

Timmins Ringette Association



By-Law #1

Adopted May 26, 2022

I. PREAMBLE

1. Mission and Objectives

The objectives for which the corporation is incorporated are:

- To carry on the operation of a minor and adult ringette league in the City of Timmins for the purpose of providing a safe place to exercise ringette in the region of Timmins;
- To promote, administer, and develop the game of Ringette as a not for profit organization.
- To teach fair play and sportsmanship with emphasis on the enhancement of good character and citizenship.
- To provide entertainment and fun for the participant.
- To provide an opportunity for all players desiring to participate in the sport of Ringette, regardless of their level of play (i.e. recreational or competitive), giving due consideration to their individual capabilities and interests.
- To supervise and direct its members, including the players, coaches, officials, parents and spectators.
- To ensure that all members have the opportunity to present their views and have them heard.
- To provide support and opportunity for players, coaches, officials, and administrators to improve their ringette sport skills.
- To actively promote, adhere to, and support the objectives and policies of the provincial and national associations for Ringette.

II. GENERAL

1. Purpose

These By-laws relate to the general conduct of the affairs of the Timmins Ringette Association.

2. Definitions

In this by-law, unless the context otherwise requires:

- "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- "Association" means the Timmins Ringette Association;
- "Auditor" means an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act;
- "Board" means the board of directors of the Corporation;
- "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- "Chair" means the chair of the Board;
- "Corporation" means the Timmins Ringette Association.
- "Days" days including weekends and holidays.
- "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- "Member" means a member of the Corporation;
- "Members" means the collective membership of the Corporation;
- "Officer" means an officer of the Corporation.
- "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.
- "Special Resolution" means a resolution passed by not less than two-thirds of the votes cast on that resolution.

3. Interpretation

Other than as specified in Definitions, all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

4. Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

5. Registered Office

The registered office of the Corporation will be located within the Province of Ontario.

6. Corporate Seal

The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.

7. Affiliations

The Corporation will be affiliated with Ringette Ontario and Ringette Canada and Members will follow the published rules of both organizations.

8. No Gain for Members

The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

9. Ruling on By-laws

Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

10. Conduct of Meetings

Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

III. MEMBERSHIP**1. Categories**

The Corporation has one category of Member:

- a) Individual Member - individuals who have agreed to abide by and adhere to the Corporation's By-laws, policies, procedures, and rules (or, if the individual is under the age of 18, who have had a parent or guardian agree to abide by the Corporation's By-laws, policies, procedures, and rules on behalf of the individual) including:

- Participants
- Coaches
- Officials
- Other individuals approved by the Directors

2. Admission and Renewal of Members

Any candidate will be admitted as a Member or renewed as a Member if the candidate member makes an application for membership in a manner prescribed by the Corporation and provided that:

- the Member resides within the boundaries of the City of Timmins; or
 - if the Member resides outside the boundaries of the City of Timmins, such member shall be accepted if openings are available at the Member's level of play.
- The candidate member was at any time previously a Member and was a Member in good standing at the time of ceasing to be a Member;
- The candidate member has paid dues as prescribed by the Board;
- The candidate member agrees to uphold and comply with the Corporation's governing documents;
- The candidate member meets any other condition of membership as determined by the Board;
- The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

3. Membership Dues and Duration

- Year - Unless otherwise determined by the Board, the membership year of the Corporation will be August 1 to July 31.
- Dues - Membership dues will be determined annually by the Board and consist of the full registration fees being paid.
- Duration - Membership duration is accorded on an annual basis and Members will re-apply for membership annually.
- Deadline - Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.
- Outstanding account of less than \$5.00 - An outstanding accounts receivable of less than \$5.00 shall be deemed to be paid in full for voting purposes only at the Annual General Meeting and such Member shall be provided a voting right.

