

March, 2009



BY-LAW NO. 1
The General By-law
OF
East York Basketball Club

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BY-LAW NO. 1
OF
East York Basketball Club

BE IT ENACTED AS By-law No. 1 of East York Basketball Club, being the General By-law of East York Basketball Club, as follows:

SECTION 1 — DEFINITIONS

1.1 Definitions. In this By-law, unless the context otherwise specifies or requires,

(1) **Act** means the Corporation Act, Ontario as amended from time to time and every statute that may be substituted for it. In the case of substitution, any references in the By-laws of the Club to provisions of the Act shall refer to the substituted provisions in the new statute or statutes.

(2) **Board** means the governing body of East York Basketball Club, being the Board of Directors.

(3) **By-law** means any By-law of the Club from time to time in force and effect;

(4) **Club** means East York Basketball Club.

(5) **Director** means a member of the Board.

(6) **Member** means the parent or guardian, of a child participant and who is 18 years of age or older. A volunteer is a member if they are 18 years of age or over.

(7) **Letters Patent** means the Letters Patent of Incorporation and any Supplementary Letters Patent of the Club.

(8) **Regulations** means the regulations made under the Act as amended from time to time and every regulation that may be substituted for them. In the case of substitution, any references in the By-laws of the Club to provisions of the regulations shall refer to the substituted provisions in the new regulations.

1.2 Interpretation.

(1) All terms that are contained in the By-laws of the Club and that are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or Regulations.

(2) In these By-Laws and in all other By-Laws of the Club, unless the context otherwise requires, words indicating the singular shall include the plural and vice versa, words

indicating gender shall include the masculine, feminine and neutral genders, and references to persons shall include firms and Clubs. The term “including” means “including without limitation”.

SECTION 2 — THE CLUB

1.3 Mission of the Club

(1) This organization shall be known as the East York Basketball Club.

(2) The objectives of the Club are:

- (a) To promote and develop the game of basketball for the youth of East York and surrounding neighbourhoods.
- (b) To provide an opportunity for the boys and girls in the Club to develop new friendships and their basketball skills while having fun.

1.4 Members of the Club.

(1) The membership of the Club shall consist of the following class of Members:

- (a) Voting Members;

1.5 Voting Members

(1) All Members of the Board of Directors shall be appointed as Voting Members of the Club.

(2) All volunteers, who are 18 years of age or over, registered with the club are voting members.

(3) Each Voting Member must complete a membership form in the year of the program.

(4) Voting members:

- (a) Persons of eighteen (18) years of age or over ;
- (b) pay any annual fee that may be established by the Board from time to time; and
- (c) undertake, as a condition of membership, to abide by the policies and code of conduct of the Club.

(5) Voting members will have one vote per participant in the club. Directors and eligible volunteers shall have one vote.

1.6 Each application for membership in the Club must be submitted to the Board by the deadline established by the Board.

1.7 The Board may, from time to time, establish membership fees payable by Members. Members shall be notified in writing of the membership fees at any time payable by them. Any person admitted to membership by the Board must pay the required annual membership fee within the time designated by the Board, as may be determined by the Board from time to time. Any failure to pay the annual membership fee within the time stipulated shall result in the Members in default ceasing to be Members of the Club.

1.8 Membership in the Club shall be for one year, starting September 1st of each year and ending the following August 31st.

1.9 No membership in the Club shall become effective until the completed application for membership, accompanied by the annual fee, has been approved by the Board, in its discretion.

1.10 Any Member may resign his or her membership in the Club by resignation in writing, which shall be effective upon receipt thereof by the Board. In the case of resignation, a Member shall remain liable for payment of any outstanding membership dues levied or which became payable by the Member to the Club prior to such person's resignation.

1.11 Annual Meeting of the Club.

(1) The annual meeting of the Club shall be held at the place within Toronto, Ontario, and at the time and day in each year fixed by the Board but not later than Nov. 30th of each year. The meeting will have the following agenda items:

- a) approval of the agenda;
- b) approval of the minutes of the previous Annual General Meeting of the Membership;
- c) receiving reports of the activities of the Club during the preceding year;
- d) receiving information regarding the planned activities of the Club for the current year;
- e) receiving and approving the report of the Treasurer from the previous year and a projected financial position for the current year;
- f) consideration of any proposed amendments to the Letters Patent or By-laws of the Club;
- g) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing 7 days preceding the Annual General Meeting;

h) Election of the new Board

(2) Notice of the annual meeting of the Club shall be given to all Members by prepaid mail, facsimile transmission or electronic transmission at least 30 days in advance of the meeting.

(3) No error or omission in giving notice of a meeting of Members may invalidate resolutions passed or proceedings taken at the meeting. For the purpose of sending notice to any Member for any meeting or otherwise, the address of any Member shall be his or her last address recorded on the books of the Club.

1.12 Special Meetings of the Club.

(1) The President, Vice-President or two directors of the Club may call a special meeting of the Club.

