

ONTARIO BOBSLEIGH SKELETON ASSOCIATION

AMENDED AND RESTATED BYLAWS

ARTICLE 1 - GENERAL

1.1. Act

Ontario Bobsleigh Skeleton Association was incorporated under Part III of the *Corporations Act* (Ontario) (the "Act").

1.2. Definitions

- (a) "Association" means Ontario Bobsleigh Skeleton Association;
- (b) "Board" means the Board of Directors of the Association;
- (c) "By-laws" means these amended and restated By-laws of the Association as amended from time to time;
- (d) "Fiscal year end" means the Association's year-end of March 31, or such other date as may be determined by the Board from time to time;
- (e) "Member in good standing" means an individual whose annual membership fees have been received by the Association; or as otherwise provided for herein;
- (f) "Bobsleigh Ontario Skeleton program" means any activity which is organized, conducted, operated, financed or sanctioned by the Association and for which the Association assumes any liability whatsoever; and
- (g) "Quadrennial" means the four year period immediately following the close of the Olympic Winter Games;

1.3. Interpretation

- (a) Headings of the Articles or sections herein are inserted for the convenience of reference only and shall not affect the construction or interpretation of these By-laws; and
- (b) Words importing the singular number only shall include plural and vice versa, and words importing the masculine gender shall include the feminine and neuter genders and words importing persons shall include corporations, partnerships, syndicates, trusts, associations, societies and any number or aggregate of persons all as the context may require.

ARTICLE 2 - NAME, SEAL, REGISTERED OFFICE

2.1. Name

The name of the Corporation shall be:

"Ontario Bobsleigh Skeleton Association".

2.2. Corporate Seal

The seal of the Association shall have the words "Ontario Bobsleigh Skeleton Association" endorsed thereon.

2.3. **Registered Office**

The registered office of the Association shall be in the City of Ottawa, in the Province of Ontario, or at such other place as the Board may from time to time determine.

ARTICLE 3 - MEMBERSHIP

3.1. **Requirements for Membership**

Membership in the association shall be unlimited in number and open to all Ontario resident persons (or as otherwise determined by the Board it being the intention that the Association be open to those supporting the objectives of the Association). The Members of the Association shall consist of those individuals who have applied for membership and been admitted as Members from time to time by the Board and, in the case of Lifetime Members, whose admission as Lifetime Members has been ratified by the Members.

3.2. **Categories of Membership**

Members shall be admitted to one of the following categories of Membership:

- (a) Athlete Members – Shall consist of individuals who are active in the sports of Bobsleigh or Skeleton in the province of Ontario and who participate or may participate in a Bobsleigh Ontario Skeleton program;
- (b) Non-Athlete Members – Shall consist of individuals who were formerly Athlete Members or who are otherwise engaged in furthering the sports of Bobsleigh or Skeleton in the province of Ontario; and
- (c) Lifetime Members – Shall consist of those individuals who have contributed long and meritorious service to the Association or who have made an outstanding contribution to the Association.

3.3. **Transition**

Individuals that were Members of the Association before the adoption of these By-laws shall continue as members of the Association in the following categories of Members:

- (a) “Athlete Members” and “Student Athlete Members” shall continue as Athlete Members; and
- (b) “Alumni Members”, “Leadership Members” and “Honorary Members” shall continue as Non-Athlete Members, unless they are designated Lifetime Members.

3.4. **Voting**

Each Member in good standing who has been a Member for a period of at least fourteen (14) days before a meeting of the Members shall be entitled to vote at that meeting. Each Member shall be entitled to one (1) vote.

3.5. **Term of Membership**

Membership, other than Lifetime Membership, shall be for an annual term and shall lapse at the end of the annual term, as set by the Board, unless it is renewed by the Member in accordance with section 3.6.

3.6. Renewal of Membership

The Board shall determine the annual deadline for the renewal of memberships each year. Membership must be renewed annually or the membership will lapse and the continuity of membership rights will be lost. Memberships may be renewed by the payment of the annual fees for Membership or through such other renewal mechanisms as the Board may determine. The Board may, in its discretion, grant extensions for the renewal of Memberships.

