



Athletics Ontario By-law No. 7

**Amendments Approved by the Board of Directors on October 27, 2015**

**Approved by Resolution of the Members at on November 22, 2015**

**Athletics Ontario AGM**

**Athletics Ontario  
By-Law**

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**Table of Contents**

Table of Contents .....	2
BY-LAW NO. 7 .....	4
Athletics Ontario (AO) .....	4
A. CORPORATE SEAL .....	4
B. DEFINITIONS.....	4
C. INTERPRETATION.....	5
D. SEVERABILITY .....	5
E. PURPOSE AND OBJECTS.....	6
F. HEAD OFFICE .....	6
G. MEMBERSHIP – CONDITIONS .....	6
H. MEMBERSHIP – CLASSES AND VOTING .....	7
H.1. MEMBERS’ MEETINGS .....	9
H.2. NOTICE OF MEETINGS .....	9
H.3. ADJOURNMENTS.....	10
H.4. QUORUM .....	10
I. BOARD OF DIRECTORS.....	10
I.1. TERM OF OFFICE.....	11
I.2. TRANSITION.....	12
I.3. CONFLICT OF INTEREST.....	12
I.4. POWERS OF DIRECTORS .....	12
I.5. DIRECTORS’ MEETINGS.....	14
I.6. MINUTES OF BOARD MEETINGS.....	15
I.7. INDEMNITIES TO DIRECTORS AND OTHERS.....	15
J. OFFICERS.....	15
J.1. DUTIES OF OFFICERS.....	16
K. COMMITTEES .....	17
K.1. GOVERNANCE AND NOMINATIONS COMMITTEE.....	17
L. REGIONS.....	17
M. EXECUTION OF DOCUMENTS.....	17

**Athletics Ontario  
By-Law**

---

N.	FINANCIAL YEAR .....	19
O.	AUDITORS .....	19
P.	BOOKS AND RECORDS .....	19
Q.	RULES AND REGULATIONS.....	19
R.	AMENDMENT OF BY-LAW.....	19
S.	DISSOLUTION .....	20
T.	REPEAL OF PRIOR BYLAWS.....	20

**Athletics Ontario**  
**By-Law**

---

**BY-LAW NO. 7**

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

**Athletics Ontario (AO)**  
(the "Corporation")

**BE IT ENACTED** as a by-law of the Corporation as follows:

**A. CORPORATE SEAL**

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

**B. DEFINITIONS**

2. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
  - a) "Act" means the Ontario Corporations Act, RSO 1990 Ch 38 or, upon its proclamation, the Ontario *Not-For-Profit Corporations Act* (ONCA), SO 2010 Ch 15 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
  - b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
  - c) "athletics" means all athletics including, but not restricted to, track and field, running, jumping, throwing, cross country, race walking, road running, ultra-running and competitive athletics held under the auspices of Athletics Canada;
  - d) "board" means the board of directors of the Corporation;
  - e) "by-law" means this by-law and any other by-law of the Corporation as amended and the provisions of which are, from time to time, in force and effect;
  - f) "Chair" means the Chair of the board;
  - g) "club" means a person or group of persons organized and associated for the purpose of athletics and registered as a member of Athletics Ontario;
  - h) "Corporation" means Athletics Ontario;
  - i) "director" means a member of the board;
  - j) "director-at-large" means a director appointed by the board who may or may not be a 'representative';
  - k) "Executive Director" means the senior staff officer who may be referred to as 'Managing Director', 'Administrative Director' or such other designation as the board may determine;
  - l) "officer" means an officer of the Corporation;

**Athletics Ontario**  
**By-Law**

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- m) "member" means any entity approved for membership in the corporation in accordance with this by-law and shall include directors who are current members of the board, whether elected or appointed in a manner consistent with this by-law;
- n) "meeting of members" includes an annual meeting of members or a special meeting of members duly called in accordance with this by-law;
- o) "Minister" means the Minister responsible for enforcement of the Act;
- p) "special meeting of members" includes a meeting of any class or classes of members;
- q) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- r) "proposal" means a proposal submitted by a member of the Corporation at least sixty (60) days in advance of the meeting and that otherwise meets the requirements of the Act;
- s) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- t) "record date" means the date set by the board for determining membership eligibility to receive notice and vote at the next annual meeting of members;
- u) "representative" means an athlete, official, coach, or executive of a member club or association duly registered in accordance with this by-law;
- v) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- w) "signature" means an original signature handwritten or an electronic facsimile thereof;
- x) "Written Request" or "Request in Writing" means a request transmitted on paper or through electronic communication by means of email, fax or other similar technology.

