

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 – In these by-laws and all other by-laws of the Corporation, unless the context otherwise requires:
- a) “*act*” means 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*” means the annual meeting of the Member Districts;
 - c) “*articles*” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - d) “*auditor*” means a public accountant, as defined in the Act, appointed by the Member Districts;
 - e) “*board*” means the Ontario Senior Games Association Board of Directors;
 - f) “*corporation*” means the Ontario Senior Games Association;
 - g) “*days*” means days including weekends and holidays;
 - h) “*director*” means an individual elected or appointed to serve on the Board pursuant to these by-laws;
 - i) “*fundamental changes*” means amendments or other changes to the Corporation that are designed by the Act to be “fundamental changes”;
 - j) “*member*” means 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*” means persons having individual duties related to managing some aspect of the Corporations activities and affairs;
 - l) “*ordinary resolution*” means a resolution passed by a majority of more than one half (1/2) of the votes cast on that resolution;
 - m) “*participant*” means any individual who is registered with the Corporation according to OSGA policy.
 - n) “*proposal*” means a proposal submitted by a Member District of the Corporation that meets the requirements of the Act;
 - o) “*regulations*” means the regulations made under the Act, as amended, restated or in effect from time to time; and
 - p) “*special resolution*” means 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 shall be located in the province of Ontario at such an address as the Board may determine. Any change to the Registered Office province shall be determined by the Member Districts by Special Resolution.
- 1.4 No Gain for Member Districts – This Corporation shall be carried on without purpose of gain for its Member Districts and any profits or other gains to the Corporation shall be used in promoting its objectives.
- 1.5 Ruling on By-laws – Except as provided in the Act, the Board shall 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 Member Districts and meetings of the Board shall be conducted according to Robert’s Rules of Order (current edition).
- 1.7 Interpretation – In the interpretation of these by-laws, words in the singular include the plural and vice versa, and “persons” includes an individual, body corporate, partnership, trust, and unincorporated organization. Other than as specified in Article 1.2 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

ARTICLE II: MEMBERSHIP

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

ONTARIO SENIOR GAMES ASSOCIATION BY-LAWS

Terms of Membership

- 2.3 Admission of Members – Any Member District shall be admitted as a Member if:
- The Member District makes an application for membership in a manner prescribed by the Corporation.
 - The Member District has met the applicable definition listed in Section 2.2, and
 - The Member District has been approved by majority vote as a Member District by the Board.

Transfer of Membership

- 2.4 Transfer – Any interest arising out of membership in the Corporation is not transferable.

Duration

- 2.5 Duration of Membership – Membership within the Corporation shall continue as long as the Member District remains in good standing in accordance with section 2.10 of these by-laws.

Membership Fees

- 2.6 Fees – Membership fees shall be determined by Ordinary Resolution of the Board.

Withdrawal and Termination of Membership

- 2.7 Withdrawal and Termination – Membership in the Corporation is terminated when:
- 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 shall be responsible for all fees payable until the actual withdrawal becomes effective;
 - By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice shall set out the reasons for termination of membership and the Member receiving the notice shall 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; or
 - The Corporation is liquidated or dissolved under the Act.
- 2.8 May Not Resign – A Member District may not resign from the Corporation if the Member District is subject to disciplinary investigation or action.
- 2.9 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.
- 2.10 Good Standing – A Member District of the Corporation shall be in good standing provided that the Member District:
- has not ceased to be a Member District;
 - has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
 - has completed and remitted all documents as required by the Corporation;
 - has complied with the by-laws, policies, procedures, rules and regulations of the Corporation;
 - 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
 - has paid all required membership fees or debts to the Corporation, if any.
- 2.11 Cease to be in Good Standing – Member Districts who cease to be in good standing shall have privileges suspended and shall 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 in Article 2.10 of these by-laws.

