

# **WESTERN ONTARIO ATHLETIC ASSOCIATION**



Dear Member:

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

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

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

President,  
W.O.A.A.

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



Founded in Wingham, Ontario on this

1st day of November 1942

Incorporated  
24 July 1986

REVISED

**19 September 2024**

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# **BOARD OF DIRECTORS**

**2024-2025 (revised September 26, 2024)**

## **PRESIDENT**

Mr. Len Perdue

-Saugeen Shores

## **IMMEDIATE PAST PRESIDENT**

Mr. Allan Dickson

-Wingham

## **VICE-PRESIDENTS**

Mr. Alex Neuman

-Durham

Mr. Donald Shropshall

-Clinton

## **DIRECTORS**

Mr. Brian Deitner

-Brussels

Mr. Steve Howson

-Blyth

Mr. Chris Michie

-Brussels

Mr. Paul Sebastian

-Brussels

Mr. Jeremy Urbshott

-Tara

Mr. Don Tremble

-Durham

Mr. Sheldon Dinsmore

-Gorrie

Mr. Mike Mulvey

-Wingham

## **LIFE MEMBER**

Mr. Bill DeHaan

-New Hamburg

Mr. David K. Black

-Barrie

## **EXECUTIVE ADMINISTRATOR**

Ms. Linda Espensen

-Wingham

## **ADMINISTRATIVE ASSISTANT**

Mr. Ryan Bader

-Mitchell

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

Mr. Dean Johnson

-Mount Brydges

## PREFACE

# WESTERN ONTARIO ATHLETIC ASSOCIATION



## BY-LAW NO. 1

A By-Law relating generally to the conduct of the business and affairs of WESTERN ONTARIO ATHLETIC ASSOCIATION, a corporation without share capital subject to the *Not-for-Profit Corporations Act, 2010* (Ontario).

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

REVISED: 2024

## 1. INTERPRETATION

### 1.1 Definitions

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

- (a) **“Act”** means the *Ontario Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15, and, where the context requires, includes the regulations made under it, and any statute amending or enacted in substitution therefore, from time to time, and in the case of such amendment or substitution, any references in the By-Laws of the Corporation to provisions of the Act shall be read as references to the amended or substituted provisions therefore.
- (b) **“Annual Meeting”** means the annual meeting of the Corporation;
- (c) **“Articles”** means the Letters Patent of the Corporation, as amended from time to time by articles of amendment;
- (d) **“Board”** means the board of directors of the Corporation;
- (e) **“By-Laws”** means this By-Law and all other By-Laws of the Corporation as amended and which are, from time to time, in force and effect;
- (f) **“Corporation”** or **“WOAA”** means Western Ontario Athletic Association, a corporation without share capital subject to the Act;
- (g) **“Director”** means an individual occupying the position of director, and **“Directors”** means all individuals occupying the position of director on the Board;
- (h) **“Letters Patent”** means the original letters patent incorporating the Corporation, as may have been amended from time to time by supplementary letters patent or articles of amendment, as applicable;
- (i) **“Members”** means all individuals, corporations, associations, athletic clubs or other organizations of all classes of membership in the Corporation as provided for in this By-Law, and **“Member”** means any one individual, corporation, association, athletic club or other organization of any class of membership;
- (j) **“Member’s Meeting”** means the Corporation’s Annual Meeting or Special Meeting, as applicable in the circumstances;
- (k) **“Officers”** means the individuals occupying the offices of the Corporation, including, but not limited to, the President, Vice-President, Secretary, and Treasurer, and **“Officer”** means any one of them;
- (l) **“Policies”** means written statements governing issues affecting the affairs of the Corporation, including, but not limited to, any code of conduct, rules and regulations or manuals of operation, which has been approved by the Board;
- (m) **“Special Meeting”** means any Member’s Meeting other than an Annual Meeting.

### 1.2 Other Definitions

Other than as specified in Section 1.1, words and expressions defined in the Act or regulations thereto have the same meanings when used herein, and any other By-Laws and resolutions of the Corporation. The word “including” means including, without limitation.

### 1.3 Gender, Number and Person

Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include all other genders and the word “person” shall include corporations, companies, partnerships, syndicates, trusts, organizations, associations and any number of aggregate person(s).

### 1.4 Headings

The headings used in the By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

### 1.5 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-Law 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.

## 2. **PURPOSES**

### 2.1 Purposes

The purposes of the Corporation shall be to provide structured and sustainable sports programs for individuals of all ages in western Ontario, including:

- a) to promote interest in the sports of softball, baseball, hockey, ringette and other sports, games and recreational activities;
- b) to organize and provide an opportunity to participate in amateur softball, baseball, hockey, ringette and other sports and games;
- c) to arrange championship matches, tournaments and competitions and receive grants and contribute towards prizes, awards and distinctions;
- d) to foster and promote goodwill, sportsmanship and respect among all Members;
- e) to promote the interest of the sports teams and officials affiliated with the Corporation;
- f) to do all such other things that are incidental or conducive to the attainment of the above purposes; and
- g) to use any profit or accretions to the Corporation solely for the purpose of the promotion of the above purposes.

### **3. REGISTERED HEAD OFFICE**

The registered head office of the Corporation shall be in the Twp. of North Huron, in the Town of Wingham, in the province of Ontario, as specified in the Articles or otherwise as the Corporation may from time to time determine by special resolution of the Board pursuant to the Act.

### **4. SEAL**

The corporate seal, if any, shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation for their use and safekeeping.

