

CONSTITUTION OF THE ONTARIO SENIOR GAMES ASSOCIATION

This Constitution supersedes all previous constitutions of the Ontario Senior Games Association

The name of the organization herein constituted and incorporated shall be the Ontario Senior Games Association or such other names as may be permitted.

The name of the association is “Ontario Senior Games Association”.

Mission Statement:

To provide 55+ adults in Ontario with an opportunity to:

- increase their social interaction with others,
- increase their physical and mental well-being, through participation in recreational activities and sports,
- promote active living among 55+ adults in Ontario.

Goals:

To enhance the opportunity for 55+ adults

- a. to expand and develop their social interaction.
- b. to provide an environment that stimulates physical activity.
- c. to provide an environment conducive to mental development.
- d. to increase participation in recreational activities.
- e. to facilitate more cooperation and communication between 55+ adult groups within Ontario.

Objectives:

The OSGA, through its Member Districts across the province, will provide guidelines, resources and personnel to facilitate district planning, organization and administration of activities that will:

- a. create an environment conducive to social interaction.
- b. include appropriate recreational and sport activities so that the 55+ adult is able to meet new people and establish new relationships.
- c. establish an environment through events that help provide opportunities for fellowship and social activities.
- d. promote innovative physical activity for the 55+ adults through appropriate administrative governing bodies in fitness and sport
- e. promote improved fitness levels.
- f. promote activities that reflect current needs of the 55+ adults in relation to their mental well-being.
- g. promote a positive, active image of 55+ adults
- h. encourage increased participation on an on-going basis.
- i. administer and help organize a biennial sports and recreation festival (Ontario 55+ Summer Games and Winter Games) for 55+ adults—in the Province of Ontario
- j. promote participation in the Canada 55+ Games

BY-LAWS

By-laws relating generally
to the transaction of the affairs of

ONTARIO SENIOR GAMES ASSOCIATION

BE IT ENACTED as by-laws of Ontario Senior Games Association (the "OSGA") as follows:

By-Law # 1 – GENERAL

1.01 DEFINITIONS

In this by-law, unless the context otherwise requires, the following words shall have the following meanings:

- a) "Ministry." means the appropriate Ontario Ministry which provides grant monies to the Games program.
- b) "SAO" means Sport Alliance Ontario.
- c) "OSGA 55+ or OSOA 55+ Games" means the Ontario Senior Games Association.
- d) "OSGA" or "Board" means the Ontario Senior Games Association Board of Directors which is the governing body for the Ontario Senior Games Association.
- e) "Executive" mean the Executive officers of the Ontario Senior Games Association Board, President, Vice-President, Treasurer and Secretary
- f) "Member District" means a geographic area, established by geography and/or older adult population, that comes together to participate in the Ontario Senior Games Association Program. Further districts may be established by the Ontario Senior Games Association.
- g) i) "Ontario 55+ Summer Games" means biennial provincial games championships of the Ontario Senior Games Association which are held in even-numbered years, usually in August.
ii) "Ontario 55+ Winter Games" means biennial provincial games championships of the Ontario Senior Games Association, which are held in odd numbered years (usually in February or March).
- h) i) "Ontario 55+ Summer Games Host" means the community that is hosting Ontario 55+ Summer Games.
ii) "Ontario 55 + Winter Games Host" means the community that is hosting Ontario 55+ Winter Games.
- i) "Regional 55+ Games" means biennial games which are held in odd numbered years (usually in August or September) involving participation by participants of designated group of Member Districts.
- j) "Regional 55+ Games Host" means the Member District or community that is hosting a designated Regional Game.
- k) "Participants" means all persons who take part in any authorized activity having been properly registered, conducted as part of the Ontario Senior Games Association Program.

