

SPORT ALLIANCE OF ONTARIO

GENERAL OPERATING BY-LAW NUMBER 2

September 14, 2010

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A By-law relating generally to the affairs of the Sport Alliance of Ontario, enacted as of April 25, 2007

ARTICLE 1 - NAME

1.1 The name of this corporation shall be the **Sport Alliance of Ontario**, (hereinafter referred to as the "Alliance")

ARTICLE 2 - HEAD OFFICE

2.1 **Location.** The head office of the Alliance will be situated in the City of Toronto, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

2.2 **Other Offices.** The Alliance may establish other such offices as it deems expedient.

ARTICLE 3 - MEMBERSHIP AND VOTING

3.1 **Categories of Membership.** Any sports association or organization (or individual who is a director of the Alliance) may become a member of the Alliance upon application for membership, accompanied by evidence of meeting the membership conditions, payment of the prescribed membership fee and approval by the Board of Directors under one of the following categories:

- (a) Sport Governing Body
- (b) Sport and Recreation Authority
- (c) Affiliate
- (d) Individual

3.2 **Criteria.** In order to be accepted, a member must meet at least one of the following criteria:

3.2.1 **Governing Bodies.** An organization which governs the circumstances of a sport activity in the Province of Ontario, recognized as such by the applicable national sport governing body and the Ontario Ministry responsible for sport and recreation. The Alliance will refer to the list of governing organizations provided to it annually by the Ontario Ministry.

3.2.2 **Sport and Recreation Authorities.** The following organizations specifically recognized by the Alliance as authorities in the Province of Ontario for sport and recreation activities:

- (a) Parks and Recreation Ontario (“PRO”)
- (b) Ontario Physical and Health Education Association (“OPHEA”)
- (c) Coaches Association of Ontario (“CAO”)
- (d) Canadian Sport Centre Ontario (“CSCO”)
- (e) Ontario Seniors Games Association (“OSGA”)
- (f) Canadian Intramural Recreation Association – Ontario (“CIRA”)
- (g) Provincial Sport Organizations Council (“PSOC”)

The Alliance may from time to time add applicant organizations to this list.

- 3.2.3 **Affiliates.** Organizations which are actively involved in conducting/regulating/supporting sport but which are not Governing Bodies or Sport and Recreation Authorities.
- 3.2.4 **Individuals.** Individuals elected to the Board of Directors shall be members while they act as directors of the Alliance.
- 3.3 **Voting.** At a meeting of the members, each member described in sub-paragraph 3.2.1 (Governing Bodies), 3.2.2 (Sport and Recreation Authorities) and 3.2.4 (Individuals) shall be entitled to one vote. Affiliate members shall be entitled to attend meetings but shall have no vote.
- 3.4 **Authorized Delegates.** At a meeting of the members, each member organization described in subparagraph 3.2.1 and 3.2.2 shall be entitled to have one (1) delegate present authorized to speak and to vote on behalf of the member. Such delegate must register with the Secretary (or other designated officer) of the Alliance prior to the commencement of the meeting.
- 3.5 **Fees, Conditions.** The membership fees and related conditions, if any, shall be prescribed by the Board of Directors from time to time and ratified by the members.
- 3.6 **Withdrawal.** Any member may withdraw from the Alliance at any time by notice to the Alliance, but upon withdrawal the member shall not be entitled to a refund of any portion of the fees that may have been paid.
- 3.7 **Conduct.** The Board of Directors shall establish a “Member Code of Behaviour” which shall be acknowledged and subscribed to by each member upon acceptance as a member of the Alliance. A member in good standing is any member who meets the membership conditions, abides by the Alliance’s established Member Code of Behaviour and has paid the current year’s dues.
- 3.8 **Suspension, Expulsion.** The Board of Directors may suspend or expel any member whose conduct is such as to bring discredit to the Alliance. No member may be expelled or suspended without thirty (30) days’ notice in writing specifying the nature of the complaint. The member is entitled to a hearing with the Board of Directors before the expulsion or suspension can be invoked.