### **5. BOARD OF DIRECTORS**

#### **5.1 Governance**

The business and affairs of the Corporation shall be managed by the Board. The Board shall govern the Corporation in compliance with its purposes, Articles, By-Laws, the Act and all Policies, if any. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board. Every Director in exercising his or her powers and discharging his or her duties to the Corporation shall, act honestly and in good faith with a view to the best interests of the Corporation; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **5.2 Number of Directors**

The Board shall consist of the number of individuals as set out in the Articles that have been elected as Directors by the Members. If the Articles provide for a minimum and maximum number of Directors, the Members may by a special resolution, increase or decrease the number of Directors within such minimum and maximum range. If the Members have, by a special resolution or a provision in the Articles, empowered the Board to increase or decrease the number within the minimum and maximum range provided for in the Articles, the Board may increase or decrease the number of Directors from time to time within such range. Any such change to the number of Directors shall be in accordance with the Act.

#### **5.3 Eligibility**

Every Director shall be an individual, shall be eighteen (18) or more years of age, shall not be an undischarged bankrupt, shall not have been found under the *Substitute Decision Act, 1992* or under the *Mental Health Act* to be incapable of managing property, and shall not have been found incapable by any court in Canada or elsewhere. Every Director shall be a Member in good standing of the Corporation or shall become a Member in good standing of the Corporation within ten (10) days after election or appointment as a Director. No election or appointment of a Director is effective without consent given by such individual in writing prior to or within ten (10) days of the election or appointment.



#### 5.4 Term of Office

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

#### 5.5 Vacancies

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

If there is not a quorum of Directors, or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the remaining Directors shall forthwith call a Special Meeting of the Members to fill the vacancy, in default or if there are no Directors then in office, the meeting may be called by any Member.

If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided. If a vacancy occurs as a result of the Members removing a Director by special resolution, then the Members may fill the vacancy by an ordinary resolution at a meeting of the Members.

#### 5.6 Termination, Resignation and Removal

The office of a Director shall ipso facto be vacated:

- (a) If the Director dies.
- (b) If the Director becomes ineligible pursuant to Section 5.3 herein.
- (c) If by notice in writing to the President and the Corporation at its registered head office the Director resigns their office, 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.
- (d) If the Director is removed from office by the Members in accordance with Section 5.7 herein for absenteeism or a major infraction committed by such Director in violation of the Act, By-Laws, Articles and/or Policies.

#### 5.7 Election and Removal

The Directors who are elected or appointed shall be elected or appointed yearly. Those Directors who are elected shall be chosen by the Members at an Annual Meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. The whole Board, except those who are also Life Members, shall retire at the Annual Meeting at which the yearly election of Directors is to be made, but subject to the provisions of this By-

Law, shall be eligible for re-election, provided always that the Members of the Corporation may, by resolution passed by a majority of the votes cast at a Special Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term. Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board meetings shall be deemed to be a resignation of the said Director from the Board. The Board shall present a resolution to the Members for the removal of such absent Director at a Special Meeting called by the Board, and the resignation of such Director shall not become effective until the ordinary resolution is passed by majority vote of the Members.

Any Director and/or Officer deemed to be involved in activities in direct conflict with, or detrimental to the Corporation will be requested by the Board to cease and desist. While only the Members may remove a Director prior to the end of his term, the Board may, by special resolution passed at a special meeting of the Board, suspend a Director from attending and voting at Board meetings as a result of a major infraction alleged to have been committed by such Director, in violation of the Corporation's By-Laws, Articles and/or Policies pursuant to a formal complaint, where the nature and severity of such alleged infraction is sufficiently serious to warrant the Director's suspension from the Board until the earlier of such time as the Board has had a sufficient opportunity to investigate and either decide in favor of the suspended Director or the complainant, in which case the Board will call a Special Meeting at which the Members will decide either to remove or retain such Director.

## 5.8 Election Procedures

A number of Directors within the minimum and maximum range prescribed by the Articles, shall be elected yearly by the Members at the Annual Meeting.

### (a) Appointment of Directors

So long as there is a quorum of Directors elected in office, and there is a vacancy on the Board, such vacancy may be filled for the remainder of the term by the Directors then in office if they shall see fit to do so. Further, if the Articles provide for a minimum and maximum number range of Directors, and the maximum prescribed number of Directors has not been elected by the Members, the Board may appoint one or more additional Directors up to the maximum number prescribed by the Articles, who shall hold office for a term expiring not later than the close of the next Annual Meeting of the Members, provided that the total number of Directors so appointed by the Board may not exceed one-third of the number of Directors elected at the previous Annual Meeting of the Members.

### (b) Ex-officio Directors

At every Annual Meeting of the Members, the Immediate Past President may be appointed by the Board then elected as an Ex-officio Director of the Corporation for the following term in office, subject to approval of such appointment by resolution of the Members.

(c) In instances when the Immediate Past President who has been appointed to the Board by the Directors at an Annual Meeting and who's appointment was approved by resolution of the Members, vacates the office of Director during the term, another W.O.A.A. Past President may be appointed by the Board to fill such vacancy for the remainder of the term, subject to approval by resolution of the Members at a Special Meeting.

(d) Life Members

Members of the Corporation may elect Life Members, who shall be individuals. There shall not be more than three (3) such Members at any one time. They shall retain membership until such time as they may terminate their membership or are removed by the Members. Life membership must comply with the requirements of By-Law No. 1, 8.4.

## 5.9 Board Meetings

Meetings of the Board may be held either at the Registered Head Office or at any such place or places within or outside of Ontario. Special Board Meetings may be called by the President or a Vice President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be subject to the Act and limited to that specified in the notice calling the meeting.

