

**ATHLETICS ONTARIO**  
**(Formerly the Ontario Track and Field Association)**

**BY-LAW NO.6 (September 1999)**

(As Amended at Annual General Meeting - December 6, 2008)

A by-law relating generally to the transaction of the affairs of **ATHLETICS ONTARIO**.

BE IT ENACTED as a by-law of **ATHLETICS ONTARIO** (hereinafter called the "Association") as follows:

**HEAD OFFICE**

1. The head office of the Association shall be in the City of Toronto, in the Province of Ontario, or such other location within the Province of Ontario as the directors may from time to time determine.

**SEAL**

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

**MEMBERSHIP**

3. Except as provided in this By-law the members of the Association shall be those persons admitted to membership in accordance with paragraph 5 herein.

4. There shall be five classes of membership in the Association, each having the number of votes at meetings of members as follows:

<b>Class</b>	<b>Description</b>	<b>No. of Votes</b>
Class 1	The Directors	0
Class 2	Those members having between 1 and 4 Representatives	0
Class 3	Those members having between 5 and 50 Representatives	1
Class 4	Those members having between 51 and 100 Representatives	2
Class 5	Those members having 101 or more Representatives	3

**For the purposes of this By-law:**

- (i) "Representative" shall mean a duly registered athlete, official, coach or executive of a member of the Association in accordance with this By-law.
  - (ii) Each member of the Association shall be deemed to have that number of Representatives which is the maximum number of Representatives it had in the twelve month period preceding a date fourteen (14) days before the date of the meeting of members of which such member has received notice.
5. Applications for registration and membership shall be in writing on the designated forms and forwarded to the Association's Head Office and signed by the applicant and member's registrar where applicable and shall include an undertaking to abide by the by-laws and regulations of the Association, and to pay such entrance fees, dues and assessments as are duly authorized in accordance with this By-law. Applicants shall be admitted to membership upon payment of such entrance fees, dues and assessments as are authorized by this By-law.
6. Membership in the Association may only be granted to:
- (i) a Club, Group, University, High School or Association formed for the purpose of participating in Athletics (track and field);
  - (ii) the Athletics Ontario Coaches' Council, Athletics Ontario Officials' Council; Ontario Roadrunners Association.
  - (iii) any other entity which has submitted its application and has objects similar to those of the Association, being to promote the physical well-being of persons in Canada of all ages, to promote recreational athletics in Canada on a nation-wide basis by assisting recreational athletes to develop in all athletics events, including but not restricted to, all track and field events, and to promote competitive athletics in Canada under the auspices of Athletics Canada.

Each member shall promptly be informed by the Association of its admission as a member.

Members of the Board of Directors shall be ex officio members of the Association during their term of office but shall not be entitled to vote at any meeting of members.

7. A member may terminate its membership by giving written notification to the Association's Head Office of such intention. The termination shall become effective ten (10) calendar days after receipt of such notice by the Association's Head Office.

The Board of Directors may, by resolution, either suspend or terminate a member or Representative, where a member or Representative has failed to pay its fees, dues or assessment, or fails to govern its conduct according to the Letters Patent, By-laws, rules and regulations of the Association as may be established from time to time.

In the case of a termination, a member or Representative shall remain liable for payment of any assessment, fee, due or other sum levied or which became payable by him or her to the Association prior to his or her termination becoming effective.

## **ANNUAL AND OTHER MEETINGS OF MEMBERS**

8. The annual and other general meetings of the members shall be held at the Head office of the Association or elsewhere in Ontario as the Board of Directors may determine and on such dates as the Board of Directors shall appoint. Upon written request, to the Association's Head Office, signed by three (3) directors, a general meeting shall be called by the Board of Directors.

At every annual meeting, in addition to any other business that may be transacted, the reports of the individual Directors and the financial statements shall be presented, and Auditors appointed for the ensuing year.

At every annual meeting conducted in an odd-numbered year, a Chair and a Vice-Chair for the Association shall be elected for a two (2) year term. There shall also be elected at such annual meetings of the Association certain Directors of the Association with designated portfolios as applicable based upon the following schedule:

- (i) At every annual meeting conducted in an odd-numbered year, a Director of General Operations and a Director of Technical Development shall be elected for a two (2) year term; and
- (ii) At the annual meeting for the Association to be conducted in 1999, a Director of Marketing and Membership and a Director of Athlete/Coach Development shall be elected for a three (3) year term, and commencing in the year 2002, at every annual meeting conducted in an even-numbered year, a Director of Marketing and Membership and a Director of Athlete/Coach Development shall be elected for a two (2) year term.

