



# **SPORT OAKVILLE**

# **BY-LAWS**

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## Definitions

1. **AGM:**  
Annual General Meeting
2. **Quorum:**  
Shall consist of Sport Oakville members present with at least a majority of the current Executive present.

# **SPORT OAKVILLE**

## **BY-LAWS**

### ***The Constitution for SPORT OAKVILLE***

A by-law relating generally to the transaction of business and affairs of SPORT OAKVILLE.

#### **ARTICLE 1 - NAME AND PRINCIPAL OFFICE**

- 1.1** The **name** of the organization shall be SPORT OAKVILLE, henceforth referred as the “Corporation”. Sport Oakville will be duly incorporated as a not-for-profit organization, under the Canada Corporations Act – Part II
- 1.2** The **principal office** for the transaction of business of the Corporation is as may be hereafter fixed and located by the Board of Directors in the Town of Oakville in the Province of Ontario. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in the said city.

#### **ARTICLE 2 – MISSION/ MANDATE**

**2.1** **Mission/Mandate**

The Corporation is a partnership of community sport organizations that work cooperatively to promote sport and provide a collective voice for sport in Oakville. We do this through:

- a) Providing leadership and a voice for collective sport initiatives
- b) Facilitating and developing networking and cooperation in the sport community
- c) Fostering and promoting good sportsmanship through training, education and excellence
- d) Focusing on awareness building, citizen engagement and planning.

**2.2** **Goals of the Corporation:**

- a) Provide leadership for the development of community sport
- b) Promote, educate and recognize those participating and volunteering in community sports
- c) Foster partnerships and cooperation among local sport organizations
- d) Promote active involvement opportunities through sport and recreation for all citizens

- e) Advise and support the Town in on-going sport related planning and strategic initiatives

### **2.3 Core Competencies**

- a) Work in partnership with the Town of Oakville Recreation and Culture Department on sport related issues, policies and facility development
- b) Develop and deliver specialized education and training programs to, or in partnership with, the local sporting community
- c) Address issues affecting members and the local sporting community by developing tools, programs and resources
- d) Develop and/or influence quality assurance guidelines and standards for member organizations.

### **2.4 Strategic Priorities**

*Positive Profile* – Enhance the profile, visibility and credibility of the Corporation within the municipality and the larger community

*Education, Training and Events* – Facilitate access to sport related education, training, events, knowledge and expertise for sport

*Collective Voice for Sport in Oakville* – Advocate, advise, and assist the Town of Oakville on sport related issues, policies and facility development.

## **ARTICLE 3 – MEMBERSHIP and FEES**

### **3.1 Membership Eligibility**

Membership in the Corporation shall be open to any person or group interested in furthering and promoting its objectives. Individuals or groups will be recognized as members upon filing of the membership form and payment of the membership fee with the Corporation.

### **3.2 Individual Membership.**

Individual membership in the Corporation is open to anyone who is 18 years of age and older with significant interest in the development of sport in Oakville. All applications for membership may be subject to the approval of the Board of Directors.

- a) An Individual membership in the Corporation is not transferable to another individual.
- b) Each individual member is entitled to one vote.

### **3.3 Group Membership**

Group membership in the Corporation is open to any group with a significant interest in the development of sport in Oakville whose principle mandate must be the direct delivery of sport programs or opportunities, primarily for Oakville residents. A group must be a registered not-for-profit organization (or eligible for this status) which principally operates within the geographic boundaries of the Town of Oakville and which has its primary and permanent mailing address located within the geographic boundaries of the Town of Oakville, and has an identifiable organizational structure and verifiable paid membership. All applications for membership in the Corporation may be subject to the approval of the Board of Directors.

- a) A group membership in the Corporation is not transferable to another group or organization.
- b) The official representatives of the group must be designated in writing to the Board of Directors and will be the voting representative(s).

### **3.4 Associate Membership**

- a) Associate membership in the Corporation is open to any corporation, organization or business with significant interest in the development of sport in Oakville that does not meet the criteria for Group membership.
- b) All applications for membership to the Corporation may be subject to approval by the Board of Directors.
- c) Associate membership in the Corporation is not transferable to another group, business or corporation.
- d) Entitled to one (1) vote, the official representative of the associate membership, as designated in writing to the Board of Directors, will be the voting representative.

