

**CONSOLIDATED NO.1**  
**(as amended by No. 3 and 5)**  
**OF**  
**THE OTTAWA LIONS TRACK AND FIELD CLUB INC.**

**ARTICLE ONE GENERAL**

- Section 1.1 NAME The name of the Corporation shall be the OTTAWA LIONS TRACK AND FIELD CLUB INC. (hereinafter called "the Club")
- Section 1.2 OBJECTS
1. To provide the opportunity for member athletes to compete at the highest level of sanctioned competition appropriate to their ability and aspirations;
  2. To provide and support coaches for the beginner to the international level athlete in all the disciplines of track and field as defined by the International Association of Athletic Federations and Athletics Canada;
  3. To facilitate a systematic annual growth of participation and opportunity in sport in conjunction with the appropriate technical, administrative, financial and facility support;
  4. To promote track and field in Eastern Ontario;
  5. To promote an attitude of good sportsmanship.
- Section 1.3 Head Office – The off of the Club shall be in the City of Ottawa, in the province of Ontario.
- Section 1.4 Directors- The number of directors shall not be less than six (6). The two (2) athlete representatives elected at the annual meeting shall be member of the Board of Directors.
- Section 1.5 Powers of Directors The directors may exercise all such powers of the Club as are not by the Canada Corporations Act or by these by-laws required to be exercised by the members at general meetings.
- Section 1.6 Upon election at the first annual meeting of members, the board of directors then elected shall replace the provisional directors named in the letters patent of the Club.
- Section 1.7 The directors shall have the power to authorize expenditures on behalf of the Club from time to time and may delegate by resolution to an officer or officers of the Club the right to pay salaries to contractors/consultants. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Club.

- Section 1.8 The board of directors shall take such steps as they may deem requisite to enable the Club to receive donations and benefits for the purpose of furthering the objects of the Club.
- Section 1.9 Earnings No officer, director or member of the Club shall receive any part of the earnings of the Club or any monetary profit from the operations thereof, except for expenses incurred in effecting one or more of the purposes as the board of directors may determine, or for remuneration for the delivery of services to the Club, in cases where the board of directors determines that such remuneration is in the best financial interest of the Club. Notwithstanding the provisions of this Section 1.9, the Club shall be entitled to compensate all the members of the Club who coach, for their out-of-pocket expenses not specifically claimable, by way of honoraria.
- Section 1.10 Amendments to By-laws - The by-laws of the Club shall be amended only by a two-thirds (2/3) majority vote with a minimum of one-half(1/2) of all members participating either at an Annual or Special General Meeting of which prior notice is given.
- Section 1.11 Repeal or amendment of not embodied in the letters patent as granted on incorporation shall not be enforced or acted upon until the approval of the Minister has been obtained.
- Section 1.12 Affiliations - The Club shall affiliate with Athletics Canada (AC) and comply with its Constitution, Rules and By-Laws.

## **ARTICLE TWO GOVERNMENT**

- Section 2.1 The administrative year of the Club shall begin at the Annual General Meeting of the Club which shall be held prior to the 31<sup>st</sup> of December each year.
- Section 2.2 All business meetings of the Club shall be conducted according to the standard rules of parliamentary procedure.
- Section 2.3 Official stationery of the Club shall be used only for its official business and only by officers, directors and committee members.

## **ARTICLE THREE - MEMBERSHIP AND VOTING**

- Section 3.1 Types of membership of the Club shall be designated as follows:
- a. Honorary Members
  - b. Regular Members, and
  - c. Sustaining Members.

- Section 3.2 Honorary Member - Any person of distinction may be elected an Honorary Member at an Annual Meeting
- Section 3.3 A Regular Member - at the time of admission shall:
- a. have reached the age of twelve (12) years or be of a younger age if specifically approved by the Board of Directors; and
  - b. have signed an annual membership form confirming that he/she will abide by the by-laws of the Club.
  - c. become a registered member of AC if required.
- Section 3.4 A Sustaining Member – at the time of admission shall:
- a. have signed an official membership form confirming that he/she will abide by the Constitution, Rules and By-laws of the Club; and
  - b. have an interest in the Club other than that of a participating athlete.
- Section 3.5 The voting shall consist of Regular and Sustaining Members. Voting for Athletes' Representatives on the Board shall be only by Regular Members.
- Section 3.6 A director may resign at any time by delivery of a signed resignation to the secretary.