The Chair or the Vice-Chair shall have the power to call at any time a general meeting of the members of the Association. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of time and place of any such meeting shall be given to each member by sending a notice by prepaid mail or facsimile in the case of a special meeting, fifteen (15) days before the time fixed for the holding of such meeting, and in the case of a general meeting, (30) days before the time fixed for the holding of such meeting; provided that any meeting of members may be held at any time and place without such notice if all the members of

the Association are present thereat or have waived notice of the time, purpose and place of such meeting. At such meetings any business may be transacted which the Association at annual or general meetings may transact. Notice of meetings shall specify the place, date and hour of the meeting and the business for which the meeting is called. The Declaration of the Managing Director or Chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The members of the Association may call meetings in accordance with the provisions of The Corporations Act.

### **QUORUM OF MEMBERS**

9. A quorum for the transaction of business at any meeting of members shall consist of members representing at least thirty-three (33) percent of all members in accordance with the provisions of Paragraph 3 and 5 herein. If fifteen (15) minutes after the time appointed for the holding of any meeting of members, a quorum be not present, the meeting shall stand adjourned for five minutes on the same day and at the same place, and if at such adjourned meeting a quorum be not present, those members who are present and entitled to vote there-at shall be deemed to be a quorum and may transact all business which a full quorum might have done.

### **ADJOURNMENTS**

10. Any meetings of the members of the Association or of the Board of Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

### **VOTING OF MEMBERS**

11. No member shall be entitled to vote at meetings of the Association unless it is a bona fide member of the Association in the current year, and has paid all dues, or fees, if any, payable by it at least fourteen (14) calendar days before such meeting of the Association. Only the duly authorized officers of a member who are individually registered as a Representative may vote for such member at meetings of the Association. In the alternative, a duly registered athlete, official, coach or executive of a member may vote for such member at meetings of the Association if designated as such by the duly authorized officers of such member. At all meetings of members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Association or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, unless otherwise required by law or by the by-laws of the Association, the question shall be decided by a majority of votes cast in person, and such poll shall be taken in such manner as the Chairperson of such meeting shall direct and the results of such poll shall be deemed to be the decision of the Association. A declaration by the Chairperson of such meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes acquired in favour of or against such a resolution.

Each class of member shall have the number of votes provided for in the By-laws of the Association. The number of Representatives shall be as determined based upon information as of a date fourteen (14) days prior to each meeting.

## **DUES**

12. There shall be no dues, fees or assessments payable by members except such, if any, as shall from time to time be fixed by a majority of the Board of Directors, which dues, fees or assessments shall become effective only when confirmed by a majority of the votes cast at a meeting of members.

The Association's Head Office shall notify the members of the dues or fees or assessments at any time payable by them. If they are not paid within thirty (30) days of the date of such notice the members in default shall thereupon automatically cease to be members of the Association, but any such members shall on payment of all unpaid dues or fees or assessments be reinstated as members. There shall be no refund of fees, dues or assessments.

## **ERROR OR OMISSION IN NOTICE**

13. No error or omission in giving notice of any meeting, whether annual or general of the members of the Association, shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Association.

## **CASTING VOTE OF CHAIR**

14. In case of an equality of votes at a general or annual meeting of members, whether upon a show of hands or at a poll, the Chair or designate shall in the event of a tie cast the deciding vote.

## **AUDITORS**

15. The auditor or auditors of the Association shall be appointed by resolution at an annual meeting of the members and shall hold office until the next annual meeting unless previously removed by resolution of the members of a general meeting, pursuant to the provisions of The Corporations Act.

## **FINANCIAL YEAR**

16. Unless otherwise ordered by the Board of Directors the fiscal year of the Association shall terminate on the thirty-first (31st) day of March in each year.

## **BOARD OF DIRECTORS**

17 (a) The affairs of the Association shall be managed by a Board of not more than six (6) Directors each of whom at the time of his or her election shall be a Representative of the Association.

(b) The following duly elected individuals shall be the Board of Directors of the Association:

- (i) Chair
- (ii) Vice-Chair
- (iii) Director of General Operations
- (iv) Director of Technical Development
- (v) Director of Marketing and Membership
- (vi) Director of Athlete/Coach Development

18. Only a registered Representative of a member of the Association is eligible for nomination and election as a director of the Association.