ARTICLE III: MEETINGS OF MEMBER DISTRICTS

- 3.1 Annual Meeting – The Corporation shall hold an Annual Meeting to 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. The Board shall determine the date, time, and place.
- 3.2 Special Meeting – The agenda of a Special Meeting shall 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:
- the President,
 - the Board, or
 - Member Districts, upon written requisition, who hold five percent (5%) of the votes of the Corporation.

ONTARIO SENIOR GAMES ASSOCIATION BY-LAWS

- 3.3 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all those participating to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
- 3.4 Participation in Meetings by Electronic Means – Any Member District entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all those participating 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.
- 3.5 Notice – Notice shall include the date, time, and place of a meeting, the proposed agenda, reasonable information to permit Member Districts to make informed decisions, and shall 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.
- 3.6 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.
- 3.7 Persons Entitled to Attend – Member Districts in good standing, the Board of Directors, and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or 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 Members.
- 3.8 Adjournment – Any meetings of Member Districts may be adjourned to any date, 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 shall be required for any adjourned meeting.
- 3.9 New Business – Any Member District who wishes to have new business placed on the agenda of a meeting shall give written notice to the Corporation at least thirty (30) days prior to the meeting date.
- 3.10 Quorum – A minimum of fifteen (15) Member Districts in person or represented by proxy shall constitute a quorum.
- 3.11 Closed Meetings – Meetings of Member Districts shall be closed to the public except by invitation of the Board.

Voting at Meetings of Member Districts

- 3.12 Voting Privileges – Member Districts in good standing are entitled to a single vote each at any meeting of the Member Districts by way of a delegate.
- 3.13 Delegates – Member District Districts shall appoint in writing (inclusive of electronic notice) to the Corporation, prior to the meeting of Member Districts, the name of the delegate, and alternate delegate, to represent the Member District. The delegate must be at least eighteen (18) years of age.
- 3.14 Proxy Voting – Member Districts may vote by proxy if:
- a) the Member District notifies 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.
- 3.15 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who shall be responsible for ensuring that votes are properly cast and counted.
- 3.16 Determination of Votes – Votes, other than elections, shall be determined by a show of hands, orally or electronic ballot, unless a secret or recorded ballot is requested by a Member District. Elections shall require a secret ballot.

ONTARIO SENIOR GAMES ASSOCIATION BY-LAWS

- 3.17 Ordinary Resolution – Except as otherwise provided in the Act or these by-laws, an Ordinary Resolution shall decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV: GOVERNANCE

Composition of the Board

- 4.1 The Board shall consist of nine (9) Directors as follows:
- a) President
 - b) Vice-President
 - c) Treasurer
 - d) Secretary
 - e) Five (5) Directors-at-Large

Eligibility of Directors

- 4.2 Eligibility of Directors – Any individual who is eighteen (18) years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who has not been declared incapable, and who does not have the status of bankrupt, may be elected or appointed as a Director.

Election of Directors

- 4.3 Election and Term – The election of Directors shall take place at each Annual Meeting of Member Districts. The elections shall take place in two parts:
- a) The President, Vice-President and two (2) Directors-at Large shall be elected to the Board at alternate Annual Meetings to those listed in subsection 4.3 (b); and
 - b) The Secretary, Treasurer and three (3) Directors-at-Large shall be elected in alternate Annual Meetings to those listed in subsection 4.3(a).

Officers may not hold more than one (1) Officer position.

- 4.4 Decision – Elections for each Officer position shall be decided by the delegates in accordance with the following:
- a) One Valid Nomination – The nominee declared elected if nominee receives majority by Ordinary Resolution.
 - b) Two or More Valid Nominations – The nominee receiving a majority by an Ordinary Resolution shall be declared elected. In the case of a tie, the nominee receiving the fewest votes shall be removed from the list of nominees and a second vote shall be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes shall be removed from the list of nominees until there remains only two nominees or a nominee is declared elected

- 4.5 Directors-at-Large Elections – Elections for Directors-at-Large positions shall be decided by the delegates in accordance with the following:
- a) Equal number of Nominations and Available Positions – Each nominee is declared elected if nominee receives majority by Ordinary Resolution.
 - b) More Nominations than Available Positions – The nominee(s) with the highest number of votes shall be elected into the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote shall be conducted between tied nominees.