#### **ARTICLE FOUR - DIRECTORS AND OFFICERS**

- Section 4.1 All directors shall be members of the Club at the time of election.
- Section 4.2 The office of director shall be automatically vacated:
- a. if a director shall resign his/her office by delivering a written resignation to the secretary of the Club;
  - b. if he/she is found to be lunatic or become of unsound mind;
  - c. if he/she becomes bankrupt or suspends payment or compounds with his creditors;
  - d. if at a special general meeting of members a resolution is passed by three-quarters (3/4) of the members present at the meeting that he/she be removed from office;
  - e. on death;
- provided that if any vacancy shall occur for any reason in this paragraph contained, the directors may by resolution the vacancy with a person in good standing on the books of the Club as a member.
- Section 4.3 All officers shall be directors and the minimum number of offices shall be President, Vice-President, Secretary, Treasurer, two Athletes' Representatives. The immediate past President will be a director ex-officio.
- Section 4.4 The officers shall be elected to their respective office by a vote of the newly elected directors from amongst themselves immediately after the Annual General Meeting. Subject to the provisions of any written employment agreement, the board may remove at its pleasure any such officer.

Section 4.5 Duties of the President:

- a. serve as official representative and spokesperson of the Club;
- b. shall chair all Club general meetings and directors' meetings and shall vote only in case of a tie;
- c. ensure that Club-sponsored meets and competitions are conducted properly; and
- d. assume all duties normal to the of the President.

Section 4.6 Duties of the Vice-President:

- a. act as and for the President in the President's absence; and
- b. perform such other duties as assigned by the Board of Directors.

Section 4.7 The immediate past President may assume the following duties:

- a. act as advisor to the Board; and
- b. normally chair the Nominating Committee.

Section 4.8 Duties of the Treasurer:

The Treasurer is the officer assigned the primary responsibility of overseeing the management and reporting of an organization's finances. The treasurer must leave clear trails for audits, and schedule a yearly audit for the reputation of the organization. The treasurer will ensure the organization complies with all tax laws and regulations. The treasurer will protect the organization from theft and fraud.

Duties specific to its role, including:

- Carries out the responsibilities of a member of the Board of Directors
- Assists in the preparation of the budget and monitors the budget
- Ensures the Board's financial policies are being followed
- With the assistance of the Director and bookkeeper prepares any required financial reporting forms
- with the assistance of the bookkeeper oversees all financial transactions
- Has signing authority
- Chairs the finance committee if one exists

Section 4.9 Duties of the secretary:

The secretary shall attend and keep records of all meetings of the board and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all such meetings. The secretary shall give or cause to be given, as and when instructed, all notices to directors, officers and members of committees of the board. The secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that

purpose. The secretary shall have such other responsibilities, powers and duties as the board of directors may specify.

## **ARTICLE FIVE BOARD OF DIRECTORS ELECTIONS**

- Section 5.1 A nominating committee consisting of three (3) members normally chaired by the Immediate Past President, shall have a slate of candidates prepared for the Annual General Meeting consisting of a minimum of six (6) names. Each candidate must have expressed his willingness to stand for election.
- Section 5.2 Nominations may be made from the floor and candidates must be present and declare their willingness to stand or a written notice of willingness signed by the candidate must have been filed with the secretary prior to the opening of the meeting.
- Section 5.3 Elections shall be held at such Annual General Meeting from this list of candidates.
- Section 5.4 Athletes' Representatives shall be elected at the Annual General Meeting by regular members who are participating athletes.
- Section 5.5 Directors shall be elected in accordance with the procedures outlined by the secretary at the beginning of the Annual General Meeting.
- Section 5.6 Directors shall hold office until the next Annual General Meeting.

