (iii) if a person who is interested in a Contract or Transaction later becomes an Officer, forthwith after the Officer becomes an Officer.
- (d) Despite Section 5.12(b) and Section 5.12(c), if Section 5.12(a) applies to a Director or Officer in respect of a Contract or Transaction or proposed Contract or Transaction that, in the ordinary course of the Association’s business, would not require approval by the Board or Member Clubs, the Director or Officer shall disclose to the Association or request to have entered in the minutes of Board meetings, the nature and extent of such Director’s or Officer’s interest forthwith after the Director or Officer becomes aware of the Contract or Transaction or proposed Contract or Transaction.
- (e) A Director referred to in Section 5.12(a) shall not attend any part of a board meeting during which the Contract or Transaction is discussed and shall not vote on any resolution to approve the Contract or Transaction unless the Contract or Transaction is one for indemnity or insurance.

- (f) If no quorum exists at a Board meeting for the purpose of voting on a resolution to approve a Contract or Transaction only because a Director is not permitted to be present at the board meeting by reason of Section 5.12(e), the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.
- (g) A general notice to the board by a Director or Officer disclosing that such Director or Officer is a Director or Officer of or has a material interest in a person, or that there has been a material change in the Director's or Officer's interest in the person, and is to be regarded as interested in any Contract made or any Transaction entered into with that person is sufficient disclosure of interest in relation to any such Contract or Transaction for the purposes of this Section 5.12.
- (h) A Contract or Transaction for which disclosure is required under Section 5.12(a) is not void or voidable, and the Director or Officer is not accountable to the Association or its Member Clubs for any profit or gain realized from the Contract or Transaction, because of the Director's or Officer's interest in the Contract or Transaction or because the Director was present or was counted to determine whether a quorum existed at Board meeting or of the Committee of Directors that considered the Contract or Transaction, if,
  - (i) disclosure of the interest was made in accordance with this Section 5.12;
  - (ii) the Board approved the Contract or Transaction; and
  - (iii) the Contract or Transaction was reasonable and fair to the Association when it was approved.
- (i) Despite anything in this Section 5.12, a Director or Officer, acting honestly and in good faith, is not accountable to the Association or to its Member Clubs for any profit or gain realized from any Contract or Transaction by reason only of such Director or Officer holding the office of Director or Officer, and the Contract or Transaction, if it was reasonable and fair to the Association at the time it was approved, is not by reason only of the Director's or Officer's interest in it void or voidable if,
  - (i) the Contract or Transaction is confirmed or approved by Special Resolution at a Member Clubs' Meeting duly called for that purpose; and

the nature and extent of the Director's or Officer's interest in the Contract or Transaction are disclosed in reasonable detail in the notice calling the Member Clubs' Meeting.

## **ARTICLE VI FINANCE AND MANAGEMENT**

6.1 Fiscal Year – The fiscal year of the Association will be August 31 or such other period as the Board may from time to time determine.

6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.

6.3 Auditors - At each Annual Meeting, the Member Clubs will appoint the Auditor to audit the books, accounts and records of the Association. The Auditor will hold office until the next Annual Meeting. The Auditor will not be an employee or a Director of the Association. In the event that, in accordance with the Act, it has been determined that the books, accounts and records of the Association will be subject to a review engagement instead of an audit, in these By-Laws all references to “auditor” will be deemed to be to “person appointed to conduct a review engagement” and all references to “audit” will be deemed to be to “conduct of a review engagement”.

6.4 Books and Records - The necessary books and records of the Association required by these By-Laws or by applicable law will be necessarily and properly kept.

6.5 Signing Authority – Deeds, transfer, assignments, contract, obligations, and other instruments in writing requiring execution by the Association may be signed by any two (2) Officers authorized by the Board. The Board will have the power to appoint individuals to negotiate or prepare documents that may require signing by the Association and then designate them as signatories for the Association. Copies of all contractual documents and a description of their intent will be provided to the Board at the next meeting from the date of signing.

6.6 Property - The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

#### **Remuneration**

6.7 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

### **ARTICLE VII AMENDMENT OF BY-LAWS**

7.1 Effective Date - Subject to the Act, any new By-Law or amendment to, revision to, repeal of or addition to these By-Laws passed by the Board shall be in force until confirmed, confirmed with amendments, or rejected by a Special Resolution at the Member Clubs' Meeting at which such new By-Law or amendment to, revision to, repeal of or addition to these By-Laws is considered.

7.2 Notice in Writing – Notice of any new By-Law or amendment to, revision to, repeal of or addition to these By-Laws shall be included with the notice of the Member Clubs' Meeting.

### **ARTICLE VIII NOTICE**

8.1 Written Notice - In these By-Laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director, Member Club or Auditor, as the case may be.

8.2 Date of Notice - Date of notice will be the date on which the notice is delivered where the notice is hand-delivered or couriered, the date on which the notice is sent where the notice is delivered electronically, faxed or e-mailed, or five (5) Days after the date the mail is post-marked in the case of notice by mail.

8.3 Error in Notice - The accidental omission to give notice, the failure of any person to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the relevant meeting.

### **ARTICLE IX DISSOLUTION**

9.1 Dissolution - Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to another public benefit corporation (as that term is defined in the Act) with similar purposes to its own as determined by the Board in its sole discretion.

### **ARTICLE X INDEMNIFICATION**

10.1 Will Indemnify – The Association shall from time to time and at all times indemnify each Director or Officer of the Association, each former Director or Officer of the Association, and each individual who acts or acted at the Association's request as a director or officer, or in a similar capacity, of another entity against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of the individual's association with the Association or other entity.

10.2 Will Not Indemnify – The Association shall not indemnify an individual under section 10.1 unless:

- a) the individual acted honestly and in good faith with a view to the best interests of the Association or other entity, as the case may be; and
- b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

10.3 Insurance - The Association will, at all times, maintain in force such directors' and officers' liability insurance as may be approved by the Board.

## **ARTICLE XI    ADOPTION OF THESE BY-LAWS**

11.1    Adoption by Board – These By-Laws are adopted by the Board at a Board meeting duly called and held on August 24, 2022.

11.2    Ratification – These By-Laws are ratified by a Special Resolution of the Member Clubs present and entitled to vote at a Member Clubs’ Meeting duly called and held on December 7, 2022.

11.3    Repeal of Prior By-Laws -- In ratifying these By-Laws, the Member Clubs repeal all prior By-Laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.