2.1 The Official abbreviated name of Athletics Ontario shall be 'AO'.

**C. INTERPRETATION**

3. In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in this by-law.

**D. SEVERABILITY**

4. 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

**Athletics Ontario  
By-Law**

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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.

**E. PURPOSE AND OBJECTS**

5. The purpose and objects of Athletics Ontario are to:
- a) promote physical, emotional and mental well-being;
  - b) promote athletics;
  - c) support and assist athletes in their development;
  - d) develop courses of instruction for, and certification of coaches and officials; and
  - e) promote and ensure competent delivery of athlete-centre recreational and competitive athletics programs in Ontario through member clubs and athletics communities.

**F. HEAD OFFICE**

6. The head office of the Corporation shall be situated in Toronto, Ontario at such address as the board may, by resolution, determine. Subject to the Act, the Corporation may, by special resolution, change the place or municipality in which the registered office of the Corporation shall be situated. A copy of the special resolution shall be filed with the Minister.

**G. MEMBERSHIP – CONDITIONS**

7. Members of the Corporation shall be any club that the board has approved as having objects similar to those of the corporation and persons who are current Directors of the Corporation provided that they have paid the membership dues established by the Corporation and otherwise complied with the requirements of this by-law.
8. Fees and dues for members and representatives shall be determined by the Board of Directors. Such dues, fees or assessments shall become effective only when confirmed by a majority of the votes cast at a meeting of members.

The Corporation's Head Office shall notify the members and representatives of the dues or fees or assessments at any time payable by them. If they 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 any such members shall on payment of all unpaid dues or fees or assessments be reinstated as members. There shall be no refund of fees, dues or assessments.

**Athletics Ontario**  
**By-Law**

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9. Applications for registration and membership shall be on the form prescribed by the board and forwarded to the Corporation's Head Office and signed by the applicant and member's registrar where applicable and shall include an undertaking to abide by the by-law and regulations of the Corporation, and to pay such entrance fees, dues and assessments as are duly authorized in accordance with this by-law.
10. Applicants shall be admitted as a members or a representative upon payment of such entrance fees, dues and assessments and meet such other qualifying criteria as prescribed and as are authorized by this by-law or policies made thereunder, and their name shall be entered in the AO register or roster. Each member or representative shall promptly be informed by the Corporation of its admission as such.
11. A member may terminate its membership by giving written notification to the Corporation's Head Office of such intention. The termination shall become effective upon receipt of such notice by the Corporation's Head Office.
12. The board may, by resolution, discipline, suspend or terminate a member or representative, where a member or representative has failed to pay the prescribed fees, dues or assessment, or fails to govern its conduct according to the Letters Patent, by-law, rules and regulations of the Corporation as may be established from time to time. A member subject to such action shall be given at least fifteen (15) days notice that such action is pending and shall be offered an opportunity to respond in writing at least five (5) days in advance of the board's consideration of such impending action.
13. In the case of a termination, a member or representative shall remain liable for payment of any assessment, fee, due or other sum levied or which became payable by him or her to the Corporation prior to his or her termination becoming effective.
14. Any member may have its membership revoked by an ordinary resolution of the members at an annual or special meeting at which the proposal to do so and reasons given has been properly included in advance notice of the meeting.

**H. MEMBERSHIP – CLASSES AND VOTING**

15. There shall be two classes of member: voting and non-voting. Members with fewer than five (5) representatives shall have no voting rights. Voting members, except for Directors who shall have one (1) vote each, shall have their votes counted in accordance with the following schedule and shall designate (in a form prescribed by the Board) one representative to cast his vote on behalf of the member and shall have such vote counted in accordance with the following schedule:

**Athletics Ontario  
By-Law**

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**Description**

**Weight of Votes**

Those members having between 5 and 50 Representatives	1
Those members having between 51 and 100 Representatives	2
Those members having 101 or more Representatives	3

Directors who are also representatives of a club shall be entitled to have one vote in their own right as Directors and another vote as a representative of a club, but shall not carry proxies on behalf of other members.

