

**TORONTO POLICE AMATEUR ATHLETIC
ASSOCIATION**

GENERAL OPERATING BY-LAW NO. 1

GENERAL OPERATING BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of
TORONTO POLICE AMATEUR ATHLETIC ASSOCIATION
(the “Corporation”)

INDEX

SECTION I INTERPRETATION 1

 1.01 Definitions 1

 1.02 Interpretation 2

SECTION II GENERAL 3

 2.01 Registered Office 3

 2.02 Corporate Seal 3

 2.03 Fiscal Year 3

 2.04 Execution of Documents 3

 2.05 Banking 3

 2.06 Board Policies 4

 2.07 Auditors 4

 2.08 Borrowing 4

SECTION III DIRECTORS 5

 3.01 Powers 5

 3.02 Number 5

 3.03 Qualifications and Composition 5

 3.04 Election and Term 5

 3.05 Nomination of Directors 6

 3.06 Vacation of office 7

 3.07 Resignation 7

 3.08 Removal 7

 3.09 Filling Vacancies 7

 3.10 Remuneration of Directors 7

 3.11 Remuneration of Officers, Agents, Employees 8

SECTION IV MEETINGS OF DIRECTORS 8

 4.01 Place of Meetings 8

 4.02 Calling of Meetings 8

 4.03 Notice of Meeting 8

 4.04 First Meeting of New Board 8

 4.05 Regular Meetings 8

 4.06 Quorum 9

 4.07 Participation at Meeting by Telephone or Electronic Means 9

 4.08 Chairperson of the Meeting 9

 4.09 Votes to Govern 9

 4.10 Disclosure of Interest 9

 4.11 Confidentiality 10

4.12	Delegation.....	10
4.13	Committees.....	10
SECTION V OFFICERS		10
5.01	Election and Appointment.....	10
5.02	Description of Offices	11
5.03	Term of Office	12
5.04	Advisors to the Board.....	12
5.05	Vacancy in Office.....	12
5.06	Remuneration of Officers	13
5.07	Agents and Attorneys	13
5.08	Disclosure (Conflict of Interest).....	13
SECTION VI PROTECTION OF DIRECTORS, OFFICERS AND OTHERS		13
6.01	Duties of Directors and Officers.....	13
6.02	Limitation of Liability	13
6.03	Indemnity of Directors and Officers.....	14
6.04	Insurance.....	14
SECTION VII Participants		14
7.01	Admission.....	14
7.02	Qualifications, Rights, Privileges, Termination	15
SECTION VIII MEMBERS		15
8.01	Qualifications.....	15
8.02	Rights of Members	15
8.03	Determination of Status.....	15
8.04	Termination of Membership.....	16
8.05	Removal.....	16
SECTION IX MEETINGS OF MEMBERS.....		17
9.01	Meeting of Members	17
9.02	Annual Meetings.....	17
9.03	Special Meetings.....	17
9.04	Place of Meetings	17
9.05	Special Business	18
9.06	Notice of Meetings	18
9.07	Waiving Notice.....	18
9.08	Persons Entitled to be Present	18
9.09	Chairperson of the Meeting	18
9.10	Quorum.....	18
9.11	Meeting Held by Electronic Means	19
9.12	Adjournment.....	19
9.13	Absentee Voting	19
9.14	Votes to Govern.....	19
9.15	Show of Hands.....	19
9.16	Ballots.....	20
9.17	Rules of Order	20
SECTION X NOTICES.....		20
10.01	Method of Giving Notices	20
10.02	Computation of Time.....	20

10.03 Omissions and Errors..... 21

10.04 Waiver of Notice 21

SECTION XI AMENDMENTS 21

11.01 Amendment of Letters Patent..... 21

11.02 Amendment of By-laws..... 21

SECTION XII IDENTIFICATION AND REPEAL OF FORMER BY-LAWS..... 22

12.01 Repeal of Former General Operating By-law..... 22

SECTION XIII TRANSITION PROVISIONS 22

13.01 Members 22

13.02 Directors 23

13.03 Officers 23

DRAFT

GENERAL OPERATING BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of
TORONTO POLICE AMATEUR ATHLETIC ASSOCIATION
(the “Corporation”)

WHEREAS the Corporation was granted Letters Patent by the Ontario Government under the *Corporations Act* (Ontario) on the 15th day of July, 1993;

AND WHEREAS the current “Constitution and By-laws” were enacted in November, 2018;

AND WHEREAS it is determined necessary to replace the current “Constitution and By-laws” with General Operating By-law No. 1 herein;