4. Transfer, Suspension, and Termination of Membership

- Transfer - Membership in the Corporation is non-transferable.
- Suspension - A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, or by

Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

- Termination - Membership in the Corporation will terminate immediately upon:
- The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
- The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- Resignation by the Member by giving written notice to the Corporation;
- Dissolution of the Corporation;
- A decision made by a panel in accordance with the Corporation's applicable discipline policies;
- The Member's death; or
- By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
- May Not Resign - A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.
- Discipline - A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

5. Good Standing

a) Definition:

- A Member will be in good standing provided that the Member:
- Has not ceased to be a Member;
- Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- Has completed and remitted all documents as required by the Corporation;
- Has complied with the By-laws, policies, and rules of the Corporation;
- Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- Has paid all required membership dues.

b) Cease to be in Good Standing

A Member ceases to be in good standing and will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership such as being entitled to ice time, if :

- the Board or a Disciplinary Panel as made a decision of suspension of the member, or

- payment of house league registration dues and competitive team dues (if member elects to participate in competitive teams) are not received in full forty-five (45) days following the team assignment.

A Member that ceases to be in Good Standing shall not be allowed to participate in any on or off ice activities of the Association, until such time as the Board is satisfied that the Member has met the definition of good standing.

6.Meetings of Members

a)Annual Meeting

The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements.

b)Special Meeting

A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

c)Participation/Holding by Electronic Means

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting.

d)Notice

Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

e)Waiver of Notice

Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any

business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

f) Error or Omission in Giving Notice

No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

g) New Business

No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board seven (7) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

h) Quorum

Ten (10) Members present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

i) Closed Meetings

Meetings of Members will be closed to the public except by invitation of the Board.

j) Agenda

The agenda for the Annual Meeting must, at minimum, include:

- Call to order
- Establishment of quorum
- Approval of the agenda
- Approval of minutes of the previous Annual Meeting
- Presentation of reports
- Report of Auditors (if any)
- Appointment of Auditors (if any)
- Business as specified in the meeting notice
- Election of new Directors
- Adjournment

k) Scrutineers

At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

l) Attendance

The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors of the Corporation (or the person / firm who has been appointed to conduct a review engagement, if any), individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

7. Voting at Meetings of Members***a) Voting Rights***

Members have the following voting rights at all meetings of the Members:

- Individual Members who are 18 years old or older may exercise one vote at all meetings of the Members. Individual Members who are younger than 18 years old may have one vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with three children registered with the Corporation who are younger than 18 years old may exercise three votes. Also, two parents of the same child who is registered with the Corporation and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote.
- Multiple Role Members - A Member who has multiple roles with the Corporation (such as a Participant and Coach) may only exercise one vote regardless of how many roles that Member has with the Corporation.
- Eligibility of Votes - The date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.
- Proxy Voting - Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:
 - Be signed by the Member;
 - Be in a form that complies with the Act;
 - Comply with the format stipulated by the Corporation; and
 - Be submitted to the Registered Office of the Corporation at least two (2) business days prior to the meeting of the Members

b) Determination of Votes

Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

c) Majority of Votes

Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

d) Written Resolution

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

IV. GOVERNANCE

1. Composition of the Board

The Board will consist of a maximum of nineteen (19) Directors as follows:

- President
- Vice President
- Past President / Appointed Director-at-Large
- Secretary
- Treasurer
- Registrar
- House League Director
- Coach Development
- Player Development
- Media Director
- Fundraising Director
- Tournament Director
- Competitive Director
- Ice Scheduler
- Director-at-large (5 or 6 if no Past President elected).

2. Eligibility of Directors

To be eligible for election as a Director, an individual must:

- Be eighteen (18) years of age or older;
- Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- Have the power under law to contract;
- Have not been declared incapable by a court in Canada or in another country; and
- Not have the status of bankrupt.