- 4.6 Terms – The term for all Directors shall be two (2) years. All shall 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.

- 4.7 Consecutive Terms – Directors may serve a maximum of four (4) consecutive terms on the Board. Following the completion of four (4) terms, an individual must take a hiatus from the Board for a period of one (1) year. In determining eligibility for re-election to the Board, a term of more than one (1) year shall be counted as a full term.

Resignation and Removal of Directors

- 4.8 Resignation – A Director may resign from the Board at any time by presenting their written notice of resignation to the Board. This resignation shall 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 shall nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

ONTARIO SENIOR GAMES ASSOCIATION BY-LAWS

- 4.9 Vacate Office – The office of any Director shall be vacated automatically if the Director:
- a) is found to be incapable;
 - b) is given the status of bankrupt;
 - c) Dies.
- 4.10 Removal – A Director may be removed by Ordinary Resolution at a Special Meeting of the Member Districts, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director shall automatically and simultaneously be removed from their position as an Officer.

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 an individual to fill the vacancy for the remainder of the term.

Meetings

- 4.12 Call of Meeting – Meetings of the Board shall be held as determined by the Board.
- 4.13 Notice – Notice of meetings of the Board shall 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 shall hold at least four (4) meetings per fiscal year.
- 4.15 Quorum – At any meeting of the Board, quorum shall consist of fifty percent (50%) of Directors holding office.
- 4.16 Voting – Each Director, in attendance or participating, is entitled to one vote. Voting shall be by a show of hands, orally or by electronic ballot, unless a Director requests a secret ballot. Resolutions shall be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.
- 4.17 Absentee Voting – There shall be no absentee or proxy voting by Directors.
- 4.18 Closed Meetings – Meetings of the Board shall be closed to Member Districts and the public except by invitation of the Board.
- 4.19 Meetings by Electronic Means – A meeting of the Board 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. Any Director who is unable to attend a meeting in person may participate in the meeting 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. A Director so participating in a meeting is deemed to be present at the meeting.

Powers of the Board

- 4.20 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.
- 4.21 Empowered – Notwithstanding Section 4.20, the Board shall be empowered to:
- a) make policies and procedures as well as 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 shall have the authority to discipline Member Districts in accordance with such policies and procedures;
 - c) make policies and procedures relating to management of disputes within the Corporation and all disputes shall 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, fees, assessments, charges, and other registration requirements
 - f) borrow money upon the credit of the Corporation as it deems necessary in accordance with these by-laws; and
 - g) perform any other duties from time to time as may be in the best interests of the Corporation.

ONTARIO SENIOR GAMES ASSOCIATION BY-LAWS

ARTICLE V: OFFICERS

- 5.1 Duties – The duties of the Officers are as follows
- a) The President shall
 - 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.
 - b) The Vice President shall
 - i. in the absence or incapacity 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 shall
 - i. be responsible for the documentation of all amendments to the Corporation's by-laws;
 - ii. keep or cause to be kept all record keeping duties of the Corporation;
 - iii. prepare and submit to each Meeting of the Member Districts a report of all activities since the previous Meeting of Member Districts;
 - 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; and
 - vi. perform such other duties as established by the Board.
 - d) The Treasurer shall
 - i. keep or cause to be kept proper accounting records as required by the Act, subject to the powers and duties of the Board;
 - ii. cause to be deposited all monies received by the Corporation in the Corporation's bank account;
 - iii. supervise the management and the disbursement of funds of the Corporation, when required;
 - iv. provide the Board with an account of financial transactions and the financial position of the Corporation;
 - v. prepare annual budgets; and
 - vi. perform such other duties as established 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 Removal – An Officer may be removed by ordinary resolution at a Special Meeting of the Members, 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 their position as a Director shall automatically and simultaneously be terminated.
- 5.4 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.
- 6.2 Quorum – A quorum for any Committee shall be a majority.
- 6.3 Terms of Reference – The Board may establish the terms of reference, duties, and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee, except where prohibited by the Act or these by-laws.
- 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 shall be an *ex-officio* and (non-voting) member of all Committees of the Corporation.

