



By-laws 2020 Amendments

Amendments Approved by the Board of Directors on October 21, 2020
Approved by Resolution of the Members at on November 22, 2020
Athletics Ontario AGM

BY-LAWS

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:

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 five (5) or more Club-Members.

| <u>Description</u> | <u>Weight of Votes</u> |
|---|------------------------|
| Directors | 1 |
| Clubs with 5 or more but fewer than 51 Club-Members | 1 |
| Clubs with 51 or more but fewer than 101 Club-Members | 2 |
| Clubs with 101 or more Club-Members | 3 |

Club votes are to be cast by one Club-Member (other than a Director who may also be a Club-Member of the Club) of a Club classified in Class 1.

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Every question the first instance by a show of hands unless a poll is demanded by any AO-Member and not withdrawn.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

5.01 Quantity

The property and business of the Corporation shall be managed by a Board of Directors, comprised of six (6) to nine (9) Directors. The number of elected Director positions to be

filled at any time shall be determined by Special Resolution of the Board.

5.02 Qualification

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

5.03 Selection

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 AO-Members for election to the Board of Directors at a Meeting of AO-Members. AO-Members will be invited at least sixty (60) days in advance of the 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.

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. 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. If the number of candidates nominated for election is greater than the number of vacancies to be filled, election shall be made by ballot vote, in which AO-Members may vote for as many nominees as there are vacancies to be filled. To the extent of the vacancies to be filled, the nominees, who in descending order receive the most number of votes, shall be declared elected. In the event that a tie vote exists for the last remaining vacancy(ies), a second ballot vote shall be taken to determine the order in which such tied nominees are to be ranked to fill the remaining vacancy(ies). If the number of nominees for election is equal to or less than the number of vacancies to be filled, the nominees shall be submitted for election individually and elected or rejected by majority approval.

5.05 Term of Office

Except as may result from the application of the transition provisions in Section 5.06, the elected Directors shall serve a term of three (3) years and no elected Director shall serve more than nine (9) consecutive years. 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.

5.06 Transition

Following confirmation of the amendments to the By-Laws at the Meeting of AO-Members held November 22, 2020, a third of the newly elected or returning Directors shall serve a one-year term, a third of the newly elected or returning Directors shall serve a two-year term, and a third of the newly elected or returning Directors shall serve a three-year term.

The Directors selected to serve each of these terms will be determined by by the Board. . s.

