

## **BY-LAW 1**

A By-Law relating generally to the affairs of the  
**ONTARIO BASKETBALL ASSOCIATION**

### **ARTICLE 1.00** **NAME AND GOVERNING LEGISLATION**

- 1 Name and Legislation - The **Ontario Basketball Association** (the “Corporation”) is governed by the provisions of the *Not-for-Profit Corporations Act* (Ontario)), as from time to time amended (“Act”).

### **ARTICLE 2.00** **REGISTERED OFFICE**

- 2 Location of Registered Office – The registered office of the Corporation shall be in the Province of Ontario.
- 2.1 Other Offices – The Corporation may establish such other offices and agencies at other locations as it deems expedient by Ordinary Resolution of the Board.

### **ARTICLE 3.00** **MEMBERSHIP**

- 3 Membership Categories and Qualifications - The Corporation shall have the following classes of members (“Members”) namely:
  - 3.01 Active Members - Coaches, athletes, administrators and boosters who:
    - 3.01.1 are over eighteen (18) years of age; and
    - 3.01.2 have demonstrated an interest in the development and promotion of amateur basketball in Ontario;
  - 3.02 Participant Members - Team players, officials, or athletes registered or participating in activities sanctioned by the Corporation;
  - 3.03 Affiliate Members - Includes without limitation and as may be approved by the Board from time to time, teams, clubs, associations, leagues, advisory groups, consultative or educational organizations concerned or involved with the delivery of basketball programs in Ontario, Canada whose main objective is not commercial gain;
  - 3.04 Corporate Members - Includes without limitation and as may be approved by the Board from time to time, corporations, organizations, associations or

other entities involved in the delivery of basketball programs and services in Ontario, Canada whose main objective is commercial gain; and

- 3.05 Honourary Members - Those individuals or entities who or which have made an outstanding contribution to basketball in Ontario.
- 3.1 Admittance of Membership - No person or entity shall be admitted into Membership of any category, except Honourary Members, until such person or entity:
  - 3.1.1 Has made application and paid applicable fees to the Corporation as prescribed by the board of directors; and
  - 3.1.2 Has been approved for the issuance of membership by an ordinary resolution of the board of directors.
- 3.2 Issuance of Honorary Membership - No person shall be issued an Honourary Membership, until such person:
  - 3.2.1 Such person has been nominated to be an Honourary Member as the result of an ordinary resolution passed by the board of directors. The board of directors will consider proposals regarding Honourary Members submitted by any Member, such consideration to occur at the next regular meeting of the board of directors;
  - 3.2.2 The board of directors by ordinary resolution approves the nominated person as an Honourary Member for a fixed term established in the resolution;
  - 3.2.3 A written invitation to become an Honourary Member, with reference to the term of the Honourary Membership, has been delivered by the Corporation to the nominated person; and
  - 3.2.4 The Corporation has received from the nominated person written acceptance of the invitation referred to in Section 3.2.3 above.
- 3.3 Voting By Members - Subject to Section 3.4, Members shall have the following voting rights at all meetings of Members:
  - 3.3.1 Active Members shall each have one (1) vote on all matters properly brought before any meeting of Members;
  - 3.3.2 Participant Members, eighteen (18) years of age or older, shall be entitled to attend and participate in meetings of Members but shall not as such be entitled to vote;

- 3.3.3 Affiliate Members shall each have one (1) vote, exercised by a delegate appointed by the Member to represent it at the meeting, on all matters properly brought before any meeting of Members;
  - 3.3.4 Corporate Members shall be entitled to attend and participate in meetings of Members but shall not as such be entitled to vote; and
  - 3.3.5 Honourary Members shall each have one (1) vote on all matters properly brought before any meeting of Members.
- 3.4 Membership Applications and Renewals:
- 3.4.1 Applications for membership as Active Members, Participant Members, Affiliate Members and Corporate Members shall be made in writing to the Corporation.
  - 3.4.2 All applications for membership shall be accompanied by such documentation and by the payment of such dues and levies as may be determined in respect of each class of membership by the board of directors from time to time.
  - 3.4.3 All applications for new membership are subject to final approval of the directors, provided that the voting rights of voting members (except those voting members whose applications for membership are made during the same calendar year in which they ceased to be members (in circumstances other than those set out in Sections 3.5 or 3.6)) shall become effective no earlier than thirty (30) days after the receipt by the Corporation of an application for membership, and a Member shall be informed by the Corporation in writing when their application has been approved.
  - 3.4.4 The Corporation shall send out renewal notices to Members at least thirty (30) days prior to the date of expiration of their then current membership; provided that failure by the Corporation to do so shall not extend the date of expiration of any Member's membership.
- 3.5 Withdrawal from Membership:
- 3.5.1 Subject to Section 3.5.2, any Member may withdraw from membership in the Corporation by giving written notice to the Corporation which notice shall be effective in accordance with its terms.
  - 3.5.2 Notwithstanding Section 3.5.1, any Member who has withdrawn shall, in the discretion of the board, remain liable for the payment of any dues, levies or any other sums properly due and owing to the Corporation by the

