

Royal City Athletics Club By-Laws

Section 1 - General

1.01 - Definitions

In this By-law, unless the context otherwise requires:

- i. "Act" means the *Corporations Act*, R.S.O. 1990, c. C.38, as amended from time to time and every statute that may be substituted therefor, including but not limited to the *Not-for-Profit Corporations Act*, 2010 (Ontario) when enacted, and, in the case of such substitution, any references in the By-Laws of the Corporation to the provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- ii. "Athlete Director" means an individual who is an active, registered member of the Royal City Athletics Club and who has been appointed to the Board in accordance with the provisions of Section 2.01 of this By-law;
- iii. "Board" means the board of directors of the Corporation;
- iv. "By-laws" means this by-law, including all schedules to this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- v. "Chair" means the chair of the Board;
- vi. "Corporation" means the Royal City Athletics Club;
- vii. "Director" means an individual occupying the position of director of the Corporation and includes an individual occupying the position of Athlete Director of the Corporation except where otherwise specified;
- viii. "Member" means a member of the Corporation;
- ix. "Members" means the collective membership of the Corporation; and
- x. "Officer" means an officer of the Corporation.

1.02 - Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 - Severability and Precedence

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

Royal City Athletics Club By-Laws

Should any situation arise for which these By-Laws do not specifically provide, the Corporation shall refer to, and comply with, the relevant provisions of the Act, and any regulations under the Act.

1.04 - Execution of Contracts

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person 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 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 - Directors

2.01 - Election and Terms of Office

- i. The Directors, other than the Athlete Directors, shall be elected by the Members for a term of two years. At the first Board meeting following the approval and adoption of these By-laws, approximately one-half of the directors shall be appointed to serve a term of three (3) years and the remainder of the directors shall be appointed to serve a term of two (2) years. The directors shall determine amongst themselves which of them shall serve a first term of three (3) years and which of them shall serve a first term of two (2) years. In the absence of an agreement amongst the
- ii. Directors, the Chair shall make the decision and such decision shall be binding.
- iii. The Athlete Directors shall be appointed by the Board for a term of one (1) year. At the time of the appointment, an Athlete Director shall be a registered participant in a program provided by the Corporation.
- iv. Directors, including Athletic Directors, may service up to three (3) consecutive terms.

2.02 - Composition of Board

The Board shall comprise up to ten (10) elected Directors and up to four (4) appointed Athlete Directors.

Royal City Athletics Club By-Laws

2.03 - Qualifications of Directors

(1) The following persons are disqualified from being a director:

1. A person who is not an individual.
2. A person who is under 18 years old.
3. A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.
4. A person who has been found to be incapable by any court in Canada or elsewhere.
5. A person who has the status of bankrupt.

2.04 - Vacancies

The office of a Director shall be vacated immediately:

- i. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- ii. if the Director dies or becomes bankrupt;
- iii. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- iv. if, at a meeting of the Members, a resolution is passed by a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.05- Filling Vacancies

A vacancy on the Board shall be filled as follows:

- i. A quorum of Directors may fill a vacancy among the Directors,
- ii. if there is no quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, as soon as practicable, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- iii. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term;

Royal City Athletics Club By-Laws

- iv. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director;

2.06 - Committees

Committees may be established by the Board as follows:

- i. The Board may appoint from their number a managing Director, or a committee of Directors, and may delegate to the managing Director or committee any of the powers of the Directors except for those powers set out in the *Act* that are not permitted to be delegated; and
- ii. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.07 - Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- i. Directors may be reimbursed for reasonable expenses they incur in the performance of their duties as Directors;
- ii. Directors may be reimbursed for expenses reasonably incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such reimbursement is:
 - a. considered reasonable by the Board;
 - b. approved by the Board for payment by resolution passed before such payment is made; and
 - c. in compliance with the conflict of interest provisions of the *Act*.

Royal City Athletics Club By-Laws

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, president, or any two Directors at any time and any place on notice as required by this By-law provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days notice to each Director, stating the time and place of the meeting.

3.02 - Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 - Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present and no Director objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly- elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 - Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.05 - Quorum

A majority of the Directors holding office shall constitute a quorum.

3.06 - Voting

Resolutions and motions arising at any Board meeting shall be decided by a majority of votes. If a majority does not vote in favour of any motion or resolution, such motion or resolution is defeated.

Each Director, including each Athlete Director, has one vote and one vote only.

Royal City Athletics Club By-Laws

3.07 - Participation by Telephone or Other Communications Facilities

A Board Meeting may be held in-person or by video conference or teleconference. A Director may attend an in-person meeting by means of video conference or teleconference and such Director shall be deemed to be present at that meeting.

Section 4 - Financial

4.01 - 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.

4.02 - Financial Year

The financial year of the Corporation ends on December 31 of each year or on such other date as the Board may from time to time by resolution determine.

