

Proposed Amendments to:



~~Athletics Ontario By-law No. 7~~
By-laws

Amendments Approved by the Board of Directors on October ~~27, 2015~~ 30, 2017

Approved by Resolution of the Members at on November ~~22, 2015~~ , 2017

Athletics Ontario AGM

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~~BY-LAW NO. 7~~ **LAW 5**

~~A by-law~~ By-laws 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.~~

Section 1 – General

~~B. DEFINITIONS~~

1.01 Definitions

- ~~2.~~ In this ~~by~~By-law and all other ~~by~~By-laws of the Corporation, unless the context otherwise requires:
 - a) "Act" means the *Ontario Corporations Act*, RSO 1990 ~~Ch 38~~c. C. 38, or, upon its proclamation, the ~~Ontario Not-For-Profit Corporations Act (ONCA Ontario)~~, SO 2010 ~~Ch c.~~ 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~~Agent" means a person who has received the power to act on behalf of Athletics Ontario, binding Athletics Ontario as if the Corporation was making the decisions;
 - c) "AO-Member" means any entity approved for membership in the Corporation in accordance with this By-law. Such entities approved for membership include: athletes; coaches; officials; clubs; club executives; volunteers; associates; and directors;
 - d) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - e) "athletics"– Associates" means any AO-Member who is not a club, or Club-Member, but also may include directors or volunteers.
 - f) "Athletics" means all athletics including, but not restricted to, track and field, running, jumping, throwing, cross country, race walking, road running,

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ultra- running and competitive athletics held under the auspices of Athletics Canada;

- g) ~~"board~~Board" means the board of directors of the Corporation;
- h) ~~"by~~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;
- i) ~~"Chair"~~Chair means the Chair of the ~~board~~Board;
- j) ~~"club"~~Club means an entity comprised of a ~~person or~~ group of ~~persons~~AO-Members organized and associated for the purpose of ~~athletics~~Athletics and registered ~~as a member of~~with Athletics Ontario;
- k) "Club-Member" means an athlete, official, coach, or club executive duly registered in accordance with this By-law;
- l) "Committee Member" means a member of a committee established by the Board. Committee Members are not necessarily required to be AO-Members;
- m) ~~"Corporation"~~Corporation means Athletics Ontario;
- n) ~~"director"~~Director means a member of the ~~board~~Board;
- o) ~~"director at large"~~Director at Large means a ~~director~~Director appointed by the ~~board who may or may not be a 'representative'~~Board;
- p) ~~"Executive Director"~~Executive Director means the senior staff officer who may be referred to as 'Managing Director', 'Administrative Director' or such other designation as the ~~board~~Board may determine;
- q) ~~"officer" means an officer of the Corporation;~~
- ~~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~~Meeting of AO-Members" includes an annual meeting of members or a special meeting of members duly called in accordance with this ~~by~~By-law;
- r) ~~"Minister"~~Minister means the Minister responsible for enforcement of the Act;
- s) ~~"special meeting of members" includes a meeting of any class or classes of members;~~Officer" means an officer of the Board of the Corporation and includes the Chair; the Vice-Chair; Secretary; and Treasurer;
- t) ~~"ordinary resolution~~Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- u) ~~"proposal~~Person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- v) "Proposal" means a proposal submitted by a member of the Corporation an AO-Member at least sixty (60) days in advance of the meeting and that otherwise meets the requirements of the Act;
- w) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

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- x) ~~"record date"~~ "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;~~
- y) ~~"special resolution"~~ "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- z) ~~"signature"~~ "Signature" means an original signature handwritten or an electronic facsimile thereof; and
- aa) ~~"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.