## 5.10 Notice

A meeting of the Board may be convened by the Chairperson of the Board (if any and if so authorized by Special Resolution of the Corporation), the President, a Vice-President who is a Director or any two Directors at any time and the Executive Administrator when directed or authorized by any of such Officers to convene a meeting. Subject to the Act, notice for any meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in Article 9 of this By-Law not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place. Notice of any Board meeting need not specify the place of meeting if such meeting is to be held entirely by one or more telephonic or electronic means. If the directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

A Director may in any manner and at any time waive notice of a meeting of the Board and attendance of a Director at a meeting of the Board shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called. Furthermore, meetings of the Board may be held at any time without notice if all the Directors are present, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called, or if all of the absent Directors waive notice before or after the date of such meeting.

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

#### 5.11 Omissions of Notice

The accidental omission to give any notice or to send any document to any Director or other person or the non-receipt of any notice or document by any Director or other person or any error in any notice or document not affecting the substance of the notice or document shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

#### 5.12 Adjournment

Any meeting of the Board may be adjourned from time to time by the Chairperson of the meeting, with the consent of the Directors present at such meeting, to a fixed time and place. Notice of a meeting that continues an adjourned meeting of directors is not required to be given if the time and place of the continued meeting, and if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting are announced at the time of an adjournment. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present there at. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### 5.13 Regular Meetings

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

#### 5.14 Quorum

The number of Directors which shall constitute a quorum for the transaction of business shall be that which is set out in the Articles or a special resolution of the Corporation. In the event of no such provision and if only the minimum number of Directors within the range prescribed by the Articles hold the office of Director, then the minimum number of Directors required by the Articles shall constitute a quorum for the transaction of business. Notwithstanding any vacancy on the Board, a quorum of Directors may exercise all the powers of the Board.

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

With the consent of the Board thereto generally or in respect of a particular meeting, a meeting of the Board, or a committee of the Board, may be held in person and by such telephonic, electronic or other communication facility that permits all participants to communicate simultaneously and instantaneously with each other during the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board or of committees of the Board. A Director or any other person participating by such means is deemed to be present at that meeting for the purposes of establishing a quorum.

#### 5.16 Board Meeting Held Entirely by Electronic Means (Virtual Meetings)

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

#### 5.17 Accountant and Audit Requirements

Subject to any By-Law, and the requirements and waivers under the Act, on an annual basis, the Board shall appoint an accountant for the Corporation to conduct an independent audit or review of the Corporation's financial books, records and statements. The auditor's report, review engagement or notice to reader, as the case may be, of the accountant shall be finalized within six (6) months of the Corporation's financial year end, and delivered to the Board for approval, then made available to the Members for inspection upon request, and shall otherwise be presented annually to the Members at the Annual Meeting.

#### 5.18 Voting

Questions arising in any meeting of the Board or committees of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the meeting shall cast the deciding vote. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chairperson that the motion has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favor or against such motion. Voting by ballot shall be the method for arriving at decisions for disciplinary actions, terminations, protests and appeals. The Secretary of the meeting shall tally the votes when a vote by ballot is required. A resolution signed by all the Directors entitled to vote on that resolution at a meeting of the Board or of a committee of the Board is as valid as if it had been passed at a meeting of the Board or of a committee of the Board.

#### 5.19 Submissions of Contracts or Transactions to Members for Approval

The Board in its discretion may submit any contract, act or transaction for approval or ratification at any Annual Meeting of the Members or at any Special Meeting of the Members called for the purpose of considering the same and, subject to the provisions of Section 41 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Articles or any other By-Law) shall be valid and binding upon the Corporation and upon all the Members as though it had been approved, ratified or confirmed by every Member of the Corporation.

#### 5.20 Books and Records

The Board shall ensure that all necessary books and records of the Corporation required by the Act are regularly and properly maintained and any contracts or agreements are filed for safekeeping. The books and records shall be kept at the registered head office or as otherwise determined by the Board.

The following is a list of records that the Corporation shall keep:

- a) the Corporation's Articles, and By-laws, and amendments to them;
- b) the minutes of meetings of the Members and of any committee of Members;
- c) the resolutions of the Members and of any committee of Members;
- d) the minutes of meetings of the Directors and of any committee of Directors;
- e) the resolutions of the Directors and of any committee of Directors;
- f) a register of Directors;
- g) a register of Officers;
- h) a register of Members;
- i) accounting records adequate to enable the Directors to ascertain the financial position of the Association with reasonable accuracy on a quarterly basis; and
- j) a register of ownership interests in land, if any.

#### 5.21 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Corporation; provided that, the Board may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Corporation.

#### 5.22 Conflict of Interest

Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Corporation shall make a full and fair declaration of the nature and extent of the interest at a Board meeting.