**3.5** To vote on any business of the Corporation, members must have on file with the Corporation Executive, a current completed and approved membership application form.

### **3.6 Membership Fees**

Membership fees shall be recommended by the Board of Directors and approved by the membership. All membership fees are to be paid annually to the Corporation. The term of membership shall run from January 1 to December 31 of each calendar year, and shall coincide with the Corporation's financial year.

### **3.7 Amendment of Fees**

By approval of a simple majority of the voting members at the AGM, membership fees may be amended to take effect for new members immediately and for renewing members effective their membership renewal date.

### **3.8 Withdrawal and/or Termination of Memberships**

Withdrawal and/or termination of membership for any member may occur if:

- a) The member ceases to meet its specific membership eligibility requirements,
- b) Resigns in writing as a member of the Corporation,
- c) Is in arrears for fees,
- d) Has membership revoked or renewal denied by vote at a general membership meeting,
- e) Fails to comply with the terms identified in the Corporation code of conduct and/or
- f) Fails to comply with the terms and conditions as outlined in the Development Grant Funds Criteria. (applies to Group member only).

## **ARTICLE 4 —BOARD OF DIRECTORS**

### **4.1 Composition**

The affairs of THE CORPORATION shall be managed by a board of eight (8) Directors elected from the membership, who are designated as:

- a) Officers including President, Vice –President, Secretary Treasurer and
- b) Four (4) Directors at Large.

### **4.2 Election and Term of Directors**

Each Director shall be elected by a majority of legal votes cast by the voting members or be acclaimed to hold office until the second AGM after he/she has been elected or until his/her successor has been duly elected. Election of the eight (8) Directors shall be by rotation the Corporation that in each year four (4) Directors shall be elected. Upon completion of their term, Directors, if otherwise eligible, may be re-elected or re-appointed. There shall be no limit to the number of terms that may be served, successive or otherwise.

### **4.3 Executive Officers**

The Directors shall select as Executive Officers, a President, Vice President, a Secretary and a Treasurer who shall hold office for a term of one year (1) or until that person resigns or is discharged by the Board. One (1) Director may hold at any time two (2) offices.

### **4.4 Qualifications of Directors**

- a) A Director must be a member of the Corporation, or become a member within ten (10) days of election or appointment.

- b) Must be eighteen (18) years of age or older.
- c) May not be a paid staff person of the Corporation.
- d) Must agree to review and sign the Corporation Code of Conduct/Conflict of Interest declaration within 31 days of being elected.

#### **4.5 Director Vacancy**

- a) Provided that there is a quorum of Directors in office, the Board may fill any vacancy occurring on the Board through appointment. Any replacement Director shall hold that position for the remainder of the term of office of the Director being replaced.
- b) When there is not a quorum of Directors in office, the remaining directors shall call a General Meeting of members to fill the vacancy.
- c) If there are no Directors in Office, then the members may call a General Meeting to fill the vacancies.

#### **4.6 Removal of Directors**

- a) A Director who no longer meets the membership requirements of the Corporation or who submits a written resignation immediately creates a vacancy on the Board.
- b) Any Board Member of the Corporation acting against the organization's mission, values and purpose, or in willful violation of the By-Laws, Code of Conduct or failing to meet the duties of a Board Member may be removed from office by a vote held by all remaining Directors that represents three-quarters (75%) vote in favor of the removal.
- c) Directors must attend at least 70% of each of Board, General and Committee meetings.
- d) Must not miss three (3) consecutive Board meetings. Attendance of all Board members will be given to any general member requesting it.

#### **4.7 Duties**

All Directors and Executive Officers will:

- a) Support and promote the Corporation to all sports groups and organizations in Oakville.
- b) Assist in creating and attaining goals each year for the Corporation.
- c) Attend all meetings of the Board and general membership as required.
- d) Attend the Annual General Meeting each year.