- l) "Volunteers" means all persons who officially register to volunteer at any level of the Ontario Senior Games Association Program.
- m) "Ontario Senior Games Association Technical Manual (Technical Manual)" means that document which contains the rules of competition for the events and the eligibility requirements for participants in the Ontario Senior Games Association Program.
- n) "Eligibility" means the requirements that must be met in order to participate in the Ontario Senior Games Association program. (See the Ontario Senior Games Association Technical Manual and policies).
- o) "Dues" means the amount of money assessed to persons to participate in any Ontario Senior Games Association program.
- p) "Events" means the selected events that may be held at the Ontario 55+ Summer and Winter Games, Regional 55+ Games and District 55+ Games. (See the Ontario 55+ Summer and Winter Games Technical Manuals.)
- q) "Annual General Meeting and Conference" means the conference held annually in October to discuss Ontario Senior Games Association business and to hold annual elections.
- r) "Delegates" means the representatives from each district who attend the Annual General Meeting and Conference. (Each district will have one vote).
- s) "Letters Patent" means the Letters Patent of the OSGA dated April 1, 1998

1.02 HEAD OFFICE

The Head Office of the OSGA shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Board members may from time to time determine.

1.03 SEAL

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

By-Law # 2 – BOARD OF DIRECTORS

2.01 OFFICERS OF THE ASSOCIATION

There shall be a President, a Vice-President, a Past-President, a Treasurer, a Secretary and such other officers as the OSGA Board or Board members may determine by constitution from time to time.

2.02 OSGA BOARD

- a) **Responsibility:** The affairs of the OSGA shall be managed by the “OSGA Board” which will consist of members who must be members in good standing of a Member District.
- b) **Board Members:** The OSGA Board shall consist of a minimum nine elected (9) and a maximum of twelve elected (12) members.) plus 3 Members at Large appointed by the Board. The Board shall consist of a President, Past-President, Vice-President, Treasurer, Secretary, and Rules Committee Chair. In addition, ex-officio members shall include a Program Manager, appropriate Ministry representative and/or SAO Representative.
- c) **Time of Service:** The Board shall be elected at the Annual General Meeting of the OSGA and a) serve for a two (2) year term, b) may be re-elected for a total of three (3) consecutive two (2) year terms in one position, and c) may be elected for subsequent terms but must serve in a different position.
The Past-President will recommend a slate of officers of the Board at the Annual General Meeting. In the absence of the Past President, the Vice-President will recommend the slate of officers.
- d) **Budget:** The Board will be responsible for assuring the annual budget is prepared, is approved, is monitored, and forwarded to the appropriate provincial Ministry or designated organization.
- e) **Offices:** The Board members may not hold more than one Executive office of the Board at any one time.
- f) **Meetings:** Meetings of the Board may be held at the head office of the OSGA or at any place within Ontario as designated in the notice calling the meeting. Reasonable notice of any meeting shall be given to each member. One half (50%) of the voting members of the Board shall constitute a quorum.
- g) **Regular Meetings:** The Board will meet for a minimum of 4 meetings with the date and time of the next meeting being determined at the end of each meeting. The President may call additional meetings when, and if, necessary.
- h) **Voting:** Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the President of the meeting shall have the tie breaking vote. Voting shall be done by a show of hands unless a ballot be demanded by any member. A declaration by the President that a resolution had been carried (or defeated) and an entry to that effect in the minutes is conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the resolution.

- i) **Vacancies:** If the office of President, Vice-President, Secretary or Treasurer shall become vacant before the end of a term each position will move up to fill the vacancy until the end of the term. The remaining Board members, by resolution, may elect or appoint a Board member to fill any such vacancy left after movement for the remainder of the term.
- j) **Remuneration:** The members of the Board shall serve without remuneration and no member shall receive, directly or indirectly, any profit from the position as such. However, members may be paid reasonable expenses incurred by them in the performance of their duties.
- k) **Powers:** The Board of the OSGA may administer the affairs of the OSGA in all things and make or cause to be made for the OSGA, in its name, any kind of contract which the OSGA may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the OSGA is by its charter or otherwise authorized to exercise and do.
The Board from time to time will be empowered to enact policies that will facilitate the governance of the OSGA.