16. Each member of the Corporation shall be deemed to have that number of representatives which is the maximum number of representatives it had in the current calendar year at the record date which shall be no less than thirty (30) and no more than fifty (50) days before the date of the meeting of members of which such member has received notice.
17. Every member entitled to vote at a meeting of the members may, by means of a proxy and in a form prescribed by the board, appoint a proxy holder who need not be a member, as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.
18. A majority of the votes cast (and counted in accordance with clause 15 of this by-law) by the members present shall determine the questions in meetings except where the vote of consent of a greater number of members is required by the Act or this by-law.
19. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member and not withdrawn. Such poll shall be taken in such manner as the Chair of such meeting shall direct and the results of such poll shall be deemed to be the decision of the Corporation. A declaration by the Chair of such meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes acquired in favour of or against such a resolution.
20. In case of an equality of votes at a meeting of members, whether upon a show of hands or at a poll, the motion shall fail. A person selected as 'chairperson' of a meeting who is not the Chair of the Board or designate shall have no vote.



**Athletics Ontario**  
**By-Law**

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**H.1. MEMBERS' MEETINGS**

21. The annual or any special meeting of the members shall be held at the head office of the Corporation or at any place in Canada as the Board of Directors may determine and on such day as the said directors shall appoint.
22. A general meeting of the members of the Corporation may be called by the Board, the Chair, the Vice-Chair or any 3 Directors submitting such request in writing to the head office.

A special general meeting of members shall be called by the Board upon written request of 10% or more of the membership.

Any member eligible to vote at a meeting of members may, by written notice at least sixty (60) days in advance of the meeting, raise for consideration at such meeting any matter directly relevant to the activities and affairs of the corporation.

**H.2. NOTICE OF MEETINGS**

23. Notice of any annual or special general meeting of members shall be given to each member twenty-one (21) days in advance if sent electronically or thirty days in advance if sent by regular mail. Notice of any meeting where regular or special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. The Declaration of the Executive Director or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
24. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address (electronic or other) of the member, Director or Officer shall be the last address recorded on the books of the Corporation.

### **H.3. ADJOURNMENTS**

25. Any meetings of the members of the Corporation or of the Board of Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have transacted at the original meeting from which such adjournment took place. No notice shall be required of any meeting so adjourned.

### **H.4. QUORUM**

26. A quorum for the transaction of business at any meeting of members shall consist of members representing at least twenty (20) percent of all members present and voting in-person or by proxy. If fifteen (15) minutes after the time appointed for the holding of any meeting of members, a quorum is not present, the meeting shall stand adjourned for *a further fifteen (15) minutes* on the same day and at the same place, and if at such adjourned meeting a quorum is not present, those members who are present and entitled to vote there-at shall be deemed to be a quorum and may transact all business which could be legitimately conducted and for which notice was given.

## **I. BOARD OF DIRECTORS**

27. The property and business of the Corporation shall be managed by a Board of Directors, comprised of six (6) to nine (9) directors elected by the members and up to three (3) directors-at-large who may be appointed by the board from time to time at its discretion, but in no case shall the number of directors-at-large exceed one-third of the total number of director positions set by the board and shall not exceed one-third of the number of directors elected at the last meeting of members. The number of elected director positions to be filled at any time shall be determined by special resolution of the Board.

A director must be an individual, 18 years of age, with power under law to contract. Directors must be members of the Corporation or shall become members upon election or appointment in accordance with this by-law.

28. A slate of candidates selected by the Governance and Nominations Committee to reflect the skills and criteria needed for good governance will be presented to the members for election to the Board of Directors at an annual or special meeting. Members will be invited at least thirty (30) days in advance of the annual or special meeting at which election of Directors is to take place to recommend candidates to the Governance and Nominations Committee or make nominations. Nominations

**Athletics Ontario**  
**By-Law**

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recommended to the Governance and Nominations Committee by members must be signed by at least two members.

The slate of candidates shall be deemed elected as Directors if approved by a majority of the votes cast by the members. In the event that the slate does not receive majority approval, the names of candidates on the slate and such others as have been nominated shall be submitted for election individually and approved or rejected by majority vote. Any candidate not receiving such approval shall not be appointed by the Board to fill a vacancy in the current year or as a director-at-large.