Member prior to the notice of withdrawal given by the Member becoming effective.

- 3.6 Suspension or Termination of Membership - The Board at a Board meeting duly called to consider the matter may suspend (with or without conditions) or terminate the membership of a Member provided that fifteen (15) Days' notice of the meeting is given to the Member, and the Member is provided with reasons and the opportunity to be heard orally or in writing not less than five (5) Days before the suspension or the termination of the Member's Membership becomes effective. Notice will set out the reasons for the proposed suspension or termination of the Member's Membership and the Member receiving the notice will be entitled to submit a written submission opposing the suspension or termination. Reasons for suspension or termination may include, without limitation:
- 3.6.1 A failure by the Member to comply with the letters patent or articles of the Corporation as amended from time to time ("Articles"), by-laws, policies, procedures or rules of the Corporation;
- 3.6.2 A decision by the board of directors that the conduct of the Member is detrimental to the interests and reputation of the Corporation; or
- 3.6.3 In the case of an Affiliate Member or Corporate Member, the dissolution or winding up of an Affiliate Member or Corporate Member.

**ARTICLE 4.00**  
**MEETINGS OF MEMBERS**

- 4 Annual Meetings:
- 4.1 The Corporation shall hold an annual meeting of Members (the "Annual Meeting of Members" at such place and time as the directors may determine, provided the meeting is held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end.
- 4.1.1 The agenda for the annual meeting may include the following items:
- 4.1.1.1 Call to order;
- 4.1.1.2 Appointment of scrutineers;
- 4.1.1.3 Approval of agenda;
- 4.1.1.4 Approval of Minutes of last meeting;
- 4.1.1.5 Business arising out of the minutes;
- 4.1.1.6 Board and staff reports;
- 4.1.1.7 Report of the auditors;
- 4.1.1.8 Appointment of auditors;
- 4.1.1.9 Reports as may be directed by board;

- 4.1.1.10 Election of new elected directors;
  - 4.1.1.11 New business; and
  - 4.1.1.12 Adjournment.
- 4.1.2 Notice in writing of an annual meeting shall be given to all Members together with a form of proxy and an information circular as appropriate at least ten (10) and not more than fifty (50) days prior to the date of that annual meeting; and
- 4.1.3 A proposed agenda shall be included with the notice of the annual meeting and any Member who wishes to have new business placed on the agenda shall give written notice to the Corporation at least ten (10) days and not more than fifty (50) days prior to the date of the annual meeting. Such new business shall be considered at the annual meeting if such consideration is appropriate under the by-laws or under the Act. Any Member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).
- 4.2 Members' Meetings:
- 4.2.1 The directors may, at such time and place as they may by resolution determine, call a meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. Notice of a meeting called by the board of directors shall be given to all Members in writing at least ten (10) and not more than fifty (50) days prior to the date of such meeting.
- 4.2.2 A special meeting of Members may be requisitioned by not less than one tenth (1/10th) of the Members in each case entitled to vote at such a meeting requesting the directors to call a meeting of the Members for any purpose connected with the affairs of the Corporation that is not inconsistent with the Act. The requisition shall state the general nature of the business to be presented at the meeting, shall be signed by the requisitionists and shall be deposited at the head office of the Corporation. Upon deposit of the requisition, the directors shall forthwith call a meeting of the Members at a time and suitable place determined by the board for the transaction of the business stated in the requisition. Notice of the meeting shall be given to all Members in writing at least ten (10) days prior to the date thereof which notice shall in any event be sent not later than twenty-one (21) days after the date of the deposit of the requisition at the head office of the Corporation.
- 4.3 Manner of Notices - Notice of any meeting of Members and any documents related to any such meeting sent by the Corporation shall be sent either: by prepaid mail