ONTARIO SENIOR GAMES ASSOCIATION BY-LAWS

6.6 Removal – The Board may remove any member of any Committee.

6.7 Debts – No Committee shall 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, or member 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 shall:
- a) comply with the Act and the Corporation's Conflict of Interest Policy;
 - b) disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be;
 - c) refrain from voting or speaking in debate on such contract or transaction;
 - d) refrain from influencing the decision on such contract or transaction; and
 - e) otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VIII: FINANCE AND MANAGEMENT

8.1 Fiscal Year – The financial year-end of the Corporation shall be March 31 in each year.

8.2 Bank – The banking business of the Corporation shall be conducted at such financial institution as the Board may designate.

8.3 Auditor – At each Annual Meeting, the Member Districts shall appoint, by Ordinary Resolution, an auditor to review the books, accounts, and records of the Corporation in accordance with the Act. The auditor shall not be an employee or a Director of the Corporation but shall have remuneration fixed by the Board.

8.4 Annual Financial Statements – The Corporation shall send a summary of annual financial statements to each Member along with a notice informing the Member 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 shall be necessarily and properly kept. Minutes of meetings of the Board and records of the Corporation shall not be available to the general membership of the Corporation but shall be available to the Board, each of whom shall receive a copy of such minutes. All other books and records shall 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, 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 shall 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 shall 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 by Special Resolution of the Members, as it deems necessary:

- a) borrow money upon the credit of the Corporation, 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) limit or increase the amount to be borrowed;
- c) 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) 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.

ONTARIO SENIOR GAMES ASSOCIATION BY-LAWS

- 8.9 Remuneration – All Directors, and member of Committees shall serve as such without remuneration and shall not directly or indirectly receive any profit from their positions as such; provided that Directors, or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained shall be construed to preclude any Director, 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 Ordinary Resolution vote confirm, reject, or amend the by-laws. 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. The by-law amendment or repeal is effective from the date of the resolution of the Directors.
- 9.2 Member Proposed Amendments – Any Member may submit proposed amendments to these by-laws. All such proposed amendments must be delivered to the registered office of the Corporation at least sixty (60) days prior to the meeting of Member Districts. These by-laws may be amended or repealed by Ordinary Resolution of the voting members present at the next Meeting of Member Districts, except for the items set out in subsection 197(1) of the Act (Fundamental Changes) which require Special Resolution.
- 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 meeting of Member Districts at which it is to be considered.

ARTICLE X: FUNDAMENTAL CHANGES

- 10.1 Fundamental Changes – In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Member Districts shall 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) add, change or remove any restriction on the activities that the Corporation may carry on;
 - c) create a new class or group of Members;
 - d) change a condition required for being a Member;
 - e) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
 - f) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
 - g) add, change or remove a provision respecting the transfer of a membership;
 - h) increase or decrease the number of — or the minimum or maximum number of Directors;
 - i) change the statement of the purpose of the Corporation;
 - j) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
 - k) change the manner of giving notice to Members entitled to vote at a meeting of Members;
 - l) change the method of voting by Members not in attendance at a meeting of Members; or
 - m) add, change, or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE XI: NOTICE

- 11.1 Written Notice – In these by-laws, written notice shall mean notice which is hand-delivered or provided by mail, 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 shall be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is 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 shall not invalidate any action taken at the meeting.

**ONTARIO SENIOR GAMES
ASSOCIATION BY-LAWS**

ARTICLE XII: DISSOLUTION

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

ARTICLE XIII: INDEMNIFICATION

13.1 Shall Indemnify – The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director, 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.

13.2 Shall Not Indemnify – the Corporation shall 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 shall, 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 December 15, 2021. Updated December 15, 2021.

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.