ARTICLE 4 - MEETINGS

4.1 Annual General Meeting

- (a) An Annual General Meeting shall be held each year within 180 days from the end of the fiscal year.
- (b) The Board of Directors shall have the power to call at any time an Annual General Meeting of the members of the Alliance. Each member shall be sent a written notice, thirty (30) days in advance, stating the date, time, location and order of business of the Annual General Meeting.
- (c) At the Annual General Meeting:
 - (i) Appointment of auditors shall be approved by the membership;
 - (ii) Officers shall present a complete written report of their activities and the affairs of the Alliance during the preceding year;
 - (iii) Directors shall be elected;
 - (iv) The members shall ratify any changes to fees or terms of membership; and
 - (v) The Treasurer shall present a detailed statement, duly audited, of the receipts and expenditures of the preceding year and of the assets and liabilities of the Alliance as at its last year-end.

4.2 Special General Meeting

- (a) The Board of Directors shall have the power to call at any time a Special General Meeting of the members of the Alliance. Each member shall be sent a written notice, fourteen (14) days in advance, stating the date, time, location and business to be dealt with at any Special General Meeting.
- (b) Only the business for which a Special General Meeting has been called shall be dealt with except with the unanimous consent of the members present.

4.3 Members May Request a Meeting. Pursuant to and in accordance with s.295 of the Corporations Act (Ontario), ten per cent (10%) of the members of the Alliance entitled to vote at a general meeting may request the Board of Directors to call a general meeting of the members for any purpose connected with the affairs of the Alliance.

4.4 Quorum. A quorum for the transaction of business at any meeting of members shall consist of not less than twenty (20) percent of the voting members who

must be present in person or represented by proxy. No meeting of members can take place nor can any business be conducted, unless a quorum is present. If a quorum is not present within thirty (30) minutes of the time for which the meeting was called, the Chair may adjourn the meeting to a date not less than seven (7) and not more than fourteen (14) days thereafter. There shall be five (5) days' notice of adjournment or resumption of the meeting.

- 4.5 **Who Is Entitled to Be Present at a Meeting.** Voting members and their proxy holders are entitled to be present at any general meeting of members. The Alliance's auditors, and any other person or entity may attend if required by law, any Alliance by-law or the Corporations Act (Ontario) or if approved by the Chair or by the majority consent of the voting members present. Voting member organizations are entitled to bring more than one guest, but only one person will be named the voting delegate. Non-voting members or guests may participate or speak on permission of the Chair of the meeting or by majority consent of the voting members present.
- 4.6 **Right to Vote.** Each voting member may exercise the right to vote in the manner prescribed herein, provided each Individual member and each delegate appointed by a voting member organization has provided satisfactory appointment evidence to the Secretary (or other designated officer) for the purposes of voting accreditation prior to the commencement of a meeting. Every voting member organization is entitled to select one (1) delegate to vote at a meeting of members.
- 4.7 **Proxies.** If a delegate of record or an Individual member is unable to attend at a meeting, then that person by means of a proxy may appoint a person (who need not be a member) as his/her nominee to attend and to act at the meeting in the manner, to the extent and with the power conferred by the proxy. Proxies shall be on forms provided by the Alliance, must be dated and signed by the delegate or Individual member, shall name the proxy appointee, and may contain specific restrictions or stipulations. In any case, any proxy shall be valid only for the specific meeting named (and not an adjournment thereof). Proxy forms must be received by the Secretary (or other designated officer) prior to the commencement of a meeting.
- 4.8 **Votes to Govern.** At all meetings of the members every question shall be decided by a majority of votes of the voting members present in person or represented by a proxy unless otherwise required by the by-laws of the Alliance or by statute. Every question shall be decided in the first instance by a show of votes. Upon a show of votes, every member having voting rights shall have votes, as scheduled and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Alliance shall be proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or delegate and such poll will be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Alliance. Each member of the Board of Directors who is entitled

to cast a vote has one (1) vote plus, if such is the case, an additional vote as the voting delegate of a member organization. In case of an equality of votes at any general meeting, whether upon a show of votes or at a poll, the Chair of the meeting will be entitled to cast a tie breaking and deciding vote. The Chair of the Board of Directors is the Chair of the AGM unless otherwise stipulated by the Board of Directors.

- 4.9 **Conduct of Meetings.** Meetings of the members shall be conducted in accordance with *Perry's Call to Order* insofar as it applies.