- to the last address of the relevant Member(s) recorded on the books of the Corporation; by facsimile transmission to the last facsimile number of the relevant Member(s) recorded on the books of the Corporation; by email to the last email address of the relevant Member(s) recorded on the books of the Corporation; or by another form of electronic transmission where there is a record that the notice or other document has been sent. A notice or other document sent by a method referred to in this provision shall be deemed to have been received by the intended recipient on the earlier of: (a) the day the intended recipient actually receives it; or (b) the first business day in the Province of Ontario after the day the notice or other document is sent. The term "business day" means any day which is not (i) a Saturday or Sunday, or (ii) a day observed as a holiday under the laws of the Province of Ontario or the federal laws of Canada applicable therein.
- 4.4 Errors and Omissions in Notices - No error or omission in giving notice of a meeting of Members or adjournment thereof, shall invalidate such meeting or make void any proceedings taken at the meeting.
- 4.5 Quorum - The presence of two (2) Members entitled to vote at such meeting shall be a quorum of any meeting of Members for the choice of a Chairperson and the adjournment of the meeting; for all other purposes the presence of not less than two percent (2%) of the Members entitled to vote at such meeting in person or represented by proxy shall be necessary to constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum of Members shall be present or represented at the commencement of such business.
- 4.6 Voting By Members - All questions proposed for consideration at any meeting of Members shall be determined by a majority of the votes cast by or on behalf of the Members entitled to vote thereat unless a larger majority is required under the by-laws of the Corporation or under the Act.
- 4.7 Delegates and Proxies - The following provisions shall apply to Members being represented at meetings either by delegates or by proxy:
- 4.7.1 Active Members, Affiliate Members and Honourary Members may be represented at meetings of the Corporation by a proxy who need not be a Member of the Corporation. The proxy may attend and act at the meeting in the manner and to the extent authorized by the Active Member, Affiliate Member or Honourary Member for whom the proxy is acting. The proxy shall be in writing, shall be executed by the Active Member, Affiliate Member or Honourary Member or his, her or its attorney or personal representative authorized in writing and shall cease to be valid at the conclusion of the relevant meeting. Subject to the requirements of the Act, a proxy may be in such form as the directors from time to time prescribe or in such other form as the board of directors may accept as sufficient. In order to be valid, a proxy shall be delivered to the Corporation not less than

forty-eight (48) hours prior to the time of the meeting (excluding any part of a day that is not a business day, where the term "business day" means any day which is not (i) a Saturday or Sunday, or (ii) a day observed as a holiday under the laws of the Province of Ontario or the federal laws of Canada applicable therein); and

- 4.7.2 Affiliate Members and Corporate Members may be represented at meetings of the Corporation by an appointed delegate. Each Affiliate Member and Corporate Member shall notify the Corporation in writing of the name of its appointed delegate and an alternate delegate at least five (5) days prior to any meeting of the Corporation in order for the appointment to be valid for the purposes of the meeting. Each delegate or alternate delegate shall have in their possession at the meeting with respect to which they have been appointed, credentials from the relevant Affiliate Member or Corporate Member authorizing the delegate's or alternate delegate's attendance at the meeting. The appointment of the delegate or alternate delegate shall cease to be valid at the conclusion of the meeting.
- 4.8 Scrutineers - At each meeting of Members, one (1) or more scrutineers may be appointed by a resolution of the meeting or by the Chairperson with the consent of the meeting to serve at the meeting. Such scrutineers need not be Members of the Corporation.
- 4.9 Show of Hands - At any meeting of Members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chairperson or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- 4.10 Chairperson - In the absence of the Chair, the Vice-Chair shall act as Chairperson of any meeting of the Members. In the absence of the Chair and the Vice-Chair, the Members at any meeting of Members shall choose another director as Chairperson and if no director is present or if all the directors present decline to act as Chairperson, the Members present shall choose a representative from one (1) of their number to be Chairperson.
- 4.11 Polls – If at any meeting a poll is requested on the election of a Chairperson or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chairperson directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll

was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

- 4.12 Adjournments - The Chairperson may with the consent of any meeting of Members adjourn the same from time to time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to the Members. Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place in accordance with the notice calling same.
- 4.13 Telephonic or Electronic Members' Meetings - Any person entitled to attend a Members' meeting may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available, and a person participating in the meeting by those means is deemed to be present at the meeting. Members' meetings may be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.
- 4.14 Voting By Electronic Means - Members entitled to vote at a Members' meeting may vote by electronic means in accordance with the Act.