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as the General Operating By-law of the Corporation as follows:

SECTION I
INTERPRETATION

1.01 Definitions

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

- (a) “Advisors” means past presidents deemed to be advisors to the Corporation in accordance with Section 5.04.
- (b) “Act” means the *Corporations Act* (Ontario), R.S.O. 1990, Ch. C.38, including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time.
- (c) “Board” means the board of directors of the Corporation.
- (d) “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) “Director” means a member of the Board.
- (f) “Extraordinary Resolution” means a resolution passed by at least 80 per cent of the votes cast at a meeting of which notice specifying the intention to pass the resolution has been given or consented to in writing by each Member entitled to vote at a meeting of the Members.

- (g) “Letters Patent” means the letters patent of the Corporation as amended from time to time, including any articles of transition in the event of subsequent substitution of the Act.
- (h) “Member” means a member of the Corporation.
- (i) “Members” or “Membership” means the collective membership of the Corporation.
- (j) “Officer” means an officer of the Corporation.
- (k) “Participant” means an individual admitted into Participant status in the Corporation in accordance with Section 7.01
- (l) “Site” means one or more of the Sites as determined by the Toronto Police Services Board. All Participants located at a Site are deemed part of that Site for the purposes of this By-law.
- (m) “Site Rep” means an individual elected from among the Participants at a Site as a Member of the Corporation.
- (n) “Special Resolution” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a meeting of Members duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting.
- (o) “Sport Chair” means an individual appointed by the Board as a Member of the Corporation in accordance with Section 8.03(a).

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (d) words importing the masculine gender include the feminine and neuter genders;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions

thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;

- (f) the By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the objects, which objects for purposes of this By-law are incorporated by reference and made a part hereof; and
- (g) if any of the provisions contained in the By-laws are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

SECTION II **GENERAL**

2.01 Registered Office

The head office of the Corporation shall be in the place in Ontario where the Letters Patent provide that the head office is to be situated, unless changed by Special Resolution.

2.02 Corporate Seal

Until changed in accordance with the Act, the seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

2.03 Fiscal Year

Unless otherwise changed by resolution of the Board, the fiscal year end of the Corporation shall be the 31st day of October in each year.

2.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

2.05 Banking

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 may designate, appoint or authorize from time to time by resolution. The banking

business or any part thereof shall be transacted by any two (2) Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.06 Board Policies

The Board may adopt, amend, or repeal such board policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

2.07 Auditors

- (a) Unless otherwise permitted by the Act, the Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the Members to hold office until the next following annual meeting provided, however, the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. The auditor may not be a Director, Officer or employee of the Corporation.
- (b) If the Corporation had annual revenue in that financial year of no more than \$100,000 or such other amount as may be prescribed by the regulations under the Act, the Members may pass an Extraordinary Resolution to not appoint an auditor and to not have an audit in respect of the corporation's financial year. An Extraordinary Resolution passed under this Section is valid until the next annual meeting of Members.

2.08 Borrowing

(a) Borrowing Authority

Subject to the limitations set out in the Act, the Letters Patent of the Corporation and this By-law, the Board may:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, sell or pledge securities of the Corporation; or
- (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Corporation.

(b) Authorization

From time to time, the Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

SECTION III
DIRECTORS

3.01 Powers

Subject to the Act and the Letters Patent, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

3.02 Number

There shall be six (6) Directors, unless changed by Special Resolution.

3.03 Qualifications and Composition

Each Director shall be an individual who is at least 18 years of age, has not been found by a court in Canada or elsewhere to be mentally incompetent, does not have the status of a bankrupt, is in full agreement with the governing documents of the Corporation, and is a Member of the Corporation at the time of election (or within 10 days after election). Upon taking office, a Director shall be deemed to be a Member of the Corporation. Five (5) of the Directors to be elected shall also hold the Officer positions of president, vice-president, treasurer, secretary, and the athletics director, as designated by the Members at the time of election. The immediate past president shall be a Director *ex officio*.

3.04 Election and Term

- (c) Subject to the provisions of this By-law, the Directors shall be elected by the Members at an annual meeting.
- (d) The Directors' term of office shall be one (1) year calculated from the date of the meeting at which they are elected until the first annual meeting next following or until their successors are elected.
- (e) The whole Board shall retire at the annual meeting at which the election of Directors is to be made but subject to the provisions of the By-laws, shall be eligible for re-election.