### **President**

The elected President of the Board shall:

- a) Preside at all meetings of the Corporation.
- b) Be an ex-officio member of all committees.
- c) Provide leadership toward the attainment of the mission and objectives of the Corporation.
- d) Lead the board in an annual goal setting/planning meeting at the start of each year and review regularly throughout the year.
- e) Regularly communicate with the membership through written and verbal correspondence.
- f) Maintain regular contact with staff from the Recreation and Culture department.

### **Vice-President**

The Vice-President shall, in the absence of the President, exercise the duties of the President and shall preside at all meetings of the Corporation and of the Board in the absence of the President. The Vice-President shall be entitled to vote at all proceedings of the Corporation.

### **Treasurer**

The treasurer shall:

- a) Liaise with the Town of Oakville in relation to its account in terms of all receipts, deposits and disbursements to credit of the Corporation.
- b) Arrange for the preparation of year-end financial statements and their presentation to the Annual General Meeting of the Corporation.
- c) Report to the Board of Directors at Directors' meetings on financial affairs of the Corporation as requested.
- d) Co-operate with the auditors during any audit of the accounts.
- e) To be actively involved with the Development Grant Review Committee.

### **Secretary**

The secretary shall:

- a) Ensure notices of meetings are distributed to all board members in a timely fashion.
- b) Ensure meeting agendas are prepared and distributed to all board members in a timely fashion.

- c) Ensure minutes of meetings are recorded and copies distributed to all board members in a timely fashion.
- d) Ensure the credentials of voting members are in order for any special and annual meetings.

## **4.8 Nomination Process for Directors**

### **4.8.1 Nomination of Officers**

Nominations for the position of Director on the Board are to be submitted in writing by the nominators to the Elections Officer or other person(s) selected by the President, at least ten (10) days prior to the date of the AGM. Verbal nominations for Director may be made from the floor at the AGM at which the election is held, provided the consent of the nominee is obtained.

## **ARTICLE 5 – EXECUTIVE DIRECTOR AND COMMITTEES**

### **5.1 Executive Director**

- a) The Board of Directors may hire an Executive Director and may delegate to them full power to manage and direct the business and affairs of the Corporation (except such business and affairs of the Corporation as must be transacted or performed by other officers.)
- b) The Executive Director shall be an ex-officio and non voting member of the Board of Directors, and within the policy guidelines determined by the Board of Directors, shall assume primary responsibility for the policies, programs and activities of the Corporation.
- c) The Executive Director shall represent the Corporation upon the direction of the President and the Board of Directors, and shall maintain the Corporation's interests within the community and liaison with all other key groups and agencies.
- d) The Executive Director shall have the responsibility for planning, strategic advocacy, management of the Corporation and shall be responsible for promotions and public relations as may be required subject always to control of the President and the Board.
- e) The Executive Director shall be assigned such specific tasks and additional responsibilities as may be determined by the Board from time to time.
- f) The Executive Director shall be directly responsible to the Board of Directors through the office of the President.

**5.2 Executive Committee**

An Executive Committee shall be made up of the Executive Director of the Corporation (if applicable), the President of the Corporation, the Vice-President, the Treasurer, and the Secretary and shall be responsible for the carrying on of the day to day operations of the Corporation.

**5.3 Committee or Sub-Committees**

The Board of Directors may appoint and establish such committees or sub-committees as may be required from time to time to ensure that the objectives of the Corporation are met. Such Committees or Sub-committees shall remain constituted at the pleasure of the Board of Directors.

**5.4 Nominating Committee**

The Board may appoint a Nominating Committee from time to time for the purpose of the nominations of prospective Directors of the Corporation.

**ARTICLE 6 - MEETINGS**

**6.1 Quorum**

A quorum shall consist of a simple majority of the Corporation members present, which is fifty percent plus one (51%).

**6.2 Eligibility to Vote**

Those members meeting all requirements of membership will be eligible to vote.

**6.3 Voting by Members**

Unless otherwise required by the Corporation By-Laws, all questions proposed for consideration at a meeting of members shall be determined by a majority of votes cast by the members present who shall each be entitled to one vote. Each member of the Board shall be entitled to one (1) vote. In the case of a tie, the President presiding at the meeting will cast the deciding vote. The President of the meeting may not vote except to decide a tie.