1.02 Abbreviated Name

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

1.03 Corporate Seal

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

~~C. INTERPRETATION~~

1.04 Interpretation

~~3. In the interpretation of this by-law, words in~~ Other than as specified in Section 1.02, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice-versa, and words 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~~

1.05 Severability and Precedence

- ~~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~~
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~~ By-law are inconsistent with those contained in the

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Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

~~E. PURPOSE AND OBJECTS~~

1.06 Purpose and Objects

~~5.~~ The purpose and objects of Athletics Ontario ~~are~~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~~centered recreational, and competitive athletics programs in Ontario through member clubs and athletics communities.

~~F. HEAD OFFICE~~

1.07 Head Office

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

1.08 Dissolution

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 Act.

Section 2 – AO-Members

2.01 AO-Members

AO-Members of the Corporation shall be any:

~~G. MEMBERSHIP—CONDITIONS~~

- a) athlete:

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- ~~b) coach;~~
 - ~~c) official;~~
 - ~~d) club that the Board has approved as having objects similar to those of the Corporation;~~
 - ~~e) club executive;~~
 - ~~f) volunteers;~~
 - ~~g) associates; and,~~
 - ~~h) persons who are current Directors of the Corporation~~
-

~~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~~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.~~

2.02 Applications

~~9. Applications for registration and membership shall be on the form prescribed by the board and forwarded to the Corporation's Head Office~~Board and signed /authorized by the applicant and member's club registrar where applicable and shall include an undertaking to abide by the ~~by~~By-law and ~~regulations~~Regulations of the Corporation, and to pay such entrance fees, dues, and assessments as are duly authorized in accordance with this ~~by~~By-law.

2.03 Admission

~~10. Applicants shall be admitted as a members or a representative~~AO-Members upon payment of such entrance fees, dues and assessments and meet such other qualifying criteria as prescribed and as are authorized by this ~~by~~By-law or policies made thereunder, and their name shall be entered in the ~~AO register or roster. Each member or representative~~Corporation's membership database. Each AO-Member shall promptly be informed by the Corporation of its admission as such.

2.04 Fees

Fees and dues for AO-Members shall be determined by the Board.

2.05 Refunds

There shall be no refunds of fees, dues or assessments.

2.06 Noting in Default

The Corporation's head office shall notify an AO-Member 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 AO-Member in default shall there upon automatically cease to be AO-Members of the Corporation. Upon payment of all unpaid dues or fees or assessments AO-Member shall be reinstated.

2.07 Termination by Written Notification

~~11. A member~~An AO-Member may terminate its membership by giving written notification to the Corporation's ~~Head Office~~head office of such intention. The termination shall become effective upon receipt of such notice by the Corporation's ~~Head Office~~head office.

2.08 Termination by Board

~~12. The board~~Board may, by ~~resolution~~Ordinary Resolution, discipline, suspend or terminate ~~a member or representative, where a member or representative~~an AO-Member where the AO-Member has failed to pay the prescribed fees, dues or assessment, or fails to govern its conduct according to the Letters Patent, ~~by~~By- law, rules and regulations of the Corporation as may be established from time to time. ~~A member~~An AO-Member subject to such action shall be given at least fifteen (15) ~~days~~day's 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.~~

~~(5) days in advance of the board's consideration of such impending action.~~

2.09 Termination by AO-Members

Any AO-Member may have its membership revoked by an Ordinary Resolution at a Meeting of AO-Members at which the proposal to do so and reasons given has been properly included in advance notice of the meeting.

2.10 Liability for Payment Upon Termination

~~13.~~ In the case of a termination, ~~a member or representative~~an AO-Member shall remain liable for payment of any assessment, fee, due or other sum levied or which became payable by ~~him- or her~~the AO-Member 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:~~

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.~~

Section 3 – Members' Meetings

~~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.~~

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3.01 Annual Meeting

- ~~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.~~

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any AO-Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

- ~~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.~~

The business transacted at the annual meeting shall include, but be not limited to:

- ~~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.~~
- a. receipt of the minutes of the previous annual and subsequent special meetings;
 - b. consideration of the financial statements;
 - c. report of the auditor or person who has been appointed to conduct a review engagement;
 - d. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - e. election of Directors; and
 - f. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless an AO-Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

