

Oakville Minor Baseball Association

Bylaws

A. Introduction

A.1 **Purpose.** These Bylaws relate to the general conduct of the affairs of the Oakville Minor Baseball Association, a not-for-profit corporation operating under Ontario's *Not-for-Profit Corporations Act*, as may be amended or replaced.

A.2 **Definitions.** The following terms have these meanings:

Act – the *Not-for-Profit Corporations Act, 2010* (Ontario) S.O. 2010, c.15, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;

Annual Meeting – the annual meeting of the members required by the Act;

Auditor – a certified public accountant appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Corporation for a report to the Members at the next Annual Meeting;

Board or Board of Directors – the Board of Directors of the Corporation;

Chair – the President of the Corporation;

OMBA or the Corporation – Oakville Minor Baseball Association

Committee – any committee of the Board established by the Directors;

Days – will mean days including weekends and holidays;

Director – an individual elected or appointed to serve on the Board;

Member – has the meaning given to it in section B.1 of these Bylaws;

Officer – an individual elected or appointed by the Board to serve as an Officer of the Corporation;

Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution;

Special Meeting – a meeting of the Members other than the Annual Meeting;

Participants – all individuals participating in activities directly or indirectly authorized or sanctioned by the Corporation as well as all individuals employed by or engaged in activities with the Corporation including, but not limited to athletes, coaches, convenors, officials, volunteers, committee members, Directors and Officers of the Corporation, spectators, and the parents/guardians of any such individuals who are not of the age of majority, and specifically including any individual affiliated with the Corporation who is subject to the Universal Code of Conduct to Prevent and Address Maltreatment in Sport under the authority of the Corporation and who is under the jurisdiction of Abuse-Free Sport pursuant to any applicable Abuse-Free Sport Participant Consent Form;

President – the Director elected by the Board to serve in the office of president;

Corporation or OMBA – Oakville Minor Baseball Association;

Special Resolution – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

A.3 **Registered Office.** The registered office of the Corporation shall be in the Province of Ontario at such address as the Board may, by Ordinary Resolution, determine.

A.4 **Corporate Seal.** The Corporation may have a corporate seal which will be adopted and may be changed by resolution of the Directors.

A.5 **No Gain for Members.** The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

A.6 **Ruling on Bylaws.** Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision and values of the Corporation.

A.7 **Conduct of Meetings.** Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

A.8 **Interpretation.** Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate.

B. Membership

B.1 **Membership.** The Corporation's membership (collectively, the "**Members**") consists of the following categories of Members:

- a) **Player Member** – Any individual who is or was a player with a team governed by the OMBA at any time since the last Annual Meeting and who has not left the OMBA for another organization;

- b) Coach Member – Any individual who is or was a coach with a team governed by the OMBA since the last Annual Meeting and who has not left the OMBA for another organization;
- c) Director Member – Any individual who is serving as an OMBA Director;
- d) Approved Community Member – Any individual active in the Oakville community showing an interest in the activities of the OMBA and its purposes and objectives who has been approved for membership by the Board; and
- e) Honourary Member – Any individual approved by the Board for honorary membership in the Corporation.

and in all cases who are in good standing with the OMBA and whose membership has not elapsed or been terminated.

B.2 Members Under the Age of Eighteen (18). Members under the age of eighteen shall have their rights and obligations of membership in the Corporation exercised by a parent or guardian. All of such child's parents or guardians may attend meetings of the Members, but there shall be only one (1) vote per child Member.

B.3 Admission and Renewal of Members. No candidate for membership will be accepted as a Member of the Corporation unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Board;
- b) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member or has rectified whatever may have caused the candidate Member not to be in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid fees as prescribed by the Board;
- d) The candidate member has satisfied to the Board in its sole discretion that any condition of membership that the Board may in its discretion apply with respect to any application for membership in the Corporation; and
- e) The candidate member has been approved by Ordinary Resolution as a Member by the Board or by any committee or individual delegated this authority by the Board.

B.4 Duration. Membership is accorded on an annual basis from Annual Meeting to Annual Meeting, subject to renewal in accordance with these bylaws.

B.5 Renewal. Membership renewal is not automatic. No Member will be renewed as a Member of the Corporation unless the Member has made an application for membership renewal in a manner prescribed by the Board, the member is a Member in good standing at the time of applying for membership renewal, and the Member's application is accepted by the Board.