## **ARTICLE 5.00**

### **BOARD OF DIRECTORS**

- 5 Number - The affairs of the Corporation shall be managed by a board composed of seven (7) directors and one (1) appointed Director at the discretion of the Board.
- 5.1 General Qualifications - Each director shall:
  - 5.1.1 be at least eighteen (18) years of age;
  - 5.1.2 not be an undischarged bankrupt;
  - 5.1.3 not have been found under the Substitute Decisions Act, 1992 or under the mental Health Act to be incapable of managing property; and
  - 5.1.4 have not been declared incapable by a court in Canada or in another country.
- 5.2 Nominating Committee - The board of directors will, after making a call for applications and reviewing all submissions, appoint a Nominating Committee. The Nominating Committee shall consist of an odd number of individuals not exceeding seven (7), not more than one (1) of whom shall be a current director (provided that



any such director must not be standing, nor intending to stand, for election at the relevant election). The Nominating Committee will be responsible for:

- 5.2.1 establishing criteria based on and related to the Skills and Characteristics listed in Section 5.3;
- 5.2.2 soliciting, receiving, and considering nominations for the election of directors; and
- 5.2.3 providing a list of all nominations received, recommending to the board of directors appropriate nominees to stand for election as directors, and recommending to the board of directors which potential nominees should not be permitted to stand for election as directors.

The Nominating Committee shall report to the board of directors after which the board of directors by resolution shall identify the nominees who will stand for election as directors. For greater certainty: all nominations for election of directors must follow this procedure; and an individual may not be nominated for election as a director from the floor of a meeting of Members.

- 5.3 Skills and Characteristics - Potential nominees will have one (1) or more of the following skills and/or characteristics:

*Characteristics*

- (a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a director
- (b) Knowledge about roles and responsibilities of a director, officer, board of directors and staff
- (c) Experience in formulating policy
- (d) Experience in thinking strategically
- (e) Knowledge about the sport of basketball
- (f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- (g) Have completed course work or programs in not-for-profit leadership and/or governance
- (h) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report

- (i) Ethical and values based behaviour
- (j) Representative of client population (e.g. athlete & coach)
- (k) Other attributes valued by the board of directors

*Skills*

- (a) Accounting designation (e.g. CPA)
- (b) Legal designation (e.g. LL.B, JD)
- (c) Professional qualifications (e.g. MD, PhD, MBA, Sport Science)
- (d) Personnel management (e.g., Human Resource Professional designation)
- (e) Media/marketing/public relations contacts/experience
- (f) Fundraising and funding source contacts
- (g) Administration/management experience
- (h) Government relations/contacts
- (i) Organizational development/strategic planning experience
- (j) Facility Management (e.g., ORFA)
- (k) Other skills valued by the board of directors

5.4 Nomination - Any nomination of an individual for election as a director will:

- (a) Include the written consent of the nominee (including a consent pursuant to section 5.1.1 as applicable) by signed or electronic signature;
- (b) Comply with the procedures and criteria established by the board of directors and/or the Nominating Committee; and
- (c) Be submitted to the Corporation's registered office no later than 4:00 pm Eastern Time thirty (30) days prior to the annual meeting.