19. Each member present at any meeting of members at which directors are being elected may vote for only one individual for each director position for which voting is taking place giving each such director the number of votes such member is entitled to in accordance with the provision of this by-law. In the event two or more individuals receive the same number of votes for one position on the Board of Directors, a second vote shall be taken in respect of those candidates only. Nominations in advance of the Association's annual meeting shall be made in writing by at least two (2) members of the Association, signed by authorized officers of each such member and shall be delivered to the Association's Head Office no less than nine (9) days prior to the Association's annual meeting. Notwithstanding the foregoing, nominations will be accepted by the Chairperson of such annual meeting up to the commencement of the meeting if such nomination is in writing and signed by at least five (5) members of the Association, signed by authorized officers of each such member and by the nominee indicating his or her willingness to stand for election.

20. Each Director is eligible to stand for re-election. The election may be a show of hands unless a ballot be demanded by any member. The members of the Association may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any elected director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

#### **VACANCIES - BOARD OF DIRECTORS**

21. Vacancies among the elected directors, however caused, may so long as a quorum of directors remain in office, be filled by the Board of Directors from among those qualified in accordance with the By-laws of the Association, if they shall see fit to do so. Otherwise such vacancies shall be filled at the next annual meeting of the members but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

#### **QUORUM AND MEETING - BOARD OF DIRECTORS**

22. A majority of the Board of Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meetings shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chair or by the Managing Director on direction of the Chair. Notice of such meetings shall be delivered, telephoned, telefaxed or electronically mailed to each director not less than four (4) days before the meeting is to take place or shall be mailed to each director not less than eight (8) days before the meeting is to take place. The Declaration of the Managing Director or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board of Directors may appoint a day or days in any month or months for regular meetings at any hour to be named and of such regular meeting, no notice need be sent. The directors may consider or transact any business at any meeting of the Board.

#### **ERRORS IN NOTICE - BOARD OF DIRECTORS**

23. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meetings and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### **VOTING - BOARD OF DIRECTORS**

24. Questions arising at any meeting of directors shall be decided by a majority of votes, each director present at the meeting to have one (1) vote but the Chair or his or her designate shall not be entitled to cast his or her vote unless a tie. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demands be made, the vote shall be taken by oral assent or dissent. 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 such resolution. In the absence of the Chair, his or her duties may be performed by the Vice-Chair or such other director as the Board may from time to time appoint for the purpose. The Chair or Designate shall not vote unless there is an equality of votes, when the Chair or designate shall cast the deciding vote.

#### **POWERS - BOARD OF DIRECTORS**

25. The Board of Directors of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Association is authorized to exercise and do and the Board of Directors shall establish the policies of the Association.

26. Without in any way derogating from the foregoing, the Board of Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, sell, exchange or

otherwise dispose of shares, stocks, rights, warrants, options and other securities, land, buildings and other properties, movable or immovable, real or personal, or any right or interest therein owned by the Association for such consideration and upon such terms and conditions as they may deem advisable.

27. The Board of Directors shall appoint such Committees as the Board of Directors deems necessary from time to time. The individuals who shall be appointed to such committees shall be as the Board of Directors appoints from time to time, with such committees to then report to the Board of Directors as requested by the Board of Directors. For greater certainty the Board of Directors may amend the composition of such committees and may abolish such Committees at any time at their sole discretion.

28. The Board of Directors shall employ such individuals on behalf of the Association as the Board of Directors deems applicable from time to time, and may designate the titles of such employees as they deem applicable, including, without limitation, a Managing Director and a Director of Technical Services.

#### **REMUNERATION OF DIRECTORS**

29. The directors shall receive no remuneration for acting as such.

#### **INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS**

30. Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any corporation controlled by it 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 Association, from and against:

- (a) all costs, charges, and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and,
- (b) all other costs, charges and expenses that 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 wilful neglect or default.

#### **OFFICERS OF THE ASSOCIATION**

31. There shall be a Chair, a Vice-Chair, a Treasurer and a Secretary, and such other officers as the Board of Directors may determine by resolution from time to time. One person may not hold more than one office. The Chair and Vice-Chair shall be elected from amongst members present at each annual meeting of members duly called for the purpose, provided, however, that in the event of a vacancy, however caused, in the office of Chair, then the Vice-Chair shall automatically assume the

office of Chair. The officers of the Association, except those elected by the members from the board, need not be members of the board and shall be appointed as determined by the board as a whole.

#### **DUTIES AND POWERS OF THE CHAIR, AND VICE-CHAIR**

32. The Chair shall, when present, preside at all meetings of the members of the Association and of the Board of Directors. The Chair shall also be charged with the general management and supervision of the affairs and operations of the Association. The Chair with such other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the Chair, his or her duties and powers may be exercised by the Vice-Chair, and if the Vice-Chair or such other director as the Board of Directors may from time to time appoint for the purpose, exercises any such duties or power, the absence or inability of the Chair shall be presumed, with reference thereto.