B.6 Membership Fees. Membership fees for all categories of Membership will be determined annually by the Board

B.7 Membership is Non-Transferable. Membership in the Corporation is not transferable.

B.8 Members Rights. All Members who are in good standing and not under suspension have the following rights:

- a) to receive notices of Members' meetings and to attend Members' meeting;
- b) to appoint the Corporation's auditor;
- c) to amend the Corporation's bylaws;
- d) to elect the Corporation's directors;
- e) to submit proposals for inclusion on the agenda of Members' meeting; and
- f) to exercise all other rights and privileges arising from the Act and such other rights and privileges as the Board may from time to time determine.

B.9 Members in Good Standing. All Members are in good standing other than a Member that:

- a) has ceased to be a Member;
- b) has not complied with these bylaws and/or the policies, procedures, rules and regulations of the Corporation;
- c) fails to pay when due, annual membership dues, if any, or any other debt owing to the Corporation and the Member is not in good standing so long as the debt remains unpaid;
- d) has been suspended or expelled or is currently subject to disciplinary investigation or action by the Corporation or any of its governing bodies;
- e) has not completed and remitted all documents required by the Corporation.

B.10 Effect of Not Being in Good Standing. A Member who is not in good standing loses all rights of membership with the Corporation and may not vote at any Members' meeting or otherwise assign its vote(s) by proxy.

B.11 Discipline and Suspension. The Board shall have the power to discipline or suspend any Member that breaches or violates the Act or any bylaw, policy, rule, or code of conduct, including discipline by fine, suspension, or termination of membership. The Board may also suspend a Member that fails to fulfill its financial obligations to the Corporation or is deemed by the Board to have brought the Corporation into disrepute. The Corporation may enact policies with respect to discipline and suspension procedures, including policies setting out notice requirements, decision making process, and rights of appeal.

B.12 Effect of Suspension. A suspended Member shall lose its rights as a Member of the Corporation, including the right to vote at any Members' meetings of the Corporation, while such suspension remains in effect. A suspended Member awaiting the result of an appeal retains its rights to vote at any Members' meeting.

B.13 Termination. A Member's membership in the Corporation terminates upon:

- a) the expiration of the Member's term of membership;
- b) the Member not being in good standing for twelve (12) months;
- c) the resignation or death of a member who is an individual;
- d) the expulsion of the Member in accordance with these Bylaws.

B.14 Effect of Termination. Loss of membership status by resignation or expulsion immediately terminates all rights and privileges that the Member enjoyed within the Corporation but does not relieve that Member from its financial obligations to any of the Corporation, other Members, or anyone else to whom the Member may have a financial obligation for which the Corporation may be liable.

B.15 May Resign. A Member may may resign by delivering written notice to the Corporation. Resignation does not halt or void any disciplinary process arising from conduct that occurred while the individual was a Member, and the Corporation retains jurisdiction to complete such process.

C. Members' Meetings

C.1 Types of Meetings. Meetings of Members will include Annual Meetings and Special Meetings.

C.2 Annual Meeting. The Annual Meeting will be held after the end of the Corporation's fiscal year end in a timely manner in accordance with the Act.

C.3 Notice for Annual Meeting. Public notice shall be given not less than ten (10) days and not more than fifty (50) days in advance of the Annual Meeting, and in the manner specified in the Act. Notice may be made by text, email, and/or by posting all relevant information on the Corporation's website.

C.4 Special Meetings. Special Meetings of the Members may be called at any time by (i) the Board by way of Ordinary Resolution, or (ii) upon the written requisition of Members who hold ten percent (10%) of the votes of the Corporation through a procedure set out in greater detail in s.60 of the Act. Members wishing to requisition a Special Meeting should ensure full compliance with the Act. The agenda of any Special Meeting will be limited to the subject matter for which the meeting was duly called. The Board shall honour such Member request by promptly calling a Special Meeting and adhering to the provisions of the Act with respect to such meetings.

C.5 Special Meetings - Notice. Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of a Special Meeting shall be given in the manner specified in the Act. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

C.6 Location and Date. The Corporation will hold meetings of Members at such specific dates, times, and places within Ontario as determined by the Board.

C.7 Meetings by Electronic Means. A meeting of Members may be held by means of telephone, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting provided the Corporation makes available such a communication facility.