5.5 Election and Appointment of Board of Directors - The Directors shall be elected for a term of two years and until their successors are elected and qualified. The Director positions shall be divided into two classes as nearly equal in number as possible and one class shall be elected annually. :

- 5.5.1 Director Consent and Registration – An individual who is elected or appointed to be a Director must register with the Corporation as a Director, must sign all required documents presented by the Corporation, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.
- 5.6 The directors shall be elected by the Members by ballot.
- 5.7 Directors shall be eligible for re-election to the board of directors if otherwise qualified and retiring directors shall continue in office until their successors shall have been duly elected or appointed.
- 5.8 The Directors may appoint one or more additional Director who shall hold office for a term expiring not later than the close of the next annual meeting of the members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual meeting of the members.
- 5.9 Vacation of Office - The office of a director of the Corporation shall be vacated upon the occurrence of any of the following events:
- 5.9.1 If such director becomes bankrupt, is subject to a receiving order or makes an assignment under the *Bankruptcy and Insolvency Act* (Canada);
- 5.9.2 If any order is made declaring such director to be a mentally incompetent person or incapable of managing their own affairs;
- 5.9.3 On death;
- 5.9.4 If by notice in writing to the Secretary of the Corporation such director resigns the office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- 5.10 Vacancies - So long as a quorum of the directors remains in office, any vacancy on the board of directors may be filled by the remaining directors of the Corporation, and any director so appointed to fill such vacancy shall remain in office for the unexpired term of the director who ceased to be a director causing the vacancy. If no quorum of directors exists, the remaining directors shall call a meeting in accordance with Section 6.1.
- 5.11 Removal of Directors – Subject to compliance with the Act, the Members may, by resolution passed by at least a majority of the votes cast by Members entitled to

vote thereon at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any elected director before the expiration of their term of office, then may, by a majority of the votes cast by Members entitled to vote thereon at that meeting, elect any individual who is qualified in their stead for the remainder of such director's term.

## 5.12 Conflict of Interest

5.12.1 Disclosure - Any director who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter, with the Corporation shall declare their interest therein at the first opportunity at a meeting of the board of directors and shall comply with Section 41 of the Act as applicable.

5.12.2 Procedure Where Disclosure - Subject to compliance with comply with Section 41 of the Act as applicable, the board of directors may request any director who has declared a direct or indirect personal interest, gain or benefit, in any proposed contract, business transaction, financial arrangement, or other matter, with the Corporation to absent herself or himself during any discussion of or any vote upon the matter (including any discussion regarding any such request), with such request being recorded in the minutes.

## 6

### **MEETINGS OF DIRECTORS**

6 Place of Meetings - Meetings of the board of directors may be held at the head office of the Corporation or elsewhere in the Province of Ontario, as designated in the notice calling the meeting.

6.1 Notice - A meeting of directors may be convened at any time by direction of the Chair, Vice-Chair or any two (2) directors. Notice of meetings of the directors stating the day, hour and place of the meeting shall be delivered, mailed, sent by facsimile transmission, sent by e-mail, sent by another form of electronic transmission where there is a record that the notice or other document has been sent to the relevant director(s), or telephoned to each director not less than forty-eight (48) hours (excluding any part of a day that is not a business day). A notice or other document sent by a method referred to in this provision shall be deemed to have been received by the intended recipient on the earlier of: (a) the day the intended recipient actually receives it; or (b) the first business day in the Province of Ontario after the day the notice or other document is sent. The term "business day" means any day which is not (i) a Saturday or Sunday, or (ii) a day observed as a holiday under the laws of the Province of Ontario or the federal laws of Canada applicable therein. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without

- notice and in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director and such waiver may be validly given either before or after the meeting to which such waiver relates. A notice of a meeting of directors need not specify the purpose of the business to be transacted at the meeting except where the Act requires such purpose and business to be specified.
- 6.2 Regular Meetings - The directors may appoint one (1) or more days in each year for regular meetings of the directors at a place and time named; no further notice of the regular meetings need be given. For the first meeting of the directors to be held immediately following the election of directors at an annual or special meeting or for a meeting at which a director is appointed to fill a vacancy in the board of directors, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of the directors is present.
- 6.3 Quorum - A quorum for the transaction of business at meetings of the directors shall be a majority of the elected members of the board of directors.
- 6.4 Voting - Questions arising at any meeting of the directors shall be decided by a majority vote. In the case of an equality of votes on any question at a meeting of the directors, the Chairperson of the meeting shall not be entitled to the casting vote.
- 6.5 Others Present - Such others as the directors may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by their delegate to attend and to speak at, meetings of the directors, but shall not be entitled to vote thereat.
- 6.6 Validity of Resolutions - Any resolution signed by all of the directors is as valid and effective as if passed at a meeting of the board of directors duly called, constituted and held for that purpose.
- 6.7 Telephonic or Electronic Meetings - If all the Directors have consented, a Board meeting or a meeting of a committee of Directors may be held by such telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by those means is deemed to be present at the meeting.