(2) If not less than 25% of the Members so request in writing, the Secretary of the Club shall call a special meeting of the Club. Notice of a special meeting shall be given at least seven days in advance of the meeting in the same manner as notice is given for an annual meeting of the Club.

(3) The notice of a special meeting shall state the purpose for which it is called.

(4) No error or omission in giving notice of a meeting of Members may invalidate resolutions passed or proceedings taken at the meeting. For the purpose of sending notice to any Member for any meeting or otherwise, the address of any Member shall be his or her last address recorded on the books of the Club.

1.13 Quorum.

(1) The quorum at an annual or special meeting of the Club shall be 10 Members in good standing at the time of such annual or special meeting of the Club.

(2) If a quorum is not present within a reasonable time after the time appointed for a meeting of the Club, the meeting shall stand adjourned.

(3) No error or omission in giving notice of a meeting of Members may invalidate resolutions passed or proceedings taken at the meeting. For the purpose of sending notice to any Member for any meeting or otherwise, the address of any Member shall be his or her last address recorded on the books of the Club.

1.14 Meetings of Club - Chair.

(1) The annual and special meetings of the Club shall be chaired by:

- (a) the President;
- (b) the Vice-President if the President is absent; or

- (c) a Member elected by the Members present if the President and Vice-President are absent.

1.15The President shall not have the right to vote at meetings of the Club but shall have a casting vote.

1.16 Business.

(1)The business transacted at the annual meeting of the Club shall be as determined by the laws of the Province of Ontario and from time to time by the Board.

1.17 Fiscal Year.

(1)The fiscal year of the Club shall end with the 31st day of August in each year.

SECTION 3 — BOARD OF DIRECTORS

1.18 Governance

(1)The Board of Directors shall govern the Club in compliance with the objects, powers, by-laws and Policies of the Club and all applicable laws and regulations.

1.19 Composition of Board.

(1)The affairs of the Club shall be governed by a Board of Directors consisting of seven
(7) Directors elected by the Members for such terms as are indicated by this By-law.

1.20 Qualifications.

(1)No employee of the Club shall be eligible for election or appointment to the Board except as otherwise provided in this By-law.

(2)All Directors must sign a general Director's undertaking substantially in the form of Appendix A.

1.21 Nominations and Election of Directors.

(1)Directors shall be elected and retired in rotation by the membership at the annual meetings of the Club.

(2)Nominations for election as Directors at an annual meeting of the Club shall be made by presentation of a slate of candidates. Nominations must be received 7 days in advance of the annual meeting.

1.22 Vacancy.

(1)The office of an elected Director shall automatically be vacated if:

- (a) the Director by notice in writing to the Club resigns office, which resignation shall be effective at the time it is received by the Secretary of the Club or at the time specified in the notice, whichever is later;
- (b) the Director fails to attend 4 consecutive meetings of the Board or 50% of the meetings of the Board in any calendar year without explanation satisfactory to the Board;
- (c) at a special meeting of the Board, a resolution is passed by at least two-thirds of the votes cast by the members of the Board present at the special meeting, removing the Director before the expiration of the Director's term, provided that the Director shall be granted the opportunity to be heard at such meeting;
- (d) the Director becomes bankrupt; or
- (e) the Director dies.

(2) If a vacancy occurs for any reason among the elected Directors, such vacancy may be filled by a person elected by the Board, upon resolution of the Board, to serve until the next annual meeting.

1.23 Regular Meetings of the Board and Notice.

(1) The Board shall meet at the head office of the Club or such other place, and at such time and day, as the Board may from time to time determine.

(2) The Secretary shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than the head office. If notice is to be given it shall be delivered by prepaid mail, facsimile transmission or electronic transmission to each Director at least 3 days in advance of the meeting. For the purpose of sending notice to any Director or officer for any meeting or otherwise, the address of any Director or officer shall be his or her last address recorded on the books of the Club.

(3) There shall be at least four regular meetings of the Board per annum.

(4) A meeting of the Board may be held without notice, immediately following the annual meeting of the Club.

1.24 Board Meetings – Chair.

(1) Board meetings shall be chaired by:

- (a) the President,
- (b) the Vice-President if the President is absent; or

- (c) a Director elected by the Directors present if the President and Vice-President are absent.

1.25 Procedures for Board Meetings

(1) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

(2) Members and members of the public may be invited to attend meetings of the Board, at the discretion of the Board.

(3) Minutes shall be kept for all meetings of the Board.

(4) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:

- (a) votes shall be taken in the usual way by a show of hands and/or voice vote among all Directors present;
- (b) votes shall be taken by written ballot if so demanded by any Director present; and
- (c) if the vote results in a tie the President will cast a vote to break the tie.
- (d) a declaration by the President that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

1.26 Quorum

(1) Four Directors shall constitute a quorum for any meeting of the Board.

1.27 Public Relations

(1) Only those Directors, officers or employees of the Club directly authorized by the Board to do so may make statements to the news media or public on matters concerning the public brought before the Board.