- a) The declaration of a conflict of interest shall be made at the Board meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board meeting interested in the proposed contract or transaction or other matter, at the first Board meeting held after the Director becomes so interested.
- b) If the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested.
- c) If a person who is interested in a contract or transaction later becomes a Director, at the first meeting after he or she becomes a Director.
- d) After making such a declaration, no Director shall attend any part of a meeting of the Board during which the contract or transaction or other matter is discussed and shall not vote on any resolution to approve the contract or transaction or other matter, and such Director shall not be counted in the quorum in respect of such a contract or transaction or other matter, unless the contract or transaction or other matter is one relating to indemnity or insurance under Sections 5.23 and 5.24 of this By-Law. If no quorum exists 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 meeting, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.
- e) A general notice to the Board by a Director disclosing that he or she 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 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.
- f) A contract or transaction or other matter for which disclosure is required is not void or voidable, and the Director is not accountable to the Corporation or its Members for any profit or gain realized from the contract or transaction or other matter, because of the Director's interest in the contract or transaction or other matter or because the Director was present or was counted to determine whether a quorum existed at the meeting of the Board or of the committee of the Board that considered the contract or transaction or other matter, if disclosure of the interest was made in accordance with this Section 5.22, the Board approved the contract or transaction or other matter, and if the contract or transaction or other matter was reasonable and fair to the Corporation when it was approved.
- g) Despite anything in this Section 5.22, a Director, acting honestly and in good faith, is not accountable to the Corporation or to its Members for any profit or gain realized from any contract or transaction or other matter by reason only of his or her holding the office of Director, and the contract or transaction or other matter, if it was reasonable and fair to the Corporation at the time it was approved, is not by reason only of the Director's interest in it void or voidable if, the contract or transaction or other matter is confirmed or approved by special resolution at a meeting of the Members duly called for that purpose; and the nature and extent of the Director's interest in the contract or transaction or other matter is disclosed in reasonable detail in the notice calling the meeting.
- h) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section 5.22 or the Act, the Director shall account to and reimburse the Corporation for all profits realized, directly or indirectly, from such contract or transaction or other matter.

## 5.23 Protection of Directors and Officers

Except as otherwise provided in the Act or By-Laws, no Director or Officer, for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful neglect or default. The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any Director or Officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or Officer or shall have an interest in a person that is employed by or performs services for the Corporation, the fact of his being a Director or Officer of the Corporation shall not disentitle such Director or Officer or such person, as the case may be, from receiving proper remuneration for such services.

## 5.24 Indemnification of Directors

Every Director of the Corporation and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Corporation, so long as the Director acted honestly and in good faith with a view to the best interests of the Corporation, and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the Director had reasonable grounds for believing that his or her conduct was lawful, from and against:

- a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office;
- b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default; provided that, no Director of the Corporation shall be indemnified by the Corporation in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of a statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant; and



c) the Corporation may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

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

#### 5.25 Confidentiality

Every Director of the Corporation shall respect the confidentiality of matters brought before the Board for consideration in camera.

#### 5.26 Rules of Operation

Notwithstanding any other provision contained in this By-law, the Board shall have the power to pass, subject to the confirmation or ratification by resolution of the Members of the Corporation all necessary Policies, rules and regulations as they deem expedient related in any way to the operations of the Corporation, including, without limitation, the conduct of its Members, Directors and Officers, provided such rules and regulations are not otherwise inconsistent with the Articles, the Act or this By-law. Such prescribed Policies, rules and regulations shall have force and effect until the next Annual Meeting when they shall be confirmed by the Members. In the event of default of confirmation at such Annual Meeting the Policies, rules and regulations shall continue to have force and effect until the following Annual Meeting.

### 6. **OFFICERS**

#### 6.1 Appointment

The Board shall annually, or as may be required otherwise, and from time to time, appoint a President, and one or more Vice-President(s), Secretary, Treasurer and an Executive Administrator. No one shall be eligible to be elected to the position of President, unless having served at least one (1) year as a Vice-President, and from the said Officers, only the President is required to be a Director. Failing to elect an individual to the position of President, a senior Director (defined as a Director who has served five (5) years on the Board) may be appointed for the position by the Board. The Board may from time to time appoint such other Officers as it shall deem necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

#### 6.2 Termination, Resignation and Removal

Unless removed by the Board, an Officer shall hold office until the earlier of:

- (a) His resignation.
- (b) His death.
- (c) The appointment of his successor.

- (d) His ceasing to be a Director or Member of the Corporation if such is a necessary qualification of his appointment.
- (e) The meeting at which the Board annually appoints the Officers of the Corporation.

### 6.3 Vacancies in Office

If a vacancy occurs in any Office, or if for any reason an Officer is unable or unwilling to act in that capacity, a Board meeting shall be held within thirty (30) days for the purpose of electing or appointing a replacement Officer. The Board shall fill vacancies in offices for the balance of the unexpired terms from among those eligible to serve.

### 6.4 Remuneration and Removal

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

### 6.5 Powers and Duties

All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures. They shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board, subject however, to any special resolution of the Corporation. Every Officer in exercising his or her powers and discharging his or her duties to the Corporation shall act honestly and in good faith with a view to the best interests of the Corporation, and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Officer shall comply with the Act, the Articles, By-laws and Policies of the Corporation.

### 6.6 Duties of Officers May Be Delegated

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

### 6.7 President

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

#### 6.8 Vice President(s)

The Vice-President or if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act by the President provided that provisions of Section 6.1 in this By-Law are followed.

#### 6.9 Executive Administrator

The Board shall from time to time appoint an Executive Administrator and may delegate to him full power to manage and direct the business and affairs of the Corporation, (except such businesses and affairs of the Corporation as must be transacted or performed by other Officers, by the Board and/or by the Members); employ or discharge agents and employees of the Corporation and may delegate to them any lesser authority. The Executive Administrator shall conform to all lawful orders given to him by the Board on such matters and duties as required by the Act, including, without limitation, a special resolution of the Corporation, the Articles and By-Laws, and shall at all reasonable times give to the Board or any Director all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by the Executive Administrator shall be subject to discharge by the Board. The Executive Administrator and other staff shall receive a weekly salary. Salaries shall be determined by the Board on or about the 1st day of September each year, subject to the provisions of any resolution of the Board. The Executive Administrator shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks with depository or depositories as the Board may direct. He shall keep or cause to be kept the books of account and accounting records referred to in Section 98 of the Act. He may be required to give such bond for the faithful performance of his duties as the Board in their discretion may require. No Director shall be liable for failure to require any bond or for the insufficiency of any bond or any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

The Executive Administrator shall give or cause to be given notices for all meetings of the Board or the Executive Committee, if any, and Members when directed to do so and shall have charge of the minute books of the Corporation and of the documents and registers referred to in Section 92 of the Act.

