

## GENERAL OPERATING BY-LAW NO. 2

A By-law relating generally to the conduct of the affairs of

**Ottawa Lions Track and Field Club Inc.**  
(hereinafter, the "Corporation")

**WHEREAS** the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated May 5, 1983, and continued under the *Canada Not-for-Profit Corporations Act* by Certificate of Continuance dated December 12, 2014;

**AND WHEREAS** the Corporation seeks to provide the opportunity for member athletes to compete at the highest level of sanctioned competition appropriate to their ability and aspirations;

**AND WHEREAS** the Corporation seeks to provide and support coaches for athletes from the beginner to the international level and in all the disciplines of track and field;

**AND WHEREAS** the Corporation seeks to facilitate a systematic annual growth of participation and opportunity in sport in conjunction with the appropriate technical, administrative, financial and facility support;

**AND WHEREAS** the Corporation seeks to promote track and field in Eastern Ontario;

**AND WHEREAS** the Corporation seeks to promote an attitude of good sportsmanship;

**BE IT ENACTED** as a By-law of the Corporation as follows:

### **ARTICLE ONE: DEFINITIONS AND INTERPRETATION**

**Section 1.1 – Definitions.** In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

**"Act"** means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

**"Articles"** means the original or restated articles of continuance of the Corporation;

**"Board"** means the board of directors of the Corporation;

**"By-law"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

**"Director"** means a member of the Board;

**"meeting of members"** includes an annual meeting of members or a special meeting of members;

**"Officer"** means an individual who has been appointed by the Board to a designated office, as described in section 5.1 of this By-law;

**"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;

**"proposal"** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

**"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and

**"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

**Section 1.2 – Interpretation.** In the interpretation of this By-law, words in the singular include the plural and vice-versa, 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 these By-laws.

## **ARTICLE TWO: CORPORATE AND FINANCIAL**

**Section 2.1 – Corporate Seal.** The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

**Section 2.2 – Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

**Section 2.3 – Financial Year.** The financial year end of the Corporation shall be determined by the Board of Directors.

**Section 2.4 – Banking Arrangements.** The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

**Section 2.5 – Borrowing Powers.** The Directors of the Corporation may, without authorization of the members,

- (a) borrow money on the credit of the corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- (c) give a guarantee on behalf; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

**Section 2.6 – Annual Financial Statements.** The Corporation shall provide copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to any member of the Corporation, upon request and free of charge.

## **ARTICLE THREE: MEMBERSHIP**

**Section 3.1 – Membership Conditions.** As set out in the Articles, there shall be three classes of members in the Corporation: Regular Members, Sustaining Members and Honorary Members. The following conditions of membership shall apply:

- (a) **Regular Members.** Regular membership shall be available to individuals who: have reached the age of eighteen (18) years or be of a younger age if specifically approved by the Board of Directors; have applied and been accepted for Regular membership in the Corporation; and, are a participating athlete, coach, Director and/or official and have become a registered member of Athletics Canada and/or Athletics Ontario, as required.

The term of membership of Regular Members shall be annual, subject to renewal in accordance with the policies and practices of the Corporation.

As set out in the Articles, each Regular Member is entitled to receive notice of, attend and vote at all meetings of members of the Corporation and each Regular Member shall be entitled to one (1) vote at such meetings.

- (b) **Sustaining Members.** Sustaining membership shall be available to individuals who: have an interest in the Corporation other than that of a participating athlete or coach; and, have applied and been accepted for Sustaining membership in the Corporation.

The term of membership of Sustaining Members shall be annual, subject to renewal in accordance with the policies and practices of the Corporation.

As set out in the Articles, each Sustaining Member shall be entitled to receive notice of, attend or vote at meetings of members of the Corporation and each Sustaining Member shall be entitled to one (1) vote at such meetings.

- (c) **Honorary Members.** Honorary members shall be elected by the Board of Directors to recognize distinctive and extraordinary contributions to the Corporation.

The term of membership of Honorary Members shall be for the lifetime of the member.

As set out in the Articles, each Honorary Member shall not be entitled to receive notice of, attend or vote at meetings of members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

**Section 3.2 – Transferability of Membership.** A membership in the Corporation is non-transferable. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the By-laws.

**Section 3.3 – Termination of Membership.** A membership in the Corporation is terminated when: the member dies or resigns; the member is expelled or their membership is otherwise terminated in accordance with the Articles and By-laws; the member's term of membership expires; or, the Corporation is liquidated and dissolved under the Act. Upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

**Section 3.4 – Discipline of Members.** The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended, the Board shall provide five (5) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may respond to the

notice, via a written submission, within five (5) days. In the event that no written submission is received, the Board may notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this section, the Board will consider such a submission in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submission. The decision of the Board shall be final and binding on the member, without any further right of appeal.

**Section 3.5 – Notice of Members' Meeting.** Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by affixing the notice, no later than fourteen (14) days before the day on which the meeting is to be held, to a notice board on which information respecting the Corporation's activities is regularly posted, either electronically, such as the official website of the Corporation, or one that is located in the main facilities or club house of the Corporation, or by means of any other communication facility that the Corporation has made available.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

**Section 3.6 – Members Calling a Members' Meeting.** The Board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 25% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

**Section 3.7 – Place of Members' Meeting.** Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board.

**Section 3.8 – Persons Entitled to be Present at Members' Meetings.** Members, non-members, Directors and the public accountant of the Corporation are entitled to be present at a meeting of the members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, Articles and By-laws are entitled to cast a vote at the meeting.