7

**ADVISORY COUNCIL**

- 7.1 Advisory Council - The board of directors may create by resolution an Advisory Council which will include representatives of the Corporation's stakeholders and from which the board of directors and the Executive Director may from time to time seek advice.

**8**  
**OFFICERS**

- 8.1 Officers - There shall be a Chair, Vice--Chair, Secretary, Director of Finance, Regent, Executive Director and such other officers as the directors may determine by resolution from time to time. The Chair shall be appointed for a term of one (1) year by the directors from among their number at the first meeting of the newly constituted board of directors in each year. The other officers of the Corporation need not be members of the board of directors and (except for the Regent and Executive Director) shall be appointed annually by the newly constituted board for a term of one (1) year at the first meeting following the annual meeting in each year.
- 8.2 Chair - The Chair shall, when present, preside at all meetings of the Corporation, the board of directors and the Executive Committee, and shall exercise such powers and perform such other duties as are generally incidental to the office of the Chair of the Corporation, or are vested in or required of the Chair by the board of directors. With the exception of the Executive Committee (on which the Chair will have a vote), Chair shall be a non-voting member of all committees of the Corporation (except the Nominating Committee).
- 8.3 Vice--Chair – The Vice--Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence or disability or refusal to act of the Chair, except that the Vice--Chair shall not preside at meetings of the directors unless they are qualified to attend meetings of directors or Members. If the Vice--Chair exercises any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto. The Vice--Chair shall also perform such duties and exercise such powers as may from time to time be delegated by the Chair or prescribed by the board of directors, including but not limited to policy and procedure development and long-range planning initiatives.
- 8.4 Secretary – The Secretary shall, in the absence or disability of the Chair and the Vice-Chair, exercise all the duties and powers vested in the Chair. The Secretary or a designate shall attend all meetings of the directors, Members and committees of the board of directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, when instructed, notices required to be given to Members, directors, the Auditor and members of the committees; shall be custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and shall perform such other duties as may from time to time be prescribed by the board of directors.
- 8.5 Director of Finance – The Director of Finance shall keep, or cause to be kept proper accounting records as required by the Act; shall deposit or cause to be deposited all monies received by the Corporation in the Corporation's bank account; shall, under

the direction of the board of directors, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; shall render to the board of directors, whenever required, an account of all financial transactions and of the financial position of the Corporation; and shall perform such other duties as may from time to time be prescribed by the board of directors.

- 8.6 Regent – The Regent shall be an Active Member who, as determined by the board of directors, has a demonstrated interest in the development and promotion of amateur basketball in Ontario. The Regent shall be the Chairperson of the Nominating Committee; and shall perform such other duties as may from time to time be prescribed by the board of directors. The Regent is not a Director but may attend meetings of the Board, by invitation, in a non-voting capacity.
- 8.7 Executive Director - The Executive Director shall be responsible for liaison between the board of directors and staff and shall provide support to the board of directors in the carrying out of financial, management and reporting duties, business planning and marketing, staff supervision and development, development of corporate sponsors, development of partnerships and alliances, liaison with commercial basketball organizations and have overall management responsibility for all programs of the Corporation. The Executive Director is not a Director but may attend meetings of the Board, by invitation, in a non-voting capacity.
- 8.8 Other Officers - The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the directors require of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the directors otherwise direct.
- 8.9 Variation of Duties - Subject to the Act, from time to time the directors may vary, add to or limit the powers and duties of any officer or officers.
- 8.10 Vacancies - If any of the offices of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may appoint another person to fill such vacancy, and any such person appointed to fill such vacancy shall remain in office for the unexpired term of the officer who ceased to be an officer creating the vacancy.
- 8.11 Term, Remuneration and Removal - The remuneration, if any, of officers who are not directors, shall be determined from time to time by resolution of the board of directors. The fact that any officer is a Member of the Corporation shall not disqualify such person from receiving such remuneration as may be determined. In the absence of a written agreement to the contrary, all officers shall be subject to removal by resolution of the board of directors at any time with or without cause.