#### 6.10 Financial Chairperson

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

#### 6.11 Conflict of Interest

Every Officer who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Corporation shall make a full and fair declaration of the nature and extent of the interest at a Board meeting.

- a) The declaration of a conflict of interest by an Officer shall be made at the Board meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Officer is not at the date of that Board meeting interested in the proposed contract or transaction or other matter, at the first Board meeting held after the Officer becomes so interested.
- b) If the Officer becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested.
- c) If a person who is interested in a contract or transaction later becomes an Officer, at the first meeting after he or she becomes an Officer.
- d) A general notice to the Board by an Officer disclosing that he or she is a director or officer of or has a material interest in a person, or that there has been a material change in the 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.
- e) A contract or transaction or other matter for which disclosure is required is not void or voidable, and the Officer is not accountable to the Corporation or its Members for any profit or gain realized from the contract or transaction or other matter, because of the Officer's interest in the contract or transaction or other matter if disclosure of the interest was made in accordance with this Section 6.11, the Board approved the contract or transaction or other matter, and if the contract or transaction or other matter was reasonable and fair to the Corporation when it was approved.
- f) Despite anything in this Section 6.11, an Officer, acting honestly and in good faith, is not accountable to the Corporation or to its Members for any profit or gain realized from any contract or transaction or other matter by reason only of his or her holding the office of Officer, and the contract or transaction or other matter, if it was reasonable and fair to the Corporation at the time it was approved, is not by reason only of the Officer's interest in it void or voidable if, the contract or transaction or other matter is confirmed or approved by special resolution at a meeting of the Members duly called for that purpose; and the nature and extent of the Officer's interest in the contract or transaction or other matter is disclosed in reasonable detail in the notice calling the meeting.
- g) If an Officer fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section 6.11 or the Act, the Officer shall account to and reimburse the Corporation for all profits realized, directly or indirectly, from such contract or transaction or other matter.

## 6.12 Indemnification of Officers

Every Officer of the Corporation and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Corporation, so long as the Officer acted honestly and in good faith with a view to the best interests of the Corporation, and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the Officer had reasonable grounds for believing that his or her conduct was lawful, from and against:

- a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office;
- b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default; provided that, no Officer of the Corporation shall be indemnified by the Corporation in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of a statute unless, in an action brought against him or her in his or her capacity as an Officer, he or she has achieved complete or substantial success as a defendant; and
- c) the Corporation may purchase and maintain such insurance for the benefit of its Officers as the Board may from time to time determine.

#### 6.13 Confidentiality

Every Officer of the Corporation shall respect the confidentiality of matters brought before the Board for consideration in camera.

### **7. COMMITTEES OF THE BOARD**

#### 7.1 Establishment

The Board may appoint from their number, or from the Officers, a managing Director or Officer, or a committee of Directors and/or Officers and may delegate to the managing Director, Officer or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated. 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. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

#### 7.2 Standing Committees

The following committees shall be Standing Committees of the Board:

- a) Sports;
- b) Discipline;
- c) Financial;

### 7.3 Sport Committee Chairpersons

The President shall appoint a Sports Chairperson for each sport group under the jurisdiction of the Corporation. Each Chairperson's appointment shall be subject to approval by a vote of the Board. To the extent possible and deemed advisable by the Board, these Chairperson(s) shall be appointed or elected as Officers or Directors, and shall be in attendance at all regular Board Meetings to present reports. The Sports Chairpersons term of office will coincide with that of the Officers and Directors and must be re-appointed each year.

### 7.4 Other

Nothing in this By-law shall be construed to limit the ability of the Board from abolishing or creating Standing Committees by By-law or from establishing such ad hoc committees or subcommittees by Board resolution as may be desired or required from time to time.

### 7.5 Standing Committee Procedure

All Standing Committees shall comply with the Act, all By-laws, Policies and procedures of the Corporation as from time to time established by the Board and/or the Members.

- (a) Meetings: Each Standing Committee shall meet at the call of the Chair but shall meet not less than four times per year.
- (b) Notice: Notice of all Meetings of Standing Committees shall be communicated to all members of the standing committee at least seven (7) days prior to the meeting, except that such notice may be waived by consent of all members of the Standing Committee.
- (c) Minutes: Standing Committees shall maintain and keep minutes of their meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.
- (d) Annual Report: Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Members at the Annual Meeting of the Corporation.

### 7.6 AD HOC COMMITTEES

The Board may establish such Ad Hoc Committees for such purposes as it may determine from time to time by resolution. The existence of each Ad Hoc Committee shall be terminated automatically upon the earlier of:

- a) The completion of its assigned task; or
- b) A resolution of the Board terminating such committee.

Except as otherwise provided by a By-Law of the Corporation, all Ad Hoc Committees shall be subject to the following requirements:

- a) Any Ad Hoc Committees shall comply with the Act, all By-laws, Policies and procedures of the Corporation as from time to time established by the Board and/or the Members;
- b) The Chairperson and members of all Ad Hoc Committees shall be appointed by the Board from among the Members of the Corporation who are qualified to hold office for a term of one (1) year and may be re-appointed for one or more additional terms of one (1) year;
- c) The Ad Hoc Committees shall meet at least once annually and more frequently at the discretion of its Chairperson or as required by its terms of reference and as requested by the Board;
- d) All Ad Hoc Committees shall be responsible for submitting a report after each meeting to the Board; and
- e) The Ad Hoc Committees established for individual sports shall be responsible for recommending rules and regulations to govern that sport for adoption by the Board.