3.7. Withdrawal of Members

Membership in the Association may be terminated by the Member giving written notice to the Secretary of the Association.

3.8. Expulsion of Members

The Association may terminate for cause, the Membership of any Member by resolution of a three-quarter (3/4) majority vote of the Members present and cast at any meeting of the Members.

3.9. Annual Membership Fees

- (a) The annual Membership fees of the Association, and the time for the payment of such fees, shall be set by the Board. The Board may establish different fees for different categories of Members, and may set a scale of fees for individual categories of Members based on age, the use of the Association's resources, or on such other criteria as the Board determines relevant.
- (b) The Board may, in its discretion, waive the payment of annual Membership fees by any Member who has demonstrated, to the Board's satisfaction, that the Member has contributed substantially to the activities of the Association.
- (c) No Member that is not a Member in good standing shall be entitled to vote at any Meeting of the Members or to otherwise participate in any activities of the Association as a Member or to enjoy the benefits of Membership.

ARTICLE 4 - MEMBERS MEETINGS

4.1. Annual General Meetings

The annual general meeting ("AGM") of the Members of the Association shall be held within six (6) months from the Association's fiscal year end at a place in Ontario and at such time as the Board may determine for the purposes set out in the notice thereof and without restricting the generality of the foregoing to:

- (a) Receive and consider the report of the President of the Association for the last fiscal period;
- (b) Receive the report from the auditors and the audited financial statements, if any;
- (c) Appoint as auditors a recognized firm of chartered accountants who will hold office until the next AGM at a remuneration to be fixed by the Board, if an auditor is required to be appointed;
- (d) Amend the By-laws, subject to the provisions of section 4.5(b);
- (e) Elect the Board according to the Association's electoral policies and these By-laws;
- (f) Confirm the date and place of next AGM, or delegate such authority to the Board; and

- (g) Transact such other matters as may come before the AGM.

4.2. **Agenda for Annual General Meetings**

The Board shall set the agenda of the AGM. Members of the Association may propose matters to be considered by the AGM in writing at least twenty (20) days before the AGM as notified hereunder.

4.3. **Special Meeting**

A Special General Meeting (“SGM”) shall be at convened any place in Ontario upon resolution of the Board or if a majority of the Members entitled to vote request in writing that a SGM be held and indicating the purpose for such meeting. Any notice of the SGM shall indicate the purpose for the SGM and indicate the matters to be considered at such meeting. Such notice shall contain, or be accompanied by, enough information to allow Members to make a reasoned decision on the matters to be considered at the SGM.

4.4. **Notices**

- (a) Subject to the provisions of these By-laws, the Board shall give thirty (30) days notice of an AGM and fifteen (15) days notice of a SGM to every Member of the Association;
- (b) Any notice required to be given pursuant to these By-laws, may be sent by mail postage prepaid and/or by email to the recipients last known address and posted on the Ontario Bobsleigh Skeleton website: <http://www.ontariobobsleigh.com>.

4.5. **Voting**

- (a) Ordinary resolutions shall require a majority vote of the Members present or represented by proxy at a meeting, unless the Act or these By-laws otherwise provide. In the event of a tie in the votes cast, the resolution shall be considered defeated.
- (b) By-law amendments shall require a two thirds (2/3) vote of the Members present or represented by proxy at a meeting.

4.6. **Proxy**

- (a) Subject to the Act, Members may by means of a written proxy, signed by the Member, appoint a person, who need not be a Member, as the Member’s nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall contain the date thereof and the appointment and name of the nominee and shall expire on the earlier of the date specified in the proxy or after one year.
- (b) The Board may by resolution fix a time not exceeding forty-eight hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of Members before which time proxies to be used at that meeting must be deposited with the Secretary, and any period of time so fixed shall be specified in the notice calling the meeting or in the information circular relating thereto. If the Board does not fix a time, then proxies must be deposited with the Secretary not later than forty-eight hours, excluding Saturdays and holidays, preceding the meeting.