~~H.1. MEMBERS' MEETINGS~~

3.02 Special Meeting of Members

- ~~21. The annual or any~~
A 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

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~~shall appoint.~~ members shall be called by the Board upon:

- a) written request of 10% or more of AO-Members entitled to vote, not including directors;
- b) the request of the Chair or the Vice-Chair; or
- c) ~~A general meeting of the members of the Corporation may be called by the Board, the Chair, the Vice Chair or any~~ the request of any three (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.~~

3.03 Notice for Matters Raised by Members

Any ~~member~~ AO-Member eligible to vote at a ~~meeting~~ Meeting of ~~members~~ AO-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~~ Corporation.

~~H.2. NOTICE OF MEETINGS~~

3.04 Notice of Annual Meetings

~~23. Notice of any annual or special general~~ Notice of any annual meetings shall be given to each AO-Member by April 1 of each year electronically and/or by regular mail. Notice of any meeting where regular or special business will be transacted shall contain sufficient information to permit the AO-Member to form a reasoned judgement on the decision to be taken. Notice of each meeting must remind the AO-Member of the right to vote by proxy. 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.

3.05 Notice of Special Meeting of Members

Notice of a special meeting of members shall be given to each ~~member~~ AO-Member twenty-one (21) days in advance if sent electronically or thirty (30) 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~~ AO-Member to form a reasoned judgement on the decision to be taken. Notice of each meeting must remind the AO-Member of the right to vote by proxy. The Declaration of the Executive Director or Chair that notice has been given pursuant to this ~~by~~ By-law shall be sufficient and conclusive evidence of the giving of such notice.

3.06 Notice Error or Omission

~~24.~~ No error or omission in giving notice of any ~~annual or general meeting~~ Meeting of AO-Members 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~~ AO-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~~ AO-Member for any meeting or otherwise, the address (electronic or other) of the ~~member, Director or Officer~~ AO-Member shall be the last address recorded on the books of the Corporation.

3.07 Meeting Procedure

All Meetings of AO-Members will follow Parliamentary Procedure. Parliamentary Procedure will be reviewed at the beginning of each Meeting of AO-Members.

~~H.3. ADJOURNMENTS~~

3.08 Adjournments

~~25.~~ Any ~~meetings~~ Meetings of ~~the members~~ AO-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~~ may be adjourned by the Chair with the majority consent of AO-Members eligible to vote at the meeting. No notice shall be required of any ~~meeting~~ Meeting of AO-Members so adjourned.

~~H.4. QUORUM~~

3.09 Deemed Quorum

~~26.~~ A quorum for the transaction of business at any ~~meeting~~ Meeting of ~~members~~ AO-Members shall consist of ~~members~~ AO-Members representing at least twenty (20) percent of all ~~members~~ AO-Members eligible to vote present and voting in-person or by proxy. If fifteen (15) minutes after the time appointed for the holding of any ~~meeting~~ Meeting of ~~members~~ AO-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~~ AO-Members who are present and entitled to vote ~~there at~~ thereat shall be deemed to be a quorum and may transact all business which could be legitimately conducted and for which notice was given.

3.10 Location

Meetings of AO-Members shall be held at the head office of the Corporation or at any place in Canada as the Board may determine.

Section 4 – AO-Member Classes and Voting

4.01 Voting and Non-voting AO-Members

There shall be two (2) classes of AO-Members: voting and non-voting.

4.01.1 Class 1: Directors and Clubs (Voting)

Class 1 shall consist of Directors of the Corporation and all Clubs registered as AO-Members with the Corporation who have more than five (5) Club-Members.

<u>Description</u>	<u>Weight of Votes</u>
<u>Directors</u>	<u>1</u>
<u>Those Clubs having between 5 and 50 Club-Members</u>	<u>1</u>
<u>Those Clubs having between 51 and 100 Club-Members</u>	<u>2</u>
<u>Those Clubs having 101 or more Club-Members</u>	<u>3</u>

Club votes are to be cast by one Club-Member of a Club classified in Class 1.