**INDEMNIFICATION OF DIRECTORS AND OFFICERS; INSURANCE**

## 9 Indemnification of Directors and Officers; Insurance

- 9.1 Every Director or officer or former Director or officer of the Corporation or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless, out of the Corporation's funds from and against:
- 9.1.1 All costs, charges and expenses, including an amount paid to settle an action to satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- 9.2 The Corporation may advance money to an individual referred to in section 9.1 for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 9.3.
- 9.3 The Corporation shall not indemnify an individual under section 9.1 unless:
- 9.3.1 the individual acted honestly and in good faith with a view to the Corporation's best interests or other entity for which the individual acts or acted at the Corporation's request as a director or officer, or in a similar capacity, as the case may be; and
- 9.3.2 if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- 9.4 Limitation of Liability of Directors and Officers - No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity 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 of any security in or upon which any of the money 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, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or in relation thereto unless the same shall happen by or through



their own wrongful and wilful act or through their own wrongful and wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act.

- 9.5 Insurance –Subject to the Act and applicable laws, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in section 9.1, against any liability incurred by that individual in the individual’s capacity as a director or an officer of the Corporation, or, in the individual’s capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the Corporation’s request.

## **10** **COMMITTEES**

- 10 Constitution of Committees - The board of directors shall appoint an Executive Committee and, in accordance with Section 5.2, a Nominating Committee, and may appoint Board Committees (such as Finance or Marketing Committee) or Program Committees (such as Elite Development or Provincial Competitions Committee) and such further and other committees as may be required to assist the directors in carrying on the affairs of the Corporation. The board of directors shall establish the terms of reference of each committee to the extent not set forth herein or in any other by-law of the Corporation.

### 10.1 Membership of Committees:

10.1.1 Board Committees - Except for the Executive Committee and the Nominating Committee (appointed in accordance with Section 5.2), the directors may annually or more often appoint not less than one (1) and not more than seven (7) directors to be members of each Board Committee and shall designate one (1) of the members for each such Board Committee as the chairperson thereof provided that the Regent shall be the Chairperson of the Nominating Committee. Except for the Executive Committee, the directors may annually or more often appoint non-directors to be members of Board Committees. The Executive Director shall be a non-voting member of each Board Committee (except the Executive Committee). The Executive Committee shall consist of such number of directors as the board of directors may from time to time determine, provided that such number shall be not less than three (3).

10.1.2 Program Committees - The Directors may annually or more often appoint Program Committees which shall be comprised of not less than one (1) director plus three (3) but not more than seven (7) Active Members.

- 10.2 Meetings of Committees - Each of the committees may meet for the transaction of business, adjourn and otherwise regulate their respective meetings as they think fit

provided, however, that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the Chairperson shall not have a second or casting vote.

10.3 Executive Committee - The Executive Committee shall possess and may exercise, subject to any restrictions which the directors may from time to time impose and the proviso in this section 10.3, all of the powers of the directors in the management and direction of the affairs of the Corporation in such manner as the Executive Committee shall deem in the best interest of the Corporation and in all cases in which specific direction shall not have been given by the directors, provided that, in accordance with the Act, the Board may not delegate to the Executive Committee the power:

10.3.1.1 to submit to the Members any question or matter requiring the Members' approval;

10.3.1.2 to fill a vacancy among the Directors or in the position of auditor;

10.3.1.3 to appoint additional Directors;

10.3.1.4 to issue debt obligations except as authorized by the Directors;

10.3.1.5 to approve any annual financial statements;

10.3.1.6 to adopt, amend or repeal by-laws; or

10.3.1.7 to establish contributions to be made, or dues to be paid, by Members.

Unless otherwise determined by the Board, the Executive Committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair, and to otherwise regulate its procedures.

## 11

### **EXECUTION OF DOCUMENTS**

11 Execution of Documents - Documents requiring execution by the Corporation may be signed by the Chair and the Executive Director or either the Chair or the Vice-Chair together with one (1) other director, and all documents so signed are binding upon the Corporation without any further authorization or formality. The board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

## 12

### **BANKING ARRANGEMENTS**

12.1 Bank Accounts - The bank account or accounts of the Corporation shall be kept in such bank or banks as the directors may from time to time determine. Any two (2) of the Chair, Vice-Chair, Executive Director and Director of Finance shall have the authority and power to:

- 12.1.1 Operate the Corporation's accounts with such bank(s);
- 12.1.2 Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 12.1.3 Issue receipts for and orders relating to any property of the Corporation;
- 12.1.4 Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 12.1.5 Authorize any officer of the bank(s) to do any act or thing on the Corporation's behalf to facilitate the banking business.