#### **DUTIES AND POWERS OF THE OTHER DIRECTORS**

33. The Director of General Operations shall bear responsibility on behalf of the Association for a portfolio of issues including co-ordination of all staffing, personnel, planning, budget, and risk management matters and governmental and national governing body relations and such other areas of responsibility as may be designated from time to time by the Board of Directors.

34. The Director of Technical Development shall bear responsibility on behalf of the Association for a portfolio of issues including co-ordination of the Association's Technical Committee, officials' development, meet directors, rules, records, facilities and equipment, and such other areas of responsibility as may be designated from time to time by the Board of Directors.

35. The Director of Marketing and Membership shall bear responsibility on behalf of the Association for a portfolio of issues including co-ordination of all marketing, communications and membership matters and such other areas of responsibility as may be designated from time to time by the Board of Directors.

36. The Director of Athlete/Coach Development shall bear responsibility on behalf of the Association for a portfolio of issues including co-ordination of all athlete development, athlete representatives, coaching development, and provincial team matters and such other areas of responsibility as may be designated from time to time by the Board of Directors.

37. The Secretary shall be ex officio clerk of the Board of Directors. He or she shall attend all meetings of the Board of Directors and shall ensure someone is present at such meetings to record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall ensure all notice required to be given to members and to directors is given. He or she shall be custodian of the seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association which he or she shall deliver up only when authorized by the Board of Directors to do so and to such person or persons so designated and he or she shall perform such other duties as may from time to time be determined by the Board of Directors.

## **DUTIES OF THE TREASURER**

38. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board of Directors. He or she shall disburse the funds of the Association under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his or her transactions as Treasurer, and of the financial position of the Association. He or she shall also perform such other duties as may from time to time be determined by the Board of Directors.

## **REGIONS**

39. The Board of Directors may divide the Province of Ontario into certain geographically defined Regions as they may deem appropriate from time to time, which such Regions may then be utilized as the Board of Directors may deem appropriate.

## **DUTIES OF OTHER OFFICERS**

40. The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## **EXECUTION OF DOCUMENTS**

41. Deeds, transfers, licences, contracts and engagements on behalf of the Association shall be signed by any two Directors of the Association and the Managing Director or by any person authorized by the Board.

42. The Chair, Vice-Chair, the directors, or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers or shares, bonds or other securities from time to time transferred to the Association, and may affix the corporate seal to any such transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

43. Notwithstanding any provision to the contrary contained in the by-laws of the Association the Board of Directors may at any time by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

## **BOOKS AND RECORDS**

44. The Board of Directors shall ensure that all necessary books and records of the Association

required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

## **CHEQUES**

45. All cheques, bills of exchange or other orders, for payment of money, common notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors and may endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed (for collection) or (for deposit) with the bankers of the Association by the Association's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

## **BORROWING**

46. The Directors of the Association may, from time to time without the authorization of the members:

- (a) borrow money upon the credit of the Association;
- (b) issue, re-issue, sell or pledge debt obligations of the Association; and
- (c) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligations of the Association.

## **AMENDMENTS**

47. The Directors may repeal, amend or re-enact any by-law but every such by-law unless in the meantime confirmed at a general meeting of the members duly called for that purpose shall have force only until the commencement of the next annual general meeting of the Association pursuant to the provisions of The Corporations Act unless confirmed thereat.

## **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

48. The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance

with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **NOTICE**

49. Whenever under the provisions of the by-laws of the Association, notice is required to be given, such notice may be given either personally or by facsimile or by electronic mail or by depositing same in a post office or a public letter-box, in a prepaid, sealed envelope or package addressed to the director, officer or member at his or her or their address as the same appears on the books of the Association. A notice or other document so sent by post shall be deemed to be delivered at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telefaxed or electronically mailed or delivered personally shall be deemed to be delivered when the same was telefaxed, electronically mailed or hand delivered. For the purpose of sending any notice the address of any member, director or officer shall be his or her or their last address as recorded on the books of the Association.

## **RULES AND REGULATIONS**

50. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as is expedient provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

## **INTERPRETATION**

51. In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number and words imparting the masculine gender shall include the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.

## **REPEAL**

52. Upon this by-law coming into force, By-Law Numbers 2 and 5 of the Association are repealed provided that such repeal shall not affect the previous operation of such By-Laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.