Without in any way derogating from the foregoing, the Board members are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the OSGA, for such consideration and upon such terms and conditions as they may deem advisable

- l) **Employees:** The Board, subject to adequate funds being available, may employ a Program Manager and/or additional staff, as may be required.
- m) **Fees, Grants, Donations and Bequests:** The Board may receive fees, grants, donations, and bequests for operating purposes, operating reserve, capital and other equipment replacement reserve.
- n) **Election and Dismissal:** The election of Board members at the annual general meeting of the OSGA may be by a show of hands unless a ballot be demanded by any member. The members of the OSGA may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Board member before the expiration of such Board member's term of office, and may, by a majority of the votes cast at that meeting, elect any person in such Board member's stead for the remainder of such Board member's term.

2.03 EXECUTIVE

The Executive shall

- a. be responsible to the Board between meetings of the Ontario Senior Games Association.
- b. consist of the President Vice-President, Secretary, Treasurer,
- c. recommend an annual budget to the OSGA Board and when approved will recommend the budget to the appropriate provincial Ministry.
- d. The President may call meetings when, and if, necessary and which may be done electronically.

2.04 DUTIES OF BOARD MEMBERS

- i. The **President** shall
 - i. preside at all meetings of the Board and its Executive, and the members of the OSGA.
 - ii. be charged with the general management and supervision of the affairs and operations of the OSGA
 - iii. be an ex-officio member of all committees of the OSGA Board.
 - iv. with another officer appointed by the OSGA Board for the purpose, sign all by-laws and membership certificates.
 - v. appoints the chairperson of each committee as required from time to time
- b. The **Vice-President** shall
 - i. call meetings of the Board during the absence or inability of the President and shall assume the duties of President “Pro Tempors”.
 - ii. accept “ad hoc” any short-term assignment and other duties as required by the executive or the OSGA Board.
- c. The **Past-President** shall
 - i. assist the Board in the transition period following the appointment of a new President.
 - ii. accept ad hoc any short-term assignments and other duties as required by OSGA Board
 - iii. be responsible for the preparation of the nomination slate of officers and Committee Chairs for the annual meeting. In the absence of the Past – President these duties shall be carried out by the Vice-President.
- d. The **Treasurer**, or person performing the usual duties of a Treasurer, shall
 - i. keep full and accurate accounts of all receipts and disbursements of the OSGA in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the OSGA in such bank or banks as may from time to time be designated by the OSGA Board.
 - ii. disburse the funds of the OSGA under the direction of the OSGA Board, present an annual budget to the Board.
 - iii. perform such other duties as may from time to time be determined by the OSGA Board.
 - iv. ensure the overall financial accountability of the organization and that the required duties are carried out.
- e. The **Secretary** shall
 - i. be responsible for the recording all minutes of the Board, Annual General Meeting or any other meeting as required,
 - ii. be responsible for distribution of draft minutes from all such meetings,
 - iii. arrange meeting space for all meetings as required,
 - iv. handle all incoming and outgoing correspondence relating to the OSGA in consultation with the President or Designate,
 - v. prepare an agenda for all meetings with the President or Designate,
 - vi. carry out any other duties as may be assigned by the President or Designate or Board.
 - vii. accept “ad hoc” and short term assignments and other duties as required by the Board.
 - viii. ensure the required duties are carried out.
- f. The duties of all **other officers** of the OSGA shall be such as the terms of their engagement call for or the OSGA Board requires of them.

2.05 COMMITTEES

The Board may establish such committees as they may, from time to time, consider advisable.

- a. No committee shall have the power to act for or on behalf of the OSGA Board or otherwise commit or bind the OSGA Board to any course of action. Committees shall have only the power to make recommendations to the Board.
- b. Members of each committee of the OSGA shall be appointed by, and hold office at the pleasure of, the Chairperson of such committee. Committee members shall not receive remuneration for acting as such, but may be paid reasonable expenses incurred by them in performance of their duties.
- c. Each committee shall submit to the OSGA Board such written reports as the OSGA Board may, from time to time, request. Each committee shall submit an annual report and budget to the OSGA Board at such time as the OSGA Board may determine.