## 8. **MEMBERS**

### 8.1 Entitlement

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

### 8.2 Membership Classes

There shall be two (2) classes of membership in the Corporation, as follows:

- a) Regular Members, with (2) subclasses, with no limit as to the number of such members:
  - a. Class 1;
  - b. Class 2.
- b) Life Members with a limit of three (3) such members.

### 8.3 Regular Members

- a) Any athletic club or league, including but not limited to corporations, associations and organizations or other entity involved in amateur softball, hockey or other sport in the province of Ontario may apply for membership. The term of such membership shall be one (1) year. Where extraordinary or peculiar circumstances exist, an athletic club or league may apply for late entry. Such late entries may only compete within the limits of and are subject to all rules and regulations, special and otherwise, as directed by the Board or respective Chairpersons. A Regular Member requesting a transfer to an affiliate

entity must apply in writing for a “*Request For Transfer*” which is subject to the conditions as stated in Section 8.10 of this By-Law. The Corporation shall recognize any individual authorized by a Regular Member, being an athletic club or league, including but not limited to a corporation, association or organization or other entity to represent the Member at meetings and such authorized individual may exercise all the power of that Member entity on its behalf.

b) Each Class 1 Regular Member shall be entitled to one vote per Representative Team that it has registered with the Corporation at a meeting of the Members.

c) Each Class 2 Regular Member shall be entitled to one vote for every two Local/House League teams that it has registered with the Corporation at a meeting of the Members. If a Regular Member has an odd number of Local/House League teams, the remaining team shall not be counted for voting purposes.

d) Individuals shall only be admitted by the Corporation as Members for the purpose of holding the office of Director in accordance with Section 8.5 below.

#### 8.4 Life Membership

Life Membership may be conferred upon an individual who has rendered a minimum of twenty years of faithful and contributory service to the Corporation or its predecessor; at least ten (10) of those years must be in a capacity as a Director or in a position appointed by the Board. Life membership shall be recommended by the Board and then must be approved by the Members. There shall not be more than three (3) Life Members at any one time. The term of such membership shall last until the earlier of a Life Member’s death, resignation or termination by the Members by the passing of a special resolution held at a Special Meeting of the Members. Life Membership shall be non-transferrable. Each Life Member shall be entitled to one vote at a meeting of the Members.

#### 8.5 Directors as Members

Those individuals who are elected by the Members to the Board and those persons otherwise appointed or elected to the Board shall become Members strictly for the purpose of their office and they shall not be subject to the membership fees which are assessed upon all other Members and they shall not have any voting rights at Members meetings.

#### 8.6 Members Register

The Secretary or Executive Administrator shall prepare and maintain a register of all current Members in each class. The Members’ register shall be kept at the registered head office of the Corporation and updated as necessary and made available for inspection to all Members and Directors subject to any conditions or limitations of inspection under the Act. Such Members’ register shall be used to determine eligibility to attend and vote at any Members Meetings.



## 8.7 Right to Vote

All Regular Members and Life Members, subject to Section 8.5 above, shall be entitled to notice of, and attend and vote at all Members Meetings, subject to the By-Laws, the Articles and the Act.

## 8.8 Resignation

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

## 8.9 Termination

Membership shall terminate upon the death or dissolution of a Member, when his term of membership expires (if any), upon the failure to pay membership dues within the prescribed time period, or when he ceases to be a member by resignation or removal. Subject to the By-Laws, Articles and the Act, Members of the Corporation may, by special resolution passed by a majority of the votes cast at a Special Meeting of the Members of which notice specifying the intention to pass such resolution has been given, terminate the membership of any Member of the Corporation.

## 8.10 Request for Transfer

When an agreement of affiliation is in effect, the President and the Secretary of such corporation, association, organization or other entity,, or if there is an individual team only, the coach and manager respectively, must submit a signed “*Request For Transfer*” to the Executive Administrator of the Corporation.

The submission is subject to the following:

- (a) The respective authority for the transferee entity shall inform the Members in writing with a copy to be forwarded to the Corporation of the intent to act on behalf of the transferor entity including a statement from the transferor Member that it waives its voting rights as outlined in this By-Law and in By-Law No. 6 Manual of Operations, or any other By-Law enacted by the Corporation from time to time containing voting rights provisions.
- (b) A “*Request For Transfer*” shall be submitted approximately ninety (90) days prior to the stated closing date for entry fees of that affiliated transferor organization.
- (c) The Executive Administrator shall forward the request to the appropriate Chairperson. In conjunction with the Sports Committee, a recommendation shall then be forwarded to the Board.
- (d) The Board shall review all relevant matters, then approve or deny the “*Request For Transfer*” that may include specific tenures.

- (e) Irrespective of the decision, the applicant transferee and affiliate transferor shall be informed in writing of the determination made by the Board.

#### 8.11 Record Date

Individuals and entities which are Members of the Corporation at least ten (10) days in advance of any Annual or Special Meeting of the Members, shall be provided notice of, and be entitled to vote, at such Members Meetings, subject to the By-Laws. Any individual or entity which is not a Member at least ten (10) days in advance of a Members Meeting is not entitled to notice of such Members Meeting for which the record date has been established. Notice of Members Meetings shall be provided in accordance with the notice provision of this By-law. Individuals who become Members of the Corporation less than ten (10) days in advance of any Members Meeting shall still be entitled to attend and vote at such meeting.