C.8 Participation in Meetings by Electronic Means. Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

C.9 Quorum. Ten (10) Members shall constitute a quorum at any meeting of the Members, including an Annual Meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

C.10 Annual Meeting Business. The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than ten (10) business days (or other number of days that may be further prescribed by the Act) before the Annual Meeting, with a copy of the approved financial statements and the audit or financial review engagement report required by the Act. The business transacted at the Annual General Meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous Annual and any subsequent Special Meetings;
- c) presentation of the financial statements;
- d) report of the auditor or person who has been appointed to conduct a review engagement;
- e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f) election of directors; and
- g) such other or special business as may be set out in the notice of meeting.

C.11 Special Business at Annual Meetings. No other item of business may be raised by a Member at an Annual Meeting unless a Member has given sixty (60) days' notice to the Corporation of any matter that the Member proposes to raise at the Annual Meeting. Members wishing to have a proposal considered at an Annual meeting are required to fully comply with the Act (s.56).

C.12 Chair of Member Meetings. The President shall also preside as the Chair at all meetings of the Members, including Annual Meetings. The Chair may designate an alternate to serve as chair at any meeting of the Members. In the absence of the Chair or the Chair's designee, the Members present shall choose the chair for the meeting.

C.13 Voting. Business arising at any Members' meeting shall be decided by Ordinary Resolution unless otherwise required by the Act or these bylaws provided that each Member shall be entitled to one (1) vote at any meeting. Votes shall be taken by a show of hands among all Members present. An abstention shall not be considered a vote cast. Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct. If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a casting vote. If there is a tie vote upon written ballot, the motion is lost. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

C.14 No Proxy Voting. Proxy voting is not permitted.

C.15 Persons Entitled to be Present. The only persons entitled to attend a Members' meeting are the Members, the Board, the Auditor or the person who has been appointed to conduct a review engagement of the Corporation (if any), and others who are entitled or required under any provision of the Act or the articles or these bylaws to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

C.16 Email and Text Notice is Acceptable. Any notice required to be sent to any Member or anybody else entitled to receive notice pursuant to the Act may be delivered electronically, including by email or text or in a future form as may be developed. Materials relevant to the notice may be posted by the Corporation on the Corporation's website.

C.17 Error or Omission in Giving Notice for Members' Meeting. Failure to give timely notice to any person entitled to receive notice shall not invalidate any action taken at any meeting to which the notice pertained provided that a quorum was achieved at any such meeting and the meeting, with a valid quorum, conducted business, and further provided that the failure to give timely notice was not intentionally designed to subvert the interests of any individual.

D. Directors.

D.1 Composition of the Board. The Board shall consist of nine (9) at-large Directors.

D.2 Eligibility. To be eligible to be nominated, elected, appointed, or serve as a Director, an individual must:

- a) be eighteen (18) years of age or older;
- b) not be deemed incapable of managing property under the *Substitute Decisions Act, 1992* or the *Mental Health Act*;
- c) not be incapable as determined by any court in Canada or elsewhere;

- d) not be bankrupt;
- e) not have been previously convicted of a criminal offence, unless a pardon has been issued;
- f) not have been previously, within the past five (5) years, formally disciplined by the OMBA or the Ontario Baseball Association for inappropriate conduct by means of a written disciplinary decision;
- g) not be disqualified by the other provisions of these bylaws.

D.3 Restriction - Staff and Family. No individual may be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director if they are an employee of the Corporation or an immediate family member of an employee of the Corporation. This provision does not apply to situations where individuals under the age of eighteen (18) are providing services such as umpiring to the OMBA.

D.4 Restriction - Conflict of Interest (Baseball Services). No individual may be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director if they or an immediate family member has a direct or indirect financial interest or ownership interest in any entity providing services the Corporation or its Members relating to the sport of baseball, including both general physical training and sport-specific training.

D.5 Restriction – Other Baseball Entities. No individual may be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director if they or an immediate family member has a direct or indirect interest in, or is materially involved in the operation of, another entity or organization that operates or promotes baseball or baseball-related activities.

D.6 Restriction - One Director Per Immediate Family. Not more than one (1) person from any immediate family shall be entitled to be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director.