Directors who are also Club-Members shall be entitled to have one vote in their own right as Directors and another vote as a Club-Member, but shall not carry proxies on behalf of other Club-Members.

4.01.2 Class 2: All Other AO-Members (Non-Voting)

Class 2 shall consist of all individual athletes; coaches; officials; volunteers; associates; executives of clubs; and clubs with fewer than five (5) Club-Members.

4.02 Deemed Number of Representatives

Each Club shall be deemed to have that number of Club-Members which is the maximum number of Club-Members 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 AO-Members of which such AO-Member has received notice.

4.03 Voting by Proxy

Every AO-Member entitled to vote at a Meeting of AO-Members, except Directors, may, by means of a proxy and in a form prescribed by the Board, appoint a proxy holder who need not be an AO-Member to attend and act at the meeting in the manner, to the extent, and with the authority conferred by the proxy.

4.04 Determination of Business

A majority of the votes cast by the AO-Members present at any Meeting of AO-Members shall determine the business in meetings except where the vote of consent of a greater number of AO-Members is required by the Act or this By-law.

4.05 Voting Method

Every question the first instance by a show of hands unless a poll is demanded by any AO-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.

4.06 If Majority is Not Achieved

In case where a majority is not achieved at a Meeting of AO-Members, whether upon a show of hands or at a poll, the motion shall fail.

Section 5 – Board of Directors

~~I. BOARD OF DIRECTORS~~

5.01 Quantity

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

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number of elected ~~director~~Director positions to be filled at any time shall be determined by ~~special resolution~~Special Resolution of the Board.

5.02 Qualification

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

5.03 Selection

~~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~~AO-Members for election to the Board of Directors at ~~an annual or special meeting~~a Meeting of AO-Members. AO-Members will be invited at least thirty (~~30~~60) days in advance of the ~~annual or special meeting~~Meeting of AO-Members at which the election of Directors is to take place, to recommend candidates to the Governance and Nominations Committee or make nominations. Nominations recommended to the Governance and Nominations Committee by AO-Members must be signed by at least two (2) AO-Members.

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

5.04 Election

The slate of candidates shall be deemed elected as Directors if approved by a majority of the votes cast by the ~~members~~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~~Director-at-largeLarge.

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.

~~I.1. TERM OF OFFICE~~

5.05 Term of Office

~~29.~~ The elected Directors shall ~~be elected for~~serve a term of two ~~year~~(52) years and no elected Director shall serve more than three (3) consecutive terms ~~except during the transition period as noted in clause 34 of this by-law~~or seven (7) years. Directors-at-largeLarge shall be appointed for one-(1) year terms and shall hold office until the next annual meeting. A retiring Director shall remain in office until the dissolution or

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adjournment of the meeting at which the notice of retirement is accepted and a successor is elected.

5.06 Transition (Note: this provision expires in 2019)

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 AO-Members entitled to vote. The current Directors will continue to serve until either re-elected or replaced.

~~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.~~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.

5.07 Remuneration of Directors

~~31. The Directors shall serve as such without remuneration and no ~~director~~Director shall directly or indirectly receive any profit as a result of this position; provided that a ~~director~~Director may be paid reasonable expenses incurred in the performance of Board duties. Ref sec 29~~

5.08 Removal Prior to Term

~~32. The members of the Corporation~~AO-Members eligible to vote may, by ~~special resolution at a general meeting~~Special Resolution at a Meeting of AO-Members of which notice specifying the intention to pass such resolution has been given, remove any ~~director~~Director before the expiration of ~~his~~their 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~~their term.