1.28 Conflict of Interest

(1) Every Director who is in any way directly or indirectly interested in a proposed contract or transaction or in a contract or transaction with the Club, including a contract or transaction with a Family Member of the Director or with a Related Entity, shall declare his or her interest at a meeting of the Directors.

(2) Neither Directors nor their Family Members nor any Related Entity of any Director shall enter into any proposed contract or transaction or contract or transaction with the Club, unless:

- (a) they enter a competitive bid in writing; and
- (b) the Director has, in accordance with the foregoing provisions, declared his or her interest in the contract or transaction and refrained from voting on the matter.

(3) Every Director who becomes aware of a potential conflict, direct or indirect, that may arise from a policy or strategic planning direction of the Club, shall advise the Board at the first meeting of the Directors held after he or she becomes aware of such potential conflict.

1.29 Committees of the Board

(1) The Board may establish such Standing Committees, Special Committees and Advisory Committees as the Board may from time to time deem necessary for the operation of the Club.

(2) The Board may at any meeting, appoint any Standing Committee, Special Committee or Advisory Committee and name the chair and members of the Standing Committee, Special Committee or Advisory Committee.

(3) The Board shall prescribe terms of reference for any Board Committee.

(4) The Board may, by resolution, dissolve any Board Committee at any time.

1.30 Procedures for Board Committee Meetings

(1) Board Committee meetings shall be held at the call of the President, the chair of the Board Committee or at the request of any 50% of the members of the Board Committee.

(2) Minutes shall be kept for all Board Committee meetings.

(3) Guests may attend Board Committee meetings at the invitation of the chair of the Committee.

(4) The Board is not bound by any activity or decision taken by a committee.

SECTION 4 — OFFICERS

1.31 Officers.

(1) The officers of the Club shall consist of the following:

- (a) President;

- (b) Vice-President / Secretary
- (c) Treasurer;

(2)The officers of the Club shall be responsible for the duties set forth in these By-Laws, but they may delegate to others the performance of any or all such duties.

(3)Any officer of the Club shall cease to hold office upon resolution of the Board.

1.32Duties of the President.

(1)The President shall:

- (a) preside at all meetings of the Board;
- (b) provide general leadership to the Board;
- (c) report to each annual meeting of the Club concerning the management and operations of the Club; and
- (d) perform such other duties as may, from time to time, be determined by the Board.

1.33Duties of the Vice-President.

(1)The Vice-President shall have all the powers and perform all the duties of the President in the absence or disability of the President and shall perform any other duties assigned by the President or the Board.

1.34Duties of the Treasurer.

(1)The Treasurer shall:

- (a) cause to be kept proper books of account and accounting records of the Club in compliance with the provisions of the Act;
- (b) submit a financial report at each regular meeting of the Board indicating the financial position of the Club at the close of the preceding period;
- (c) submit an annual financial report to the Board and the Club of the financial operations of the Club;
- (d) perform such other duties as may be determined by the Board from time to time.

1.35Duties of the Secretary.

(1)The Secretary shall:

- (a) be named at each meeting,
- (b) document the minutes of the Board or committee meetings;
- (c) prepare all reports required under any applicable Act or Regulation of the Province of Ontario;
- (d) cause all minutes books, documents and registers of the Club required to be kept in accordance with the provisions of the Act;
- (e) cause to be kept copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or to the use of the Club; and
- (f) perform such other duties as the Board may direct.

SECTION 5 — ADMINISTRATIVE MATTERS

1.36 Signing Officers

(1) At least two officers/directors of the Club shall sign on behalf of the Club agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board.

(2) The Board shall have power from time to time by resolution to appoint any other person or persons on behalf of the Club either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

1.37 Roles and Responsibilities

(1) From time to time the Board may assign roles and responsibilities to board members or members of the Club. These could include but not be limited to: Head of House League, Rep. Program Coordinator, Registrar, Head of Referees etc.

1.38 Deposit of Securities for Safekeeping

(1) The securities of the Club shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Club signed by such officer or officers, agent or agents of the Club, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confirmed to specific instances.

1.39 Investments

(1) The Board may invest and re-invest funds of the Club in such manner as determined by the Board, and shall not be limited to investments authorized by law for Directors

APPENDIX A

DIRECTOR'S UNDERTAKING

CONSENT TO ACT AS DIRECTOR

TO: EAST YORK BASKETBALL CLUB

I, THE UNDERSIGNED, hereby:

- i) consent to being elected and to acting as director of the above Club, such consent to take effect immediately and to continue in effect until I give written notice to the Club revoking such consent or until I otherwise cease to be a director of the Club;
- ii) consent to the holding of meetings of directors or of committees of directors by means such as telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each simultaneously and instantaneously; and
- iii) certify that I a resident of Canada within the meaning of the *Business Club Act* (Ontario) and that I shall notify the Club forthwith in the event of a change in such status.

DATED the th day of, 200

Address line 1

Toronto, ON

Postal code