**Section 3.9 – Quorum at Members' Meetings.** A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be ten (10) members entitled to vote at the meeting. If a quorum is present at the opening of the meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**Section 3.10 – Votes to Govern at Members' Meetings.** At any meeting of members every question shall be determined by a majority of the votes cast, unless otherwise provided by the Act. In the case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**Section 3.11 – Participation by Electronic Means at Members' Meetings.** Participation at meetings of members may not be by telephonic, electronic or other communication facility. Meetings of members may not be held entirely by telephonic, electronic or other communication facility.

**Section 3.12 – Proposals Nominating Directors at Annual Members' Meetings.** Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors

if the proposal is signed by not less than 25% of members entitled to vote at the meeting at which the proposal is to be presented.

#### **ARTICLE FOUR: BOARD OF DIRECTORS**

**Section 4.1 – Number of Directors.** The Board shall be comprised of a fixed number of Directors as determined from time to time by resolution of the Board, with a minimum of six (6) Directors and a maximum of fourteen (14) Directors, as specified in the Articles.

**Section 4.2 – Election of Directors.** Elections of Directors shall be held at a meeting of members. Directors shall be elected in accordance with the procedures set out by the Secretary at the beginning of the meeting. All Directors shall be members of the Corporation at the time of election.

**Section 4.3 – Term of Office of Directors.** At the first election of Directors following the approval of this By-law, approximately one-third (1/3) Directors shall be elected for a three-year term, approximately one-third (1/3) Directors shall be elected for a two-year term and approximately one-third (1/3) Directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for three-year (3) terms.

**Section 4.4 – Calling of Meetings of Board of Directors.** Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time.

**Section 4.5 – Notice of Meeting of Board of Directors.** Notice of the time and place for the holding of a meeting of the Board shall be given as many days in advance of the meeting as possible to every Director of the Corporation. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

**Section 4.6 – Votes to Govern at Meetings of the Board of Directors.** At all meetings of the Board, every motion shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

**Section 4.7 – Committees of the Board of Directors.** The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit.

**Section 4.8 – Indemnification.** The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer and his/her heirs, executors and administrators, from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer. The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

#### **ARTICLE FIVE: OFFICERS OF THE CORPORATION**

**Section 5.1 – Appointment of Officers.** The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. All officers shall be a Director unless these By-laws otherwise provide. Two or more offices may be held by the same person.

**Section 5.2 – Vacancy in Office.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- the officer's successor being appointed,
- the officer's resignation,
- such officer ceasing to be a Director or
- such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

## **ARTICLE SIX: GENERAL AND OTHER**

**Section 6.1 – Invalidity of any Provisions of this By-law.** 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.

**Section 6.2 – Omissions and Errors.** The accidental omission to give any notice to any member, Director, officer, or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**Section 6.3 – By-laws and Effective Date.** Subject to the Articles, the Board of Directors may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act because such By-law amendments or repeals are only effective when confirmed by members. *For reference, the relevant text of subsection 197(1) has been included in Annex A.*

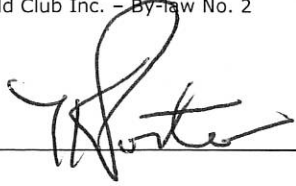
## **EFFECTIVE DATE**

Subject to matters requiring a special resolution of the members, this By-law shall be effective when made by the Board.

By-law No. 1 of the Corporation was enacted by the Directors of the Corporation by resolution on the 1st day of June, 2015 and confirmed by the members of the Corporation by special resolution on the 18th day of January, 2016.

CERTIFIED to be By-law No. 2 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 9<sup>th</sup> day of January, 2017 and confirmed by the members of the Corporation by ordinary resolution on the 16th day of January, 2017.

Signature:



T.K. PORTER

Name of Director/officer:

KEN PORTER

VICE-PRESIDENT

Dated as of the

16

day of

JANUARY

, 2017.

**ANNEX A – FOR REFERENCE ONLY**

***FUNDAMENTAL CHANGE – By-law Amendments Requiring Special Resolution of the Members***

As per Section 197.(1) of the Canada *Not-for-profit Corporations Act*, a special resolution of the members is required to make any amendment to the articles or the by-laws of a corporation to:

- (a) change the corporation's name;
- (b) change the province in which the corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the corporation may carry on;
- (d) create a new class or group of members;
- (e) change a condition required for being a member;
- (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to section 133, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;
- (j) change the statement of the purpose of the corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) add, change or remove any other provision that is permitted by this Act to be set out in the articles.



**ANNEX B – DOCUMENT CHANGE CONTROL**

VERSION	APPROVAL BY BOARD	APPROVAL BY MEMBERS	DESCRIPTION OF CHANGE
By-law No. 1	June 1, 2015	January 18, 2016	New By-laws developed to meet requirements of continuance under the <i>Canada Not-for-Profit Corporations Act</i>
By-law No. 2	January 9, 2017	January 16, 2017	Section 4.8 added (Indemnification of Directors and Officers), and Annex B added to track document changes over time