ARTICLE 5 - BOARD OF DIRECTORS

- 5.1 **Composition.** The business of the Alliance shall be conducted by a Board of Directors composed of fourteen (14) individuals as follows:

- (a) Ten (10) directors at large drawn from the population of Ontario and nominated by a voting member of the Alliance;
- (b) The current Past-Chair of the Alliance (non-voting);
- (c) Two (2) directors appointed by the Government of Ontario ministry responsible for sport and recreation, one of which will be a non-voting Director; and
- (d) The CEO of the Alliance as an ex-officio director (non-voting).

- 5.2 **Term.** Each director may be elected for a two-year term. A director may be re-elected. No elected director shall serve for more than three (3) consecutive full terms.

- 5.3 **Balance.** The Board of Directors should reflect a balance of gender, age and geographical location within the province where ever possible.

- 5.4 **Election of Directors.** At the Annual General Meeting held in odd-numbered years, five (5) directors shall be elected. At the Annual General Meeting held in even-numbered years five (5) other directors shall be elected.

- 5.5 **Voting.** Unless otherwise stipulated in the by-laws of the Alliance or the Corporations Act (Ontario), questions arising at any meeting of the directors shall be decided by a majority of votes cast of directors entitled to cast a vote. The Chair is not entitled to cast a vote unless there is a tie breaking requirement. In case of an equality of votes in any matter, the Chair will be entitled to cast a tie breaking and deciding vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made the vote shall be taken by show of hands or spoken vote. 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 any resolution.

- 5.6 **Quorum.** A majority of the voting directors shall form a quorum for the transaction of business. No business may be conducted unless there is a quorum present. In the case of telephone participation at a meeting of directors all directors in contact shall be included in the quorum determination.
- 5.7 **Vacancy.** Should a vacancy occur the Board of Directors may appoint a person to fill the vacancy appointed by resolution. The appointee will hold the position to the end of the term of the director being replaced.
- 5.8 **Meetings.** The Board shall meet together for the dispatch of business, adjourn and otherwise regulate its meetings as the directors may determine.
- 5.9 **Notice.** Notice of Board meetings may be given in the minutes distributed, or at least one week prior to the date of the meeting. However, the Board may meet on regular dates without notice, or may meet at any time or place without notice, by consent of two-thirds (2/3) of the voting directors, every director being notified.

ARTICLE 6 – OFFICERS

- 6.1 **Designation.** The officers of the Alliance are the Chair, Vice-Chair(s), Secretary, Treasurer and other such officers as the Board from time to time may designate.
- 6.2 **Election.** The officers of the Alliance are elected by the directors from among themselves.
- 6.3 **Chair.** The Chair shall preside at all meetings of the Board of Directors and shall have no vote except in the case of a tie. The Chair shall preside at the Annual General Meeting. The Chair shall be an ex-officio member of all committees and any sub-committees of the Alliance, except the Nominating Committee. The Chair shall be the official representative of the Alliance.
- 6.4 **Vice-Chair.** A Vice-Chair shall preside at all meetings in the absence of the Chair and shall assume the functions at that time.
- 6.5 **Secretary.** The Secretary shall be responsible for notices of meetings, minutes and reports, and membership registrations and communications and such other duties as may, from time to time, be determined by the Board.
- 6.6 **Treasurer.** The Treasurer shall be responsible for providing and maintaining records and accounts and making such investments as the Board directs and shall report at each Board meeting regarding the finances and operating balance. The Treasurer will present a report along with the auditor's report to the Annual General Meeting. The Treasurer will serve as Chair of the Finance Committee.
- 6.7 **Chief Executive Officer.** The Board of Directors shall appoint and establish the duties and remuneration of a Chief Executive Officer and may delegate to that employee the hiring and supervision of other personnel.
- 6.8 **Other Officers.** The Board may establish such other officers as it may consider advisable.

ARTICLE 7 - COMMITTEES

- 7.1 **Establishing Committees.** The Board of Directors may form committees, as it deems appropriate.
- 7.2 **Standing Committees.** The following are the standing committees of the Alliance:
- Executive
 - Nominating
 - Finance
 - Audit
 - Client Services
 - Marketing and Communications

The terms of appointment and operation for the standing committees shall be determined by the Board of Directors from time to time as necessary.

- 7.3 **Quorum.** At meetings of a committee, a majority of committee members shall form a quorum.