4.7. **Quorum**

For any AGM or SGM of the Association, a quorum shall consist of the lesser of (i) ten (10), or (ii) one-third of the Members present or represented by proxy. If a quorum is present at the opening of the AGM or SGM, the Members may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. In the event that a quorum is not present, the meeting shall be adjourned

and rescheduled within forty five (45) days. The Board shall give the Members fifteen (15) days notice of the reconvening of the adjourned meeting. At the reconvened adjourned meeting, all Members represented in person or by proxy shall constitute a quorum for the conduct of the business of the adjourned meeting.

4.8. **Chairman of Members Meeting**

The President shall chair any meeting of Members. Alternatively, the President may appoint another Director to chair any meetings of the Members. If no Directors are present or if all of the Directors present decline to chair the meeting, the Members present can elect one of their number to chair the meeting by majority vote of the Members. If the Voting Members cannot agree on anyone to chair the meeting, the meeting shall be adjourned and rescheduled within forty five (45) days. The Board shall give the Members fifteen (15) days notice of the reconvening of the adjourned meeting.

4.9. **Adjournment**

The Chairman of the meeting may adjourn any meeting with consent of the majority of the Members present to a fixed time and place. Notice is deemed to be given provided that time and place of the continuation of the adjourned meeting is announced at the original meeting, otherwise notice at least fifteen (15) days notice must be given for the continuation of the adjourned meeting. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present.

4.10. **Resolution in Lieu of Meeting**

A resolution in writing signed by all the Members entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Members.

ARTICLE 5 - BOARD OF DIRECTORS

5.1. **Duty of the Board**

The Board shall oversee the management of the affairs of the Association.

5.2. **Constitution of the Board**

The Board shall consist of 8 Directors. At least one director shall be an Athletes' Representative, as contemplated in section 5.4. Each Director is entitled to one vote.

5.3. **Election and Term of Directors**

- (a) Directors shall be elected by the Members immediately following the adoption of these By-laws to hold office until the next Quadrennial AGM. Thereafter, all Directors shall be elected by the Members at each Quadrennial AGM, to hold office until the next Quadrennial AGM, except for the Athletes' Representative who shall hold office for 2 years, until the second AGM after his or her election.
- (b) Candidates to be elected to the board must be Members in good standing, must have consented to act as a director, and must be nominated by at least two Members.
- (c) If the Board proposes a slate of nominees proposed for election or re-election, the Board shall circulate the nominations along with the notice of meeting.
- (d) Directors shall be eligible for re-election, if qualified.

5.4. **Athletes' Representatives**

- (a) Athlete Members who have participated in at least four (4) Association athletic events (i.e. testing/training camps, bobsleigh/skeleton schools and/or competitions etc.) in the previous eighteen (18) months are eligible to be elected as Athletes' Representatives.
- (b) Athlete Members shall elect one (1) Athletes' Representative from their membership.
- (c) The Athletes' Representative shall be elected for a two-year term and eligible Athlete Members may be re-elected.
- (d) If there are no eligible Athlete Members to be elected as the Athletes' Representatives or who consent to act as a Director, then the Athlete Members may elect any of their number to be the Athletes' Representative.

5.5. **Duties of Directors**

Directors, in exercising their power, shall act honestly and in good faith with the view to the best interests of the Association.

5.6. **Qualification**

A Director must be a Member in good standing of the Association and a resident of Ontario.

5.7. **Vacancies**

Vacancies on the Board may be filled at the discretion of the Board until the next Quadrennial AGM.

5.8. **Retirement**

A retiring Director shall remain in office until the dissolution or adjournment of the AGM at which time a successor is elected/appointed into office.

5.9. **Vacancy of Office**

The office of a Director shall be vacated upon the occurrence of any of the following events:

- (a) Upon a Director resigning by delivering to the Secretary his or her written resignation;
- (b) Upon ceasing to be a Member;
- (c) Upon being found legally incompetent;
- (d) Upon passing a resolution to remove the Director by the 2/3 majority vote of the Members present or represented by proxy at a meeting of the Members;
- (e) Upon becoming bankrupt; or
- (f) Upon death.