**I.1. TERM OF OFFICE**

29. The elected Directors shall be elected for a term of two year(s) and no Director shall serve more than 3 consecutive terms except during the transition period as noted in clause 34 of this by-law. Directors-at-large shall be appointed for one-year terms and shall hold office until the next annual meeting. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which the notice of retirement is accepted and a successor is elected.
30. Half, or approximately half, of the elected Directors shall be elected in even-numbered years and half, or approximately half, shall be elected in odd-numbered years.
31. The Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit as a result of this position; provided that a director may be paid reasonable expenses incurred in the performance of Board duties. Ref sec 29
32. The members of the Corporation may, by special resolution at a general 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 or her stead for the remainder of his or her term.
33. The office of Director shall be automatically vacated:
  - a) if at a special general meeting of members, an ordinary resolution is passed in favour of the removal of the Director;
  - b) if a Director fails to attend, in-person or by means of telecommunication, three consecutive meetings of the Board or any committee without having such lapse in attendance excused for good reason by the Board at its discretion;
  - c) if a Director has resigned by delivering a written resignation to the Secretary of the Corporation;
  - d) if a Director is found by a court to be of unsound mind;

**Athletics Ontario**  
**By-Law**

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- e) if a Director becomes bankrupt or suspends payments or compounds with creditors;
- f) if a Director ceases to be a member under the conditions of membership; or
- g) on death.

If any vacancy in an elected Director position occurs for any reason listed in paragraph 33 (a – g), the board may, by majority vote, appoint a representative of a member of the Corporation to fill the vacancy provided that a quorum of the number of Director positions established by this by-law or by resolution of the Board remains in place.

**I.2. TRANSITION**

34. Upon approval of this amended by-law, the Governance and Nominating Committee shall submit a slate of candidates for all Director positions to be approved by the members. The current Directors will continue to serve until either re-elected or replaced.

Half of the newly elected or returning Directors shall serve an initial one-year term and half the Directors shall serve a two-year term. The Directors selected to serve each of these terms will be determined by voluntary self-selection or by drawing numbers from a pool or by such other method as determined by the board. Each Director selected to serve such terms shall be eligible for two additional two-year terms. Membership on the Board prior to the coming into effect of this by-law shall not be counted in calculating consecutive terms.

**I.3. CONFLICT OF INTEREST**

35. A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

**I.4. POWERS OF DIRECTORS**

36. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by the Act, its charter or otherwise authorized to exercise and do.

**Athletics Ontario**  
**By-Law**

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37. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees.
38. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe. The Board of Directors is hereby authorized, from time to time to:
- a) borrow money upon the credit of the Corporation, from any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
  - b) limit or increase the amount to be borrowed.
39. The Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
40. Without in any way derogating from the foregoing, the board is expressly empowered, from time to time, to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, land, buildings and other properties, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.
41. The Board may employ such individuals on behalf of the Corporation as the Board of Directors deems applicable from time to time, and may designate the titles of such employees as they deem applicable.
42. Remuneration or a schedule thereof, for all Officers, agents and employees of the corporation shall be fixed by a resolution of the Board.

**I.5. DIRECTORS' MEETINGS**

43. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that forty-eight (48) hours written notice of such meeting shall be sent electronically to each Director. Notice, if by mail, shall be sent at least fourteen (14) days prior to the meeting.

**Athletics Ontario**  
**By-Law**

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There shall be at least four (4) meetings per year of the board.

No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote. There shall be no proxy votes.

Meetings may be held face-to-face, by teleconference or electronically provided that:

a) **Meetings held by Teleconference**

The Directors of the Corporation may meet by teleconference provided that either a majority of the Directors consent to meeting by teleconference or have been approved by resolution passed by the Board of Directors at a meeting of the Directors of the Corporation to meet by teleconference.

b) **Meetings by Other Electronic Means**

The Directors of the Corporation may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- i. the Board of Directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
- ii. each Director has equal access to the specific means of communication to be used;
- iii. each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

44. A majority of Directors in office, but no fewer than four (4) elected Directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-law of the Corporation.

45. Questions arising at any meeting of Directors shall be decided by a majority of votes, each Director present at the meeting to have one (1) vote. In the event of a tie, the motion will fail. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no such demands made, the vote shall be taken by oral assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of

**Athletics Ontario**  
**By-Law**

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the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

**I.6. MINUTES OF BOARD MEETINGS**

46. The minutes of meetings of the board shall be provided to each Director and shall be made available to the members of the Corporation or their representatives upon their request or shall be posted on the Corporation's website.

**I.7. INDEMNITIES TO DIRECTORS AND OTHERS**

47. Every Director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- a) all costs, charges and expenses which such Director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the Director, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by the Director, in or about the execution of the duties of the office or in respect of any such liability;
  - b) all other costs, charges and expenses which the Director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by that Director's own wilful neglect or default.