5.09 Vacancies

- ~~33.~~ The office of a Director shall be automatically vacated:
- a) if at a ~~special general meeting of members, an ordinary resolution~~Meeting of AO-Members, a Special 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

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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;
- e) if a Director is convicted of an offence under the *Criminal Code* (R.S.C., 1985, c. C-46);
- e) if a Director becomes bankrupt or suspends payments or compounds with creditors;
- f) if a Director ceases to be ~~a member~~an AO-Member under the conditions of membership; or
- g) on death.

5.10 Filling Vacancies

If any vacancy in an elected Director position occurs for any reason listed in paragraph ~~33.5.08~~ (a – gh), the ~~board~~Board may, by majority vote, appoint ~~a representative of a member of the Corporation~~an AO-Member to fill the vacancy provided that a quorum of the number of Director positions established by this ~~by~~By-law or by resolution of the Board remains in place.

~~1.2. 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.~~

~~1.3. CONFLICT OF INTEREST~~

5.11 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~~

5.12 Powers

~~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~~Charter or otherwise authorized to exercise and do.

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

5.13 Authorization of Expenses

~~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.

5.14 Trust Arrangements

~~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~~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; and
- b) limit or increase the amount to be borrowed.

5.15 Furthering the Objects of the Corporation

~~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.

5.16 Power to Contract

~~40.~~ Without in any way derogating from the foregoing, the ~~board~~**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.

5.17 Books and Records

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

5.18 Power to Employ

~~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.

5.19 Determination of Remuneration for Officers, Agents and Employees

~~42.~~ Remuneration or a schedule thereof, for all Officers, ~~agents~~**Agents** and employees of the ~~corporation~~**Corporation** shall be fixed annually by a resolution of the Board.

~~1.5. 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.~~

Section 6 – Board Meetings

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

6.01 Board Meetings

~~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~~

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~~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.~~ There shall be at least four (4) Board meetings per year. Board meetings may be held at any time and place to be determined by the Directors.

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; and
- iii. each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

6.02 Notice

Forty-eight (48) hours written notice of a Board meeting shall be sent electronically to each Director. Notice, if by mail, shall be sent at least fourteen (14) days prior to the meeting.

No error or omission in giving notice of any Board meeting or any adjourned Board meeting 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.

6.03 Quorum

~~44.~~ A majority of Directors in office, but no fewer than four (4) elected Directors, shall constitute a quorum for Board meetings ~~of the Board of Directors~~. Any Board meeting ~~of the~~

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~~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~~By-law of the Corporation.

6.04 Voting

~~45.~~ Questions arising at any Board 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 the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

~~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~~

6.05 Minutes

~~46.~~ The minutes of Board meetings ~~of the board~~ shall be provided to each Director and shall be made available to ~~the members of the Corporation or their representatives~~AO-Members upon their request or shall be posted on the Corporation's website, once approved by the Board.

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

6.06 Adjournments

~~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:~~

Any Board meeting may be adjourned by the Chair with the majority consent of Directors. No notice shall be required of any meeting so adjourned.

- ~~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.~~

Section 7 – Officers

~~J. OFFICERS~~

7.01 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~~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.~~

7.02 Term

~~50.~~ 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. 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 special resolution of the Board ~~of Directors~~ at any time.

~~J.1. DUTIES OF OFFICERS~~

7.03 Duties of the Chair

~~51.~~ The Chair shall preside at all meetings of the Corporation and of the Board ~~of Directors~~. The Chair shall have oversee 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.

7.04 Duties of the Vice-Chair

~~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~~.

7.05 Duties of the Treasurer

~~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,

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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~~meetings 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~~Board.

7.06 Duties of the Secretary

54. The Secretary shall act as clerk of the ~~board~~Board and record all votes and minutes of all proceedings in the ~~books~~electronic minute archives to be kept for that purpose. The Secretary shall give or cause to be given notice of all ~~meetings~~Meetings of ~~the members~~AO-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.

7.07 Duties of other Officers

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.