D.7 Nomination. An individual may nominate themselves or anyone else for election as a Director. Each nomination should include the written consent of the nominee by signed or electronic signature and shall be submitted to the Corporation by the date set by the Board in advance to the Annual Meeting.

D.8 Circulation of Nominations. Valid nominations will be circulated to all Members prior to the election of Directors.

D.9 Nominations from the Floor. Nominations from the floor for the election of Directors are permitted only if there are fewer nominated candidates than available Board positions. Any person elected as a Director after having been nominated from the floor must comply with all provisions of the Act.

D.10 Term and Rotation. The election of Directors will take place at each Annual Meeting on a rotational basis with three (3) Directors each being elected for terms of three (3) years each year. The Board shall be authorized to implement a transition plan pursuant to which certain

Directors may serve terms shorter than three (3) years during the implementation of this rotational system.

D.11 **Term End.** Elected Directors will serve terms according to their electoral cycle and will hold office until their successors have been duly elected in accordance with these bylaws, unless they resign, are removed from or vacate their office.

D.12 **Term Maximum.** Directors will serve up to a maximum of nine (9) years.

D.13 **Director Elections.** Elections for Director positions will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) Equal Number of Nominations and Available Positions – Winners declared by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes and an Ordinary Resolution will fill the available positions until the available positions have been filled. In a case of a tie between the final available position, run-off votes will be conducted as needed for the tied candidates.

D.14 **Resignation.** A Director may resign from the Board at any time by presenting their notice of resignation to the Board of Directors. This resignation will become effective the date on which the request is received by the Board. If a Director is subject to a disciplinary investigation or action of the Corporation, that Director will remain subject to any sanctions or consequences resulting from the disciplinary investigation or action.

D.15 **Vacate Office.** The office of any Director will be vacated automatically if the Director resigns, ceases to meet any of the qualifications required of a Director, or dies.

D.16 **Removal.** Pursuant to the Act, a Director may be removed by Ordinary Resolution of the Members provided the Director has been given notice of the proposed removal and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer.

D.17 **Suspension.** A Director may be suspended pending the outcome of a discipline hearing by Special Resolution of the Board where the Board deems such immediate suspension to be required given the severity of the Director's conduct.

D.18 **Vacancy.** Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy on an interim basis until the next meeting of the Members at which Directors are elected.

D.19 **Remuneration.** No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Corporation, as approved by the Board of Directors.

D.20 **Powers.** Except as otherwise provided in the Act or these bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

D.21 **Managing the Affairs of the Corporation.** The Board may make policies and procedures to manage the affairs of the Corporation in accordance with the Act and these bylaws.

D.22 **Discipline.** The Board may make policies and procedures relating to discipline of Members and Participants and will have the authority to discipline Members and Participants in accordance with such policies and procedures.

D.23 **Dispute Resolution.** The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.

D.24 **Employment of Persons.** The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation. The Board may also terminate any such employment or engagement as it sees fit.

D.25 **Borrowing Powers.** The board may borrow money upon the credit of the Corporation as it deems necessary:

- a) 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 in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;
- c) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
- d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

D.26 **Duty.** A Director of the Board shall act honestly and in good faith and in the best interest of the Corporation and exercise the care, diligence, and skill of a reasonably prudent person in exercising their powers and performing their function as a Director. Nothing in any contract, the Constitution, these Bylaws, or the circumstances of their appointment relieves a Director from the duty to act in accordance with the law or liability that by virtue of a rule of law would otherwise attach them in respect and negligence, default, breach of duty, or breach of trust of which they may be guilty in relation to the Corporation.

E. Directors' Meetings

E.1 **Call of Meeting.** Meetings of the Board of Directors shall be called by the President or any other three (3) Directors and will be held any time and place as determined by the Board of Directors.

E.2 **Chair.** The President or their nominee shall chair meetings of the Board of Directors. In the absence of the President or their nominee, the Directors in attendance at such a meeting shall elect a chair.

E.3 **Notice.** Notice of Board meetings will be given electronically to all Directors at least forty-eight (48) hours prior to the scheduled meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those Directors absent from a meeting consent to the meeting being held in their absence.

E.4 **Number of Meetings.** The Board will hold not less than four (4) quarterly meetings per year, and more regularly as may be required to ensure the appropriate operation and governance of the Corporation. The Board shall establish a schedule for its meetings.