ARTICLE 8 - BORROWING POWERS

- 8.1 **Authorization.** The Board of Directors may from time to time:
- (a) borrow money on the credit of the Alliance.
 - (b) Issue, sell or pledge securities of the Alliance.
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Alliance including book debts, rights, powers, franchise and undertakings to secure securities or any money borrowed or other debt or any other obligation or liability of the Alliance.

ARTICLE 9 - FINANCIAL POLICIES

- 9.1 **Banking.** The banking business of the Alliance or any part thereof shall be transacted with such Canadian chartered bank(s) or trust company (companies) which is (are) a member of the Canadian Deposit Insurance Corporation or other firms or corporations whose deposits are similarly protected.

- 9.2 **Disbursement by Officers.** The Officers of the Alliance may approve the disbursement of funds not noted in the approved budget, with the knowledge that the delay required to gain consent of the Board of Directors would be detrimental to the Alliance's business, and that such funds are available within the assets of the Alliance without any effect upon an approved budget. Such a disbursement shall not exceed \$10,000.00 and shall be disclosed in a report to the Board of Directors at its next meeting.
- 9.3 **Accounts to be Maintained.** The Board shall be responsible for the securing, controlling and accounting of the finances of the Alliance and all operating funds of the Alliance shall be placed and kept in legal accounts approved by the Board.
- 9.4 **Signatures.** All documents providing payments by the Alliance shall be signed by two persons designated by the Board.
- 9.5 **Investments.** Funds may be placed in investment programs, securities and properties, to the advantage of the Alliance and as approved by the Board.
- 9.6 **Fiscal Year.** The fiscal year of the Alliance is from April 1 to March 31.

ARTICLE 10 - INDEMNITIES

- 10.1 **Indemnity and Insurance.** The Directors and Officers of the Alliance acting bona fide and in good faith shall be indemnified and save harmless out of the assets of the Alliance from and against any and all costs, charges and expenses sustained or incurred arising from any and all actions, debts, causes of action or claims advanced against them in connection with actions taken on behalf of the Alliance in the capacity of officer or director. The Board of Directors may obtain at the expense of the Alliance such directors' or officers' liability insurance as may appear prudent.

ARTICLE 11 - AMENDMENTS

- 11.1 **Submission in Writing.** All proposed amendments to the By-laws or Letters Patent must be received by the Alliance in writing not less than forty-five (45) days prior to a general meeting.
- 11.2 **Circulation.** Copies of the proposed amendments to by-laws or letters patent shall be sent to the membership not less than fourteen (14) days prior to the general meeting at which they are to be considered.
- 11.3 **Votes Required.** Amendments shall become effective if passed by two-thirds of the votes cast by the members present or represented by proxy at a general meeting.

ARTICLE 12 - DISSOLUTION

- 12.1 **Disposition of Assets.** Upon the dissolution of the Alliance and after the payment or making provisions for the payment of all debts or liabilities, a resolution of the members shall dispose of the remaining assets and property to an organization or organizations whose objects closely coincide with those of the Alliance.

ARTICLE 13 - INTERPRETATION

- 13.1 **Dispute About By-laws.** Any dispute regarding the by-laws of the Alliance shall be referred to the members at a meeting and their decision shall be final. In the event that the members cannot resolve a dispute, the matter shall be referred to a committee for resolution and such committee may refer to such authorities including authorities in law, as may be appropriate.

ARTICLE 14 - NOTICE

- 14.1 **Giving Notice.** Notice to any member, director, officer or auditor of the Alliance for any meeting of members, directors or otherwise, shall be sufficiently given if sent to the last address of the member, director, officer or auditor recorded on the books of the Alliance by delivery, or by prepaid ordinary mail, or, if prior written consent has been given by the intended recipient, by means of facsimile, electronic mail or other method of transmitted or recorded communication. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when it is transmitted by the Alliance directly or when it is delivered to the appropriate communication company or agency or its representative for dispatch. No inadvertent error or omission in giving notice of an annual or general meeting or any adjourned meeting of the members of the Alliance shall invalidate such meeting or make void any proceedings taken thereat. Any person entitled to receive such notice may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken or had thereat.

ARTICLE 15 - CORPORATE SEAL

- 15.1 **Custody and Use.** The seal regarding the Alliance shall be in the custody of the Secretary or other such person as may be designated by the Board and all papers or documents required to be sealed on behalf of the Alliance shall be sealed in the presence of the Chair and Secretary or of such other person as may be designated by resolution of the Board.