

# ONTARIO SENIOR GAMES ASSOCIATION BY-LAWS

## ARTICLE I: GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Ontario Senior Games Association, a Canadian Corporation.
- 1.2 Definitions – The following terms have these meanings in these By-laws:
- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
  - b) *Annual Meeting* – the annual meeting of the Member Districts;
  - c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
  - d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Member Districts by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Corporation for a report to the Member Districts at the next Annual Meeting;
  - e) *Board* – the Board of Directors of the Corporation;
  - f) *Corporation* – the Ontario Senior Games Association;
  - g) *Days* – days including weekends and holidays;
  - h) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
  - i) *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
  - j) *Member District* – those entities meeting the definition of Member District who are admitted as Member Districts of the Corporation under Article II of these By-laws;
  - k) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
  - l) *Ordinary Resolution* – a resolution passed by a majority of more than one half (1/2) of the votes cast on that resolution;
  - m) *Participant* – Any individual who is registered with the Corporation and is engaged in activities that are provided, sponsored, supported or sanctioned by the Corporation and registered as a Registrant with the Corporation per the applicable policies and/or procedures.
  - n) *Proposal* – a proposal submitted by a Member District of the Corporation that meets the requirements of the Act;
  - o) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time; and
  - p) *Special Resolution* – a resolution passed by a majority of more than two-thirds (2/3) of the votes cast on that resolution.
- 1.3 Registered Office – The Registered Office of the Corporation will be located in the province of Ontario at such an address as the Board may determine. Any change to the Registered Office province will be determined by the Member Districts by Special Resolution.
- 1.4 No Gain for Member Districts – The Corporation will be carried on without the purpose of gain for its Member Districts and any profits or other accretions to the Corporation will be used in promoting its objectives.
- 1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Corporation.
- 1.6 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
- 1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title or program will include any successor organizational name, title or program.
- 1.8 Language – These By-laws have been drafted in English and the French text is a translation. In the case of conflicting interpretations, the English version will prevail.

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## ARTICLE II: MEMBERSHIP

### Membership Categories

- 2.1 Categories – The Corporation has a single category of Member District; that being Member Districts.
- 2.2 Member District – A geographic area established by geography or an older adult population participating in the Ontario Senior Games Association Program, as determined by the Board of Directors by Ordinary Resolution

### Admission of Member Districts

- 2.3 Admission of Member Districts – Any candidate will be admitted as a Member District if:
- The candidate Member District makes an application for Membership in a manner prescribed by the Corporation.
  - The candidate Member District has met the applicable definition listed in Section 2.2, and
  - The candidate Member District has been approved by majority vote as a Member District by the Board.
- 2.4 Change of Terms/Conditions of Membership – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Member Districts is required to make any amendments if those amendments affect the following Membership rights and/or conditions:
- Change a condition required for being a Member District;
  - Change in the manner of giving notice to Member Districts entitled to vote at a meeting of Member Districts; or
  - Change the method of voting by Member Districts not in attendance at a meeting of Member Districts.

### Transfer of Membership

- 2.5 Transfer – Any interest arising out of Membership in the Corporation is not transferable.

### Duration

- 2.6 Duration of Membership – Membership within the Corporation is upon an annual basis and will terminate on March 31<sup>st</sup>, subject to re-admission in accordance with these By-laws.

### Membership Dues

- 2.7 Dues – Membership dues will be determined annually by Ordinary Resolution of the Board.
- 2.8 Deadline – Member Districts will be notified in writing of the Membership dues at any time payable by them, and if they are not paid by the date prescribed by the Board, the Member District will be in default according to OSGA Policy.

### Withdrawal and Termination of Membership

- 2.9 Withdrawal and Termination – Membership in the Corporation is terminated when:
- The Member District, in the case of a Member District that is a corporation, dissolves;
  - The Member District fails to maintain any of the qualifications or conditions of Membership described in these By-laws;
  - The Member District resigns from the Corporation by giving written notice to the Secretary, in which case the resignation becomes effective on the date specified in the resignation. The Member District will be responsible for all fees payable until the actual withdrawal becomes effective;
  - By Ordinary Resolution of the Board or of the Member Districts at a duly called meeting, provided fifteen (15) days' notice is given and the Member District is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of Membership and the Member District receiving the notice will be entitled to submit a written submission opposing the termination;
  - All remaining funds shall be forwarded to OSGA to be held In Trust until the District is re-activated;
  - The Member District's term of Membership expires; or
  - The Corporation is liquidated or dissolved under the Act.
- 2.10 May Not Resign – A Member District may not resign from the Corporation if the Member District is subject to disciplinary investigation or action.