5.10. **Board Meetings**

- (a) There shall be at least two (2) meetings per year of the Board.

- (b) *Notice of Meetings:* Meetings of the Board may be held at any time and place to be determined by the Directors provided that forty-eight (48) hours written notice of such meeting shall be given, by telephone, facsimile transmission, or by electronic mail to each Director. Any notice given only by mail shall be sent at least fourteen (14) days before the meeting. A meeting of the Board may be held immediately after each AGM and no notice of such meeting need be given.
- (c) *Conference Telephone:* Directors may participate in Board Meetings and/or committee meetings by means of a conference call telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.
- (d) *Resolution in Writing:* A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.
- (e) *Omission of Notice :* No irregularity in giving notice of any meeting of the Board or any adjourned meeting of the Board of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting.
- (f) *Adjournment:* Any meeting of the Board may be adjourned by the Chairman from time to time, with the consent of the majority of the Directors present, to a fixed time and place. Notice is deemed to be given provided that time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. If there is no quorum present at the adjourned meeting, the original meeting is deemed to have terminated forthwith after its adjournment.
- (g) *Quorum and voting:*
 - (i) No business may be transacted at a meeting of the Board unless at least one-half of the Directors are in attendance.
 - (ii) Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of a tie, the chairman of the meeting shall have a second or casting vote.
 - (iii) No proxies shall be permitted at meetings of the Board.

5.11. **Chairman**

The President or, in his or her absence or inability to act, any Director appointed by the President shall chair any meeting of Directors. If the President is not present and/or fails to appoint a chair of the meeting, the Directors present shall choose one (1) of their number to chair the meeting.

5.12. **Remuneration**

Directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from the office. They shall be paid their reasonable traveling and other out-of-pocket expenses properly incurred by them carrying out business of the Association in accordance with policies established by the Board. Directors acting for or on behalf of the Association in another capacity may receive reasonable remuneration in connection therewith.

ARTICLE 6 - OFFICERS

6.1. **Officers**

The Officers of the Association shall be the President, Past-President, Secretary, Vice-President Finance and one or more other Vice-Presidents, and such other officers as the Board may determine. The President shall be appointed from among the Directors. Other Officers may, but need not be, Directors.

6.2. **President**

The powers and the duties of the President shall be to:

- (a) represent the Association in all matters pertaining to the sports of bobsleigh and skeleton with full power before any authority, without limitations in defence of the Associations' interests, with the capacity to delegate such responsibilities to whomever he deems appropriate;
- (b) be the chief spokesperson for the Association or designate that responsibility as required;
- (c) chair the meetings of the Association or appoint another Director to do so in accordance with these By-laws;
- (d) ensure all orders and resolutions of the Board are carried out and report on all business transacted by the Board to the Members at all AGMs and/or SGMs of the Association;
- (e) sign all necessary official and private documents; and
- (f) perform such other duties as may be assigned to him or her by the Members, or the Board or as may be incidental to the President's office or provided for in the By-laws.

6.3. **Past President**

The powers and duties of the Past President shall be to:

- (a) represent the Association in matters pertaining the sports of bobsleigh and skeleton when requested to do so by the Board or the President;
- (b) be the spokesperson for the Association if designated that responsibility by the President; and
- (c) perform such other duties as may be assigned to him or her by the President or the Board.

6.4. **Secretary**

The powers and duties of the Secretary shall be to:

- (a) prepare and maintain the official documents of the association;
- (b) circulate the agenda and record the minutes of all Board meetings as well as the minutes of any committees to which the Secretary is assigned, making sure that all actions are duly noted;
- (c) keep a record of all policies approved by the Board in the association's policy manual;
- (d) maintain and monitor a calendar of important dates for the association such as grant filing dates, audit dates, etc.;

- (e) communicate with Directors and Members in accordance with these By-laws and/or as necessary for the conduct of the business of the Association;
- (f) maintain the records of the Members and any staff persons including contracts, benefits, evaluations, etc.;
- (g) keep all the records of the association in a safe place;
- (h) dispose of old documents only with the approval of the Board;
- (i) make sure that all files are in good order for the next Secretary; and
- (j) perform such duties as may from time to time be determined by the Board.