E.5 **Quorum.** A quorum for any meeting of the Board shall be three (3) Directors.

E.6 **Voting.** Each Director is entitled to one vote. Voting will be either by a show of hands, verbally, or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution unless otherwise required by the Act or these bylaws.

E.7 **Conflict of Interest.** Each Director will comply with the Conflict of Interest provisions of these bylaws.

E.8 **Closed Meetings.** Meetings of the Board will be closed to Members and the public except by invitation of the Board.

E.9 **Meetings by Telephone.** A meeting of Directors may be held by telephone conference call provided that either (i) a majority of the voting Directors consent to a meeting by teleconference, or (ii) a meeting by teleconference has been approved by resolution passed by the Directors at a meeting of Directors. Any Director who is unable to attend a meeting of Directors may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

E.10 **Meetings by Other Electronic Means.** The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) Each Director has equal access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

E.11 **Error or Omission in Giving Notice of Directors' Meeting.** Failure to give timely notice to any person entitled to receive notice shall not invalidate any action taken at any meeting to which the notice pertained provided a quorum was achieved at any such meeting and the

meeting, with a valid quorum, conducted business, and further provided that the failure to give timely notice was not intentionally designed to subvert the interests of any individual.

F. Officers

F.1 Officers of the Corporation. – The Corporation's Officers shall include the following:

- a) President
- b) Vice-President Finance and Treasurer
- c) Vice-President Rep
- d) Vice-President House League
- e) Vice-President Marketing and Sponsorship
- f) Secretary
- g) Director of Facilities
- h) such other officers as may be determined by the Board.

F.2 Election of Officers. The Officers of the Corporation will be elected by the Board for terms of one (1) year. At the first meeting of the Board following the election of new Directors, the Directors will elect Officers for whichever positions are vacant. Those elected as Officers shall take office immediately.

F.3 Term Limit for President. No individual shall serve as President for longer than six (6) consecutive years.

F.4 Nomination. Directors may nominate themselves for any Officer position. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following;

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

F.5 Duties of the Officers. The Board shall establish specific responsibilities for each Officer.

F.6 Delegation of Duties. At the discretion of the Officer and with the approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

F.7 Other Officers. The Directors may appoint such other officers and agents as they shall deem necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

F.8 **Powers.** All Officers shall sign such contracts, documents or instruments in writing that require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices as assigned to them by the Board.

F.9 **Removal.** An Officer may be removed by Special Resolution of the Board or by Special Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

F.10 **Vacancy.** Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

F.11 **Remuneration.** The Officers shall not receive any stated remuneration for their services but shall be entitled to be paid for their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending any meeting of the Corporation, as approved by the Board.

G. Committees of the Board

G.1 **Board Committees.** The Board has the authority to establish Committees to help guide it and assist with the operation and governance of the Corporation.

G.2 **Committee Composition.** The Board may appoint any individual to any Committee as it deems appropriate, and has the discretion to appoint to a Committee any individual it believes would benefit the Corporation. Committee members need not be Directors or Members.

G.3 **Removal.** The Board may at any time remove any individual from any Committee.

G.4 **Committees Are Only Advisory Bodies.** Notwithstanding the creation of any Committee and the delegation of any responsibility to any Committee, the Board at all times retains authority with respect to all such matters. While Committees facilitate efficiency in the conduct of the Corporation's affairs, Committees do not replace the Board's ultimate responsibility for all such matters.

G.5 **Committees.** The Board shall establish the following Committees;

- a) Nominations Committee;
- b) Audit and Finance Committee;
- c) Governance, Legal, and Human Resources Committee;
- d) Rep Coaching Selection Committee; and
- e) such other Committees as the Board may deem desirable.

G.6 **Nominations Committee.** The Nominations Committee shall be comprised of such Directors, Officers, and individuals as may be deemed appropriate by the Board. The

Nominations Committee should have an odd number of members. The Nominations Committee's recommendations need not be approved by the Board. The Nominations Committee must not include any Director up for election. The Nominations Committee shall work to identify nominees who would bring valuable skills and experience to the Corporation and who would represent the Corporation's stakeholders with the objectives establishing a Board that is respected, credible, and representative.