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- 2.11 Discipline – A Member District may be suspended or expelled from the Corporation in accordance with the Corporation’s policies and procedures relating to discipline of Member Districts.

## **Good Standing**

- 2.12 Definition – A Member District of the Corporation will be in good standing provided that the Member District:
- a) Has not ceased to be a Member District;
  - b) Has not been suspended or expelled from Membership, or had other restrictions or sanctions imposed;
  - c) Has completed and remitted all documents as required by the Corporation;
  - d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
  - e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - f) Has paid all required Membership dues or debts to the Corporation, if any.
- 2.13 Cease to be in Good Standing – Member Districts who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Member Districts or be entitled to the benefits and privileges of Membership until such time as the Board is satisfied that the Member District has met the definition of good standing as set out above.

## **ARTICLE III: MEETINGS OF MEMBER DISTRICTS**

- 3.1 Types of Meetings – Meetings of Member Districts will include Annual Meetings and Special Meetings.
- 3.2 Special Meeting – The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called. A Special Meeting of the Member Districts may be called at any time by:
- a) the President,
  - b) the Board, or
  - c) Member Districts, upon written requisition, who hold five percent (5%) of the votes of the Corporation.
- 3.3 Location and Date – The Corporation will hold meetings of Member Districts at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation’s preceding financial year.
- 3.4 Meetings by Electronic Means – A meeting of Member Districts may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
- 3.5 Participation in Meetings by Electronic Means – Any Member District entitled to vote at a meeting of Member Districts may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 3.6 Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Member Districts to make informed decisions, and will be given to each Member District entitled to vote at the meeting, the auditor, and the Board, by the following means:
- a) By mail, courier or personal delivery to each Member District entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
  - b) By telephone, electronic or other communication facility to each Member District entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or
  - c) By posting on the Corporation’s website not less than thirty (30) days prior to the date of the meeting.
- 3.7 Change in Notice Requirements – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Member Districts may be required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Member Districts entitled to vote at a meeting of Member Districts.
- 3.8 Persons Entitled to Attend – Member Districts in good standing, the Directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or

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By-laws of the Corporation are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Member Districts.

- 3.9 Adjournment – Any meetings of Member Districts may be adjourned to any time and place as determined by the Board 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 will be required for any adjourned meeting.
- 3.10 Agenda – The agenda for the Annual Meeting may include:
- a) Call to order
  - b) Determination of a quorum
  - c) Appointment of scrutineers
  - d) Approval of the agenda
  - e) Declaration of any conflicts of interest
  - f) Adoption of minutes of the previous Annual Meeting
  - g) Board, Committee and Staff reports
  - h) Report of Auditors
  - i) Appointment of Auditors
  - j) Business as specified in the meeting notice
  - k) Election of new Directors
  - l) Adjournment
- 3.11 New Business – Any Member District who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least thirty (30) days prior to the meeting date.
- 3.12 Quorum – A minimum of fifteen (15) Member Districts in person or represented by proxy will constitute a quorum.
- 3.13 Closed Meetings – Meetings of Member Districts will be closed to the public except by invitation of the Board.

### **Voting at Meetings of Member Districts**

- 3.14 Voting Privileges – Member Districts are entitled to a single vote each at any meeting of the Member Districts by way of Delegate.
- 3.15 Delegates – Member District Districts will appoint in writing (inclusive of electronic notice) to the Corporation, prior to the meeting of Member Districts, the name of the Delegate, or alternate Delegates, to represent the Member District. The Delegate must be at least eighteen (18) years of age and affiliated with Member Districts in good-standing.
- 3.16 Proxy Voting – Member Districts may vote by proxy if:
- a) The Member District notified the Corporation in writing at least seven (7) days prior to the meeting of the Member Districts of an appointment of a proxy holder;
  - b) The proxy is received by the Corporation prior to the start of the meeting;
  - c) The proxy clearly states the date of the specific meeting; and
  - d) The proxy clearly states to whom the proxy is given.
- 3.17 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.18 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member District.
- 3.19 Ordinary Resolution – Except as otherwise provided in the Act or these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

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## ARTICLE IV: GOVERNANCE

### Composition of the Board

4.1 Board will consist of nine (9) Directors as follows:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary
- e) Five (5) Directors

### Eligibility of Directors

4.2 Eligibility of Directors – Any individual who is a Member in good standing of a Member District, who is eighteen (18) years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt, may be nominated for election or appointment as a Director.

### Election of Directors

4.3 Election and Term – The election of directors will take place at each Annual Meeting of Member Districts. The elections shall take place in two parts:

- a) The President, Vice-President and half the Directors will be elected to the Board at alternate Annual Meetings to those listed in subsection 4.3 (b); and
- b) The Secretary, Treasurer and half the Directors will be elected in alternate Annual Meetings to those listed in subsection 4.3(a).