6.5. Vice-President Finance

The powers and duties of the Vice-President Finances shall be to:

- (a) render to the President and Board at its regular meetings, or whenever the President or Board may require it, an account of the finances of the Association;
- (b) exhibit to the President and Board, upon request, books and accounts kept under the Vice-President Finance's supervision;
- (c) perform such other duties prescribed by the By-laws or as may from time to time, be determined by the Board, or as are usually performed by the Vice-President Finance, Treasurer or Honorary Treasurer of similar entities; and
- (d) upon retirement or removal from the office, immediately return to the Association all books, papers, vouchers, money and other records or property in his possession or under his control, belonging to the Association.

6.6. Other Officers

The powers and duties of such other offices as may be appointed by the Board shall be determined by the Board.

6.7. Holding of Office

One individual may hold more than one office.

ARTICLE 7 - COMMITTEES

7.1. Power to Appoint Committees

Without limiting the powers of the Board to oversee the management of the affairs of the Association, and in accordance with these By-laws, the Board shall appoint Committees for particular purposes as may from time to time be deemed necessary or desirable for the furtherance of the objectives of the Association.

7.2. Committee Composition and Roles

The composition, roles and responsibilities for each of these committees shall be determined by the Board and may be amended from time to time.

7.3. **Committee Chairman**

A Director, as appointed by the Board, shall chair each Committee.

ARTICLE 8 - PROTECTION OF DIRECTORS, OFFICERS AND EMPLOYEES

8.1. **Indemnification**

Every Officer, Director, or employee of the Association and their heirs, executors and administrators, and estates and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds and/or assets of the Association from and against:

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

8.2. **Limitation of Liability**

No Director or Officer of the Association shall be liable for the acts or omissions of any other Director or Officer or employee of Association or for any loss, damage or expense suffered by Association through the insufficiency or deficiency of title to any property acquired by order of the Board, or in respect of any deficiency of any security in or upon which any monies of Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Association shall be deposited or for any loss occasioned by any error of judgment or oversight on his or her part, or for any loss or damage which may occur in the execution of the duties of his or her office in relation thereto or in respect of any other act or omission of a Director in his or her capacity as such causing loss, damage or expense, unless the same shall happen through his or her own wilful neglect or default.

8.3. **Insurance**

Subject to governing law, the Association may purchase and maintain such insurance for the benefit of any person referred to in this section as the Board may from time to time determine.

ARTICLE 9 - EXECUTION OF DOCUMENTS

The Board of Directors shall have power, from time to time, by resolution, to appoint signing officers on behalf of the Association, to sign specific contracts, documents and instruments in writing. Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any of two (2) Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors of the Association may give power of attorney to any registered dealer in securities, for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors

ARTICLE 10 - FINANCIAL

10.1. Banking Resolution

- (a) The Board, immediately after each AGM, shall approve three (3) Officers or employees to be signing officers for the Association.
- (b) Unless otherwise determined by resolution of the Board, all cheques drawn on the Association's funds shall be signed by two (2) of the signing officers.

10.2. Borrowing By-law

The Board of Directors may from time to time:

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

From time to time, the Board may authorize any Officer, Director or employee of the Association or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the Officers may authorize and generally to manage, transact and settle the borrowing of money by the Association.

ARTICLE 11 - DISSOLUTION

The Association cannot voluntarily be dissolved or wound-up except by a two thirds (2/3) vote of the Members present at Meeting of the Members convened specifically for this purpose and called by a written notice of thirty (30) days. In the event of such dissolution or winding-up, the Officers shall supervise the dissolution and the relinquishing of the Letters Patent as stipulated by Law. All Association assets remaining after payment of its debts, obligations and liabilities shall be distributed to one or more charitable organizations in Canada having objects or purposes consistent with the objects of the Association.

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The foregoing Amended and Restated By-laws were confirmed and approved by the Members of the Association on July 23, 2011 at a meeting duly called for that purpose.

Secretary