- (f) There is no maximum term of office for a Director and as such, a Director will be eligible for re-election to the Board at the end of his or her term on a consecutive basis thereafter provided that such Director continues to meet the qualification requirements to be a Director.

3.05 Nomination of Directors

- (a) Subject only to the Act and Letters Patent, only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors of the Corporation. Nominations of persons for election to the Board may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of Directors:
 - (iv) by or at the direction of the Board, including pursuant to a notice of meeting, in accordance with such nomination policies of the Corporations that may be in place from time to time;
 - (v) by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the Act, or a requisition of the Members made in accordance with the Act; or
 - (vi) by any Member through its Member Representative (“Nominating Member”): (A) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the Corporation’s membership records being entitled to vote at such meeting; and (B) who complies with the notice procedures set forth below.
- (b) **Timely Notice** - In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice not less than 15 days’ prior to the date of the meeting of Members in proper written form to the secretary of the Corporation at the registered office of the Corporation.
- (c) **Proper Form** - To be in proper written form, a Nominating Member’s notice to the secretary must set forth (i) the name, address, occupation of the nominee and any other information confirming that the person meets all of the qualification requirements of Directors; and (ii) the name and address of the Nominating Member giving the notice and confirmation that the person has the right to vote at the meeting of Members where election is to be held. The Corporation may also require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a Director of the Corporation.
- (d) **Eligibility** - No person shall be eligible for election as a Director of the Corporation unless nominated in accordance with the provisions of this Section

3.05. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section 3.05 and, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.

- (e) Delivery of Notice - Notwithstanding any other provision of this By-law, notice given to the secretary of the Corporation pursuant to this Section 3.05 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the secretary of the Corporation for purposes of this notice).
- (f) Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section.

3.06 Vacation of office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, becomes disqualified to serve as Director, acquires the status of a bankrupt, becomes mentally incompetent or is convicted of any criminal offence.

3.07 Resignation

A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

3.08 Removal

The Members may, by a resolution passed by a majority of the votes cast at a meeting of Members, of which notice specifying the intention to pass such resolution has been given, remove from office any Director or Directors and may elect a qualified individual(s) to fill the resulting vacancy for the remainder of the term of the Director or Directors so removed, failing which such vacancy may be filled by the Board.

3.09 Filling Vacancies

Subject to Section 3.08 and to the provisions of the Act, a vacancy on the Board may be filled for the remainder of its term by a qualified individual by resolution of a quorum of the Board. If there is not a quorum of Directors, the Directors then in office shall forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

3.10 Remuneration of Directors

The Directors may be reimbursed for reasonable expenses incurred in performing his or her duties. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

3.11 Remuneration of Officers, Agents, Employees

The Directors of the Corporation may fix the reasonable remuneration of the Directors, Officers, committee members and employees of the Corporation and may delegate any or all of this function as it determines to be appropriate.

SECTION IV **MEETINGS OF DIRECTORS**

4.01 Place of Meetings

Meetings of the Board may be held at the head office of the Corporation or at any place in or outside Ontario, as the Board may determine.

4.02 Calling of Meetings

Meetings of the Board may be called by the president, the vice-president or any two (2) Directors at any time.

4.03 Notice of Meeting

Unless sent by mail, forty-eight (48) hours notice of a meeting of the Board shall be given to each Director. Notice of any such meeting that is sent by mail shall be served in the manner specified in Section 10.01 of this By-law not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place. Notwithstanding the foregoing, 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.

4.04 First Meeting of New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

4.05 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting.

4.06 Quorum

A quorum for the transaction of business at any meeting of the Board shall be a majority of the Directors then in office. Only those Directors present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.

4.07 Participation at Meeting by Telephone or Electronic Means

If all the Directors present at or participating in the meeting consent, a meeting of the Board may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A written consent pursuant to this Section may be given before or after the meeting to which it relates and may be a “blanket” consent, relating to all meetings of the Board and/or committees of the Board.

4.08 Chairperson of the Meeting

The chairperson of Board meetings shall be the president, or the vice-president if the president is absent or unable to act. In the event that the president and the vice-president are absent, the Directors who are present shall choose one of their number to chair the meeting.

4.09 Votes to Govern

Each Director is authorized to exercise one (1) vote. 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 chairperson of the meeting in addition to an original vote shall have a second or casting vote.

4.10 Disclosure of Interest

(a) Disclosure

(i) Pursuant to the Act, a Director of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or transaction or proposed material contract or transaction with the Corporation if the Director:

- (1) is a party to such material contract or transaction or proposed material contract or transaction with the Corporation; or
- (2) is a director or an officer of, or has a material interest in, any person who is a party to such material contract or transaction or proposed material contract or transaction with the Corporation.