**J. OFFICERS**

48. The Officers of the Corporation shall be a Chair, Vice-Chair, Secretary and Treasurer and any other Officers as the Board of Directors may by by-law determine. Officers of the Board must be Directors.
49. Officers of the Corporation shall be appointed by resolution of the Board at the first meeting of the board following an annual meeting of members.
50. The Officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

**J.1. DUTIES OF OFFICERS**

51. The **Chair** shall preside at all meetings of the Corporation and of the Board of Directors. The Chair shall have the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.
52. The **Vice-Chair** shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed by the Board of Directors.
53. The **Treasurer** shall have the custody of the funds and securities of the Corporation and shall keep, or ensure the keeping of, full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the board.
54. The **Secretary** shall act as clerk of the board and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chair, under whose supervision the Secretary shall be. The Secretary shall be the custodian of the seal of the Corporation.
55. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.



**Athletics Ontario**  
**By-Law**

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**K. COMMITTEES**

56. The Board of Directors may appoint such committees and their members as it deems necessary to further the objectives of the Corporation. The members of such committees shall hold their offices at the pleasure of the board. The board shall determine the duties of such committees, their general terms of reference and may fix remuneration for expenses.

**K.1. GOVERNANCE AND NOMINATIONS COMMITTEE**

57. There shall be a Governance and Nominations Committee with responsibility for the good governance of the corporation and for overseeing recruitment, orientation and development of the Directors and the Board. Members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
58. Meetings of the Governance and Nominations Committee shall be held at any time and place to be determined by the Chair of the committee provided that written notice of the meeting shall be sent to each member of the committee electronically at least forty-eight (48) hours or, if by mail, at least fourteen (14) days in advance.

No error or omission in giving notice of any meeting of the Committee or any adjourned meeting of the Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Two(2) members of the committee shall constitute a quorum.

**L. REGIONS**

59. The Board may divide the province of Ontario into regions for purposes of administration, programs, competitions or any other purpose it determines to further its purposes.

**M. EXECUTION OF DOCUMENTS**

60. Contribution agreements and other funding contracts which require the legal signature of the organization will be signed by the Executive Director and one other Officer of the Corporation or by two other Officers.

**Athletics Ontario**  
**By-Law**

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61. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by any two Directors of the Corporation or one Director and the Executive Director or by any person authorized by the Board.
62. The Chair, Vice-Chair, Treasurer, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers or shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Corporation.
63. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. 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 from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors 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.
64. Notwithstanding any provision to the contrary contained in the by-law of the Corporation the Board of Directors may at any time by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.
65. All cheques, bills of exchange or other orders, for payment of money, common notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed (for collection) or (for deposit) with the bankers of the corporation by the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's

**Athletics Ontario**  
**By-Law**

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bankers and may receive all paid cheques and vouchers and sign the entire bank's forms or settlement of balances and release or verification slips.

**N. FINANCIAL YEAR**

66. The financial year of the Corporation shall be April 1 to March 31.

**O. AUDITORS**

67. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

**P. BOOKS AND RECORDS**

68. The Directors shall see that all necessary books and records of the Corporation required by the by-law of the Corporation or by any applicable statute or law are regularly and properly kept.

**Q. RULES AND REGULATIONS**

69. The Board of Directors may prescribe such rules and regulations not inconsistent with this by-law or the Act relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

**R. AMENDMENT OF BY-LAW**

70. The by-law of the Corporation not embodied in the Letters Patent or the Articles of Amendment may be repealed or amended by resolution of a majority of the Directors at a meeting of the board and sanctioned at a meeting of members duly called for the purpose of considering the said by-law. The Directors may repeal, amend or re-enact any by-law but every such by-law, unless in the meantime confirmed by special resolution at a meeting of the members duly called for that purpose, shall have force only until the commencement of the next annual meeting of the Corporation pursuant to the provisions of the Act unless confirmed thereat.

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By-Law**

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**S. DISSOLUTION**

71. Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to other charitable organizations with a purpose consistent with the purposes of this corporation in accordance with the provisions of the Ontario Not for Profits Corporations Act and the Income Tax Act.

**T. REPEAL OF PRIOR BYLAWS**

72. All prior by-laws, resolutions or other enactments of the Corporation inconsistent with this by-law are hereby repealed provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

**Amendments Approved by the Board of Directors on October 27, 2015**

**Approved by Special Resolution of the Members on November 22, 2015**

Alicia Ferdinand, President & Chair

**Name of Officer**



**Signature of Officer**

Novemembr 22, 2015

**Date of Signature**

Paul Osland, Vice Chair

**Name of Officer**



**Signature of Officer**

November 22, 2015

**Date of Signature**