

## By Laws

### National Capital Track and Field Inc.

November 2017

Approved January 13<sup>th</sup>, 2018

**BE IT ENACTED** as a by-law of the Corporation as follows:

#### 1. Definition

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

#### 2. Corporation Name and Objects

- i. Corporation Name: National Capital Track and Field Club Inc. hereafter referred to as 'NCTFC' or 'the Club' or 'Corporation'. For publication and general use, the name may be abbreviated to National Capital TFC or National Capital Track and Field Club.
- ii. Objects of the NCTFC

The establishment and operation of a track and field club for the purpose of:

1. Promoting and facilitating recreational and competitive activities within the sport of athletics among members of the corporation
2. Providing coaching, equipment, and access to community facilities for organized activities within the sport of athletics to members of the corporation

And other such complementary purposes not inconsistent with these objects.

**3. Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

**4. Financial Year**

The financial year end of the Corporation shall be determined by the Board of Directors.

**5. Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

**6. Revenue**

- i. Resources: The Club will generate financial resources from
  - 1. Membership fees
  - 2. Gifts/Donations/subsidies
  - 3. Sport/recreational/community funds applied for following approval of Board
  - 4. Fundraising operations/activities as approved by Board
- ii. Fee Structure: To be reviewed and approved annually by Board of Directors at the AGM

**7. Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary 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 who, in writing, declines to receive such documents.

**8. Membership Conditions**

a. Regular members: Registered athletes are considered regular members of the NCTFC. Athletes are obligated to have paid any and all outstanding membership fees, or otherwise have a payment arrangement established with Club administration. All regular members have the right to vote at the AGM. Members under 16 years may not vote at the AGM but extend their right to vote to their parent/guardian.

b. Parent members: Parents are granted membership to the Club as long as they have a child registered within the Club. There are no fees associated with becoming a parent member of the Club, but the above criteria must be met in order to retain membership. Parent members have voting rights at the AGM.

c. Coach Members: Coaches are obligated to maintain their membership with Athletics Ontario by way of registration form and current Police Records Check or Offence Declaration Form to the Club and remaining in good standing with the Club and Athletics Ontario. There is no fee associated with Coach Membership, but the above criteria must be met in order to retain membership. Coach members have voting right at the AGM.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

**9. Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

**10. Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition by a minimum of 25% of combined regular, parent and coach members of the Club. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting. A minimum of 25% members shall be present at a Special General Meeting in person or by proxy.

**11. Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation, unless the member is applying for financial assistance from the Club and the application process is underway. Membership may continue to be valid at the discretion of the Board.

**12. Termination of Membership**

A membership in the Corporation is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires; or
- d. the Corporation is liquidated and dissolved under the Act.

**13. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

**14. Discipline of Members**

Policies set by the Club are to be approved by the Board and shall be made public by way of publication on the designated webpage for Club activity. The Codes of Conduct for Athlete, Coach, Parent and Associate members are posted on the Club webpage.

**15. Proposals Nominating Directors at Annual Members' Meetings**

Any voting member of the NCTFC (see Section 7: Membership) may nominate persons for election to the Board of Directors. The nomination must be seconded by any member in attendance, and then receive a majority vote by attendees of same meeting.

**16. Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

**17. Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

**18. Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant 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 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.

**19. Chair of Members' Meetings**

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

**20. Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**21. Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**22. Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

**23. Members' Meeting Held Entirely by Electronic Means**

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

**24. Number of Directors**

The Board of Directors shall consist of no fewer than 3 Directors, to a maximum of 7 Directors, where Officers will not occupy more than one third of the Board.

**25. Term of Office of Directors**

- i. All Directors shall be assigned to a 1 year term commencing on the date they are voted into a Board position.
- ii. After one year, the floor will be opened for any nominations for this position and the preceding Board member may also remain eligible for this position if they wish. The Board will vote on any nominations put forth to elect the new or returning Director.
- iii. A Director may resign from their position at any time with written notice to the Board.

**26. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

**27. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 15 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

**28. Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**29. Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

**30. Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

**31. Description of Offices**

Director Roles shall be defined as follows:

1. President

a. The President of the Club is to preside at all Board meetings including the AGM. The elected President is responsible for general management and affairs of the Club, and shall see that orders and resolutions are carried into effect.

2. Vice-President

a. In the absence of the President, the Vice-President shall carry out duties and exercise the powers of the President. The Vice-President shall also perform other duties as assigned by the Board.

3. Treasurer

a. The Treasurer shall be responsible for the monies and assets of the Club, and shall retain full and accurate records of transactions and financial position of the Club. The Treasurer will be called upon at Board meetings to report on the financial position of the Club and shall produce any financial statements that are requested for review by the Board.

4. Secretary

a. The Secretary shall be responsible for minutes and votes at any meeting held by the Board. In the absence of the Secretary, another Director may fulfill these duties as agreed upon by the Board. The Secretary is responsible for the distribution of meeting minutes once adopted by the Board, as well as notice of meetings including location, date, and time.

5. Director at Large

a. Directors at Large shall support the Board in tasks that are required for Club operations.

**32. Member Representatives**

Representatives: The following member representatives may be appointed by members of the Club at the AGM following the same quorum outlined in section 2.b.i. Voting and Appointment:

1. Coach Representative (Must be a current Coach member of the Club)
2. Athlete Representative (Must be current Regular member of the Club)
3. Parent Representative (Must be a current Parent member of the Club)

Representatives are NOT considered directors, but must be members of the Club in good standing (see Section 4. Membership) to retain the role. Representatives are appointed in order to serve as a communication source between represented member groups and the Board. Representatives may have their role revoked at any time if voted by majority of the Board, or if their membership status changes. If a representative position is vacant, a representative may be voted in at any Board meeting.

Member Representatives may attend all Board meetings and members' meetings.

**33. Annual General Meetings**

i. The location and approximate date of the Annual General Meeting (AGM) will be set at the previous AGM.

ii. Agenda: The draft agenda shall be made public to all members at least one month before the set date of the AGM. Requests for agenda items must be submitted to the President or Secretary prior to one month before the AGM, and must be approved by more than 50% of the Board

members. The agenda and documents for the AGM must be circulated to all Board members not later than fifteen days prior to the AGM.

iii. Minutes: Minutes of the AGM shall be distributed to all Club members within 30 days of the conclusion of the AGM.

General Assembly Procedure:

- i. Call to Order by the President
- ii. Approval of the final Agenda
- iii. Director's Report
- iv. Treasurer's Report
  1. Financial Review (previous year)
  2. Budget for upcoming year
- v. Review and approval of membership fees
- vi. Amendments to the By Laws or Club Policies – must be proposed in writing no later than one month prior to the start of the AGM
- vii. Closing of the AGM by the President

**b. Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

**c. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**d. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

**e. Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.

- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

#### **34. Dissolution**

In the event of dissolution of the Club, all payments and debts shall be settled. Any remaining property or assets shall be distributed to one or more non-profit sports organizations, preferably in the Ottawa area but ultimately to a non-profit sports organization operating solely in Ontario, or disposed of at the discretion of the Board.

#### **35. By-laws and Effective Date**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.