#### 8.12 Membership Dues

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

#### 8.13 Members Meetings – Annual

The Annual Meeting shall be held each calendar year at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual Meeting that shall be sent to each Member in advance of such meeting and in accordance with the notice provisions herein:

- a) approval of the agenda;
- b) approval of the minutes of the previous meeting of the Members;
- c) receiving reports of the activities of the Corporation during the preceding year;
- d) receiving information regarding the planned activities of the Corporation for the current year;
- e) receiving the financial statements and/or a report of the auditor of the Corporation from the previous year and a projected financial position for the current year;
- f) appointment of the auditor for the ensuing year;
- g) consideration of any proposed amendments to the Letters Patent, Articles or By-laws of the Corporation;
- h) transaction of any business which relates to the business of the meeting referred to above, and any other business for which notice and particulars of which are received by the Secretary in writing fourteen (14) days prior to the date of the Annual Meeting;
- i) election of the new Board.

A resolution signed by all Members entitled to vote on that resolution pertaining to business being transacted at a meeting of the Members shall be deemed valid as if it had been passed at a meeting of the Members.

In all instances of an Annual Meeting or other Special Meeting each participating Member shall be entitled to one (1) vote per sport's representative team it has registered with the Corporation. Whenever there are local/house league teams or entries of similar status, these teams shall be limited to one (1) vote for every two (2) such members, only if that sport includes a specific clause in their sport's Manual of Operations signifying such limitation.

#### 8.14 Special Meetings

In addition to the Annual Meeting, a Special Meeting of the Members may be called at any time by a Resolution of the Board. The business to be transacted at a Special Meeting shall be subject to the Act and limited to that specified in the notice calling the Special Meeting.

Members that hold at least ten (10) percent of votes that may be cast at a meeting of the Members may request in writing that the Board call a Special Meeting of the Members. Such request, which may consist of several documents of similar form must be signed by each Member calling the meeting, and must state the business to be transacted at the meeting and must be sent to each Director and to the registered head office of the Corporation.

#### 8.15 Notice

##### a) Annual Meeting:

Notice of the Annual Meeting to be held in each calendar year, shall set out the agenda, including particulars of all business to be transacted at the meeting, the time and the place of the meeting, the text of any resolution to be submitted at the meeting, if any, and such notice shall be delivered a minimum of ten (10) days prior to the meeting by mail, email or by hand delivery to all Members, Directors and auditor at the last known mailing or email address recorded for such Members, Directors and auditor in the records of the Corporation.

##### b) Special Members Meetings:

Notice of any Special Members Meetings shall state the time and place of the meeting, the nature of the business to be transacted, state the text of any special resolution to be submitted at the meeting, and shall be delivered by mail, email or hand delivery to all Members and Directors, as well as any other individuals entitled to notice thereof, at the last known mailing or email address recorded for such Members and Directors, as well as any other individuals entitled to notice thereof, in the records of the Corporation a minimum of ten (10) days prior to the meeting.

#### 8.16 Waiver of Notice

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

#### 8.17 Omission of Notice

The accidental omission to give any notice or to send any document to any Member, Director or other person or the non-receipt of any notice or document by any Member, Director or other person or any error in any notice or document not affecting the substance of the notice or document shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

#### 8.18 Quorum

A quorum at any Members meeting (unless a greater number of Members are required to be present by the Act or by the Corporation's, Articles or By-Laws) shall exist if a minimum of five (5) Members eligible to vote are present. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, no business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

#### 8.19 Voting

Every question submitted to any meeting of the Members, Directors and/or appointed committees shall be decided in the first instance by a show of hands, with the exception of those decisions which are voted by ballot as outlined in Section 5.18 of this By-Law. In a case of any equality of votes, the Chairperson of the meeting shall cast the deciding vote. A majority of votes cast by Members entitled to vote, unless otherwise required by the Act or by the By-laws of the Corporation, shall decide every question proposed for consideration at meetings of the Members.

(a) No Member shall be entitled to vote at meetings of Members of the Corporation unless he has paid all dues or fees, if any, then payable by him. No member of the Board, or other committee shall vote on any protest, matter or question which involves any club, team official, player or game official from his home community.

(b) At any meeting, unless a poll is demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

(c) A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a Chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the Chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

(d) At the request of the Chairperson or at the request of a voting Member and approval of the Chairperson, voting may be done by secret ballot rather than a show of hands.

(e) When meetings are conducted by electronic means as described in this By-Law either by hybrid or total virtual means, the following voting method shall be used:

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

#### 8.20 Participation by Electronic Means at Members’ Meetings (Hybrid Meetings)

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

#### 8.21 Members’ Meeting Held Entirely by Electronic Means (Virtual Meetings)

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

#### 8.22 Chairperson

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

## 8.23 Proxies

There shall be no voting by proxy at any time.

## 8.24 Adjournment

Any meeting of the Members of the Corporation may be adjourned at any time and from time to time by the Chairperson and such business may be transacted at such adjourned meeting(s) as might have been transacted at the original meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned meeting other than to those Members present at the adjourned meeting, unless any meeting is adjourned for an aggregate of thirty (30) days or more. Such adjournment may be made notwithstanding that no quorum is present.