2.06 EXECUTION OF DOCUMENTS

- a. Deeds, transfers, licenses, contracts and engagements on behalf of the OSGA shall be signed by either the President or Vice-President, or Treasurer. The seal of the OSGA shall be affixed to such instruments as require the same.
- b. Contracts in the ordinary course of the OSGA's operations may be entered into on behalf of the OSGA by the President, Vice-President, Treasurer or by any person authorized by the OSGA Board.
- c. The signing officers for the Board shall be any two of the following: President, Vice-President or Treasurer.
- d. Notwithstanding any provisions to the contrary contained in the by-laws of the OSGA, the OSGA Board 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 OSGA may or shall be executed.

2.07 ERROR IN NOTICE, OSGA BOARD

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

By-Law # 3 - FINANCES

- a. **Fiscal Year:** The financial year of the Board, shall terminate on the 31st day of March in each year or on such other date as the Board may from time to time by resolution determine.
- b. **Financial Operation:** The Ontario Senior Games Association shall operate within funds available to it in the form of grants, affiliation fees, donations and bequests. The Board has no authority to incur a debt.

- c. **Banking Arrangements:** All funds shall be deposited for the Board in a bank or banks decided upon by the Executive. Arrangements shall be made with the Treasurer on the handling of funds with special conditions.
- d. **Financial Statements:** The Treasurer shall submit a report to the Board regular meetings, in person, or through one of the OSGA Board Members, printed documentation of accounts and financial position. A Review Engagement Report and yearly financial summary shall be presented at the Annual General Meeting. Copies shall be made available to Member Districts 21-60 days before the date of such meeting.
- e. **Cheques, Etc:** All cheques, bill of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the OSGA, shall be signed by any two of, the President, Vice-President, or Treasurer. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the OSGA and the OSGA'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.
- f. **Borrowing:** The Board members may from time to time
 - i. borrow money on the credit of the OSGA; or
 - ii. issue, sell or pledge securities of the OSGA; or
 - iii. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the OSGA, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the OSGA.

Nevertheless, the OSGA may not incur a debt.

By-Law # 4 - MEMBERSHIP

- 4.01 Make-up:** The membership of the OSGA shall consist of the Districts, whose Representative has signed the membership agreement.
- 4.02 Resignation:** Member Districts may withdraw their membership by submitting their intention in writing which has been approved by their District. The resignation shall be effective upon acceptance thereof by the OSGA.
- 4.03 Liability:** In case of resignation, a Member District shall remain liable for payment of any assessment or other sum levied or which became payable by such member to the OSGA prior to acceptance of such member's resignation.
- 4.04** Member Districts shall not, as such, be held answerable or responsible for an act, default, obligation or liability of the OSGA or for any engagement claim, payment, loss, injury, transaction, matter or thing relating to or connected with the OSGA.

By-Law # 5 - DUES

- 5.01** Members, who are the Districts, shall pay the OSGA, an affiliation fee as determined from time to time by the OSGA Board based on the number of Participants registered.

By-Law # 6 - ANNUAL AND OTHER MEETINGS OF MEMBERS

- 6.01 Date:** The annual or any other general meeting of the members shall be held at the head office of the OSGA or elsewhere in Ontario as the OSGA Board may determine and on such day as the Board members shall appoint.
- 6.02 Purpose:** At every annual meeting, in addition to any other business that may be transacted, the following items shall be included:
- a. the report of the Board members,
 - b. the financial statement and the report of the auditors shall be presented,
 - c. the OSGA Board members shall be elected, and
 - d. the auditors shall be appointed for the ensuing year to perform the Financial Review Engagement of the accounts of the OSGA. The Members Districts may consider and transact any business either special or general only by filing notice of motion 21 days prior to any meeting of the members.
- 6.03** The OSGA Board or the President or Vice-President shall have power to call at any time a special or a general meeting of the members of the OSGA.
- 6.04** No public notice nor advertisement of members' meetings, annual, special or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member District by sending the notice by mail, fourteen (14) days before the time fixed for the holding of such meeting; provided that any such meetings of Members Districts may be held at any time and place without such notice if all the Members Districts of the OSGA are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the OSGA at annual or general meeting may transact. Notice of any meeting where special business will be transacted shall contain sufficient information to permit a Member District to make a reasoned judgment on the decision to be taken. The OSGA Board shall call a special meeting of members upon the written requisition of fifteen (15) Member Districts.
- 6.05 Error Or Omission In Notice:** No error or omission in giving notice of any Annual or General meeting or any adjourned meeting, whether Annual or General, of the Member Districts of the OSGA shall invalidate such meeting or make void any proceedings taken there at and any Member Districts may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there at. For the purpose of sending notice to any members for any meeting or otherwise, the address of any Member District shall be such Member Districts' last address recorded on the books of the OSGA.
- 6.06 Adjournments:** Any meetings of the OSGA or of the Board members or the Member Districts may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- 6.07 Quorum Of Members:** A quorum for the transaction of business at any meeting of Member Districts shall consist of fifteen (15) Member Districts present in person or represented by proxy; provided that in no case can any meeting be held unless there are ten Member Districts present in person.
- 6.08 Voting of Member Districts:** Subject to the provisions, if any, contained in the Letters Patent of the OSGA, each Members District of the OSGA shall at all meetings of Members Districts be entitled to one vote and may vote by proxy. Each Member District will be