Section 5 - Officers

5.01 - Officers

The Board shall appoint, from among the Directors, a Chair and may appoint any other Director to be president, treasurer, and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 - Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.03 - Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 - Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

Royal City Athletics Club By-Laws

5.05 - Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 - Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 - Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 - Protection of Directors and Officers

No Director, Officer, or committee member of the Corporation is liable for the acts, neglects, or defaults of any other Director, Officer, committee member, or employee of the Corporation or for joining in any receipt or for any loss, damage, or expense occurring 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 monies, 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:

- i. complied with the *Act* and the Corporation's articles and By-laws; and
- ii. exercised their powers and discharged their duties in accordance with the *Act*.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the *Act*. Such Director shall recuse themselves from any and all Board discussions and voting related to any such contract, business, or transaction.

Royal City Athletics Club By-Laws

Section 8 - Members

8.01 Members

Membership in the Corporation shall comprise:

- i. The directors of the Corporation
- ii. The General Manager, coaches, assistant coaches of the Corporation;
- iii. Individuals registered in and participating in programs offered by the Corporation (*"Athletes"*)

8.02 - Membership

A membership in the Corporation is not transferable and terminates automatically if the Member resigns, ceases to be a manager, coach, assistant coach, or registered athlete or if such membership is otherwise terminated in accordance with the *Act* or the Bylaws of the Corporation.

- i. The following are deemed to be Voting Members, with the proviso that there is one vote, and one vote only, for each Member:
 - a. Director, for so long as he or she remains a Director;
 - b. an Athlete Director, for so long as he or she remains a Director;
 - c. The General Manager, each coach, each assistant coach;
 - d. an Athlete who is 16 years of age or older;
 - e. a Parent or Legal Guardian whose athlete(s) is (are) under the age of 16 and is (are) registered as an Athlete with the club.
- ii. Non-Voting Membership
 - a. An Athlete who is under the age of 16 is deemed to be a non-voting member.

8.03 - Disciplinary Act or Termination of Membership for Cause

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.

Royal City Athletics Club By-Laws

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board within 180 day of year end. Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report, and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- i. receipt of the agenda;
- ii. receipt of the minutes of the previous annual and subsequent special meetings;
- iii. consideration of the financial statements;
- iv. report of the auditor or person who has been appointed to conduct a review engagement;
- v. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- vi. election of Directors; and,
- vii. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

Royal City Athletics Club By-Laws

9.02 - Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within 21 days from the date of the deposit of the requisition.

Any amendments to the Articles or By-'Laws of the Corporation, which are fundamental changes as defined in s.103 the Not-For-Profit Corporations Act (Ontario) shall be approved by special resolution as defined in the Act.

9.03 - Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member and to the auditor or person appointed to conduct a review engagement. 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.

Notice of each meeting must remind the Member of the right to vote by proxy and such proxy is to be held by a director, or another member, of the Royal City Athletics Club (RCAC) who is entitled to vote.

9.04 - Deemed Quorum

A quorum for the transaction of business at any meeting of Royal City Athletics Club (RCAC) members shall comprise RCAC members representing at least twenty (20) percent of all RCAC members eligible to vote present.

If, fifteen (15) minutes after the time appointed for the holding of any meeting of RCAC members, a quorum is not present, the meeting shall stand adjourned for a further fifteen (15) minutes on the same day and at the same place: further, if at such adjourned meeting a quorum is not present, those RCAC members who are present and entitled to vote thereat shall be deemed to be a quorum and may transact all business which could be legitimately conducted at such meeting

9.05 - Chair of the Meeting

The Chair shall be the chair of the Members' meeting. If the Chair is absent, the Members present at any Members' meeting shall choose another Director to act as Chair for such meeting. If no Director is present, or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to act as Chair for such meeting.

Royal City Athletics Club By-Laws

9.06 - Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes, unless otherwise required by the *Act* or the By-law, provided that:

- i. each Member shall be entitled to one vote;
- ii. votes shall be taken by a show of hands among all Members present, virtually or in person, and the chair of the meeting, if a Member, shall have a vote;
- iii. an abstention shall not be considered a vote cast;
- iv. 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;
- v. if there is a tie vote, the Chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is defeated; and
- vi. 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 defeated 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.

9.07 - Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 - Persons Entitled to be Present

The persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the *Act* or the articles of incorporation 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.

Royal City Athletics Club By-Laws

Section 10 - Notices

10.01 - Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email, or other electronic means to any such Member or Director at their most recent address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 - Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 - Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the *Act* pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

These By-Laws shall come into effect on the date they are approved by the Directors of the Corporation.

These By-laws were approved, and came into effect, on June 22, 2022.

Section 12 – Dissolution

12.01

Upon dissolution of the Corporation, by whatever process, and the settlement of all debts, including pro-rated reimbursement of program fees, and all liabilities, including all costs, fees,

Royal City Athletics Club By-Laws

and expenses incurred as a result of the dissolution, any property remaining shall be distributed to or disposed of to charitable or non-profit organizations which carry on their work solely in Ontario, such organizations to be determined by a majority of the Directors of the Corporation.

Schedule A

Position Description of the President Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process, and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Royal City Athletics Club By-Laws

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation and provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

Serve as member on all Board committees.

Royal City Athletics Club By-Laws

Schedule B

Position Description of the Treasurer

The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities, and other valuables in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, with such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Royal City Athletics Club By-Laws

Schedule C

Position Description of the Secretary Role

Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers, and the seal of the Corporation, if any, and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.