**6.4 Proxies**

There will be no votes by proxy at any meeting of the Corporation.

**6.5 Voting Procedure**

- a) Questions shall be decided by a show of hands unless the President requires a counted vote or secret ballot or requested by any members.
- b) Every eligible member present shall have one (1) vote or in the case of group membership one (1) vote per 25 members (up to

a maximum of 5 representatives). A representative for each vote must be present.

- c) Unless a counted vote or secret ballot is requested, a declaration by the President that a resolution has been carried or lost by a majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- d) Members can request that the vote count be recorded in the minutes.
- e) The President does not vote unless a tie vote occurs as in 6.3

## **6.6 General Meetings**

### **6.6.1 Annual General Meeting (AGM)**

The AGM of the Corporation shall be held annually in the Town of Oakville, within 90 days from the end of the fiscal year for the purpose of:

- a) Receiving the reports and statements of the Board of Directors.
- b) Electing directors.
- c) Transacting any business properly brought before the meeting.
- d) Include items for discussion and information.

#### **6.6.1.1 Notice**

- a) Notice of the date, time and location of the AGM, and the general nature of the business to be transacted shall be sent at least thirty (30) days before the date of the meeting by mail or e-mail to the last address of the member shown on the Corporation records.
- b) Notice of specific motions for discussion shall be issued at least 30 days prior to the AGM by mail or e-mail as in 6.6.2 (a).

### **6.6.2 Special General Meeting (SGM)**

The Board may at any time call a general meeting of the members.

#### **6.6.2.1 Notice**

- a) Notice of the date, time and location of the general meeting and general nature of the business to be transacted shall be sent at least thirty (30) days before the date of the meeting by mail or email to the last address of the member shown on the Corporation records.
- b) Notice of specific motions for discussion shall be issued at least 30 days prior to the SGM by mail or e-mail as in 6.6.2.1(a).

## **6.7 Board of Directors' Meetings**

### **6.7.1 Meetings**

The board will meet monthly with dates set by the Board or at the call of the President.

#### **6.7.2 Quorum**

Quorum shall consist of a majority of Board members.

#### **6.7.3 Voting procedures**

- a) Questions shall be decided by a show of hands unless a poll or secret ballot is required by the President or requested by any Director.
- b) Upon a show of hands, every Director present in person shall have one vote.
- c) A declaration by the Chair that a resolution has been carried or lost by a majority, and an entry to that effect exists in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- d) The President does not vote unless a tied vote occurs.

#### **6.7.4 Proxies**

No proxy votes are allowed at Board meetings.

### **ARTICLE 7 - FINANCES**

#### **7.1 Books and Records**

The Board shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept and shall, at all reasonable times during the regular business hours, be open to inspection.

#### **7.1.2 Signatures**

All contracts, documents, or any like instruments, requiring execution by the Corporation shall be signed by at least two persons named and appointed by the Board of Directors.

#### **7.1.3 Financial year**

Until changed at a general meeting of members, the financial year of the the Corporation shall end on December 31<sup>st</sup> of each year.

#### **7.1.4 Execution of Instruments**

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) of the President, Treasurer and the Secretary. In addition the Board

may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may certify a copy of any instrument resolution, by-law or other document of the Corporation to be a true copy thereof.

**7.1.5 Banking Arrangements**

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board of Directors. Such banking business or any part thereof shall be transacted under such agreements; instructions and delegations of powers as the Board may from time to time prescribe or authorize.

**7.1.6 Annual Report**

The Corporation shall prepare and within thirty (30) days after the end of each fiscal year submit to the Membership an annual report, which shall include the audited financial statements and any other statements and reports that the Board may require.

**ARTICLE 8 – AMENDMENTS OF BY-LAWS**

- 8.1** Any member of the Corporation may propose amendments to the By-Laws in writing at least 30 days prior to a general meeting or the AGM.
- 8.2** These amendments will be placed on the agenda for the general membership meeting and will be circulated to members on or before the AGM.
- 8.3** Proposed amendments will become effective following approval of two-thirds (2/3) majority of eligible voting members present at a duly constituted general membership meeting or AGM.