(b) Material Interest

In this Section, “material” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

(c) Procedure Where Disclosure

The chairperson of Board meetings shall request any Director who has made a disclosure referred to in Section **Error! Reference source not found.**(a) to absent himself during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

4.11 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation.

4.12 Delegation

Subject to the Act, the Board may elect from among their number an executive committee consisting of not fewer than three (3) Directors and delegate to the executive committee any of the powers of the Board, subject to the restrictions, if any, imposed from time to time by the Directors.

4.13 Committees

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, provided that a committee member must be a Member in order to be eligible to act as a committee member. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

**SECTION V
OFFICERS**

5.01 Election and Appointment

(a) There shall be five (5) Directors, each of whom is designated to hold one of the five (5) Officer positions (president, vice-president, treasurer, secretary, and the

athletics director). The election/appointment of the five (5) Directors in accordance with Section 3.04 shall be deemed to be elected to the Officer position designated to that Director position.

- (b) Each of the said five (5) Directors shall hold office of the Officer position designated to his/her Officer position only during the term of his/her directorship. A Director who vacates his/her Director term of office shall be deemed to resign from his/her corresponding Officer position. A vacancy in an Officer position shall be filled by means of filling the corresponding vacant Director position.

5.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith:

- (a) **President**- The president shall be a Director. The president, if any, shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members.
- (b) **Vice-President**- The vice-president shall be a Director. If the president is absent or is unable or refuses to act, the vice-president, if any, shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members.
- (c) **Secretary** - The secretary, when in attendance, shall be the secretary of all meetings of the Board, Members and committees of the Board and, whether or not the secretary attends, the secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of committees; the secretary shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) **Treasurer** - The treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the treasurer shall render to the Board an account of all such person's transactions as treasurer and of the financial position of the Corporation.
- (e) **Athletics Director** - The Athletics Director shall recommend to the Board the schedule of sports the executive committee has endorsed for the approval of the Board at the first meeting of Directors after the election of Directors at the annual meeting of Members.

- (f) **Immediate Past President** - The immediate past president shall provide advice to the Board on matters affecting the Corporation, and shall perform such other duties as may be determined by the Board.
- (g) **General Manager** - The general manager shall, subject to the authority of the Board, be responsible for the direct and actual supervision and charge over the day-to-day operations of the Corporation. The general manager shall be entitled to receive notice of, attend and speak at Board meetings and Members meetings, save and except when the Board is discussing the position, salary or benefits of the general manager.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

5.03 Term of Office

Officers who are not employees shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting. The office of the general manager shall hold office at the discretion of the Board.

5.04 Advisors to the Board

All individuals who have completed a term as immediate past president shall be deemed to be Advisors to the Board. Advisors will be kept informed of important issues as shall be determined by the chair of the Board who may request that Advisors provide the Board with advice and counsel. For greater certainty, Advisors are neither Directors nor Officers of the Corporation.

5.05 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the expiry of the then current term of office;
- (b) the Officer's successor being appointed;
- (c) the Officer's resignation;
- (d) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (e) such Officer's death,

whichever shall first occur. If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

5.06 Remuneration of Officers

The remuneration of all Officers appointed by the Board shall be determined from time to time by resolution of the Board except that no Officer who is also a Director shall be entitled to receive remuneration for acting as such. All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.

5.07 Agents and Attorneys

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

5.08 Disclosure (Conflict of Interest)

An Officer shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws.

**SECTION VI
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

6.01 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act and the regulations made under it, Letters Patent, By-laws and policies of the Corporation.

6.02 Limitation of Liability

Except as otherwise provided in the Act, no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with

any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own wilful neglect or default.

6.03 Indemnity of Directors and Officers

Subject to the Act, the Corporation shall indemnify and saved harmless every Director and Officer of the Corporation, and his or her heirs, executors and administrators, and estate and effects, respectively, out of the funds of the Corporation, from and against,

- (a) all costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of him/her office; and
- (b) all other costs, charges and expenses that him/her sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by him/her own wilful neglect or default.

6.04 Insurance

The Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding Section Advances

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to this By-law, the Corporation may advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

SECTION VII **PARTICIPANTS**

7.01 Admission

Status as a Participant in the Corporation shall be available only to persons who meet the following conditions determined in the sole and unfettered discretion of the Board which is not subject to review or appeal:

- (a) is an employee of the Toronto Police Services Board and a member of the Toronto Police Service;

- (b) has completed an application in writing and has paid the application fee as determined by the Board;
- (c) has paid the annual dues for Participant status.