entitled to one (1) vote only on all matters on which a vote is required. A proxy need not be a Members Districts but before voting shall produce and deposit with the Program Coordinator sufficient appointment in writing from the proxy's constituent or constituents. No Member District shall be entitled either in person or by proxy to vote at meetings of the OSGA unless the Member District had paid all dues or fees, if any, then payable by such member.

- 6.09** At all meetings of Member Districts every question shall be decided by a majority of the votes of the Member Districts present in person or represented by proxy unless otherwise required by the by-laws of the OSGA, 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 District. Upon a show of hands, every Member District having voting rights shall have one vote, and unless a poll be demanded, a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the OSGA shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the OSGA in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the President shall have the tie-breaking vote.

By-Law # 7 - AMMENDMENTS

- 7.01** The Constitution and By-Laws may be amended, or portions repealed, by a majority vote of the Member Districts delegates, in good standing, of the Ontario Senior Games Association at the Annual General Meeting provided that the proposed amendments are sent with the notice calling the said meeting of delegates. All proposed amendments, including proposals to repeal, will be forwarded to the Minister of Industry
- 7.02** The OSGA Board may propose an amendment to the Constitution or By-Laws. All such proposed amendments must be delivered to the head office of the OSGA Board at least sixty (60) days prior to any Annual General Meeting.
- 7.03** The Board shall make such By-Laws as it deems necessary for the administration and governance of the OSGA. All By-Laws made by the Board are effective until and are subject to ratification by the delegates of the OSGA at the next Annual General Meeting following the passing of the By-Law by the Board.

By-Law # 8 - NOTICE

Whenever under the provisions of the by-laws of the OSGA, notice is required to be given, such notice may be given either personally or sent by facsimile, electronically or by depositing same in a post office or a public letter box, addressed to the Board member, officer or a member at a Board member's, officer's or member's address as the same appears on the books of the OSGA. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if sent by facsimile or electronically shall be held to be sent when the same was confirmed as having been sent. For the purpose of sending any notice the address of any Members District, Board member or officer shall be the last address of such Members District, Board member or officer as recorded on the books of the OSGA.

By-Law # 9 - DISSOLUTION

Property and Finances: If dissolution of the OSGA should occur, the property and finances of the Association would be distributed proportionately among the Member Districts of the Association, or as otherwise required by law, and any such groups who had provided grants to the Association.

By-Law # 10 - INTERPRETATION

Interpretation: In this Constitution and By-laws and unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and the corporations.

By-Law # 11 - ADOPTION

Adoption: This Constitution and By-laws is of full force and effect when it is adopted by the majority of the delegates present at a duly called Annual General Meeting of the OSGA.

The foregoing Constitution and By-laws hereby consented to and passed as evidence by the signature of all the Board members of the OSGA pursuant to the provisions of the *Corporation Act* in the first year of the OSGA's existence.

DATED this day of October 8th, 2013.



Gail Prior – President

Tony Meriano – Vice-President