In the absence or inability of any of the officers above named, such signatures or endorsements may be made by such other officers and/or directors of the Corporation as the directors may from time to time by resolution designate.

## 13

### **BORROWING BY THE CORPORATION**

13.1 Borrow etc. - Subject to any limitations set out in the by-laws or in the Articles of the Corporation or any amendments thereto, the directors may:

- 13.1.1 Borrow money on the credit of the Corporation;
- 13.1.2 Issue, sell or pledge securities of the Corporation; and
- 13.1.3 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;

provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

- 13.2 Implementation - From time to time the directors may authorize any director or officer of the Corporation to implement arrangements made with reference to the money so borrowed or to be borrowed with power to vary or modify such arrangements, terms and conditions and to give such additional security as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## 14

### **FINANCIAL AND MANAGEMENT**

- 14.1 Financial Year - The financial year of the Corporation shall terminate on the 31st day of August of each year or on such other date as the directors may from time to time by resolution determine.

- 14.2 Annual Financial Statements - The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

14.2.1 The financial statements;

14.2.2 The auditor's report or review engagement (if any); and

14.2.3 Any further information respecting the financial position of the Corporation.

14.3 Books and Records - The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

14.3.1 The Corporation's articles and By-laws;

14.3.2 The minutes of meetings of the Members and of any committee of Members;

14.3.3 The resolutions of the Members and of any committee of Members;

14.3.4 The minutes of meetings of the Directors or any committee of Directors;

14.3.5 The resolutions of the Directors and of any committee of Directors;

14.3.6 A register of Directors;

- 14.3.7 A register of Officers;
- 14.3.8 A register of Members; and
- 14.3.9 Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.
- 14.4 Minutes of meetings of the Board and Board Resolution - Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

## **15**

### **AUDITOR**

- 15.1 Auditor - The Members shall at each Annual Meeting appoint an Auditor to audit the accounts of the Corporation and to hold office until the next Annual Meeting, provided that the directors may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed by the directors. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended. When the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by 80% resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by 80% resolution, chose to conduct a review engagement or notice to reader in lieu of an audit.

## **16**

### **NOTICE**

- 16.1 Computation of Time - In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or event, the date of giving the notice is, unless otherwise provided, included.
- 16.2 Omissions and Errors - The accidental omission to give notice of any meeting of the directors or Members or the non-receipt of any notice by any director or Member or by the Auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, Member or the Auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

- 16.3 Signature to Notices - The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

## 17

### **DISSOLUTION PROVISIONS**

- 17.1 Dissolution - Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property and assets shall be distributed / disposed of to a similar organization which carries on its work in Ontario, and if no such organization is considered appropriate by the then board of directors, to a charitable organization which carries on its work in Ontario.

## 18

### **BY-LAWS AND AMENDMENTS, ETC.**

- 18.1 Voting – Subject to this section, these By-laws may only be amended, revised, repealed or added to by:
- 18.1.1 Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
  - 18.1.2 A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution
- 18.2 Fundamental Changes – A Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:
- 18.2.1 Change the Corporation's name;
  - 18.2.2 Add, change or remove any restriction on the activities that the Corporation may carry on;
  - 18.2.3 Create a new category of Members;

- 18.2.4 Change a condition required for being a Member;
- 18.2.5 Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- 18.2.6 Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- 18.2.7 Add, change or remove a provision respecting the transfer of a membership;
- 18.2.8 Increase or decrease the number of, or the minimum or maximum number of, Directors;
- 18.2.9 Change the purposes of the Corporation;
- 18.2.10 Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- 18.2.11 Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- 18.2.12 Change the method of voting by Members not in attendance at a meeting of the Members; or
- 18.2.13 Add, change or remove any other provision that is permitted by the Act

## **19**

### **ADOPTION OF THESE BY-LAWS**

- 19.1 Repeal – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.
- 19.2 These By-laws were ratified by the Members of the Corporation at a meeting of Members duly called and held on October 28, 2023.