Section 8 – Committees

~~K. COMMITTEES~~

8.01 Appointment

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

8.02 Notice of Meetings

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 Committee 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.

8.03 Quorum

Two (2) Committee Members shall constitute a quorum.

~~K.1. GOVERNANCE AND NOMINATIONS COMMITTEE~~

8.04 Governance and Nominations Committee

~~57.~~ There shall be a Governance and Nominations Committee with responsibility for the good governance of the ~~corporation~~Corporation and for overseeing recruitment, orientation and development of the Directors and the Board. Governance and Nominations Committee 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~~Committee Member 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.

Section 9 – Execution of Documents

~~M. EXECUTION OF DOCUMENTS~~

9.01 Legal Signature

~~60.~~ Contribution agreements and other funding contracts which require the legal signature of the ~~organization~~Corporation will be signed by the Executive Director and one ~~other~~(1) Officer of the Corporation or by two ~~other Officers.~~(2) Officers. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the Executive Director and one (1) Officer of the Corporation or by two (2) Officers or by any Agent.

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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.~~

9.02 Transferring Securities

~~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.

9.03 Depositing Securities

~~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~~ 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.

9.04 Execution of Contracts

~~64.~~ Notwithstanding any provision to the contrary contained in the ~~by~~ By-law of the Corporation, the Board ~~of Directors~~ may at any time by ~~resolution~~ Ordinary Resolution, direct the manner in which, and the ~~person or persons~~ Officer or Officers or Agent or Agents by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

9.05 Signatures and Endorsements for Collections and Deposits

~~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

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such ~~officer or officers or agent or agents~~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 officersOfficer(s) or agentsAgent(s) so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation'sbankers and may receive all paid cheques and vouchers and sign the entire bank's forms or settlement of balances and release or verification slips.

Section 10 – Protection of Directors and Others

10.01 Protection of Directors and Officers

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; and
- 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 willful neglect or default.

~~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.~~

Directors and Officers will be indemnified provided that they have complied with the Act and the Corporation's articles and By-laws and have exercised their powers and discharged their duties in accordance with the Act and the Corporation's articles and By-laws.

Section 11 – Financial

~~N. FINANCIAL YEAR~~

11.01 Financial Year

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

~~O. AUDITORS~~

11.02 Auditors

~~67. The members~~AO-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~~AO-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.~~

Section 12 – Adoption and Amendment of By-laws and Regulations

~~Q. RULES AND REGULATIONS~~

12.01 Rules and Regulations

~~69. The Board~~ ~~of Directors~~ may prescribe such rules and regulations not inconsistent with this ~~by~~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~~

12.02 Amendments to By-laws

~~70. The~~ ~~by law~~By-laws 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~~Board and sanctioned at a ~~meeting~~Meeting of ~~members~~AO-Members duly called for the purpose of considering the said ~~by~~By-law. The Directors may repeal, amend or re-enact any ~~by~~By-law but every such ~~by~~By-law, unless in the meantime confirmed by special resolution at a ~~meeting~~Meeting of ~~the members~~AO-Members duly called for that purpose, shall have force only until the commencement of the next annual meeting of ~~the Corporation~~members pursuant to the provisions of the Act unless confirmed thereat.

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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~~

12.03 Repeal of Prior By-laws

~~72.~~ All prior ~~by~~By-laws, resolutions or other enactments of the Corporation inconsistent with this ~~by~~By-law are hereby repealed provided that such repeal shall not affect the previous operation of such ~~by~~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~~By-law prior to its repeal.

Amendments Approved by the Board of Directors on October ~~27, 2015~~30,

2017 Approved by Special Resolution of the AO-Members on November ~~22,~~

~~2015~~ , 2017

~~Alicia Ferdinand, President & Chair~~
Name of Officer

~~Paul Osland, Vice Chair~~
Name of Officer

 Officer

~~November 22, 2015~~ November , 2017

November 22, 2015 , 2017

Date of Signature

Date of Signature