4.4 Decision – Elections will be decided by the Member Districts in accordance with the following:

- a) One Valid Nomination – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations – Winner is the nominee receiving an Ordinary Resolution. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared.

4.5 Terms – Elected Officers (President, Vice-President, Treasurer, Secretary) can serve two (2) consecutive (2) year teams. All will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

4.6 Consecutive Terms – Directors may only serve a maximum of four (4) consecutive terms on the Board with a maximum two (2) consecutive terms in any position. At the end of a Directors term they must take a hiatus from the Board for a period of one (1) term. A term is considered two (2) years.

### Suspension, Resignation and Removal of Directors

4.7 Resignation – A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.8 Vacate Office – The office of any Director will be vacated automatically if the Director:

- a) Is found by a court to be of unsound mind;
- b) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
- c) Is charged and/or convicted of any criminal offence related to the position;
- d) Changes his or her permanent residence outside of Canada; or
- e) Dies.

4.9 Removal – A Director may be removed by Ordinary Resolution of the Member Districts at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard

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at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his or her position as an Officer.

- 4.10 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation’s policies related to discipline, by Special Resolution of the Board at a Meeting of the Board, provided the Director has been given notice of and the opportunity to be heard at such meeting.

## **Filling a Vacancy on the Board**

- 4.11 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified member of a Member District to fill the vacancy until the next Annual Meeting of Member Districts.

## **Meetings**

- 4.12 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.
- 4.13 Notice – Notice of meetings of the Board will be given to all Directors at least fourteen (14) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors/ waive notice, or if those absent consent to the meeting being held in their absence.
- 4.14 Number of Meetings – The Board will hold at least four (4) meetings per fiscal year.
- 4.15 Quorum – At any meeting of the Board, quorum will consist of fifty percent (50%) of Directors holding office.
- 4.16 Voting – Each Director, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a Director requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.
- 4.17 Absentee Voting – There will be no absentee or proxy voting by Directors.
- 4.18 Closed Meetings – Meetings of the Board will be closed to Member Districts and the public except by invitation of the Board.
- 4.19 Meetings by Telecommunications – A meeting of the Board may take place by teleconference upon the consent of the Directors.
- 4.20 Meetings by Telephone and Other Electronic Means – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

## **Powers of the Board**

- 4.21 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.
- 4.22 Empowered – Notwithstanding Section 4.21, the Board will be empowered to:
- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws
  - b) Make policies and procedures relating to discipline of Member Districts and Associates, and will have the authority to discipline Member Districts and Associates in accordance with such policies and procedures
  - c) Make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures
  - d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation
  - e) Determine registration procedures and Membership fees, dues, assessments, charges and other registration requirements
  - f) Appoint Member Districts to Committees

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- g) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws
- h) Perform any other duties from time to time as may be in the best interests of the Corporation.

## ARTICLE V: OFFICERS

### 5.1 Duties – The duties of the Officers are as follows:

- a) The President will
  - i. preside at all meetings of the Member Districts and of the Board.
  - ii. have the responsibility for overseeing the general and active management of the business of the Corporation.
  - iii. see that all lawful orders and resolutions of the Board and of the Member Districts are followed up with the appropriate action.
  - iv. with such others as may be appointed by the Board for this purpose, sign all By-Laws and other documents requiring formal execution by the Corporation. In the absence of the President, the Board may appoint any Director to fulfill the responsibilities of the President.
- b) The Vice President will
  - i. in the absence or disability of the President, perform the duties and exercise the powers of the President,
  - ii. perform such other duties as may from time to time be established by the Board.
- c) The Secretary will
  - i. be responsible for the documentation of all amendments to the Corporation's By-laws,
  - ii. ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings,
  - iii. prepare and submit to each Meeting of the Member Districts and other meetings a report of all activities since the previous Meeting of the Member Districts or other meetings,
  - iv. act as a liaison with all Committees of the Corporation,
  - v. give due notice to all Member Districts of the Meeting of the Member Districts of the Corporation,
  - vi. perform such other duties as established by the Board.
- d) The Treasurer will
  - i. subject to the powers and duties of the Board, keep proper accounting records as required by the Act,
  - ii. cause to be deposited all monies received by the Corporation in the Corporation's bank account,
  - iii. will supervise the management and the disbursement of funds of the Corporation, when required
  - iv. will provide the Board with an account of financial transactions and the financial position of the Corporation,
  - v. will prepare annual budgets,
  - vi. perform such other duties as established by the Board.
- e) The Past-President
  - i. may assist the Board in the transition period following the appointment of a new President.
  - ii. may accept ad hoc any short-term assignments and other duties as required by OSGA Board
  - iii. may be permitted to attend Board meetings without a vote unless determined otherwise by the Board.