# 9. **NOTICE**

## 9.1 Service of Notice

Any notice or other document required by the Act, the Articles or the By-Laws to be sent to any Member, Director or to any other person shall be delivered personally or sent by prepaid mail or electronically by email to any such Member, Director or other person at his latest mailing or email address as shown in the records of the Corporation and to the auditor at his business address. If no address is shown in the records of the Corporation, then to the last known address of such Member, Director or other person known to the Executive Administrator provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

## 9.2 Signature to Notices

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

## 9.3 Computation of Time

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

## 9.4 Proof of Service

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or the document was properly addressed as provided in this By-Law and delivered to a post office or placed into a post office letter box. A certificate of an Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director,

Officer or auditor or publication of any notice or other document shall be conclusive evidence thereof, and shall be binding on every Member, Director, Officer or auditor of the Corporation.

#### 9.5 Waiver of Notice

Notice may be waived or the time for the sending of a notice or document may be waived or abridged at any time with the consent in writing of the person entitled to notice. Attendance of any Director at a meeting of the Directors or of any Member at a meeting of Members is a waiver of notice of such meeting, except where he or she attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### 9.6 Omissions and Errors

The accidental omission to give any notice or to send any document to any Member, Director or other person or the non-receipt of any notice or document by any Member, Director or other person or any error in any notice or document not affecting the substance of the notice or document shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

### 10. **EXECUTION OF INSTRUMENTS**

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

- (a) Any one of the President or a Vice-President together with the Executive Administrator; or
- (b) Any two Directors; or
- (c) Any one of the aforementioned Officers together with any one Director.

All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid by resolution of the Board of Directors.

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

## **11. BANKING**

The Board shall designate, by resolution, the Officer(s) and other person(s) authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Corporation, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the accounts of the Corporation with a bank or a trust company;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Corporation;
- (d) authorize any officer of the bank or trust company to do any act or thing on behalf of the Corporation to facilitate the business of the Corporation.

### **11.1 Deposit of Securities**

The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

In particular without limiting the generality of the foregoing, the following Officers and/or Directors may deal with securities of the Corporation, and in particular shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities:

- (a) Any one of the President or a Vice-President together with the Executive Administrator; or
- (b) Any two Directors; or
- (c) Any one of the aforementioned Officers together with any one Director.

### **11.2 Cheques, Draft Notes**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not



Officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

## **12. FINANCIAL YEAR**

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

### **12.1 Audit**

At the first Board meeting, and thereafter at each Annual Meeting, Members shall by ordinary resolution, and pursuant to the Act, unless an exemption from an audit or a review engagement is permitted under the Act, appoint either:

- a) an auditor to hold office until the close of the next Annual Meeting; or
- b) a person to conduct a review engagement of the Corporation.

The Board shall determine annually whether an auditor or a person to conduct a review engagement of the Corporation is required under the Act, which shall depend on whether the Corporation received more than ten thousand dollars (\$10,000.00 CAD) in that financial year in either donations from people who are not Members, Directors, Officers or employees, or grants or similar financial assistance from federal, provincial or municipal government or a government agency and on whether the revenue of the Corporation is less than or greater than one hundred thousand (\$100,000.00 CAD) or less than or greater than five hundred thousand (\$500,000.00 CAD).

### **12.2 Financial Disclosure**

The Directors shall approve annual financial statements of the Corporation that relate to the period that began immediately after the end of the last completed financial year and ended not more than six months before the Annual Meeting or, if the Corporation has not completed a financial year, that began on the date the Corporation came into existence and ended not more than six months before the Annual Meeting. The approval of the Directors must be evidenced by the signature of one or more Directors.

The Directors of the Corporation shall place before the Members at every Annual Meeting:

- a) the financial statements approved by the Directors;
- b) the report of the auditor or of the person who conducted a review engagement, as the case may be; and
- c) any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or the By-laws.

Not less than twenty-one (21) days before each Annual Meeting of the Members or before the signing of a resolution in lieu of the Annual Meeting, the Corporation shall give a copy of the

documents referred to above to all Members who have informed the Corporation that they wish to receive a copy of those documents.

### **13. PASSING AND AMENDING BY-LAWS**

The Board and a Member in good standing may recommend amendments to the By-laws of the Corporation from time to time, to the Members.

If the Board intends to discuss amendment of the By-laws of the Corporation at a Board meeting, written notice of such intention shall be sent by the Secretary to each Director not less than fourteen (14) days before such meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting for which written notice of intention to pass or amend such By-laws shall be given.

(a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual Meeting of the Members of the Corporation. The notice of such Annual Meeting shall refer to, describe and explain in sufficient detail the By-law or amendment(s) to the By-law to be presented at the meeting of the Members.

(b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a meeting of Members called for that purpose must be approved by a two-thirds (2/3) vote of the Members present at such meeting.

(c) The Members at a meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.

(d) Any proposed amendment to the By-laws by a Member must be in writing, signed by a Member in good standing and received by the Secretary of the Association thirty (30) days prior to the Annual Meeting.

(e) All Members in good standing shall be sent notice of any proposed amendments to the By-laws, seven (7) days prior to the Annual Meeting.

### **14. Repeal**

By-Law 1 of the Corporation is hereby repealed and replaced.

#### **14.1. Provision**

The repeal of the prior By-Law of the Corporation shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Law.

DATED this 19th day of September, 2024 as By-Law No. 1 by the Directors of the Corporation at a meeting duly called and regularly held, at which a quorum was present.

WITNESS the Seal of the Corporation

LEONARD FRANCIS PERDUE  
President

LINDA MARIE ESPENSEN  
Secretary

The foregoing By-Law No. 1 as enacted by the Directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the affirmative vote of all members entitled to vote at a meeting of members, duly called and regularly held at the Town of Wingham, at which a quorum was present on the 19th day of September, 2024.

LEONARD FRANCIS PERDUE  
President

LINDA MARIE ESPENSEN  
Secretary

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