7.02 Qualifications, Rights, Privileges, Termination

The term of Participant status shall be annual, subject to renewal in accordance with the policies of the Corporation. The Board may, in its sole discretion, from time to time adopt policies to establish different categories of Participants, their qualification requirements, rights, privileges, due payments, and termination of status. For greater certainty, Participants are not Members of the Corporation and are not entitled to receive notice of, attend or speak at meetings of Members.

SECTION VIII MEMBERS

8.01 Qualifications

There shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to persons who meet the following conditions:

- (a) is either a Director, Sport Chair or Site Rep; and
- (b) in the case of an individual that is a Sport Chair or Site Rep, has completed an annual confirmation of their status in writing by signing an acknowledgement and consent in such form, in such manner, and according to such procedures as the Board may from time to time determine.

8.02 Rights of Members

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

8.03 Determination of Status

- (a) Sport Chairs shall be appointed by the Board for a term of one (1) year for the chairs of each respective sport in which Participants compete in amateur athletics.
- (b) Site Reps shall be elected from among the Participants at each respective Site for a term of one (1) year. A Site must have a minimum of 50 Participants to qualify to elect a Site Rep. Each Site with between 50 and 199 Participants may elect one (1) Site Rep. An additional Site Rep is permitted for each additional 100 Participants at that Site. Prior to the term of a Site Rep commencing, the

individual must have completed and returned to the Corporation the acknowledgement and consent form in accordance with Section 8.01(b).

- (c) The term of each Sport Chair or Site Rep shall commence at the annual meeting where they are appointed until the first annual meeting next following. In the event that a Sport Chair resigns, is removed, or is unwilling or unable to act, the board shall appoint another Sport Chair for the remainder of his or her term. Where a Site Rep resigns, is removed, or is unwilling or unable to act, the Site from which the Site Rep was elected will elect a new Site Rep for the remainder of his or her term.

8.04 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member resigns;
- (c) the Member fails to maintain all of the qualifications of Membership set out in Section 7.01;
- (d) the Member is removed in accordance with Section 8.05;
- (e) the Corporation is liquidated or dissolved under the Act.

Upon any termination of membership, all rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as a committee member if the Board deems it appropriate in the circumstances.

8.05 Removal

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Letters Patent, By-laws, or policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the process shall be done in good faith and in a fair and reasonable manner. The chair of the Board shall provide fifteen (15) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the chair of the Board in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the chair of the Board, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

SECTION IX **MEETINGS OF MEMBERS**

9.01 Meeting of Members

A "meeting of Members" or "Members' meetings" shall include an annual meeting of Members and a special meeting of Members.

9.02 Annual Meetings

Subject to the By-laws, the Board shall call, at such date and time as it determines, an annual meeting of Members for the purpose of considering the financial statements and reports of the Corporation pursuant to the Act, electing Directors, appointing the auditor and transacting such other business as may properly be brought before the meeting, provided that the annual meeting of Members shall be held within fifteen (15) months from the holding of the last annual meeting of Members.

9.03 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special general meeting of Members on written requisition of Members carrying not less than 10% of the Members of the Corporation entitled to vote.

9.04 Place of Meetings

Meetings of Members may be held at any place within Ontario as the Board may determine.

9.05 Special Business

All business transacted at a special meeting or an annual meeting of Members, except consideration of the minutes of an earlier meeting, the financial statements and the auditor's report, election of Directors and reappointment of the incumbent auditor, constitutes special business.

9.06 Notice of Meetings

Notice of the time and place of a meeting of Members shall be provided in the manner provided in Section 10.01 of this By-law in writing not less than ten (10) days before the meeting of Members is to take place.

Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any resolution or By-law to be submitted to the meeting. Notice of a meeting of Members must remind Members that they have the right to vote by proxy.

9.07 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9.08 Persons Entitled to be Present

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 auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, the Letters Patent 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 with the consent of the meeting.

9.09 Chairperson of the Meeting

The chairperson of Members' meetings shall be the president, or the vice-president if the president is absent or unable to act. In the event that the president and the vice-president are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

9.10 Quorum

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be twenty (20) of the Members of the Corporation. For the purpose of determining quorum, a Member may be present in person

or by proxy or, if authorized under Section **Error! Reference source not found.**, by telephonic and/or by other electronic means.