5.2 Delegation of Duties – At the discretion of the Officer and by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff of the Corporation.

5.3 Multiple Positions – Officers may not hold multiple Officer positions.

5.4 Removal – An Officer may be removed by Special Resolution of the Board or by Ordinary Resolution of the Member Districts in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Resolution is put to a vote. If the Officer is removed, his or her position as a Director will automatically and simultaneously be terminated.

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- 5.5 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position’s term of office.

## ARTICLE VI: COMMITTEES

- 6.1 Appointment of Committees – The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation. The Board may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.
- 6.2 Quorum – A quorum for any Committee will be a majority.
- 6.3 Terms of Reference – The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.
- 6.4 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.
- 6.5 President Ex-officio – The President will be an *ex-officio* (non-voting) Member of all Committees of the Corporation.
- 6.6 Removal – The Board may remove any Member of any Committee.
- 6.7 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

## ARTICLE VII: CONFLICT OF INTEREST

- 7.1 Conflict of Interest – In accordance with the Act, a Director, Officer, or Member District of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation’s Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

## ARTICLE VIII: FINANCE AND MANAGEMENT

- 8.1 Fiscal Year – The fiscal year of the Corporation will be determined by the Board of Directors.
- 8.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
- 8.3 Auditor – At each Annual Meeting, the Member Districts will appoint, by Ordinary Resolution, an auditor to review the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee or a Director of the Corporation but will have remuneration fixed by the Directors.
- 8.4 Annual Financial Statements – The Corporation will send to the Member Districts a copy of the annual financial statements and other documents referred to in the Act. Instead of sending the documents, the Corporation may send a summary to each Member District along with a notice informing the Member District of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member District who, in writing, declines to receive such documents.
- 8.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the Corporation will not be available to the general Membership of the Corporation but will be available to the Board, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the registered office of the Corporation in accordance with the Act.
- 8.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances,



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transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

- 8.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 8.8 Borrowing – The Board may borrow money upon the credit of the Corporation, after ascertaining consent from the Member Districts by way of Special Resolution, as it deems necessary,
- a) From any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
  - b) To limit or increase the amount to be borrowed;
  - c) To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
  - d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
- 8.9 Remuneration – All Directors, Officers and Member of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or Member of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or Member of a Committee from serving the Corporation in any other capacity and receiving compensation therefor.

### ARTICLE IX: AMENDMENT OF BY-LAWS

- 9.1 Directors Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors shall submit the By-law, amendment or repeal to the Member Districts at the next meeting of Member Districts, and the Member Districts may by a majority affirmative vote confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Member Districts it remains effective in the form in which it was confirmed.
- 9.2 Member Districts Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the voting Member Districts present at the next meeting of Member Districts. All such proposed amendments must be delivered to the head office of the OSGA Board at least sixty (60) days prior to any Members Meeting.
- 9.3 Notice in Writing – Notice of proposed amendments to these By-laws, general rules, and regulations shall be provided to voting Member Districts at least twenty-one (21) days prior to the date of the Member District's meeting at which it is to be considered.

### ARTICLE X: FUNDAMENTAL CHANGES

- 10.1 Fundamental Changes – In accordance with to the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Member Districts may be required in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:
- 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 Member Districts;
  - e) Change a condition required for being a Member District;
  - f) Change the designation of any class or group of Member Districts or add, change or remove any rights and conditions of any such class or group;

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- g) Divide any class or group of Member Districts 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 of the Act, increase or decrease the number of — or the minimum or maximum number of Directors;
- 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 Member Districts entitled to vote at a meeting of Member Districts;
- m) Change the method of voting by Member Districts not in attendance at a meeting of Member Districts;  
or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

**ARTICLE XI: NOTICE**

- 11.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director, Member District, or individual.
- 11.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
- 11.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or the Member Districts, the failure of any Director or Member District to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

**ARTICLE XII: DISSOLUTION**

- 12.1 Dissolution – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

**ARTICLE XIII: INDEMNIFICATION**

- 13.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their 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.
- 13.2 Will Not Indemnify – the Corporation will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.
- 13.3 Insurance – the Corporation will, at all times, maintain in force such directors and officers' liability insurance as may be approved by the Board.

**ARTICLE XIV: ADOPTION OF THESE BY-LAWS**

- 14.1 Ratification – These By-laws are ratified by the Member Districts of the Corporation entitled to vote at a meeting of Member Districts duly called and held on October 17, 2017. Updated September 17, 2018.
- 14.2 Repeal of Prior By-laws – In ratifying these By-laws, the Member Districts of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.