3. Election of Directors

a) Nominations Committee

The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

b) Nominations

Any nomination of an individual for election as a Director will:

- Include the written consent of the nominee by signed or electronic signature;
- Comply with the procedures established by the Nominations Committee; and
- Be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

c) Nominations from the Floor

An individual may be nominated from the floor of the meeting of the Members in accordance with the Act.

d) Circulation of Nominations

Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

e) Elections

All Directors will be elected at every Annual General Meeting of the Members.

f) Elections upon Nominations

Elections for each Director position will be decided by majority vote of the Members in accordance with the following:

- One Valid Nomination
 - Winner declared by Ordinary Resolution.
- Two or More Valid Nominations
 - The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by coin flip.

g) Post-Election Eligibility

An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director of the Corporation.

h) Term of Office

Directors will serve terms of one (1) year and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

4. Past President / Appointed Director-at-Large

The immediate Past President of the Corporation may be appointed into the position of Past President for a one year (1) year term provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. If the Past President position is not filled for any reason, the Board of Directors may by Ordinary Resolution appoint a Director-at-Large for a one (1) year term.

a) Resignation and Removal of Directors

- Resignation:
 - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- Vacate Office:
 - The office of any Director will be vacated automatically if:
 - The Director resigns;
 - The Director is found to be incapable of managing property by a court or under Ontario law;
 - The Director is found by a court to be of unsound mind;
 - The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
 - The Director dies.
- Removal:
 - An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

b) Filling a Vacancy on the Board

Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual Meeting.

5. Meetings of the Board**a) Call of Meeting**

A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.

b) Chair

The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

c) Notice

Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

d) Board Meeting With New Directors

For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

e) Number of Meetings

The Board will hold at least four (4) meetings per year.

f) Quorum

At any meeting of the Board, quorum will be a majority of Directors holding office and the presence of the President or Vice President.

g) Voting

Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the Chair of the meeting shall vote a second time to decide the issue.

h) No Alternate Directors

No person shall act for an absent Director at a meeting of directors.

i) Written Resolutions

A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

j) Closed Meetings

Meetings of the Board will be closed to Members and the public except by invitation of the Board.

k) Meetings by Telecommunications

A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

6. Duties of Directors

Every Director will:

- Act honestly and in good faith with a view to the best interests of the Corporation; and
- Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

7. Powers of the Board

Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions. The Board is empowered, including but not limited to:

- Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- Make policies and procedures relating to the discipline of Members and parents/guardians of Members (if the Member is younger than 18 years old), and have the authority to discipline these individuals in accordance with such policies and procedures;
- Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- Determine registration procedures, recommend membership dues, and determine other registration requirements;
- Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;

- Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- Perform any other duties from time to time as may be in the best interests of the Corporation.

8. Director On The Bench

Necessary prior approval for a Director to be assigned on a team bench - No Director may act as coach, trainer, or manager of any house league team not competitive team unless prior approved by the Board of Directors.

9. Officers

a) Executive committee

The Executive committee will consist of the President, Vice President, Past President, Secretary and Treasurer. The following shall apply to the Executive committee:

- The Executive shall meet prior to the official registration date of the following season.
- The Executive shall meet on a regular basis and or as needed upon being informed of any issues that affect the membership and or association.
- Upon a conflict, the executive shall include the director or manager at charge in relation to the issue brought forward in their meeting.
- In the case of potential conflict of interest by an Executive committee member, such member in a position of conflict shall be substituted by another Director as appointed by the President.

b) Officers

Officers will consist of the Executive Committee and the following fourteen (14) Officers:

- Registrar
- House League Director
- Coach Development
- Player Development
- Media Director
- Fundraising Director
- Tournament Director
- Competitive Director
- Ice Scheduler
- Directors-at-large

c) Duties

The duties of Officers are outlined in ***Operational Policy #1 – Roles and Responsibilities***.

d) Delegation of Duties

At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

e) Removal

An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director (if applicable) will automatically and simultaneously be terminated.

f) Vacancy

Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice-President shall become President and the Board may appoint a replacement for the position of Vice-President from among the Directors.

g) Appointed Positions

The Board may determine other Officer positions and the President shall recruit and appoint individuals to fill those positions. Other Officers need not be Directors and do not have a vote at the Board meetings if not elected Directors. Other Officers report directly to the President.