9.11 Meeting Held by Electronic Means

Notwithstanding any other provision of this By-law, a meeting of the Members may be held by telephonic or electronic means as determined by the Directors or Members who call the meeting. A Member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of the Act to be present at the meeting.

9.12 Adjournment

The chairperson of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.13 Absentee Voting

Subject to compliance with the Act, in addition to voting in person, every Member entitled to vote at a meeting of Members may vote by appointing in writing a proxyholder or one or more alternate proxyholders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy. No person may hold proxies for more than one (1) Member unless the proxyholder or alternate proxyholder is an Officer of the Corporation.

9.14 Votes to Govern

At all meetings of the Members, every question shall be determined on a show of hands by a majority of votes cast unless otherwise specifically provided by the Act or by this By-law. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

9.15 Show of Hands

Subject to the Act and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

9.16 Ballots

For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

9.17 Rules of Order

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

**SECTION X
NOTICES**

10.01 Method of Giving Notices

Any notice, communication or other document required to be given by the Corporation to a Member, Director, Officer, or auditor of the Corporation pursuant to the Act, the Letters Patent or By-laws or otherwise shall be sufficiently given to such person if:

- (a) delivered personally, in which case it shall be deemed to have been given when so delivered,
- (b) delivered to such person's recorded address by courier or other similar means, in which case it shall be deemed to have been given when so delivered,
- (c) mailed to such person at their recorded address by prepaid mail, or
- (d) delivered to such person by electronic means such as e-mail or facsimile, in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification,

at such person's latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary.

10.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person 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, provided that no Member objects in writing to the president of such omission or irregularity within thirty (30) days after the date of such meeting.

10.04 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION XI **AMENDMENTS**

11.01 Amendment of Letters Patent

Notwithstanding the Act, the Letters Patent of the Corporation may only be amended by seventy-five percent (75%) of the votes cast at a Board meeting called for that purpose and sanctioned by an affirmative seventy-five percent (75%) of the votes cast at a Members' meeting duly called for the purpose of considering the said amendment, provided that notice of such Members meeting shall be given at least thirty (30) days prior to such Membership meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

11.02 Amendment of By-laws

- (a) The By-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by By-law and enacted by a two-thirds (2/3) of the votes cast at a meeting of the Board duly called for that purpose and sanctioned by an affirmative two-thirds (2/3) of the votes cast at a meeting of the Members duly called for the purpose of considering the said By-law. Except as otherwise provided, a By-law or an amendment to a By-law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion. A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual meeting of Members or to a special general meeting of Members of the Corporation called for that purpose. The Members at the annual meeting or special general meeting may confirm the By-law as presented or reject or amend it, and if rejected, it

thereupon ceases to have effect, and if amended, it thereupon takes effect as amended. Any rejection, amendment or refusal to approve the By-law or part of the By-law made in accordance with this Section shall not invalidate any act done or right acquired under any such By-law prior to its rejection, amendment or refusal to approval.

- (b) Notwithstanding Section 11.02(a), Section 2.08 herein shall not be effective until it has been ratified by the Members.

SECTION XII **IDENTIFICATION AND REPEAL OF FORMER BY-LAWS**

12.01 Repeal of Former General Operating By-law

- (a) The “Constitution and By-laws” hereby repealed and replaced by General Operating By-law herein effective immediately upon the enactment of this By-law at the time of adoption by the Board of the Corporation.
- (b) The said repeal of the “Constitution and By-laws” shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members’ resolutions, with continuing effect, passed under such repealed By-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

SECTION XIII **TRANSITION PROVISIONS**

13.01 Members

- (a) Upon this By-law coming into effect, Sport Chairs and Site Reps of the Corporation immediately prior to the time this By-law comes into effect shall be deemed to be Members of the Corporation, but must complete an acknowledgement and consent within thirty (30) days of these By-laws coming into effect. .
- (b) Upon this By-law coming into effect, active, association, life and honorary members of the Corporation immediately prior to the time this By-law comes into effect shall be Participants in accordance with Section 7.01.

13.02 Directors

Upon this By-law coming into effect, the Directors and Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law, provided that those Directors who are Sport Chairs, Site Representatives, or Past Presidents in accordance with the former "Constitution and By-laws" shall cease being Directors upon this By-law coming into effect. .

13.03 Officers

Upon this By-law coming into effect, the Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law.

ENACTED by the Directors of the Corporation this _____ day of _____,
_____.

President

Secretary

CONFIRMED by the Members of the Corporation this _____ day of _____, _____.

Secretary