G.7 Audit and Finance Committee. The Vice-President Finance and Treasurer shall chair the Audit and Finance Committee. The Audit and Finance Committee shall be comprised of such Directors, Officers, and individuals as may be deemed appropriate by the Board, with the Board to consider expertise and experience in financial matters when appointing members to this Committee. The Audit and Finance Committee shall ensure that the Corporation complies with all financial obligations and all financial reporting obligations.

G.8 Governance, Legal, and Human Resources Committee. The Governance, Legal, and Human Resources Committee shall be comprised of such Directors, Officers, and individuals as may be deemed appropriate by the Board, with the Board to consider expertise and experience in governance, legal, and human resources matters when appointing members to this Committee.

G.9 Other Committees. The Board may establish other committees to deal with specific areas of concern to the Board.

G.10 Terms of Reference. The Board shall provide and approve terms of reference for all Committees.

G.11 Remuneration. Committees members shall not receive any stated remuneration for their services, but they shall be entitled to be paid for their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation. All committee members shall be subject to removal from their duties as committee members by a majority vote of the Board.

H. Financial Matters

H.1 Banking. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

H.2 Financial Year. The financial year of the Corporation shall end on August 31 or such other date as the Board may determine by Ordinary Resolution.

H.3 Signing Officers. The Board will, from time to time by Board Resolution, appoint signing officers who shall be authorized to sign cheques and all banking documents on behalf of the Corporation. The Board will have power from time to time by resolution to appoint any officer or officers, or any person or persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

H.4 Borrowing Powers. In order to carry out the purposes of the Corporation, the Board may, on behalf of and in the name of the Corporation, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

H.5 Appointment of Auditor at Annual Meeting. The members shall appoint an Auditor at each Annual Meeting, to hold office until such Auditor is reappointed or replaced at a subsequent Annual Meeting in accordance with the procedures set out in the Act.

H.6 Annual Financial Statements. The Corporation shall make the audited financial statements and the Auditor's report available to the members in advance of the Annual Meeting free of charge. The Corporation may fulfill its obligations in this regard by making the audited financial statements and related information available on its website.

I. Protection of Directors and Others

I.1 Protection of Directors, Executive Officers, and Others. No Director, Executive Officer, Committee member, or employee of the Corporation is liable for the acts, neglects or defaults of any other Director, Executive Officer, committee member, or employee of the Corporation or for joining in any receipt or for any loss, damage or, expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have complied with the Act and the Corporation's articles and bylaws and exercised their powers and discharged their duties in accordance with the Act.

I.2 Insurance. The Corporation is authorized to maintain insurance that protects the Directors, Executive Officers, Committee members, and employees against all risks associated with the proper exercise of their duties, should the Directors elect to maintain such insurance.

J. Conflict of Interest

J.1 Conflict of Interest. A Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract, transaction, decision, appointment, evaluation, or other matter involving the Corporation will comply with the Act and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, and as the case may be, refrain from voting or speaking in debate on such matter, refrain from influencing the decision on such matter, and otherwise comply with the requirements of the Act regarding conflict of interest. For greater certainty, an "interest" includes any direct or indirect interest where such Director, Officer, or Committee member or an immediate family member thereof may derive a benefit or advantage, or may be reasonably perceived to derive a benefit or advantage, from any decision respecting the selection, evaluation, or appointment of coaches,

officials, team personnel, or players, including the placement of athletes on Rep or competitive teams.

K. Amendment of Bylaws

K.1 Members and Directors Amend Bylaws. Subject to the provisions of the Act, the Corporation's bylaws may be amended (i) by the Board subject to subsequent ratification by Ordinary Resolution of the Members at the next meeting of the Members, or (ii) by the Members by Ordinary Resolution by means of a proposal made at an Annual Meeting or at a Special Meeting, except for those matters that require a Special Resolution of the Members as set out in the Act.

L. Dissolution

L.1 Dissolution. Upon dissolution of the Corporation and after payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to charitable organizations or not-for-profit organizations the objects of which are beneficial to the community in the Oakville area.

M. Adoption of These Bylaws

M.1 Ratification. These bylaws were adopted by Special Resolution of the Members of the Corporation at a meeting of the Members duly called and held on _____.

M.2 Repeal of Prior Bylaws. In ratifying these Bylaws, the Members repealed all prior bylaws of the Corporation provided that such repeal does not impair the validity of any prior action done pursuant to the repealed bylaws.

END OF DOCUMENT