## **ARTICLE SIX MEETINGS**

- Section 6.1 The Board of Directors shall meet quarterly or more often as necessary, having received due notification by the secretary. A quorum shall be four (4) directors present and voting.
- Section 6.2 Committee members shall report to the Board Meetings as required.
- Section 6.3 The Annual General Meeting shall commence at a date, time and place approved by the Board in accordance with Section 2.1.
- Section 6.4 Special General Meetings may be called at any time by the Board and shall be called by the Board upon written request of the President or twenty-five percent (25%) of the regular and sustaining members of the Club.
- Section 6.5 Notice of the Annual, or Special General Meetings shall be sent by the secretary not less than fourteen (14) days before the date for such meeting to each member at his/her last known address by whatever technology permits at the secretary's discretion. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgement on the decision to be taken.

Section 6.6 The quorum at a Special or Annual General Meeting shall be ten (10) members present in person or by proxy.

#### **ARTICLE SEVEN - COMMITTEES - COACHES**

Section 7.1 Committees of the Club shall consist of General Committees and Special Committees.

Section 7.2 The Board of Directors shall prescribe the qualifications of members of the committee and number of committees excepting the Audit Committee as noted in Article 9.

Section 7.3 A standing committee shall be the Nominating Committee, normally consisting of the Immediate Past President as chairman and two members appointed by the Board of Directors.

Section 7.4 The Head Coach shall be appointed by the Board and shall report to the Board as required. A Head Coach who is a member of the Club is a member of the Board of Directors ex-officio.

#### **ARTICLE EIGHT CLUB COLOURS**

Section 8.1 The colours of the Club shall be as determined by the Board.

#### **ARTICLE NINE - FUND RAISING AND AUDIT COMMITTEE**

Section 9.1 The fiscal year of the Club shall be from September 1<sup>st</sup> of one year to August 31 of the following year.

Section 9.2 The raising of Club funds shall be the responsibility of the fund raising committee. The fund raising committee will be composed of a minimum of two members of the Track and Field Club. The working man-power will be supplied by the members of the Track and Field Club.

Section 9.3 All Club receipts shall be deposited in a bank account in the name of the Ottawa Lions Track and Field Club Inc. and all accounts shall be paid by cheque signed by the Treasurer and anyone of the President, Vice-President, Secretary or anyone deemed by the Board of Directors.

Section 9.4 Account books shall be kept by the Treasurer and audited annually by two members appointed by the membership at each Annual General Meeting to hold office until the following Annual General Meeting. The directors may fill any casual vacancy on the audit committee. The remuneration of the auditors shall be fixed by the Board of Directors. The audit committee may retain the assistance of professional accountants if they deem it necessary and the Board of Directors shall pay any reasonable fees incurred.

## **ARTICLE TEN - MEMBERS' RESPONSIBILITIES**

Section 10.1 It shall be the aim of the members who are participating athletes to dedicate themselves to develop their capacities to the best of their ability. They shall endeavour to follow the training plans outlined by their coaches. They shall bear in mind that they must always conduct themselves in a manner which will bring the highest credit to the Club.

## **ARTICLE ELEVEN COPIES OF THE BY-LAWS**

Section 11.1 Copies of the By-Laws shall be available to members upon request.

## **ARTICLE TWELVE - PROTECTION OF DIRECTORS AND OFFICERS**

Section 12.1 No director or officer of the Club is liable for the acts, neglect or defaults of any other director or officer, or for any loss or expense happening to the Club through the insufficiency or deficiency of any security in or upon which any of the monies of the Club are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Club are deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever, which happens in the execution of the duties of his or her office or in relation thereto, unless the same happens through his or her own dishonesty.

## **ARTICLE THIRTEEN INDEMNITY OF DIRECTORS AND OFFICERS**

Section 13.1 Every director or officer of the Club and his or her 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 Club, from and against:

- a. all costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, in or about the execution of the duties of his or her office;
- b. all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

## **ARTICLE FOURTEEN SEAL**

Section 14.1 The Club shall have a seal in the form as impressed herein.

Section 14.2 The secretary shall have custody of the seal and shall have the power to certify documents of the Club by affecting thereto his/her signature and the seal of the Club.

Passed this 15th day of January, 2014

Witness the corporate seal of the Corporation