The following officers, are essential for the proper functioning of the corporation and shall be designated by the President if such position was not filled at the Annual Meeting of the Members:

- The **Referee-in-Chief** shall be responsible for all on ice officials in the Association including the advancement of their skill levels; must attend Board of Director meetings when invited by the President and shall work closely with the Minor Officials Manager to ensure game time officials are present when required.
- The **Equipment Manager** shall be responsible for all equipment of the Association, shall purchase equipment as approved in the budget or requested by the President, shall be responsible to educate coaches, parents, and players about proper equipment use and storage and shall perform such other duties as may from time to time be established by the President.
- The **Minor Officials Manager** shall be responsible for all minor officials (timekeepers, scorekeepers and shot clock operators) including ensure their training

and propose opportunities for skill advancement of minor officials and shall work closely with the Referee-In-Chief to ensure game time officials are present when required.

- The **Web Master** shall manage TRA web platform, including content management system, registration system, e-mail system, team notification system and any other supporting systems, as requested by the Board of Directors.
- The **Social Media Manager** shall manage, program, amend and upkeep the Association Facebook, Instagram and Twitter presences.

Detailed descriptions of the **Appointed Positions** are included in **Operational Policy #1 – Roles and Responsibilities**.

10. Committees

a) Appointment of Committees

The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any committee any of its powers, duties, and functions.

b) Vacancy

When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

c) President Ex-officio

The President, or their delegate, will be an ex-officio non-voting member of all Committees of the Corporation.

d) Removal

The Board may remove any member of any Committee.

e) Debts

No Committee will have the authority to incur debts in the name of the Corporation.

11. Finance and Management

a) Fiscal Year

Unless otherwise determined by the Board, the fiscal year of the Corporation will be June 1 through May 31

b) Bank

The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

c) Auditor

The Members may at each Annual Meeting appoint an Auditor (as defined under the Public Accounting Act, 2004, as amended) to audit or conduct a review engagement of the accounts of the Corporation in accordance with the Act. The Auditor will hold office until the next Annual Meeting provided that the Directors may fill any vacancy in the office of Auditor. The remuneration of the Auditor shall be fixed by the Board of Directors.

d) Dispensing with Audits or Review Engagements

Should the Corporation meet the requirement set out in the Act for dispensing with audits or review engagements, the Members of the Corporation may pass an extraordinary resolution to not appoint an auditor and to not have an audit or review engagement in respect of the Corporation's financial year.

e) 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.

f) 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:

- The Corporation's articles and By-laws;
- The minutes of meetings of the Members and of any committee of Members;
- The resolutions of the Members and of any committee of Members;
- The minutes of meetings of the Directors or any committee of Directors;
- The resolutions of the Directors and of any committee of Directors;
- A register of Directors;
- A register of Officers;
- A register of Members;
- A register of sponsor partners; and
- Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

g) Signing Authority

Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates,

returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

h)Property

The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

i)Borrowing

The Board may from time to time:

- Borrow money on the credit of the Corporation;
- Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
- Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

j)Borrowing Restriction

The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

12.No Remuneration

All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

13.Conflict of Interest

A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such

contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

14. Amendment of By-Laws

a) Voting

These By-laws may only be amended, revised, repealed or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

b) Effective Date

By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

15. Notice

a) Written Notice

In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

b) Date of Notice

Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

c) Error in Notice

The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

16. Dissolution

The Corporation may be dissolved in accordance with the Act and Section 10.2.

a) Charity

The Corporation will distribute its assets and property held or acquired from the proceeds of licensed lottery events (i.e. lottery trust accounts or property purchased with lottery proceeds) to charitable organizations that are eligible to receive lottery proceeds in Ontario

in accordance with the applicable policies of the Alcohol and Gaming Commission of Ontario.

17. Indemnification

a) Will Indemnify

The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

b) Will Not Indemnify

The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

c) Insurance

The Corporation will, at all times, maintain in force such Directors and Officers liability insurance.

18. Player Advancement Requests

Player advancement requests will be resolved as outlined in ***Operational Policy #2 – Player Advancement***. The Player Advancement Request Form can be found on the corporate website.

19. Adoption of These By-Laws

These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on May 26, 2022.

a) Repeal of Prior By-laws

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.

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